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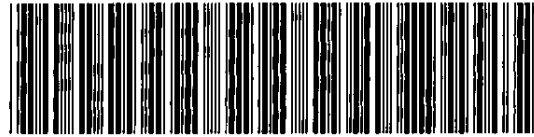
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*Amend  
Theris  
6-7-11*

**SMITH MACKINNON, PA**

ATTORNEYS AT LAW

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JOHN P. GREELEY

June 2, 2011

***Via Federal Express***

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

Re: Articles of Amendment to the Articles of Incorporation of Highlands Independent Bancshares, Inc., Sebring, Florida

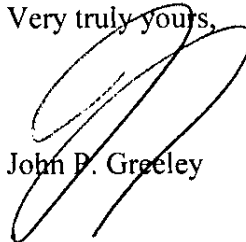
Dear Karon:

Enclosed are three manually signed originals of Restated Articles of Incorporation of Highlands Independent Bancshares, Inc., accompanied by our firm's check in the amount of \$43.75 payable to the Florida Secretary of State for the filing fee.

I would appreciate it if you would file the Articles of Amendment at your earliest convenience and return one certified copy of the filed Articles of Amendment 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: Mr. R. Todd Foster  
Executive Vice-President and Chief Financial Officer  
Highlands Independent Bancshares, Inc.

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
HIGHLANDS INDEPENDENT BANCSHARES, INC.**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of Highlands Independent Bancshares, Inc. are hereby amended as follows:

FIRST: Section A of Article IV of the Articles of Incorporation is hereby amended by deleting the text of such provision in its entirety and substituting the following provision in lieu thereof:

ARTICLE IV

Capital Stock

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

The Corporation is authorized to issue the following shares of capital stock:

(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 6,000,000 with a par value of \$.01 per share.

(2) Preferred Stock. The aggregate number of shares of preferred stock (referred to in these Restated Articles of Incorporation as "Preferred Stock") which the Corporation shall have authority to issue is 1,000,000 with no par value.

SECOND: The foregoing amendment was adopted by the holders of all the outstanding shares of common stock, being the sole voting group entitled to vote on the amendment, on April 25, 2011 and the number of votes cast for the amendment was sufficient for approval by the holders of common stock.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to be executed and attested to by its duly authorized officers as of this 24<sup>th</sup> day of May, 2011.

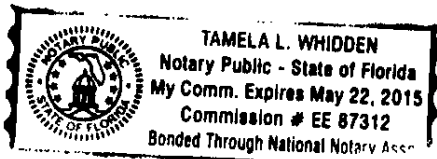
**HIGHLANDS INDEPENDENT BANCSHARES, INC.**

By: \_\_\_\_\_

John C. Shoop, President and Chief Executive Officer

STATE OF FLORIDA  
COUNTY OF HIGHLANDS

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of May 2011, by John C. Shoop, as President and Chief Executive Officer of Highlands Independent Bancshares, Inc., on behalf of the Corporation.



Tamela L. Whidden  
Printed Name: Tamela L. Whidden  
Notary Public, State of Florida

Personally Know ☒ or Produced Identification \_\_\_\_\_

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