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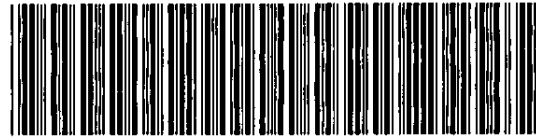
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OK per Jeremy Glover
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DEPARTMENT OF STATE
13 JUN 21 PM 1:37

FILED
13 JUN 21 PM 4:57
SECRETARY OF STATE
TALLAHASSEE, FL 32301

JG
6/21/13



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**DREW J.
BREAKSPEAR**
Commissioner

INTEROFFICE COMMUNICATION

DATE: June 21, 2013

TO: Michelle Milligan, Amendment Section
Florida Division of Corporations

FROM: Ben Brinkley, Financial Administrator
Bureau of Bank Regulation, District II
(850) 410-9504

SUBJECT: **TransCapital Bank, Sunrise, Florida
(Amending Articles to Authorize Issuance of Additional Single Class Stock
and Convert Existing Authorized Shares to a Single Class Stock)**

Please expedite the attached Amendment to the Articles of Incorporation for the above-referenced institution. A check for the applicable filing and certified copies fee (\$52.50) is attached. Please contact Jeremy A. Glover at (850) 410-9535 upon filing the amendment. Should you have any issues contacting Mr. Glover, please contact Ben F. Brinkley at the number listed above or Randy Herndon at (850) 410-9506.

- (1) One certified copy to: Ben F. Brinkley III
Office of Financial Regulation
Bureau of Bank Regulation, District II
200 E. Gaines Street
Tallahassee, FL 32399-0371
- (1) One certified copy to: William E. Himes
President & CEO
TransCapital Bank
8850 W. Oakland Park Blvd.
Sunrise, FL 33351

AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
TRANSCAPITAL BANK

FILED
13 JUN 21 PM 4:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned duly appointed and currently serving officer of TransCapital Bank, a corporation organized under the laws of the State of Florida (the "Corporation"), do hereby certify as follows:

That the Board of Directors of the Corporation approved and recommended to the shareholders of the Corporation an amendment to the Articles of Incorporation of the Corporation as set forth herein, and that thereafter, by action in writing in lieu of a meeting in accordance with provisions of Sections 607.0704 and 607.1003 of Florida Statutes, the holders of a majority of the votes entitled to be cast by each voting group entitled to vote, on April 25, 2013, adopted and approved a resolution amending the Articles of Incorporation of the Corporation as follows:

FIRST: Article III of the Articles of Incorporation of the Corporation is amended and restated to read in its entirety as follows:

"ARTICLE III"

"The Corporation is authorized to issue 7,000,000 shares of Common Stock, which shall have a par value of \$2.00 per share."

SECOND: The foregoing amendment was adopted and recommended by the Board of Directors of the Corporation and approved by the shareholders of the Corporation by the affirmative vote of the holders of a majority of votes entitled to be cast by the holders of the common stock, the only voting group entitled to vote on the amendment, which votes were sufficient for approval.

THIRD: The amendment was adopted by the Board of Directors on April 25, 2013 and approved by the shareholders on April 25, 2013.

FOURTH: Except as herein above provided, the remaining provisions of Article IV and of the other Articles of the Articles of Incorporation shall remain in full force and effect.


[Remainder of page intentionally blank]

The amendment was approved by the shareholders through a voting group. The number of votes cast as per the attached Action in Writing in Lieu of a Meeting of Shareholders for the amendment was sufficient for approval by the voting group as follows:

Leonard E. Zedeck	242,926
Dr. Murray Zedeck	149,316
William E. Himes and Julie A. Himes	11,090
Seymour Roth and Ethel Joan Roth	75,000
Carrie Schulman	57,709
Stacey Zedeck as Custodian for Benjamin Jared Zedeck Irrevocable Trust	90,000
Stacey Zedeck as Custodian for Jordan Seth Zedeck Irrevocable Trust	<u>90,000</u>
Total	716,041 (0.671%)

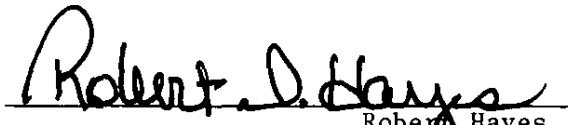
STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

IN WITNESS WHEREOF, the aforementioned voting group have set their respective hands as of this 25th day of April, 2013.


William E. Himes, President & CEO

APPROVAL

Approved by the Florida Office of Financial Regulation this 20 day June, 2013.


Robert D. Hayes
Director, Division of Financial Institutions