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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

JBrown 7-7-11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Faro Bancorp, Inc.

DOCUMENT NUMBER: P06000018059

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

Please return all correspondence concerning this matter to the following:

Giselle Del Amo

Name of Contact Person

Infante Zumpano

Firm/ Company

500 S Dixie Highway, Suite 302

Address

Coral Gables, FL 33146

City/ State and Zip Code

giselle.ortizdelamo@infantezumpano.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Giselle Del Amo

Name of Contact Person

at (305) 503-2990

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
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(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

ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FARO BANCORP, INC.

FILED
2011 JUL -5 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act (the "Act"), **FARO BANCORP, INC.**, a Florida corporation (the "Corporation"), hereby adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation:

I. Amendment

The Amended and Restated Articles of Incorporation of the Corporation are hereby amended by deleting in its entirety the current Article IV and adding a new Article IV, as follows:

ARTICLE IV

The total authorized capital stock of the corporation shall be One Hundred and Fifty million (150,000,000) shares of \$.01 par value common stock, all of which capital stock shall be paid for in cash, at a fair valuation to be fixed by the Board of Directors. Such stock may be issued from time to time without any action by the stockholders for such cash consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered shall be deemed the fully paid up stock, and the holder of such shares shall not be liable for any further payment thereof. Each share of stock shall have voting privileges and will be eligible for dividends.

II. Effective Date of Amendment

The Amendment shall become effective on the date these Articles of Amendment are filed with the Department of State of the State of Florida.

III. Approval of Amendment

The Amendment was proposed by the directors of the Corporation and approved by the holders of a majority of the outstanding shares of the common stock of the Corporation on June 27, 2011. The number of votes cast for the Amendment by the shareholders was sufficient for the approval of the Amendment by the Corporation under the Act and the Amended and Restated Articles of Incorporation of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed by the undersigned officer on this 27th day of June, 2011.

FARO BANCORP, INC.

By: _____

Name: _____

Title: _____

Lawrence Wiener

CHAIRMAN