

AMEND DEC 6/29



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J. THOMAS CARDWELL
COMMISSIONER

June 28, 2011

VIA INTEROFFICE MAIL

Ms. Karen Gibson
Senior Section Administrator
Amendment Section
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Dear Ms. Gibson:

Please file the enclosed amendment to the Articles of NorthStar Bank, Tampa, Florida, at your earliest convenience. The distribution of the certified copies should be made as follows:

- (1) Return one copy to: Division of Financial Institutions
Florida Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) Mail one copy to: Richard L. Pearlman, Esquire
Igler & Dougherty, P.A.
2457 Care Drive
2nd Floor
Tallahassee, Florida 32308

Also enclosed is a check in the amount of \$52.50 representing the filing and certified copy fees. If you have any questions, please do not hesitate to contact me.

Sincerely,

Jeremy W. Smith
Financial Control Analyst
Bureau of Bank Regulation, District 1

JWS:jws

Enclosures (4)

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF

NORTHSTAR BANK

**(Pursuant to Section 607.1006 of the
Florida Business Corporation Act)**

NORTHSTAR BANK, 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") as follows:

Article VII is hereby amended to read:

Section 1 - Number: The Board of Directors of the Corporation shall be comprised of not less than five (5) nor more than twenty five (25) directors and shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the full Board. The Board of Directors is authorized to increase the number of directors by no more than two (2) and to immediately appoint persons to fill the new director positions until the next Annual Meeting of Shareholders, at which meeting the new director positions shall be filled by persons elected by the shareholders of the Corporation to increase the number of directors in accordance with the Bylaws of the Corporation.

Section 2 - Classes: The directors shall be divided into three classes, as nearly equal in number as reasonably possible, with the term of office of the first class (Class I) to expire at the Annual Meeting of Shareholders one year following their election, the term of office of the second class (Class II) to expire at the Annual Meeting of Shareholders two years following their election and the term of office of the third class (Class III) to expire at the Annual Meeting of Shareholders three years following their election. At each Annual Meeting of Shareholders following such initial classification and election, directors elected to succeed those directors whose terms expire shall be elected for a term of office to expire at the third succeeding Annual Meeting of Shareholders after their election.

CERTIFICATE

The undersigned, being the duly elected incumbent President and Chief Executive Officer of NorthStar Bank., (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 Board of Directors on February 25, 2011, and by the holders of a majority of the outstanding shares of Common Stock, being the sole voting group entitled to vote on the amendment, on April 20, 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 hereunto affixed his signature this 19 day of May, 2011.

NORTHSTAR BANK

By: H. Monty Weigel
H. Monty Weigel
President and Chief Executive Officer

Articles of Amendment to the Articles of Incorporation of NorthStar Bank approved by the Florida Office of Financial Regulation this 28 day of June, 2011.

Tallahassee, Florida

Linda B. Charity
Linda B. Charity, Director
Office of Financial Regulation