

P21000099119

(Requestor's Name)

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(City/State/Zip/Phone #)

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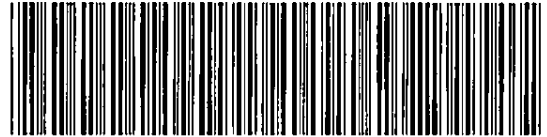
(Business Entity Name)

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A. RAMSEY

JUN 10 2024



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: 120000000088
If there are any issues
please contact Patrice at
850-202-9071

Date: 06/06/2024

Name: Patrice Rush

Reference #: 2400335

Entity Name: CLIMATE FIRST BANCORP, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: \$35.00

Signature: 

✪ CORPORATE HQ
COGENCY GLOBAL INC.
10 E 40TH ST, 10TH FL
NY, NY 10016
D: +1.212.947.7200
P: 800.221.0102
F: 800.944.6607

✪ EUROPEAN HQ
COGENCY GLOBAL (UK) LIMITED
REGISTERED IN ENGLAND & WALES.
REGISTRY #8010712
6 LLOYDS AVE, UNIT 4CL
LONDON EC3N 3AX
+44 (0)20.3961.3080

✪ ASIA PACIFIC HQ
COGENCY GLOBAL (HK) LIMITED
A HONG KONG LIMITED COMPANY
UNIT B, 1/F, LIPPO LEIGHTON TOWER
103 LEIGHTON RD, CAUSEWAY BAY
HONG KONG
P: +852.2682.9633
F: +852.2682.9790

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SECRETARY OF STATE
CLASSE FILED

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION OF
CLIMATE FIRST BANCORP, INC.
(Pursuant to the Florida Business Corporation Act)

Climate First Bancorp, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in accordance with the provisions of the Florida Business Corporation Act (the "Act"), does hereby amend its Articles of Incorporation ("Articles") by filing these Articles of Amendment and, in connection therewith, hereby certifies:

That Article IV of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

ARTICLE IV

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 aggregate number of shares of voting common stock (referred to as "Common Stock") which the Corporation shall have authority to issue is 25,000,000 with a par value of \$ 5.00 per share.

(2) Nonvoting Common Stock. The aggregate number of shares of nonvoting common stock (referred to as "Nonvoting Common Stock") which the Corporation shall have the authority to issue is 10,000,000 with a par value of \$5.00 per share.

B. Voting and Other 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. Holders of Nonvoting Common Stock shall not be entitled to vote except as to matters in respect of which they shall at the time be indefeasibly vested by law with such right, in which case they shall be entitled to one vote for each share held and, unless otherwise required by law, shall vote together with the holders of Common Stock as one voting group. Except with the respect to the difference in voting rights between the shares of Common Stock and Nonvoting Common Stock set forth herein, the shares of Common Stock and Nonvoting Common Stock shall have the same rights, preferences, limitations and restrictions.

C. Preemptive Rights.

Holders of Common Stock and Nonvoting 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.

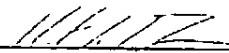
Except as hereby amended, the Articles of Incorporation of the Corporation shall be the same.

CERTIFICATE

The undersigned, being the duly elected and incumbent Chairman and Chief Executive Officer of Climate First Bancorp, Inc. (the "Corporation"), a corporation organized under the laws of the State of Florida, does hereby certify that the foregoing Articles of Amendment were duly authorized, adopted and approved by the board of directors of the Corporation on April 17, 2024 and the holders of shares of Common Stock of the Corporation being the sole voting group entitled to vote thereon, on May 3, 2024 in a manner required by the Act and the Corporation's Articles of Incorporation, and the number of votes cast for the amendment by the shareholders was sufficient for approval by them.

IN WITNESS WHEREOF, the undersigned authorized officer has duly signed these Articles of Amendment on behalf of the Corporation this 3rd day of May, 2024.

CLIMATE FIRST BANCORP, INC.



Kenneth E. LaRoc
Chairman and Chief Executive Officer