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OFFICES
Camner, Lipsitz and Poller

PROFESSIONAL ASSOCIATION
SUITE 700
550 BILTMORE WAY
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 442-4994
FAX (305) 442-2389

January 30, 2002

Office of the Secretary of State
Division of Corporations
Amendments Section
409 East Gaines Street
Tallahassee, Florida 32399

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-02/01/02--01078--015
*****87.50 *****43.75

Re: Articles of Amendment for BankUnited Financial Corporation

Dear Sir or Madam:

Enclosed please find two signed copies of the Articles of Amendment for BankUnited Financial Corporation and a check for \$87.50 in payment of the required filing fees.

Please file one copy of the Articles of Amendment and return one certified copy to the undersigned using the enclosed self-addressed, stamped envelope.

If you have any questions regarding this matter, please call me at (305) 529-2933. Thank you.

Very truly yours,

Bridget Wong
Bridget Wong

FILED
02 FEB -1 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BAW/liz

*Amend
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ARTICLES OF AMENDMENT
OF
BANKUNITED FINANCIAL CORPORATION

FILED
02 FEB - 1 11 9 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

The name of the corporation is BankUnited Financial Corporation (the "Corporation")

II.

The amendment adopted (the "Amendment") amends of the Articles of Incorporation of BankUnited Financial Corporation, so that as amended, Article VI provides in its entirety as follows:

"ARTICLE VI

Capital Stock

The total number of shares of all classes of stock that the Corporation is authorized to issue is 73,000,000 shares, of which 60,000,000 shall be Class A Common Stock, \$.01 par value (the "Class A Common Stock"), 3,000,000 shall be Class B Common Stock, \$.01 par value (the "Class B Common Stock"), and 10,000,000 shall be Preferred Stock, \$.01 par value (the "Preferred Stock"). No holder of the Corporation's stock shall have any preemptive right to acquire the Corporation's securities.

Class A Common Stock. The maximum number of shares of Class A Common Stock that the Corporation is authorized to have outstanding is 60,000,000 shares at a par value of \$.01 per share. The Class A Common Stock shall be a special class of stock issuable from time to time in one or more series as specified in Section 607.0602 of the Florida Business Corporation Act (or in such other manner as may be permitted by law), as determined from time to time by the Board of Directors and stated in the resolution or resolutions providing for the issuance of such series of Class A Common Stock adopted by the Board of Directors pursuant to authority hereby vested in it, each such series to be appropriately designated, prior to the issuance of any shares thereof, by some distinguishing letter, number, or title. The Board of Directors is hereby expressly granted authority to fix the authorized number of shares of each series of common stock, and to fix the terms of such series, including, but not limited to, the following:

- (a) the rate or manner of payment of dividends;
- (b) whether shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption;
- (c) the amount payable upon shares in the event of voluntary or involuntary liquidation;
- (d) sinking fund provisions, if any, for the redemption or purchase of shares;
- (e) the terms and conditions, if any, on which shares may be converted;
- (f) voting rights, if any; and

(g) the other special rights, if any, and the qualifications, limitations or restrictions thereof, of the shares of such series.

The designation of each particular series of Class A Common Stock and its terms in respect of the foregoing particulars shall be fixed and determined by the Board of Directors in any manner permitted by law and stated in the resolution or resolutions providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it, before any shares of such series are issued. The Board of Directors may from time to time increase (but not above the total number of authorized shares of the class) the number of shares of any series of Class A Common Stock already created by providing that any unissued Class A Common Stock shall constitute part of such series, or may decrease (but not below the number of shares thereof then outstanding) the number of shares of any series of Class A Common Stock already created by providing that any unissued shares previously assigned to such series shall no longer constitute part thereof. The Board of Directors is hereby empowered to classify or reclassify any unissued Class A Common Stock by fixing or altering the terms thereof in respect of the above-mentioned particulars and by assigning the same to an existing or newly created series from time to time before the issuance of such shares.

For purposes of determining whether a non-voting series of Class A Common Stock shall be entitled to vote as a class pursuant to Section 607.1004 of the Florida Business Corporation Act (or any successor section or statute hereinafter enacted) on an amendment to the Corporation's Articles of Incorporation, an amendment that increases the total number of authorized shares of Class A Common Stock shall not be considered to be an adverse change to the terms of any individual series of Class A Common Stock and shall not require a vote or the consent of the holders of any such series of Class A Common Stock.

Set forth in Appendix A hereto is the Statement of Designation setting forth the terms of the Series I Class A Common Stock.

Class B Common Stock. The maximum number of shares of Class B Common Stock that the Corporation is authorized to have outstanding is 3,000,000 shares at a par value of \$.01 per share. Holders of Class B Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. The shares of Class B Common Stock shall be convertible into shares of other classes of capital stock of the Corporation in such manner as may be provided by the Board of Directors by resolution.

Set forth in Appendix A hereto is the Statement of Designation setting forth the conversion rights of the Class B Common Stock.

Preferred Stock. The maximum number of shares of Preferred Stock that the Corporation is authorized to have outstanding is 10,000,000 shares at a par value of \$.01 per share. The Preferred Stock may be issued from time to time in one or more series as specified in Section 607.0602 of the Florida Business Corporation Act (or in such other manner as may be permitted by law), as determined from time to time by the Board of Directors and stated in the resolution or resolutions providing for the issuance of such series of Preferred Stock adopted by the Board of Directors pursuant to authority hereby vested in it, each such series to be appropriately designated, prior to the issuance of any shares thereof, by some distinguishing letter, number, or title. The Board of Directors is hereby expressly granted authority to fix the authorized number of shares of each series of Preferred Stock, and to fix the terms of such series, including, but not limited to, the following:

(a) the rate or manner of payment of dividends;

- (b) whether shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption;
- (c) the amount payable upon shares in the event of voluntary or involuntary liquidation;
- (d) sinking fund provisions, if any, for the redemption or purchase of shares;
- (e) the terms and conditions, if any, on which shares may be converted;
- (f) voting rights, if any; and
- (g) the other special rights, if any, and the qualifications, limitations or restrictions thereof, of the shares of such series.

The designation of each particular series of Preferred Stock and its terms in respect of the foregoing particulars shall be fixed and determined by the Board of Directors in any manner permitted by law and stated in the resolution or resolutions providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it, before any shares of such series are issued. The Board of Directors may from time to time increase (but not above the total number of authorized shares of the class) the number of shares of any series of Preferred Stock already created by providing that any unissued Preferred Stock shall constitute part of such series, or may decrease (but not below the number of shares thereof then outstanding) the number of shares of any series of Preferred Stock already created by providing that any unissued shares previously assigned to such series shall no longer constitute part thereof. The Board of Directors is hereby empowered to classify or reclassify any unissued Preferred Stock by fixing or altering the terms thereof in respect of the above-mentioned particulars and by assigning the same to an existing or newly created series from time to time before the issuance of such shares.

For purposes of determining whether a non-voting series of Preferred Stock shall be entitled to a vote as a class pursuant to Section 607.1004 of the Florida Business Corporation Act (or any successor section or statute hereinafter enacted) on an amendment to the Corporation's Articles of Incorporation, an amendment that increases the total number of authorized shares of Preferred Stock shall not be considered to be an adverse change to the terms of any individual series of Preferred Stock and shall not require a vote or the consent of the holders of any such series of Preferred Stock.

Set forth in Appendices B, C, D, E, F, G and H hereto are the Statements of Designation setting forth the terms of the Noncumulative Convertible Preferred Stock, Series A; Noncumulative Convertible Preferred Stock, Series B; Noncumulative Convertible Preferred Stock, Series C; Noncumulative Convertible Preferred Stock, Series C-II; 8% Noncumulative Convertible Preferred Stock, Series 1993; 9% Noncumulative Perpetual Preferred Stock, and 8% Noncumulative Convertible Preferred Stock, Series 1996, respectively."

III.

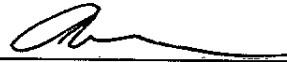
The stockholders of the Corporation adopted the amendment at the Annual Meeting of Stockholders of the Corporation held on January 29, 2002.

IV.

The holders of the Corporation's Series I Class A Common Stock, \$.01 par value (the "Class A Common Stock"), Class B Common Stock, \$.01 par value (the "Class B Common Stock"), and Noncumulative Convertible Preferred Stock, Series B, \$.01 par value (the "Series B Preferred Stock"), the Corporation's voting capital stock, were entitled to vote together on the Amendment. In addition, the holders of the Class A Common Stock and the Class B Common Stock were each entitled to vote on the Amendment as a separate voting group. The number of votes cast by the holders of the Class A Common Stock, the Class B Common Stock, and the Series B Preferred Stock, voting together, and by the holders of the Class A Common Stock and of the Class B Common Stock, each voting as a separate voting group, was sufficient for approval of the Amendment.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on behalf of the Corporation this 29th day of January, 2002.

BANKUNITED FINANCIAL CORPORATION

By: 
Alfred R. Camner
Chairman of the Board, Chief Executive
Officer, President and Chief Operating
Officer