

P04000085079

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H15000041141 3)))



H150000411413ABCR

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Andrew Dunstan

Account Name : FOLEY & LARDNER OF TAMPA
Account Number : 071344001620
Phone : (813) 229-2300
Fax Number : (813) 221-4210

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

15 FEB 17 AM 8:49

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RECEIVED

15 FEB 17 AM 4:59

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
15 FEB 17 AM 4:59

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
HOMEBANCORP, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$52.50

C.L.
2-18-15

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

15 FEB 17 AM 8:49

H150000411413

**ARTICLES OF AMENDMENT
TO THE FOURTH AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
HOMEBANCORP, INC.
PRESCRIBING THE RIGHTS AND LIMITATIONS
OF
SERIES C PERPETUAL CONVERTIBLE PREFERRED STOCK
OF
HOMEBANCORP, INC.**

P04000085079

**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 (the "Company"), 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 by resolution on January 28, 2015 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 C Perpetual Convertible Preferred Stock" (the "Series C Preferred Stock"). The number of shares constituting such series shall be not *more* than 1,372,043. Each share of Series C Preferred Stock is identical in all respects to every other share of Series C 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. "Certificate" means a certificate representing one (1) or more shares of Series C Preferred Stock.

e. "Capital Stock" the meaning set forth in Section 3(d).

f. "Common Stock" means the voting common stock of the Company, par value \$0.01 per share.

g. "Company" means HomeBancorp, Inc., a Florida corporation.

H15000041141 3

h. "Holder" means the Person in whose name the shares of the Series C Preferred Stock are registered, which may be treated by the Company as the absolute owner of the shares of Series C Preferred Stock for the purpose of making payment and settling the related conversions and for all other purposes.

i. "Initial Holder" means a holder that purchases the Series C Preferred Stock directly from the Company.

j. "Issuance Date" means, with respect to any offering of shares of Series C Preferred Stock, the date on which such shares of Series C Preferred Stock are issued by the Company to an Initial Holder.

k. "Junior Stock" means the Common Stock and any other class or series of stock of the Company hereafter authorized over which Series C 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.

l. "Liquidation Distribution" has the meaning set forth in Section 4(b).

m. "Liquidation Preference" means, as to the Series C Preferred Stock, \$5.00 per share (as adjusted for any split, subdivision, combination, consolidation, recapitalization or similar event with respect to the Series C Preferred Stock).

n. "Non-Voting Common Stock" means the non-voting common stock of the Company, par value \$0.01 per share.

o. "Parity Stock" means any other class or series of stock of the Company that ranks on a par with Series C Preferred Stock in the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of the Company,

p. "Permitted Transfer" means a transfer by a holder of Series C Preferred Stock (i) in a widespread public distribution; (ii) in which no transferee (or group of Affiliated transferees) would, after giving effect to such transfer, own two percent (2%) or more of any class of voting securities of the Company following such transfer; or (iii) to a transferee that would control more than fifty percent (50%) of the voting securities of the Company (not including voting securities such Person is acquiring from the transferor).

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. "Senior Stock" means any other class or series of stock of the Company that ranks senior to Series C 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 and Series B Preferred Stock.

H15000041141 3

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" means the series of preferred stock of the Company designated as the "Series B Non-Cumulative Perpetual Preferred Stock".

3. Dividends; Stock Splits.

a. Holders of Series C Preferred Stock will be entitled to receive, when, as and if declared by the Board of Directors or a duly authorized committee of the Board of Directors, out of funds legally available therefor, non-cumulative dividends ("Dividends") in the same per share amount as the Dividends paid on a share of Common Stock, and no more. No Dividends will be paid on the Common Stock or any other class or series of capital stock ranking with respect to Dividends *pari passu* with the Common Stock unless an identical Dividend is paid at the same time on the Series C Preferred Stock; provided, however, that if a stock Dividend is paid on Common Stock in Common Stock, the Holders will be paid an equivalent stock Dividend payable solely in shares of Series C Preferred Stock. Dividends that are payable on Series C Preferred Stock will be payable to the Holders of record of Series C Preferred Stock as they appear on the stock register of the Company on the applicable record date, as determined by the Board of Directors, which record date will be the same as the record date for the equivalent Dividend of the Common Stock. In the event that the Board of Directors does not declare or pay any Dividends with respect to shares of Common Stock, then the Holders will have no right to receive any Dividends.

b. Subject to Section 4(c) below, in the event that the Company at any time or from time to time effects a division of the Common Stock into a greater number of shares (by stock split, reclassification or otherwise than by payment of a Dividend in Common Stock or in any right to acquire the Common Stock), or in the event the outstanding Common Stock is combined or consolidated, by reclassification, reverse stock split or otherwise, into a lesser number of shares of the Common Stock, then the Series C Preferred Stock will, concurrently with the effectiveness of such event, be proportionately split, reclassified, combined, consolidated, reverse-split or otherwise, as appropriate, such that the number of shares of Common Stock and Series C Preferred Stock outstanding immediately following such event shall bear the same relationship to each other as did the number of shares of Common Stock and Series B Preferred Stock outstanding immediately prior to such event

4. Liquidation.

a. Rank. The Series C Preferred Stock will, with respect to rights upon liquidation, winding up and dissolution, rank (i) senior in right of payment to all Junior Stock; and (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 C Preferred Stock (including, but not limited to, the Senior Stock).

b. Liquidation Distributions. Subject to the rights of the holders of Senior Stock, in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company, the holders of shares of Series C Preferred Stock then outstanding shall be entitled to

H15000041141 3

be paid out of the assets of the Company available for distribution to its stockholders before any payment shall be made to the holders of Junior Stock by reason of their ownership thereof, an amount per share equal to the greater of (i) the Liquidation Preference, or (ii) such amount per share as would have been payable had all shares of Series C Preferred Stock been converted into Common Stock pursuant to Section 6 immediately prior to such liquidation, dissolution, winding up of the Company. If upon any such liquidation, dissolution or winding up of the Company, the remaining assets of the Company available for distribution to its shareholders shall be insufficient to pay the holders of shares of Series C Preferred Stock the full amount to which they shall be entitled under this Section 4(b), to the extent any assets remain available after the distribution to the holders of the Senior Stock, the holders of shares of Series C Preferred Stock shall share ratably in any distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

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 C 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. In the event of any merger, consolidation, reclassification or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, each share of Series C Preferred Stock will at the same time be similarly exchanged or changed in an amount per whole share equal to the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, that each share of Common Stock would be entitled to receive as a result of such transaction, provided that at the election of the holder of shares of Series C Preferred Stock, any securities issued with respect to the Series C Preferred Stock shall be non-voting securities under the resulting institution's organizational documents to the same extent as the Series C Preferred Stock is non-voting and the Company shall make appropriate provisions (in form and substance reasonably satisfactory to the holders of a majority of the Series C Preferred Stock then outstanding) and take such other actions necessary to ensure that the holders of the Series C Preferred Stock shall retain securities with substantially the same rights and benefits, including the right to convert such non-voting securities into common stock, as the Series C Preferred Common Stock. Subject to the immediately preceding sentence, in the event the holders of Common Stock are provided the right to convert or exchange Common Stock for stock or securities, cash and/or any other property, then the holders of the Series C Preferred Stock shall be provided the same right based upon the number of shares of Common Stock such holders would be entitled to receive if such shares of Series C Preferred Stock were converted into shares of Common Stock immediately prior to such offering.

5. Redemption; Rights Offering. In the event that the Company offers to repurchase shares of Common Stock from its shareholders generally, the Company shall offer to repurchase Series C Preferred Stock pro rata based upon the number of shares of Common Stock such holders would be entitled to receive if such shares were converted into shares of Common Stock immediately prior to such repurchase. In the event of any pro rata subscription offer, rights offer or similar offer to holders of Common Stock, the Company shall provide the holders of the Series C Preferred Stock the right to participate based upon the number of shares of Common

H150000411413

Stock such holders would be entitled to receive if such shares were converted into shares of Common Stock immediately prior to such offering; provided that at the election of such holder, any shares issued with respect to the Series C Preferred Stock shall be issued in the form of Non-Voting Common Stock rather than Common Stock. Subject to the foregoing, the Series C Preferred Stock will not be subject to any mandatory redemption, sinking fund or other similar provisions, and holders of Series C Preferred Stock will have no right to require redemption or repurchase of any shares of Series C Preferred Stock except as set forth above. Any shares of Series C Preferred Stock repurchased or otherwise acquired may be cancelled by the Company and thereafter be reissued as shares of any series of preferred stock of the Company.

6. Transfer Rights; Conversion. No transfer of shares of Series C Preferred Stock by the Initial Holder thereof shall be permitted, except (i) in a Permitted Transfer, (ii) to an Affiliate of Initial Holder, or (iii) to the Company. Each share of Series C Preferred Stock shall be converted automatically into one share of Common Stock incident to a transfer of such share of Series C Preferred Stock to a transferee in a Permitted Transfer. The issuance of certificates, if any, for shares of Common Stock upon conversion of Series C Preferred Stock shall be made without charge to the holders of such shares for any issuance tax in respect thereof or other cost incurred by the Company in connection with such conversion and the related issuance. The Company shall cooperate with the timely conversion of Series C Preferred Stock subject to compliance with applicable law and regulations. In the event of any stock split, combination or other reclassification of shares of Common Stock, the outstanding shares of Series C Preferred Stock shall be proportionately split, combined or reclassified in a similar manner; provided, however, that in any such transaction, holders of Series C Preferred Stock shall receive only shares of Series C Preferred Stock in respect of their shares of Series C Preferred Stock. The Company shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series C Preferred Stock.

7. Maturity. The Series C Preferred Stock shall be perpetual, until converted in accordance with the Articles of Incorporation.

8. Voting Rights.

a. Limited Voting as a Separate Class. Holders of Series C Preferred Stock shall vote as a separate class only as required by the Florida Business Corporation Act or any successor law. In addition to the foregoing, the affirmative vote of the holders of a majority of the outstanding shares of Series C Preferred Stock, voting separately as a class, shall be required to amend the Articles of Incorporation to adversely affect the designation, preferences, limitations or relative rights of all or part of the shares of Series C Preferred Stock. Where shares of Series C Preferred Stock are entitled to vote, each holder of Series C Preferred Stock shall have one vote in respect of each share of Series C Preferred Stock held of record solely on the matters as to which such shares are entitled to vote and subject to the rights and limitations specified by the Florida Business Corporations Act. For the avoidance of doubt, any increase in the amount of the authorized preferred stock, common stock or any securities convertible into preferred stock or the creation, designation, and/or issuance, or an increase in the authorized or issued amount, of any series of preferred stock or any securities convertible into or exchangeable or exercisable for any other series of preferred stock, ranking equally with, senior to and/or

H15000041141 3

junior to the Series C Preferred Stock with respect to the payment of dividends (whether such dividends are cumulative or non-cumulative) and/or the distribution of assets upon the Company's liquidation, dissolution or winding up will not, in and of itself, be deemed to adversely affect rights, preferences or privileges or voting powers, and shall not require the affirmative vote or consent of the Holders of the outstanding shares of the Series C Preferred Stock.

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

c. Federal Reserve. If the Board of Governors of the Federal Reserve determines that the Series C Preferred Stock is classified as "voting stock" for the purposes of the Bank Holding Company Act, the Holders and the Company will make such reasonable modifications to the voting rights in this Section 8 so that the Series C Preferred Stock is no longer considered "voting stock."

9. Record Holders. To the fullest extent permitted by law, the Company will be entitled to recognize the record holder of any share of Series C 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.

10. 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.

11. Other Rights. The shares of Series C 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.]

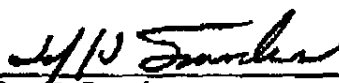
FOLEY & LARDNER
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

H150000411413

15 FEB 17 AM 8:49

IN WITNESS WHEREOF, the Company has caused these Articles of Amendment to the Fourth Amended and Restated Articles of Incorporation to be duly executed.

HOME Bancorp. Inc.



Jeffrey D. Saunders
Executive Vice President,
Chief Financial Officer

[Signature Page to Articles of Amendment to the Articles of Incorporation of Home Bancorp. Inc.]