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Amendment

Filed 5-10-82

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6 pgs.

STEEL HECTOR & DAVIS

SOUTHEAST BANK BUILDING
MIAMI, FLORIDA 33131
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TARA BROCKWAY JACKSON
(305) 577-2916

PALM BEACH OFFICE
205 WORTH AVENUE
PALM BEACH, FLORIDA 33460

May 3, 1982

Division of Corporations
Secretary of State
P. O. Box 1200
Tallahassee, Florida 32301

Re: Southeast Banking Corporation -
Articles of Amendment to Articles
of Incorporation

Ladies and Gentlemen:

Enclosed please find the above-captioned document, which effectuates a decrease from 520,477 to 510,000 authorized shares of Series Voting Preferred Stock, without par value. The document reflects a cancellation of the 10,477 shares of Series A Limited Dividend Preferred Stock, without par value, deauthorized by the Amendment.

We request that you return two certified copies of the enclosed Articles of Amendment. Please find herein a Southeast Banking Corporation check in the amount of \$45. to cover those certified copies and the \$15. filing fee.

Sincerely,

Tara Brockway Jackson
Tara Brockway Jackson

Amend To Stock

TBJ/eh

Enclosures

Date	5/7/82
Availability	5/7/82
Examiner	DMC
Indexer	KG
Classifier	KG
Verifier	KG
Approval	5/13
W. Tyler	5/13

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C. TAX	_____
FILING	15
R. AGENT FEE	_____
C. COPY	30
TOTAL	45
N. BANK	_____
BALANCE DUE	_____
RECEIVED	_____

RECEIVED
TALLAHASSEE
MAY 11 27 1982

FILED

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SOUTHEAST BANKING CORPORATION

FILED

MAY 10 11 25 AM '82
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

The name of the corporation is: SOUTHEAST BANKING CORPORATION

II.

The amendments so adopted are as follows:

RESOLVED, that Article III(a) of the Articles of Incorporation be amended to read as follows:

ARTICLE III.

(a) Authorized Capital Stock. The number of shares of Capital Stock which this Corporation shall be authorized to have outstanding at any time is 28,510,000 shares, of which 25,000,000 shares shall be Common Stock with a par value of \$5.00 per share, 510,000 shares shall be Series Voting Preferred Stock, without par value, and 3,000,000 shares shall be Par Value Preferred Stock with a par value of \$10.00 per share, each of which preferred shares shall be entitled to the same vote as each share of Common Stock, all of which shares shall be issued fully paid and nonassessable.

III.

The date of the adoption of the amendment by the shareholders of the corporation was: April 16, 1982.

IV.

After giving effect to the amendment, Article III of the Articles of Incorporation reads as follows:

ARTICLE III.

(a) Authorized Capital Stock. The number of shares of Capital Stock which this Corporation shall be authorized to have outstanding at any time is 28,510,000 shares, of which 25,000,000 shares shall be Common Stock with a par value of \$5.00 per share, 510,000 shares shall be Series Voting Preferred Stock, without par value, and 3,000,000 shares shall be Par Value Preferred Stock with a par value of \$10.00 per share, each of which preferred shares shall be entitled to the same vote as each share of Common Stock, all of which shares shall be issued fully paid and nonassessable.

(b) Preferred Stock. The Board of Directors is authorized to amend these Articles of Incorporation from time to time to divide the Series Voting Preferred Stock or the Par Value Preferred Stock into series and to determine the number of shares of each such series and the relative rights, preferences and limitations of the shares of each such series. Whenever the Board of Directors acts under the preceding sentence, it shall adopt a resolution setting forth its actions and stating the designations and number of shares, and the relative rights, preferences and limitations of the shares of each series thereby created or with respect to which it has made a determination or change, which rights, preferences and limitations may differ with respect to the various series, and shall execute and file in the office of the Secretary of State a Certificate of Amendment to the Certificate of Incorporation, as provided by law, with respect to such actions. Without limiting the foregoing the Board of Directors is expressly authorized to so fix and determine, with respect to each series:

- (1) The number of shares which shall constitute that series and the name or designation of that series;
- (2) The rate and the times at which dividends on that series shall be paid and whether and the extent to which such dividends shall be cumulative or non-cumulative;
- (3) The right or rights, if any, of the holders of shares of that series to receive dividends payable on a parity with or in preference to the dividends payable on shares of any other class or series;
- (4) The preferential rights of the holders of shares of that series upon the liquidation of, or upon any distribution of the assets of, the Corporation;
- (5) The terms, if any, upon which the holders of the shares of that series may convert such shares into shares of any class or classes or of any series of any class or classes;
- (6) The terms and conditions, if any, on which shares of that series may be redeemed, including the redemption price or prices and the period or periods of such redemption;

(7) The terms or amount of any sinking fund or purchase fund for the purchase or redemption of shares of that series; and

(8) Any other relevant rights, preferences and limitations for that series.

(c) Common Stock. None of the shares of Common Stock shall be entitled to any preference over any other shares of such stock. The Common Stock is subject to all of the rights and preferences of the respective series of the Series Voting Preferred Stock and Par Value Preferred Stock. Subject to the foregoing provisions with respect to the Series Voting Preferred Stock and Par Value Preferred Stock, such dividends, payable in cash, stock or otherwise, as may be determined by the Board of Directors, may be declared and paid on the Common Stock from time to time out of funds lawfully available therefor. Upon any liquidation, dissolution or winding up of this Corporation, whether voluntary or involuntary, after the holders of the Series Voting Preferred Stock and Par Value Preferred Stock have been paid in full the sums to which they are then entitled, remaining net assets of this Corporation shall be distributed pro rata to the holders of the Common Stock.

(d) No preemptive rights shall exist for holders of Common Stock or other securities of the Corporation with respect to the issuance, distribution, or sale of additional shares of Common Stock or other securities of the Corporation.

V.

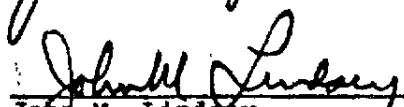
The 10,477 unissued shares of Series Voting Preferred Stock without par value ("Series Voting Preferred Stock") deauthorized by the amendment were designated Series A Limited Dividend Preferred Stock without par value ("Series A Preferred Stock"). Thus, the vote of Southeast's shareholders to adopt the amendment was also a cancellation of 10,477 shares of Series A Preferred Stock. All other authorized shares of Series A Preferred Stock were previously cancelled pursuant to Section 607.204 of the Florida Statutes.

IN WITNESS WHEREOF, SOUTHEAST BANKING CORPORATION has made these Articles of Amendment under its corporate seal and the hands of its President and Secretary, this 3rd day of May, 1982.

SOUTHEAST BANKING CORPORATION

BY


James R. Lynch
Executive Vice President


John M. Lindsey
Secretary

ACKNOWLEDGEMENT OF SECRETARY OF
SOUTHEAST BANKING CORPORATION

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BE IT REMEMBERED that on this day before me, the undersigned, a notary public in and for the County and State aforesaid, personally came JOHN M. LINDSEY, Secretary of SOUTHEAST BANKING CORPORATION, a corporation organized and existing under the laws of the State of Florida, known to me personally to be the Secretary of said Corporation, and before me acknowledged the above and foregoing Articles of Amendment to be the act, deed and agreement of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
3rd day of May, 1982.

Velen D. Jensen
Notary Public, State of Florida

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
BONDED THRU GENERAL INS. UND.
MY COMMISSION EXPIRES SEPT. 6, 1985
1985