

#0176179  
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ARTICLES OF AMENDMENT  
TO THE  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
MID-AMERICA BANCORP

RECEIVED & FILED

JUL 2 8 32 AM '99

*Randy Perry*

Pursuant to KRS 271B.6-010(3) and KRS 271B.6-020(4), these Articles of Amendment to the Amended and Restated Articles of Incorporation of Mid-America Bancorp (the "Corporation") are being delivered to the Kentucky Secretary of State for filing. The information required by KRS 271B.6-020(4) is as follows:

FIRST: The name of the Corporation is Mid-America Bancorp

SECOND: These Articles of Amendment amend current ARTICLE IV of the Corporation's Amended and Restated Articles of Incorporation by authorizing the Company to increase the authorized number of shares of Common Stock from 12,000,000 to 15,000,000, thereby increasing the total authorized number of shares from 12,750,000 to 15,750,000. The first paragraph of ARTICLE IV is amended to read as follows:

"The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 15,750,000 shares which shall be divided into two classes as follows:

- 15,000,000 shares of Common Stock, having no par value per share; and
- 750,000 shares of Preferred Stock, having no par value per share."

THIRD: The Amendments were adopted by holders of the Corporation's common stock, the Corporation's sole class of issued and outstanding shares, at the Corporation's 1999 Annual Meeting of Shareholders (the "1999 Annual Meeting") on April 22, 1999. There were 10,267,019 shares of common stock issued, outstanding and entitled to vote at the 1999 Annual Meeting, of which 8,440,658 shares were indisputably represented at the 1999 Annual Meeting. The total number of shares of common stock cast for, against, abstaining from, or not voted upon the proposal to approve the Amendment at the 1999 Annual Meeting were as follows:

	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Not Voted</u>
ARTICLE IV	6,128,533	87,433	224,692	1,826,361

*B. W. Klein*

Bertram W. Klein  
Chairman of the Board

Date: June 22, 1999

*Gail Mount*

Gail Mount  
Secretary

Date: June 22, 1999



Bank Of Louisville Building  
P.O. Box 1107  
Louisville, KY 40201-1101

Tel: 502-589-3351

June 30, 1999

Business Filings  
Office of the Secretary of State  
700 Capitol Avenue  
Room 154, State Capitol  
P.O. Box 718  
Frankfort, KY 40602  
Attn: Sandra Perry

Re: Articles of Amendment

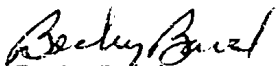
To Whom It May Concern:

Enclosed please find three (3) originals of Articles of Amendment of Mid-America Bancorp and a check in the amount of \$6,040.00 which is the required filing fee for the Articles. Please file one copy and file stamp and return two (2) copies to the address below:

Bank of Louisville  
500 West Broadway  
Louisville, Kentucky 40202  
Attn: Becky Baird, 7<sup>th</sup> Floor, Legal Dept.

If you have any questions please contact me at (502) 562-5475.

Thank you.

  
Becky Baird  
Administrative Assistant  
Legal Department

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