

P9500009394

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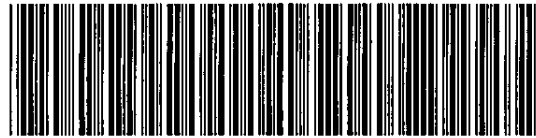
(Business Entity Name)

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**FILED**  
07 MAY 21 AM 7:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** STERLING BANGROUP, INC

**DOCUMENT NUMBER:** P95000009394

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

Please return all correspondence concerning this matter to the following:

William A. Schofield

(Name of Contact Person)

Sterling BancGroup, Inc.

(Firm/ Company)

1189 Hypoluxo Road

(Address)

Lantana, Florida 33462

(City/ State and Zip Code)

For further information concerning this matter, please call:

William A. Schofield

(Name of Contact Person)

at ( 561 ) 656-3090

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$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

**FILED**  
07 MAY 21 AM 7:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STERLING BANCGROUP, INC

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

P95000009394

(Document number of corporation (if known))

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

**NEW CORPORATE NAME (if changing):**

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")  
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article III is hereby deleted in its entirety and the following is inserted in its place and stead:

See Attached Exhibit A

(Attach additional pages if necessary)

If an amendment provides for 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)

(continued)

**FIRST AMENDMENT TO THE  
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
STERLING BANCGROUP, INC.**

1. ARTICLE III of the Amended and Restated Articles of Incorporation is hereby deleted in its entirety and the following is inserted in its place and stead:

**ARTICLE III – CAPITAL STOCK**

The total number of shares of capital stock that the corporation shall have authority to issue is 10,000,000 shares of common stock of which 5,000,000 shall be Class A common shares, par value one cent (\$0.01) per share ("Class A Common Stock") and 5,000,000 shall be Class B common shares, par value one cent (\$0.01) per share ("Class B Common Stock").

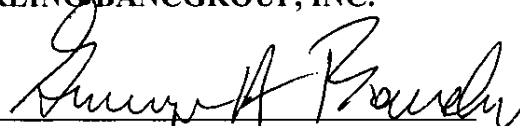
The Class A Common Stock shall be identical in all respects to the Class B Common Stock except that only the Class A Common Stock holders shall hold voting rights. Each holder of a share of Class A Common Stock shall be entitled to one vote per share. Except as otherwise required by the laws of the State of Florida, the holders of Class A Common Shares shall possess all voting power for the election of directors and for all other purposes, and the holders of the Class B Common Shares shall have no voting power and no holder thereof shall be entitled to receive notice of any meeting of shareholders. No holder of Class B Common Shares shall have any preemptive or preferential right to subscribe for or to purchase, any shares of the corporation of any series or class, whether now or hereafter authorized, other than such rights, if any, as board of directors, in its discretion, may from time to time establish.

Holders of Class A Common Shares and Class B Common Shares shall have the right to receive the same amount per share in all dividends and in any distribution of assets made upon the dissolution of the Corporation or otherwise.

**[SIGNATURE ON FOLLOWING PAGE]**

IN WITNESS WHEREOF, Sterling BancGroup, Inc. has caused this First Amendment to the Amended and Restated Articles of Incorporation to be executed by its duly authorized officer this 27<sup>th</sup> day of April, 2007.

**STERLING BANCGROUP, INC.**

By: 

Name: George A. Bavelis

Title: Chairman, President and Chief  
Executive Officer

The date of each amendment(s) adoption: April 27, 2007

Effective date if applicable: April 27, 2007  
(no more than 90 days after amendment file date)

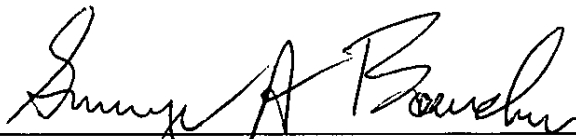
Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were approved 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.

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)

George Bavelis

(Typed or printed name of person signing)

Chairman, President and Chief Executive Officer

(Title of person signing)

**FILING FEE: \$35**