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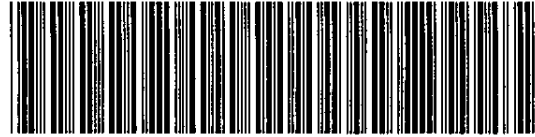
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Amend
CRF 6/19



STREET ADDRESS: 101 East Gaines Street, Suite 636 • PHONE (850) 410-9800 • FAX (850) 410-9548
MAILING ADDRESS: Division of Financial Institutions, 200 East Gaines Street, Tallahassee, FL 32399-0371
Visit us on the web: WWW.ITSYOURMONEYFLORIDA.COM • 850-487-9687

LINDA B. CHARITY
INTERIM COMMISSIONER

June 15, 2012

Ms. Karen Gibson
Senior Section Administrator
Amendment Section
Florida Division of Corporations
Clifton Building
2661 Executive Center Circle West
Tallahassee, Florida 32301

Subject: Amendments to Articles of Incorporation
Florida Shores Bank-Southeast, Pompano Beach, Florida


Dear Ms. Gibson:

Please file the attached article amendment and make the following distribution of certified copies:

- (1) Return one copy to: Office of Financial Regulation
Bureau of Bank Regulation
200 E. Gaines Street
Tallahassee, Florida 32399-0371
- (2) Mail one copy to: John P. Greeley, Esq.
Smith Mackinnon, P.A.
Post Office Box 2254
Orlando, Florida 32802-2254

Enclosed is a check for \$52.50 for the filing fee and certified copy fees. If you have any questions, please contact me at 410-9508.

Sincerely,


David Burgess
Financial Control Analyst
Bureau of Bank Regulation

db

Enclosures

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION OF
FLORIDA SHORES BANK-SOUTHEAST
(Pursuant to Section 607.1006 of the
Florida Business Corporation Act)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Shores Bank - Southeast, 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"):

Pursuant to the provisions of the Act, Section A (1) 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:

III. Capital Stock

A. Number and Class of Shares Authorized; Par Value.

The Corporation is authorized to issue the following shares of capital stock:

(1) Common Stock. The aggregate number of shares of common stock (referred to in these Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 5,000,000 with a par value of \$5.00 per share.

CERTIFICATE

The undersigned, being the duly elected and incumbent President and Chief Executive Officer of Florida Shores Bank - Southeast (the "Corporation"), a corporation organized under the laws of the State of Florida, does hereby certify that the foregoing Articles of Amendment were duly adopted by the holder of in excess of a majority of the outstanding shares of Corporation common stock on April 18, 2012 and that the number of votes cast for the amendment by such shareholders was sufficient for approval by the Corporation's shareholders.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature effective May 24, 2012.

FLORIDA SHORES BANK - SOUTHEAST

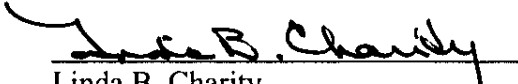
By: _____

Robert E. Sewick

As its: President and Chief Executive Officer

APPROVAL

Approved by the Florida Office of Financial Regulation on this 15th day of June,
2012.



Linda B. Charity
Director, Division of Financial Services