

P99000026603

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000281197 3)))



H070002811973ABC2

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)
Account Number : 076117000420
Phone : (561) 650-0728
Fax Number : (561) 655-5677

FILED
07 NOV 16 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN

1ST UNITED BANCORP, INC.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$43.75

11/20/07

Electronic Filing Menu

Corporate Filing Menu

Help

Restated
Art,

JC

11/19/2007 12:54 FAX
850-617-6381

GUNSTER YOAKLEY

002/007

11/16/2007 4:04 PAGE 001/001 Florida Dept of State



November 16, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

1ST UNITED BANCORP, INC.
741 US HIGHWAY ONE
NORTH PALM BEACH, FL 33408

SUBJECT: 1ST UNITED BANCORP, INC.
REF: P99000026603

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Written approval and clearance of the words BANK, BANC, BANCO, BANQUE, BANKER, BANKING, TRUST COMPANY, SAVINGS AND LOAN ASSOCIATION, SAVINGS BANK or CREDIT UNION, or words of similar import in any context or any manner must be obtained from the Office of Financial Regulation, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Corporate Name Approval Request" form to be completed and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Regulation, resubmit the document and the approval letter to the Division of Corporations for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Regulatory Specialist II

FAX Aud. #: H07000281197
Letter Number: 107A00066262

RECEIVED
2007 NOV 19 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314



GunsterYoakley
ATTORNEYS AT LAW

Ft. Lauderdale • Miami • Palm Beach • Stuart • Vero Beach • West Palm Beach

FAX COVER SHEET

Phillips Point, Suite 500 East
777 South Flagler Drive
West Palm Beach, Florida 33401-6194

Phone: 561-655-1980
Fax: 561-655-5677
Website: www.gunster.com

DATE: November 19, 2007

TO: Darlene Connell
FIRM: Florida Dept. of State
Division of Corporations

FAX NO: (850) 617-6380

FROM: Mary E. Cramer-Scharlatt,
Corporate Paralegal

PHONE NO: (561) 650-0728
FAX NO: (561) 671-2527

E-MAIL: mcramer-scharlatt@gunster.com

CLIENT NO: 25922.09000

7 PAGES INCLUDING COVER

MESSAGE:

Dear Ms. Connell: Please see the attached corrected Restated Articles of Incorporation for 1st United Bancorp, Inc., and most specifically Article I, to accurately reflect the entity's correct name, 1st United Bankcorp, Inc. As discussed, the name was not changed and this is merely the restating of the Articles for consolidation purposes. You will note that there have been several amendments filed as well as earlier restated articles. Henceforth, the newly filed Restated Articles. As we further discussed, please ensure that November 16, 2007 is the file date of these Restated Articles. Thank you so very much, Ms. Connell, your time and consideration are greatly appreciated.

Here's wishing you and yours a very happy Thanksgiving! M

Gunster, Yoakley & Stewart, P.A., 777 South Flagler Drive, Suite 500 East, West Palm Beach, FL 33401

Confidentiality Notice: The information contained in this transmission is legally privileged and confidential, intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution, or copying of this communication is strictly prohibited. If you receive this communication in error, please notify us immediately by telephone (collect) and return the original message to us at the above listed address via the U.S. Postal Service. We will reimburse you for postage and/or telephone expenses involved.

RESTATED
ARTICLES OF INCORPORATION
OF
1st UNITED BANCORP, INC.

1st United Bancorp, Inc. (f/k/a Advantage Bankshares, Inc.) (the "Corporation"), filed its original Articles of Incorporation with the Florida Department of State (the "Department") on March 23, 1999. Subsequently thereafter, the Corporation filed its First Amendment to the Articles of Incorporation with the Department on April 27, 2000; the Corporation filed its Second Amendment to the Articles of Incorporation with the Department on October 29, 2002; the Corporation filed its Restated Articles of Incorporation with the Department on July 23, 2003; the Corporation filed its Articles of Amendment to Restated Articles of Incorporation with the Department on August 19, 2005; and the Corporation filed its second Articles of Amendment to Restated Articles of Incorporation with the Department on September 25, 2007.

Pursuant to Section 607.1007 of the Florida Business Corporation Act (the "Act"), 1st United Bancorp, Inc., a Florida Corporation, does hereby restate its Articles of Incorporation and each amendment thereto by filing the following Restated Articles of Incorporation, pursuant to the Act and the Bylaws of the Corporation.

ARTICLE I

Name

The name of the Corporation is 1st United Bancorp, Inc.

ARTICLE II

Duration

The Corporation shall exist perpetually.

ARTICLE III

Purpose

The general purpose of the Corporation shall be the transaction of any and all lawful business for which corporations maybe incorporated under the Act. The Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

FILED
 07 NOV 16 PM 3:55
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

H07000281197 3

ARTICLE IV

Capital Stock

A. Common Stock

(1) **Number and Class of Shares Authorized: Par Value.** The Corporation is authorized to issue 15,000,000 shares of Common Stock ("Common Stock") with a par value of \$0.01 per share.

(2) **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 therefore, dividends payable in either cash, in property or in shares of capital stock.

(3) **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.

(4) **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.

B. Preferred Stock

(1) **Number and Class of Shares Authorized.** The Corporation is authorized to issue up to 5,000,000 shares of Preferred Stock ("Preferred Stock"), which constitute a separate and single class of shares, which may be issued in one or more series.

(2) **Rights, Preferences and Restrictions.** The Board of Directors of the Corporation is vested with the authority to establish, in its discretion, the voting rights and other designations, preferences, rights, qualifications, limitations, and restrictions, if any, of each such series by the adoption and filing in accordance with the Act, before any such issuance of any shares of such series, of an amendment or amendments to these Articles determining the terms of such series, which amendment need not be approved by the shareholders or holders of any class or series of shares except as provided for by law. All shares of Preferred Stock of the same series shall be identical with each other in all respects.

ARTICLE V

Registered Office and Agent: Principal Place of Business

The street address of the registered office of the Corporation shall be 741 U.S. Highway One, North Palm Beach, Florida 33408, and the registered agent of the Corporation at such address shall be John Marino. The principal place of business and the mailing address of the Corporation shall be 741 U.S. Highway One, North Palm Beach, Florida 33408. The Corporation

H07000281197 3

may change its registered agent, the location of its registered office, its principal place of business, or its mailing address, or any of the foregoing, from time to time without amendment of these Restated Articles of Incorporation.

ARTICLE VI

Directors

The number of Directors of this Corporation shall be the number from time to time fixed by the shareholders or by the Directors, in accordance with the provisions of the bylaws of the Corporation, but at no time shall the number of Directors be less than one.

ARTICLE VII

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE VIII

Amendment of Restated Articles of Incorporation

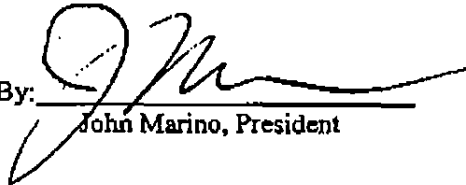
These Restated Articles of Incorporation may be amended in the manner from time to time provided by law and any right conferred upon the shareholders by any provision of these Restated Articles of Incorporation is hereby made subject to this reservation.

CERTIFICATE

The foregoing Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation in accordance with the Act and by the holders of the shares of Common Stock, being the sole shares entitled to vote thereon, in accordance with the Act, on May 29, 2003, and the number of votes cast for the foregoing Restated Articles of Incorporation was sufficient for approval by such holders of Common Stock.

IN WITNESS WHEREOF, the understated President of this Corporation has executed these Restated Articles of Incorporation on the 16th day of November, 2007.

1st UNITED BANCORP, INC.

By: 
John Marino, President

H07000281197 3