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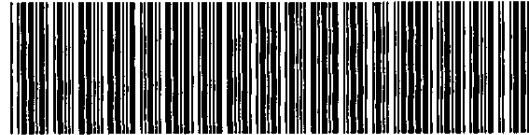
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12 APR 26 PM 3:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

APR 26 2012

T. LEWIS

SMITH MACKINNON, PA *

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JOHN P. GREELEY

April 20, 2012

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 two manually signed originals of an 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 would file the Articles of Amendment at your earliest convenience and return a certified copy of the filed Articles of Amendment to this office..

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

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

FILED
12 APR 26 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, the first paragraph of 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 aggregate number of shares of common stock (referred to in these Articles of Incorporation as "Common Stock") which the Corporation shall have the authority to issue is 125,000,000 shares having a par value of \$.01 per share, of which 115,000,000 shares shall be designated as "Voting Common Stock," and 10,000,000 shares shall be designated as "Nonvoting Common Stock."

CERTIFICATE

The undersigned, being the duly elected and incumbent Chairman of the Board 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 April 16, 2012 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 16th day of April, 2012.

NEIGHBORHOOD BANK CORPORATION

By: *Daniel A. Martinez*
Daniel A. Martinez
As its: Chairman of the Board