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TALLAHASSEE, FLORIDA

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J. THOMAS CARDWELL
COMMISSIONER

STREET ADDRESS: 101 East Gaines Street, Suite 636 • PHONE (850) 410-9800 • FAX (850) 410-9548
MAILING ADDRESS: Division of Financial Institutions, 200 East Gaines Street, Tallahassee, FL 32399-0371
VISIT US ON THE WEB: WWW.FLORIDA.COM • TOLL FREE: (800) 848-3792

July 1, 2010

VIA INTEROFFICE MAIL

Ms. Karen Gibson
Senior Section Administrator
Amendment Section
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Dear Ms. Gibson:


Please file the enclosed amendment to the articles of incorporation for Stonegate Bank, Fort Lauderdale, Florida, at your earliest convenience. The distribution of the certified copies should be as follows:

(1) Return one copy to: Division of Financial Institutions
Office of Financial Regulation (OFR)
200 East Gaines Street
Tallahassee, Florida 32399-0371

(1) Return one copy to: Mr. Gerald Oliver
Director – Regulatory Affairs
Stonegate Bank
P.O. Box 4678
Fort Lauderdale, Florida 33338

A check for \$52.50, which represents the appropriate fee for filing and certified copies, was mailed to your office in May (copy enclosed). If you have any questions do not hesitate to contact me.

Sincerely,



NancyRae Kjelgaard
Financial Control Analyst
Bureau of Bank Regulation

NRK:nk
Enclosures (3)

FINANCIAL SERVICES COMMISSION

CHARLIE CRIST
GOVERNOR

BILL MCCOLLUM
ATTORNEY
GENERAL

ALEX SINK
CHIEF FINANCIAL
OFFICER

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 8, 2010

Gerald W. Oliver
Stonegate Bank
P.O. Box 4678
Ft. Lauderdale, FL 33338

SUBJECT: STONEGATE BANK
Ref. Number: P0500007176

We have received your document for STONEGATE BANK and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 655.043, Florida Statutes, a bank, trust company, or association may not amend its articles of incorporation without the written approval of the Office of Financial Regulation. Their address is:

Office of Financial Regulation
200 E. Gaines St.
Tallahassee, FL 32399-0371.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Regulatory Specialist II

Letter Number: 210A00014113



May 28, 2010

Ms. Linda R. Townsend, Chief, Bank Regulation – Dist. II
Office of Financial Regulation
State of Florida
200 East Gains Street
Tallahassee, Florida 32399-0371

Dear Ms. Townsend:

Stonegate Bank desires to amend its articles of incorporation. The proposed amendment would increase the number of authorized but unissued common shares by 10,000,000, bring the total number of shares authorized to be issued from 10,000,000 to 20,000,000 and created a new class of authorized preferred shares equaling 4,000,000.

Enclose herewith please find:

- (i) Articles of Amendment to the Articles of Incorporation of Stonegate Bank dated May 6, 2010.
- (ii) A check in the amount of \$52.50 payable to the Secretary of State for the filing of the articles and issuance of two certified copies of the Articles of Amendment.

Thank you for your consideration of this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "G. Oliver", written over a horizontal line.

Gerald W. Oliver
Director – Regulatory Affairs

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
STONEGATE BANK**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, Stonegate Bank, a Florida Corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is Stonegate Bank.
2. Article III of the Corporation's Articles of Incorporation is hereby deleted in its entirety and a new Article III is inserted in its place, as follows:

ARTICLE III

"The total number of common shares authorized to be issued by the Corporation shall be 20,000,000. Such shares shall be of a single class and shall have a par value of \$5.00 per share. The total number of preferred shares authorized to be issued by the Corporation shall be 4,000,000."

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.
4. The amendment made herein to the Articles of Incorporation of the Corporation was recommended to the shareholders by the Board of Directors and approved by the unanimous written consent of the shareholders and the directors of the Corporation on the date of these Articles of Amendment, pursuant to Sections 607.0704, 607.0821 and 607.1003 of the Florida Business Corporation Act. The number of shareholders votes cast for the amendment was sufficient for approval.
5. The effective date of this Amendment shall be May 6, 2010.

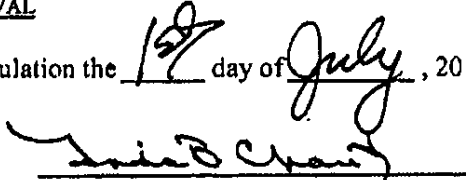
IN WITNESS WHEREOF, the undersigned President of the Corporation has executed the foregoing Articles of Amendment, this 6 day of May, 2010.



Dave Seleski, President

APPROVAL

Approved by the Florida Office of Financial Regulation the 15th day of July, 2010.



Linda B. Charity, Director