

CERTIFICATE OF INCORPORATION

OF

FLUSHING FINANCIAL CORPORATION
(a Delaware corporation)

FIRST: The name of the Corporation is Flushing Financial Corporation.

SECOND: The address of the Corporation's registered office is 1209 Orange Street, City of Wilmington, County of New Castle, State of Delaware, and the name of its registered agent thereat is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law.

FOURTH: (A) The total number of shares of all classes of stock which the Corporation shall have authority to issue is 25,000,000, consisting of 5,000,000 shares of preferred stock, par value \$.01 per share (hereinafter referred to as "Preferred Stock") and 20,000,000 shares of common stock, par value \$.01 per share (hereinafter referred to as "Common Stock").

(B) Authority is hereby expressly granted to the Board of Directors, subject to any limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in one or more series, and, by filing a certificate pursuant to the Delaware General Corporation Law (the "Preferred Stock Designation"), to establish by resolution or resolutions from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences, and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the Common Stock entitled to vote, without a vote of the holders of the Preferred Stock or of any series thereof, unless a vote of any such holders is required pursuant to the Preferred Stock Designation(s), establishing the series of Preferred Stock

(C) Each holder of shares of Common Stock shall be entitled to one vote for each share of Common Stock held of record on all matters on which the holders of shares of Common Stock are entitled to vote. Subject to the provisions

of applicable law and any Preferred Stock Designation, the holders of outstanding shares of Common Stock shall have and possess the exclusive right to notice of stockholders' meetings and the exclusive power to vote.

FIFTH: In furtherance and not in limitation of the powers conferred upon it by law, the Board of Directors is expressly authorized to adopt, alter, amend, or repeal the By-Laws of the Corporation. Stockholders may adopt, alter, amend, adopt any provision inconsistent with or repeal the By-Laws of the Corporation only by an affirmative vote of 80% of the combined voting power of the then outstanding Voting Stock (as defined in Article SEVENTH) and the affirmative vote of at least 66-2/3% of the combined voting power of the Voting Stock not beneficially owned by an Interested Stockholder (as defined in Article SEVENTH).

SIXTH: Any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of such stockholders and may not be effected by any consent in writing by such stockholders. Except as otherwise provided by any Preferred Stock Designation, special meetings of stockholders for any purpose or purposes shall be called solely by resolution of the Board of Directors, acting by not less than a majority of the Entire Board (as defined in Article SEVENTH), and the power of stockholders to call a special meeting is specifically denied. No business shall be transacted and no corporate action shall be taken at a special meeting of stockholders other than that stated in the notice of such meeting.

SEVENTH: (A) In addition to any affirmative vote required by law or this Certificate of Incorporation, and except as otherwise expressly provided in paragraph (B) of this Article SEVENTH,

1. any merger or consolidation of the Corporation or any Subsidiary (as defined in this Article SEVENTH) with (a) an Interested Stockholder or (b) any other corporation (whether or not itself an Interested Stockholder), which is, or after such merger or consolidation would be, an Affiliate or Associate (as such terms are defined in this Article SEVENTH) of an Interested Stockholder;

2. any sale, lease, exchange, mortgage, pledge, grant of a security interest, transfer or other disposition (in one transaction or a series of transactions) to or with (a) an Interested Stockholder or (b) any other person (as defined in this Article

SEVENTH (whether or not itself an Interested Stockholder), which is, or after such sale, lease, exchange, mortgage, pledge, grant of a security interest, transfer or other disposition would be, an Affiliate or Associate of an Interested Stockholder, directly or indirectly, of assets of the Corporation (including, without limitation, any voting securities of a Subsidiary) or any Subsidiary, or both, constituting more than 25% of the Fair Market Value (as defined in this Article SEVENTH), as determined by a majority of the Continuing Directors (as defined in this Article SEVENTH), of the total consolidated assets of the Corporation and its Subsidiaries taken as a whole, as of the end of its most recent fiscal year ending prior to the time the determination is being made;

3. the issuance or transfer by the Corporation or any Subsidiary (in one transaction or in a series of transactions) of any securities of the Corporation or any Subsidiary, or both, to an Interested Stockholder, or any other person (whether or not itself an Interested Stockholder) which is, or after such issuance or transfer would be, an Affiliate or Associate of an Interested Stockholder, in exchange for cash, securities or other property (or a combination thereof) having an aggregate Fair Market Value of \$2,000,000 or more, other than (i) the issuance of securities upon the conversion of convertible securities of the Corporation or any Subsidiary which were not acquired by such Interested Stockholder (or such Affiliate or Associate) from the Corporation or a Subsidiary or (ii) the issuance or transfer to an employee benefit plan of the Corporation or any Subsidiary;

4. the adoption of any plan or proposal for the liquidation or dissolution of the Corporation proposed by or on behalf of an Interested Stockholder or any Affiliate or Associate of an Interested Stockholder; or

5. any reclassification of securities (including any reverse stock split), or recapitalization of the Corporation, or any merger or consolidation of the Corporation with any of its Subsidiaries or any other transaction (whether or not with or into or otherwise involving an Interested Stockholder), which has the effect, directly or indirectly, of increasing the proportionate share of

the outstanding shares of any class of equity or convertible securities of the Corporation or any Subsidiary directly or indirectly beneficially owned by (a) an Interested Stockholder or (b) any other person (whether or not itself an Interested Stockholder), which is, or after such reclassification, recapitalization, merger or consolidation or other transaction would be, an Affiliate or Associate of an Interested Stockholder;

shall not be consummated unless such consummation shall have been approved by the affirmative vote of the holders of at least 80% of the combined voting power of the then outstanding shares of Voting Stock, voting together as a single class and by the affirmative vote of the holders of at least 66-2/3% of the combined voting power of the Voting Stock not beneficially owned by an Interested Stockholder. Such affirmative vote shall be required notwithstanding the fact that no vote may be required, or that a lesser percentage may be specified, by law, in this Certificate of Incorporation or any Preferred Stock Designation or in any agreement with any national securities exchange or otherwise.

(B) The provisions of paragraph (A) of this Article SEVENTH shall not be applicable to any particular Business Combination (as defined in this Article SEVENTH) and such Business Combination shall require only such affirmative vote as is required by law and any other provision of this Certificate of Incorporation, if (i) the Business Combination shall have been expressly approved by a majority of the Continuing Directors or (ii) all of the following conditions shall have been met:

1. The transaction constituting the Business Combination shall provide for a consideration to be received by all holders of Common Stock in exchange for all their shares of Common Stock, and the aggregate amount of the cash and the Fair Market Value as of the date of the consummation of the Business Combination of consideration other than cash to be received per share by holders of Common Stock in such Business Combination shall be at least equal to the higher of the following:

(a) (if applicable) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid in order to acquire any shares of Common Stock beneficially owned by an Interested Stockholder (i) within the two-year period immediately prior

to the Announcement Date (as defined in this Article SEVENTH), (ii) within the two-year period immediately prior to the Determination Date (as defined in this Article SEVENTH) or (iii) in the transaction in which it became an Interested Stockholder, whichever is highest; or

(b) the Fair Market Value per share of Common Stock on the Announcement Date or on the Determination Date, whichever is higher;

2. If the transaction constituting the Business Combination shall provide for a consideration to be received by holders of any class or series of outstanding Voting Stock other than Common Stock, the aggregate amount of the cash and the Fair Market Value as of the date of the consummation of the Business Combination of consideration other than cash to be received per share by holders of shares of such class or series of Voting Stock shall be at least equal to the highest of the following (it being intended that the requirements of this subparagraph 2 shall be required to be met with respect to every class and series of outstanding Voting Stock, whether or not an Interested Stockholder has previously acquired any shares of a particular class of Voting Stock):

(a) (if applicable) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid in order to acquire any shares of such class or series of Voting Stock beneficially owned by an Interested Stockholder (i) within the two-year period immediately prior to the Announcement Date, (ii) within the two-year period immediately prior to the Determination Date or (iii) in the transaction in which it became an Interested Stockholder, whichever is highest; or

(b) the Fair Market Value per share of such class or series of Voting Stock on the Announcement Date or the Determination Date, whichever is higher; or

(c) (if applicable) the highest preferential amount per share to which the holders of shares of such class or series of Voting Stock are entitled in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation;

3. The consideration to be received by holders of a particular class or series of outstanding Voting Stock (including Common Stock) shall be in cash or in the same form as was previously paid in order to acquire shares of such class or series of Voting Stock that are beneficially owned by an Interested Stockholder and, if an Interested Stockholder beneficially owns shares of any class or series of Voting Stock that were acquired with varying forms of consideration, the form of consideration for such class or series of Voting Stock shall be either cash or the form used to acquire the largest number of shares of such class or series of Voting Stock beneficially owned by it. The price determined in accordance with subparagraphs 1 and 2 of this paragraph shall be subject to appropriate adjustment in the event of any recapitalization, stock dividend, stock split, combination of shares or similar event;

4. After such Interested Stockholder has become an Interested Stockholder and prior to the consummation of such Business Combination:

(a) except as approved by a majority of the Continuing Directors, there shall have been no failure to declare and pay at the regular date therefor the amount of any dividends (whether or not cumulative) payable on any outstanding Preferred Stock;

(b) there shall have been (i) no reduction in the annual rate of dividends paid on the Common Stock (except as necessary to reflect any subdivision of the Common Stock) other than as approved by a majority of the Continuing Directors and (ii) an increase in such annual rate of dividends as necessary to prevent any such reduction in the event of any reclassification (including any reverse stock split), recapitalization, reorganization or any similar transaction that has the effect of reducing the number of outstanding shares of the Common Stock, unless the failure so to increase such annual rate is approved by a majority of the Continuing Directors; and

(c) such Interested Stockholder shall not have become the beneficial owner of any additional shares of Voting Stock except as part of the transaction in which it became an Interested Stockholder;

5. After such Interested Stockholder has become an Interested Stockholder, such Interested Stockholder shall not have received the benefit, directly or indirectly (except proportionately as a stockholder), of any loans, advances, guarantees, pledges or other financial assistance or any tax credits or other tax advantages provided by the Corporation, whether in anticipation of or in connection with such Business Combination or otherwise; and

6. A proxy or information statement describing the proposed Business Combination and complying with the requirements of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder (or any subsequent provisions replacing such Act, rules or regulations) shall be mailed to the stockholders of the Corporation, no later than the earlier of (a) 30 days prior to any vote on the proposed Business Combination or (b) if no vote on such Business Combination is required, 60 days prior to the consummation of such Business Combination (whether or not such proxy or information statement is required to be mailed pursuant to such Act or subsequent provisions). Such proxy statement shall contain at the front thereof, in a prominent place, any recommendations as to the advisability (or inadvisability) of the Business Combination that the Continuing Directors, or any of them, may have furnished in writing and, if deemed advisable by a majority of the Continuing Directors, an opinion of a reputable investment banking firm as to the fairness (or lack of fairness) of the terms of such Business Combination, from the point of view of the holders of Voting Stock other than an Interested Stockholder (such investment banking firm to be selected by a majority of the Continuing Directors, to be furnished with all information it reasonably requests and to be paid a reasonable fee for its services upon receipt by the Corporation of such opinion).

(C) For the purposes of this Certificate of Incorporation:

1. "Affiliate" and "Associate" shall have the respective meanings ascribed to such terms in Rule 12b-2 (or any successor rule) of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended.

2. "Announcement Date" shall mean the date of the first public announcement of the proposed Business Combination.

3. "Beneficial ownership" shall be determined pursuant to Rule 13d-3 of the General Rules and Regulations under the Securities Exchange Act of 1934 (or any successor rule or statutory provision), or, if said Rule 13d-3 shall be rescinded and there shall be no successor rule or provision thereto, pursuant to said Rule 13d-3 as in effect on the date of filing of this Certificate of Incorporation; provided, however, that a person shall, in any event, be the "beneficial owner" of any Voting Stock:

(a) that such person or any of its Affiliates or Associates beneficially owns, directly or indirectly; or

(b) that such person or any of its Affiliates or Associates has (i) the right to acquire (whether such right is exercisable immediately or only after the passage of time) pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, exchange rights, warrants or options, or otherwise or (ii) the right to vote or to direct the voting thereof pursuant to any agreement, arrangement or understanding (but shall not be deemed to be the beneficial owner of any shares of Voting Stock solely by reason of a revocable proxy granted for a particular meeting of stockholders, pursuant to a public solicitation of proxies for such meeting, with respect to shares of which neither such person nor any Affiliate or Associate of such person is otherwise deemed the beneficial owner); or

(c) that is beneficially owned, directly or indirectly, by any other person with which such first mentioned person or any of its Affiliates or Associates has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing of any shares of Voting Stock;

and provided further, however, that (1) no director or officer of the Corporation (or any Affiliate or Associate of any such director or officer) shall, solely by reason of any or all of such directors or

officers acting in their capacities as such, be deemed, for any purposes hereof, to beneficially own any Voting Stock beneficially owned by any other such director or officer (or any Affiliate or Associate thereof), and (2) neither any employee stock benefit plan of the Corporation or any Subsidiary, nor any trustee with respect thereto or any Affiliate or Associate of such trustee (solely by reason of such capacity of such trustee), shall be deemed, for any purposes hereof, to beneficially own any Voting Stock held under any such plan.

4. "Business Combination" shall mean any transaction that is referred to in any one or more of subparagraphs 1 through 5 of paragraph (A) of this Article SEVENTH.

5. "Continuing Director" shall mean any member of the Board of Directors of the Corporation who was a member of the Board prior to the time that such Interested Stockholder became an Interested Stockholder, and any successor of a Continuing Director who was designated (before his or her initial election as a director) as a Continuing Director by a majority of Continuing Directors then on the Board.

6. "Determination Date" shall mean the date on which an Interested Stockholder became an Interested Stockholder.

7. "Entire Board" shall mean the total number of authorized directorships at any time action is proposed to be taken without regard to any vacancies.

8. "Fair Market Value" shall mean: (a) in the case of stock, the highest closing sale price during the 30-day period immediately preceding the date in question of a share of such stock on the principal United States securities exchange registered under the Securities Exchange Act of 1934, as amended, on which such stock is listed, or, if such stock is not listed on any such exchange, the highest closing sale price or, if applicable, bid quotation with respect to a share of such stock during the 30-day period preceding the date in question on the NASDAQ System or any other system then in use, or if no such prices or quotations are available, the fair market value on the date in question of a share of such stock as determined by a majority of the Continuing

Directors in good faith; and (b) in the case of property other than cash or stock, the fair market value of such property on the date in question as determined by a majority of the Continuing Directors in good faith.

9. "Interested Stockholder" shall mean any person (other than the Corporation or any Subsidiary) who or which:

(a) is the beneficial owner, directly or indirectly, of more than 10% of the combined voting power of the then outstanding Voting Stock; or

(b) is an Affiliate of the Corporation and at any time within the two-year period immediately prior to the date in question was the beneficial owner, directly or indirectly, of more than 10% of the combined voting power of the then outstanding Voting Stock; or

(c) is an assignee of or has otherwise succeeded to the beneficial ownership of any shares of Voting Stock that were at any time within the two-year period immediately prior to the date in question beneficially owned by an Interested Stockholder, unless such assignment or succession shall have occurred pursuant to a Public Transaction (as defined in this Article SEVENTH) or any series of transactions involving a Public Transaction.

For the purposes of determining whether a person is an Interested Stockholder, the number of shares of Voting Stock deemed to be outstanding shall include shares deemed owned through application of subparagraph 3 above. For all other purposes, the outstanding Voting Stock shall include only Voting Stock then outstanding and shall not include any Voting Stock which may be issuable by the Corporation pursuant to any agreement, or upon the exercise of conversion rights, warrants or options, or otherwise.

10. "person" shall mean any individual, firm, trust, partnership, association, corporation, group formed for the purpose of acquiring, holding or disposing of securities, or other entity.

11. "Public Transaction" shall mean any (a) purchase of shares offered pursuant to an effective registration statement under the Securities Act of 1933, as amended or (b) open-market purchase of shares on a national securities exchange or through any NASDAQ system if, in any such case, the price and other terms of sale are not negotiated by the purchaser and the seller of the beneficial interest in the shares.

12. "Subsidiary" shall mean any corporation of which a majority of any class of equity security (as defined in Rule 3a11-1 of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended, but excluding a class of security that is an "equity security" solely because it is convertible into, exercisable for or exchangeable for a security that is an "equity security") is owned, directly or indirectly, by the Corporation; provided, however, that, for the purposes of the definition of Interested Stockholder set forth in subparagraph 8, the term "Subsidiary" shall mean only a corporation of which a majority of each class of equity security is owned, directly or indirectly, by the Corporation.

13. "Voting Stock" shall mean stock of all classes and series of the Corporation entitled to vote generally in the election of directors.

14. Reference to "highest per share price" shall in each case with respect to any class of stock reflect an appropriate adjustment for any dividend or distribution in shares of such stock or any stock split or reclassification of outstanding shares of such stock into a greater number of shares of such stock or any combination or reclassification of outstanding shares of such stock into a smaller number of shares of such stock.

15. In the event of any Business Combination in which the Corporation survives, the phrase "consideration other than cash to be received" as used in subparagraphs (1) and (2) of Paragraph B of this Article SEVENTH shall include the shares of Common Stock and/or the shares of any other class or series of outstanding Voting Stock retained by the holders of such shares.

(D) A majority of the Continuing Directors shall have the power and duty to determine for the purposes of this

Article SEVENTH, on the basis of information known to them after reasonable inquiry, all facts necessary to determine compliance with this Article SEVENTH, including, without limitation, (1) whether a person is an Interested Stockholder, (2) the number of shares of Voting Stock beneficially owned by any person, (3) whether a person is an Affiliate or Associate of another, (4) whether the assets that are the subject of any Business Combination constitute more than 25% of the Fair Market Value of the Corporation and its Subsidiaries taken as a whole as of the end of its most recent fiscal year, (5) whether the requirements of paragraph (B) of this Article SEVENTH have been met, (6) whether the consideration to be received for the issuance or transfer of securities by the Corporation or any Subsidiary in any Business Combination has an aggregate Fair Market Value of \$2,000,000 or more and (7) such other matters with respect to which a determination is required under this Article SEVENTH. The good faith determination of a majority of the Continuing Directors on such matters shall be conclusive and binding for all purposes of this Article SEVENTH.

(E) Nothing contained in this Article SEVENTH shall be construed to relieve an Interested Stockholder from any fiduciary obligation imposed by law.

EIGHTH: The Board of Directors of the Corporation, when evaluating any offer of another person (as defined in Article SEVENTH hereof) to (A) make a tender or exchange offer for any equity security of the Corporation, (B) merge or consolidate the Corporation with another corporation or entity or (C) purchase or otherwise acquire all or substantially all of the properties and assets of the Corporation, may, in connection with the exercise of its judgment in determining what is in the best interest of the Corporation and its stockholders, give due consideration to all relevant factors, including, without limitation, those factors that directors of any Subsidiary (as defined in Article SEVENTH hereof) may consider in evaluating any action that may result in a change or potential change in the control of the Subsidiary, and the social, regulatory and economic effect of acceptance of such offer (i) on the Corporation's present and future customers and employees and those of its Subsidiaries; (ii) on the communities in which the Corporation and its Subsidiaries operate or are located; (iii) on the ability of the Corporation to fulfill its corporate objective as a holding company under applicable laws and regulations; and (iv) on the ability of its financial institution Subsidiary or Subsidiaries to fulfill the objectives of a stock form financial institution under applicable statutes and regulations.

NINTH: (A) The directors need not be elected by ballot unless so required by the By-Laws of the Corporation. Except as otherwise provided by any Preferred Stock Designation, the number of directors of the Corporation shall be fixed from time to time exclusively by resolution of the Board of Directors, acting by not less than a majority of the Entire Board.

(B) The directors of the Corporation, other than those who may be elected pursuant to any Preferred Stock Designation, shall be divided into three classes, as nearly equal in number as reasonably possible, with the term of office of the first class to expire at the first annual meeting of stockholders, the term of office of the second class to expire at the annual meeting of stockholders one year thereafter and the term of office of the third class to expire at the annual meeting of stockholders two years thereafter with each Director to hold office until his or her successor shall have been duly elected and qualified. At each annual meeting of stockholders following such initial classification and election, Directors elected to succeed those Directors whose terms expire shall be elected for a term of office to expire at the third succeeding annual meeting of stockholders after their election with each Director to hold office until his or her successor shall have been duly elected and qualified.

(C) Subject to any Preferred Stock Designation, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, removal from office or any other cause, shall be filled solely by the Board of Directors, acting by not less than a majority of the directors then in office, even though less than a quorum, or by a sole remaining director, and not by the stockholders. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director. Any director elected to fill a newly created directorship or any vacancy on the Board of Directors resulting from death, resignation, removal or any other cause shall hold office for the remainder of the full term of the class of directors in which the new directorship was created or the vacancy occurred and until such director's successor shall have been elected and qualified. Directors shall continue in office until others are chosen and qualified in their stead.

(D) Advance notice of stockholder nominations for the election of Directors and of business to be brought by stockholders before any meeting of the stockholders of the Corporation shall be given in the manner provided in the By-Laws of the Corporation.

(E) Any director or the entire Board of Directors of the Corporation may be removed from office only for cause and only by the affirmative vote of the holders of at least 80% of the combined voting power of the then outstanding Voting Stock and the affirmative vote of at least 66-2/3% of the combined voting power of the Voting Stock not beneficially owned by an Interested Stockholder. Notwithstanding the foregoing, whenever the holders of any one or more classes or series of Preferred Stock from time to time outstanding shall have the right, voting separately as a class or classes, to elect one or more directors of the Corporation, the foregoing provisions of this paragraph shall not apply with respect to the director or directors elected by such holders of Preferred Stock. For purposes of this paragraph, "cause" shall be limited to (i) action by a director involving willful malfeasance, which conduct has a material adverse effect on the Corporation, or (ii) conviction of a director of a felony.

TENTH: (A) No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after the date of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

(B) The Corporation shall indemnify to the fullest extent permitted by the laws of the State of Delaware as from time to time in effect any person who was or is a party or is threatened to be made a party to, or otherwise requires representation by counsel in connection with, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation (a "Proceeding"), by reason of the fact that such person is or was a director or officer of the Corporation, or, while serving as a director or officer of the Corporation, is or was serving, in any capacity, at the request of the Corporation, any other corporation, partnership, joint venture, trust, association or other enterprise, including service with respect to an employee benefit plan, or by reason of any action alleged to have been

taken or omitted in such capacity, against judgments, fines, penalties, amounts paid in settlement, and expenses (including attorneys' fees and expenses, expenses and costs of investigations, and expenses of enforcement of such person's rights under this Article TENTH) incurred by such person in connection with such Proceeding; provided, however, that no such indemnification shall be required for amounts paid in any settlement or other nonadjudicated disposition of any Proceeding unless the Board of Directors of the Corporation has given its prior consent to such settlement or other disposition.

(C) The right to indemnification conferred by this Article TENTH shall also include the right of such persons to be paid in advance by the Corporation for their expenses to the full extent permitted by the laws of the State of Delaware as from time to time in effect. The right to indemnification conferred on such persons by this Article TENTH shall be a contract right and shall inure to the benefit of the indemnitee's heirs, executors and administrators.

(D) The Corporation may, to the extent authorized from time to time by the Board of Directors, indemnify to the fullest extent permitted by the laws of the State of Delaware as from time to time in effect any person who was or is a party or is threatened to be made a party to, or otherwise requires representation by counsel in connection with, any Proceeding, by reason of the fact that such person is or was an employee (other than an officer) or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan, or by reason of any action alleged to have been taken or omitted in such capacity.

The rights and authority conferred in this Article TENTH shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of this Certificate of Incorporation or the By-Laws of the Corporation, agreement, vote of stockholders or disinterested directors or otherwise.


Notwithstanding anything to the contrary contained in this Article TENTH, the Corporation shall not indemnify any person in connection with any Proceeding initiated by such person against any other person or entity other than the Corporation or any Subsidiary unless such Proceeding was authorized by the Board of Directors of the Corporation.

Neither the amendment nor repeal of this Article TENTH, nor the adoption of any provision of the Certificate of Incorporation or By-Laws or of any statute inconsistent with this Article TENTH, shall eliminate or reduce the effect of this Article TENTH in respect of any acts or omissions occurring prior to such amendment, repeal or adoption of an inconsistent provision.

ELEVENTH: Notwithstanding anything contained in this Certificate of Incorporation or By-Laws of the Corporation to the contrary or any provision of law which might otherwise permit a lesser vote, the affirmative vote of the holders of a least 80% of the combined voting power of the then outstanding shares of Voting Stock of the Corporation and the affirmative vote of at least 66-2/3% of the combined voting power of the Voting Stock not beneficially owned by an Interested Stockholder shall be required to alter, amend, adopt any provision inconsistent with or repeal Article FIFTH, Article SIXTH, Article SEVENTH, Article EIGHTH, Article NINTH or this Article ELEVENTH of this Certificate of Incorporation.

TWELFTH: The name and mailing address of the incorporator is Donald J. Mosher, One Battery Park Plaza, New York, New York 10004.

IN WITNESS WHEREOF, I have signed this Certificate of Incorporation this 9th day of May, 1994.



Donald J. Mosher
Incorporator

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
FLUSHING FINANCIAL CORPORATION

Flushing Financial Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation duly adopted resolutions that set forth a proposed amendment of the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

RESOLVED, the Board of Directors hereby proposes, and declares it advisable, that the Certificate of Incorporation of this Corporation be amended by changing Article Fourth, Paragraph (A) so that, as amended, said paragraph of said Article shall be and read as follows:

"FOURTH: (A) The total number of shares of all classes of stock which the Corporation shall have authority to issue is 105,000,000, consisting of 5,000,000 shares of preferred stock, par value \$.01 per share (hereinafter referred to as "Preferred Stock"), and 100,000,000 shares of common stock, par value \$.01 per share (hereinafter referred to as "Common Stock")."

SECOND: That thereafter an annual meeting of the stockholders of the Corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the majority of the outstanding shares was voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by John R. Buran, its authorized officer, this 19th day of May, 2010.

FLUSHING FINANCIAL CORPORATION

BY: /S/ JOHN R. BURAN

Name: John R. Buran

Title: President and Chief Executive Officer

[As Filed: 03-15-2012]