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R. WHITE

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SECURITY
TALLAHASSEE, FL



October 20, 2016

Florida Department of State
Division of Corporations
PO Box 6198
Tallahassee, FL 34314

At the September 20, 2016 Board of Directors meeting of Anchor Commercial Bank, the Board by a majority of the directors then in office, approved amendment to the number of directors from six (6) to seven (7). A new director was presented and approved. He officially joined the Board at the October 19, 2016 ACB Board of Directors meeting. His executed Director's Oath and Biographical Sketch have been sent to the Office of Financial Regulation and the Federal Reserve Bank.

Enclosed are Amended and Restated Articles of Incorporation for Anchor Commercial Bank and check #011342 in the amount of \$52.50 for filing fees.

Please contact me at bmoore@anchorcommercialbank.com or 561-383-3162 with any questions regarding this filing.

Regards,

Barbara C. Moore
SVP / Board Secretary
Anchor Commercial Bank

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ANCHOR COMMERCIAL BANK**

Anchor Commercial Bank (the "**Bank**"), a corporation organized and existing under the Florida Business Corporation Act (the "**Act**"), does hereby certify as follows:

- (a) The original articles of incorporation of the Bank were filed with the office of the Florida Department of State, Division of Corporations on January 19, 2005; said articles of incorporation were subsequently amended multiple times;
- (b) The Board of Directors, by a majority of the directors then in office, approved an increase in the number of directors to seven (7). 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 single class for the election of six (6) members of the Board of Directors.
- (c) These Amended and Restated Articles of Incorporation were duly adopted on September 20, 2016 by the Board of Directors of the Corporation.
- (d) The text of the Articles of Incorporation is hereby amended and restated in its entirety as follows:

ARTICLE I

The name of the Bank shall be Anchor Commercial Bank and its place of business shall be at 11025 RCA Center Drive, Suite 100, Palm Beach Gardens, Florida 33410 in the County of Palm Beach and State of Florida.

ARTICLE II

The general nature of the business to be transacted by this Bank shall be that of a general commercial banking business with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes, regulating the organization, powers, and management of banking corporations.

ARTICLE III

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

Class A Common Stock consisting of Four Hundred Forty-Four Thousand Five Hundred (444,500) Shares of a single class with a par value of \$39.37 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 Four Million Five Hundred Fifteen Thousand (4,515,000) Shares of a single class with a par value of \$1.00 per share; and

Stock Split. Every share of Class A Common Stock issued and outstanding as of immediately prior to the date these Amended and Restated Articles of Incorporation are filed with the Florida Department of State, Division of Corporations shall automatically, by the filing of these Amended and Restated Articles of Incorporation and without any further action on the part of the Bank or holders of the Common Stock of the Bank, be converted, reconstituted and split into 1.27 shares of Class A Common Stock (the "**Stock Split**"). All numbers of shares, and all amounts stated on a per share basis contained in these Amended and Restated Articles of Incorporation, excluding this paragraph regarding the Stock Split, are stated after giving effect to the Stock Split and no further adjustment shall be made as a consequence thereof.

Voting Rights. The holders of 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 single class for the election of six (6) members of the Board of Directors.

Other Rights. Except as set forth above, the holders of the Class A Common Stock, Class B Common Stock and Class C Common Stock shall all have all of the rights of common shareholders of the Bank, on a pari-passu basis. No class will have priority over any other with respect to dividends, distributions on liquidation, or any other matters. The three (3) classes will function as a single class of common stock for all other purposes.

Preemptive Rights. To the extent shares of the Bank's Class A Common Stock or Class B Common Stock are proposed to be issued, all existing shareholders of the Bank's common stock, including Class C Common Stock shareholders, shall have preemptive rights with respect to such issuance and such additional shares are to be first offered to the existing shareholders in proportion to their ownership percentages of the total outstanding shares of the Bank's Common Stock at such time, regardless of class. To the extent shares of the Bank's Class C Common Stock are proposed to be issued, only existing Class C Common Stock shareholders shall have preemptive rights with respect to such issuance and such additional shares are to be first offered to the existing Class C Common Stock shareholders in proportion to their ownership percentages of the total outstanding shares of the Bank's Class C Common Stock at such time. A shareholder may waive the preemptive rights, and no preemptive rights shall exist with respect to (i) shares of the Bank's Class A Common Stock or Class B Common Stock issued as compensation to directors, officers, agents, or employees of the Bank or its subsidiaries or affiliates, (ii) shares of Class A Common Stock or Class B Common Stock issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the Bank or its subsidiaries or affiliates or (iii) shares of

Class A Common Stock or Class B Common Stock issued pursuant to a plan of reorganization or merger.

ARTICLE IV

The term for which said Bank shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institutions Codes.

ARTICLE V

The management of the business and the conduct of the affairs of the Bank shall be vested in its Board of Directors. The number of directors on the Board of Directors shall be seven (7). 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 "**Class A/B Director**"). The holders of the Class C Common Stock will vote as a single class for the election of six (6) members of the Board of Directors (the "**Class C Directors**"). Any director elected as provided in the preceding sentences may be removed without cause by, and only by, the affirmative vote of the holders of the shares of the class of common stock entitled to elect such director or directors, given either at a special meeting of such shareholders duly called for that purpose or pursuant to a written consent of such shareholders. In the event of a vacancy in the Class A/B Director position, regardless of the reason for the vacancy, such vacancy shall be filled only by the affirmative vote of the holders of the shares of Class A Common Stock and the Class B Common Stock given either at a special meeting of such shareholders duly called for that purpose or pursuant to a written consent of such shareholders. In the event of a vacancy in any Class C Director position, regardless of the reason for the vacancy, such vacancy shall be filled only by the affirmative vote of the holders of the shares of Class C Common Stock given either at a special meeting of such shareholders duly called for that purpose or pursuant to a written consent of such shareholders.

The names and addresses of the current directors are:

Nelson Jimenez Hinojosa
14 Windward Isle
Palm Beach Gardens, FL 33418

Peter L.A. Pantages
176 Helios Drive, Unit 505
Jupiter, FL 33477

John Oliver
1601 Grantham Drive
Wellington, FL 33414

John D. Kapsis
904 Mahogany Place
Palm Beach Gardens, FL 33418

Philippe C. Jeck
18764 Rio Vista Drive
Tequesta, FL 33469

Thomas J. Keys
1347 Saint Lawrence Drive
Palm Beach Gardens, FL 33410

George G. Gentile
9438 Southern Oak Lane
Jupiter, FL 33478

These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation of the Bank and all amendments thereto.

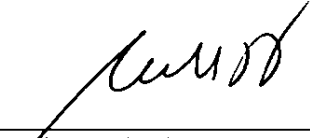
These Amended and Restated Articles of Incorporation were adopted by the Board of Directors by a majority of the directors then in office at the Board of Directors meeting held on September 20, 2016, and the number of votes cast for the adoption of these Amended and Restated Articles of Incorporation and the amendments contained herein were sufficient for approval.

These Amended and Restated Articles of Incorporation will be effective upon their approval by the Florida Department of Financial Services, Office of Financial Regulation and filing with the Florida Department of State, Division of Corporations.

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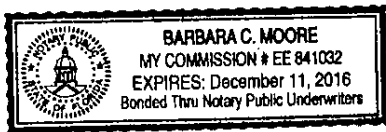
IN WITNESS WHEREOF, the undersigned has caused these Amended & Restated Articles of Incorporation to be executed and attested to by its duly authorized officer as of this September 20, 2016.

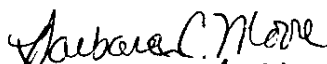
ANCHOR COMMERCIAL BANK

By: 
Nelson Hinojosa
President and Chief Executive Officer

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 20th day of September 2016, by Nelson Hinojosa, as President and Chief Executive Officer of Anchor Commercial Bank, a Florida banking corporation, who is personally known to me, or produced _____, as identification.




Printed Name: BARBARA C. MOORE
Notary Public, State of Florida

Approved by the Florida Office of Financial Regulation this ____ day of October, 2016.

Tallahassee, Florida

Name: _____
Title: _____
Office of Financial Regulation