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Amendment
Filed 4-18-69

9pgs.

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Amendment to SOUTHEAST
BANCORPORATION, INC., amending
ARTICLE III (5,000,000 shares
com. at \$5.00 per sh., and
500,000 shrs. Series Voting
Preferred Stock of no par value.

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

TOM ADAMS
SECRETARY OF STATE

SCOTT MCCARTHY STEEL HECTOR & DAVIS

FIRST NATIONAL BANK BUILDING

MIAMI, FLORIDA 33131

April 15, 1969

ALFRED L. SCOTT
1900-1900

WILLIAM H. HESTON
OF MIAMI

TELEPHONE
(305) 377-3041

ALFRED L. MCCARTHY
WILLIAM H. HESTON
LOUIS A. HECTOR
SCOTT A. DAVIS
WILLIAM H. STEINBERG
ROBERT W. HULLMAN
WILLIAM H. HULLMAN
ROBERT L. PATTERSON
EDWARD J. HENRY
JERRY B. GINSCHETT
MELBA SMITH
WILEY SPALENDORTE
JAMES H. BENTLEY, JR.
WILLIAM H. HULLMAN
ARTHUR J. ENGLAND, JR.
NORMAN A. COLE
EDWARD G. HULL
DANIEL HULL
ARLEN DORR, JR.

Mr. Roy L. Allan, Director
Corporations Division
Secretary of State
State of Florida
Tallahassee, Florida 32304

Re: Southeast Bancorporation, Inc.

Dear Roy:

The stockholders of Southeast Bancorporation, Inc. ("Southeast") held their Annual Meeting of Stockholders today. At the meeting, among other things, they approved an amendment to the Certificate of Incorporation which I am enclosing for filing with your office.

I am also submitting a Composite Certificate of Incorporation, since we have had two amendments to our Charter and would like to embody all of our changes in one instrument. Accordingly, enclosed for filing are the following:

- (1) Original amendment to Article III of the Certificate of Incorporation, executed by the President, signed by the Secretary and duly acknowledged.
- (2) Two xerox copies of the Certificate of Amendment to Article III, which I request be certified and returned to me.
- (3) Original Composite Certificate of Incorporation of Southeast Bancorporation, Inc., containing all provisions now in effect by reason of Charter amendments, including the amendments to Article III submitted pursuant to paragraph (1) above.
- (4) Four xerox copies of the Composite Certificate of Incorporation, which I request that your office certify and return to me.
- (5) Check of Southeast Bancorporation, payable to the Secretary

C. TAX	1295.75
FEES	10.00
R. AGENT FEE	
C. COPY	18.00
TOTAL	1313.75
P. BANK	1313.75
BALANCE DUE	
REFUND	\$12.50

Office furnished

\$1,273.75

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TALLAHASSEE, FLORIDA

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SCOTT MCCARTHY STEEL HECTOR & DAVIS

Mr. Roy L. Allen
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April 16, 1969

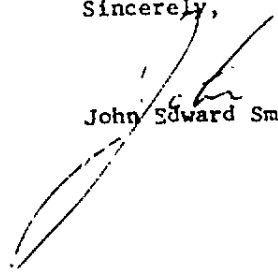
of State of Florida for requisite fees, in the total amount of \$1313.75. This includes the filing tax of \$1273.75 upon an increase in the authorized capital stock of the Corporation of 500,000 shares of Preferred Stock, no par value, a \$10.00 filing fee, and \$30.00 for certified copies (two of the Certificate of Amendment and four of the Composite Certificate of Incorporation).

I would appreciate it very much if you would file the Amendment to the Southeast Charter and the Composite Certificate of Incorporation as soon as possible, and return the requested number of certified copies to me at your earliest convenience. We are in the process of registering a proposed exchange offer of Southeast stock with the Securities and Exchange Commission, and will have to submit the certified copies of these corporate documents as exhibits to our Registration Statement, which we hope to file in final form in a few days.

If any additional fees or taxes are due, please bill our firm and we will remit immediately.

Tallahassee during the session should be a quite interesting place; I have had two or three chats with Jim Apthorp and know that he and Sandy D'Alemberte have been seeing a considerable amount of each other on various matters. I hope I will be able to find a reason to come up and see some of the action. If I do I will certainly drop by.

Sincerely,


John Edward Smith

JES/sc
Encls.

cc: Mr. George F. Arata, Jr.
Secre.
Southeast Bancorporation, Inc.

AMENDMENT OF
CERTIFICATE OF INCORPORATION
SOUTHEAST BANCORPORATION, INC.

We, CARL H. BRUNS, as President and GEORGE F. ARATA, JR. as Secretary of Southeast Bancorporation, Inc., hereby certify pursuant to Section 608.18(2), Florida Statutes (1967), 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 stockholders at the Annual Meeting of Stockholders held on April 16, 1969 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, Article III of the Certificate 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 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

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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 the 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.

Executed this 16th day of April, 1969

Carl H. Bruns
President

ATTEST:

James H. Hata Jr.
Secretary

(Corporate Seal)

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
CARL H. BRUNS, 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 in my
presence executed and affixed the corporate seal to this instrument
and mutually acknowledged that they executed same in their respec-
tive capacities for the purposes therein expressed.

WITNESS my hand and official seal at Miami, County of Dade,
and State of Florida, this 16th day of April, 1969.

Harold C. Carroy
Notary Public, State of Florida at Large

My Commission expires:
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES NOV. 26, 1968
ISSUED THROUGH FRED W. DEBELMORRE