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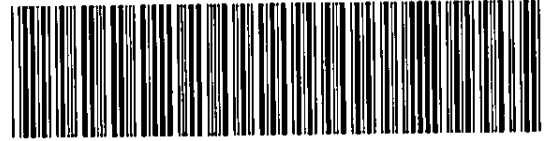
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AMENDED AND RESTATED

1. **ANCHOR BANK INC**

\_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

2.

\_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

3.

\_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

4.

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(CORPORATE NAME AND DOCUMENT #)

5.

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(CORPORATE NAME AND DOCUMENT #)

6.

\_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

**SPECIAL INSTRUCTIONS:**

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**ARTICLES OF AMENDMENT  
TO  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
ANCHOR BANK**

FILED

2024 JUL 26 AM 9:14

CLERK OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, **ANCHOR BANK**, a banking institution organized and existing under the laws of the State of Florida (the "Bank"), hereby amends its Amended and Restated Articles of Incorporation in the manner set forth below in these Articles of Amendment:

FIRST: Article III of the Bank's Amended and Restated Articles of Incorporation shall be amended and restated in its entirety as follows:

**ARTICLE III**

The maximum number of shares that the Bank is authorized to have outstanding at any time is 21,444,500 shares of common stock having the par value as stated below per share to be issued as follows:

Class A Common Stock Consisting of Four Hundred Forty-Four Thousand Five Hundred (444,500) Shares of a single class with a par value of \$39.97 per share; and

Class B Common Stock consisting of Five Million (5,000,000) Shares of a single class with a par value of \$1.00 per share; and

Class C Common Stock consisting of Fifteen Million (15,000,000) Shares of a single class with a par value of \$1.00 per share; and

Class D Common Stock consisting of One Million (1,000,000) Shares of a single class with a par value of \$1.00 per share; and

**Voting Rights.** The holders of the Class A Common Stock, the Class B Common Stock and the Class C Common Stock will vote together as a single class on all matters requiring shareholder approval other than the election of directors. With regard to the election of directors, the holders of the Class A Common Stock and the Class B Common Stock will vote together as a single class for the election of a single director. The holders of the Class C Common Stock will vote as a single class for the election of the remaining members of the Board of Directors. The holders of Class D Common Stock shall not have any voting rights except as otherwise provided by law.

**Other Rights.** Except as set forth otherwise, the holders of the Class A Common Stock, Class B Common Stock, Class C Common Stock and Class D Common Stock shall all have all of the rights of common shareholders of the Bank, on a pari-passu basis. No class will have priority over any other with respect to dividends, distributions on liquidation, or any other matter. The holders of Class D Common Stock will have the same right to receive the same

form, value and amount of consideration as received by the sharers of Class C Common Stock in connection with any reorganization, merger, consolidation or share exchange transaction involving the Bank. Except for voting rights and certain conversion rights, as set forth below, the four (4) classes will function as a single class of common stock for all other purposes.

**Conversion Rights.** If the Bank issues additional shares of voting common stock (i) and as a result thereof, any individual (non-entity) holder of Class D Common Stock consequently owns less than 9.99% of the shares of the Bank's Class C Common Stock outstanding after the consummation of such issuance, then such individual (non-entity) holder of Class D Common Stock will have the right to convert such number of his or her shares of Class D Common Stock into shares of Class C Common Stock as long as such conversion does not result in such individual (non-entity) holder of Class D Common Stock becoming the owner of more than the percentage of the shares of the Bank's Class C Common Stock outstanding owned by such individual (non-entity) holder immediately prior to the Bank's issuance of additional shares of voting common stock, and/or (ii) and as a result thereof, any entity holder of Class D Common Stock owns less than 4.99% of the share of the Bank's Class C Common Stock outstanding after the consummation of such issuance, then such entity holder of Class D Common Stock will have the right to convert such number of its shares of Class D Common Stock into shares of Class C Common Stock as long as such conversion does not result in such entity holder of Class D Common Stock becoming the owner of more than the percentage of the shares of the Bank's Class C Common Stock outstanding owned by such entity holder immediately prior to the Bank's issuance of additional shares of voting common stock. The conversion rights set forth in this paragraph shall be exercisable only by the original holders of the Bank's Class D Common Stock, and shall not be exercisable by any transferees of Class D Common Stock.

**Preemptive Rights.** To the extent shares of the Bank's Class A Common Stock or Class B Common Stock are proposed to be issued, all existing shareholders of the Bank's common stock, including Class C Common Stock and Class D Common Stock shareholders, shall have preemptive rights with respect to such issuance and such additional shares are to be first offered to the existing shareholders in proportion to their ownership percentages of the total outstanding shares of the Bank's Common Stock at such time, regardless of class. To the extent shares of the Bank's Class C Common Stock are proposed to be issued, only existing Class C Common Stock shareholders shall have preemptive rights with respect to such issuance and such additional shares are to be first offered to the existing Class C Common Stock shareholders in proportion to their ownership percentages of the total outstanding shares of the Bank's Class C Common Stock at such time and the Bank shall give the option to each existing Class C Common Stock shareholder that is also a holder of Class D Common Stock that exercises his, her or its preemptive right for additional Class C Common Stock to purchase an amount of additional Class D Common Stock so that he, she or it can maintain his, her or its proportionate combined ownership of shares of Class C Common Stock and Class D Common Stock relative to the combined number of outstanding shares of Class C Common Stock and Class D Common Stock as he, she or it had immediately before the exercise of their Class C Common Stock preemptive right and the issuance of additional Class D Common Stock. To the extent shares of the Bank's Class D Common Stock are proposed to be issued, only existing Class D Common Stock shareholders shall have preemptive rights with respect to such issuance and such additional shares are to be first offered to the existing Class D Common Stock shareholders in proportion to

their ownership percentages of the total outstanding shares of the Bank's Class D Common Stock at such time. A shareholder may waive the preemptive rights, and no preemptive rights shall exist with respect to (i) shares of the Bank's Class A Common Stock or Class B Common Stock issued as compensation to directors, officers, agents, or employees of the Bank's or its subsidiaries or affiliates, (ii) shares of Class A Common Stock or Class B Common Stock issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the Bank's or its subsidiaries or affiliates or (iii) shares of Class A Common Stock or Class B Common Stock issuant pursuant to a plan of reorganization or merger.

**SECOND.** Except as hereby expressly amended, the Articles of Incorporation of the Bank shall remain the same in all respects.

**THIRD.** These Articles of Amendment contain amendments to the Bank's Amended and Restated Articles of Incorporation requiring shareholder approval. The amendments were adopted by the shareholders. The number of votes cast for the amendments by the shareholders were sufficient for approval. Furthermore, the Board of Directors of the Bank, by written consent dated July 2, 2024, unanimously approved these Articles of Amendment.

**FOURTH.** This Amendment shall become effective on the date that these Articles of Amendment are filed with the Department of State of the State of Florida.

*[Remainder of page intentionally left blank; signature page follows.]*

**IN WITNESS WHEREOF**, the undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation as of the 2nd day of July 2024.

**ANCHOR BANK, INC.,**  
a Florida corporation

By: 

Name: Nelson Hinojosa

Title: Chairman