

AUG-19-2005 11:53

GUNSTER YOKLEY

P. 01/03

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FILE NO. = 235

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-GUNSTER YOKLEY

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From:
 Account Name : GUNSTER, YOKLEY, ETAL. (WEST PALM BEACH)
 Account Number : 076117000420
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 05 AUG 19 AM 8:00
 DIVISION OF CORPORATIONS

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 TALLAHASSEE, FLORIDA

BASIC AMENDMENT
 1ST UNITED BANCORP, INC.

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$52.50

8-19

ARTICLES OF AMENDMENT TO
RESTATED ARTICLES OF INCORPORATION
OF
1ST UNITED BANCORP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1006 and 607.10025, Florida Statutes, the Restated Articles of Incorporation of 1st United Bancorp, Inc. are hereby amended as follows:

- FIRST: The name of the Corporation is 1st United Bancorp, Inc.
- SECOND: The date of adoption by the Board of Directors of the resolution approving the combination pursuant to 607.10025, Florida Statutes, is June 28, 2005. Shareholder action is not required.
- THIRD: The amendment to the Restated Articles of Incorporation set forth below does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the combination exceeding the percentage of authorized shares that were unissued before the combination.
- FOURTH: The 80,000,000 shares of authorized Common Stock are to be combined into 8,000,000 shares of Common Stock.
- FIFTH: Article IV of the Restated Articles of Incorporation shall be deleted in its entirety and replaced with the following:

*ARTICLE IV

Capital Stock

- A. Number and Class of Shares Authorized; Par Value. The Corporation is authorized to issue 8,000,000 shares of Common Stock ("Common Stock") with a par value of \$0.01 per share.
- B. Dividend Rights. The holders of Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends payable in either cash, in property or in shares of capital stock.
- C. Common Stock Voting Rights. Each record holder of Common Stock shall be entitled to one vote for each share held. Holders of Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

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D. Preemptive Rights. Holders of Common Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.*

SIXTH: These Articles of Amendment and the combination referred to herein shall be effective on August 19, 2005 at 11:59 p.m.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to be executed by its duly authorized officer as of this 17th day of August, 2005.

1ST UNITED BANGORP, INC.

By: 

John Marino, President

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