

J82991

FILING COVER SHEET

REFERENCE: 0163. 1023
DATE: 12-4-97
CONTACT: CINDY HICKS
FROM: CORPORATE & CRIMINAL RESEARCH SERVICES
103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301
TELEPHONE: 222-1173
SUBJECT: Englewood Bank

STATE FEES PREPAID WITH CHECK # 20159 FOR \$ 140.00

500002362805--
-12/04/97--01046--007
***140.00 ***140.00

PLEASE FILE:

() ARTICLES OF INC. ☒ AMENDMENT () DISSOLUTION () ANNUAL REPORT
() QUALIFICATION () LIMITED PARTNERSHIP () ANNUAL REPORT
() FICTITIOUS NAME () LIMITED LIABILITY () REINSTATEMENT
() UCC-1 () UCC-3

PROVIDE US WITH:

(2) ☒ CERTIFIED COPY () CERTIFICATE OF STATUS () STAMPED COPY

Examiner's Initials

Amead
HFG
12-4-97

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DIVISION OF CORPORATION
M11:43

**Inter-Office
Communication**



**Robert F. Milligan
Comptroller of Florida**

DATE: December 4, 1997
TO: Louise Flemming-Jackson, Division of Corporations
FROM: *Bill* Bill Lott, Division of Banking
SUBJECT: Article Amendment - Englewood Bank
Englewood, Florida

Please file the enclosed amendment to the Articles of Incorporation of Englewood Bank, Englewood, Florida, at your earliest convenience.

Please make the following distribution of the certified copies:

- (1) Return one (1) copy to: Bureau of Financial Institutions, District I
Division of Banking
Fletcher Building, Suite 636
101 East Gaines Street
Tallahassee, Florida 32399-0350
- (2) Return one (1) copy to: Corporate and Criminal Research Services, Inc.
Post Office Box 38413
Tallahassee, Florida 32315
Telephone (850) 222-1173

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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RECEIVED

It is may understanding that a runner for Corporate and Criminal Research Services, Inc. (CCRS), will pick up that company's copy to forward to its client. Any questions concerning those procedures should be directed to Cindy at CCRS at the above listed telephone number.

Also enclosed is a check for \$140.00 representing the filing and certified copy fees. If you have any questions, please contact me at (850) 488-9570.

Enclosures

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
ENGLEWOOD BANK**

ENGLEWOOD BANK, a Florida banking corporation, organized and existing under the laws of the State of Florida, hereby certifies as follows:

RESOLVED, that Article III of the Articles of Incorporation filed with the Secretary of State of Florida, as amended, is hereby amended and restated to read as follows:

"ARTICLE III

This Corporation is authorized to issue Six Million Seven Hundred Thousand (6,700,000) shares of One Dollar (\$1.00) par value common stock, as follows:

- (a) Six Hundred Thousand (600,000) shares of voting common stock hereby designated as 'Redeemable Common Stock', and
- (b) Six Million One Hundred Thousand (6,100,000) shares of voting common stock hereby designated as 'Common Stock'.

The preferences, qualifications, limitations, restrictions and rights of each class of common stock shall be as follows:

1. **Redeemable Common Stock:**

- (a) **Dividends.** Owners of Redeemable Common Stock shall be entitled to dividends when declared by the Board of Directors of the Corporation out of funds legally available therefor. The holders of Redeemable Common Stock shall participate equally in dividends on a per-share basis with the holders of Common Stock as and if outstanding and as and when such dividends are declared.
- (b) **Voting.** The holders of Redeemable Common Stock are entitled to one (1) vote per each share of such Stock held, and except as otherwise required by law, shall vote together with holders of Common Stock as a single class.
- (c) **Dissolution.** In the event of dissolution, liquidation or winding up of the Corporation, whether voluntarily or non-voluntarily, the holders of Redeemable Common Stock shall share equally on a per-share basis with the holders of Common Stock.

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TALLAHASSEE, FLORIDA

- (d) Preemptive Rights. No holders of Redeemable Common Stock shall have any preemptive rights to subscribe for shares, obligations, warrants or other securities of the Corporation of any other class, whether now or hereafter authorized.
- (e) Redemption. The Corporation may, at any time and from time to time, by vote of the Board of Directors of the Corporation, call for redemption and redeem all or any part of the Redeemable Common Stock at a value equal to the full value of such shares. No share of Redeemable Common Stock shall, upon its redemption by the Corporation, be reissued.

2. Common Stock:

Except as otherwise required by law, each holder of Common Stock shall be entitled to one vote for each share of such Common Stock standing in his name on the books of the Corporation, and shall be entitled to such dividends as may be declared by the Board of Directors out of funds lawfully available for payment thereof. Upon any liquidation, dissolution or winding up of the affairs of the Corporation, the holders of Common Stock shall be entitled to receive pro rata the remaining assets of the Corporation after all claimants or creditors have been paid in full the sums to which they are entitled or provision for such payments have been made; provided, however, holders of Common Stock shall not be entitled to any distribution upon the redemption of the Redeemable Common Stock. Holders of Common Stock shall not have any preemptive rights to subscribe for shares of any class of stock of the Corporation or for any warrants, indebtedness or other securities, whether now or hereafter authorized, that may be exchanged for or provide the right to purchase shares of stock in the Corporation.

3. Plan of Reclassification:

Upon the effective date of this Amendment, shares of authorized and outstanding shares of the Common Stock shall be subject to reclassification to Redeemable Common Stock as provided below, and any shares not so reclassified shall be classified as Common Stock as provided in the Plan of Reclassification attached as Exhibit "A" hereto.

The Corporation shall begin business with at least One Million Eight Hundred Thousand Dollars (\$1,800,000.00) in paid-in Common Stock. The amount of surplus with which the Corporation will begin business will be not less than One Million Eight Hundred Thousand Dollars (\$1,800,000.00) and the amount of undivided profits, not less than Six Hundred Thirty-Two Thousand Dollars

(\$632,000.00), all of which (Common Stock, surplus and undivided profits) shall be paid in cash."

The foregoing Amendment was adopted by the affirmative vote of a sufficient number of the single class of shareholders of the Corporation at a duly called special meeting of the shareholders on November 18, 1997, pursuant to Sections 607.1003 and 658.30, *Florida Statutes*, and approved and proposed by the Board of Directors of the Corporation at a duly called meeting of the Board of Directors on October 16, 1997, pursuant to Sections 607.1003 and 658.30, *Florida Statutes*.

WHEREUPON, at Englewood, Florida, this 18th day of November, 1997, the Corporation hereby certifies accordingly, under its corporate seal and the hands of its President and Secretary, so that, on the filing hereof, the Articles of Incorporation shall be deemed amended accordingly.

ENGLEWOOD BANK,
a Florida banking corporation

Attest:

Bonnie K. Klacek
Secretary
[CORPORATE SEAL]

By:

A. Ferold Davis
A. Ferold Davis, President

6075-001-438382.07

The foregoing amendment is hereby approved this

3rd day of December, 1997.

[Signature]
Comptroller of Florida and Head
of the Department of Banking
and Finance