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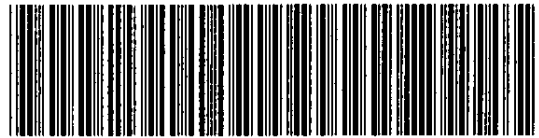
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
[Signature]

3/24/10

SMITH MACKINNON, PA

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JOHN P. GREELEY

March 22, 2010

Via Federal Express

Department of State
Attention: Karon Beyer
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Amendment of the Articles of Incorporation
Florida Gulf Bancorp, Inc.

Dear Karon:

Enclosed are three manually signed originals of Articles of Amendment of the Articles of Incorporation of Florida Gulf Bancorp, Inc., accompanied by a check in the amount of \$52.50 payable to the Florida Secretary of State for the filing fee.

I would appreciate it if you could file the Articles of Amendment at your earliest convenience and have two certified copies of the filed articles returned to us.

If you have any questions regarding the enclosed, please do not hesitate to call me at your convenience. As always, we appreciate your assistance.

Very truly yours,


John P. Greeley

JPG:erw

Enclosures

Copy to: William P. Valenti
President and Chief Executive Officer
Florida Gulf Bancorp, Inc.

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION OF
FLORIDA GULF BANCORP, INC.
(Pursuant to Section 607.0602 of the
Florida Business Corporation Act)**

FILED
2010 MAR 23 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Gulf Bancorp, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in accordance with the provisions of Section 607.0602 of the Florida Business Corporation Act (the "Act"), does hereby amend its Articles of Incorporation ("Articles") by filing these Articles of Amendment in order to create a new series of preferred stock designated as Non-Cumulative Perpetual Series A Preferred Stock and, in connection therewith,

HEREBY CERTIFIES:

That the name of the Corporation is Florida Gulf Bancorp, Inc.

Pursuant to authority granted to the Board of Directors by Article IV, Section B of the Articles, on September 29, 2009, the Corporation created and authorized for issuance 8,000 shares of Non-Cumulative Perpetual Series A Preferred Stock, which it designated as its "Series A Preferred Stock." Prior to the date hereof, the Corporation has not issued any shares of Series A Preferred Stock. The Corporation is hereby amending the terms of such Series A Preferred Stock. Accordingly, the Corporation shall be authorized to issue 5,500 shares of Series A Preferred Stock, which shall have the following terms, designations, preferences and privileges, relative, participating, optional and other special rights, and qualifications, limitations, and restrictions:

1. Description of Series A Preferred Stock. The terms, preferences, limitations and relative rights of the Non-Cumulative Perpetual Series A Preferred Stock (the "Series A Preferred Stock") are as follows:

(1) Ranking. The Series A Preferred Stock shall, with respect to dividend rights and rights on liquidation, dissolution or winding up of the Corporation, rank senior to the Common Stock, and all of the classes and series of equity securities of the Corporation, other than any classes or series of equity securities of the Corporation subsequently issued on a parity with the Series A Preferred Stock as to dividend rights and rights upon liquidation, dissolution or winding up of the Corporation. The relative rights and preferences of the Series A Preferred Stock may be subordinated to the relative rights and preferences of holders of subsequent issues of other classes or series of Preferred Stock and equity securities of the Corporation designated by the Board of Directors from time to time. The Series A Preferred Stock is junior to indebtedness issued from time to time by the Corporation, including notes and debentures.

(2) Dividends. Dividend rights attributable to the shares of Series A Preferred Stock are as follows:

(a) Rate. The holders of Series A Preferred Stock shall be entitled to receive on each share of Series A Preferred Stock such non-cumulative cash dividends if, as, and when declared by the Board of Directors out of funds legally available therefor, payable quarterly in arrears on January 15, April 15, July 15 and October 15 of each year at the Coupon Rate on the Liquidation Amount per share. The dividends are payable at the option of the Board of Directors of the Corporation (the "Board") (i) in cash at the Coupon Rate, (ii) in additional shares of Series A Preferred Stock, or (iii) in any combination of cash and additional shares of Series A Preferred Stock. If the dividend is paid in additional shares of Series A Preferred Stock, then the amount of such shares issuable for each share of Series A Preferred Stock for any quarterly dividend payment shall be equal to the quotient obtained by dividing (i) the product of (x) the Liquidation Amount Per Share, times (y) the Coupon Rate, times (z) 0.25, by (ii) the Liquidation Amount per share. The "Coupon Rate" shall equal a per annum rate equal to (i) 6% until December 31, 2012, and (ii) the Prime Rate plus 2.75% thereafter (subject to a maximum rate of 8.00% per annum). The "Prime Rate" shall be the prime rate as published in the bonds, rates and yields or an equivalent table of *The Wall Street Journal* (and if the prime rate as quoted by *The Wall Street Journal* is published in the form of a range of rates, then the average of the two rates so published will be used as the prime rate) and, further, if *The Wall Street Journal* discontinues publishing the prime rate in its bonds, rates and yields or an equivalent table, the Corporation shall select a comparable rate in its discretion. In the event that any dividend payment date would otherwise fall on a day that is not a business day for the Corporation, the dividend payment due on that date will be postponed to the next day that is a business day for the Corporation and no additional dividends will accrue as a result of that postponement. Dividends that are payable on the Series A Preferred Stock shall be computed on the basis of a 360-day year consisting of twelve 30-day months. The amount of dividends payable on any date prior to the end of a calendar quarter, and for the initial calendar quarter, shall be computed on the basis of a 360-day year consisting of twelve 30-day months, and actual days elapsed over a 30-day month. Each declared dividend shall be payable to holders of record as they appear at the close of business on the stock books of the Corporation on the 15th calendar day preceding the dividend payment date therefor. All shares of Series A Preferred Stock issued as a dividend with respect to the Series A Preferred Stock will be duly authorized, validly issued, fully paid and non-assessable. Each fractional share of Series A Preferred Stock outstanding, if any, shall be entitled to a ratably proportionate amount of all dividends paid or other distributions made with respect to the Series A Preferred Stock, at the same time and in the same manner as distributions on all other shares of Series A Preferred Stock.

(b) Non-Cumulative. Dividends shall be non-cumulative. If the Board of Directors does not declare a dividend on the Series A Preferred Stock in respect of any calendar quarter, the holders of the Series A Preferred Stock shall have no right to receive any dividend for such calendar quarter, and the Corporation shall have no obligation to pay a dividend for such calendar quarter, whether or not dividends are declared for any subsequent calendar quarter with respect to the Series A Preferred Stock.

(c) Priority of Dividends. So long as any shares of Series A Preferred Stock are outstanding, no dividend may be declared or paid or set aside for payment or other distribution declared or made upon the Common by the Corporation (other than dividends payable solely in shares of Common Stock) unless full dividends on all outstanding shares of Series A Preferred Stock for the most recently completed calendar quarter have been or are contemporaneously declared and paid (or have been paid in a sum sufficient for the payment thereof has been set aside for the benefit of the holders of shares of Series A Preferred Stock on the applicable record date).

(3) Voting Rights. Holders of Series A Preferred Stock shall have no voting rights, except as provided under the Act. So long as any shares of Series A Preferred Stock are outstanding, in addition to any other vote or consent of the holders thereof required by law, the vote or consent of the holders of at least 50% of the shares of Series A Preferred Stock at the time outstanding, voting as a separate class, shall be required for approval of the consummation of a binding share exchange or reclassification involving the Series A Preferred Stock, or of a merger or consolidation of the Corporation with another corporation or other entity, unless (i) (x) the shares of Series A Preferred Stock remain outstanding or, in the case of any such merger or consolidation with respect to which the Corporation is not the surviving or resulting entity, are converted into or exchanged for preference securities of the surviving or resulting entity or its ultimate parent, and (y) such shares remain outstanding or such preference securities, as the case may be, have such rights, preferences, privileges and voting powers, and limitations and restrictions thereof, taken as a whole, as are not materially less favorable to the holders thereof than the rights, preferences, privileges and voting powers, and limitations and restrictions thereof, of the Series A Preferred Stock immediately prior to such consummation, taken as a whole, or (ii) such share exchange, reclassification, merger or consolidation constitutes a Change of Control and the Corporation has elected to redeem all shares of Series A Preferred Stock upon the closing of such Change of Control (as contemplated by Section (5) below) and the closing of such Change of Control is conditioned upon the redemption of all shares of Series A Preferred Stock.

(4) Conversion Rights. The shares of Series A Preferred Stock shall not be convertible into any capital stock of the Corporation.

(5) Redemption Rights. The redemption rights attributable to the shares of Series A Preferred Stock shall be as follows:

(a) The shares of Series A Preferred Stock may be redeemed by the Corporation (provided that notice thereof shall have been delivered by the Corporation) at its option in whole or in part from time to time from and after the earlier of (x) July 1, 2013 and (y) the closing of a Change of Control, and, subject to the receipt of prior approval from the applicable bank regulatory agencies (as and to the extent required) at an amount equal to the sum of (i) the amount of \$1,000 per share (the "Liquidation Amount") and (ii) the amount of any declared and unpaid dividends on each such share (such amounts collectively, the "Liquidation Preference"). The Corporation shall give written notice of each redemption of the Series A Preferred Stock or any

portion thereof to the holder of the shares by first-class mail not less than 30 days prior to the date fixed for such redemption, which notice shall specify the amount thereof so to be redeemed and the date fixed for such redemption. Such notice shall be mailed to the holder of the Series A Preferred Stock at the address appearing in the register of the Corporation unless any such holder (or successor to such holder) shall have filed with the Corporation another address for such purpose, in which event such notice shall be mailed to such address most recently filed. Upon notice of any redemption being given as provided herein, the Corporation shall redeem on the date fixed for such redemption, the amount of the Series A Preferred Stock or portion thereof as the case may be, so to be redeemed, as specified in such notice. Shares of Series A Preferred Stock redeemed by the Corporation shall be on a pro rata basis among all holders of such shares. Any redemption of the shares of Series A Preferred Stock shall be subject to the prior approval from the applicable bank regulatory agencies including, but not limited to, the Federal Reserve Bank of Atlanta, as and to the extent required by law.

(b) The Series A Preferred Stock will not be subject to any mandatory redemption, sinking fund or other similar provisions. Holders of Series A Preferred Stock will have no right to require redemption or repurchase of any shares of Series A Preferred Stock.

(c) A "Change of Control" shall mean (i) a merger or consolidation of the Corporation with an unaffiliated entity, but not including a merger or consolidation in which any individual or group of the shareholders of the Corporation immediately prior to such merger or consolidation are the beneficial owners of more than 50% of the outstanding shares of the common stock of the surviving corporation immediately after such merger or consolidation, (ii) the acquisition by any individual or group of beneficial ownership of more than 50% of the outstanding shares of the Corporation's Common Stock, or (iii) any other transaction that two-thirds of the directors of the Corporation deem to be a Change of Control. The term "Group" and the concept of beneficial ownership shall have such meanings ascribed thereto as set forth in the Securities Exchange Act of 1934, as amended, and the regulations and rules thereunder.

(6) Liquidation Preference.

(a) Voluntary or Involuntary Liquidation. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, holders of Series A Preferred Stock shall be entitled to receive for each such share, out of the assets of the Corporation or proceeds thereof (whether capital or surplus) available for distribution to shareholders of the Corporation, subject to the rights of any creditors of the Corporation, before any distribution of such assets or proceeds is made to or set aside for the holders of Common Stock and any other stock of the Corporation ranking junior to the Series A Preferred Stock as to such distribution, payment in full in an amount equal to the Liquidation Preference.

(b) Partial Payment. If in any distribution described in Section 6(a) above, the assets of the Corporation or proceeds thereof are not sufficient to pay in full the amounts payable with respect to all outstanding shares of Series A Preferred Stock and the corresponding amounts

payable with respect to any other stock of the Corporation ranking equally with the Series A Preferred Stock as to such distribution, holders of Series A Preferred Stock and the holders of such other stock shall share ratably in any such distribution in proportion to the full respective distributions to which they are entitled.

(c) Residual Distributions. If the Liquidation Preference has been paid in full to all holders of Series A Preferred Stock and the corresponding amounts payable with respect to any other stock of the Corporation ranking equally with the Series A Preferred Stock as to such distribution has been paid in full, the holders of other stock of the Corporation shall be entitled to receive all remaining assets of the Corporation (or proceeds thereof) according to their respective rights and preferences.

(d) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 6, the merger or consolidation of the Corporation with any other corporation or other entity, including a merger or consolidation in which the holders of Series A Preferred Stock received cash, securities or other property for their shares, or the sale, lease or exchange (for cash, securities or other property) of all or substantially all of the assets of the Corporation, shall not constitute a liquidation, dissolution or winding up of the Corporation.

(7) Preemptive Rights. Holders of Series A Preferred Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

(8) Certain Events. If any event occurs as to which in the sole discretion of the Board of Directors of the Corporation the other provisions of this Article would not protect the conversion or other rights of the Series A Preferred Stock (and, if issued, shares of Preferred Stock) in accordance with the essential intent and principles of this Article, then such Board of Directors shall make an adjustment in the application of such provisions, in accordance with such essential intent and principles as determined by the Board of Directors, so as to protect such rights as aforesaid.

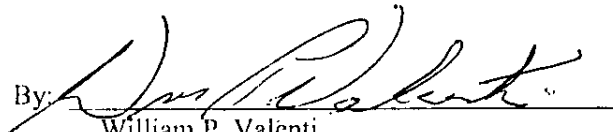
CERTIFICATE

The undersigned, being the duly elected and incumbent President and Chief Executive Officer of Florida Gulf Bancorp, Inc. (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 03-17, 2010 and continue in full force and effect as of

the date of this Certificate without alteration or modification and that shareholder approval of the foregoing Articles of Amendment was not required.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature effective 03-17, 2010.

FLORIDA GULF BANCORP, INC.

By: 
William P. Valenti
As its: President and Chief Executive Officer