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Amended & Restated Articles

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DIVISION OF CORPORATIONS

FILED

NAME HOPPING BOYD GREEN & SAMS

SEP 16, 11 48 AM '81

ADDRESS Post Office Box 6526

SECRETARY OF STATE/ST
TALLAHASSEE, FLORIDA

CITY Tallahassee

STATE FL

5058 7761781

007 ZIP CODE

32301-403

AREA CODE & PHONE NUMBER 222-7500

NAME OF CORPORATION Green, Hopping Boyd & Sams, Inc.
of Florida, Inc.

121467

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☐ FOREIGN	☐ DISSOLUTION	☐ MERGER
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☐ NON-PROFIT	☐ ANNUAL REPORT	☐ RESERVATION
☐ LIMITED PARTNERSHIP	☐ CERTIFICATE UNDER SEAL	☒ CERTIFIED COPY

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TALLAHASSEE FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

BARNETT BANKS OF FLORIDA, INC.

The following are Amended and Restated Articles of Incorporation of Barnett Banks of Florida, Inc., a corporation for profit originally incorporated under the laws of Florida in January, 1930 as Barnett National Securities Corporation. These Amended and Restated Articles were adopted by the Board of Directors of the Company and merely restate and integrate the Articles as heretofor amended. In addition, these Articles incorporate the amendments set forth below which have been duly adopted by the Company's shareholders on September 16, 1981, in accordance with Section 607.187, Florida Statutes. There are no other discrepancies between the provisions of the Articles as heretofor amended and the provisions of these Amended and Restated Articles.

Article Second of Barnett's Composite Certificate of Incorporation is repealed and replaced by Article III of the Amended and Restated Articles of Incorporation.

Article Third of Barnett's Composite Certificate of Incorporation is repealed and replaced by Article IV of the Amended and Restated Articles of Incorporation.

Articles Fourth and Sixth of Barnett's Composite Certificate of Incorporation are repealed.

Article V, Section 5.2 is adopted.

Article Tenth of Barnett's Composite Certificate of Incorporation is repealed and replaced by Article VI.

Article I

Name

Section 1.1. Name. The name of this Corporation shall be Barnett Banks of Florida, Inc. (hereinafter referred to as the "Corporation").

Article II

Duration

Section 2.1. Duration. The Corporation is to have perpetual existence.

Article III

Purposes

Section 3.1. Purposes. This Corporation is organized for the purpose of transacting any or all lawful business.

Article IV

Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is thirty-five million (35,000,000) shares, which shall be divided into classes as follows:

- (a) five million (5,000,000) shares of preferred stock, \$0.10 par value per share (hereinafter referred to as "Preferred Stock"); and
- (b) thirty million (30,000,000) shares of common stock \$2.00 par value per share (hereinafter referred to as "Common Stock").

All of such shares shall be issued fully paid and nonassessable.

Section 4.2. Preferred Stock. The Board of Directors is authorized at any time and from time to time to divide the Preferred Stock into one or more series and to fix and determine the relative rights, preferences and limitations of the shares of any series so established. The Board of Directors shall adopt a resolution establishing and designating the series, determining the number of shares which shall constitute such series and determining the relative rights, preferences and limitations thereof, which relative rights, preferences and limitations may differ with respect to each series as to:

- (a) The rate or manner of payment of dividends on such series, including the dividend rate, the date of declaration and payment, and whether and the extent to which such dividends shall be cumulative;
- (b) Whether the shares of such series may be redeemed, and if so, the redemption price and the terms and conditions of redemption;
- (c) The amount payable upon shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation;

- (d) Sinking fund provisions, if any, for the redemption or purchase of shares of such series;
- (e) The terms and conditions, if any, on which shares of such series may be converted into shares of any other class or series;
- (f) Voting rights, if any; and
- (g) Any other relative rights, preferences and limitations for such series which Florida law empowers the Board of Directors to determine.

Except in respect of the relative rights, preferences and limitations that may be fixed by the Board of Directors pursuant to this Section 4.2, all shares of Preferred Stock shall be identical.

Dividends on outstanding shares of Preferred Stock shall be declared and paid or set apart for payment before any dividends shall be declared and paid or set apart for payment on the outstanding shares of Common Stock with respect to the same quarterly period. Dividends on any shares of Preferred Stock shall be cumulative only if and to the extent determined by resolution of the Board of Directors, as provided above. In the event of any liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary, the outstanding shares of Preferred Stock shall have preference and priority over the outstanding shares of Common Stock for payment of the amount, if any, to which shares of each outstanding series of Preferred Stock may be entitled in accordance with the terms and rights thereof and each holder of Preferred Stock shall be entitled to be paid in full such amount, or have a sum sufficient for the payment in full set aside, before any such payments shall be made to the holders of Common Stock.

Section 4.3. Common Stock. Each holder of Common Stock shall have one vote for each share of such Common Stock standing in his name on the books of the Corporation. Subject to the rights and preferences of the Preferred Stock, holders of Common Stock are entitled to such dividends as may be declared by the Board of Directors out of funds lawfully available therefor. Upon any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, holders of Common Stock are entitled to receive pro rata the remaining assets of the Corporation after the holders of Preferred Stock have been paid in full the sums to which they are entitled.

Section 4.4. No Preemptive Rights. No holder of any shares of capital stock of this Corporation of any kind, class or series shall have, as a matter of right, any preemptive or

preferential right to subscribe for, purchase or receive any shares of the capital stock of this Corporation of any kind, class or series or any other securities or obligations of this corporation, whether now or hereafter authorized.

Article V

Directors

Section 5.1. Number. The Board of Directors of this Corporation shall consist of not less than three directors and shall consist of such number as may from time to time, be fixed in the Bylaws of this Corporation.

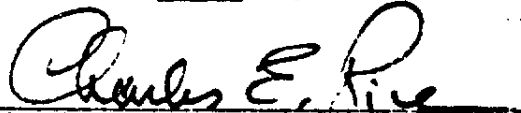
Section 5.2. Indemnification. The Corporation shall make provision for indemnification of directors and officers to the full extent permitted by law.

Article VI

Bylaws

Section 6.1. Bylaws. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned officers have executed these amended and restated Articles the 16th day of September, 1981.


Charles E. Rice, President


Michael A. Walters, Secretary

STATE OF FLORIDA)
) ss.:
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me
this 16th day of September, 1981, by Charles E. Rice, President
of Barnett Banks of Florida, Inc., a Florida corporation,
on behalf of the corporation.

Karen R. Peterson
Notary Public, State of Florida
at Large
My Commission Expires: 8-11-84