

P05000088867

Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850)205-0380

From:  
Account Name : SMITH, GAMBRELL & RUSSELL LLP  
Account Number : I20020000143  
Phone : (404)815-3538  
Fax Number : (904)598-6300

FILED  
06 APR 24 PM 3:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN**

**SOUTHWEST CAPITAL HOLDINGS, INC.**

Certificate of Status	0
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06 APR 24 AM 8:00

DIVISION OF CORPORATIONS

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OFFICE OF FINANCIAL REGULATION

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ATTORNEY GENERAL

CHARLES BRONSON  
COMMISSIONER OF  
AGRICULTURE

April 17, 2006

Ms. Rebecca Saferstein  
Paralegal  
Smith, Gambrell & Russell, LLP  
1230 Peachtree Street, NE  
Suite 3100, Promenade II  
Atlanta, Georgia 30309-3592

Re: Southwest Capital Bancshares, Inc.

Dear Ms. Saferstein:

Reference is made to your recent letter/fax requesting approval of the above-referenced name which will be a proposed bank holding company for Southwest Capital Bank, National Association, a proposed federally-chartered bank to be located in Ft. Myers, Florida.

Section 655.922, Florida Statutes, exempts a financial institution holding company or its subsidiaries from the prohibition of using the word "bank," "banco," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner in its corporate name. Therefore, this Office will not object to the use of the above referenced name being registered to transact business in the state of Florida. However, if the proposed bank holding company is not organized, we will require that the corporation be dissolved.

Sincerely,

A handwritten signature in cursive script, appearing to read "Linda B. Charity".

Linda B. Charity  
Director

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,  
Secretary of State's Office

FROM SW CAPITAL HOLDINGS

(MON) APR 24 2008 8:49/ST. 8:48/No. 7380005080 P 2

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Southwest Capital Holdings, Inc.

DOCUMENT NUMBER: P05000088867

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Rebecca Saferstein, Paralegal

(Name of Contact Person)

Smith, Gambrell & Russell, LLP

(Firm/ Company)

Suite 3100, Promenade II, 1230 Peachtree ST NE

(Address)

Atlanta, GA 30309-3592

(City/ State and Zip Code)

For further information concerning this matter, please call:

Rebecca Saferstein

(Name of Contact Person)

at ( 404 ) 815-3721

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

FROM SW CAPITAL HOLDINGS

(MON) APR 24 2006 8:48/ST. 8:48/No. 7360005080 P 3

FILED

06 APR 24 PM 3:52

Articles of Amendment  
to  
Articles of Incorporation  
of

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Southwest Capital Holdings, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

P05000088867

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

Southwest Capital Bancshares, Inc.

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")  
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

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(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

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(continued)

FROM SW CAPITAL HOLDINGS

(NON) APR 24 2008 8:49/ST. 8:48/No. 7380005080 P 4

The date of each amendment(s) adoption: 4/18/08

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature

David Robbins  
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

David Robbins

(Typed or printed name of person signing)

Secretary

(Title of person signing)

FILING FEE: \$35