

P07000060636

(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



500251407375

07/29/14--01012--012 **52.50

FILED
14 JUL 28 AM 10:25
RECEIVED
CALT. 10/15/14



FLORIDA OFFICE OF FINANCIAL REGULATION

www.FLOFR.com

DREW J. BREAKSPEAR
COMMISSIONER

July 28, 2014

VIA INTEROFFICE MAIL

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

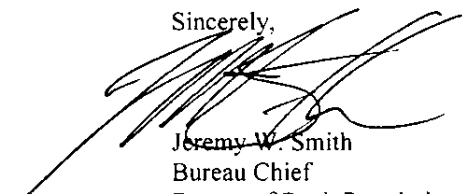
Dear Ms. Cushing:

Please file the enclosed amendment to the articles of incorporation for FirstCity Bank of Commerce, Palm Beach Gardens, Florida, at your earliest convenience. The distribution of the certified copies should be as follows:

- (1) One copy to: Office of Financial Regulation
Division of Financial Institutions
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) One copy to: Mr. Ronald D. Giather
President and Chief Executive Officer
FirstCity Bank of Commerce
11760 US Highway 1, Suite 102W
Palm Beach Gardens, Florida 33408

Also enclosed is a check for \$52.50 representing the filing fee and certified copy fees. If you have any questions, please do not hesitate to contact me.

Sincerely,


Jeremy W. Smith
Bureau Chief
Bureau of Bank Regulation

JWS

Enclosures (3)

FILED
14 JUL 28 AM 10:25
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FIRSTCITY BANK OF COMMERCE**

FILED
14 JUL 28 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of FirstCity Bank of Commerce 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 5,000,000 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 5,000,000 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) 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 shall 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 voting rights, if any, and whether full or limited, of the shares of such class, 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

(g) The preemptive or preferential rights, if any, of the holders of shares of such class 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.

(2) 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 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 (a) to increase the authorized shares of Common Stock 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 April 26, 2013 and the number of votes cast for the amendment was sufficient for approval by the holders of Common Stock and (b) to authorize the Bank to issue the foregoing shares of Preferred Stock 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 June 4, 2014 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 25 day of June, 2014.

FIRSTCITY BANK OF COMMERCE

By:

Ronald D. Gaither

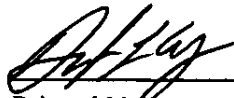
Ronald D. Gaither

President and Chief Executive Officer

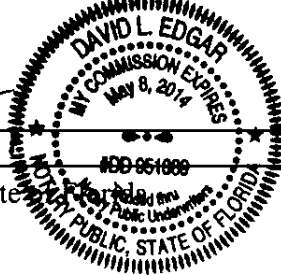
FILED
14 JUL 28 AM 10:25
SECRETARY
TALLAHASSEE
FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 25 day of June, 2014, by Ronald D. Gaither, as President and Chief Executive Officer of FirstCity Bank of Commerce Bank, a Florida banking corporation.



Printed Name: _____
Notary Public, State of Florida

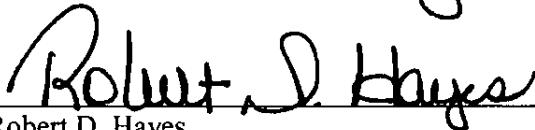


Personally Known ☒ or Produced Identification ☐

Type of Identification Produced _____

APPROVAL

Approved by the Florida Office of Financial Regulation this 28th day of July,
2014.


Robert D. Hayes
Director, Division of Financial Institutions