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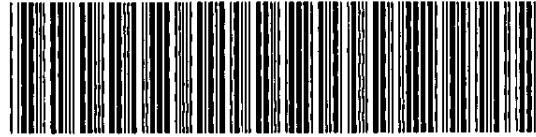
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Amended & Restated

MAY 22 2012

T. BROWN

Iglar & Dougherty PA
Requester's Name
2457 Oak Drive
Address
Tallahassee FL 878-2411
City/State/Zip Phone #

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

1. Florida Business BancGroup, Inc. - 98000044792
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
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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

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF FLORIDA BUSINESS BANCGROUP, INC.

Pursuant to Sections 607.1002, 607.1003, 607.1006, and 607.1007 and 607.0704, *Florida Statutes*, Florida Business BancGroup, Inc. (the "Corporation") has adopted these Amended and Restated Articles of Incorporation. The amendments contained in these Amended and Restated Articles of Incorporation which require approval by the shareholders were recommended by the Board of Directors of the Corporation and approved by the shareholders of the Corporation on April 26, 2012. The only class of stock of the Corporation entitled to vote on those amendments was its common stock and the number of votes cast by the holders of common stock was sufficient for the approvals of such amendments. Other amendments contained in these Amended and Restated Articles of Incorporation did not require approval of the shareholders and were approved only by the Board of Directors of the Corporation on May 11, 2012. As of that date, there were no shares issued and outstanding of the Corporation's: (i) Series A Preferred Stock; (ii) Fixed Rate Cumulative Perpetual Preferred Stock, Series B; or (iii) Fixed Rate Cumulative Perpetual Preferred Stock, Series C, and the Board of Directors of the Corporation eliminated those series of stock; and all shares previously so designated have been redesignated as undesignated shares of Preferred Stock. The Preferred Stock Designations, on file with the Secretary of State as of the date hereof, for Series D Preferred Stock and Series E Noncumulative Perpetual Preferred Stock, have remained unchanged.

Article I – Name

The name of the corporation is Florida Business BancGroup, Inc. ("Corporation").

Article II – Nature of Business

The Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States and the State of Florida, or any other state, country, territory or nation.

Article III – Capital Stock

Section 1 – Classes of Stock: The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 52,000,000, consisting of:

- A. 2,000,000 shares of preferred stock ("Preferred Stock"); and
- B. 50,000,000 shares of common stock, par value one cent (\$0.01) per share ("Common Stock").

Section 2 – Common Stock: There shall be one class of Common Stock. Each share of Common Stock shall have the same relative rights and be identical in all respects with every other share of Common Stock. The holders of Common Stock are entitled to vote as a class on all matters required or permitted to be submitted to the shareholders of the Company. Each holder of Common Stock is entitled to one vote per share. No holder of any class of stock of the Company has preemptive rights with respect to the issuance of shares of that or any other class of stock and the Common Stock is not entitled to cumulative voting rights with respect to the election of directors.

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Section 3 – Preferred Stock: The Board of Directors is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable laws of the State of Florida (such certificate being hereinafter referred to as a “Preferred Stock Designation”), to establish from time to time the number of shares to be included in each such series and to fix the stated value, designation, powers, preferences and right of the shares of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares then outstanding) by the affirmative vote of the holders of a majority of the Common Stock, without a vote of the holders of the Preferred Stock, or any series thereof, unless a vote of any such holders is required pursuant to the terms of any Preferred Stock Designation.

Article IV – DELETED

Article V – Management of the Business of the Company

Section 1 – Authority of the Board: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by the Florida Statutes or by these Articles of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

Section 2 – Action by Shareholders: Any action required or permitted to be taken by the shareholders of the Corporation may be effected at a duly called Annual or Special Meeting of Shareholders of the Corporation or may be effected by consent in writing by such shareholders.

Section 3 – Special Meeting of Shareholders: Special Meeting of shareholders of the corporation may be called by the Board of Directors pursuant to a resolution adopted by a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution is presented to the Board for adoption), the Chairman of the Board or the President of the Corporation, or by shareholders holding at least 20% of the outstanding shares of the Corporation.

Article VI – Directors

Section 1 – Number of Directors: The Board of Directors of the Corporation shall be comprised of not less than three (3) nor more than fifteen (15) directors and shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the Full Board as set forth in the Corporation’s Bylaws. The Board of Directors is authorized to increase the number of directors by no more than two and to immediately appoint persons to fill the new director positions until the next Annual Meeting of Shareholders, at which meeting the new director positions shall be filled by persons elected by the shareholders of the voting power of all the then-outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

Section 2 – Election and Term: Directors shall be elected by a plurality of the votes and cast by the shares entitled to vote in the election at a meeting at which a quorum is present. The term of the initial directors of the Corporation expires at the first shareholders’ meeting at which directors are elected.

Section 3 – Classes: The Directors shall be divided into three classes, as nearly equal in number as reasonably possible, with the term of office of the first class (Class I) to expire at the 1999 Annual Meeting of the Shareholders, the term of office of the second class (Class II) to expire at the 2000 Annual Meeting of Shareholders and the term of office of the third class (Class III) to expire at the 2001 Annual Meeting of Shareholders. At each Annual Meeting of Shareholders following such initial classification and election, directors elected to succeed those directors whose terms expire shall be elected for a term of office to expire at the third succeeding Annual Meeting of Shareholders after their election.

Section 4 – Vacancies: Subject to the rights of the holders of any series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause may be filled only by a majority vote of the directors then in office, though less than a quorum. Directors so chosen shall hold office for a term expiring at the next Annual Meeting of Shareholders. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

Section 5 – Notice: Advance notice of shareholder nominations for the election of directors and of business to be brought by shareholders before any meeting of the shareholders of the Corporation shall be given in the manner provided in the Bylaws of the Corporation.

Section 6 – Removal by Shareholders: Subject to the rights of the holders of any series of Preferred Stock then outstanding, any director, or the entire Board of Directors, may be removed from office at any time by the affirmative vote of the holders of at least 66% of the voting power of all of the then-outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

ARTICLE VII – Indemnification

Section 1 – Mandatory Indemnification: The Corporation shall indemnify any person made a party to an action, suit or proceeding:

(a) by, or in the right of, the Corporation to procure a judgment in its favor by reason of such person being or having been: (i) a director, officer, employee or agent of the Corporation; (ii) a director, officer, employee or agent of any other corporation, firm, association or entity which such person served as such at the request of the Corporation, including a subsidiary of the Corporation (but only if such indemnification is approved in writing by the Chief Executive Officer of the Corporation); or (iii) a trustee of any employee benefit plan or trust or other program sponsored by the Corporation or any subsidiary of the Corporation, in each case, against the reasonable expenses, including attorneys' fees, incurred by such person in connection with the defense or settlement of such action, or in connection with an appeal therein; provided that indemnification is limited to instances where the Board of Directors, by a majority vote of a quorum consisting only of directors not a party to such proceeding, determines, the person to be indemnified acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation with no reasonable belief to believe his or her action was unlawful. Additionally, in any case where such person is adjudged in a final

adjudication to have been guilty of, or liable for, conduct as to which, as a matter of law, no such indemnification may be made; and

(b) other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his or her capacity as: (i) a director, officer, employee or agent of the Corporation; (ii) a director, officer, employee or agent of any other corporation, firm, association or entity which such person served as such at the request of the Corporation, including a subsidiary of the Corporation (but only if such indemnification is approved in writing by the Chief Executive Officer of the Corporation); or (iii) a trustee of any employee benefit plan or trust or other program sponsored by the Corporation or any subsidiary of the Corporation, in each case, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, incurred as a result of such action, suit or proceeding, or any appeal therein, unless the Board of Directors, by a majority vote of a quorum consisting of only directors not a party to such proceeding, determines that such person did not act in good faith and with the reasonable belief that such action was in the best interest of the Corporation. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself disqualify such person from indemnification except in any case where such person is adjudged in a final adjudication to have been guilty of, or liable for, conduct as to which, as a matter of law, no such indemnification may be made.

Section 2 – Prohibited Indemnification: The Corporation shall not indemnify any person, if a judgment or other final adjudication established that his or her actions or omissions were material to a cause of action and constitute:

(a) a violation of a criminal law, unless the person had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

(b) a transaction from which the person derived improper personal benefit;

(c) in the case of a director, a circumstance under which the liability provisions of Florida law governing unlawful distributions or dividends is triggered; or

(d) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

Section 3 – Permitted Indemnification: The Corporation may indemnify a director, officer, employee or agent of the Corporation or of any other corporation, firm, association or entity which such person served as such at the request of the Corporation, including a subsidiary of the Corporation, if the Board of Directors, by a majority vote of a quorum consisting only of directors not a party to such proceeding, determines that the person seeking indemnification:

(a) acted in good faith;

(b) acted in a manner reasonably believed to be in the best interest of the corporation; and

(c) with respect to a criminal action, he or she had no reason to believe his or her conduct was unlawful.

Section 4 – Limitations on Indemnification Relative to the Securities Act of 1933, as Amended: Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended, may be offered to directors, officers and controlling persons of the Corporation, the Corporation has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933, as amended, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Corporation of expenses incurred or paid by a director, officer or controlling person of the Corporation in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Corporation undertakes, unless in the opinion of its counsel the matter has been settled by controlling precedent, to submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933, as amended, and agrees to be governed by the final adjudication of such issue.

Section 5 – Indemnification Agreements: The Corporation may enter into indemnification agreements with directors, officers, employees of the Corporation or of any other corporation, firm, association or entity which such person served as such at the request of the Corporation, including a subsidiary of the Corporation which may provide for further or expanded indemnification rights or otherwise modify the rights provided hereunder.

Section 6 – Advancement of Expenses: The Corporation:

(a) may elect to advance payments of expenses, including attorneys' fees to any person who may be entitled to indemnification hereunder during the pendency of any claim, action or proceeding; provided such advancement is made after a determination by either the Board of Directors, by a majority vote of a quorum consisting only of directors not a party to such proceeding, or by independent legal counsel, that such an advancement is proper and in the Corporation's best interest and provided any person seeking advancement of expenses agrees in writing to reimburse the Corporation for such expenses if that person is ultimately determined not to be entitled to indemnification from the Corporation; and

(b) in any instance where more than one person may be entitled to advancement of attorneys' fees hereunder, shall select one attorney to serve as attorney for all such persons, unless, in the opinion of the attorney selected by the Corporation, a conflict of interest exists which would prevent representation by that attorney of one or more persons. Notwithstanding the foregoing provision, any person may at any time decide to be represented by an attorney of his choosing, at his or her own expense.

Article VIII – Acquisition Offers

The Corporation shall not be merged or consolidated with another corporation or entity and the Corporation shall not sell or otherwise dispose of all or substantially all of the properties or assets of the Corporation unless such merger, consolidation, sale or disposition is approved by a vote of at least 66% of the outstanding shares of common stock of the Corporation.

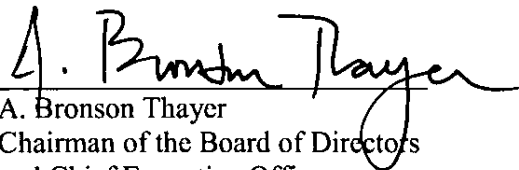
The Board of Directors of the Corporation, when evaluating any offer of another Person to: (i) make a tender or exchange offer for any equity security of the Corporation; (ii) merge or consolidate the Corporation with another corporation or entity; or (iii) purchase or otherwise acquire all or substantially all of the properties and assets of the Corporation, shall, in connection with the exercise of its judgment in determining what is in the best interest of the Corporation and its shareholders, give due consideration to all relevant factors including, without limitation, the social and economic effect of acceptance of such offer on the Corporation's present and future customers and employees and those of its Subsidiaries; on the communities in which the Corporation and its Subsidiaries operate or are located; on the ability of the Corporation to fulfill its corporate objectives as a financial institution holding company and on the ability of its subsidiary financial institutions to fulfill the objectives of such institutions under applicable statutes and regulations.

Article IX – Amendments

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in the manner prescribed by Chapter 607, *Florida Statutes*, and all rights conferred upon shareholders are granted subject to this reservation; however, an affirmative vote of at least 66% of the outstanding common stock of the Corporation shall be necessary to amend Articles VIII and Article VI, Section 6 of these Articles.

The foregoing Amended and Restated Articles of Incorporation are hereby adopted by Florida Business BancGroup, Inc. as of May 11, 2012

By:


A. Bronson Thayer
Chairman of the Board of Directors
and Chief Executive Officer