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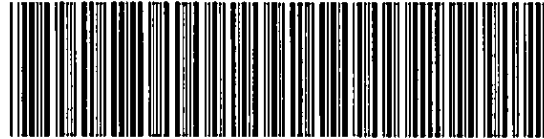
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2022 DEC 29 PM 2:51

*Restated Articles /
Name Change*

DEC 28 2022

D CUSHING



Commissioner Russell C. Weigel, III

December 28, 2022

VIA INTEROFFICE MAIL

Diane Cushing
Administrator
Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Dear Diane Cushing:

Please file the enclosed documents in the following sequence, using the effective dates and times as stated (see documents for reference):

- File Restated Articles of Incorporation of First Citrus Bank, **effective 11:56pm Eastern Time on December 31, 2022;**
- File Restated Articles of Incorporation of First Citrus Bancorporation, Inc., **effective 11:57pm Eastern Time on December 31, 2022;**
- File Articles of Merger of FCB Successor Bank with and into First Citrus Bank, **effective 11:58pm Eastern Time on December 31, 2022**
- File Articles of Merger of First Citrus Bank with and into DFCU Financial, **effective 11:59pm Eastern Time on December 31, 2022**

Enclosed is a check payable to the Florida Division of Corporations representing payment for the filing fees for the above-mentioned documents and two certified copies.

| Check Nos. | Amount |
|------------|----------|
| # 24949 | \$280.00 |

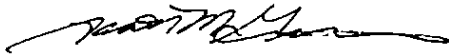
The distribution of the certified copies should be as follows:

- (1) One copy to: Mr. John P. Greeley
Smith Mackinnon, PA
301 East Pine Street, Suite 750
Orlando, Florida 32801
Ph# 407-843-7300

(2) One copy to: Office of Financial Regulation
 Division of Financial Institutions
 200 East Gaines Street
 Tallahassee, Florida 32399-0371

If you have any questions, please do not hesitate to me at (850) 410-9513.

Sincerely,

A handwritten signature in black ink, appearing to read "Jason M. Guevara", with a stylized flourish at the end.

Jason M. Guevara
Financial Administrator
Division of Financial Institutions

**RESTATED ARTICLES OF INCORPORATION
OF
FIRST CITRUS BANCORPORATION, INC.**

Pursuant to the provisions of the Florida Financial Institutions Codes and Section 607.1007, Florida Statutes, First Citrus Bancorporation, Inc. hereby amends and restates its Articles of Incorporation by adopting the following Restated Articles of Incorporation which shall take effect as of 11:57 p.m., Eastern Standard Time, on December 31, 2022.

ARTICLE I

The name of the corporation shall be FCB Successor Bank and its place of business shall be located at 10824 North Dale Mabry Highway, Tampa, Florida 33618.

ARTICLE II

The corporation shall be organized as a successor institution in accordance with Sections 658.40(4) and 658.42(2), Florida Statutes.

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 Restated Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 4,700,000 with a par value of \$5.00 per share.

(2) Class A Preferred Stock. The aggregate number of shares of Class A preferred stock (referred to in these Articles of Incorporation as "Class A Preferred Stock") which the Corporation shall have authority to issue is 200,000 with a par value of \$5.00 per share.

(3) Class B Preferred Stock. The aggregate number of shares of Class B preferred stock (referred to in these Articles of Incorporation as "Class B Preferred Stock") which the Corporation shall have authority to issue is 100,000 with a par value of \$5.00 per share.

B. Common Stock 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.

C. 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.

D. Description of Class A Preferred Stock.

1. Designation. There shall be 200,000 shares of the Preferred Stock of the Corporation hereby constituted as a class of Preferred Stock with a par value of \$5.00 per share designated as Class A Non-Cumulative Perpetual Preferred Stock (hereinafter called the "Class A Preferred Stock");

2. Rank. The Class A Preferred Stock, with respect to dividend rights and rights of liquidation, dissolution or winding up of the Company, ranks *pari passu* with the Class B Preferred Stock and senior to the Common Stock and all of the classes and series of equity securities of the Company, other than any classes or series of equity securities of the Company subsequently issued ranking on a parity with, or senior to, the Class A Preferred Stock, as to dividend rights and rights upon liquidation, dissolution or winding up of the Company. The relative rights and preferences of the Class A Preferred Stock may be subordinated to the relative rights and preferences of holders of subsequent issues of other classes or series of preferred stock and equity securities of the Corporation designated by the Board of Directors. The Class A Preferred Stock is junior to indebtedness issued from time to time by the Corporation, including notes and debentures.

3. Number of Shares in Series. The number of shares of Class A Preferred Stock shall initially be 200,000 shares, which number from time to time may be increased or decreased (but not decreased below the number of shares of the class then outstanding) by the Board of Directors.

4. Voting Rights. Except as provided by law, the holders of the Class A Preferred Stock shall have limited voting rights, and shall be entitled to vote only upon any proposal for a merger or share exchange, in each case to which the Corporation is a party, or a sale by the Corporation of all or substantially all of its assets (a "Change of Control"). On those matters in which the holders of Class A Preferred Stock are entitled to vote, the holders shall have the right to one vote for each share of Class A Preferred Stock, and shall be entitled to receive notice of any shareholder's meeting held to act upon such matters in accordance of the Bylaws of the Corporation, and shall be entitled to vote in such manner as provided by law. The holders of Class A Preferred Stock shall vote together with the holders of Common Stock as a single class, and not as a separate class.

5. Liquidation Preference. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation, then, before any distribution or payment shall be made to the holders of any junior stock, the holders of Class A Preferred Stock shall be entitled to be paid in full the sum of \$12.74 per share. To the extent such payment shall have been made in full to the holders of the Class A Preferred Stock, all other series of Preferred Stock and any parity stock, the remaining assets and funds of the Corporation shall be distributed among the holders of the junior stock, according to their respective rights and preferences and in each case according to their respective shares. If upon liquidation, dissolution or winding up, the amounts so payable are not paid in full to the holders of all outstanding shares of Class A Preferred Stock, and all other shares on a parity with the Class A Preferred Stock, then the holders of Class A Preferred Stock and all other shares on a parity with the Class A Preferred Stock, share ratably in

any distribution of assets in proportion to the full amounts to which they would otherwise be respectively entitled. In the event that Class A Preferred Stock has not received payments equal to its full pro rata distribution of assets of the Corporation, based upon the number of all shares of Common and Preferred Stock, then such payment shall be made in pari passu with all other Preferred and Common Stock. A Change of Control shall not be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of the provisions of this Section 5.

6. Convertibility. The Class A Preferred Stock shall automatically convert into shares of the Corporation's Common Stock upon, on the basis of one share of Common Stock for each share of Class A Preferred Stock, immediately prior to the closing of a Change of Control; provided, however, that such conversion shall be conditioned upon the closing of any such Change of Control, and the holder entitled to receive the Common Stock upon conversion of the Class A Preferred Stock shall be deemed to have converted such shares of Class A Preferred Stock immediately prior to the closing of such Change of Control. In addition, each holder of shares of Class A Preferred Stock shall have the right to elect, in writing, and upon surrender of his or her shares of Class A Preferred Stock, to have such shares converted into shares of Common Stock of the Corporation on the basis of one share of Common Stock for each share of Class A Preferred Stock surrendered. If the shares of Class A Preferred Stock shall be converted into Common Stock pursuant to this Section 6, the shares which are converted shall be cancelled and shall not be issuable by this Corporation thereafter.

7. Dividend Rights. The holders of shares of Class A Preferred Stock shall be entitled to a preference in the distribution of dividends, when and as declared by the Board of Directors, and shall receive out of any assets of the Corporation legally available therefore such dividends prior to the payment of any dividends to the holders of the Common Stock. The shares of Class A Preferred Stock shall be non-cumulative with respect to dividends.

8. Redemption Rights. The shares of Class A Preferred Stock shall have no redemption rights.

9. Antidilution Adjustments. If the outstanding shares of Common Stock are increased or decreased or changed into or exchanged for a different number or kind of shares or other securities of the Corporation or of any other corporation by reason of any merger, consolidation, liquidation, reclassification, recapitalization, stock split up, combination of shares, or stock dividend, appropriate adjustment shall be made by the Board of Directors of the Corporation in the number, and relative terms, of the shares of Class A Preferred Stock. ..

10. Definitions. As used herein with respect to the Class A Preferred Stock, the following terms have the following meanings:

- a. The term "parity stock" means all series of Preferred Stock (including but not limited to Class A Preferred Stock) and any other class of stock of the Corporation hereafter authorized ranking on a parity with the Class A Preferred Stock in the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

- b. The term “junior stock” shall mean the Common Stock and any other class of stock of the Corporation hereafter authorized over which Preferred Stock, including without limitation Class A Preferred Stock, has preference or priority in the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

11. Limitations of Rights. Holders of shares of Class A Preferred Stock shall not have any relative, participating, optional or other special rights and powers other than as set forth herein.

E. Description of Class B Preferred Stock.

1. Designation. There shall be 100,000 shares of the Preferred Stock of the Corporation hereby constituted as a class of Preferred Stock with a par value of \$5.00 per share designated as Class B Non-Cumulative Perpetual Preferred Stock (hereinafter called the “Class B Preferred Stock”).

2. Rank. The Class B Preferred Stock, with respect to dividend rights and rights of liquidation, dissolution or winding up of the Company, ranks *pari passu* with the Class A Preferred Stock and senior to the Common Stock and all of the classes and series of equity securities of the Company, other than any classes or series of equity securities of the Company subsequently issued ranking on a parity with, or senior to, the Class B Preferred Stock, as to dividend rights and rights upon liquidation, dissolution or winding up of the Company. The relative rights and preferences of the Class B Preferred Stock may be subordinated to the relative rights and preferences of holders of subsequent issues of other classes or series of preferred stock and equity securities of the Corporation designated by the Board of Directors. The Class B Preferred Stock is junior to indebtedness issued from time to time by the Corporation, including notes and debentures.

3. Number of Shares in Class. The number of shares of Class B Preferred Stock shall initially be 100,000 shares, which number from time to time may be increased or decreased (but not decreased below the number of shares of the class then outstanding) by the Board of Directors.

4. Voting rights. Except as provided by law, the holders of the Class B Preferred Stock shall have limited voting rights, and shall be entitled to vote only upon any proposal for a merger or share exchange, in each case to which the Corporation is a party, or a sale by the Corporation of all or substantially all of its assets (a “Change of Control”). On those matters in which the holders of Class B Preferred Stock are entitled to vote, the holders shall have the right to one vote for each share of Class B Preferred Stock, and shall be entitled to receive notice of any shareholder’s meeting held to act upon such matters in accordance of the Bylaws of the Corporation, and shall be entitled to vote in such manner as provided by law. The holders of Class B Preferred Stock shall vote together with the holders of Common Stock as a single class, and not as a separate class.

5. Liquidation Preference. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation, then, before any distribution or payment shall be made to the holders of any junior stock, the holders of Class B Preferred Stock shall be entitled to be paid in full the sum of \$12.74 per share. To the extent such payment shall

have been made in full to the holders of the Class B Preferred Stock, all other series of Preferred Stock and any parity stock, the remaining assets and funds of the Corporation shall be distributed among the holders of the junior stock, according to their respective rights and preferences and in each case according to their respective shares. If upon liquidation, dissolution or winding up, the amounts so payable are not paid in full to the holders of all outstanding shares of Class B Preferred Stock, and all other shares on a parity with the Class B Preferred Stock, then the holders of Class B Preferred Stock and all other shares on a parity with the Class B Preferred Stock, share ratably in any distribution of assets in proportion to the full amounts to which they would otherwise be respectively entitled. In the event that Class B Preferred Stock has not received payments equal to its full pro rata distribution of assets of the Corporation, based upon the number of all shares of Common and Preferred Stock, then such payment shall be made in pari passu with all other Preferred and Common Stock. A Change of Control shall not be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of the provisions of this Section 5.

6. Convertibility. The Class B Preferred Stock shall automatically convert into shares of the Corporation's Common Stock upon, on the basis of one share of Common Stock for each share of Class B Preferred Stock, immediately prior to the closing of a Change of Control; provided, however, that such conversion shall be conditioned upon the closing of any such Change of Control, and the holder entitled to receive the Common Stock upon conversion of the Class B Preferred Stock shall be deemed to have converted such shares of Class B Preferred Stock immediately prior to the closing of such Change of Control. If the shares of Class B Preferred Stock shall be converted into Common Stock pursuant to this Section 6, the shares which are converted shall be cancelled and shall not be issuable by this Corporation thereafter.

7. Dividend Rights. The holders of shares of Class B Preferred Stock shall be entitled to a preference in the distribution of dividends, when and as declared by the Board of Directors, and shall receive out of any assets of the Corporation legally available therefore such dividends prior to the payment of any dividends to the holders of the Common Stock. The shares of Class B Preferred Stock shall be non-cumulative with respect to dividends.

8. Redemption Rights. The shares of Class B Preferred Stock shall have no redemption rights.

9. Antidilution Adjustments. If the outstanding shares of Common Stock are increased or decreased or changed into or exchanged for a different number or kind of shares or other securities of the Corporation or of any other corporation by reason of any merger, consolidation, liquidation, reclassification, recapitalization, stock split up, combination of shares, or stock dividend, appropriate adjustment shall be made by the Board of Directors of the Corporation in the number, and relative terms, of the shares of Class B Preferred Stock.

10. Definitions. As used herein with respect to the Class B Preferred Stock, the following terms have the following meanings:

- a. The term "parity stock" means all series of Preferred Stock (including but not limited to Class B Preferred Stock) and any other class of stock of the Corporation hereafter authorized ranking on a parity with the Class B

Preferred Stock in the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

- b. The term "junior stock" shall mean the Common Stock and any other class of stock of the Corporation hereafter authorized over which Preferred Stock, including without limitation Class B Preferred Stock, has preference or priority in the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

11. Limitations of Rights. Holders of shares of Class B Preferred Stock shall not have any relative, participating, optional or other special rights and powers other than as set forth herein.

ARTICLE IV

The term for which said corporation shall exist shall be one (1) year.

ARTICLE V

The number of directors shall not be fewer than five (5). The names and street addresses of the directors of the corporation are:

| <u>Name</u> | <u>Street Address</u> |
|------------------------|--|
| Michael Adcock | 10824 North Dale Mabry Highway, Tampa, Florida 33618 |
| C. Russell Adams | 10824 North Dale Mabry Highway, Tampa, Florida 33618 |
| John M. Barrett | 10824 North Dale Mabry Highway, Tampa, Florida 33618 |
| Robert K. Beard | 10824 North Dale Mabry Highway, Tampa, Florida 33618 |
| Sharon Docherty Danco | 10824 North Dale Mabry Highway, Tampa, Florida 33618 |
| James G. Hatton | 10824 North Dale Mabry Highway, Tampa, Florida 33618 |
| Rodney O. Horton, O.D. | 10824 North Dale Mabry Highway, Tampa, Florida 33618 |
| Gerald L. Kolar | 10824 North Dale Mabry Highway, Tampa, Florida 33618 |
| J. Roger Moyer, Jr. | 10824 North Dale Mabry Highway, Tampa, Florida 33618 |

ARTICLE VI

These Restated Articles of Incorporation consolidate all amendments into a single document and may be amended in the manner from time to time provided by law and the right conferred upon the shareholders by any provision of these Articles of Incorporation is hereby made subject to this reservation.

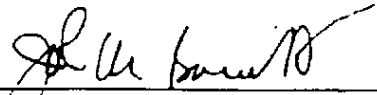
ARTICLE VII

The name and street address of the person signing these Restated Articles of Incorporation as director is John M. Barrett, 10824 North Dale Mabry Highway, Tampa, Florida 33618.

CERTIFICATE

The foregoing Restated Articles of Incorporation were adopted by the (a) Board of Directors of the Corporation on May 9, 2022, and (b) holders of the outstanding shares of Common Stock, being the sole voting group entitled to vote on the Restated Articles of Incorporation, on August 4, 2022 and the number of votes cast for the Restated Articles of Incorporation was sufficient for approval by holders of Common Stock.

IN WITNESS WHEREOF, the undersigned President and Chief Executive Officer of this Corporation has executed these Restated Articles of Incorporation on December 20, 2022.



John M. Barrett
President and Chief Executive Officer

APPROVAL

Restated Articles of Incorporation approved by the Florida Office of Financial Regulation
this 27th day of December, 2022.

Tallahassee, Florida



For: Russell C. Weigel, III
Commissioner