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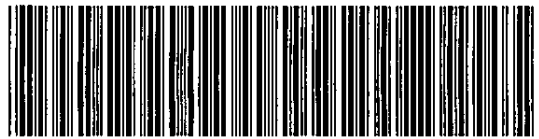
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Amend  
Tew's  
9-30-09

**SMITH MACKINNON, PA**

ATTORNEYS AT LAW

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JOHN P. GREELEY

September 28, 2009

***Via Federal Express***

Department of State  
Attention: Karon Beyer  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: TIB Financial Corp.  
Amendment to the Articles of Incorporation

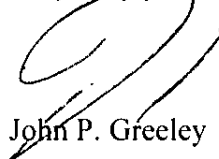
Dear Karon:

Enclosed are three manually signed originals of Articles of Amendment to the Articles of Incorporation of TIB Financial Corp., accompanied by a check in the amount of \$52.50 payable to the Florida Secretary of State for the filing fee.

I would appreciate it if you could file the Articles of Amendment at your earliest convenience and have two certified copies returned to us.

If you have any questions regarding the enclosed, please do not hesitate to call me at your convenience. As always, we appreciate your assistance.

Very truly yours,



John P. Greeley

JPG:erw

Enclosures

Copy to: Thomas J. Longe  
Vice Chairman, President and Chief Executive Officer  
TIB Financial Corp.

**ARTICLES OF AMENDMENT**  
**TO**  
**RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**TIB FINANCIAL CORP.**

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Pursuant to Sections 607.1003 and 1006, Florida Statutes, the Restated Articles of Incorporation of TIB Financial Corp. are hereby amended as follows:

**FIRST:** Section A(1) of Article IV of the Restated Articles of Incorporation is hereby amended by deleting the text thereof in its entirety and substituting the following in lieu thereof:

(1) Common Stock. The aggregate number of shares of common stock (referred to in these Restated Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 100,000,000 with a par value of \$0.10 per share.

**SECOND:** The foregoing amendment was approved by the holders of shares of common stock, being the sole class entitled to vote thereon, at a meeting of such holders duly held on September 23, 2009, and the number of votes cast for the Articles of Amendment to the Restated Articles of Incorporation by such shareholders was sufficient for approval by them.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to the Restated Articles of Incorporation to be executed and attested to by its duly authorized officer as of this 24<sup>th</sup> day of September, 2009.

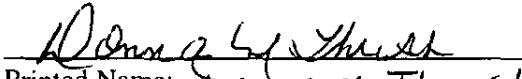
TIB FINANCIAL CORP.

By: 

Thomas J. Longe  
President and Chief Executive Officer

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of September, 2009, by Thomas J. Longe, President and Chief Executive Officer of TIB Financial Corp., a Florida corporation on behalf of the corporation.

  
Printed Name: Donna M. Thrush  
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐

Type of Identification Produced \_\_\_\_\_

