

P940000060959

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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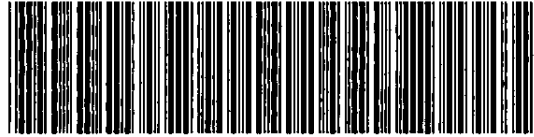
(Business Entity Name)

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03/22/10--01012--002 **35.00

FILED
MAR 22 10
TALLAHASSEE, FLORIDA
10 MAR 22 PM 2:34

Amend
@ 3/22/10

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE PROSPERITY BANKING COMPANY

DOCUMENT NUMBER: P94000060959

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

Please return all correspondence concerning this matter to the following:

RANDY PETERSON

Name of Contact Person

THE PROSPERITY BANKING COMPANY

Firm/ Company

100 SOUTH PARK BLVD

Address

ST. AUGUSTINE, FL 32085

City/ State and Zip Code

rpeterson@prosperitybank.com

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

For further information concerning this matter, please call:

RANDY PETERSON

Name of Contact Person

at (904)

823-3908

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
Articles of Incorporation
of

THE PROSPERITY BANKING COMPANY

(Name of Corporation as currently filed with the Florida Dept. of State)

P94000060959

(Document Number of Corporation (if known))

RECEIVED
FLORIDA DEPT. OF STATE
10 MAR 22 PM 2:34

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

_____ The new
name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the
abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation
name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

_____ (Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
DECO	SMITH, VERNON	2211 OKEECHOBEE RD FORT PIERCE, FL 34950	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
D	PETRONE, ERNIE	1309 GREEN COVE ROAD WINTER PARK, FL 32789	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
D	SMITH, CHRISTOPHER	114 43RD AVE SW VERO BEACH, FL 32968	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:
(if not applicable, indicate N/A)

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>D</u>	<u>LEE, DAVID</u>	<u>9310 OLD KINGS ROAD</u> <u>JACKSONVILLE, FL 32257</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>D</u>	<u>SZYMANSKI, RON</u>	<u>84 COMANCHE COURT</u> <u>PALM COAST, FL 32137</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u> </u>	<u> </u>	<u> </u>	<input type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:
(if not applicable, indicate N/A)

The date of each amendment(s) adoption: _____

3/15/10
(date of adoption is required)

Effective date if applicable: _____

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

(CHECK ONE)

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."

(voting group)

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 3/15/10

Signature _____

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

RANDY PETERSON

(Typed or printed name of person signing)

EXECUTIVE VICE PRSIDENT/CFO

(Title of person signing)