

121467

Amendment

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DIVISION OF CORPORATIONS
CASH

NAME HOPPING BOYD GREEN & SAMS
ADDRESS Post Office Box 6526
CITY Tallahassee STATE FL ZIP CODE 32301
AREA CODE & PHONE NUMBER 222-7500
NAME OF CORPORATION Burnett Banks of Florida

121467

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☒ DOMESTIC	☒ AMENDMENT	☐ SEARCH
☐ FOREIGN	☐ DISSOLUTION	☐ MERGER
☐ PROFIT	☐ REINSTATEMENT	☐ MARK
☐ NON-PROFIT	☐ ANNUAL REPORT	☐ RESERVATION
☐ LIMITED PARTNERSHIP	☐ CERTIFICATE UNDER SEAL	☒ CERTIFIED COPY

WALK IN — WILL WAIT

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C. COPY	45
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FILED
Dec 11 11 14 1991
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAHONEY HADLOW & ADAMS

PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELLORS
BARNETT BANK BUILDING • 100 LAURA STREET
POST OFFICE BOX 4099
JACKSONVILLE, FLORIDA 32201
(904) 354-1100 • TELEX 56-381 FLALAW JAX.

December 10, 1981

Secretary of State
Corporate Division
Capitol Building
Tallahassee, Florida 32304

Dec 11 11 11 AM '81
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Gentlemen:

Enclosed for filing on behalf of Barnett Banks
of Florida, Inc. are the following:

1. Amendment to the Certificate of the Designation,
Preferences, Rights and Limitations of Series A
\$2.375 Cumulative Convertible Preferred Stock,
\$0.10 par value, of Barnett Banks of Florida, Inc.
2. ^{Three} ~~Two~~ additional copies for certification by your
office.
3. Our check in the amount of \$45, in payment of
filing and certification charges.

Very truly yours,

Karen R Peterson

Karen R. Peterson
Legal Assistant

KRP:B
Enclosures

AMENDMENT
TO
CERTIFICATE OF THE DESIGNATION,
PREFERENCES, RIGHTS AND LIMITATIONS OF

SERIES A \$2.375 CUMULATIVE CONVERTIBLE PREFERRED STOCK
\$0.10 PAR VALUE

of

BARNETT BANKS OF FLORIDA, INC.

Dec 11 11 11 AM '81
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Pursuant to Section 607.047 of the
Florida General Corporation Act

The undersigned, Charles E. Rice and Arthur L. Shealy, Jr.
the President and Acting Secretary, respectively, of Barnett
Banks of Florida, Inc., a Florida corporation (the "Company"),

DO HEREBY CERTIFY:

That, pursuant to the authority expressly conferred upon
the Board of Directors by Article IV of the Amended and Restated
Articles of Incorporation of the Company, in accordance with
the provisions of Section 607.047 of the Florida General
Corporation Act, the Board of Directors of the Company, at a
meeting duly held on November 18, 1981, adopted the following
resolution:

"RESOLVED, that the Board of Directors hereby amends
Paragraph 6 of the Certificate of the Designation, Preferences,
Rights and Limitations of the Series A Cumulative Convertible
Preferred Stock, \$0.10 par value, by adding new subparagraphs
(c), (d) and (e) thereto, which shall read as follows:

(c) In the event the equivalent of six quarterly
dividends payable on the Series A Preferred Stock
(whether or not consecutive) are in arrears, the number
of directors constituting the Board of Directors of the
Company shall be increased by two at the next annual
meeting of shareholders, and the holders of the Series
A Preferred Stock shall have, in addition to the right
to vote together with the holders of Common Stock pro-

vided for in Paragraphs 6(a) and 6(b), the right to vote as a class together with the holders of shares of any one or more series of Preferred Stock with respect to which dividends are in arrears and upon which comparable voting rights have been conferred, for the election of two directors to fill such newly created directorships. This right shall remain vested until all dividends in arrears on the Series A Preferred Stock have been paid, or declared and set apart for payment, at which time (i) the right shall terminate (subject to re-vesting in the case of any subsequent arrearage of the kind described above); and (ii) the term of the directors then in office elected pursuant to the preceding sentence shall terminate, and the number of directors constituting the Board of Directors of the Company shall be reduced by two, unless dividends remain in arrears with respect to any other series of Preferred Stock which voted for the election of such directors. Until the arrearage in payments of all dividends which permitted the election of said directors shall cease to exist, any director who shall have been so elected pursuant to this Paragraph 6(c) may be removed at any time, either with or without cause, only by the affirmative vote of the holders of a majority of the shares entitled to vote for the election of any such director at a special meeting of such holders called for that purpose, and any vacancy thereby created, or any vacancy created by the death or resignation of any director who shall have been elected pursuant to this Paragraph 6(c), may be filled by the vote of such holders. No such special meeting shall be required to be held if any such vacancy occurs during the 90-day period preceding the date fixed for an annual meeting of shareholders.

(d) So long as any shares of the Series A Preferred Stock are outstanding, and in addition to any other vote or consent of shareholders required by law or provided for herein, the consent of the holders of at least two-thirds of the total number of outstanding shares of Series A Preferred Stock and any other series of Preferred Stock having voting rights comparable to those conferred hereby, given in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose at which the holders of such shares of Preferred Stock shall vote together as a class, shall be necessary for approval of any amendment to the Articles of Incorporation of the Company which would authorize or increase the authorized amount of any class or series of capital stock of the Company ranking senior to such shares of Preferred Stock as to the payment of dividends or distribution of

assets or which would materially and adversely affect any of the rights and preferences of the holders of such shares of Preferred Stock.

(e) For the purposes of Paragraphs 6(c) and 6(d), the holders of Series A Preferred Stock shall be entitled to one vote for each share held.

IN WITNESS WHEREOF, BARNETT BANKS OF FLORIDA, INC. has caused this Certificate to be signed by Charles E. Rice, its President, and Arthur L. Shealy, Jr., its Acting Secretary, and its Corporate Seal to be hereunto affixed this 10th day of December, 1981.

BARNETT BANKS OF FLORIDA, INC.

By Charles E. Rice
Charles E. Rice, President

By Arthur L. Shealy, Jr.
Arthur L. Shealy, Jr.,
Acting Secretary

STATE OF FLORIDA)
) ss.
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 10th day of December, 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: _____

Notary Public, State of Florida at Large
My commission expires Aug. 11, 1984