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## COR AMND/RESTATE/CORRECT OR O/D RESIGN

## PREMIER BANK HOLDING COMPANY

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**ARTICLES OF AMENDMENT TO  
THE  
ARTICLES OF INCORPORATION  
OF  
PREMIER BANK HOLDING COMPANY**

Pursuant to Section 607.1006 of the Florida Business Corporation Act (the "Act"), Premier Bank Holding Company (the "Corporation") hereby adopts the following Articles of Amendment, to wit:

1.

The name of the Corporation is Premier Bank Holding Company.

2.

The Articles of Incorporation of the Corporation are hereby amended by deleting Article III thereof in its entirety and inserting in lieu thereof a new Article III as follows:

**ARTICLE III**

(a) The total number of shares of capital stock which the corporation is authorized to issue is 1,800,000 shares, divided into 800,000 shares of common stock, \$0.01 par value, and 1,000,000 shares of preferred stock, no par value (the "Preferred Stock").

(b) The Board of Directors of the corporation is authorized, subject to limitations prescribed by law and the provisions of this Article, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Florida to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences, and relative rights of the shares of each such series and the qualifications, or restrictions thereof. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

- (i) The number of shares constituting that series and the distinctive designation of that series;
- (ii) The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payments of dividends on shares of that series;
- (iii) Whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;
- (iv) Whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provisions for adjustment of the conversion rate in such events as the Board of Directors shall determine;

- (v) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption rates;
- (vi) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;
- (vii) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding-up of the corporation, and the relative rights of priority, if any, of payment of shares of that series; and
- (viii) Any other relative rights, preferences and limitations of that series."

3.

The Articles of Incorporation of the Corporation are hereby further amended by deleting Article V thereof and replacing it with the following text:

"Article V

Shareholders of the Corporation shall not be entitled to preemptive rights with respect to any issuance of securities by the Corporation."

4.

The amendment set forth in paragraph 2 above was duly adopted by the Corporation's board of directors on November 18, 2008 and the amendment set forth in paragraph 3 above was duly adopted by the Corporation's board of directors on December 3, 2008. Both amendments set forth above were duly approved by the Corporation's shareholders pursuant to Section 607.1003 of the Act on December 18, 2008. The number of votes cast by shareholders in favor of each amendment was sufficient for its approval under Section 607.1003 of the Act.

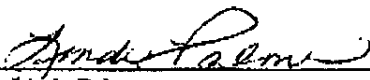
[Remainder of this page intentionally left blank.]

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed and its corporate seal to be affixed hereto, and caused the foregoing to be attested, all by its duly authorized corporate officers this 19<sup>th</sup> day of December, 2008.

[SEAL]

PREMIER BANK HOLDING COMPANY

By:   
Name: G. Matthew Brown  
Title: President

Attest:   
Name: Linda Palmer  
Title: Secretary

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