

PD5000114330

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☒ WAIT

☐ MAIL

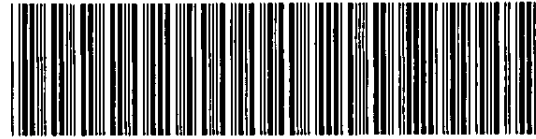
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer

Office Use Only



000235226750

05/24/12--01002--003 **43.75

RECEIVED
DEPARTMENT OF STATE
12 MAY 23 PM 8:18

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 MAY 23 PM 3:28

Amend/CC
@ 5/23/12

Iger & Dougherty PA
 Requester's Name
2457 Ore Drive
 Address
Tallahassee FL 878-2411
 City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Alarion Financial Services, Inc. P05000114330
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time _____ ☒ Certified Copy
☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☒ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

**ARTICLE OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
ALARION FINANCIAL SERVICES, INC.**

Pursuant to the provisions of 607.1001, 607.1003, 607.1004 and 607.1006, Florida Statutes, Alarion Financial Services, Inc. adopts the following Article of Amendment to its Articles of Incorporation:

FILED

12 MAY 23 11:28 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment adopted:

Article III of the Articles of Incorporation of Alarion Financial Services, Inc. is hereby amended to read in its entirety as follows:

ARTICLE III

The total number of shares authorized to be issued by the Corporation shall be 5,000,000. Such shares shall be divided into classes and shall have the following designations, preferences, limitations, and relative rights:

A. Common Stock. One class shall consist of 4,000,000 shares of common stock of \$0.01 par value, designated "common stock." Each share shall have the same relative rights and be identical in all respects with every other share of common stock. The holders of common stock are entitled to elect the members of the Board of Directors of the Corporation and such holders are entitled to vote as a class on all matters required or permitted to be submitted to the shareholders of the Corporation. Each holder of common stock is entitled to one vote per share. The common stock is not entitled to cumulative voting rights with respect to the election of directors.

B. Preferred Stock. One class shall consist of 1,000,000 shares of preferred stock of par value \$0.01, designated "preferred stock." The Board of Directors of the Corporation shall be empowered to divide any and all shares of the preferred stock into series and to fix and determine the relative rights and preferences of the shares of any series so established in accordance with Section 607.0602 of the Florida Business Corporation Act, including:

(i) the distinctive designation of such series, and the number of shares which shall constitute such series;

(ii) the annual rate of dividends payable on shares of such series, whether dividends shall be cumulative or non-cumulative, and conditions upon which and the date when such dividends shall be accumulated on all shares of such series issued prior to the record date for the first dividend of such series;

(iii) the time or times when and the price or prices at which shares of such series shall be redeemable at the option of the holder or of the Corporation and the sinking fund provisions, if any, for the purchase or redemption of such shares;

(iv) the amount payable on shares of such series in the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether all or a portion is paid before any amount is paid on the common stock;

(v) the rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of common stock or shares of any other series of preferred stock and the terms and conditions of such conversion or exchange; and

(vi) whether the shares of such series have voting rights and the extent of such voting rights, if any.

The Board of Directors shall have the power to reclassify any unissued shares of any series of preferred stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption, including but not limited to, but subject to the limitations described in, the above provisions.

The foregoing Amendment was adopted by affirmative vote of the holders of a majority of the outstanding shares of common stock of Alarion Financial Services, Inc., which was the only class of stock entitled to vote and which a majority was sufficient for approval, at a meeting held on May 10, 2012.

IN WITNESS WHEREOF, the undersigned duly authorized officer of Alarion Financial Services, Inc. executed this Article of Amendment as of this 10th day of May, 2012.

ALARION FINANCIAL SERVICES, INC.



Jon M. Kurtz

Chief Executive Officer and President