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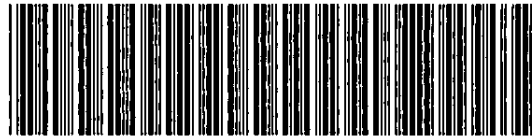
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DEC 27 2012

T. ROBERTS



**DREW J.
BREAKSPEAR**
Commissioner

INTEROFFICE COMMUNICATION

DATE: December 27, 2012

TO: Karen Gibson, Department of State
Division of Corporations – Bureau of Commercial Recordings

FROM: Barbara Owens, Financial Examiner Analyst II
Bureau of Bank Regulation, District II
(850) 410-9647

SUBJECT: **Anchor Commercial Bank, Palm Beach Gardens, Florida
(Amending Articles to Increase Authorized Shares of Common
Stock)**

Please file the attached Amendment to the Articles of Incorporation for the above-referenced institution, using the filing date as the effective time. A check for the applicable filing and certified copies fee (\$52.50) is attached.

- (1) One certified copy to: Barbara Owens
Office of Financial Regulation
Bureau of Bank Regulation, District II
200 E. Gaines Street
Tallahassee, FL 32399-0371
- (2) One certified copy to: John M. Oliver, President
Anchor Commercial Bank
11025 RCA Center Drive, Suite 100
Palm Beach Gardens, FL 33410

RECEIVED
DEPARTMENT OF STATE
12 DEC 27 PM 1:22

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ANCHOR COMMERCIAL BANK**

FILED
2012 DEC 27 PM 2:29
CLERK OF CIRCUIT COURT
JUDICIAL CIRCUIT IN AND FOR
THE COUNTY OF FLORIDA

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of Anchor Commercial Bank are hereby amended as follows:

FIRST: Article III of the Bank's Articles of Incorporation is hereby amended and restated in its entirety to read as follows:

"ARTICLE III

The total number of shares authorized to be issued by the corporation shall be as follows:

Class A Common Stock consisting of Three Hundred Fifty Thousand (350,000) Shares of a single class with a par value of \$50.00 per share; and

Class B Common Stock consisting of One Million Eight Hundred Thirteen Thousand Six Hundred Ninety-Six (1,813,696) Shares of a single class with a par value of \$1.00 per share; and

Class C Common Stock consisting of Three Million Nine Hundred Ninety Thousand One Hundred Thirty-Three (3,990,133) Shares of a single class with a par value of \$1.00 per share; and

Class D Common Stock consisting of One Hundred Eighty-One Thousand Three Hundred Sixty-Nine (181,369) Shares of a single class with a par value of \$1.00 per share.

Voting Rights: The Class A Common Stock, the Class B Common Stock and the Class C Common Stock will vote together as a single class on all matters requiring shareholder approval other than the election of directors. With regard to the election of directors, the holders of the Class A Common Stock and the Class B Common Stock will vote together as a single class for the election of a single director. The holders of the Class C Common Stock will vote as a class for the election of four (4) members of the Board of Directors. The Class D Common Stock will have no voting rights, other than as may be required by law.

Other Rights. Except as set forth above, the holders of the Class A, Class B, Class C and Class D Common Stock shall all have all of the rights of common shareholders of the Bank, or a parri passu basis. No class will have priority over any other with respect to dividends, distributions on liquidation, or any other matters. The four (4) classes will function as a single class of common stock for all other purposes.”

SECOND: The foregoing amendments were adopted by the holders of the outstanding shares of common stock, being the sole voting group entitled to vote on the amendments, on September 27, 2012 and the number of votes cast for the amendments was sufficient for approval by the holders of common stock.

THIRD: This amendment to the Bank’s Articles of Incorporation will be effective upon filing with the Florida Department of State, Division of Corporations.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to Articles of Incorporation to be executed and attested to by its duly authorized officer as of this 17th day of December, 2012.

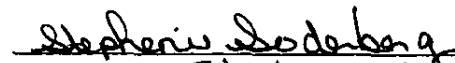
Anchor Commercial Bank

By: _____


John Oliver
President and Chief Executive Officer

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 17th day of December, 2012, by John Oliver, as President and Chief Executive Officer of Anchor Commercial Bank, a Florida banking corporation.

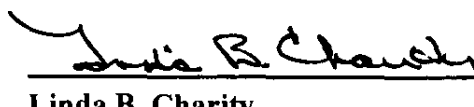

Printed Name: Stephenie Soderberg
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐
Type of Identification Produced _____



Approved by the Florida Office of Financial Regulation this 27th day of December 2012.

Tallahassee, Florida


Linda B. Charity
Director, Financial Institutions
Office of Financial Regulation