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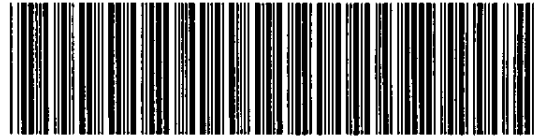
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Linda B. Charity
Interim Commissioner

INTEROFFICE COMMUNICATION

DATE: **August 20, 2012**

TO: Karen Gibson, Department of State
Division of Corporations – Bureau of Commercial Recordings

FROM: Randy Herndon, Financial Administrator
Bureau of Bank Regulation, District II
(850) 410-9506

SUBJECT: **Preferred Community Bank
Fort Myers, Florida
(Amending Articles to increase authorized shares of commons stock)**

Please file the attached Amendment to the Articles of Incorporation for the above-referenced institution, using the filing date as the effective time. A check for the applicable filing and certified copies fee (\$52.50) is attached.

- (1) One certified copy to: Randy Herndon
Office of Financial Regulation
Bureau of Bank Regulation, District II
200 E. Gaines Street
Tallahassee, FL 32399-0371
- (1) One certified copy to: John P. Greeley, Esq.
Smith Mackinnon, P.A.
Attorneys at Law
Citrus Center
225 South Orange Avenue, Suite 800
Orlando, Florida 32801

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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

PREFERRED COMMUNITY BANK

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of Preferred Community Bank are hereby amended as follows:

FIRST: Article III of the Articles of Incorporation is hereby amended by deleting the text thereof in its entirety and substituting the following in lieu thereof:

ARTICLE III

Capital Stock

A. Number and Class of Shares Authorized; Par Value.

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

(1) Common Stock. The Corporation shall have authority to issue 10,000,000 shares of common stock with a par value of \$5.00 per share (referred to in these Articles of Incorporation as "Common Stock").

(2) Preferred Stock. The Corporation shall have authority to issue an aggregate of 1,000,000 shares of preferred stock with a par value of \$1.00 per share (referred to in these Articles of Incorporation as "Preferred Stock").

B. Description of Preferred Stock. The terms, preferences, limitations and relative rights of the Preferred Stock are as follows:

(1) Dividends on the outstanding shares of Preferred Stock shall be declared and paid or set apart for payment before any dividends shall be declared and paid or set apart for payment on the outstanding shares of Common Stock with respect to the same quarterly period. Dividends on any shares of Preferred Stock shall be cumulative only if and to the extent determined by resolution of the Board of Directors, as provided below. In the event of any liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary, the outstanding shares of Preferred Stock shall have preference and priority over the outstanding shares of Common Stock for payment of the amount, if any, to which shares of each outstanding class of Preferred Stock

may be entitled in accordance with the terms and rights thereof and each holder of Preferred Stock shall be entitled to be paid in full such amount, or have a sum sufficient for the payment in full set aside, before any such payments shall be made to the holders of Common stock.

(2) 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 classes, 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:

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

(b) The rate and manner of payment of dividends payable on shares of such class, 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

(c) Whether shares of such class can be redeemed, the time or times when, and the price or prices at which, shares of such class 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

(d) The amount payable on shares of such class 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

(e) The rights, if any, of the holders of shares of such class to convert such shares into, or exchange such shares for, shares of Common Stock, other securities, or shares of any other class or classes of Preferred Stock and the terms and conditions of such conversion or exchange; and

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

(3) 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 class shall be identical in all respects with the other shares of the same class. 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.

C. Description of Common Stock. The terms, preferences, limitations and relative rights of the Common Stock are as follows:

(1) Dividends on Common Stock. Subject to the prior and superior rights of the holders of any shares of Preferred Stock, the holders of Common Stock shall be entitled to receive such dividends if, as, and when declared by the Board of Directors out of funds legally available therefor.

(2) Voting Rights. 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.

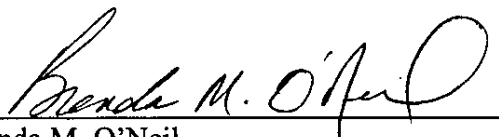
(3) Liquidation Preferences. If the Corporation is placed in voluntary liquidation, or if a conservator or receiver is appointed therefor, no payment shall be made to the holders of Common Stock until the holders of shares of Preferred Stock shall have been paid in full an amount equal to the par or face value of such stock.

(4) Preemptive Rights. 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.

SECOND: The foregoing amendment was adopted by the holders of in excess of a majority of the outstanding shares of common stock, being the sole voting group entitled to vote on the amendment, on February 29, 2012 and the number of votes cast for the amendment was sufficient for approval by the holders of common stock.

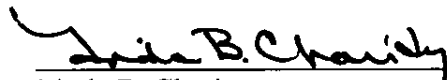
IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to Articles of Incorporation to be executed and attested to by its duly authorized officer as of this 28th day of March, 2012.

PREFERRED COMMUNITY BANK

By: 
Brenda M. O'Neil
President and Chief Executive Officer

APPROVAL

Approved by the Florida Office of Financial Regulation this 20th day of August,
2012.

A handwritten signature in black ink, appearing to read "Linda B. Charity", is written over a horizontal line.

Linda B. Charity
Director, Division of Financial Institutions