

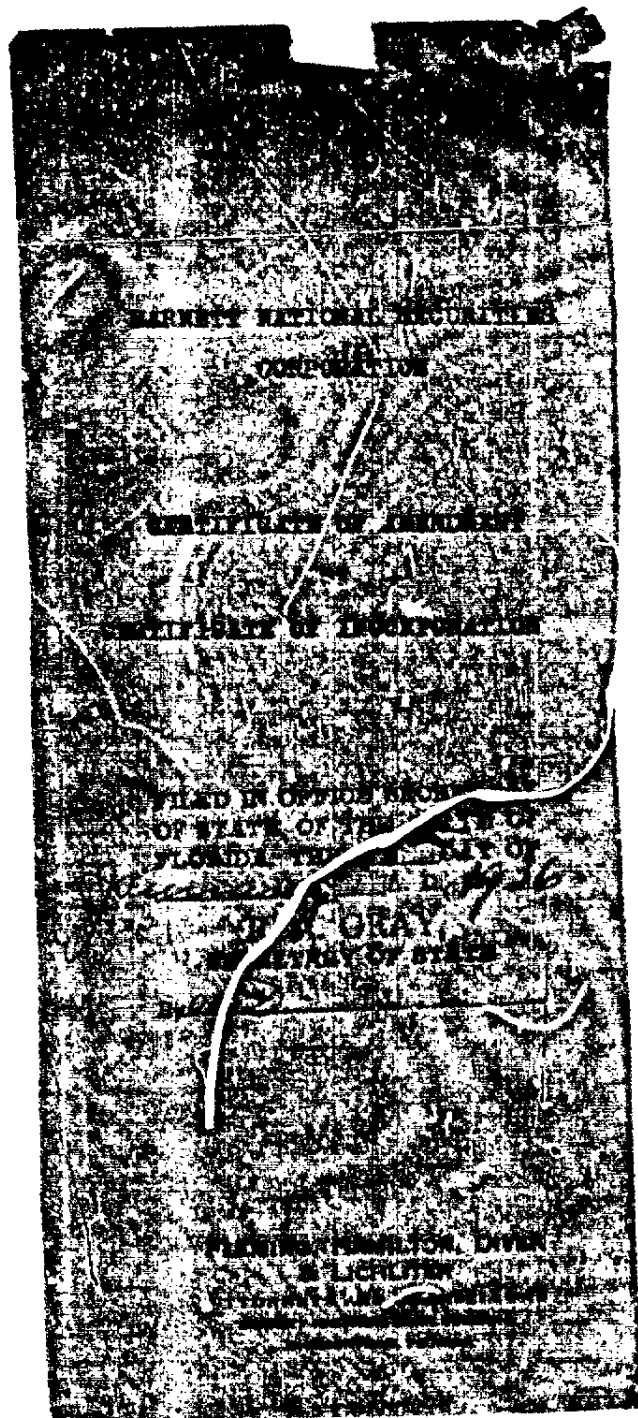
121467

Amendment

Filed 1-18-36

10pgs.

121467-h



FLEMING, HAMILTON, DIVER & LICHLITER

BARNETT NATIONAL BANK BUILDING

JACKSONVILLE, FLORIDA

FRANCIS R. FLEMING
FRANK R. HAMILTON
JOSEPH S. DIVER
CECIL M. LICHLITER
WARREN L. JONES

SECRETARY OF STATE
JANUARY 17, 1936.



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

Dear Mr. Gray:

Re: Barnett National Securities
Corporation

With this we enclose certificate of amend-
ment of certificate of incorporation of Barnett Na-
tional Securities Corporation which was organized
under the laws of the State of Florida. This cer-
tificate is dated the 16th of January, and was veri-
fied on the 17th.

Won't you be good enough to file the same
in your office the day you receive it, and to send
us a telegram advising that the document has been
filed.

Thereafter, won't you be good enough to
send us a certified copy of the certificate. We
shall be glad to pay your fees just as soon as we
have your bill.

With very cordial regards,

Faithfully yours,

FPF/gsl
Encl.

Copy to: Mr. W. R. McQuaid,
President,
Barnett National Securities Corporation,
Jacksonville, Florida.

TAX	
FILED	1000
E. AGENT FEE	
C. COPY	200
TOTAL	900
IN BANK	
BALANCE DUE	
RECEIVED	

1-3-30
\$500,000 + 15,000 no par
5 C S J

CLASS OF SERVICE DESIRED	
DAY LETTER	NIGHT CABLE
NIGHT MESSAGE	NIGHT CABLE LETTER
NIGHT LETTER	WEEK-END CABLE LETTER
DAY RADIOGRAM	RADIOGRAM

Postal Telegraph

THE INTERNATIONAL SYSTEM



RECEIVED BY
DATE
TIME FILED
STANDARD TIME

Send the following message, subject to the terms on back hereof, which are hereby agreed to

Form 2

Tallahassee, Fla. Jan. 18, 1936

Hon. F.P. Fleming,
Barnett Bank Building,
Jacksonville, Florida.

Certificate Amendment Barnett National Securities
Corporation filed today.

Collect. R.A. Gray, Sec. of State.

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

This certificate of amendment of its Certificate of Incorporation is made by Barnett National Securities Corporation, under its corporate seal and the hands of its President and Secretary. It is duly executed and acknowledged before an officer authorized by the laws of the State of Florida to take acknowledgments of deeds, and it certifies and shows:

That the Board of Directors of said corporation, at a meeting duly constituted and held at which a quorum was present, unanimously adopted a resolution setting forth a proposed amendment to its Certificate of Incorporation, by adding, to ARTICLE THIRD thereof, paragraphs to be denominated "(n)" and "(o)" in the following words:

- (n) Each holder of common stock of the corporation who continues, after January 31st, 1936, to hold said stock or any thereof or any interest therein, and each holder of common stock of the corporation or of any interest therein who becomes such holder subsequent to the date of the adoption of this resolution of amendment, by the act of so remaining or becoming such holder, agrees with all other stockholders of the corporation as follows:

From the date of the adoption by the stockholders of the corporation of this resolution of amendment;

A condition precedent to the ownership of any share or shares of the common stock of the corporation, or of any interest therein, shall be the ownership, by the same person at the same time, in the same capacity, of a like interest in a certificate or certificates representing an equal number of the shares of the capital stock of The Barnett National Bank of Jacksonville, a corporation organized under the laws of the United States, having its place of business at Jacksonville, Florida;

No share or shares of common stock of the corporation, and no certificate or certificates representing or evidencing such share or shares, and no interest or interests in such share or shares or certificate or certificates, shall be sold, transferred, pledged or otherwise disposed of, either voluntarily or by operation of law or otherwise, except in each instance and from time to time, together and in conjunction with a transfer to the same person or persons of a like interest in an equal or proportionate number of shares of the capital stock of said Bank;

The sale, transfer, pledge or other disposition of any share or shares of stock of said Bank, or of any interest therein, either voluntarily, by operation of law or otherwise, shall, to the full and ultimate extent that may be permissible by or under any reasonable interpretation of the laws then in effect and applicable, operate ipso facto and automatically as a like sale, transfer, pledge or other disposition to the same person or persons of a like interest in an equal or proportionate number of shares of the capital stock of this corporation.

The depository, and the successor and assigns of the depository, with which the shares of common stock of the corporation are or may be deposited, to insure their transfer together and in conjunction with a like interest in an equal or proportionate number of shares of the capital stock of said Bank, is irrevocably designated, appointed, made and constituted the agent of each stockholder of this corporation, in case of the sale, transfer, pledge or other disposition of a share or shares of the stock of said Bank or of any interest therein, either voluntarily or 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 the corporation, and to do and perform any and all acts to effectuate such transfer;

The provisions of this paragraph (n) of ARTICLE THIRD of this amended Certificate of Incorporation may be modified, terminated, or eliminated, by amendment of said 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 the common stock of the corporation then outstanding and so deposited with said depository shall vote in favor thereof, in person or by proxy, 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 paragraph (n) shall be contained in or endorsed upon or attached to the certificates of stock of the corporation.

- (o) The corporation may issue and sell its authorized common 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 thereof shall not be liable to the corporation or to its creditors in respect thereto;

No shares of common 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, (the said shares of stock) shall be made immediately available, in a manner satisfactory to the Board of Directors of the corporation, in its absolute discretion, for deposit with the depository, likewise satisfactory to said Board of Directors, to insure the ownership, sale and transfer thereof, or of any interest therein, together and in conjunction with the ownership, sale or transfer of a like interest in an equal or proportionate number of shares of the capital stock of The Barnett National Bank of Jacksonville, as provided in paragraph (n) of ARTICLE THIRD of this amended Certificate of Incorporation.

No holder of shares of common stock of the corporation, or of any interest therein, shall be entitled as of right to subscribe for, purchase or receive any part of any new or additional issue of such common stock, whether now or hereafter authorized, unless (1) such holder be then and there a holder of shares of the

capital stock of said bank and shall, at the same time, subscribe for, purchase or receive an equal or proportionate number of shares of the stock of said bank or its successors and shall deposit such shares of the common stock of the corporation with the depository above referred to for the purposes above set forth; or, (2) in the event that the capital stock of said bank be not at the time increased, or shares thereof be otherwise available for subscription, purchase or receipt, unless such holder shall be then and there the holder of shares of the capital stock of said bank and shall subscribe for the 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 also adopted a further resolution declaring the advisability of said proposed amendments and calling a meeting of stockholders of record entitled to vote for the consideration thereof.

Said meeting of stockholders, called by and pursuant to the provisions of said further resolution, the By-Laws of the corporation and the laws of the State of Florida, was held on the date fixed by said resolution, to-wit, January 16, 1936, at the time and place therein specified. There were then and there at such meeting present stockholders of record of the corporation holding more than four-fifths of the stock of the corporation, all of which stockholders signed a written consent to said meeting and the acts thereof on the record of said meeting.

The adoption of the proposed resolution of amendments was duly moved and seconded and said motion was thereupon submitted to the vote of said stockholders holding of record more than four-fifths of the stock of the corporation present and entitled to vote at said meeting. Upon the votes of said stockholders being canvassed, it was ascertained and determined that more than four-fifths of the outstanding shares of stock of the corporation voted to adopt said resolution of amendment and said amendments therein incorporated became and were, thereby, and now are embodied in the Certificate of Incorporation of the corporation.

By unanimous vote of said stockholders, the President and Secretary of the corporation were instructed for the corporation to make, under its corporate seal and the hands of its 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.

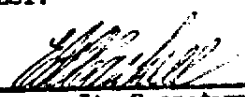
IN WITNESS WHEREOF the corporation aforesaid has caused this certificate to be made under its corporate seal and the hands of its President and Secretary this 16 day of January, A.D.1936, at Jacksonville, Florida.

BARNETT NATIONAL SECURITIES CORPORATION

By 

Its President

ATTEST:

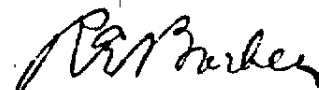

Its Secretary.

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STATE OF FLORIDA)
) SS.
COUNTY OF DUVAL)

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 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 17th day of January, A.D. 1936, at Jacksonville, in the State and County aforesaid.



Notary Public, State of Florida at
Large. Notary Public, State of Florida at Large

My Commission Expires Mar. 18, 1937

My commission expires _____