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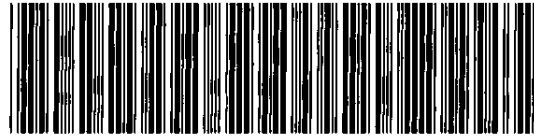
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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6/20/11



J. Thomas Cardwell
Commissioner

INTEROFFICE COMMUNICATION

DATE: June 17, 2011

TO: Karon Beyer – Department of State
Division of Corporations—Bureau of Commercial Recordings

FROM: *DT* David Burgess, Financial Control Analyst
Bureau of Bank Regulation

SUBJECT: Sunrise Bank
Cocoa Beach, Florida
Articles of Amendment

Please file the attached Articles of Amendment to Articles of Incorporation for the above referenced institution, using the filing date as the effective time. A check for the applicable filing and certified copy fees is attached.

One certified copy to: Jeffrey A. LeHeup
Office of Financial Regulation
Bureau of Bank Regulation, District II
200 East Gaines Street, Suite 614
Tallahassee, Florida 32399

One certified copy to: John P. Greeley, Esq.
Smith Mackinnon
Post Office Box 2254
Orlando, Florida 32802-2254

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SUNRISE BANK

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of Sunrise Bank are hereby amended as follows:

FIRST: Article III of the Articles of Incorporation is hereby amended by deleting the text thereof in its entirety and substituting the following in lieu thereof:

The corporation shall be authorized to issue two classes of stock: (i) 3,000,000 shares of common stock, having a par value of \$5.00 per share and designated as "Common Stock," and (ii) 15,000,000 shares of Common Stock, having a par value of \$1.00 per share and designated as "Class A Common Stock." Except with respect to the differences in voting rights between the shares of Common Stock and Class A Common Stock, the Common Stock and the Class A Common Stock shall be identical in all respects and shall have equal rights, preferences, limitations and privileges.

As to voting rights, each holder of shares of Common Stock shall be entitled to one vote per share, and each holder of shares of Class A Common Stock shall be entitled to one and one-tenth (1.1) votes per share. Except as otherwise provided by law, the holders of Common Stock and Class A Common Stock shall vote together as if a single class, and not as separate classes. There shall be no cumulative voting in the election of directors.

Each of the shares of Common Stock issued and outstanding at 12:01 a.m., Merritt Island, Florida time, on the date of the filing of these Articles of Amendment and without any action on the part of the holder thereof, shall be and hereby is automatically reclassified and changed (without any further act) into two-tenths (.2) fully-paid and nonassessable shares of the corporation, par value \$5.00 per share, with any fractional share interest rounded to thousandths of a share (*i.e.*, three decimal points).

SECOND: The foregoing amendment was adopted 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 March 11, 2011 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 caused these Articles of Amendment to Articles of Incorporation to be executed and attested to by its duly authorized officer as of this 9th day of June, 2011.

SUNRISE BANK

By: Kevin M. Sacket, Pres.
Kevin M. Sacket
President and Chief Financial Officer

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 9th day of June, 2011, by Kevin M. Sacket, as President and Chief Financial Officer of Sunrise Bank, a Florida banking corporation.



Teresa C. Billingsley
Printed Name: Teresa C. Billingsley
Notary Public, State of Florida

Personally Known ☐ or Produced Identification ☐
Type of Identification Produced _____

APPROVAL

Approved by the Florida Office of Financial Regulation this 17th day of June, 2011.

Linda B. Charity
Linda B. Charity
Director, Division of Financial Institutions