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Amendment
Filed 4-16-70

6pgs.

3-18573 D

SOUTHEAST BANCORPORATION,
INC.

Amend ART III

FILED IN OFFICE OF SECRETARY
OF STATE, STATE OF FLORIDA.
by..wa...ca...4/16/70....

TOM ADAMS
SECRETARY OF STATE

Amendment to SOUTHEAST BANCORPORATION, INC.

JOHN EDWARD SMITH
ATTORNEY AT LAW
FIRST NATIONAL BANK BUILDING
MIAMI, FLORIDA

FILED
APR 16 2 55 PM '70
CLERK OF STATE
TALLAHASSEE, FLORIDA

4-16-70

C. TAX	
FILING	10.00
R. AGENT	
C. COPY	1.00
TOTAL	11.00
N. BANK	
BALANCE DUE	11.00
REFUND	
PHOTO COPY	

Invoice for \$11.00
C.C. mailed
4/16 wa

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
SOUTHEAST BANCORPORATION, INC.

FILED
APR 16 2 54 PM '70
CLERK OF STATE
TALLAHASSEE, FLORIDA

WE, CHARLES J. ZWICK as President, and GEORGE F. ARATA, JR. as Secretary of Southeast Bancorporation, Inc., hereby certify pursuant to Section 608.18(2), Florida Statutes, that the following amendment to the Certificate of Incorporation of Southeast Bancorporation, Inc. has been approved by the Board of Directors of said Corporation at a duly called meeting, proposed by them to the stockholders of the Corporation, and approved by the stockholders at the Annual Meeting of Stockholders duly held on April 15, 1970, by affirmative vote of a majority of the stock entitled to vote thereon.

It is therefore proposed that, effective as of the date of filing of this instrument with the Secretary of State of Florida, Section (d) of Article III of the Certificate of Incorporation be amended to read as follows:

ARTICLE III

(d) Preemptive Rights. Holders of Common Stock shall have preemptive rights (except as hereinafter limited), 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 which may hereafter be issued for cash, but no preemptive rights shall exist for holders of Common Stock or of other securities of the Corporation 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.

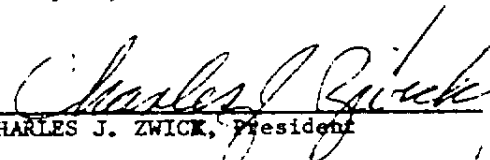
(2) Common Stock of the Corporation issued for cash to employees of the Corporation or its subsidiaries pursuant to the Employee Stock Purchase Plan adopted by the Corporation's Board of Directors and then approved by its stockholders at their Annual Meeting on April 16, 1969.

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

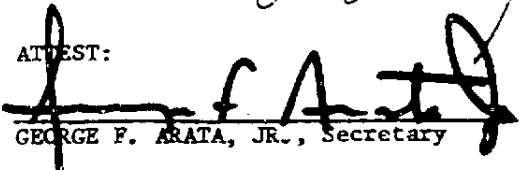
(4) Common Stock not issued for cash.

(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.

EXECUTED this 15th day of April, 1970.


CHARLES J. ZWICK, President

ATTEST:


GEORGE F. ARATA, JR., Secretary

[CORPORATE SEAL]

STATE OF FLORIDA)

ss.

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared CHARLES J. ZWICK, President and GEORGE F. ARATA, JR., Secretary of Southeast Bancorporation, Inc., a Florida corporation, to me well known to be the respective officers of this corporation who executed and affixed the corporate seal to this instrument and mutually acknowledged before me that they executed the same in their respective capacities for the purposes herein expressed.

WITNESS my hand and official seal at Miami, County of Dade, and State of Florida, this 15th day of April, 1970.

Harold A. George
Notary Public, State of Florida At Large

My Commission expires: /

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES NOV. 26, 1973