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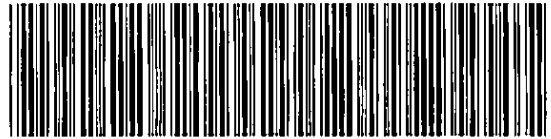
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Account#: 1200000000088

Date: 01/19/2022

Name: Jennifer Bialowas

Reference #: 1575404

Entity Name: FSBH CORP

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: 35.00

Signature: 

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FSBH CORP**

Pursuant to the provisions of Fla. Stat. § 607.1006, pertaining to amending the Articles of Incorporation of a corporation, FSBH CORP, Bradenton, Manatee County, Florida (the "Company"), files herewith Articles of Amendment to its Articles of Incorporation hereby constituting an application to the Secretary of State for the state of Florida for amendment of its original articles.

1. The name of the corporation is FSBH CORP.
2. Article 8 of the Articles of Incorporation of the Company is hereby amended by deleting Article 8 in its entirety and inserting a new Article 8 as follows:

"Section 8.1 For the purpose of this Article 8, the following terms shall have the following meanings:

(a) "Aggregate Stock Ownership Limit" shall mean 9.9% in value of the aggregate of the outstanding shares of Capital Stock. For the purpose of determining the percentage of ownership of Capital Stock by any Person, shares of Capital Stock that may be acquired upon the conversion, exchange, redemption or exercise of any securities of the corporation directly or Constructively held by such Person, but not shares of Capital Stock issuable upon the conversion, exchange, redemption or exercise of securities of the Corporation held by other Persons, shall be deemed to be outstanding prior to such conversion exchange, redemption or exercise.

(b) "Beneficial Ownership" shall mean ownership of Capital Stock by a Person, whether the interest in the shares of Capital Stock is held directly or indirectly (including by a nominee). The terms "Beneficial Owner," "Beneficially Owns" and "Beneficially Owned" shall have the correlative meanings.

(c) "Capital Stock" shall mean all classes or series of stock of the corporation, including, without limitation, Common Stock and preferred stock.

(d) "Constructive Ownership" shall mean ownership of Capital Stock by a Person, whether the interest in the shares of Capital Stock is held directly or indirectly (including by a nominee). The terms "Constructive Owner," "Constructively Owns" and "Constructively Owned" shall have the correlative meanings.

(e) "Excepted Holder" shall mean a shareholder of the corporation for whom an Excepted Holder Limit is created by the Board of Directors pursuant to Section 8.3.

(f) "Excepted Holder Limit" shall mean the percentage limit established by the Board of Directors pursuant to Section 8.3.

(g) "Person" shall mean an individual, corporation, partnership, limited liability company, estate, trust, association, or other entity and also includes a group as that term is used for purposes of Section 13(d)(3) of the Exchange Act.

(h) "Transfer" shall mean any issuance, sale, transfer, redemption, gift, assignment, devise or other disposition, as well as any other event that causes any Person to acquire or possess Beneficial Ownership or Constructive Ownership, or any agreement to take any such actions or cause any such events, of Capital Stock or the right to vote or receive dividends on Capital Stock, including (a) the granting or exercise of any option (or any disposition of any option), (b) any disposition of any securities or rights convertible into or exchangeable for Capital Stock or any interest in Capital Stock or any exercise of any such conversion or exchange right and (c) Transfers of interests in other entities that result in changes in Beneficial or Constructive Ownership of Capital Stock; in each case, whether voluntary or involuntary, whether owned of record, Constructively Owned or Beneficially Owned and whether by operation of law or otherwise. The terms "Transferring" and "Transferred" shall have the correlative meanings.

Section 8.2 Ownership Limitations.

(a) No Person shall Beneficially Own or Constructively Own shares of Capital Stock in excess of the Aggregate Stock Ownership Limit.

(b) If any Transfer of shares of Capital Stock occurs which, if effective, would result in any Person Beneficially Owning or Constructively Owning shares of Capital Stock in violation of Section 8.2(a), then the Transfer of that number of shares of Capital Stock shall be void ab initio and the intended transferee shall acquire no rights in such shares of Capital Stock.

(c) The corporation is authorized specifically to seek equitable relief, including injunctive relief, to enforce the provisions of this Article 8.

(d) No delay or failure on the part of the corporation or the Board of Directors in exercising any right hereunder shall operate as a waiver of any right of the corporation or the Board of Directors, as the case may be, except to the extent specifically waived in writing.

Section 8.3 Exceptions.

(a) The Board of Directors may exempt (prospectively or retroactively) a Person from the Aggregate Stock Ownership Limit and may establish or increase an Excepted Holder Limit for such Person.

(b) An underwriter which participates in a public offering or a private placement of Capital Stock (or securities convertible into or exchangeable

for Capital Stock) may Beneficially Own or Constructively Own shares of Capital Stock (or securities convertible into or exchangeable for Capital Stock) in excess of the Aggregate Stock Ownership Limit, but only to the extent necessary to facilitate such public offering or private placement.

(c) The Board of Directors may only revoke an exemption previously granted to any Person pursuant to Section 10.02.07(a) or reduce the Excepted Holder Limit for an Excepted Holder: (1) with the written consent of such exempted Person or Excepted Holder at any time, or (2) pursuant to the terms and conditions of the agreements and undertakings entered into with such exempted Person or Excepted Holder in connection with the establishment of the exemption for such exempted Person or Excepted Holder Limit for that Excepted Holder. No Excepted Holder Limit shall be reduced to a percentage that is less than the Aggregate Stock Ownership Limit.”

4. The Board of Directors of the Company adopted the above described amendment on December 6, 2021.

5. The Company has not issued shares, and therefore adoption of the above described amendment does not require shareholder approval pursuant to Fla. Stat. § 607.1003.

6. This Amendment to the Articles of Incorporation of FSBII CORP shall be effective as of the date filed.

[signature page follows]

IN WITNESS WHEREOF, FSBH CORP, Bradenton, Manatee County, Florida, has caused these Articles of Amendment to be executed by its duly authorized officer, and has caused these Articles of Amendment to be filed with the Secretary of State of Florida, as provided in Fla. Stat. § 607.1006.

FSBH CORP

By: 

Name: Daniel S. Hager

Title: President & Chief
Executive Officer