

P06000085886

(Requestor's Name)

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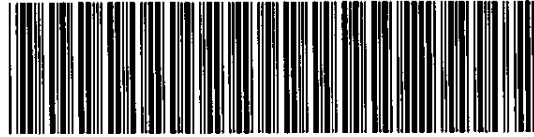
(Business Entity Name)

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13 SEP 11 AM 9:41

APPROVED
AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

13 SEP 11 PM 12:04

DR
9/11/13

Adams and Reese LLP
Requester's Name
2457 Care Drive
Address
Tallahassee FL 878-2411
City/State/Zip Phone #

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

1. Pinnacle Bank Holding Company, Inc. PO6000085886
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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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

Examiner's Initials

**ARTICLE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF PINNACLE BANK HOLDING COMPANY, INC.**

APPROVED
AND
FILED

13 SEP 11 PM 12:04

Pursuant to the provisions of Sections 607.0704, 607.10025, 607.1003 and 607.1006, *Florida Statutes*, Pinnacle Bank Holding Company, Inc. (the "Corporation") hereby adopts the following Articles of Amendment to the Corporation's Articles of Incorporation.

Article III of the Articles of Incorporation is hereby amended to read in its entirety:

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be 12,000,000. Such shares shall be divided into 10,000,000 shares of common stock, par value \$0.4255 per share, and 2,000,000 shares of undesignated preferred stock. Such classes shall have the following designations, preferences, limitations, and relative rights:

A. Common Stock. One class shall consist of 10,000,000 shares of common stock of \$0.4255 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 2,000,000 shares of preferred stock, 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, *Florida Statutes*, 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.

In accordance with Sections 607.1003 and 607.0704, *Florida Statutes*, the foregoing Articles of Amendment were proposed and approved by the Board of Directors of the Corporation at a duly called meeting of the Board of Directors held on August 7, 2013, and subsequently adopted by affirmative vote of a sufficient number of the common stock shareholders of the Bank on September 10, 2013 through Written Consents to Action.

IN WITNESS WHEREOF, the undersigned officer of the Bank executed this Article of Amendment on this 10th day of September, 2013.

PINNACLE BANK HOLDING COMPANY, INC.


David L. Bridgeman
Chief Executive Officer and President