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Amend

NOV - 8 2012

T. BROWN



**DREW J.
BREAKSPEAR**
Commissioner

INTEROFFICE COMMUNICATION

DATE: November 6, 2012

TO: Karen Gibson, Department of State
Division of Corporations – Bureau of Commercial Recordings

FROM: Barbara Owens, Financial Examiner Analyst II
Bureau of Bank Regulation, District II
(850) 410-9647

SUBJECT: **Marine Bank & Trust Company**
Vero Beach, Florida
(Amending Articles to Increase Authorized Shares of Common Stock)

Please file the attached Amendment to the Articles of Incorporation for the above-referenced institution, using the filing date as the effective time. A check for the applicable filing and certified copies fee (\$52.50) is attached.

- (1) One certified copy to: Barbara Owens
Office of Financial Regulation
Bureau of Bank Regulation, District II
200 E. Gaines Street
Tallahassee, FL 32399-0371
- (2) One certified copy to: Melanie Rowe
Adams and Reese, LLP
2457 Care Drive
Tallahassee, FL 32308

**ARTICLE OF AMENDMENT TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF MARINE BANK & TRUST COMPANY**

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Pursuant to the provisions of Sections 607.1003, 607.1006, and 658.23 *Florida Statutes*, Marine Bank & Trust Company (the "Bank") hereby adopts the following Article of Amendment to the Bank's Amended and Restated Articles of Incorporation, dated April 30, 2001, as subsequently amended.

The proposed amendment will replace Article IV(A) of the Amended and Restated Articles of Incorporation, as amended, in its entirety, and the full text of the new Article IV(A) will read as follows:

A. Number and Class of Shares Authorized; Par Value.

The total number of shares authorized to be issued by the Corporation shall be: (a) 100,000,000 shares of common stock, with a par value of \$5.00 per share; and (b) 5,000,000 shares of preferred stock, with a par value of \$5.00 per share.

The remainder of the Articles of Incorporation shall remain unchanged.

In accordance with Sections 607.1003 and 607.0704, *Florida Statutes*, the foregoing Article of Amendment was proposed and approved by the Board of Directors of the Corporation at a duly called meeting of the Board of Directors, and subsequently adopted by affirmative vote of a sufficient number of the common stock shareholders of the Bank on September 24, 2012 through a Written Consent to Action.

IN WITNESS WHEREOF, the undersigned officer of the Bank executed this Article of Amendment on this 4 day of October, 2012.

MARINE BANK & TRUST COMPANY


William J. Penney
Chief Executive Officer

Article of Amendment to the Amended and Restated Articles of Incorporation, as amended, of Marine Bank & Trust Company approved by the Florida Office of Financial Regulation this 7th day of November, 2012.

Tallahassee, Florida


Linda B. Charity, Director
Florida Office of Financial Regulation