

PO2000084056

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700293669897

07/19/18--01001--004 **61.25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
18 JUL 17 PM 12:23

JUL 18 2018

D CUSHING



FLORIDA OFFICE OF FINANCIAL REGULATION

www.FLOFR.com

DREW J. BREAKSPEAR
COMMISSIONER

July 17, 2018

VIA HAND DELIVERY

Ms. Diane Cushing
Administrator
Amendment Section
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Dear Ms. Cushing:

Please file the enclosed Amendment to the Articles of Incorporation for U.S. Century Bank, Miami, Florida, at your earliest convenience. The distribution of the certified copies should be as follows:

- (1) One copy to: The Florida Office of Financial Regulation
Division of Financial Institutions
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) Two copies to: Luis de la Aguilera
President and Chief Executive Officer
U.S. Century Bank
2301 N.W. 87th Avenue
Miami, Florida 33172

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
18 JUL 17 PM 12:23

Also enclosed is a check for \$61.25 representing the filing fee and certified copies fees.

If you have any questions, please do not hesitate to contact Jeremy A. Glover at Jeremy.Glover@FLOFR.com or at (850) 410-9535.

Sincerely,

Jeremy W. Smith
Director
Bureau of Bank Regulation

JWS/jag
Enclosures (3)

ARTICLES OF AMENDMENT
TO
CLASS E PARTIALLY CUMULATIVE PERPETUAL PREFERRED STOCK
OF U.S. CENTURY BANK

FILED
STATE
SECRETARY OF CORPORATIONS
JUL 17 PM 12:23

*Pursuant to Sections 607.1003 and 607.1006 of the
Business Corporation Act of the State of Florida
and
Section 658.23 of the Florida Financial Institutions Code*

U.S. Century Bank (the "Corporation"), a commercial bank organized and existing under the Florida Financial Institutions Code (the "Florida Code"), does hereby certify that, pursuant to authority conferred upon its Board of Directors by the Corporation's Amended and Restated Articles of Incorporation ("Articles of Incorporation"):

1. The Corporation's original Certificate of Designations for the Class E Partially Cumulative Perpetual Preferred Stock (the "Class E Preferred Stock") was filed with the Secretary of State of the State of Florida on June 29, 2016 (the "Certificate of Designations").

2. The Corporation filed Articles of Amendment to the Certificate of Designations for the Class E Preferred on May 2, 2018;

3. The Board of Directors of the Corporation (the "Board"), at a meeting duly held, in accordance with Florida Code Section 658.23 and Section 607.1003 of the Florida Business Corporation Act (the "BCA" and collectively with the Florida Code, the "Florida Statutes"), adopted the resolution set forth below proposing and declaring advisable the following amendment to the Certificate of Designations of the Class E Preferred Stock of the Corporation (the "Amendment"):

NOW, THEREFORE, BE IT RESOLVED, that, pursuant to Florida Statutes Sections 658.23, 607.1003 and 607.1006, Section 4 of the Certificate of Designations governing the Class E Preferred Stock be and hereby is amended include a new subsection (e) thereto to read in its entirety as follows:

(e) Notwithstanding anything to the contrary herein, in addition to the dividends that may be declared and paid to each share of Class E Preferred Stock pursuant to the provisions of Section 4(a) hereof, dividends may be declared and paid on the shares of Class E Preferred Stock from funds lawfully available therefor if, as and when determined by the Board of Directors in its sole discretion, subject to applicable provisions of Federal and Florida law and of this

Certificate of Designations, as may be amended from time to time, and subject to the relative rights and preferences of any shares of Preferred Stock, as such term is defined in the Articles of Incorporation, authorized, issued and outstanding under the Articles of Incorporation. Dividends declared and paid pursuant to this Section 4(e) may be declared and paid at any time, without reference to any Dividend Payment Date, to holders of record on such date not exceeding 30 days preceding the payment date thereof as shall be fixed by the Board of Directors.

4. No approval of the holders of Voting Common Stock or the Non-Voting Common Stock (as such terms are defined in the Articles of Incorporation) is required under the terms of the Articles of Incorporation since the matter of the Amendment relates solely to the terms of the Class E Preferred Stock. No approval of the holders of the Class C Non-Voting, Non-cumulative Perpetual Preferred Stock (the "Class C Preferred Stock") and the Class D Non-Voting, Non-Cumulative, Perpetual Preferred Stock (the "Class D Preferred Stock"), is required because such securities are not Parity Securities (as such term is defined in the Articles of Incorporation) and the amendment does not significantly and adversely affect the rights, preferences or terms of the Class C Preferred Stock or the Class D Preferred Stock. No approval of the holders of the Class E Preferred Stock is required because the Amendment does not significantly and adversely affect the rights, preferences or terms of the Class E Preferred Stock.

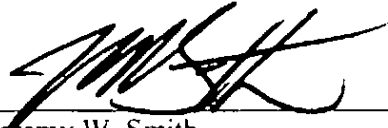
5. The Amendment was duly adopted in accordance with the applicable provisions of Florida Statutes Sections 658.23, 607.1003 and 607.1006.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to the Certificate of Designations to be signed by its duly authorized officer this 21st day of May, 2018.


U.S. CENTURY BANK

By: _____
Name: Jalal Shehadch
Title: Secretary of the Board of Directors

Approved by the Florida Office of Financial Regulation this 17 day of July 2018.



Jeremy W. Smith
Director
Division of Financial Institutions
Florida Office of Financial Regulation