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T. BROWN

Amend

Adams and Reese LLP
Requester's Name
2457 Oak Drive
Address
Tallahassee FL 878-2411
City/State/Zip Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Floridian Community Holdings, Inc. PO3060065855
(Corporation Name) (Document #)
2. _____
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(Corporation Name) (Document #)
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NEW FILINGS

- ☐ Profit
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☐ Domestication
☐ Other

AMENDMENTS

- ☒ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

**ARTICLE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
FLORIDIAN COMMUNITY HOLDINGS, INC.**

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DIVISION OF CORPORATIONS
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Pursuant to the provisions of Section 607.1006, *Florida Statutes*, Floridian Community Holdings, Inc. ("Corporation"), hereby adopts the following Article of Amendment to the Corporation's Articles of Incorporation dated June 12, 2003, as amended.

Article III of the Corporation's Articles of Incorporation is hereby amended and replaced in its entirety to read:

ARTICLE III

General. The total number of shares authorized to be issued by the Corporation shall be 15,000,000. Such shares shall be divided into the following classes:

A. Common Stock. One class shall consist of 9,000,000 shares of common stock of \$0.01 par value, designated "Common Stock."

B. Nonvoting Common Stock. One class shall consist of 5,000,000 shares of nonvoting common stock of \$0.01 par value, designated "Nonvoting Common Stock."

C. Preferred Stock. One class shall consist of 1,000,000 shares of preferred stock of par value \$0.01, designated "Preferred Stock."

Common Stock and Nonvoting Common Stock. Except as set forth herein, the Common Stock and Nonvoting Common Stock shall have the same rights and privileges, share ratably in all assets of the Corporation upon its liquidation, dissolution, or winding-up, shall be entitled to receive dividends in the same amount per share and at the same time when, as, and if declared by the Corporation's Board of Directors, and be identical in all other respects as to all other matters, except voting.

Except as may be otherwise required by law, each holder of Common Stock shall have one vote in respect of each share of Common Stock held of record on all matters voted upon by the shareholders, including the election of directors. The Common Stock is not entitled to cumulative voting rights with respect to the election of directors.

The holders of Nonvoting Common Stock shall have no voting rights except as required by the Florida Business Corporation Act. Where shares of Nonvoting Common Stock are entitled to vote, each holder of Nonvoting

Common Stock shall have one vote in respect of each share of Nonvoting Common Stock held of record, solely on matters as to which such shares are entitled to vote and subject to the rights and limitations specified by the Florida Business Corporation Act.

In the event of any stock split, combination, or other reclassification of shares of either the Common Stock or the Nonvoting Common Stock, the outstanding shares of the other class shall be proportionally split, combined, or reclassified in a similar manner; provided, however, that in any such transaction, holders of Common Stock shall receive only shares of Common Stock in respect of their shares of Common Stock and holders of Nonvoting Common Stock shall receive only shares of Nonvoting Common Stock in respect of their shares of Nonvoting Common Stock.

Preferred Stock. The Board of Directors of the Corporation shall be empowered to divide any and all shares of the Preferred Stock into series and to fix and determine the relative rights and preferences of the shares of any series so established in accordance with Section 607.0602 of the Florida Business Corporation Act, including:

- (i) the distinctive designation of such series, and the number of shares which shall constitute such series;
- (ii) the annual rate of dividends payable on shares of such series, whether dividends shall be cumulative or non-cumulative, and conditions upon which and the date when such dividends shall be accumulated on all shares of such series issued prior to the record date for the first dividend of such series;
- (iii) the time or times when and the price or prices at which shares of such series shall be redeemable at the option of the holder or of the Corporation and the sinking fund provisions, if any, for the purchase or redemption of such shares;
- (iv) the amount payable on shares of such series in the event of any liquidation, dissolution, or winding up of the affairs of the Corporation, whether all or a portion is paid before any amount is paid on the common stock;
- (v) the rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of common stock or shares of any other series of preferred stock and the terms and conditions of such conversion or exchange; and
- (vi) whether the shares of such series have voting rights and the extent of such voting rights, if any.

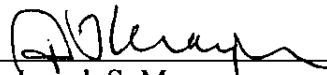
The Board of Directors shall have the power to reclassify any unissued shares of any series of preferred stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption, including but not limited to, but subject to the limitations described in, the above provisions.

The remainder of the Articles of Incorporation shall remain unchanged.

In accordance with Section 607.1003, the foregoing Article of Amendment was approved by the Corporation's Board of Directors at a meeting held on March 26, 2013, and was subsequently adopted by the Corporation's shareholders by receiving the requisite vote at the Annual Meeting of Shareholders held on May 14, 2013.

IN WITNESS WHEREOF, the undersigned officer of the Corporation executed this Article of Amendment on this 14th day of May, 2013.

FLORIDIAN COMMUNITY HOLDINGS, INC.

By: 
Joseph S. Marzouca
Chief Executive Officer