

PO6000083077

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(Address)

(City/State/Zip/Phone #)

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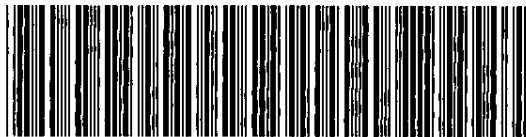
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Amend  
82

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2009 JAN 28 PM 2:24

FILED

Watkins Ludlam Winter & Stennis, P.A.  
ATTORNEYS AT LAW

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Jackson, Mississippi 39205  
Fax (601) 949-4804  
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MEMBER: MERITAS LAW FIRMS WORLDWIDE

January 27, 2009

Gulfport, Mississippi  
Jackson, Mississippi  
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Paralegal  
Resident in Jackson  
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**via FedEx - 850-245-6050**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Articles of Amendment - Community Holding Company of Florida, Inc.

Dear Sir:

Enclosed are Articles of Amendment and a copy of the Articles of Amendment to be used for certification. Our check in the amount of \$43.75 is also enclosed.

Please file the Articles of Amendment and return the Certified Copy to me at the letterhead address. Should you need anything further, please call me.

Sincerely,

WATKINS LUDLAM WINTER & STENNIS, P.A.



Linda S. Dale  
Paralegal

:ld  
Enclosures

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Community Holding Company of Florida, Inc. ■

DOCUMENT NUMBER: P06000083077 ■

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Craig N. Landrum  
(Name of Contact Person)

Watkins Ludlam Winter & Stennis, P.A.  
(Firm/ Company)

190 E. Capitol, Suite 800  
(Address)

Jackson, MS 39201  
(City/ State and Zip Code)

For further information concerning this matter, please call:

Craig N. Landrum at ( 601 ) 949-4973  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☒ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED  
2009 JAN 28 PM 2:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Community Holding Company of Florida, Inc.  
(Name of Corporation as currently filed with the Florida Dept. of State)

P06000083077

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

*The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

**B. Enter new principal office address, if applicable:**  
(Principal office address **MUST BE A STREET ADDRESS**)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**C. Enter new mailing address, if applicable:**  
(Mailing address **MAY BE A POST OFFICE BOX**)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

\_\_\_\_\_

New Registered Office Address:

\_\_\_\_\_ (Florida street address)

\_\_\_\_\_, Florida  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
Signature of New Registered Agent, if changing

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**  
*(Attach additional sheets, if necessary)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	

**E. If amending or adding additional Articles, enter change(s) here:**

*(attach additional sheets, if necessary). (Be specific)*

The Articles of Incorporation of Community Holding Company of Florida, Inc. shall be amended by deleting  
 the current Article Four and inserting a new Article Four in place thereof which adds a class of preferred  
 stock. The amendment is set out in Exhibit A attached hereto and made a part hereof.

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:**

*(if not applicable, indicate N/A)*

N/A

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

The date of each amendment(s) adoption: January 27, 2009

Effective date if applicable: \_\_\_\_\_

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

**(CHECK ONE)**

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by \_\_\_\_\_."

(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated January 27, 2009

Signature \_\_\_\_\_

(By a director, president or other officer – if directors or officers have not been selected by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Charles W. Nicholson, Jr.

(Typed or printed name of person signing)

Chief Executive Officer

(Title of person signing)

**EXHIBIT A**  
**ARTICLES OF AMENDMENT**  
**OF**  
**COMMUNITY HOLDING COMPANY OF FLORIDA, INC.**

**AMENDMENT**

The Articles of Incorporation of Community Holding Company of Florida, Inc. shall be amended by deleting Article FOUR and inserting a new Article FOUR in place thereof to read in its entirety as follows:

**ARTICLE FOUR**

The aggregate number of shares the corporation shall have the authority to issue is (1) One Thousand Two Hundred (1,200) shares of preferred stock, all of one class having a par value of One Thousand Dollars (\$1,000.00) per share; and (2) Two Million (2,000,000) common shares of the par value of Ten Dollars (\$10) each composed of One Million Six Hundred Thousand (1,600,000) Class A Voting Common Shares and Four Hundred Thousand (400,000) Class B Nonvoting Common Shares.

- (1) The Board of Directors is authorized, subject to limitations prescribed by law and the provisions of this Article Four, to provide for the issuance of shares of preferred stock in series to be issued without regard to preemptive rights but solely for participation in the Capital Purchase Program of the U. S. Treasury, and by filing Articles of Amendment pursuant to the applicable law of the State of Florida, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences, and rights of the shares of each such series and the qualifications, limitations, or restrictions thereof.

The authority of the Board with respect to each series shall include, but not be limited to, determination of the following:

- (a) The number of shares constituting that series and the distinctive designation of that series;
- (b) The dividend rate on the shares of that series; whether dividends shall be cumulative, and, if so, from which date or dates; and the relative rights of priority, if any, of payment of dividends on shares of that series;

- (c) Whether that series shall have voting rights in addition to the voting rights provided by law and, if so, the terms of such voting rights;
- (d) Whether that series shall have conversion privileges and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;
- (e) Whether or not the shares of that series shall be redeemable and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
- (f) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series and, if so, the terms and amount of such sinking fund;
- (g) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution, or winding up of the corporation, and the relative rights of priority, if any, of payment of shares of that series; and
- (h) Any other relative rights, preferences, and limitations of that series, including the stated value.

Dividends on outstanding shares of preferred stock shall be paid or declared and set apart for payment before any dividends shall be paid or declared and set apart for payment on the common shares with respect to the same dividend period.

If, upon any voluntary or involuntary liquidation, dissolution, or winding up of the corporation, the assets available for distribution to holders of shares of preferred stock of all series shall be insufficient to pay such holders the full preferential amount to which they are entitled, then such assets shall be distributed ratably among the shares of all series of preferred stock in accordance with the respective preferential amounts (including unpaid cumulative dividends, if any) payable with respect thereto.

- (2) The preferences, limitations and relative rights in respect of the shares of each class of common stock and the variations in the relative rights and preferences as between series of any common or special class in series are as follows:



1. The holders of the Class B Nonvoting Common Shares shall be entitled to participate in dividends on net earnings of the corporation on the same basis as Class A Common shareholders, if such dividends are paid on Class A Common Shares.
2. Upon liquidation, dissolution or distribution of assets of the Corporation, the holders of Class B Nonvoting Common Shares shall share in the distribution of the assets and funds of the Corporation on a per share basis with the holders of Class A Common Shares.
3. Each holder of the Class B Nonvoting Common Shares of the Corporation shall not be entitled, at any time, to any voting rights except with regard to a vote on a merger or a transaction which would otherwise result in a change in control and except as may otherwise be required by the laws of the State of Florida.
4. If the number of outstanding shares of Class A Common Shares is increased or decreased or changed into or exchanged for a different number or kind of shares or other securities of the Corporation or of any other corporation by reason of any merger, consolidation, liquidation, reclassification, recapitalization, stock split up, combination of shares or stock dividend, appropriate adjustment shall be made by the Board of Directors of the Corporation in the number of Class B Nonvoting Common Shares.
5. Otherwise than as specifically provided above, the rights of the two Classes of Common Shares shall be the same.

Said authorized shares may be increased or decreased from time to time, according to the provisions of the laws of the State of Florida. The shares may be issued by the Corporation from time to time as approved by its board of directors without the approval of its stockholders except as otherwise provided in this Article.