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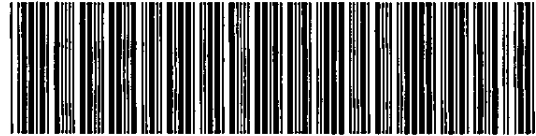
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DIVISION OF CORPORATIONS
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Amend/cc^{x2}
@ 5/7/13

SMITH MACKINNON, PA

ATTORNEYS AT LAW

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JOHN P. GREELEY

May 6, 2013

Via Federal Express

Department of State
Attention: Brenda Tadlock
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

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

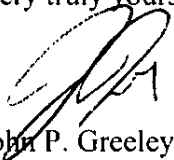
Dear Brenda:

Highlands Independent Bancshares, Inc.

Enclosed are three manually signed originals of an amendment to the Restated Articles of Incorporation of ~~Grand Bancshares, Inc.~~, accompanied by a check in the amount of \$52.50 payable to the Florida Secretary of State for the filing fee and the receipt of two certified copies

I would appreciate it if you would file the enclosed Articles of Amendment and return two certified copies to me. As always, we appreciate your assistance.

Very truly yours,



John P. Greeley

JPG:erw
Enclosures
Copy to:

Mr. Todd Foster
Executive Vice President/Chief Financial Officer
Highlands Independent Bancshares, Inc..

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

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DIVISION OF CORPORATIONS
13 MAY -7 PM 2:12

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

FIRST: Section A of Article IV of the Restated 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:

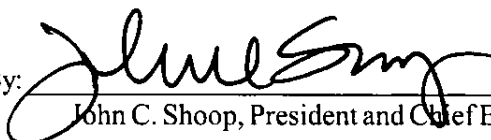
(1) **Common Stock.** The aggregate number of shares of common stock (referred to in these Restated Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 15,000,000 with a par value of \$.01 per share.

(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 6,000,000 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 22, 2013 and the number of votes cast for the amendment was sufficient for approval by the holders of common stock.

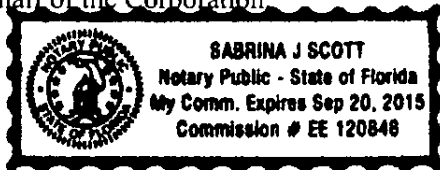
IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to be executed and attested to by its duly authorized officers as of this 30th day of April, 2013.

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 30th day of April, 2013, by John C. Shoop, as President and Chief Executive Officer of Highlands Independent Bancshares, Inc., on behalf of the Corporation



Sabrina J. Scott
Printed Name: Sabrina J. Scott
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐
Type of Identification Produced _____