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2010 JUN -2 P 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend
Tennis
6-2-10*

SMITH MACKINNON, PA

ATTORNEYS AT LAW

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JOHN P. GREELEY

June 1, 2010

Via Federal Express

Department of State
Attention: Karon Beyer
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Amendment to the Articles of Incorporation of Neighborhood Bank Corporation

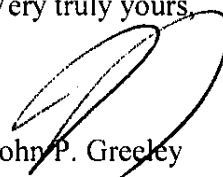
Dear Karon:

Enclosed are three manually signed originals of Articles of Amendment to the Articles of Incorporation of Neighborhood Bank Corporation, accompanied by a check in the amount of \$43.75 payable to the Florida Secretary of State for the filing fee.

I would appreciate it if you could file the Articles of Amendment at your earliest convenience and have a certified copy of the filed Articles of Amendment returned to us.

If you have any questions regarding the enclosed, please do not hesitate to call me at your convenience. As always, we appreciate your assistance.

Very truly yours,



John P. Greeley

JPG:erw

Enclosures

Copy to: L. Wayne McClain
President and Chief Executive Officer
Neighborhood Bank Corporation

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION OF
NEIGHBORHOOD BANK CORPORATION
(Pursuant to Section 607.1006 of the
Florida Business Corporation Act)**

Neighborhood Bank Corporation, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in accordance with the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), does hereby amend its Articles of Incorporation ("Articles") by filing these Articles of Amendment and, in connection therewith,

HEREBY CERTIFIES:

That the name of the Corporation is Neighborhood Bank Corporation.

Pursuant to the provisions of the Act, Article III of the Articles of Incorporation is hereby amended by deleting the text thereof in its entirety and inserting the following in lieu thereof:

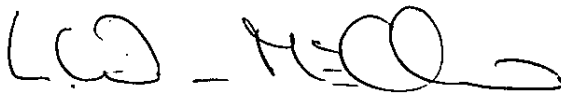
The total number of shares authorized to be issued by the Corporation shall be 17,000,000. Such shares shall be of a single class and shall have a par value of \$0.01.

CERTIFICATE

The undersigned, being the duly elected and incumbent President and Chief Executive Officer of Neighborhood Bank Corporation (the "Corporation"), a corporation organized under the laws of the State of Florida, does hereby certify that the foregoing Articles of Amendment were duly authorized, adopted and approved by the holders of in excess of a majority of the outstanding shares of common stock, being the sole voting group entitled to vote on the amendment as of May 20, 2010 and the number of votes cast for the amendment was sufficient for approval by the holders of common stock.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature this 21st day of May, 2010.

NEIGHBORHOOD BANK CORPORATION

By: 

L. Wayne McClain

As its: President and Chief Executive Officer

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION OF
NEIGHBORHOOD BANK CORPORATION
(Pursuant to Section 607.1006 of the
Florida Business Corporation Act)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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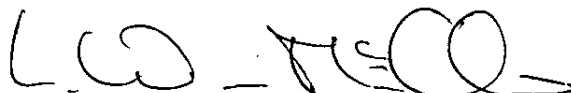
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NEIGHBORHOOD BANK CORPORATION

By: _____



L. Wayne McClain

As its: President and Chief Executive Officer