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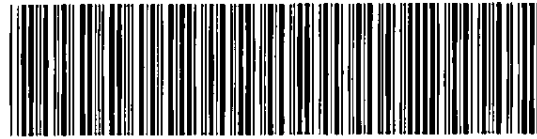
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If there are any issues
please contact Cheyanne at
850-202-1882

Date: 01/29/2025

Name: Cheyenne Davis

Reference #: 2626687

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: *Cheyenne Davis*

**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.

(3) **Preferred Stock.** The aggregate number of shares of preferred stock (referred to as "Preferred Stock") which the Corporation shall have authority to issue is 10,000,000 with a par value of \$.01 per share.

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 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 series and the number of shares which shall constitute such series, which number may be increased (except where otherwise provided by the Board of Directors in creating such 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 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 series shall be redeemed, the time or times when, and the price or prices at which, shares of such 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 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 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 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 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 series 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 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. 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.

D. 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.

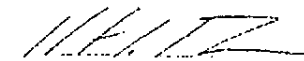
Except as hereby amended, the Articles of Incorporation of the Corporation shall be the same.

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 December 18, 2024 and the holders of shares of Common Stock of the Corporation being the sole voting group entitled to vote thereon, on January 24, 2025 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 28th day of January, 2025.

CLIMATE FIRST BANCORP, INC.



Kenneth E. LaRoc
Chairman and Chief Executive Officer