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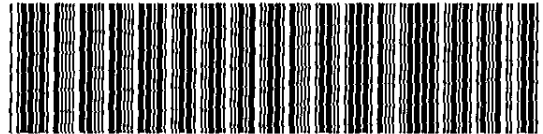
(Business Entity Name)

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Amend

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STATE
OFFICE OF THE CLERK
TALLAHASSEE, FLORIDA

AKR
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CT CORPORATION

February 10, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5785204 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

FNB RE Services, Inc. (FL)
Amendment
Florida

*Today's date
please! Thank you,
M.S.*

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at
(850) 222-1092. Thank you very much for your help.

Sincerely,

Melanie S Strickland
Fulfillment Specialist
Melanie_Strickland@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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03 FEB 10 PM 4:32

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FNB RE SERVICES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P03000000465

Pursuant to the provisions of Sections 607.1006 and 607.0602 of the Florida Business Corporations Act (the "FBCA"), FNB RE Services, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Florida, submits these Articles of Amendment for the purpose of establishing and designating a class of shares and fixing and determining the preferences, limitations and relative rights thereof.

1. The name of the corporation is "FNB RE SERVICES, INC."
2. The Articles of Incorporation of the Corporation, as filed with the Florida Department of State on January 2, 2003, authorize the issuance of 2,500 Shares of preferred stock, par value \$.01 per Share ("Preferred Stock"), and further authorize the Board of Directors of the Corporation (the "Board of Directors"), by resolution or resolutions, at any time and from time to time, to divide and establish any or all of the unissued Shares of Preferred Stock not then allocated to any series of Preferred Stock into one or more series, and without limiting the generality of the foregoing, to fix and determine the designation of each such series, the number of Shares, as defined below, which shall constitute such series and such voting powers, and such preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof of the Shares of each class or series so established.

The following resolution authorizing the creation and issuance of a series of said Preferred Stock to be known as "Preferred Stock, Series 2003-1" was duly adopted by the Board of Directors and approved by the Corporation's sole shareholder, FNB Property Holdings, Inc., on the 2nd day of January, 2003, in accordance with Section 607.0602 of the FBCA and Section 7.02 of the Corporation's Articles of Incorporation:

RESOLVED, that pursuant to the authority expressly granted by Section 7.02 of the Corporation's Articles of Incorporation, the Board hereby establishes and authorizes the issuance of 1,200 Shares of \$.01 par value Preferred Stock, Series 2003-1, which shall have the following designation, powers, preferences and relative, participating, optional and other special rights, qualifications, limitations and restrictions:

1.0 Distinctive Designation. The distinctive designation of this series of Preferred Stock is:

"FNB RE Services, Inc. Preferred Stock, Series 2003-1" (herein sometimes called this "Series" or "Series 2003-1 Preferred Stock")

2.0 Number of Shares. The Series 2003-1 Preferred Stock shall consist of 1,200 Shares of \$.01 par value Preferred Stock, which shall have a stated value of \$50.00 per Share (the "Stated Value").

3.0 Dividends. Holders of Shares of this Series shall have the following dividend rights:

(A) The rate of dividends which shall be payable upon this Series when, as, and if declared by the Corporation's Board of Directors shall be 5½% annually on the stated value, and no more, which dividends shall be payable once each year on the 15th day of December, or if such day is not a business day, on the next business day. In the event Shares of this Series 2003-1 Preferred Stock are issued between dividend dates, the amount of the first dividend shall be computed at the annual rate of 5½% for the actual number of days outstanding divided by 365. Such dividends shall be non-cumulative and discretionary, and may be paid in cash, property, or capital stock or other securities or indebtedness of the Corporation or any other issuer, as may be determined by the Corporation's Board of Directors. All dividends payable upon this Series shall be declared and paid in full before any sum or sums shall be declared, restricted, set apart, segregated, reserved, or applied to or paid with respect to the purchase, redemption, retirement or sinking fund payment to or for, or as dividends or distributions upon or in respect of, any other class or series of the Corporation's Common Stock or Preferred Stock (collectively, the "Shares"). All other classes or series of Shares shall be junior and inferior to the payment of dividends upon this Series, and to distribution of assets upon the voluntary or involuntary liquidation (including, without limit, an involuntary reorganization in bankruptcy), dissolution or winding-up of the Corporation.

(B) After full dividends of 5½% annually have been declared, and paid or set aside in trust for the benefit of holders of outstanding Shares of this Series, the holders of this Series shall not be entitled to any other dividends or any further participation in the Corporation's net income or earnings and profits except as otherwise expressly provided herein.

(C) Dividends on Shares of this Series shall be payable only out of funds legally available therefor.

(D) In the event dividends are not declared, such dividends shall not cumulate. No cumulative dividend rights are hereby granted, and dividends upon Shares of this Series are and shall be non-cumulative.

4.0 Redemption or Call by the Corporation.

(A) The Corporation may, at its option and in the discretion of its Board of Directors, redeem this Series in whole at any time on or after January 2, 2005; *provided, however*, no Shares of this Series may be redeemed unless full dividends on all the outstanding Shares of this Series, through the date of the

proposed redemption, have been paid, or declared and set aside in trust for the benefit of holders of outstanding Shares. The redemption price per Share (the "Redemption Price") shall be this Series' stated value of \$50.00 per Share.

The Redemption Price shall also include an amount equal to all dividends accrued or in arrears on the Shares to be redeemed to the date fixed by the Corporation's Board of Directors for such redemption (the "Redemption Date").

(B) Notice of the Corporation's intent to redeem any and all Shares of this Series shall be mailed at least 30 but no more than 60 days before the Redemption Date to each holder of record of Shares of this Series. Such notice shall specify the estimated Redemption Price, the Redemption Date, the manner for surrendering Shares of the Series to be redeemed, and such other information as the Board of Directors may determine is desirable or expedient. From and after the Redemption Date (unless the Corporation shall have failed to pay the Redemption Price), all dividends upon the Series 2003-1 Preferred Stock shall cease to accrue. Failure to mail a notice of redemption to one or more holders of Shares of this Series shall not affect the validity of the redemption as to any other holders to which such notice was mailed. If the redemption of such Shares of this Series does not occur in the amount and on the date specified in such notice, then all rights of such holders of Shares of this Series shall be reinstated, without any liability to the Corporation on account of failure to pay the Redemption Price.

(C) At any time after notice of a redemption by the Corporation has been mailed, the Corporation may irrevocably deposit the aggregate Redemption Price with any bank or trust company named in the notice, payable in the amounts aforesaid to the respective orders of the record holders of the Shares to be redeemed. On and after the date of such deposit, such Shares shall no longer be outstanding and the holders of Shares with respect to which the deposit is made shall have no further rights as holders of such Shares, as to dividends, voting rights or otherwise, nor shall they have any interest in or claim against the Corporation with respect to such Shares, except to receive their share of the funds so deposited, without interest, on the Redemption Date. Any funds so deposited by the Corporation which are unclaimed after six years from such Redemption Date shall be released or repaid to the Corporation upon its request, after which the holders of the Shares so called for redemption may look only to the Corporation for payment thereof without interest.

(D) Except as otherwise required by law, Shares of this Series redeemed or otherwise purchased or acquired by the Corporation shall no longer be outstanding, and may, in the sole discretion of the Corporation's Board of Directors, be retired, held as treasury stock, returned to authorized but unissued

Preferred Stock of this or another series, and resold or reissued as Shares of this Series or another series of Preferred Stock at such prices and for such consideration, as may be determined by the Board of Directors by resolution or resolutions from time to time adopted.

(E) At any time upon or after a Holder's death or termination of employment from the Corporation or any Corporation affiliate, the Corporation shall have the right, exercisable in its discretion, to call the Holder's Shares at a purchase price in cash equal to the Shares' Stated Value, *plus* an amount equal to all dividends accrued or in arrears on the Shares on the date of such call notice; *provided, however*, any exercise by the Corporation of the call right in this Section 4.0(E) shall be void and of no force and effect if the exercise thereof shall cause the Corporation to lose its status as a real estate investment trust under the Internal Revenue Code of 1986, as amended.

5.0 No Redemption by Holders, etc. Holders of Shares of this Series shall have no redemption rights or any rights to put or call any Shares or any rights therein. Shares of this Series are redeemable by the Corporation in its sole discretion.

6.0 Rights upon Involuntary Liquidation. The amount of preferential or other payments to which Shares of this Series are entitled upon involuntary liquidation (including, without limit, an involuntary reorganization in bankruptcy), dissolution or winding-up of the Corporation, are as follows:

(A) The Shares of this Series shall not be inferior to any Shares of any other class or series of Shares, and shall be preferred over all other classes or series of Shares as to assets, and, in the event of any such involuntary liquidation, dissolution or winding-up of the Corporation, the holders of record of Shares of this Series shall be entitled to receive, out of the assets of the Corporation available for distribution to its Shareholders (whether from capital, surplus or otherwise), for each Share of this Series, an amount equal to \$50.00, in cash or property, together with all dividends on such Shares accrued and in arrears, before any distribution of assets shall be made to the holders of Common Stock or any other junior Shares of the Corporation. Upon such payment, the holders of this Series shall not be entitled to any other or further distribution. If, upon any such involuntary liquidation, dissolution, or winding-up of the Corporation, the assets distributable among the holders of this Series and any other series or class of Shares not junior to this Series shall be insufficient to permit the payment in full to the holders of the preferential amounts aforesaid, then the entire assets of the Corporation available for distribution shall be distributed ratably among the holders of this Series and of any such other series or class of Shares according to the amounts which they respectively would be entitled to receive if such assets were sufficient to permit the payment in full of said basic

amounts. A consolidation or merger of the Corporation with or into any other corporation shall not be deemed to constitute a liquidation, dissolution or winding-up of the Corporation within the meaning of this Section.

7.0 Rights upon Voluntary Liquidation. The amount of preferential or other payments to which Shares of this Series shall be entitled upon the voluntary liquidation, dissolution or winding-up of the Corporation, are as follows:

(A) The Shares of this Series shall not be inferior to any Shares of any other classes or series, and shall be preferred over all other classes or series of Shares as to assets, and, in the event of any such voluntary liquidation, dissolution or winding-up of the Corporation, the holders of this Series shall be entitled to receive, out of the assets of the Corporation available for distribution to its Shareholders (whether from capital, surplus or otherwise), for each Share of this Series an amount equal to the then effective Redemption Price specified herein, together with all dividends thereon accrued and in arrears, before any distribution of the assets shall be made to the holders of Common Stock or any other junior Shares. Upon such payment in full, the holders of this Series shall not be entitled to any other or further distribution. If, upon any such liquidation, dissolution, or winding-up of the Corporation, the assets distributable among the holders of this Series and any other series or class of Shares not junior to this Series shall be insufficient to permit the payment in full to the holders hereof of the preferential amounts aforesaid, then the entire assets of the Corporation available for distribution to the holders of this and such other series or class of Shares shall be distributed ratably among the holders of this Series and any such other series or class of Shares according to the amounts which they respectively would be entitled to receive if such assets were sufficient to permit the payment in full of said basic amounts. A consolidation or merger of the Corporation with or into any other corporation shall not be deemed to constitute a liquidation, dissolution or winding-up of the Corporation within the meaning of this Section.

8.0 Voting Rights. Holders of Shares of this Series shall have no voting rights, except and to the extent expressly provided in this Section 8.0. The holder of record of Shares of this Series shall be entitled to one vote for each Share of Series 2003-1 Preferred Stock held of record solely with respect to the following matters: (i) any change in any of the rights or preferences of this Series; (ii) authorization or issuance of any class or series of Shares with rights senior to, or in parity with, this Series; (iii) voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation, or sale or lease of all or substantially all of its assets; (iv) payment of dividends upon, any redemptions, retirements or distributions by the Corporation upon or in respect of, Shares of any other class or series of the Corporation's Common or Preferred Stock, while dividends on this Series are in arrears; or (v) any other action, including, without limit, the amendment, alteration or repeal

of any of the provisions of the Corporation's Articles of Incorporation or this Resolution so as to affect adversely the preferences, rights, powers or options of holders of this Series shall not be made without first obtaining the affirmative vote of a majority of the total outstanding Shares of this Series voting separately as one class.

9.0 Miscellaneous.

(A) Nothing herein contained shall prevent the Corporation's Board of Directors from creating, authorizing or issuing at any time any other series or classes of Corporation Preferred Stock or other Shares ranking junior in all respects to the Shares of this Series in accordance with the provisions of Article Seven of the Corporation's Articles of Incorporation.

(B) Any notice required hereunder shall be deemed delivered when sent to the holder of record of Shares of this Series at its address shown in the Corporation's records, by first class United States mail, postage prepaid, and if sent to an address outside the United States of America, by United States air mail.

(C) To the extent required, appropriate written restrictions on the transfer of Shares of Series 2003-1 shall be imposed by the Corporation's Board of Directors to insure compliance with applicable federal and state securities laws, or any other restrictions imposed by the corporation, including without limitation, those restrictions necessary to obtain and preserve the Corporation's status as a real estate investment trust under the Internal Revenue Code of 1986, as amended.

(D) The Corporation shall deduct from all dividends and other payments on or in respect of Shares of this Series all amounts which are required by law to be withheld for any purpose, including, but not limited to, United States' federal income tax withholding.

(E) No holder of Shares of this Series shall have any preemptive rights to purchase Shares of this Series or any other class or series of Shares.

The number of Shares of Series 2003-1 Preferred Stock issuable to the authority of the foregoing resolution and of this Amendment is 1,200 Shares. The Corporation's Articles of Incorporation authorize the Corporation to issue in the aggregate 2,500 Shares of Preferred Stock.


3. This Amendment was duly adopted by the Board of Directors of the Corporation and approved by its sole shareholder, FNB Property Holdings, Inc., a Delaware corporation, on January 2, 2003.

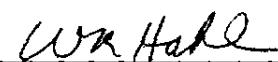
4. This Amendment shall be effective when these Articles of Amendment are filed with the Florida Department of State.

[Signatures on following page.]

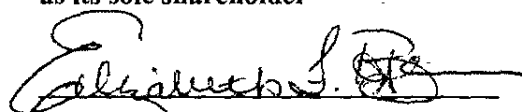
IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of Directors of FNB RE Services, Inc. and its sole shareholder, have authorized and caused these Articles of Amendment to be executed as of this 2nd day of January, 2003.

**FNB RE SERVICES, INC.
BOARD OF DIRECTORS**


Dennis S. Hudson, III


William R. Hahl

**FNB PROPERTY HOLDINGS, INC.
as its sole shareholder**


Elizabeth F. Bothner
Vice President