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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
USAMERIBANCORP, INC.**

Pursuant to the provisions of Chapter 607, Florida Statutes, **USAMERIBANCORP, INC.** (the "Corporation") has adopted the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the Corporation is: **USAMERIBANCORP, INC.**

SECOND: The following amendment to the Articles of Incorporation, to be inserted at the end of Article VI of the Articles of Incorporation, was adopted by the Board of Directors of the Corporation to establish a series of Preferred Stock to be designated as "Cumulative Redeemable Preferred Stock, Series B" and to provide for the relative powers, preferences and rights and the qualifications and limitations thereof:

D. Cumulative Redeemable Preferred Stock, Series B

1. Designation and Amount. There is hereby created a series of the Preferred Stock of the Corporation designated as "Cumulative Redeemable Preferred Stock, Series B" (the "Series B Preferred Stock"), and the number of shares constituting such series shall be Three Thousand (3,000).

2. Maturity. The Series B Preferred Stock shall be subject to redemption on June 30, 2013, in accordance with the provisions of section 7 below.

3. Rank. The Series B Preferred Stock shall, with respect to dividend rights and rights upon liquidation, dissolution or winding up of the Corporation, rank (i) senior to the Noncumulative Perpetual Redeemable Preferred Stock, Series A and the common stock of the Corporation, par value \$.01 per share (the "Common Stock"), and to all equity securities ranking junior to the Series B Preferred Stock with respect to dividend rights or rights upon liquidation, dissolution or winding up of the Corporation, (ii) on a parity with all other equity securities issued by the Corporation the terms of which specifically provide that such equity securities rank on a parity with the Series B Preferred Stock with respect to dividend rights and rights upon liquidation, dissolution or winding up of the Corporation, and (iii) junior to other equity securities issued by the Corporation to the extent that the terms of such equity securities specifically provide that such equity securities rank senior to the Series B Preferred Stock with respect to dividend rights or rights upon liquidation, dissolution or winding up of the Corporation.

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4. Dividends.

(A) A cash dividend shall be paid each calendar quarter, in arrears, on the Series B Preferred Stock at the Coupon Rate (as defined herein), out of funds of the Corporation legally available for the payment of dividends. "Coupon Rate" shall mean 5% per annum. Any dividends that are declared shall be in an amount equal to the Coupon Rate multiplied by the Original Purchase Price (as defined herein), prorated for the number of days in such quarter that the shares of Series B Preferred Stock were outstanding, and shall be paid on the last day of each calendar quarter; *provided, however*, that if any such day is not a day on which banks in the State of Florida are required to be open (a "Business Day"), then payment of any dividend otherwise payable on that date will be made on the next succeeding day that is a Business Day, unless that next succeeding day falls in the next calendar year, in which case payment of such dividend will occur on the immediately preceding Business Day; and *provided further, however*, that the dividend for the calendar quarter ending June 30, 2010, shall be paid on September 30, 2010. The record date for determining the shareholders of record to whom such dividend shall be paid shall be the 10th day of the last month of such quarter, whether or not such day is a Business Day; *provided however*, that the record date for determining the shareholders of record to whom the dividend shall be paid for the quarter ending June 30, 2010, shall be June 29, 2010. "Original Purchase Price" shall mean \$1,000.00 per share.

(B) No dividends may be declared or paid or set apart for payment on the Common Stock or any series of Preferred Stock ranking, as to dividends, on a parity with or junior to the Series B Preferred Stock (other than a dividend in shares of any class of stock ranking junior to the Series B Preferred Stock as to dividends and upon liquidation) for any quarter unless the dividend provided for in paragraph (A) above has been paid on the Series B Preferred Stock for such quarter, or contemporaneously is declared and paid or declared and a sum sufficient for the payment thereof is set apart for such payment.

5. Liquidation Preference.

(A) Upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, the holders of the Series B Preferred Stock shall be entitled to be paid out of the assets of the Corporation legally available for distribution to its shareholders a liquidation preference equal \$1,000.00 per share, plus all accrued and unpaid dividends, and shall not be entitled to any further payments by virtue of their ownership of Series B Preferred Stock.

(B) If, upon any liquidation, dissolution or winding up of the Corporation, the assets of the Corporation available for distribution to the holders of Series B Preferred Stock shall be insufficient to permit payment in full to such holders the sums that such holders are entitled to receive in such case, then all of the assets available for distribution to the holders of the Series B Preferred Stock shall be distributed among and paid to the holders of Series B Preferred Stock ratably in proportion to the respective amounts that would be payable to such holders if such assets were sufficient to permit payment in full; *provided however*, that all such distributions and payments to the holders of Series B Preferred Stock shall be made on a *pari passu* basis with the holders of shares of any other series of Preferred Stock of the Corporation

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that rank *pari passu* with the Series B Preferred Stock with respect to rights upon any liquidation, dissolution or winding up of the Corporation.

(C) For the purposes of this Section 5, the consolidation or merger of the Corporation with or into any other corporation, or the sale, lease or conveyance of all or substantially all of the property or business of the Corporation, shall not be deemed to constitute a liquidation, dissolution or winding up of the Corporation.

6. Voting Rights. Holders of the Series B Preferred Stock shall not be entitled to vote on any matter brought before the shareholders of the Corporation, except as required by Florida law.

7. Redemption.

(A) The Series A Preferred Stock is subject to mandatory redemption by the Corporation. The Corporation may, in its sole discretion, redeem from the holders thereof the Series B Preferred Stock on the last day of any calendar quarter (the "Redemption Date"), in whole at any time or from time to time in part, at a price equal to \$1,000.00 per share, plus all accrued but unpaid dividends (the "Redemption Price"). Such payment shall be made in full on the Redemption Date to the holders entitled thereto.

(B) At least 15 days prior to each Redemption Date, the Corporation shall provide notice (the "Redemption Notice") by delivery in person, certified or registered mail, return receipt requested, or telecopier, to each holder of record (at the close of business on the business day next preceding the day on which the Redemption Notice is given) of shares of Series B Preferred Stock notifying such holder of the redemption and specifying the Redemption Date, the number of shares of Series B Preferred Stock to be redeemed from such holder (computed on a pro rata basis in accordance with the number of such shares held by all holders thereof) and the place where said redemption price shall be payable. The Redemption Notice shall be addressed to each holder at its address as shown by the records of the Corporation.

(C) From and after the close of business on a Redemption Date, unless there shall have been a default in the payment of the Redemption Price, all rights of holders of Series B Preferred Stock (except the right to receive the Redemption Price) shall cease with respect to the shares to be redeemed on such Redemption Date, and such shares shall not thereafter be transferred on the books of the Corporation or be deemed to be outstanding for any purpose whatsoever.

(D) If the funds of the Corporation legally available for redemption of shares of Series B Preferred Stock on a Redemption Date are insufficient to redeem the total number of shares of Series B Preferred Stock to be redeemed on such Redemption Date, the holders of such shares shall share ratably in any funds legally available for redemption of such shares according to the respective amounts which would be payable to them if the full number of shares to be redeemed on such Redemption Date were actually redeemed. The shares of Series B Preferred Stock required to be redeemed but not so redeemed shall remain outstanding and entitled to all rights and preferences provided herein. At any time thereafter when additional funds of the Corporation are legally available for the redemption of such shares of Series B Preferred Stock,

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such funds will be used, at the end of the next succeeding fiscal quarter, to redeem the balance of such shares, or such portion thereof for which funds are then legally available, on the basis set forth above.

8. Limitations on Transfer. Transfers of the shares of Series B Preferred Stock are subject to any limitations or restrictions set forth in the Bylaws of the Corporation, as the same may be amended from time to time.

9. Redeemed or Otherwise Acquired Shares to be Retired. Any shares of Series B Preferred Stock redeemed pursuant to section 7, or otherwise acquired by the Corporation in any manner whatsoever shall be canceled and shall not under any circumstances be reissued; and the Corporation may from time to time take such appropriate corporate action as may be necessary to reduce accordingly the number of authorized shares of Series B Preferred Stock.

10. Amendment. None of the provisions of this section D of these Articles of Incorporation shall be amended in any manner that would materially and adversely affect the holders of the Series B Preferred Stock without the affirmative consent or vote of the holders of a majority of the Series B Preferred Stock outstanding at the time.

THIRD: The amendment contained herein was unanimously approved and adopted by the Corporation's Board of Directors on June 18, 2010, in conformity with the provisions of the Florida Business Corporation Act. The amendment was adopted by the Board of Directors without shareholder action, and shareholder action was not required.

FOURTH: The effective date of the amendment herein contained shall be the date of filing of these Articles of Amendment with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, President of the Corporation, has executed these Articles of Amendment this 18th day of June, 2010.

USAMERIBANCORP, INC.

By: _____

Thomas B. McMurtrey, III, President

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