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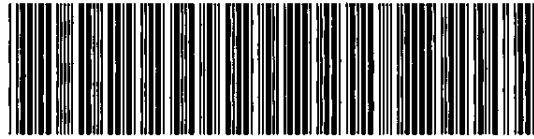
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2010 JUN 29 P 1:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend
Harris
6-29-10*

SMITH MACKINNON, PA

ATTORNEYS AT LAW

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JOHN P. GREELEY

June 28, 2010

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 LandMark Financial Holding Company

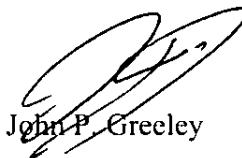
Dear Karon:

Enclosed are three manually signed originals of Articles of Amendment to the Articles of Incorporation of LandMark Financial Holding Company, 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 of the filed Articles of Amendment 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 G. Quale
President and Chief Executive Officer
LandMark Financial Holding Company

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LANDMARK FINANCIAL HOLDING COMPANY

FILED

2010 JUN 29 P 1:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of LandMark Financial Holding Company are hereby amended as follows:

FIRST: The first sentence of Section A of Article 3 is hereby amended by deleting such sentence in its entirety, and inserting the following in lieu thereof.

The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 21,000,000, consisting of 20,000,000 shares of common stock, par value \$0.01 per share (the "Common Stock") and 1,000,000 shares of preferred stock, par value \$0.01 per share (the "Preferred Stock").

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 21, 2010 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 25th day of June, 2010.

LANDMARK FINANCIAL HOLDING COMPANY

By: _____



Thomas G. Quale, President

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 25 day of June 2010, by
Thomas G. Quale, President and CEO of LandMark Financial Holding Company, a Florida Corporation, on
behalf of the corporation.



DARLEEN CORBETT
MY COMMISSION # DD 637527
EXPIRES: March 25, 2011
Bonded Thru Budget Notary Services

A handwritten signature of Darleen Corbett in black ink, written over a horizontal line.

Printed Name: _____
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐

Type of Identification Produced _____