

PD6000085886

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

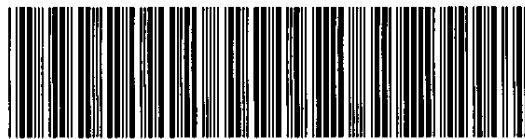
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700263702737

09/04/14--01001--016 **35.00

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2014 SEP -3 PM 4:00
TO COMMISSIONER
SUFFICIENCY OF FILING

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
14 SEP -3 AM 10:04

Amend

SEP 04 2014
T. CARTER

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

Office Use Only

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

1. Pinnacle Bank Holding Company, Inc.
(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

Examiner's Initials

PINNACLE BANK HOLDING COMPANY, INC.
ARTICLES OF AMENDMENT

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF THE DESIGNATION,
PREFERENCES, RIGHTS AND LIMITATIONS OF

14 SEP -3 AM 10:04

SERIES C PREFERRED STOCK

The undersigned, David L. Bridgeman, Chief Executive Officer of Pinnacle Bank Holding Company, Inc. (the "Company"),

DOES HEREBY CERTIFY:

That, pursuant to the authority expressly conferred upon the Board of Directors of the Company by the Articles of Incorporation of the Company, and in accordance with the provisions of Sections 607.0825(1)(e) and 607.0602, *Florida Statutes*, the Board of Directors, at a Special Meeting held on September 2, 2014, adopted the following amendment which designates a series of preferred stock to be known as Series C Preferred Stock, with the following relative rights and preferences:

1. **Designation.** The designation of the series of preferred stock created hereby shall be Series C Preferred Stock ("Series C Preferred Stock") and the number of shares constituting such series shall be 1,000 shares. The Series C Preferred Stock shall rank prior to the common stock of the Company ("Common Stock") with respect to the payment of dividends and distribution of assets.

2. **Liquidation Preference.** In the event of any liquidation, dissolution or winding up of the affairs of the Company, whether voluntary or involuntary, the holders of shares of Series C Preferred Stock shall be entitled to receive out of the assets of the Company available for distribution to shareholders, an amount equal to \$100 per each share, prior to any distribution to the holders of Common Stock, but subsequent to the holders of previously issued Company preferred stock.

3. **Redemption Rights.** Subject to any required regulatory approvals, the Company shall have the unilateral right to redeem the shares of Series C Preferred Stock for cash upon five days' written notice to the holders thereof. The redemption price shall be \$100 per share of Series C Preferred Stock.

4. **No Dividend Rights.** The holders of shares of Series C Preferred Stock shall not be entitled to receive dividends.

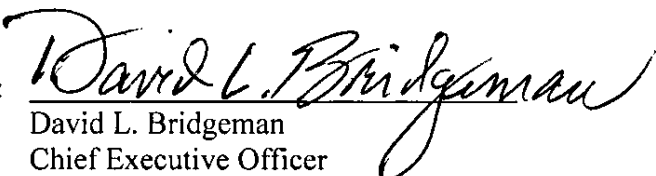
5. **No Conversion.** The shares of Series C Preferred Stock are not convertible into shares of any other Series or Class of Company capital stock.

6. **No Voting Rights.** Except as otherwise required by law, the holders of Series C Preferred Stock shall not be entitled to vote on any matters coming before the shareholders of the Company.

7. **Reacquired Shares.** Shares of Series C Preferred Stock redeemed or acquired by the Company shall be restored to the status of unauthorized and unissued shares of preferred stock without designation as to series.

IN WITNESS WHEREOF, Pinnacle Bank Holding Company, Inc. has caused this Certificate to be signed by David L. Bridgeman, its Chief Executive Officer, this 2nd day of September, 2014.

PINNACLE BANK HOLDING COMPANY, INC.

By: 
David L. Bridgeman
Chief Executive Officer