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BUSH ROSS

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Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
GULF SHORE BANCSHARES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
GULFSHORE BANCSHARES, INC.**

GULFSHORE BANCSHARES, INC., a Florida corporation (the "Corporation"), does hereby certify as follows:

1. The original Articles of Incorporation of the Corporation were filed with the Florida Secretary of State on February 9, 2010, and its document number with the State of Florida is P10000012183.

2. The Articles of Incorporation of the Corporation are amended and restated in their entirety to read as follows:

The Corporation adopts the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME AND PRINCIPAL OFFICE**

The name of this corporation (the "Corporation") is GulfShore Bancshares, Inc., and its principal office is 401 South Florida Avenue, Tampa, Florida 33602 and mailing address is 401 South Florida Avenue, Suite 300, Tampa, Florida 33602.

**ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE**

The Corporation's existence commenced upon the filing of the Corporation's Articles of Incorporation with the Florida Secretary of State on February 9, 2010.

Brenda K. Holland, Paralegal
Bush Ross, P.A.
P.O. Box 3913, Tampa, FL 33601
813-224-9255
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ARTICLE III
GENERAL NATURE OF BUSINESS

The Corporation may transact the business of a bank holding company with all of the rights, powers, and privileges granted and conferred by the Bank Holding Company Act and any other lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV
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 (a) 20,000,000 shares shall be common stock, having a par value of \$0.01 per share, and (b) 1,000,000 shares shall be preferred stock, having a par value of \$0.01 per share ("Preferred Stock"). The Board of Directors of the Corporation is authorized, subject to limitations prescribed by the Florida Business Corporation Act and the provisions of these Amended and Restated 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, (i) for 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.

ARTICLE V
TERM OF EXISTENCE

The term for which the Corporation shall exist shall be perpetual unless terminated pursuant to the Bank Holding Company Act.

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ARTICLE VI
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation shall be 401 South Florida Avenue, Tampa, Florida 33602, and the registered agent of the Corporation at such address is Joseph L. Caballero.

ARTICLE VII
INCORPORATOR

The name and address of the Corporation's incorporator is:

Name

Joseph L. Caballero

Address401 South Florida Avenue
Tampa, Florida 33602

ARTICLE VIII
BY-LAWS

The power to adopt, alter, amend or repeal by-laws of this Corporation shall be vested in its shareholders as prescribed by the by-laws of the Corporation.

ARTICLE IX
INDEMNIFICATION

If the criteria set forth in Section 607.0850(1) or (2), *Florida Statutes*, as then in effect, have been met, then the Corporation shall indemnify any director or officer thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by Section 607.0850, as then in effect, or by any successor law thereto. The indemnification provided pursuant to this Article IX shall not be deemed exclusive of any other rights to which a person may be entitled under any law, by-law, or otherwise.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 19th day of February, 2014.

GULFSHORE BANCSHARES, INC.

By: 

Joseph L. Caballero, President and
Chief Executive Officer

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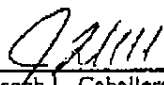
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**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of Sections 48.091 and 607.0501, *Florida Statutes*, GULFSHORE BANCSHARES, INC., desiring to comply with the laws of the State of Florida, hereby designates Joseph L. Caballero, as its registered agent for the purpose of accepting service of process within such State and designates 401 South Florida Avenue, Tampa, Florida 33602, the business office of its registered agent, as its registered office.

GULFSHORE BANCSHARES, INC.

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

ACKNOWLEDGMENT

Joseph L. Caballero hereby accepts the appointment as registered agent of the above named corporation and agrees to act as such in accordance with the provisions of Sections 48.091 and 607.0505, *Florida Statutes*.


Joseph L. Caballero

3. The foregoing Amended and Restated Articles of Incorporation were recommended by the Corporation's Board of Directors and approved by the Corporation's shareholders on February 19, 2014. The number of votes cast by the shareholders for the foregoing amendment and restatement was sufficient for approval. The foregoing Amended and Restated Articles of Incorporation were recommended by the Corporation's Board of Directors and approved by the Corporation's shareholders in accordance with the requirements of Section 607.1003, *Florida Statutes*.

4. The foregoing amendment and restatement shall become effective as of the close of business on the date these Amended and Restated Articles of Incorporation are approved by the Florida Secretary of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

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IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be prepared under the signature of its President and Chief Executive Officer this 19th day of February, 2014.

GULFSHORE BANCSHARES, INC.

By: [Signature]
Joseph L. Caballero, President and
Chief Executive Officer

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