

121467

Amendment

Filed 1-19-34

12 pgs.

121467-e

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Amendment
Barnett National
Security Organization

Filed in Office Secretary of State
of the State of Florida, this 19th
day of Jan A.D. 1959

R. A. [Signature]
Secretary of State

W.D.

FLEMING, HAMILTON, DAVIS
& LICHTNER
ATTORNEYS AND COUNSELLORS
BARNETT NATIONAL BANK BUILDING
JACKSONVILLE, FLORIDA

FLEMING, HAMILTON, DIVER & LICHLITER
BARNETT NATIONAL BANK BUILDING
JACKSONVILLE, FLORIDA

FRANK D. FLEMING
FRANK D. HAMILTON
JOSEPH D. DIVER
CHARLES H. LICHLITER
CHARLES L. JONES

Hon. Robert A. Gray,
Secretary of State,
Tallahassee, Florida.

JAN 18th, 1934.
SECRETARY
TALLAHASSEE, FLA.



JAN 19 1934

a-21467

500,000 & 150,000

1-3-30

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Dear Mr. Gray:

Barnett National Securities
Corporation

I enclose Certificate of Amendment
of Certificate of Incorporation of the above named
company. Won't you be good enough to file the
original.

I enclose a carbon copy of the Certi-
ficate of Amendment. Won't you be good enough
to attach your certificate, and send us a copy of
the amendment.

If you will advise us of the amount of
your fees, we shall be very glad indeed to cover
them with a check promptly.

With cordial regards,

Faithfully yours,

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Encls.

J. Fleming

C. TAX
FILING / 000
P. AGENT FEE
C. COPY 200
TOTAL 200
BANK
BALANCE DUE
FUND

YPT/gaj 1/10/34

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
BARNETT NATIONAL SECURITIES CORPORATION

This Certificate of Barnett National Securities Corporation, under its corporate seal and the hands of its President and Secretary, duly executed and acknowledged before an officer authorized by the laws of the State of Florida to take acknowledgments of deeds, shows:

The Board of Directors of said corporation adopted a resolution setting forth an amendment to the Certificate of Incorporation of Barnett National Securities Corporation, by striking from said Certificate of Incorporation paragraphs (n) and (o) of Article Third of said Certificate of Incorporation, which paragraphs to be eliminated are in the following words:

"(n) Each holder of common stock of the corporation, by accepting shares of its common stock, agrees with all other stockholders of the corporation as follows:

"No share or shares of common stock of

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the corporation issued to any shareholder of The Barnett National Bank of Jacksonville as such shall, nor shall any interest therein, be sold, pledged or otherwise disposed of, or transferred either voluntarily, by operation of law or otherwise, except in each instance and from time to time together with a transfer to the same person or persons of a like interest in an equal or proportionate number of shares of stock of said Bank. The sale, pledge or other disposition or transfer of any shares of stock of said Bank or any interest therein, either voluntarily, by operation of law or otherwise, by or in behalf of any such shareholder of said Bank who shall hold shares of the common stock of the corporation or anyone claiming from or through such shareholder, either directly or by means transfers shall, if and to the extent that effect may then be given by law to this provision, operate ipso facto as a transfer to the same person or persons of a like interest in an equal or proportionate number of shares of the common stock of the corporation. All those receiving common stock

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of the corporation as shareholders of said Bank and those claiming under or through them, either directly or by means transfers, shall, by accepting the common stock of the corporation thereby irrevocably make, designate and appoint the depository with which shares of common stock of the corporation and/or of the Bank are or may be deposited to insure their transfer together, and its successor or successors, their agent, in case of the sale, pledge, or other disposition or transfer of a share or shares of said stock of said Bank or of shares of common stock of the corporation, or any interest therein, either voluntarily, by operation of law, or otherwise, to transfer to the same person or persons a like interest in an equal or proportionate number of shares of common stock of the corporation or of said Bank, as the case may be, and to do and perform any and all acts to effectuate such transfer.

"The provisions of this section (n) of ARTICLE THIRD of this Certificate of Incorporation may be modified or terminated by

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amendment of this Certificate of Incorporation in the manner provided by law, at any time or from time to time, whenever the registered holders of at least two-thirds of the number of shares of common stock of the corporation then outstanding and so deposited with such depositary shall vote in favor thereof at a meeting duly called for the purpose or shall consent thereto in writing without a meeting. A reference to the foregoing provisions of this Article shall be contained in the certificates of stock of the corporation.

"(c) The corporation may issue and sell its authorized shares without par value, from time to time for such consideration as, from time to time, may be fixed by the Board of Directors, and any and all shares so issued shall be deemed fully paid and non-assessable and the holder of such shares shall not be liable to the Corporation or to its creditors in respect thereto. No shares of stock, now or hereafter authorized, shall be issued by the corporation unless, as a part

of the terms of or consideration for their issuance, they shall be made available in a manner satisfactory to the Board of Directors of the Corporation, in its absolute discretion, for deposit with the depository (if any) or its successor, with which shares of stock of the Corporation and/or of The Barnett National Bank of Jacksonville, or its successor, are deposited to insure their transfer together as provided in ARTICLE THIRD of this Certificate of Incorporation. No holder of shares of common stock of the corporation shall be entitled as of right to subscribe for, purchase or receive any part of any new or additional issue of common stock, whether now or hereafter authorized, unless (1) such holder be a holder of Bank shares and shall at the same time subscribe for, purchase or receive an equal or proportionate number of shares of said Bank or its successor and shall deposit such shares of common stock of the corporation with such depository for the purpose set forth above, or (2) in the event that the capital stock of said Bank be

not at the time increased or shares thereof otherwise available for such deposit, unless such holder shall at the time be a holder of Bank shares and shall subscribe for a number of shares of the new or additional common stock of the corporation proportionate to his interest in the shares of said Bank.*

The Board of Directors of Barnett National Securities Corporation adopted a resolution declaring the advisability of said amendment, and calling a meeting of the stockholders of record entitled to vote for the consideration thereof.

At such meeting of shareholders held on the 18th day of January, 1934, there were present stockholders holding more than four-fifths of the stock of said corporation, which shareholders signed a written consent to the acts of such meeting on the record of the meeting.

At such meeting more than four-fifths of the stockholders of record of said corporation voted for the proposed amendment.

Upon canvassing the votes of stockholders of record holding stock in the corporation entitling them to exercise four-fifths of the voting power, it was

determined that more than four-fifths of the outstanding shares of stock of the corporation voted in favor of said amendment.

By a vote of the stockholders, the President and Secretary of this corporation were instructed for the corporation to make, under its corporate seal and the hands of the President and Secretary, a certificate accordingly, and to execute and acknowledge such certificate before an officer authorized by the laws of the State of Florida to take acknowledgments of deeds, and further, to file said certificate in the office of the Secretary of State for the State of Florida.

IN WITNESS WHEREOF, the corporation aforesaid has caused this certificate to be made under its corporate seal and the hands of its President and Secretary, this the 18th day of January, A. D. 1934, at Jacksonville, Florida.

BARNETT NATIONAL SECURITIES CORPORATION,

By

[Signature]
its President

ATTEST:

[Signature]
Secretary

STATE OF FLORIDA }
COUNTY OF DUVAL } SS.

Before me, the undersigned, a notary public in and for the State of Florida at Large, an officer duly authorized to take acknowledgments of deeds and other instruments, personally appeared W. R. McQuaid, the president of Barnett National Securities Corporation, a corporation, the corporate party described in the above written certificate, and also personally appeared before me E. G. Haskell, the secretary of the said corporation; the said persons being severally well known to me and known by me to be the same individuals described in and who as such president and as such secretary executed the above written instrument on behalf of said corporation; and he, the said president, acknowledged that as such president he subscribed the said corporate name to said instrument on behalf and by authority of said corporation, and executed the same under his hand, and he, the said secretary acknowledged that he affixed the seal of said corporation to said instrument and attested the same by subscribing his name as secretary of said corporation, and executed the same under his hand, by authority and on behalf of said corporation; and each of said persons further

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acknowledged and declared that he knows the seal of said corporation, and that the seal affixed to said instrument is the corporate seal of the corporation aforesaid.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 18th day of January, A. D. 1934, at Jacksonville, in the State and County aforesaid.

G. L. Joss
Notary Public, State of Florida
at Large.

My commission expires Feby. 12, 1936.