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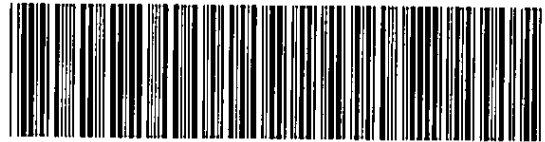
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TALLAHASSEE, FL

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JUN 16 2021

D CUSHING



Commissioner Russell C. Weigel, III

June 16, 2021

VIA INTEROFFICE MAIL

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, Doral, Florida, at your earliest convenience. The distribution of the certified copies should be as follows:

- (1) One copy to: Office of Financial Regulation
Attn: Jeremy W. Smith
200 East Gaines Street
Tallahassee, FL 32399-0370
- (2) Remaining copies to: Jalal "Jay" Shehadeh, Esq.
Senior Vice President and General Counsel
U.S. Century Bank
2301 Northwest 87th Avenue
Doral, Florida 33172

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Enclosed is check No.100010834, totaling \$61.25 payable to the Department of Corporations. The check represents payment for the filing fee and two certified copy for the attached Amendment to the Articles of Incorporation. If you have any questions, please do not hesitate to contact Kim McGill at Kim.McGill@flofr.gov or at 850-410-9524.

Sincerely,

Ms. Terry L. Hughes
Bureau Chief
Bureau of Bank Regulation

**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF U.S. CENTURY BANK**

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TALLAHASSEE, FL

*Pursuant to Sections 607.1002, 607.1006 and 607.10025 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 the authority conferred upon its Board of Directors (the "Board") by the Corporation's Amended and Restated Articles of Incorporation, as amended (the "Articles of Incorporation"), and Sections 607.1002 and 607.10025 of the Florida Business Corporation Act (the "BCA" and together with the Florida Code, the "Florida Statutes"):

1. The Corporation's original Articles of Incorporation were filed with the Secretary of State of the State of Florida (the "Florida Department of State") on August 1, 2002. The Corporation filed amendments to the Articles of Incorporation with the Florida Department of State on May 15, 2006, July 7, 2009, August 6, 2009, March 12, 2015, June 29, 2016, May 2, 2018, July 17, 2018, and February 11, 2021.

2. The Board, via a unanimous action by written consent dated June 7, 2021, acting in accordance with the provisions of Section 658.23, 607.1002, 607.0821 and 607.10025 of the Florida Statutes, adopted the resolutions set forth below to amend the Articles of Incorporation (the "Amendment"):

RESOLVED, that the first paragraph of Article III of the Articles of Incorporation be deleted in its entirety and replaced with the following:

The aggregate number of shares of all classes of capital stock which the Corporation shall have authority to issue is 43,600,000, consisting of (i) 28,000,000 shares of common stock, par value \$1.00 per share (the "Common Stock"), and (ii) 15,600,000 shares of preferred stock, par value \$1.00 per share, except as set forth below or any articles of amendment of any class or series of preferred stock (the "Preferred Stock").

RESOLVED, that the first paragraph under Subsection A of Article III of the Articles of Incorporation be deleted in its entirety and replaced with the following:

The Common Stock shall have no dividend preference and (i) 28,000,000

“Voting Common Stock”) and (ii) 8,000,000 shares of Class B Non-Voting Common Stock, par value \$1.00 per share (the “Non-Voting Common Stock”).

At 12:01 a.m. on the date that the Articles of Amendment to Amended and Restated Articles of Incorporation dated June 10, 2021 have been filed with the Florida Department of State (the “Effective Time”), each five (5) shares of Voting Common Stock issued and outstanding or held by the Corporation as treasury stock immediately prior to the Effective Time, shall, automatically and without any further action by the Corporation or the holder thereof, be combined and converted into one (1) share of Voting Common Stock, subject to the treatment of fractional share interests as described below (the “Reverse Stock Split”). No fractional shares of Voting Common Stock shall be issued to any holder in connection with the Reverse Stock Split; rather, fractional shares of Voting Common Stock created as a result of the Reverse Stock Split shall be rounded up to the next whole number such that, in lieu of fractional shares, each shareholder who would have otherwise been entitled to receive a fractional share of Voting Common Stock shall instead receive one (1) whole share of Voting Common Stock as a result of the Reverse Stock Split. Each certificate that immediately prior to the Effective Time represented shares of Voting Common Stock (“Old Certificates”) shall thereafter represent that number of shares of Voting Common Stock into which the shares of Voting Common Stock represented by the Old Certificate shall have been combined, subject to the treatment of fractional shares as described above.

3. The Amendment was duly adopted by the Board in accordance with the applicable provisions of Sections 658.23, 607.1002, 607.0821 and 607.10025 of the Florida Statutes. Pursuant to Section 607.10025(2) of the Florida Statutes, shareholder approval of the Amendment was not required.

4. The Amendment does not adversely affect the rights or preferences of the holders outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the division or combination exceeding the percentage of authorized shares that were unissued before the division or combination.

5. These Articles of Amendment shall become effective as of at 12:01 a.m. on the date of filing with the Florida Department of State.

[Remainder of page left blank intentionally]

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to the Articles of Incorporation to be signed by its duly authorized officer this 10th day of June, 2021.

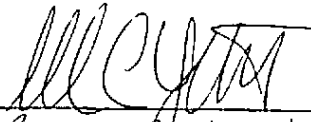
U.S. CENTURY BANK

By: 

Name: Jalal "Jay" Shehadeh

Title: SVP, General Counsel and Secretary
of the Board of Directors

APPROVED by the Office of Financial Regulation this 16th day of June, 2021.

By: 
Name: Russell C. Weigel, III
Title: Commissioner