

305557

Name change Amendment

Filed 4-12-74

000002561650-9

13 pgs.

3-05557 (j)

FIRST AT ORLANDO CORPORATION

AMEND CHANGE NAME TO:  
SUN BANKS OF FLORIDA, INC.

FILED IN OFFICE OF DEPARTMENT  
OF STATE, STATE OF FLORIDA,  
by DG on 4-12-74

RICHARD (DICK) STONE  
SECRETARY OF STATE

REQUEST FOR CORPORATE FILING

1. Document is to be FILED  and CERTIFIED .

Document is:

FOREIGN \_\_\_\_\_ AMENDMENT   
 DOMESTIC \_\_\_\_\_ REINSTATEMENT \_\_\_\_\_  
 LIMITED PARTNERSHIP \_\_\_\_\_ DISSOLUTION   
 TRADEMARK \_\_\_\_\_ OTHER \_\_\_\_\_  
 MERGER \_\_\_\_\_ Please Specify \_\_\_\_\_

2. FILING ATTORNEY OR INDIVIDUAL \_\_\_\_\_

NAME CHARLES E. HARRIS  
 ADDRESS 200 S. ORANGE AVE / PO Box 2848  
 CITY ORLANDO STATE FLORIDA  
 AREA CODE, PHONE NUMBER (305) 849-4524

3. DETAILS

\_\_\_\_\_ Certified Copy requested \_\_\_\_\_ Certificate Under Seal requested

AMENDMENT: FIRST AT ORLANDO CORPORATION TO SUN BANKS OF FLORIDA

4. If you are not certain of the filing costs, please keep your check and we will let you know the total amount due.

In order to expedite your filing, you may obtain the correct change from the Treasurer's Office located in the northwest wing of the first floor of the Capitol.

APR 12 9 59 AM '74  
 DEPT. OF STATE  
 TALLAHASSEE, FLORIDA

C. TAX	.....
FILING	.....
R. AGENT	.....
C. COPY	.....
TOTAL	.....
N. BANK	.....
BALANCE DUE	.....
S. FUND	.....
PHOTO COPY	.....



FIRST AT ORLANDO CORPORATION

Charles E. Harris  
CHIEF CLERK

April 12, 1974

Corporations Division  
Department of State  
The Capitol  
Tallahassee, Fla. 32304

Re: Sun Banks of Florida, Inc.  
First at Orlando Corporation

Gentlemen:

Please find enclosed the following materials in connection with the dissolution of Sun Banks of Florida, Inc., a Florida corporation incorporated in December, 1972, and the amendment of the Certificate of Incorporation of First at Orlando Corporation, a Florida corporation incorporated in May, 1966:

1. Certificate of Dissolution for Sun Banks of Florida, Inc., signed by the sole incorporator of said Sun Banks of Florida, Inc., indicating that no part of the capital stock of said Corporation has been paid and that said Corporation has not yet begun business.

2. Amendment to Article I of Certificate of Incorporation of First at Orlando Corporation, including the following certificates of resolution:

(a) Certificate of Resolution, passed by the Board of Directors of First at Orlando Corporation, approving amendment to Certificate of Incorporation of First at Orlando Corporation and proposing such amendment to the shareholders of such Corporation.

(b) Certificate of Resolution passed by Shareholders of First at Orlando Corporation approving amendment to Certificate of Incorporation of First at Orlando Corporation.

3. Check in the amount of \$35.00 to cover the costs of: (a) filing the Certificate of Dissolution for Sun Banks of Florida, Inc., pursuant to Section 608.05(5)(b); and (b) two (2) certified copies of said dissolution certificate, pursuant to Section 608.05(2)(b).

APR 12 9 58 AM '74  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

FIRST AT ORLANDO CORPORATION

Corporations Division

April 12, 1974

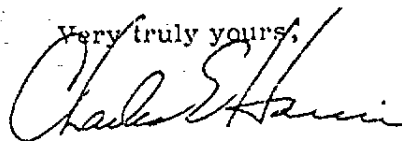
Page 2

4. Check in the amount of \$65.00 to cover the costs of: (a) filing the Certificates of Amendment to the Certificate of Incorporation of First at Orlando Corporation, pursuant to Section 608.05(5)(b); and (b) five (5) certified copies of the amendment to the Certificate of Incorporation, pursuant to Section 608.05(2)(b).

The purpose of these materials is to dissolve Sun Banks of Florida, Inc. and, immediately thereafter, to change the name of First at Orlando Corporation to Sun Banks of Florida, Inc.

Please file the enclosed documents and return the requested certified copies to the undersigned as soon as possible.

Very truly yours,



Charles E. Harris  
General Counsel

CEH:nb

Encls.

cc: Mr. R. F. Livingston

FIRST AT ORLANDO CORPORATION

AMENDMENT TO  
ARTICLE I  
OF  
CERTIFICATE OF INCORPORATION

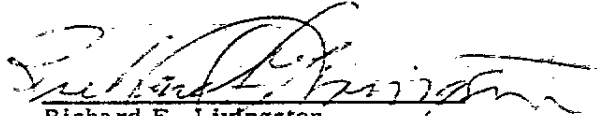
THIS AMENDMENT to Article I of the Certificate of Incorporation of First at Orlando Corporation, a Florida corporation, is hereby presented to the Department of State of the State of Florida for filing this 12th day of April, 1974:

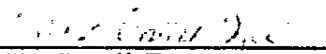
NOW, THEREFORE, BE IT RESOLVED, that, subject to the filing of the appropriate papers with the Florida Department of State, Article I of the Certificate of Incorporation of this Corporation be, and hereby is, amended to change the legal name of the Corporation from "First at Orlando Corporation" to "Sun Banks of Florida, Inc."

The undersigned, Richard F. Livingston, President of First at Orlando Corporation, hereby certifies that said amendment was approved by the Board of Directors of the Corporation on January 24, 1974, recommended by the Board of Directors to the Shareholders of the Corporation, and approved by a majority of the Shareholders at the Annual Meeting of Shareholders on April 10, 1974, all pursuant to the terms and provisions of Section 608.18, Florida Statutes. Attached hereto are Certificates of the Resolutions passed at such proceedings.

IN WITNESS WHEREOF, said Richard F. Livingston has set his hand and the seal of this Corporation this 12th day of April, 1974.

(Corporate Seal)

  
Richard F. Livingston  
President

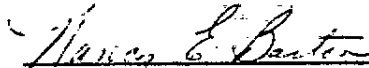
Attest:   
MacDonell Tyre  
Secretary

FILED  
APR 12 1974  
STATE  
TALLAHASSEE  
CORPORATION

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF ORANGE )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the County and State aforesaid to take acknowledgments, personally appeared Richard F. Livingston and MacDonell Tyre, well known to me to be the President and Secretary, respectively, of FIRST AT ORLANDO CORPORATION, the Corporation named in the foregoing Amendment to Article I of Certificate of Incorporation, and that they acknowledge executing the same, freely and voluntarily under authority duly vested in them by said Corporation, and that the seal affixed thereto is the true corporate seal of said Corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 12th day of April, 1974.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

Notary Public, State of Florida at Large  
My Commission Expires Oct. 3, 1976  
Bonded by American Fire & Casualty Co.

FIRST AT ORLANDO CORPORATION

CERTIFICATE OF RESOLUTION

APPROVAL OF AMENDMENT TO CERTIFICATE OF INCORPORATION  
CHANGING THE NAME OF THE CORPORATION; PROPOSAL OF SUCH  
AMENDMENT TO SHAREHOLDERS AT 1974 ANNUAL MEETING

I, MacDonell Tyre, do hereby certify that I am the Secretary of First at Orlando Corporation, a Florida corporation, and that the following is a true copy of a certain resolution duly adopted unanimously by the Board of Directors of said Corporation at and recorded in the minutes of a regular meeting of said Board at which a quorum was present, duly called and held on January 24, 1974, pursuant to the By-Laws of said Corporation and the Statutes of the State of Florida, in such cases made and provided, and called for the purpose, inter alia, of passing upon said resolution:

WHEREAS, the Corporation has undertaken a carefully-planned corporate identity program by changing the names of its Subsidiary Banks to include the "Sun Bank" title;

WHEREAS, the Corporation has registered the "Sun Bank" and "Sun Banks" logos and designs as Service Marks with the Florida Department of State;

WHEREAS, the Corporation and its Subsidiaries have used the "Sun Bank" name in advertising and customer relations;

WHEREAS, the Corporation has registered the name "Sun Banks of Florida" under the Florida fictitious name statute;

WHEREAS, the Corporation has caused to be incorporated a Florida "shell" corporation, known as "Sun Banks of Florida, Inc.", in order to protect the Sun Bank corporate title in this state;



WHEREAS, the Board of Directors, after due inquiry and discussion, has determined that the corporate identity program has successfully established the "Sun Bank" name throughout Florida and in other areas of the country; and

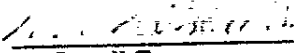
WHEREAS, the Board of Directors, after due inquiry and discussion, has determined that it is in the best interests of the Corporation and its shareholders to adopt the "Sun Bank" name by changing the legal title of the Corporation from "First at Orlando Corporation" to "Sun Banks of Florida, Inc.":

NOW, THEREFORE, BE IT RESOLVED, that, subject to shareholder approval at the 1974 Annual Meeting and the filing of the appropriate papers with the Florida Department of State, Article I of the Certificate of Incorporation of this Corporation be, and hereby is, amended to change the name of the Corporation from "First at Orlando Corporation" to "Sun Banks of Florida, Inc."

BE IT FURTHER RESOLVED, that the President, Secretary, and General Counsel of the Corporation, or any of them, be, and hereby are, appointed and instructed to propose this Amendment to the shareholders of the Corporation at the 1974 Annual Meeting and, upon receipt of shareholder approval, to prepare, execute, and file all necessary documents in connection with this Amendment and the name change.

I further certify that said Board of Directors was and is vested with full power to pass said resolution and that said resolution has not been modified or rescinded and that it is still in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 11th day of April, 1974.

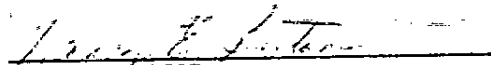
  
\_\_\_\_\_  
MacDonell Tyre  
Secretary

(CORPORATE SEAL)

STATE OF FLORIDA    )  
                          ) SS:  
COUNTY OF ORANGE    )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the County and State aforesaid to take acknowledgments, personally appeared Macdonell Tyre, well known to me to be the Secretary of FIRST AT ORLANDO CORPORATION, the Corporation named in the foregoing Certificate of Resolution, and that he acknowledges executing the same, freely and voluntarily under authority duly vested in him by said Corporation, and that the seal affixed thereto is the true corporate seal of said Corporation.

WITNESS my hand and official seal in the County and State last aforesaid this  
11th day of April, 1974.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:

Notary To The State of Florida at Large  
My Commission Expires Oct. 5, 1976  
Bonded by American Fire & Casualty Co.

FIRST AT ORLANDO CORPORATION

CERTIFICATE OF RESOLUTION

APPROVAL BY SHAREHOLDERS OF AMENDMENT TO CERTIFICATE OF  
INCORPORATION CHANGING THE NAME OF THE CORPORATION

I, MacDonell Tyre, do hereby certify that I am the Secretary of First at Orlando Corporation, a Florida corporation, and that the following is a true copy of a certain resolution duly adopted by a majority of the Shareholders of said Corporation at and recorded in the minutes of the Annual Meeting of said Shareholders, duly called and held on April 10, 1974, pursuant to the By-Laws of said Corporation and the Statutes of the State of Florida, in such cases made and provided, and called for the purpose, inter alia, of passing upon said resolution:

WHEREAS, the Corporation has undertaken a carefully-planned corporate identity program by changing the names of its Subsidiary Banks to include the "Sun Bank" title;

WHEREAS, the Corporation has registered the "Sun Bank" and "Sun Banks" logos and designs as Service Marks with the Florida Department of State;

WHEREAS, the Corporation and its Subsidiaries have used the "Sun Bank" name in advertising and customer relations;

WHEREAS, the Corporation has registered the name "Sun Banks of Florida" under the Florida fictitious name statute;

WHEREAS, the Corporation has caused to be incorporated a Florida "shell" corporation, known as "Sun Banks of Florida, Inc.", in order to protect the Sun Bank corporate title in this state;

WHEREAS, the Board of Directors, after due inquiry and discussion, has determined that the corporate identity program has successfully established the "Sun Bank" name throughout Florida and in other areas of the country;


WHEREAS, the Board of Directors, after due inquiry and discussion has determined that it is in the best interests of the Corporation and its shareholders to adopt the "Sun Bank" name by changing the legal title of the Corporation from "First at Orlando Corporation" to "Sun Banks of Florida, Inc."; and

WHEREAS, the Board of Directors at its January 24, 1974, meeting approved the proposed amendment to change the name of the Corporation from "First at Orlando Corporation" to "Sun Banks of Florida, Inc." and proposed that amendment to a vote of the Shareholders of the Corporation at the Annual Meeting of Shareholders to be held April 10, 1974;

NOW, THEREFORE, BE IT RESOLVED, that, subject to the filing of the appropriate papers with the Florida Department of State, Article I of the Certificate of Incorporation of this Corporation be, and hereby is, amended to change the legal name of the Corporation from "First at Orlando Corporation" to "Sun Banks of Florida, Inc."

I further certify that said Shareholders were and are vested with full power to pass said resolution and that said resolution has not been modified or rescinded and that it is still in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 10th day of April, 1974.

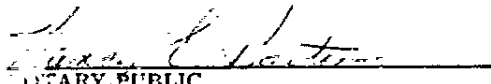
  
MacDonell Tyre  
Secretary

(CORPORATE SEAL)

STATE OF FLORIDA     )  
                          ) SS:  
COUNTY OF ORANGE    )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the County and State aforesaid to take acknowledgments, personally appeared MacDonell Tyre, well known to me to be the Secretary of FIRST AT ORLANDO CORPORATION, the Corporation named in the foregoing Certificate of Resolution, and that he acknowledges executing the same, freely and voluntarily under authority duly vested in him by said Corporation, and that the seal affixed thereto is the true corporate seal of said Corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 10th day of April, 1974.



NOTARY PUBLIC  
My Commission Expires:

Notary Public, State of Florida at Large  
My Commission Expires Oct 8, 1976  
Bonded by American Fire & Casualty Co.