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Composite Articles
(For Information Only)
Filed 4-18-69

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COMPOSITE CHARTER ~~XXXXXXXX~~
MAILED IN BY SOUTHEAST
BANCORPORATION, INC. showing

ARTICLE III amended. April
18, 1969.

FOR INFORMATION ONLY.

FILED IN OFFICE OF SECRETARY
OF STATE, STATE OF FLORIDA,
by .Jb... on April 18, 1969

TOM ADAMS
SECRETARY OF STATE

COMPOSITE
CERTIFICATE OF INCORPORATION
OF
SOUTHEAST BANCORPORATION, INC.

We, the undersigned, hereby make, subscribe and acknowledge
the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be SOUTHEAST BANCORPORATION,
INC.

ARTICLE II

The general nature of the business to be transacted by this
corporation shall be the carrying on of any business, occupation, under-
taking or enterprise and the exercising of any power or authority which
may be done by a private corporation organized and existing under and by
virtus of Chapter 608, Florida Statutes, it being the intention that
this corporation may conduct and transact any business lawfully authorized
and not prohibited by Chapter 608, Florida Statutes.

Without limiting the generality of the foregoing, the corporation
may subscribe for, purchase, or otherwise acquire, own, hold for invest-
ment or otherwise, sell, exchange, mortgage, pledge, hypothecate, or
otherwise deal with, and dispose of, any and all securities, as such
term is hereinafter defined, and to possess and exercise any and all the
rights, powers, and privileges of ownership of any and all such securities
including the right to vote thereon or assent with respect thereto for any
and all purposes, and to issue or deliver in payment or exchange, in
whole or in part for any securities, its own securities, or to make
payment therefor by any other lawful means.

The term "securities" as used in these Articles of Incorporation
shall mean any and all stocks, bonds, debentures, notes, acceptances,
evidences of indebtedness or other obligations, certificates of interest

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TALLAHASSEE, FLORIDA

or participation in any property or ventures, script, interim receipts, voting trust certificates, any interests or instruments commonly known as securities, and any and all certificates of interest or participation in, or of deposit of, any of the foregoing, or receipts for, guarantees of, or warrants or rights to subscribe for or purchase the same.

ARTICLE III
(As Amended - April 18, 1969)

(a) Authorized Capital Stock. The number of shares of Capital Stock which this Corporation shall be authorized to have outstanding at any time is 5,500,000 shares, of which 5,000,000 shares shall be Common Stock with a par value of \$5.00 per share, and 500,000 shares shall be Series Voting Preferred Stock without par value, each of which 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) Series Voting 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 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. Subject to the foregoing provisions with respect to the Series Voting 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 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) Preemptive Rights. Holders of Common Stock shall have preemptive rights, during a reasonable time and on reasonable conditions, both to be fixed by the Board of Directors, to subscribe pro rata for any additional shares of Common Stock, or other securities of the Corporation (including stocks, bonds, notes or debentures) convertible into Common Stock of the Corporation, which may hereafter be issued for cash, except that no preemptive rights shall exist to subscribe to the following securities when issued by the Corporation:

(1) Common Stock of the Corporation issued for cash to officers and employees of the Corporation pursuant to the Qualified Stock Option Plan adopted by the Corporation's Board of Directors and then approved by its stockholders at their Annual Meeting on April 17, 1968.

(2) Common Stock of the Corporation issued for cash to employees of the Corporation or its subsidiaries pursuant to the Employee Stock Purchase Plan adopted by the Corporation's Board of Directors and then approved by its stockholders at their Annual Meeting on April 16, 1969.

(3) Common Stock or any other securities of the Corporation not issued for cash, or any shares of Common Stock issued upon conversion of any security other than Common Stock not issued for cash.

(4) Any securities other than Common Stock, including Series Voting Preferred Stock of the Corporation if not convertible into Common Stock.

(5) Any obligations of a foreign development subsidiary of the Corporation convertible into Common Stock of the Corporation, or any shares of Common Stock issued upon conversion of such obligations; the term "foreign development subsidiary" shall mean any subsidiary organized (either within or outside of the United States of America) and operated principally for the purpose of obtaining capital with which to make investments outside of the United States of America and assist the Corporation and its subsidiaries to meet financial requirements outside of the United States of America.

ARTICLE IV

The amount of capital with which this corporation shall begin business is not less than \$500.00.

ARTICLE V

The existence of this corporation shall be perpetual.

ARTICLE VI

The principal office and place of business of this corporation shall be located at the City of Miami, County of Dade and State of Florida, and its post office address there shall be, at present, 100 South Biscayne Boulevard, but this corporation may establish and maintain its principal office, or other offices, at other places in or outside of the United States of America, as its Board of Directors may from time to time determine.

ARTICLE VII

The number of directors of this corporation shall be the number from time to time fixed by the stockholders, or by the directors, in accordance with the terms and conditions of the By-Laws but at no time shall said number of directors be less than three (3).

ARTICLE VIII

The names and addresses of the first Board of Directors who shall hold office for the first year of the existence of the corporation or until their successors are elected, appointed and have qualified, are as follows:

Harry Hood Bassett

100 South Biscayne Boulevard
Miami, Florida 33131

Carl H. Bruns

100 South Biscayne Boulevard
Miami, Florida 33131

Thomas F. Fleming, Jr.

100 South Biscayne Boulevard
Miami, Florida 33131

Edward F. Swanson, Jr.

100 South Biscayne Boulevard
Miami, Florida 33131

Louis J. Hector

100 South Biscayne Boulevard
Miami, Florida 33131

Roy H. Hawkins

100 South Biscayne Boulevard
Miami, Florida 33131

Mitchell Wolfson

100 South Biscayne Boulevard
Miami, Florida 33131

ARTICLE IX

The name and address of each subscriber of this Certificate of Incorporation is as follows:

Harry Hood Bassett

100 South Biscayne Boulevard
Miami, Florida 33131

Carl H. Bruns

100 South Biscayne Boulevard
Miami, Florida 33131

Thomas F. Fleming, Jr.

100 South Biscayne Boulevard
Miami, Florida 33131

ARTICLE X

The corporation shall hold harmless and indemnify each Officer and Director for any loss or damage that he may sustain and costs and expenses that he may incur on account of any claim, demand, suit or action made, threatened or brought against him or involving him as a party or otherwise, in any civil, criminal, investigative or administrative proceeding, by reason of any act done or omitted by him in good faith, as an officer or Director or in serving, at the request of the corporation, as an Officer or Director of any other corporation, for a purpose which he reasonably believed to be in the best interests of the corporation and, in a criminal proceeding, which he had no reasonable cause to believe was unlawful. The indemnity hereby provided shall extend to former officers and directors for such acts done or omitted during their tenure of office.

IN WITNESS WHEREOF, we, the undersigned, have made, subscribed and acknowledged this Certificate of Incorporation this 29th day of June, 1967.

/s/ Harry Hood Bassett (SEAL)
HARRY HOOD BASSETT

/s/ Carl H. Bruns (SEAL)
CARL H. BRUNS

/s/ Thomas F. Fleming, Jr. (SEAL)
THOMAS F. FLEMING, JR.

STATE OF FLORIDA) ss.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared HARRY HOOD BASSETT, CARL H. BRUNS and THOMAS F. FLEMING, JR., each to me well known to be the persons described in and who executed the foregoing Certificate of Incorporation, and each of them acknowledged before me, according to law, that they made and subscribed the same

for the purposes therein expressed and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 29th day of June, 1967.

/s/ Gretchen A. Jones
Notary Public, State of Florida at Large

My Commission expires: April 14, 1970