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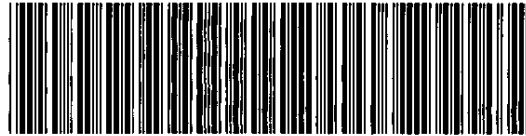
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2010 SEP 29 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
9-29-10

SMITH MACKINNON, PA

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JOHN P. GREELEY

September 28, 2010

Via Federal Express

Department of State
Attention: Karon Beyer
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Amendment to the Articles of Incorporation of Old Florida Bancshares, Inc.

Dear Karon:

Enclosed are three manually signed originals of Articles of Amendment to the Articles of Incorporation of Old Florida Bancshares, Inc., accompanied by a check in the amount of \$52.50 payable to the Florida Secretary of State for the filing fee.

I would appreciate it if you could file the Articles of Amendment at your earliest convenience and have two certified copies of the filed Articles of Amendment returned to us.

If you have any questions regarding the enclosed, please do not hesitate to call me at your convenience. As always, we appreciate your assistance.

Very truly yours,


John P. Greeley

JPG:erw

Enclosures

Copy to: John O. Burden, Sr.
Vice President
Old Florida Bancshares, Inc.

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
OLD FLORIDA BANCSHARES, INC.
(Pursuant to Section 607.1006 of the
Florida Business Corporation Act)**

FILED
2010 SEP 29 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Old Florida Bancshares, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in accordance with the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), does hereby amend its Articles of Incorporation as follows:

FIRST: The Articles of Incorporation are amended by adding the following Section E to Article IV of the Articles of Incorporation:

E. Description of Series B Preferred Stock.

Pursuant to authority granted by Article IV, Section A of the Articles, there is hereby created and the Corporation be, and hereby is, authorized to issue from the 1,500,000 authorized shares of Preferred Stock, 700,000 shares of preferred stock which shall have, in addition to the terms set forth in the Articles, the following terms, designations, preferences and privileges, relative, participating, optional and other special rights, and qualifications, limitations, and restrictions:

1. Designation. There shall be 700,000 shares of the Preferred Stock of the Corporation hereby constituted as a series of Preferred Stock with a par value of \$.01 per share designated as Series B Non-Cumulative Perpetual Preferred Stock (hereinafter called the "Series B Preferred Stock").

2. Rank. The Series B Preferred Stock, with respect to dividend rights and rights of liquidation, dissolution or winding up of the Company, ranks senior to the Common Stock and all of the classes and series of equity securities of the Company, other than the Series A Preferred Stock and any classes or series of equity securities of the Company subsequently issued ranking on a parity with, or senior to, the Series B Preferred Stock, as to dividend rights and rights upon liquidation, dissolution or winding up of the Company. The shares of Series B Preferred Stock rank on a parity with the shares of Series A Preferred Stock as to dividend rights and rights upon liquidation, dissolution or winding up of the Company. The relative rights and preferences of the Series B Preferred Stock may be subordinated to the relative rights and preferences of holders of subsequent issues of other classes or series of preferred stock and equity securities of the Corporation designated by the Board of Directors. The Series B Preferred Stock is junior to indebtedness issued from time to time by the Corporation, including notes and debentures.

3. Number of Shares in Series. The number of shares of Series B Preferred Stock shall initially be 700,000 shares, which number from time to time may be increased or decreased (but not decreased below the number of shares of the series then outstanding) by the Board of Directors.

4. Voting. Except as provided by law, the holders of the Series B Preferred Stock shall have limited voting rights, and shall be entitled to vote only upon any proposal for a Change of Control and upon those matters required by law. On those matters in which the holders of Series B Preferred Stock are entitled to vote, the holders shall have the right to one vote for each share of Series B Preferred Stock, and

shall be entitled to receive notice of any shareholder's meeting held to act upon such matters in accordance with the Bylaws of the Corporation, and shall be entitled to vote in such manner as provided by law. Except as required by law, the holders of Series B Preferred Stock shall vote together with the holders of Series A Preferred Stock and Common Stock as a single class, and not as a separate class.

5. Liquidation Preference. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation, then, before any distribution or payment shall be made to the holders of any junior stock, the holders of Series B Preferred Stock shall be entitled to be paid in full the sum of \$9.96 per share. The foregoing preference for the shares of Series B Preferred Stock upon any liquidation, dissolution or winding up of the Company is on a parity with the liquidation preference of the holders of shares of Series A Preferred Stock. To the extent such payment shall have been made in full to the holders of the Series B Preferred Stock, all other series of Preferred Stock and any parity stock, the remaining assets and funds of the Corporation shall be distributed among the holders of the junior stock, according to their respective rights and preferences and in each case according to their respective shares. If upon liquidation, dissolution or winding up, the amounts so payable are not paid in full to the holders of all outstanding shares of Series B Preferred Stock, and all other shares on a parity with the Series B Preferred Stock, then the holders of Series B Preferred Stock and all other shares on a parity with the Series B Preferred Stock, share ratably in any distribution of assets in proportion to the full amounts to which they would otherwise be respectively entitled. A Change of Control shall not be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of the provisions of this Section 5.

6. Convertibility. The Series B Preferred Stock shall automatically convert into shares of the Corporation's Common Stock (a) immediately prior to the closing of a Change of Control, (b) immediately prior to the closing by the Corporation of an initial public offering of the shares of Common Stock under the federal securities laws, (c) if the Corporation shall become subject to the reporting requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the "1934 Act"), or (d) upon effectiveness of an amendment to the 1934 Act which increases the number of record holders of a class of common stock without subjecting the issuer to the reporting requirements of the 1934 Act and the Corporation not being subject to such reporting requirements of the 1934 Act as a result of the conversion of the shares of Series B Preferred Stock into shares of Common Stock in such event; *provided, however*, that in the case of the closing of Change of Control or an initial public offering of the shares of Common Stock under the federal securities laws by the Corporation, such conversion shall be conditioned upon the closing of any such transaction, and the holder entitled to receive the Common Stock upon conversion of the Series B Preferred Stock shall be deemed to have converted such shares of Series B Preferred Stock immediately prior to the closing of such transaction. Any conversion of the Series B Preferred Stock into shares of Common Stock pursuant to this Section 6, shall be on the basis of one share of Common Stock for each share of Series B Preferred Stock (subject to the provisions of Section 9). If the shares of Series B Preferred Stock shall be converted into Common Stock pursuant to this Section 6, the shares which are converted shall be cancelled and shall not be issuable by this Corporation thereafter.

7. Dividend Rights. The holders of shares of Series B Preferred Stock shall be entitled to a preference in the distribution of dividends, when and as declared by the Board of Directors, and shall receive out of any assets of the Corporation legally available therefor such dividends prior to the payment of any dividends to the holders of the Common Stock, and on a parity with the payment of any dividends required to be paid to holders of shares of Series A Preferred Stock. The shares of Series B Preferred Stock shall be non-cumulative with respect to dividends, and the Corporation shall have the right to waive the

declaration of payment of dividends. Any dividends waived by the Corporation shall not accumulate to future periods and shall not represent a contingent liability of the Corporation.

8. Redemption Rights. The shares of Series B Preferred Stock shall have no redemption rights.

9. Antidilution Adjustments. If the outstanding shares of Common Stock are increased or decreased or changed into or exchanged for a different number or kind of shares or other securities of the Corporation or of any other corporation by reason of any merger, consolidation, liquidation, reclassification, stock split up, combination of shares, or stock dividend, appropriate adjustment shall be made by the Board of Directors of the Corporation in the number, and relative terms, of the shares of Series B Preferred Stock.

10. Definitions. As used herein with respect to the Series B Preferred Stock, the following terms have the following meanings:

(a) The term "parity stock" means the shares of Series A Preferred Stock and any other class of stock of the Corporation hereafter authorized ranking on a parity with the Series B Preferred Stock in the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

(b) The term "junior stock" shall mean the Common Stock and any other class of stock of the Corporation hereafter authorized over which Preferred Stock, including without limitation Series B Preferred Stock, has preference or priority in the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

(c) A "Change of Control" shall mean (i) a merger or consolidation of the Corporation with an unaffiliated entity, but not including a merger or consolidation in which any individual or group of the shareholders of the Corporation immediately prior to such merger or consolidation are the beneficial owners of more than 50% of the outstanding shares of the Common Stock of the surviving corporation immediately after such merger or consolidation, (ii) the acquisition by any individual or group of beneficial ownership of more than 50% of the outstanding shares of the Common Stock, (iii) any other transaction that two-thirds of the directors of the Board of Directors deem to be a Change of Control, or (iv) the election of a slate of individuals to serve as directors of the Corporation (who are not then directors of the Corporation prior to such election) and who would constitute a majority of the members of the board of directors of the Corporation. The term "group" and the concept of beneficial ownership shall have such meanings ascribed thereto as set forth in the Securities Exchange Act of 1934, as amended, and the regulations and rules thereunder.

11. Limitations of Rights. Holders of shares of Series B Preferred Stock shall not have any relative, participating, optional or other special rights and powers other than as set forth herein.

CERTIFICATE

The undersigned, being the duly elected and incumbent President and Chief Executive Officer of Old Florida Bancshares, Inc. (the "Corporation"), a corporation organized under the laws of the State of Florida, does hereby certify that the foregoing Articles of Amendment were duly adopted by the Board of Directors of the Corporation on September 8, 2010 and shareholder action as to the foregoing Articles of Amendment was not required.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature this 27th day of September, 2010.

OLD FLORIDA BANCSHARES, INC.

By: _____

John O. Burden, Sr.

As its: Vice President