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Amendment
Filed 5-8-80

5 pgs.

STEEL HECTOR & DAVIS

SOUTHEAST FIRST NATIONAL BANK BUILDING

MIAMI, FLORIDA 33131

318573

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DIRECT DIAL NUMBER

PRIVILEGE TAX	
ST. TAX	13,750
FILING	15
COPIES	30
R. A. FEE	
P. COPY	
SEARCH	
TOTAL	13,795
BALANCE DUE	
REFUND	

April 28, 1980

Amend

Ms. Nettie Sims
Secretary of State
The Capitol Building
Tallahassee, FL 32304

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

Ladies & Gentlemen:

Enclosed please find the above-captioned document accompanied by Southeast Banking Corporation's check in the amount of \$13,750 representing the following:

Capital Stock Tax in the amount of \$6,250 on
5 million new shares of \$5 par value Common Stock

Capital Stock Tax in the amount of \$7,500 on
3 million new shares of \$10 par value Preferred Stock

We request that you return two certified copies of the enclosed Articles and enclose our firm check in the amount of \$45 for that purpose and to cover the \$15 filing fee.

Thank you for your cooperation and assistance in this matter.

Sincerely,

NOEL H. NATION

NHN/clb
Enclosures

cc: Bruce N. Keighner

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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REVENUE

1401 11-787

FILED

08/18/80
195

FILED

MAY 8 2 40 PM '80

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SOUTHEAST BANKING CORPORATION

I.

The name of the corporation is: SOUTHEAST BANKING CORPORATION

II.

The amendments so adopted are as follows:

RESOLVED, that Article III of the Company's Charter 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 28,520,477 shares, of which 25,000,000 shares shall be Common Stock with a par value of \$5.00 per share, 520,477 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 non-assessable.

(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.

III.

The date of the adoption of the amendments by the shareholders of the Company was: April 16, 1980.

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 22nd day of April, 1980.

SOUTHEAST BANKING CORPORATION

BY

Charles J. Zwick
President

BY

John M. Sunday
Secretary

STATE OF FLORIDA)
COUNTY OF DADE) SS

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
22nd day of April, 1980.

Valerie S. Arance
Notary Public, State of Florida

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA AS LARGELY
MY COMMISSION EXPIRES MAY 15 1963
ECONOMY TRIM GENERAL INS. UNDERWRITERS