

PI3000088112

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

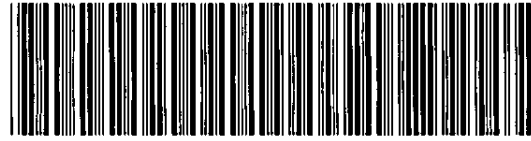
(Business Entity Name)

(Document Number)

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13 NOV -5 PM 3:39
DIVISION OF COURT REPORTERS

11/6/13
Amended & Restated Art.
w/ Name Change
13 NOV -6 PM 3:50
RECEIVED
SECRETARY OF STATE

Adams and Reese LLP
 Requester's Name
 2457 Cone Drive
 Address
 Tallahassee FL 878-2411
 City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Jefferson Bankshares, Inc.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
DEPARTMENT OF STATE
13 NOV -6 PM 3:38

November 5, 2013

ADAMS AND REESE LPP
ATTN: RICHARD L. PEARLMAN
2457 CARE DRIVE
TALLAHASSEE, FL 32308

SUBJECT: JEFFERSON BSHARES, INC.
Ref. Number: P13000088112

We have received your document for JEFFERSON BSHARES, INC.. However, the document has not been filed and is being returned for the following:

The current name of the entity is as referenced above. Please correct your document accordingly.

The amendment must be adopted in one of the following manners:

(1)If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a)A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b)If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2)If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a)A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 513A00025774



FLORIDA OFFICE OF FINANCIAL REGULATION

DREW J. BREAKSPEAR
COMMISSIONER

October 31, 2013

Mr. Richard Pearlman
Adams and Reese LLP
2457 Care Drive
Tallahassee, FL 32308

Re: Jefferson Bankshares, Inc.

Dear Mr. Pearlman:

Reference is made to your recent correspondence requesting approval of the above referenced name which will be the holding company for Jefferson Bank of Florida, a state of Florida chartered bank located in Oldsmar, Florida.

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banc," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name.

Therefore, this Office will not object to the use of the above referenced name being registered to transact business in the state of Florida. However, this correspondence is not intended to grant the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,

A handwritten signature in black ink that reads "Robert D. Hayes".

Robert D. Hayes
Director

RDH:bk

cc: Brenda Tadlock, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JEFFERSON BSHARES, INC.
(with name change)**

#111000
13 NOV -6 PM 3:50
STATE DEPT OF STATE
TAMPA FLORIDA

Pursuant to Sections 607.1005, 607.1006, and 607.1007, *Florida Statutes*, the undersigned Incorporator of Jefferson Bshares, Inc. (the "Corporation") hereby adopts the following Amended and Restated Articles of Incorporation. The Corporation has issued no shares of capital stock, therefore, in accordance with Section 6007.1005, *Florida Statutes*, these Amended and Restated Articles of Incorporation are being adopted by the sole Incorporator of the Corporation.

ARTICLE I

The name of the Corporation shall be **Jefferson Bankshares, Inc.** The Corporation's initial place of business and mailing address shall be 3711 Tampa Road, Oldsmar, Florida 34677.

ARTICLE II

The general nature of the business to be transacted by the Corporation shall be any permissible under the Laws of the United States of America and the State of Florida.

ARTICLE III

The total number of shares authorized to be issued by the Corporation shall be 10,000,000:

A. Common Stock. One class shall consist of 9,000,000 shares of common stock, \$0.01 par value.

B. Preferred Stock. The Corporation shall have authority to issue up to an aggregate of 1,000,000 shares of preferred stock, par value \$0.01. The Board of Directors of the Corporation shall be empowered, to divide any and all shares of the preferred stock into classes or series and to fix and determine the relative rights and preferences of the shares of any class or series so established in accordance with Sections 607.0602, *Florida Statutes*, including:

(i) the distinctive designation of such class or series, and the number of shares which shall constitute such class or series;

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

(iii) the time or times when and the price or prices at which shares of such class or series 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 or series 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 or series to convert such shares into, or exchange such shares for, shares of common stock or shares of any other class or series of preferred stock and the terms and conditions of such conversion or exchange; and

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

The Board of Directors shall have the power to reclassify any unissued shares of any class or series 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.


ARTICLE IV

The term for which said Corporation shall exist shall be perpetual.

ARTICLE V

The number of directors shall not be fewer than five. A majority of the full board of directors or of the shareholders may, at any time during the year following the annual meeting of shareholders, increase the number of directors by not more than two directors, and appoint persons to fill resulting vacancies.

In witness of the foregoing, and in accordance with Section 607.1005, *Florida Statutes*, the undersigned Incorporator executed these Amended and Restated Articles of Incorporation this 6th day of November, 2013.



Richard Pearlman, Incorporator