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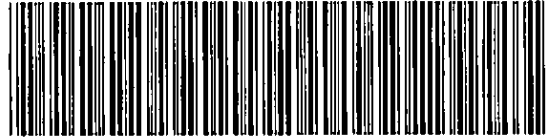
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2018 JUL 10 AM 11:44

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JOHN P. GREELEY

July 9, 2018

Via Federal Express

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

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DIVISION OF CORPORATIONS
2018 JUL 10 AM 11:44

Re: To file Articles of Amendment to the Articles of Incorporation of Pinnacle Bank Holding Company, Inc.

Dear Madam / Sir:

Enclosed are two copies of Articles of Amendment to the Articles of Incorporation for Pinnacle Bank Holding Company, Inc., accompanied by a check in the amount of \$43.75 for the filing fees. I would appreciate it if you could have these Articles of Amendment filed at your earliest convenience and send to me a certified copy. If you have any questions regarding the foregoing, please let me know at your convenience. Thank you for your assistance.

Very truly yours,


John P. Greeley

JPG:br

Copy to: Chirag J. Bhavsar
President
Pinnacle Bank Holding Company, Inc.

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2018 JUL 10 AM 11:46

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION OF
PINNACLE BANK HOLDING COMPANY, INC.
(Pursuant to Section 607.1006 of the
Florida Business Corporation Act)**

Pinnacle Bank Holding Company, Inc., 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, as amended ("Articles") by filing these Articles of Amendment and, in connection therewith,

HEREBY CERTIFIES:

That the name of the Corporation is Pinnacle Bank Holding Company, Inc.

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:

ARTICLE III

The Corporation is authorized to issue the following shares of capital stock:

(1) Common Stock. The aggregate number of shares of common stock (referred to in these Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 100,000,000 with a par value of \$0.4255 per share. Each record holder of Common Stock shall be entitled to one vote for each share held. Holders of Common Stock shall have no cumulative voting rights in any election of directors of the Corporation. Holders of Common Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

(2) Preferred Stock. The aggregate number of shares of preferred stock (referred to in these Articles of Incorporation as "Preferred Stock") which the Corporation shall have authority to issue is 10,000,000, no par value per share. The terms, preferences, limitations and relative rights of the Preferred Stock are as follows:

(a) The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited (including, by way of illustration and not limitation, in excess of one vote

per share), or without voting powers, and with such designations, preferences and relative participating, option or other rights, qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are not stated and expressed in these Articles of Incorporation or any amendment hereto, including (but without limiting the generality of the foregoing) the following:

(i) The distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by resolution of the Board of Directors; and

(ii) The rate and manner of payment of dividends payable on shares of such series, including the dividend rate, date of declaration and payment, whether dividends shall be cumulative, and the conditions upon which and the date from which such dividends shall be cumulative; and

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

(iv) The amount payable on shares of such series and the rights of holders of such shares in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation; and

(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, other securities, or shares of any other class or series of Preferred Stock and the terms and conditions of such conversion or exchange; and

(vi) The voting rights, if any, and whether full or limited, of the shares of such series, which may include no voting rights, one vote per share, or such higher number of votes per share as may be designated by the Board of Directors; and

(vii) The preemptive or preferential rights, if any, of the holders of shares of such series to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock with the Corporation.

(b) Except in respect of the relative rights and preferences that may be provided by the Board of Directors as hereinbefore provided, all shares of Preferred Stock shall be identical, and each share of a series shall be identical in all respects with the other shares of the same series. When payment of the consideration for which shares of Preferred Stock are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and nonassessable.

CERTIFICATE

The undersigned, being the duly elected and incumbent President of Pinnacle Bank Holding Company, Inc. (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 shares of Common Stock of the Corporation being the sole voting group entitled to vote thereon, on July 9, 2018, and the number of votes cast for the amendment by the shareholders was sufficient for approval by them.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature this 9th day of July, 2018.

**PINNACLE BANK HOLDING COMPANY,
INC.**

By: _____

Chirag J. Bhavsar

As its: President