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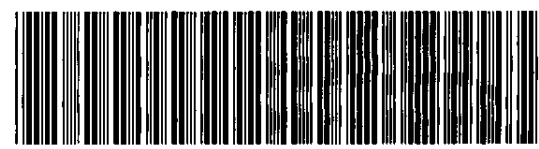
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AMEND
9/1

SMITH MACKINNON, PA

ATTORNEYS AT LAW

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CITRUS CENTER
255 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

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ORLANDO, FLORIDA 32802-2254

TELEPHONE (407) 843-7300
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E-MAIL: JPG7300@AOL.COM

JOHN P. GREELEY

August 31, 2011

Department of State
Attention: Karon Beyer
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: First Green Bank, Eustis, Florida

Dear Karon:

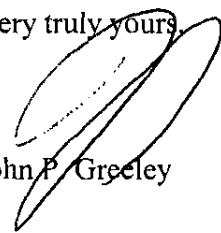
Enclosed are four copies of Articles of Amendment to the Articles of Incorporation of First Green Bank (the "Bank"), accompanied by a check in the amount of \$61.25 payable to the Florida Secretary of State for the filing fee and the receipt of three certified copies.

Please have one certified copy retained by the Florida Office of Financial Regulation. Then, I would appreciate it if you could send the remaining certified copies back to me by Federal Express Delivery using the accompanying Federal Express envelope.

Please have the Articles of Amendment filed on Thursday, September 1, 2011 and the certified copy sent by overnight delivery that same date.

If you have any questions regarding the foregoing, please call me at your convenience. As always, we appreciate your assistance.

Very truly yours,


John P. Greeley

JPG:erw

Enclosures

Copy to: Kenneth E. LaRoe
Chairman and Chief Executive Officer
First Green Bank



TOM GRADY
COMMISSIONER

STREET ADDRESS: 101 East Gaines Street, Suite 636 • PHONE (850) 410-9800 • FAX (850) 410-9548
MAILING ADDRESS: Division of Financial Institutions, 200 East Gaines Street, Tallahassee, FL 32399-0371
Visit us on the web: www.FLOFR.COM • Toll Free: (800) 848-3792

September 1, 2011

VIA INTEROFFICE MAIL

Ms. Karen Gibson
Senior Section Administrator
Amendment Section
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

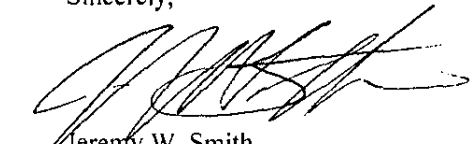
Dear Ms. Gibson:

Please file the enclosed amendment to the Articles of First Green Bank, Eustis, Florida, at your earliest convenience. The distribution of the certified copies should be made as follows:

- (1) Return one copy to: Division of Financial Institutions
Florida Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) Mail **Two** copies to: Mr. John P. Greeley, Esquire
(Envelope Enclosed) Smith Mackinnon PA
255 South Orange Avenue, Suite 800
Orlando, Florida 32801-3452

Also enclosed is a check in the amount of \$61.25 representing the filing and certified copy fees. If you have any questions, please do not hesitate to contact me.

Sincerely,



Jeremy W. Smith
Financial Control Analyst
Bureau of Bank Regulation, District 1

JWS

Enclosures (5)

FINANCIAL SERVICES COMMISSION

RICK SCOTT
GOVERNOR

PAM BONDI
ATTORNEY
GENERAL

JEFF ATWATER
CHIEF FINANCIAL
OFFICER

ADAM PUTNAM
COMMISSIONER OF
AGRICULTURE

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ARTICLES OF AMENDMENT
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO

ARTICLES OF INCORPORATION

OF

FIRST GREEN BANK

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of First Green 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 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 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 or series, 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 or series and the number of shares which shall constitute such class or series, which number may be increased (except where otherwise provided by the Board of Directors in creating such class or series) 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 or series, 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 or series shall be redeemed, the time or times when, and the price or prices at which, shares of such class or series 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 or series 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 or series to convert such shares into, or exchange such shares for, shares of Common Stock, other securities, or shares of any other class or series or classes or series 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 or series, 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 or series to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class or series, 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 class or series shall be identical in all respects with the other shares of the same class or series. 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 (if shares of Preferred Stock are issued) 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.

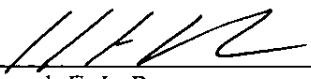
(3) Liquidation Preferences. If the Corporation is placed in voluntary liquidation, or if a conservator or receiver is appointed therefor, no payment shall be made to the holders of Common Stock until the holders of Preferred Stock (if shares of Preferred Stock are issued) shall have been paid in full 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 or series, 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 August 29, 2011 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 29th day of August, 2011.

FIRST GREEN BANK

By: 
Kenneth E. LaRoe
Chairman and Chief Executive Officer

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 29th day of August, 2011, by Kenneth E. LaRoe, as Chairman and Chief Executive Officer of First Green Bank, a Florida banking corporation.



Barbara L. Szczepanski
Printed Name: Barbara L. Szczepanski
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐
Type of Identification Produced _____

APPROVAL

Approved by the Florida Office of Financial Regulation this 1st day of September, 2011.

Linda B. Charity
Linda B. Charity
Director, Division of Financial Institutions