

JS3035

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

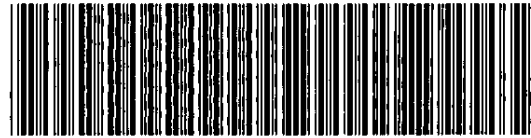
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200209827892

07/18/11--01003--012 **52.50

FILED
2011 JUL 18 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amey
7-19-11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Tampa Banking Company

DOCUMENT NUMBER: J53035

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Richard L. Junkermann

Name of Contact Person

The Tampa Banking Company

Firm/ Company

P.O. Box 1

Address

Tampa, FL 33601-0001

City/ State and Zip Code

rjunkermann@bankoftampa.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Richard L. Junkermann

Name of Contact Person

at (813)

872-1241

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
THE TAMPA BANKING COMPANY
(Pursuant to Sections 607.1003 and 607.1006 of the
Florida Business Corporation Act)**

FILED
2011 JUL 18 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE TAMPA BANKING COMPANY, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in accordance with the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act (the "Act"), does hereby amend its Articles of Incorporation ("Articles") as follows:

Article IV is hereby amended in its entirety to read:

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue shares of the following classes of capital stock:

Common Stock. The aggregate number of shares of Common Stock that the Corporation shall have authority to issue is Ten Million (10,000,000) shares having a par value of Ten Cents (\$0.10) per share.

The Board of Directors of the Corporation shall be empowered to divide any and all shares of the Common Stock issued after this Amendment into classes and to fix and determine the relative rights and preferences of the shares of any class so established in accordance with Section 607.0602 of the Florida Business Corporation Act, including:

- (i) the distinctive designation of such class and the number of shares which shall constitute such class;
- (ii) the time or times when and the price or prices at which shares of such class shall be redeemable at the option of the holder or of the Corporation for the purchase or redemption of such shares;
- (iii) the rights, if any, of the holders of shares of such class to convert such shares into, or exchange such shares for, shares of any other class of Common Stock or Preferred Stock and the terms and conditions of such conversion or exchange; and
- (iv) whether the shares of such class have voting rights and the extent of such voting rights, if any.

Any shares of Common Stock issued and outstanding on the date this Amendment is adopted by the shareholders of the Corporation shall be designated Class A Common Stock. Shares of Class A Common Stock shall have unlimited voting rights on any

matter subject to a vote of the Corporation's shareholders and shall be entitled to receive the net assets of the Corporation upon dissolution.

The Board of Directors shall have the power to reclassify any un-issued shares of any class of Common Stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption, including but not limited to, but subject to the limitations described in the above provisions.

Preferred Stock. The aggregate number of shares of preferred stock (referred to in these Articles of Incorporation as "Preferred Stock") which the Corporation shall have authority to issue is 2,000,000.

The Board of Directors of the Corporation shall be empowered to divide any and all shares of the Preferred Stock into classes and to fix and determine the relative rights and preferences of the shares of any classes so established in accordance with Section 607.0602 of the Florida Business Corporation Act, including:

- (i) the distinctive designation of such classes and the number of shares which shall constitute such class;

- (ii) the annual rate of dividends payable on shares of such class, whether dividends shall be cumulative and conditions upon which and the date when such dividends shall be accumulated on all shares of such class issued prior to the record date for the first dividend of such class;

- (iii) the time or times when and the price or prices at which shares of such class shall be redeemable at the option of the holder or of the Corporation and the sinking fund provisions, if any, for the purchase or redemption of such shares;

- (iv) the amount payable on shares of such class in the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether all or a portion is paid before any amount is paid on the Common Stock;

- (v) the rights, if any, of the holders of shares of such class to convert such shares into, or exchange such shares for, shares of Common Stock or shares of any other class of Preferred Stock and the terms and conditions of such conversion or exchange; and

- (vi) whether the shares of such class have voting rights and the extent of such voting rights, if any.

The Board of Directors shall have the power to reclassify any un-issued shares of any class of Preferred Stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends,

qualifications, or terms or conditions of redemption, including but not limited to, but subject to, the limitations described in the above provisions.

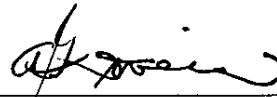
CERTIFICATE

The undersigned, being the duly elected incumbent President and Chief Executive Officer of the Tampa Banking Company, (the "Corporation"), a corporation organized under the laws of the State of Florida, does hereby certify that the foregoing Articles of Amendment were duly adopted by the Board of Directors on March 15, 2011, and by the holders of a majority of the outstanding shares of Common Stock, being the sole voting group entitled to vote on the amendment, on April 28, 2011 and the number of votes cast for the amendment was sufficient for approval by the holders of Common Stock.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature this 14th day of May, 2011.

THE TAMPA BANKING COMPANY

By:



A. Gerald Divers
President and Chief Executive Officer