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(Address)

(City/State/Zip/Phone #)

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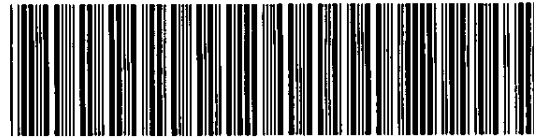
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FLORIDA OFFICE OF FINANCIAL REGULATION

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DREW J. BREAKSPEAR
COMMISSIONER

INTEROFFICE COMMUNICATION

DATE: December 23, 2013

TO: Michelle Milligan, Amendment Section
Florida Division of Corporations

FROM: Ben Brinkley, Financial Administrator
Bureau of Bank Regulation, District II
(850) 410-9504

SUBJECT: **Marine Bank & Trust Company, Vero Beach, Florida**
(Amending Articles to Authorize Change in Par Value of Common Stock
from \$5.00 per share to \$1.50 per share.)

Please expedite the attached Amendment to the Articles of Incorporation for the above-referenced institution. A check for the applicable filing and certified copies fee (\$70.00) is attached. Please contact Denise A. Bell at (850) 410-9647 upon filing the amendment. Should you have any issues contacting Ms. Bell, please contact Ben F. Brinkley at the number listed above or Randy Herndon at (850) 410-9506.

- (1) One certified copy to: Ben F. Brinkley III
Office of Financial Regulation
Bureau of Bank Regulation, District II
200 E. Gaines Street
Tallahassee, FL 32399-0371
- (3) Three certified copies to: Melanie Rowe
Attorney at Law
Adams and Reese LLP
2457 Care Drive
Tallahassee, FL 32308

Adams and Reese LLP

Requester's Name

2457 Care Drive

Address

Tallahassee FL

City/State/Zip

878-2411

Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Marine Bank and Trust Company P96000080346
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☒ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

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

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P96000080346
Pursuant to the provisions of Sections 607.1002, 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.

Article IV(A) of the Amended and Restated Articles of Incorporation, as amended, is hereby amended in its entirety to read:

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 \$1.50 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 607.1002, *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 on December 19, 2013. Approval of the Corporation's shareholders was not required in accordance with Section 607.1002, *Florida Statutes*.


IN WITNESS WHEREOF, the undersigned officer of the Bank executed this Article of Amendment on this 19th day of December, 2013.

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 23 day of December, 2013.

Tallahassee, Florida


Robert D. Hayes, Director
Division of Financial Institution