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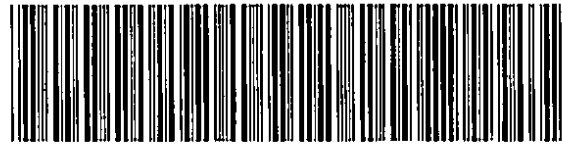
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Amend/name change

OCT 1, 2018

D CUSHING



PAMELA P. EPTING
Interim Commissioner

INTEROFFICE COMMUNICATION

DATE: October 18, 2018

TO: Ms. Gina McLeod, Department of State
Division of Corporations

FROM: Jason Guevara, Licensing and Chartering *JG*

SUBJECT: FirstCity Bank of Commerce Article Amendment

Please file the attached articles for the above-reference entity, using October 18, 2018 as the effective date.

Please make the following distribution of copies:

- (1) One certified copy to: Jason Guevara
Office of Financial Regulation
Licensing & Chartering
200 East Gaines Street
Tallahassee, FL 32399
- (2) One certified copy to: Mr. John P. Greeley
Smith Mackinnon, PA
Suite 1200
Citrus Center
255 South Orange Avenue
Orlando, FL 32801

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Also attached is a check that represents payment of the filing fees and certified copies. If you have any questions please call (850) 410-9513.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FIRSTCITY BANK OF COMMERCE

18 OCT 18 PM 2:56
NOTARIAL PUBLIC
JENNIFER L. HARRIS
FLORIDA

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

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

ARTICLE I

The name of the corporation shall be BankFlorida and its place of business as of the date of the filing of these Articles of Amendment shall be located at 11760 US Highway 1, Suite 102-W, Palm Beach Gardens, Florida 33408.

Second: 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:

ARTICLE 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 corporation shall have authority to issue an aggregate of 50,000,000 shares of common stock with a par value of \$1.00 per share (referred to in these Articles of Incorporation as "Common Stock").

(2) Preferred Stock. The corporation shall have authority to issue an aggregate of 10,000,000 shares of preferred stock with a par value of \$1.00 per share (referred to in these Articles of Incorporation as "Preferred Stock").

B. Description of Preferred Stock. The terms, preferences, limitations and relative rights of the Preferred Stock are as follows:

(1) The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more classes, with such voting powers, full or limited (including, by way of illustration and not limitation, in excess of one vote per share), or without voting powers, and with such designations, preferences and relative participating, option or other rights, qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are not stated and expressed in these Articles of Incorporation or any amendment hereto, including (but without limiting the generality of the foregoing) the following:

(a) The distinctive designation of such class and the number of shares which shall constitute such class, which number may be increased (except where otherwise provided by the Board of Directors in creating such class) or decreased (but not below the number of shares thereof then outstanding) from time to time by resolution of the Board of Directors; and

(b) The rate and manner of payment of dividends payable on shares of such class, including the dividend rate, date of declaration and payment, whether dividends shall be cumulative, and the conditions upon which and the date from which such dividends shall be cumulative; and

(c) Whether shares of such class shall be redeemed, the time or times when, and the price or prices at which, shares of such class shall be redeemable, the redemption price, the terms and conditions of redemption, and the sinking fund provisions, if any, for the purchase or redemption of such shares; and

(d) The amount payable on shares of such class and the rights of holders of such shares in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation; and

(e) The rights, if any, of the holders of shares of such class to convert such shares into, or exchange such shares for, shares of Common Stock, other securities, or shares of any other class or classes of Preferred Stock and the terms and conditions of such conversion or exchange; and

(f) The voting rights, if any, and whether full or limited, of the shares of such class, which may include no voting rights, one vote per share, or such higher number of votes per share as may be designated by the Board of Directors; and

(g) The preemptive or preferential rights, if any, of the holders of shares of such class to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the corporation, whether or not convertible into shares of stock with the corporation.

(2) Except in respect of the relative rights and preferences that may be provided by the Board of Directors as hereinbefore provided, all shares of Preferred Stock shall be identical, and each share of a series shall be identical in all respects with the other shares of the same class. When payment of the consideration for which shares of Preferred Stock are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

C. Description of Common Stock. The terms, preferences, limitations and relative rights of the Common Stock are as follows:

(1) Dividends on Common Stock. Subject to the prior and superior rights of the holders of any shares of Preferred Stock, the holders of Common Stock shall be entitled to receive such dividends if, as, and when declared by the Board of Directors out of funds legally available therefor.

(2) Voting Rights. Each record holder of Common Stock shall be entitled to one vote for each share held. Holders of Common Stock shall have no cumulative voting rights in any election of directors of the corporation.

(3) Liquidation Preferences. If the corporation is placed in voluntary liquidation, or if a conservator or receiver is appointed therefor, no payment shall be made to the holders of Common Stock until the holders of shares of Preferred Stock shall have been paid in full an amount equal to the par or face value of such stock.

(4) Preemptive Rights. Holders of Common Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the corporation, whether or not convertible into shares of stock of the corporation.

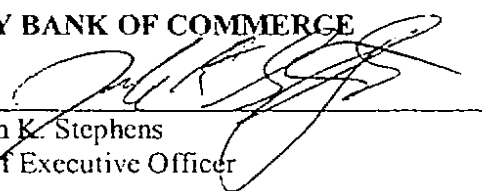
Third: Effective upon the filing of these Articles of Amendment to Articles of Incorporation and prior to the reclassification and combination of the Common Stock as provided in Paragraph Fourth below, each of the outstanding shares of Series A Preferred Stock shall be and is hereby automatically converted into one fully-paid and non-assessable share of Common Stock.

Fourth: Effective upon the filing of these Articles of Amendment to Articles of Incorporation and after the conversion of all of the outstanding shares of Series A Preferred Stock into shares of Common Stock as provided in Paragraph Third above, each of the resultant outstanding shares of Common Stock shall be and is hereby automatically reclassified and combined (without any further act) into 0.46 fully-paid and non-assessable shares of Common Stock, provided that no fractional shares shall be issued to any shareholder. Any fractional share interest that occurs as a result of the foregoing reclassification and combination shall be converted into the right to receive a cash payment from the corporation equal to the product of (i) such fractional share amount, multiplied by (ii) \$10.00. This reclassification and combination shall not effect any change in the par value of the Common Stock (which shall be \$1.00 per share) nor shall it effect any change in the authorized shares of Common Stock (which shall be 50,000,000 shares).

Fifth: The foregoing amendment was adopted by the holders of in excess of a majority of the outstanding shares of Common Stock and by holders of in excess of a majority of the outstanding shares of Series A Preferred Stock, being the sole voting groups entitled to vote on the amendment, on October 12, 2018 and the number of votes cast for the amendment was sufficient for approval by the holders of Common Stock and Series A Preferred 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 October 15, 2018.

FIRSTCITY BANK OF COMMERCE

By: 
Name: John K. Stephens
As Its: Chief Executive Officer

APPROVAL

Approved by the Florida Office of Financial Regulation this 18th day of October, 2018.

Bruce Ruca for Jeremy W. Smith

Jeremy W. Smith

Director, Division of Financial Institution