

318573

Name change amendment
filed 4-22-71

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7pgs.

3-18573 (e)

SOUTHEAST BANCORPORATION,
INC.

Amend chg name to
SOUTHEAST BANKING CORPORATION

FILED IN OFFICE OF DEPARTMENT
OF STATE, STATE OF FLORIDA,
by ps on Apr. 20, 1971

RICHARD (DICK) STONE
SECRETARY OF STATE

corp-1

ALFRED L. MCCARTHY
WILLIAM E. STEEL
LOUIS A. HEDDER
BARRETT A. DAVIS
WISNEY ELLMAN
WILLIAM E. HILLMAN
GEORGE L. PATTERSON
ERNEST J. HEWITT
JERRY S. GORCZAK
WILSON SMITH
TALBOT S. ALLEN
JAMES H. SWEENEY
JOHN EDWARD SMITH
NORMAN A. COLL
BENJAMIN S. KING
SEYMOUR H. BROS
ALGER GAGE, JR.
MATTHEW H. CHLOP
BARRY R. DAVIDSON
MOEL R. KATON

MCCARTHY STEEL HECTOR & DAVIS

FIRST NATIONAL BANK BUILDING
MIAMI, FLORIDA 33131

April 21, 1971

PAUL E. BOOTH
1969-1971

WILLIAM H. PATTERSON
OF COUNSEL

TELEPHONE
(305) 377-3844

APR 22 4 16 PM '71

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Re: Amendment to Certificate of Incorporation of
Southeast Bancorporation, Inc.

Dear Sir:

We enclose the following:

1. Amendment of Certificate of Incorporation of Southeast Bancorporation, Inc., with two copies.
2. Check to your order in the amount of \$5,020.00 for the following:
 - a. Filing tax of \$5,000.00 for increase in authorized common stock from 5,000,000 to 10,000,000 shares of \$5.00 par value, computed pursuant to F. S. 608.05 (4) (d).
 - b. Filing fee of \$10.00.
 - c. Two certified copies of each amendment, \$10.00.

C. TAX	5,000.00
FILING	10.00
C. COPY	10.00
R. A. FEE	
P. COPY	
SER. CH	
TOTAL	5,020.00
BALANCE DUE	
REFUND	

MMH:ph
Enclosures

Sincerely,

W. H. Nation
W. H. Nation

APR 22 1971
29600 + 10.00
29610 + 10.00
29620 + 10.00
29630 + 10.00
29640 + 10.00
29650 + 10.00
29660 + 10.00
29670 + 10.00
29680 + 10.00
29690 + 10.00
29700 + 10.00
29710 + 10.00
29720 + 10.00
29730 + 10.00
29740 + 10.00
29750 + 10.00
29760 + 10.00
29770 + 10.00
29780 + 10.00
29790 + 10.00
29800 + 10.00
29810 + 10.00
29820 + 10.00
29830 + 10.00
29840 + 10.00
29850 + 10.00
29860 + 10.00
29870 + 10.00
29880 + 10.00
29890 + 10.00
29900 + 10.00
29910 + 10.00
29920 + 10.00
29930 + 10.00
29940 + 10.00
29950 + 10.00
29960 + 10.00
29970 + 10.00
29980 + 10.00
29990 + 10.00
30000 + 10.00

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

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 21, 1971, by affirmative vote of
majority of the stock entitled to vote thereon.

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It is therefore proposed that, effective as of the date of
filing of this instrument with the Secretary of State of Florida,
Article I and Article III of the Certificate of Incorporation be
amended to read in their entirety as follows; and Article X be repealed
and rescinded in its entirety.

ARTICLE I

The name of the corporation shall be Southeast Banking
Corporation.

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

(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) 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.

Executed this 21st day of April, 1971.


CHARLES J. ZWICK, President

ATTEST:

[CORPORATE SEAL]


GEORGE F. ARATA, JR., Secretary

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 21st day of April, 1971.

Wiolet J. Gialan
Notary Public, State of Florida at large

My commission expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES MAR. 31, 1974
BONDED THRU RAO W. DIESELHORST