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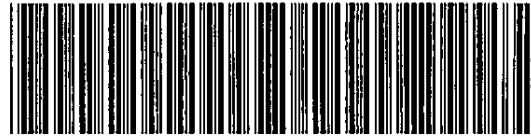
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FILED  
13 MAY 29 PM 5:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend  
5/29/13



**DREW J.  
BREAKSPEAR**  
Commissioner

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**INTEROFFICE COMMUNICATION**

**DATE:** May 21, 2013

**TO:** Rose Ann Varnadore, Amendment Section  
Florida Division of Corporations  
850-245-6923

**FROM:** Ben Brinkley, Financial Administrator  
Bureau of Bank Regulation, District II  
(850) 410-9504

**SUBJECT:** **Shamrock Bank of Florida, Naples, Florida**  
**(Amending Articles to Authorized Shares of Preferred Stock)**

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

- (1) One certified copy to: Ben F. Brinkley III  
Office of Financial Regulation  
Bureau of Bank Regulation, District II  
200 E. Gaines Street  
Tallahassee, FL 32399-0371
- (1) One certified copy to: Colleen M. Kvetko  
Shamrock Bank of Florida  
895 Fifth Avenue South  
Naples, Florida 34108

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
SHAMROCK BANK OF FLORIDA

FILED  
13 MAY 29 PM 5: 22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of Shamrock 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 Bank is authorized to issue the following shares of capital stock:

(1) Common Stock. The Bank shall have authority to issue 15,000,000 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 Bank 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 Bank; 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 Bank, whether or not convertible into shares of stock with the Bank.

(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 Bank, 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 Bank.

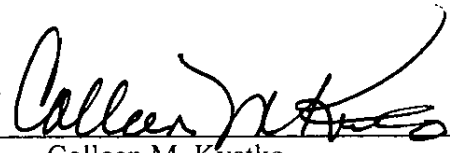
(3) Liquidation Preferences. If the Bank is placed in voluntary liquidation, or if a conservator or receiver is appointed therefor, no payment shall be made to the holders of Common Stock until the holders of shares of Preferred Stock shall have been paid in full an amount equal to the par or face value 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 Bank, whether or not convertible into shares of stock of the Bank.

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 APRIL 22, 2013 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 22 day of APRIL, 2013.

SHAMROCK BANK

By:   
Colleen M. Kvetko  
President and Chief Executive Officer

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 22nd day of April, 2013, by Colleen M. Kvetko, as President and Chief Executive Officer of Shamrock Bank, a Florida banking corporation.

Kathryn B. Leaming  
Printed Name: Kathryn B. Leaming  
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐  
Type of Identification Produced \_\_\_\_\_



APPROVAL

Approved by the Florida Office of Financial Regulation this 24 day of May, 2013.

Robert J. Hayes

Robert Hayes  
Interim Director, Division of Financial Institutions