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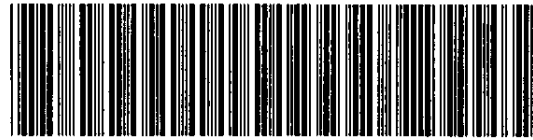
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SECRETARY OF STATE
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Amend/cc
@ 12/5/14

SMITH MACKINNON, PA

ATTORNEYS AT LAW

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JOHN P. GREELEY

November 25, 2014

Via Federal Express

Department of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

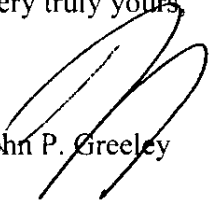
Re: Articles of Amendment to the Articles of Incorporation of Oculina Bank Corp.

Dear Madam/Sir:

Enclosed are two copies of Articles of Amendment to the Articles of Incorporation of Oculina Bank Corp, accompanied by a check in the amount of \$43.75 payable to the Florida Secretary of State for the receipt of a certified copy. I would appreciate it if you could have this filed at your very earliest convenience. If you have any questions, please call me.

Thank you for your assistance.

Very truly yours,


John P. Greeley

JPG/br
Enclosures

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
OCULINA BANC CORP.**

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Pursuant to Sections 607.10025, 1003 and 1006, Florida Statutes, the Articles of Incorporation of Oculina Banc Corp. are hereby amended as follows:

FIRST: Section A of Article IV of the Articles of Incorporation is hereby amended by deleting the text thereof in its entirety and substituting the following in lieu thereof:

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 2,500,000 shares with a par value of \$0.50 per share.

SECOND: Article IV of the Articles of Incorporation is hereby amended by adding the following new Section D:

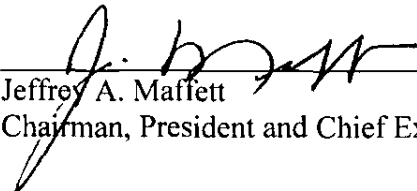
D. Stock Split.

Each of the shares of Common Stock of the Corporation issued and outstanding at the close of business on the date of the filing of these Articles of Amendment (the "Effective Time"), that being the time when this amendment shall become effective, shall be and is hereby automatically divided (without any further act) into fifty (50) fully-paid and nonassessable shares of Common Stock. Accordingly, each holder of record of Common Stock at the Effective Time shall, without further action, be and become the holder of forty-nine (49) additional shares of Common Stock for each share of Common Stock held of record immediately prior thereto. Each certificate representing shares of Common Stock outstanding immediately prior to the Effective time shall continue to represent the same number of shares of Common Stock and, as promptly as practicable thereafter, the Corporation shall issue and cause to be delivered to each holder of record of shares of Common Stock at the Effective Time an additional certificate or certificates representing forty-nine (49) additional shares of Common Stock for each share of Common Stock held of record immediately prior thereto.

THIRD: The foregoing amendment was adopted by the Board of Directors of the Corporation by resolution on November 19, 2014, and without shareholder approval. Shareholder approval of the amendment was not required. The foregoing amendment does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the division exceeding the percentage of authorized shares that were unissued before the division.

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 this 21st day of November, 2014.

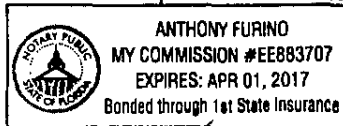
OCULINA BANC CORP.



Jeffrey A. Maffett
Chairman, President and Chief Executive Officer

STATE OF FLORIDA
COUNTY OF Indian River

The foregoing instrument was acknowledged before me this 21 day of November, 2014, by Jeffrey A. Maffett, Chairman, President and Chief Executive Officer of Oculina Banc Corp., a Florida corporation on behalf of the corporation.



Printed Name:
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐
Type of Identification Produced