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Restated Articles

Filed 5-17-71

8 pgs.

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SOUTHEAST BANKING
CORPORATION

RESTATED CERTIFICATE
OF INCORPORATION

FILED IN OFFICE OF DEPARTMENT
OF STATE, STATE OF FLORIDA,
by ps , on May 17, 1971

RICHARD (DICK) STONE
SECRETARY OF STATE

corp-1

MCCARTHY STEEL VECTOR & DAVIS

May 13, 1971

WALTER S. ...
JAMES A. ...
JONAS EDWARDS ...
NORMAN A. ...
DENNIS ...
STEPHEN ...
ANDREW ...
MATTHEW ...
BARRY ...
ROCK ...

5081 577-1201

3-18573

Honorable Richard (Dick) Stone
Secretary of State
The Capitol
Tallahassee, Florida

*AS attached
to vector & Davis*

Re: Southeast Banking Corporation

Dear Sir:

In order to restate the Certificate of Incorporation of the above-styled corporation, we enclose the following:

1. Restated Certificate of Incorporation with two copies.
2. A check payable to your office in the amount of \$20.00 for the following:
 - (a) Filing fee of \$10.00.
 - (b) Two copies of Restated Certificate of Incorporation \$10.00.

It is requested that the certified copies of the Restated Certificate be returned as soon as possible, so that the corporation may file this document promptly with various regulatory bodies.

Thank you for your time and attention.

Sincerely,

[Handwritten Signature]

Notary Public

RECEIVED
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
MAY 17 10 52 AM '71

FILED

C. TAX	
FILING	10.00
C. COPY	10.00
R. A. FEE	
P. COPY	
SEARCH	
TOTAL	20.00
BALANCE	0.00

NEW:ph
Enclosures

RESTATED CERTIFICATE OF INCORPORATION
SOUTHEAST BANKING CORPORATION

Southeast Banking Corporation, a corporation organized and existing under the laws of the State of Florida, does hereby certify pursuant to Section 608.061, Florida Statutes, that:

1. The name under which it was originally incorporated was Southeast Bancorporation, Inc.
2. Its original Certificate of Incorporation was filed with the Secretary of State of Florida on July 1, 1967.
3. This Restated Certificate of Incorporation has been approved by the Board of Directors of Southeast Banking Corporation at a duly called meeting and only restates and integrates and does not further amend the provisions of Southeast Banking Corporation's Certificate of Incorporation as heretofore amended, and there are no discrepancies between those provisions and the provisions of this Restated Certificate.
4. The text of the Certificate of Incorporation of Southeast Banking Corporation as amended is hereby restated without further amendment or change, effective as of the date of filing of this instrument with the Secretary of State of Florida, to read as follows:

ARTICLE I

The name of the corporation shall be Southeast Banking Corporation.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be the carrying on of any business, occupation, undertaking or enterprise and the exercising of any power or authority which may be done by a private corporation organized and existing under and by virtue of Chapter 608, Florida Statutes, it being the intention that

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OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 investment 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 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

(a) Authorized Capital Stock. The number of shares of Capital Stock which this Corporation shall be authorized to have outstanding at any time is 10,500,000 shares, of which 10,000,000 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

(B) 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) 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.

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 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 and IX of the Original Certificate of Incorporation, relating to the initial Board of Directors and incorporators or subscribers to the Certificate of Incorporation, respectively, have been omitted from this Restated Certificate of Incorporation pursuant to Section 608.061(2), Florida Statutes.

IN WITNESS WHEREOF, we, the undersigned, have made, subscribed and acknowledged this Restated Certificate of Incorporation this 13th day of May, 1971.

Harry Hood Bassett
HARRY HOOD BASSETT

George F. Arata, Jr.
GEORGE F. ARATA, JR.

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared HARRY HOOD BASSETT and GEORGE F. ARATA, JR., each to me well known to be the persons described in and who executed the foregoing Restated 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 13th day of May, 1971.

Violet J. Graham
Notary Public, State of Florida at Large

My commission expires:
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES MAR. 31, 1976
ISSUED UNDER FEEL M. BUSH