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Amend.



FLORIDA OFFICE OF FINANCIAL REGULATION

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DREW J. BREAKSPEAR
COMMISSIONER

October 22, 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, Orlando, 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. John P. Greeley, Esquire
Smith Mackinnon, PA
Suite 1200
Citrus Center
255 South Orange Avenue
Orlando, Florida 32801

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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/jag
Enclosures (3)

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

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

FIRST: Pursuant to authority granted to the Board of Directors of the corporation by Article III, Section B of the Articles of Incorporation, as amended, the corporation shall be authorized to issue 5,000,000 shares of Non-Cumulative Perpetual Series A Preferred Stock, which shall have the following terms, designations, preferences and privileges, relative, participating, optional and other special rights, and qualifications, limitations, and restrictions:

1. Description of Series A Preferred Stock. The terms, preferences, limitations and relative rights of the Non-Cumulative Perpetual Series A Preferred Stock (the "Series A Preferred Stock") are as follows:

(a) Ranking. The Series A Preferred Stock shall, with respect to dividend rights and rights on liquidation, dissolution or winding up of the corporation, rank senior to the Common Stock and all of the classes and series of equity securities of the corporation, other than any classes or series of equity securities of the corporation subsequently issued on a parity with the Series A Preferred Stock as to dividend rights and rights upon liquidation, dissolution or winding up of the corporation. The relative rights and preferences of the Series 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 from time to time. The Series A Preferred Stock is junior to indebtedness issued from time to time by the corporation, including notes and debentures.

(b) Dividends. The holders of Series A Preferred Stock shall be entitled to receive on each share of Series A Preferred Stock Liquidation Amount such noncumulative cash dividends if, as, and when declared by the Board of Directors out of funds legally available therefor. So long as any shares of Series A Preferred Stock are outstanding, no dividend may be declared or paid or set aside for payment or other distribution declared or made upon the Common Stock by the corporation (other than dividends payable solely in shares of Common Stock) unless dividends on all outstanding shares of Series A Preferred Stock in the same amount are contemporaneously declared and paid.

2. Voting Rights. Holders of Series A Preferred Stock shall have one vote on all matters submitted to a vote of corporation shareholders for each share of Series A Preferred

Stock so owned. Except as otherwise provided by the Act, the holders of Series A Preferred Stock shall vote together with the holders of Common Stock, as a single class.

3. Conversion Rights. The shares of Series A Preferred Stock shall be automatically converted into shares of corporation Common Stock upon the closing of a Change of Control. Each share of Series A Preferred Stock shall be convertible into one share of Common Stock. The conversion ratio will be subject to adjustment (i) upon the issuance of any shares of Common Stock as a dividend of distribution on the Common Stock, or (ii) upon any subdivisions, combinations, and reclassifications of the Common Stock. As promptly or practicable on or after the conversion date, the corporation (or its successor) shall issue and deliver to the holder a certificate or certificates for the number of full shares of Common Stock issuable upon such conversion (or the consideration into which such shares of Common Stock have been so converted) to the person entitled to receive the same.

4. Redemption Rights. The holders of the shares of Series A Preferred Stock shall not have any right to require that the corporation redeem their shares nor shall the corporation have any right to require the holders of Series A Preferred Stock to sell such shares to the corporation.

5. Liquidation Preference.

(a) Voluntary or Involuntary Liquidation. In the event of any liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, holders of Series A Preferred Stock shall be entitled to receive for each such share, out of the assets of the corporation or proceeds thereof (whether capital or surplus) available for distribution to shareholders of the corporation, subject to the rights of any creditors of the corporation, before any distribution of such assets or proceeds is made to or set aside for the holders of Common Stock and any other stock of the corporation ranking junior to the Series A Preferred Stock as to such distribution, payment in full in an amount equal to the Liquidation Preference.

(b) Partial Payment. If in any distribution described in Section 5(a) above, the assets of the corporation or proceeds thereof are not sufficient to pay in full the amounts payable with respect to all outstanding shares of Series A Preferred Stock and the corresponding amounts payable with respect to any other stock of the corporation ranking equally with the Series A Preferred Stock as to such distribution, holders of Series A Preferred Stock and the holders of such other stock shall share ratably in any such distribution in proportion to the full respective distributions to which they are entitled.

(c) Residual Distributions. If the Liquidation Preference has been paid in full to all holders of Series A Preferred Stock and the corresponding amounts payable with respect of any other stock of the corporation ranking equally with the Series A Preferred Stock as to such distribution has been paid in full, the holders of other stock of the corporation shall be entitled to receive all remaining assets of the corporation (or proceeds thereof) according to their respective rights and preferences.

(d) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 5, the merger or consolidation of the corporation with any other corporation or other entity, including a merger or consolidation in which the holders of Series A Preferred Stock received cash, securities or other property for their shares, or the sale, lease or exchange (for cash, securities or other property) of all or substantially all of the assets of the corporation, shall not constitute a liquidation, dissolution or winding up of the corporation.

6. Preemptive Rights. Holders of Series A Preferred 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.

7. Certain Events. If any event occurs as to which in the sole discretion of the Board of Directors of the corporation the other provisions of this Article would not protect the conversion or other rights of the Series A Preferred Stock (and, if issued, shares of Preferred Stock) in accordance with the essential intent and principles of this Article, then such Board of Directors shall make an adjustment in the application of such provisions, in accordance with such essential intent and principles as determined by the Board of Directors, so as to protect such rights as aforesaid.

8. Change of Control. A "Change of Control" shall mean (i) a merger or consolidation of the corporation with an unaffiliated entity, but not including a merger or consolidation in which any individual or group of the shareholders of the corporation immediately prior to such merger or consolidation are the beneficial owners of more than 50% of the outstanding shares of the common stock of the surviving corporation immediately after such merger or consolidation, (ii) the acquisition by any individual or group of beneficial ownership of more than 50% of the outstanding shares of the corporation's Common Stock, or (iii) any other transaction that two-thirds of the directors of the corporation deem to be a Change of Control. The term "Group" and the concept of beneficial ownership shall have such meanings ascribed thereto as set forth in the Securities Exchange Act of 1934, as amended, and the regulations and rules thereunder.

SECOND: The foregoing Articles of Amendment were duly adopted by the Board of Directors of the corporation on June 16, 2014 and continue in full force and effect as of the date hereof without alternation or modification and shareholder approval of the foregoing Articles of Amendment was not required.

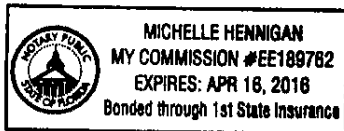
IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to Articles of Incorporation to be executed and attested to by its duly authorized officer as of this _____ day of July, 2014.

FIRSTCITY BANK OF COMMERCE

By: Ronald D. Gaither
Ronald D. Gaither
President and Chief Executive Officer

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 23 day of July, 2014, by Ronald D. Gaither, as President and Chief Executive Officer of FirstCity Bank of Commerce Bank, a Florida banking corporation.



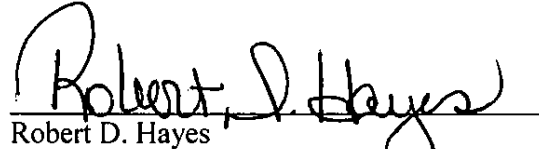
Michelle Hennigan
Printed Name: Michelle Hennigan
Notary Public, State of Florida

Personally Known ☐ or Produced Identification ☐
Type of Identification Produced

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STATE OF FLORIDA
TALLAHASSEE

APPROVAL

Approved by the Florida Office of Financial Regulation this 21st day of October, 2014.


Robert D. Hayes
Director, Division of Financial Institutions