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19 AUG -1 PM 12:40
FBI - MEMPHIS

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JOHN P. GREELEY

July 31, 2018

Via Federal Express

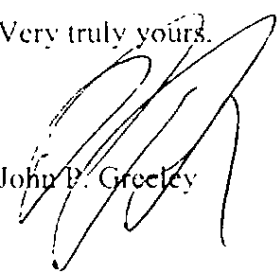
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Articles of Amendment

Dear Madam / Sir:

Enclosed is a copy of signed Articles of Amendment for Pioneer Bankcorp, Inc., accompanied by a check in the amount of \$43.75 for the filing fees (and the receipt of one certified copy). I would appreciate it if you could have these Articles of Amendment filed at your earliest convenience. If you have any questions regarding the foregoing, please let me know at your convenience. Thank you for your assistance.

Very truly yours,


John P. Greeley

JPG:br

Copy to: Miller Couse
Chairman and Chief Executive Officer
Pioneer Bankcorp, Inc.

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**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION OF
PIONEER BANKCORP, INC.
(Pursuant to Section 607.1006 of the
Florida Business Corporation Act)**

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STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT

Pioneer Bankcorp, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in accordance with the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), does hereby amend its Articles of Incorporation, as amended ("Articles") by filing these Articles of Amendment and, in connection therewith,

HEREBY CERTIFIES:

That the name of the Corporation is Pioneer Bankcorp, Inc.

Pursuant to the provisions of the Act, Article IV, of the Articles of Incorporation is hereby amended by deleting the text thereof in its entirety and inserting the following in lieu thereof:

ARTICLE IV

Capital Stock

A. Number and Class of Shares Authorized; Par Value


The aggregate number of shares which the Corporation shall have authority to issue is 10,000,000 shares of common stock having a par value of \$0.01 per share, which shall be designated "Common Stock."

CERTIFICATE

The undersigned, being the duly elected and incumbent Chairman and Chief Executive Officer of Pioneer Bankcorp, Inc. (the "Corporation"), a corporation organized under the laws of the State of Florida, does hereby certify that the foregoing Articles of Amendment were duly authorized, adopted and approved by the holders of shares of Common Stock of the Corporation being the sole voting group entitled to vote thereon, on July 25, 2018, and the number of votes cast for the amendment by the shareholders was sufficient for approval by them.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature this 25th day of July, 2018.

PIONEER BANKCORP, INC.

By: 
Miller Couse
As Its: Chairman and Chief Executive Officer