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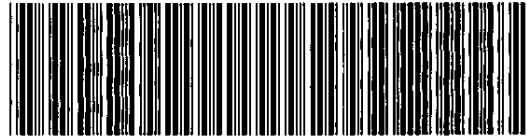
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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*Amend
News
9-28-11*

SMITH MACKINNON, PA

ATTORNEYS AT LAW

SUITE 800
CITRUS CENTER
255 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

POST OFFICE BOX 2254
ORLANDO, FLORIDA 32802-2254

TELEPHONE (407) 843-7300
FACSIMILE (407) 843-2448
E-MAIL: JPG7300@AOL.COM

JOHN P. GREELEY

September 26, 2011

Via Federal Express

Department of State
Attention: Karon Beyer
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Amendment to the Articles of Incorporation of Neighborhood Bank Corporation, Palatka, Florida

Dear Karon:

Enclosed are three manually signed originals of an amendment to the Articles of Incorporation of Neighborhood Bank Corporation, accompanied by a check in the amount of \$52.50 payable to the Florida Secretary of State for the filing fee.

I would appreciate it if you would file the Articles of Amendment at your earliest convenience and return two certified copies of the filed Articles of Amendment to us.

If you have any questions regarding the enclosed, please do not hesitate to call me at your convenience. As always, we appreciate your assistance.

Very truly yours,


John P. Greeley

JPG:erw

Enclosures

Copy to: L. Wayne McClain
Chairman, President and Chief Executive Officer
Neighborhood Bank Corporation

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**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION OF
NEIGHBORHOOD BANK CORPORATION**
(Pursuant to Section 607.1006 of the
Florida Business Corporation Act)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Neighborhood Bank Corporation, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in accordance with the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), does hereby amend its Articles of Incorporation ("Articles") by filing these Articles of Amendment and, in connection therewith,

HEREBY CERTIFIES:

That the name of the Corporation is Neighborhood Bank Corporation.

Pursuant to the provisions of the Act, Article III of the Articles of Incorporation is hereby amended by deleting the text thereof in its entirety and inserting the following in lieu thereof:

The aggregate number of shares of common stock (referred to in these Articles of Incorporation as "Common Stock") which the Corporation shall have the authority to issue is 35,000,000 shares having a par value of \$.01 per share, of which 25,000,000 shares shall be designated as "Voting Common Stock," and 10,000,000 shares shall be designated as "Nonvoting Common Stock."

(a) Voting Rights. Except as provided in this Article III, the holders of Voting Common Stock shall possess and exercise exclusive voting rights for the Common Stock and at all meetings of the shareholders each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Voting Common Stock shall have no cumulative voting rights in any election of directors of the Corporation. The holders of Nonvoting Common Stock shall not be entitled to vote except (1) as to matters in respect of which they shall at the time be indefeasibly vested by statute with such right, or (2) if the number of shares of Voting Common Stock held by such holder when aggregated with the shares of Voting Common Stock held by those deemed to be "acting in concert" (as defined in applicable banking rules and regulations), is less than 10% of the total number of outstanding shares of Voting Common Stock, or (3) such holder has filed all required notices and applications, has received all requisite approvals, and all notice periods related thereto have expired, so that such holder's voting of the shares of Nonvoting Common Stock will not violate any applicable banking rules or regulations applicable to ownership of shares of Voting Common Stock and Nonvoting Common Stock. To the extent that the shares of Nonvoting Common Stock may be voted in accordance with the foregoing, then the number of shares of Nonvoting Common Stock that shall have voting rights shall be an amount that shall not exceed, when combined with the Voting Common Stock held by those deemed to be "acting in concert," 9.9% of the total number of

outstanding shares of Voting Common Stock, and such shares shall be entitled to one vote for each share held.

(b) Conversion Rights. Shares of Voting Common Stock shall be convertible, at the option of a Qualified Holder (as defined herein), at any time and from time to time, and without the payment of additional consideration by the holder thereof, into an equal number of fully paid and nonassessable shares of Nonvoting Common Stock. For purposes of converting Voting Common Stock, a "Qualified Holder" means a holder of a number of shares of Voting Common Stock that, but for the right of conversion, would exceed 9.9% of the total number of outstanding shares of Voting Common Stock (when combined with the Voting Common Stock held by those deemed to be "acting in concert" (as defined in applicable banking rules and regulations) with such holder); provided, however, that a holder of Voting Common Stock who has filed all required notices and applications, has received all requisite approvals, and all notice periods related thereto have expired, so that such holder's voting of the shares of Voting Common Stock does not or will not violate any applicable banking rules or regulations applicable to ownership of shares of Voting Common Stock and Nonvoting Common Stock shall not be deemed a "Qualified Holder."

In order for a Qualified Holder to convert shares of Voting Common Stock into shares of Nonvoting Common Stock, such holder shall surrender the certificate or certificates for such shares of Voting Common Stock, at the principal office of the Corporation, together with written notice that such Qualified Holder elects to convert all or any number of the shares of the Voting Common Stock represented by such certificate or certificates into Nonvoting Common Stock; provided, however, that the number of shares of Voting Common Stock so converted shall be the minimum number necessary that the number of shares of Voting Common Stock held by such Qualified Holder after such conversion does not exceed 9.9% of the total number of outstanding shares of Voting Common Stock (when combined with the Voting Common Stock held by those deemed to be "acting in concert" (as defined in applicable banking rules and regulations) with such holder).

The notice delivered to the Corporation shall state such Qualified Holder's name or the names of the nominees in which such Qualified Holder wishes the certificate or certificates for shares of Nonvoting Common Stock to be issued. If required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or his or its attorney duly authorized in writing. The date of receipt of such certificates and notice by the Corporation shall be the conversion date (the "Conversion Date"). The Corporation shall, as soon as practicable after the Conversion Date, issue and deliver to such Qualified Holder, or to his or its nominees, a certificate or certificates for the number of shares of Nonvoting Common Stock to which such Qualified Holder (or his nominees) shall be entitled. All shares of Voting Common Stock which shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares, including the rights, if any, to vote, shall immediately cease and terminate on the Conversion Date, except only the right of the holders thereof to receive shares of Nonvoting Common Stock in exchange therefor. Any shares of

Voting Common Stock so converted shall be retired and cancelled and shall remain as authorized but unissued shares of Voting Common Stock.

(c) Other Rights. Except with respect to the differences in voting rights and conversion rights between the shares of Voting Common Stock and Nonvoting Common Stock set forth herein, all shares of Common Stock shall have the same rights, preferences, limitations and restrictions.

CERTIFICATE

The undersigned, being the duly elected and incumbent President and Chief Executive Officer of Neighborhood Bank Corporation (the "Corporation"), a corporation organized under the laws of the State of Florida, does hereby certify that the foregoing Articles of Amendment were duly authorized, adopted and approved by the holders of in excess of a majority of the outstanding shares of common stock, being the sole voting group entitled to vote on the amendment as of September 16, 2011 and the number of votes cast for the amendment was sufficient for approval by the holders of common stock.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature this 16th day of September, 2011

NEIGHBORHOOD BANK CORPORATION

By: L. Wayne McClain

L. Wayne McClain

As its: President and Chief Executive Officer