

Division of Corporations

Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
PREMIER BANK HOLDING COMPANY**

Certificate of Status	0
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APPROVED
AND
FILED
10 MAY 18 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date:
5/19/10

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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 paragraph (a) of Article III in its entirety and inserting in lieu thereof a new paragraph (a) of Article III as follows:

"ARTICLE III

"(a) The total number of shares of capital stock which the corporation is authorized to issue is 6,000,000 shares, divided into 3,000,000 shares of common stock, \$0.01 par value, and 1,000,000 shares of preferred stock, no par value (the "Preferred Stock")."

3.

The amendment set forth in Article 2 above was duly adopted by the Corporation's board of directors on March 16, 2010. The amendment set forth above was duly approved by the Corporation's shareholders pursuant to Section 607.1003 of the Act on April 27, 2010. The number of votes cast by shareholders in favor of the amendment was sufficient for its approval under Section 607.1003 of the Act.

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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 14th day of May, 2010.

[SEAL]

PREMIER BANK HOLDING COMPANY

By: 
Name: G. Matthew Brown
Title: President

Attest: 
Name: Linda K. Palmer
Title: CFO/Corporate Secretary

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