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Florida Department of State
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
CREDIT UNION 24, INCORPORATED**

Certificate of Status	0
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Corporate Filing Menu

Help

Per Restated

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CREDIT UNION 24, INCORPORATED**

15 NOV 20 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this Corporation shall be CREDIT UNION 24, INCORPORATED.

ARTICLE II

Purpose

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act, as the same exists or may hereafter be amended ("Florida Law").

ARTICLE III

Agent

The registered agent of this Corporation shall be Mansel C. Guerry. The address of the registered agent shall be 2252 Killearn Center Boulevard, Suite 2A, Tallahassee, FL 32309.

ARTICLE IV

Existence

This Corporation shall have perpetual existence.

ARTICLE V

Address

The street address of the principal office of this Corporation shall be 2252 Killearn Center Boulevard, Suite 2A, Tallahassee, FL 32309.

ARTICLE VI

Capital Stock

The authorized capital stock of this Corporation shall consist of Five Hundred Thousand (500,000) shares of One cent (\$.01) par value voting common stock and One Hundred Thousand (100,000) shares of One cent (\$.01) par value non-voting, non-cumulative preferred stock.

Authority is hereby vested in the Board of Directors of the Corporation to divide the authorized non-voting preferred stock into series, to issue the non-voting preferred stock in such series as they may designate, and to fix and determine the relative rights and preferences of each

series so established. The Board of Directors may fix and determine the relative rights and preferences of each series so established, with respect to all or any of the following:

- (a) The rate or manner of payment of dividends;
- (b) Whether shares may be called or redeemed and, if so, the call or redemption price and terms and conditions of the call or redemption;
- (c) The amount payable upon shares in the event of voluntary or involuntary liquidation;
- (d) Sinking fund provisions, if any, for the call or redemption of shares; and
- (e) Terms and conditions, if any, upon which the shares may be converted into another class or series.

The relative rights of each series shall be set forth in full, or summarized, on the stock certificates issued by the Corporation to represent the stock.

Prior to the issue of any shares of a series established by board resolution, the Corporation shall file in the Office of the Department of State a statement setting forth the name of the Corporation, the date of the adoption of the resolution establishing the series, and enclosing a copy of the resolution determining the relative rights and preferences thereof, together with a statement that the resolution was duly adopted by the Board of Directors. The statement shall be executed and acknowledged by the President and Secretary of the Corporation. Upon the filing of such statement with the Department of State, the resolution establishing and designating the series, and fixing and determining the relative rights and preferences of the series, shall constitute an amendment to the Articles of Incorporation of the Corporation.

Notwithstanding the foregoing, in no event shall the total issued and outstanding shares of non-voting preferred stock exceed forty-nine percent (49%) of the total issued and outstanding shares of all classes of stock of the Corporation.

ARTICLE VII

Preemptive Rights, Voting Rights, Quorum

Holders of the capital stock of the Corporation shall not have the preemptive right to purchase any new shares of stock or securities, or rights to acquire stock or securities of the Corporation.

Each member shareholder shall be entitled to one (1) vote on all matters with respect to which the shareholders are entitled to vote, regardless of the number of shares owned by such member shareholder. Cumulative voting shall not be allowed. Voting shall be restricted to member shareholders only.

A quorum at any meeting of the member shareholders shall consist one-third of the member shareholders entitled to vote, represented in person or by proxy. If a quorum is not present at a meeting, a majority of the member shareholders so represented at the meeting may adjourn the meeting for a period not to exceed sixty (60) days at any one adjournment. At such later meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at a meeting as originally notified.

ARTICLE VIII

Directors

This Corporation shall have nine (9) directors initially. The number on the Board may be increased or decreased from time to time by vote of the shareholders at an annual or special meeting thereof.

ARTICLE IX

Officers

The affairs of the Corporation shall be managed by the Chairman of the Board and, if elected by the Board, by a President, Vice-President, Secretary and Treasurer. Such officers may be elected annually at the regular meeting of the Board of Directors to be held during the first four months of each calendar year. The officers shall have such duties as are prescribed by the By-Laws or determined by the Board of Directors of the Corporation.

ARTICLE X

Shareholders

The shareholders of the Corporation shall be limited to members which are duly chartered Federal and State credit unions in good standing and associations of such credit unions, subsidiaries or other entities affiliated with such credit unions, and such other persons or entities as shall be approved for membership by two-thirds vote of the Board of Directors of the Corporation.

ARTICLE XI

Indemnification

Each person (including here and hereinafter, the heirs, executors, administrators or estate of such person) (1) who is or was a director or officer of the Corporation or who is or was serving at the request of the Corporation in the position of a director, officer, trustee, partner, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, or (2) who is or was an agent or employee (other than an officer) of the Corporation and as to whom the Corporation has agreed to grant such indemnity, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by Florida Law or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as such director, officer, trustee, partner, agent or employee, or arising out of his status as such director, officer, trustee, partner, agent or employee. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled.

Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in this Article XI in defending a civil or criminal suit, action or proceeding may be paid (and, in the case of directors and officers of the Corporation, shall be paid) by the Corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized by this Article XI, and upon satisfaction of other conditions established from time to time by the Board of Directors or which may be required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

If this Article XI or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation shall nevertheless indemnify each director and officer of the Corporation to the fullest extent permitted by all portions of this Article XI that has not been invalidated and to the fullest extent permitted by law.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation has the power to indemnify him against such liability under the provision of this section.

A director of the Corporation shall not be personally liable for monetary damages to the Corporation, its shareholders or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, to the fullest extent permitted by Florida Law.

The rights and authority conferred in this Article XI shall not be exclusive of any other right which any person may otherwise have or hereafter acquire.

Neither the amendment nor repeal of this Article XI, nor the adoption of any provision of the Amended and Restated Articles of Incorporation or the bylaws of the Corporation, nor, to the fullest extent permitted by Florida Law, any modification of law, shall eliminate or reduce the effect of this Article XI in respect of any acts or omissions occurring prior to such amendment, repeal, adoption or modification.

The date of each amendment(s) adoption: October 9, 2015

Effective date if applicable: Upon Filing

(No more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) By the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement Must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval By."

(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated November 19, 2015

By: 

Title: Mansel Guerry, President/CEO

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)