

318573

Amendment  
Filed 4-29-68

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6 pgs.

3-18573 (b)

SOUTHEAST BANCORPORATION,  
INC., amending ARTICLE  
III.

FILED IN OFFICE OF SECRETARY  
OF STATE, STATE OF FLORIDA,  
by: jb on April 29, 1968

TOM ADAMS  
SECRETARY OF STATE

corp-1

SCOTT MCCARTHY STEEL HECTOR & DAVIS

FIRST NATIONAL BANK BUILDING

MIAMI, FLORIDA 33131

PAUL R. SCOTT  
000-1007

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TALBOT DALEHERBERT  
JAMES H. SWEENEY II  
JOHN EDWARD SMITH  
PAUL NEED TOOMEY  
NORMAN A. COLL  
SHEPARD KING

April 25, 1968

Mr. Roy L. Allen  
Acting Director  
Corporations Division  
Secretary of State  
Tallahassee, Florida

APR 29 9 49 AM '68

Dear Roy:

Enclosed for filing with your office are the following:

1. Original executed and acknowledged Amendment of Certificate of Incorporation of Southeast Bancorporation, Inc., approved by the majority of the stockholders of the corporation at a duly called meeting on April 17, 1968.
2. Check payable to the Secretary of State of Florida in the amount of \$16.00 in payment of filing fee and two certified copies of Amendment.
3. Two xerox copies of said executed Amendment.

I would appreciate it if you would cause the two enclosed copies to be certified by the Secretary of State, and returned to me at your convenience.

I still intend to visit you, but I seem to get to New York much more frequently than Tallahassee. Please give my best regards to Jim Apthorpe and his bride.

Sincerely,

John Edward Smith

*[Handwritten Signature]*  
APR 26 1968  
701 2 40444.5  
10.00

CHARTER SECTION

JES/sc	10.00
Encl.	
AGENT FEE	6.00
C. COPY	10.00
TOTAL	16.00
N. BANK	
BALANCE DUE	
REFUND	

April 29, 1968

John Edward Smith, Esquire  
Attorney at Law  
First National Bank Building  
Miami, Florida 33131

Dear John:

We are pleased to enclose two certified copies of the amendment to the articles of incorporation of Southeast Bancorporation, Inc. Your check in the amount of \$16 was sufficient to cover the cost of the filing fee and certified copies.

Hoping to see you in the near future and with kindest regards, I remain

Sincerely,

Roy L. Allen, Director  
Corporations Division

RLA/cm

Enclosures 2

bc: Mrs. Beasley

AMENDMENT OF  
CERTIFICATE OF INCORPORATION  
SOUTHEAST BANCORPORATION, INC.

We, THOMAS F. FLEMING, JR., as President and RICHARD J. [REDACTED] 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 on December 14, 1967, by the Board of Directors of said Corporation at a July called meeting, proposed by them to the stockholders of the Corporation, and approved by a majority of said stockholders on April 17, 1968.

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

The number of shares of capital stock which this corporation shall be authorized to have outstanding at any time is 3,000,000 shares of common stock with a par value of \$5.00 per share, all of which shall be issued fully paid and non-assessable.

Except as to shares of 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, 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.

Holders of Common Stock shall not have any preemptive right

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TALLAHASSEE, FLORIDA

to subscribe to any of the aforesaid securities which are not issued for cash or any preemptive right to subscribe to any other securities whether or not issued for cash. Holders of securities other than Common Stock shall not have any preemptive or other rights to subscribe for, or rights of conversion into, stock of the Corporation, except such rights, if any, as may be expressly granted by the Board of Directors and be approved by stockholders.

The principle of cumulative voting shall be observed in the election of Directors.

Executed this 25<sup>th</sup> day of April, 1966.

Thomas F. Fleming, Jr.  
President

(Corporate Seal)

ATTEST:

Richard J. Vogt  
Secretary

STATE OF FLORIDA )

COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared THOMAS F. FLEMING, JR., President, and RICHARD J. VOGT, 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 respective capacities for the purposes therein expressed.

WITNESS my hand and official seal at Miami, County of Dade, and State of Florida, this 25<sup>th</sup> day of April, 1966.

My Commission expires:

Notary Public, State of Florida at Large  
My Commission Expires Aug. 24, 1970  
Bounded by American Title & Guaranty Co.

Linda L. Mullenbacher  
Notary Public, State of Florida at Large