

P98000044792

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

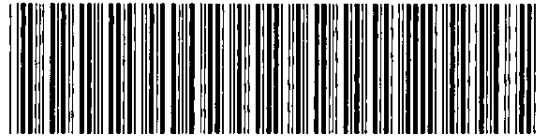
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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10/27/09--01001--007 \*\*43.75

RECEIVED  
09 OCT 26 PM 3:48  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
09 OCT 26 PM 3:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AJR  
10/24/09

Requester's Name Gloria Dougherty PA  
 Address 2457 Oak Ave  
 City/State/Zip Tallahassee FL Phone # 878-2411

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Florida Business BancGroup Inc. PA8000044792  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

- ☒ Walk in    ☐ Pick up time \_\_\_\_\_    ☒ Certified Copy  
☐ Mail out    ☒ Will wait    ☐ Photocopy    ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☒ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

**Examiner's Initials**

**FLORIDA BUSINESS BANCGROUP, INC.  
ARTICLES OF AMENDMENT**

**FILED**

**CERTIFICATE OF THE DESIGNATION,  
PREFERENCES, RIGHTS AND LIMITATIONS OF**

09 OCT 26 PM 3: 52

**SERIES D PREFERRED STOCK**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned, Gregory W. Bryant, Chief Executive Officer and President of Florida Business BancGroup, Inc. ("Company"),

**DOES HEREBY CERTIFY:**

That, pursuant to the authority expressly conferred upon the Board of Directors of the Company by the Articles of Incorporation of the Company and in accordance with the provisions of Section 607.0602, *Florida Statutes*, the Board of Directors, at a meeting held on October 22, 2009, adopted the following amendment which designates a series of preferred stock to be known as Series D Preferred Stock, with the following relative rights and preferences:

1. **Designation.** The designation of the series of preferred stock created hereby shall be "Series D Preferred Stock" and the number of shares constituting such class shall be 1,000,000 shares. The Series D Preferred Stock shall rank senior to the common stock of the Company, \$0.01 par value ("Common Stock"), and shall rank in parity with the Company's Series B and Series C Preferred Stock with respect to the payment of dividends and distribution of assets.

2. **Dividend Rights.** The holders of Series D Preferred Stock shall be entitled to receive quarterly cumulative cash dividends, payable in arrears. Dividends, to the extent the Company is legally permitted to pay dividends, shall be payable on January 1, April 1, July 1, and October 1 of each year (or, if such date is not a business day, the next succeeding business day). The cumulative dividends will accrue from the date of issuance at an annual rate of 10% based on the liquidation preference. Upon conversion of the Series D Preferred Stock, any accrued and unpaid dividends as of the conversion date shall be paid, whether or not declared (other than previously declared dividends payable to holders of record as of a prior record date), to the extent the Company is legally permitted to pay such dividends at such time.

3. **Conversion Rights.** Each share of Series D Preferred Stock is convertible into two shares of the Company's Common Stock. Series D Preferred Stock holders may, at their option, convert each share of Series D Preferred Stock into two shares of Common Stock at any time after issuance. Three years after the date of issuance of the Series D Preferred Stock, each share of Series D Preferred Stock, which has not previously be converted, shall automatically convert into two shares of Common Stock. The the number of shares of Common Stock issued upon conversion may be adjusted in the event of, among other things, stock dividends or distributions in shares of Common Stock or subdivisions, splits, or combinations of the Common Stock.

4. **Redemption.** The shares of Series D Preferred Stock are not redeemable.

5. **Liquidation Preference.** In the event of liquidation, dissolution or winding up of the affairs of the Company, whether voluntary or involuntary, the holders of Series D Preferred Stock shall be entitled to receive out of the assets of the Company available for distribution to

shareholders, \$10.00 per share of Series D Preferred Stock held, prior to any distribution to holders of Common Stock, but in parity with the liquidation rights of the Company's Series B and Series C Preferred Stock.

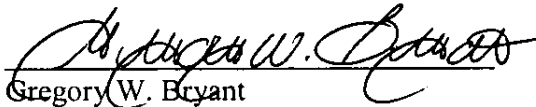
6. **Voting Rights.** Except as otherwise required by law, the holders of Series D Preferred Stock shall not be entitled to vote on any matters submitted to the Company's shareholders.

7. **Reacquired Shares.** Shares of Series D Preferred Stock converted or otherwise purchased or acquired by the Company shall be restored to the status of authorized and unissued shares of preferred stock without designation as to series.

8. **No Sinking Fund.** Shares of Series D Preferred Stock are not subject to the operation of a sinking fund.

**IN WITNESS WHEREOF, FLORIDA BUSINESS BANCGROUP, INC.** has caused this Certificate to be signed by Gregory W. Bryant, its Chief Executive Officer and President, as of this 22 day of October, 2009.

**FLORIDA BUSINESS BANCGROUP, INC.**

By:   
Gregory W. Bryant  
Chief Executive Officer and President