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Amend

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** GulfShore Bancshares, Inc.

**DOCUMENT NUMBER:** P10000012183

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

Please return all correspondence concerning this matter to the following:

Joseph L. Caballero

Name of Contact Person

GulfShore Bancshares, Inc.

Firm/ Company

401 S. Florida Avenue, Suite 100

Address

Tampa, FL 33602

City/ State and Zip Code

jcaballero@gulfshorebank.com

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

For further information concerning this matter, please call:

Joseph L. Caballero

Name of Contact Person

at ( 813 ) 418-3030

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 &  
Certified Copy  
(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 THE  
ARTICLES OF INCORPORATION  
OF  
GULFSHORE BANCSHARES, INC.**

*(Florida Division of Corporations Document Number P10000012183)*

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, GULFSHORE BANCSHARES, INC., a Florida profit corporation, adopts the following amendment to its Articles of Incorporation:

**FIRST:** Article III of GULFSHORE BANCSHARES, INC.'s Articles of Incorporation is amended by deleting the present form of Article III in its entirety and by substituting, in lieu thereof, the following:

**ARTICLE III**  
**Capital Stock**


The total number of shares of all classes of capital stock which the corporation shall be authorized to issue is 21,000,000, of which (i) 20,000,000 shares shall be common stock, having a par value of \$0.01 per share ("Common Stock"), and (ii) 1,000,000 shares shall be preferred stock, having a par value of \$0.01 per share ("Preferred Stock"). The Board of Directors is authorized, subject to limitations prescribed by the Florida Business Corporation Act and the provisions of these Articles of Incorporation, to provide, by resolution or resolutions from time to time and by filing a certificate of designations pursuant to the Florida Business Corporation Act, for (i) the issuance of Preferred Stock in one or more classes, to establish from time to time the number of shares to be included in each such class, to fix the power, designations, preferences and relative, participating, optional or other special rights of the shares of each such class and to fix the qualifications, limitations or restrictions thereof, and (ii) for the issuance of one or more series within each class of Preferred Stock, to establish from time to time the number of shares to be included in each such series, to fix the power, designations, preferences and relative, participating, optional or other special rights of the shares of each such series and to fix the qualifications, limitations or restrictions thereof.

**SECOND:** The date of the amendment adoption is August 8, 2011.

**THIRD:** The amendment was proposed and recommended by the board of directors and approved by the shareholders, pursuant to the provisions of section 607.1003, Florida Statutes. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the Company has caused these Articles of Amendment to the Articles of Incorporation to be duly executed as of this 8th day of August, 2011 to be effective upon filing.

**GULFSHORE BANCSHARES, INC.**

By:   
\_\_\_\_\_  
Joseph L. Caballero, President and  
Chief Executive Officer