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June 25, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

HOMEBANCORP, INC.
101 EAST KENNEDY BLVD
SUITE 4100
TAMPA, FL 33602

SUBJECT: HOMEBANCORP, INC.
REF: P04000085079

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please entitle your document Articles of Amendment.

The date of adoption of each amendment must be included in the document.

The document must have a statement that the amendment was duly adopted by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Teresa Brown
Regulatory Specialist II

FAX Aud. #: H13000143365
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
TO THE FOURTH AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
HOMEBANCORP, INC.
PRESCRIBING THE RIGHTS AND LIMITATIONS
OF
SERIES B NON-CUMULATIVE PERPETUAL PREFERRED STOCK
OF
HOMEBANCORP, INC.

PURSUANT TO SECTION 607.0602 OF THE
FLORIDA BUSINESS CORPORATION ACT

Homebancorp, Inc., a corporation organized and existing under the laws of the State of Florida, does hereby certify:

The Board of Directors or an applicable committee of the Board of Directors, in accordance with the Articles of Incorporation and the bylaws of the Company, duly adopted the following resolution on April 9, 2013 creating a series of preferred stock. The amendment was adopted by the Board of Directors without shareholder action, and shareholder action was not required.

1. Designation; Number of Shares. There is hereby created out of the authorized and unissued shares of preferred stock of the Company a series of preferred stock designated as the "Series B Non-Cumulative Perpetual Preferred Stock" (the "Series B Preferred Stock"). The number of shares constituting such series shall be not more than 20,000. Each share of Series B Preferred Stock is identical in all respects to every other share of Series B Preferred Stock.

2. Definitions.

(a) "Affiliate" has the meaning set forth in 12 C.F.R. §225.2(a) or any successor provision.

(b) "Articles of Incorporation" means the Articles of Incorporation of the Company, as amended and in effect from time and time.

(c) "Board of Directors" means the board of directors of the Company.

(d) A "Business Day" means any day other than a Saturday or a Sunday or a day on which banks are authorized or required by law, executive order or regulation to close in the state of Florida.

(e) "Certificate" means a certificate representing one (1) or more shares of Series B Preferred Stock.

- (f) "Capital Stock" the meaning set forth in Section 3(d).
- (g) "Common Stock" means the voting common stock of the Company, par value \$0.01 per share.
- (h) "Company" means HomeBancorp, Inc., a Florida corporation.
- (i) "Dividend Payment Date" has the meaning set forth in Section 3(a).
- (j) "Dividend Period" has the meaning set forth in Section 3(a).
- (k) "Initial Holder" means a holder that purchases the Series B Preferred Stock directly from the Company.
- (l) "Issuance Date" means, with respect to any offering of shares of Series B Preferred Stock, the date on which such shares of Series B Preferred Stock are issued by the Company to an Initial Holder.
- (m) "Junior Stock" means the Common Stock and any other class or series of stock of the Company hereafter authorized over which Series B Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of the Company.
- (n) "Liquidation Distribution" has the meaning set forth in Section 4(b).
- (o) "Liquidation Preference" means, as to the Series B Preferred Stock, \$1,000 per share (as adjusted for any split, subdivision, combination, consolidation, recapitalization or similar event with respect to the Series B Preferred Stock).
- (p) "Parity Stock" means any other class or series of stock of the Company that ranks on a par with Series B Preferred Stock in the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of the Company, including but not limited to, the Series A Preferred Stock.
- (q) "Person" means an individual, corporation, partnership, limited liability company, trust, business trust, association, joint stock company, joint venture, sole proprietorship, unincorporated organization, or any other form of entity not specifically listed herein.
- (r) "Preferred Director" has the meaning set forth in Section 8(a).
- (s) "Series A Preferred Stock" means the series of preferred stock of the Company designated as the "Senior Non-cumulative Perpetual Preferred Stock, Series A."
- (t) "Series B Preferred Stock" has the meaning set forth in Section 1(a).

3. Dividends.

(a) Rate. Holders of Series B Preferred Stock shall be entitled to receive, if, as and when declared by the Board of Directors of the Company or any duly authorized committee of the Board of Directors of the Company, but only out of assets legally available therefor, non-cumulative cash dividends equal to an annual rate of nine percent multiplied by the Liquidation Preference, and no more, payable quarterly in arrears on each January 1, April 1, July 1 and October 1; provided, if any such day is not a Business Day, then payment of any dividend otherwise payable on that date will be made on the next succeeding day that is a Business Day (without any interest or other payment in respect of such delay) (each such day on which dividends are payable a "Dividend Payment Date"). The period from and including the date of issuance of the Series B Preferred Stock or any Dividend Payment Date to but excluding the next Dividend Payment Date is a "Dividend Period." The record date for payment of dividends on the Series B Preferred Stock shall be the day that is ten Business Days prior to the Dividend Payment Date.

(b) Non-Cumulative Dividends. Dividends on shares of Series B Preferred Stock shall be non-cumulative. To the extent that any dividends payable on the shares of Series B Preferred Stock on any Dividend Payment Date are not declared and paid, in full or otherwise, on such Dividend Payment Date, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable and the Company shall have no obligation to pay, and the holders of Series B Preferred Stock shall have no right to receive, dividends accrued for such Dividend Period after the Dividend Payment Date for such Dividend Period or interest with respect to such dividends, whether or not dividends are declared for any subsequent Dividend Period with respect to Series B Preferred Stock, Parity Stock, Junior Stock or any other class or series of authorized preferred stock of the Company.

(c) Priority of Dividends. Subject to applicable law and the following sentence, so long as any share of Series B Preferred Stock remains outstanding, the Company may declare and pay dividends on the Common Stock, any other shares of Junior Stock, or Parity Stock, in each case only if full dividends on all outstanding shares of Series B Preferred Stock for the most recently completed Dividend Period have been or are contemporaneously declared and paid. If a dividend is not declared and paid in full on the Series B Preferred Stock in respect of any Dividend Period, then from the last day of such Dividend Period until the last day of the Dividend Period immediately following it, no dividend or distribution shall be declared or paid on the Common Stock or any other shares of Junior Stock (other than dividends payable solely in shares of Common Stock) or Parity Stock; provided, however, that in any such Dividend Period in which a dividend is declared and paid on the Series B Preferred Stock, dividends may be paid on Parity Stock to the extent necessary to avoid any material breach of a covenant by which the Issuer is bound.

(d) Restrictions on Redemption and Repurchase. Subject to applicable law and the following sentence, so long as any share of Series B Preferred Stock remains outstanding, the Company may repurchase or redeem any shares of Capital Stock (as defined below), in each case only if dividends on all outstanding shares of Series B Preferred Stock for the most recently completed Dividend Period have been or are contemporaneously declared and paid (or have been declared and a sum sufficient for the payment thereof has been set aside for the benefit of the holders of shares of Series B Preferred Stock on the applicable record date). If a dividend is not declared and paid on the Series B Preferred Stock in respect of any Dividend

Period, then from the last day of such Dividend Period until the last day of the Dividend Period immediately following it, neither the Company nor any subsidiary of the Company shall redeem, purchase or acquire any shares of Junior Stock, Parity Stock or other capital stock or other equity securities of any kind of the Company or any subsidiary of the Company ("Capital Stock"), other than (i) redemptions, purchases, repurchases or other acquisitions of the Series B Preferred Stock and (ii) repurchases of Junior Stock in connection with the administration of any employee benefit plan in the ordinary course of business and consistent with past practice, (iii) the acquisition by the Company or any of the subsidiaries of the Company of record ownership in Junior Stock or Parity Stock for the beneficial ownership of any other persons (other than the Company or any other subsidiary of the Company), including as trustees or custodians, (iv) the exchange or conversion of Junior Stock for or into other Junior Stock or of Parity Stock for or into other Parity Stock (with the same or lesser aggregate liquidation amount) or Junior Stock, in each case set forth in this clause (iv), solely to the extent required pursuant to binding contractual agreements entered into prior to the Issuance Date or any subsequent agreement for the accelerated exercise, settlement or exchange thereof for Common Stock, (v) redemptions of securities held by the Company or any wholly-owned subsidiary of the Company or (vi) redemptions, purchases or other acquisitions of capital stock or other equity securities of any kind of any subsidiary of the Company required pursuant to binding contractual agreements entered into prior to the Issuance Date.

4. Liquidation.

(a) Rank. The Series B Preferred Stock will, with respect to rights upon liquidation, winding up and dissolution, rank (i) senior in right of payment to all Junior Stock; (ii) subordinate and junior in right of payment to all other securities of the Company which, by their respective terms, are senior to the Series B Preferred Stock, and (iii) *pari passu* with all Parity Stock.

(b) Liquidation Distributions. In the event of any liquidation, dissolution or winding up of the affairs of the Company, whether voluntary or involuntary, holders of Series B Preferred Stock will be entitled to receive for each share of Series B Preferred Stock, out of the assets of the Company or proceeds thereof (whether capital or surplus) available for distribution to stockholders of the Company, subject to the rights of any Persons to whom the Series B Preferred Stock is subordinate, a distribution ("Liquidation Distribution") equal to the amount of the Liquidation Preference per share, plus any authorized, declared and unpaid dividends, without accumulation of any undeclared dividends, to the date of liquidation. If the assets of the Company are not sufficient to pay in full the Liquidation Preference plus any authorized, declared and unpaid dividends to all holders of Series B Preferred Stock and all holders of any Parity Stock, the amounts paid to the holders of Series B Preferred Stock and to the holders of all Parity Stock shall be *pro rata* in accordance with the respective aggregate Liquidation Preferences plus any authorized, declared and unpaid dividends of Series B Preferred Stock and all such Parity Stock. If the Liquidation Preference plus any authorized, declared and unpaid dividends has been paid in full to all holders of Series B Preferred Stock and all holders of any Parity Stock, the holders of Junior Stock shall be entitled to receive all remaining assets of the Company according to their respective rights and preferences.

(c) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 4, the merger or consolidation of the Company with or into any other corporation or other entity, including a merger or consolidation in which the holders of Series B Preferred Stock receive cash, securities or other property for their shares, or the sale, lease or exchange (for cash, securities or property) of all or substantially all of the assets of the Company, will not constitute a liquidation, dissolution or winding up of the Company.

5. Redemption.

(a) Optional Redemption. The Company may redeem in whole or in part the shares of Series B Preferred Stock at any time on or after the fifth anniversary of the Issuance Date upon notice given as provided in Section 5(b) below. The redemption price for shares of Series B Preferred Stock shall be, if the redemption occurs on or after the (i) fifth anniversary of, but prior to the sixth anniversary of, the Issuance Date, 104% of the Liquidation Preference plus dividends that have been declared but not paid for the then current Dividend Period, (ii) sixth anniversary of, but prior to the seventh anniversary of, the Issuance Date, 103% of the Liquidation Preference plus dividends that have been declared but not paid for the then current Dividend Period, (iii) seventh anniversary of, but prior to the eighth anniversary of, the Issuance Date, 102% of the Liquidation Preference plus dividends that have been declared but not paid for the then current Dividend Period, (iv) eighth anniversary of, but prior to the ninth anniversary of, the Issuance Date, 101% of the Liquidation Preference plus dividends that have been declared but not paid for the then current Dividend Period, and (v) ninth anniversary of the Issuance Date, the Liquidation Preference plus dividends that have been declared but not paid for the then current Dividend Period.

(b) Notice of Redemption. Notice of every redemption of shares of Series B Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Company. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 5(b) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Series B Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Series B Preferred Stock. Each notice shall state (i) the redemption date; (ii) the number of shares of Series B Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed by such holder; (iii) the redemption price; (iv) the place or places where the certificates for such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date.

(c) Partial Redemption. In case of any redemption of only part of the shares of Series B Preferred Stock at the time outstanding, the shares of Series B Preferred Stock to be redeemed shall be selected *pro rata* from the holders of record of Series B Preferred Stock in proportion to the number of Series B Preferred Stock held by such holders. Subject to the provisions of this Section 5, the Board of Directors of the Company or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms

and conditions upon which shares of Series B Preferred Stock shall be redeemed from time to time.

(d) No Sinking Fund. The Series B Preferred Stock will not be subject to any mandatory redemption, sinking fund or other similar provisions. Holders of Series B Preferred Stock will have no right to require redemption or repurchase of any shares of Series B Preferred Stock

6. No Conversion Right. Holders of Series B Preferred Stock shares shall have no right to exchange or convert such shares into any other securities.

7. Maturity. The Series B Preferred Stock shall be perpetual.

8. Voting Rights.

(a) Preferred Stock Directors. Whenever, at any time or times, dividends on the shares of Series B Preferred Stock have not been declared and paid in full within five (5) Business Days after each Dividend Payment Date for an aggregate of six (6) Dividend Periods or more, whether or not consecutive, the authorized number of directors of the Company shall automatically be increased by two and the holders of the Series B Preferred Stock, voting as a single class, shall have the right, but not the obligation, to elect two directors (hereinafter the "Preferred Directors" and each a "Preferred Director") to fill such newly created directorships at the Company's next annual meeting of stockholders (or, if the next annual meeting is not yet scheduled or is scheduled to occur more than thirty days later and if requested by one or more holders of the Series B Preferred Stock, the President of the Company shall promptly call a special meeting for that purpose) and at each subsequent annual meeting of stockholders until full dividends have been timely paid on the Series B Preferred Stock for at least four consecutive Dividend Periods, at which time such right shall terminate with respect to the Series B Preferred Stock, except as herein or by law expressly provided, subject to reversion in the event of each and every subsequent default of the character above mentioned; provided that it shall be a qualification for election for any Preferred Director that the election of such Preferred Director shall not cause the Company to violate any corporate governance requirements of any securities exchange or other trading facility on which securities of the Company may then be listed or traded that listed or traded companies must have a majority of independent directors. Upon any termination of the right of the holders of shares of Series B Preferred Stock to vote for directors as provided above, the Preferred Directors shall cease to be qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed at any time, with or without cause, and any vacancy created thereby may be filled, only by the affirmative vote of the holders a majority of the shares of Series B Preferred Stock at the time outstanding voting separately as a class. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the holders of a majority of the outstanding shares of Series B Preferred Stock, voting as a single class, may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

(b) Limited Voting as a Separate Class. Holders of Series B Preferred Stock shall vote as a separate class only as required by state law.

(c) Other Voting Rights. Except as set forth in Section 8(a) or 8(b) above or as required by state law, the holders of Series B Preferred Stock shall not have any other voting rights.

9. Notices. Except as provided in Section 5(b), any notice required by the provisions hereof to be given to the holders of Series B Preferred Stock will be deemed given upon the earlier of (i) actual receipt and (ii) three (3) Business Days after being sent by certified or registered mail, postage prepaid, return receipt requested, and addressed to each holder of record at such holder's address as it appears on the books of the Company.

10. Record Holders. To the fullest extent permitted by law, the Company will be entitled to recognize the record holder of any share of Series B Preferred Stock as the true and lawful owner thereof for all purposes and will not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other Person, whether or not it will have express or other notice thereof.

11. Replacement Certificates. In the event that any Certificate will have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the Person claiming such Certificate to be lost, stolen or destroyed and, if required by the Company, the posting by such Person of a bond in such amount as the Company may determine is necessary as indemnity against any claim that may be made against it with respect to such Certificate, the Company will deliver in exchange for such lost, stolen or destroyed Certificate a replacement Certificate.

12. Other Rights. The shares of Series B Preferred Stock have no rights, preferences, privileges or voting powers or relative, participating, optional or other special rights, or qualifications, limitations or restrictions thereof, other than as set forth herein or as provided by applicable law.

[Signatures appear on the following page.]

6/26/2013 14:34:06 From: To: 8506176380

(10/10)

IN WITNESS WHEREOF, the Company has caused this Certificate of Designation to be duly executed.

HOME Bancorp, Inc.



Jeffrey D. Saunders
Executive Vice President,
Chief Financial Officer

[Signature Page to Certificate of Designation of Home Bancorp, Inc.]