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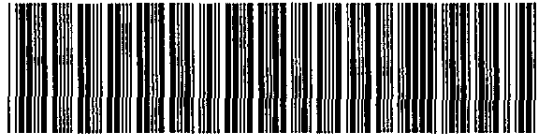
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TALLAHASSEE, FLORIDA

Amend
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OFFICE OF FINANCIAL REGULATION

DON B. SAXON
COMMISSIONER

**FINANCIAL SERVICES
COMMISSION**

JEB BUSH
GOVERNOR

TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE CRIST
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

December 6, 2005

INTEROFFICE MAIL

Ms. Susan Payne
Senior Section Administrator
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Subject: Article Amendment – First Citrus Bank

Dear Ms. Payne:

Please file the enclosed amendment to the articles of incorporation of First Citrus Bank, Tampa, Florida, at your earliest convenience. The distribution of the certified copies should be made as follows:

- (1) Return one copy to: *Office of Financial Regulation*
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) Mail one copy to: Edward W. Dougherty, Jr., Esquire
Iglar & Dougherty, P.A.
2457 Care Drive
Tallahassee, Florida 32308

Also enclosed are two checks (\$43.75 and \$8.75) totaling \$52.50 representing the filing and certified copy fees. If you have any questions, please do not hesitate to contact me.

Sincerely,

William A. Lott
Financial Control Analyst
Bureau of Bank Regulation

WAL:lbl

Enclosures (5)

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF

FIRST CITRUS BANK
(Pursuant to Section 607.1006 of the
Florida Business Corporation Act)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First Citrus Bank, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in accordance with the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), does hereby amend its Articles of Incorporation ("Articles") as follows:

Article III is hereby amended to read:

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 aggregate number of shares of common stock (referred to in these Restated Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 4,700,000 with a par value of \$5.00 per share.

(2) Class A Preferred Stock. The aggregate number of shares of Class A preferred stock (referred to in these Articles of Incorporation as "Class A Preferred Stock") which the Corporation shall have authority to issue is 200,000 with a par value of \$5.00 per share.

(3) Class B Preferred Stock. The aggregate number of shares of Class B preferred stock (referred to in these Articles of Incorporation as "Class B Preferred Stock") which the Corporation shall have authority to issue is 100,000 with a par value of \$5.00 per share.

B. Common Stock 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.

C. 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, 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.

D. Description of Class A Preferred Stock.

1. Designation. There shall be 200,000 shares of the Preferred Stock of the Corporation hereby constituted as a class of Preferred Stock with a par value of \$5.00 per share designated as Class A Non-Cumulative Perpetual Preferred Stock (hereinafter called the "Class A Preferred Stock").

2. Rank. The Class A Preferred Stock, with respect to dividend rights and rights of liquidation, dissolution or winding up of the Company, ranks *pari passu* with the Class B Preferred Stock and senior to the Common Stock and all of the classes and series of equity securities of the Company, other than any classes or series of equity securities of the Company subsequently issued ranking on a parity with, or senior to, the Class A Preferred Stock, as to dividend rights and rights upon liquidation, dissolution or winding up of the Company. The relative rights and preferences of the Class A Preferred Stock may be subordinated to the relative rights and preferences of holders of subsequent issues of other classes or series of preferred stock and equity securities of the Corporation designated by the Board of Directors. The Class A Preferred Stock is junior to indebtedness issued from time to time by the Corporation, including notes and debentures.

3. Number of Shares in Series. The number of shares of Class A Preferred Stock shall initially be 200,000 shares, which number from time to time may be increased or decreased (but not decreased below the number of shares of the class then outstanding) by the Board of Directors.

4. Voting Rights. Except as provided by law, the holders of the Class A Preferred Stock shall have limited voting rights, and shall be entitled to vote only upon any proposal for a merger or share exchange, in each case to which the Corporation is a party, or a sale by the Corporation of all or substantially all of its assets (a "Change of Control"). On those matters in which the holders of Class A Preferred Stock are entitled to vote, the holders shall have the right to one vote for each share of Class A Preferred Stock, and shall be entitled to receive notice of any shareholder's meeting held to act upon such matters in accordance of the Bylaws of the Corporation, and shall be entitled to vote in such manner as provided by law. The holders of Class A Preferred Stock shall vote together with the holders of Common Stock as a single class, and not as a separate class.

5. Liquidation Preference. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation, then, before any distribution or payment shall be made to the holders of any junior stock, the holders of Class A Preferred Stock shall be entitled to be paid in full the sum of \$12.74 per share. To the extent such payment shall have been made in full to the holders of the Class A Preferred Stock, all other series of Preferred Stock and any parity stock, the remaining assets and funds of the Corporation shall be distributed among the holders of the junior stock, according to their respective rights and preferences and in each case according to their respective shares. If upon liquidation, dissolution or winding up, the amounts so payable are not paid in full to the holders of all outstanding shares of Class A Preferred Stock, and all other shares on a parity with the Class A Preferred Stock, then the holders of Class A Preferred Stock and all other shares on a parity with the Class A Preferred Stock, share ratably in any distribution of assets in proportion to the full amounts to which they would otherwise be respectively entitled. A Change of Control shall not be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of the provisions of this Section 5.

6. Convertibility. The Class A Preferred Stock shall automatically convert into shares of the Corporation's Common Stock upon, on the basis of one share of Common Stock for each share of Class A Preferred Stock, immediately prior to the closing of a Change of Control; provided, however, that such conversion shall be conditioned upon the closing of any such Change of Control, and the holder entitled to receive the Common Stock upon conversion of the Class A Preferred Stock shall be deemed to have converted such shares of Class A Preferred Stock immediately prior to the closing of such Change of Control. In addition, one year from the date of the filing of these Articles, each holder of shares of Class A

Preferred Stock shall have the right to elect, in writing, and upon surrender of his or her shares of Class A Preferred Stock, to have such shares converted into shares of Common Stock of the Corporation on the basis of one share of Common Stock for each share of Class A Preferred Stock surrendered. If the shares of Class A Preferred Stock shall be converted into Common Stock pursuant to this Section 6, the shares which are converted shall be cancelled and shall not be issuable by this Corporation thereafter.

7. Dividend Rights. The holders of shares of Class A Preferred Stock shall be entitled to a preference in the distribution of dividends, when and as declared by the Board of Directors, and shall receive out of any assets of the Corporation legally available therefor such dividends prior to the payment of any dividends to the holders of the Common Stock. The shares of Class A Preferred Stock shall be non-cumulative with respect to dividends.

8. Redemption Rights. The shares of Class A Preferred Stock shall have no redemption rights.

9. Antidilution Adjustments. If the outstanding shares of Common Stock are increased or decreased or changed into or exchanged for a different number or kind of shares or other securities of the Corporation or of any other corporation by reason of any merger, consolidation, liquidation, reclassification, recapitalization, stock split up, combination of shares, or stock dividend, appropriate adjustment shall be made by the Board of Directors of the Corporation in the number, and relative terms, of the shares of Class A Preferred Stock.

10. Definitions. As used herein with respect to the Class A Preferred Stock, the following terms have the following meanings:

a. The term "parity stock" means all series of Preferred Stock (including but not limited to Class A Preferred Stock) and any other class of stock of the Corporation hereafter authorized ranking on a parity with the Class A Preferred Stock in the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

b. The term "junior stock" shall mean the Common Stock and any other class of stock of the Corporation hereafter authorized over which Preferred Stock, including without limitation Class A Preferred Stock, has preference or priority in the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

11. Limitations of Rights. Holders of shares of Class A Preferred Stock shall not have any relative, participating, optional or other special rights and powers other than as set forth herein.

E. Description of Class B Preferred Stock.

1. Designation. There shall be 100,000 shares of the Preferred Stock of the Corporation hereby constituted as a class of Preferred Stock with a par value of \$5.00 per share designated as Class B Non-Cumulative Perpetual Preferred Stock (hereinafter called the "Class B Preferred Stock").

2. Rank. The Class B Preferred Stock, with respect to dividend rights and rights of liquidation, dissolution or winding up of the Company, ranks *pari passu* with the Class A Preferred Stock and senior to the Common Stock and all of the classes and series of equity securities of the Company, other than any classes or series of equity securities of the Company subsequently issued ranking on a parity with, or senior to, the Class B Preferred Stock, as to dividend rights and rights upon liquidation, dissolution or winding up of the Company. The relative rights and preferences of the Class B Preferred Stock may be subordinated to the relative rights and preferences of holders of subsequent issues of other classes or series of preferred stock and equity securities of the Corporation designated by the Board of Directors. The Class B Preferred Stock is junior to indebtedness issued from time to time by the Corporation, including notes and debentures.

3. Number of Shares in Class. The number of shares of Class B Preferred Stock shall initially be 100,000 shares, which number from time to time may be increased or decreased (but not decreased below the number of shares of the class then outstanding) by the Board of Directors.

4. Voting rights. Except as provided by law, the holders of the Class B Preferred Stock shall have limited voting rights, and shall be entitled to vote only upon any proposal for a merger or share exchange, in each case to which the Corporation is a party, or a sale by the Corporation of all or substantially all of its assets (a "Change of Control"). On those matters in which the holders of Class B Preferred Stock are entitled to vote, the holders shall have the right to one vote for each share of Class B Preferred Stock, and shall be entitled to receive notice of any shareholder's meeting held to act upon such matters in accordance of the Bylaws of the Corporation, and shall be entitled to vote in such manner as provided by law. The holders of Class B Preferred Stock shall vote together with the holders of Common Stock as a single class, and not as a separate class.

5. Liquidation Preference. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation, then, before any distribution or payment shall be made to the holders of any junior stock, the holders of Class B Preferred Stock shall be entitled to be paid in full the sum of \$12.74 per share. To the extent such payment shall have been made in full to the holders of the Class B Preferred Stock, all other series of Preferred Stock and any parity stock, the remaining assets and funds of the Corporation shall be distributed among the holders of the junior stock, according to their respective rights and preferences and in each case according to their respective shares. If upon liquidation, dissolution or winding up, the amounts so payable are not paid in full to the holders of all outstanding shares of Class B Preferred Stock, and all other shares on a parity with the Class B Preferred Stock, then the holders of Class B Preferred Stock and all other shares on a parity with the Class B Preferred Stock, share ratably in any distribution of assets in proportion to the full amounts to which they would otherwise be respectively entitled. A Change of Control shall not be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of the provisions of this Section 5.

6. Convertibility. The Class B Preferred Stock shall automatically convert into shares of the Corporation's Common Stock upon, on the basis of one share of Common Stock for each share of Class B Preferred Stock, immediately prior to the closing of a Change of Control; provided, however, that such conversion shall be conditioned upon the closing of any such Change of Control, and the holder entitled to receive the Common Stock upon conversion of the Class B Preferred Stock shall be deemed to have converted such shares of Class B Preferred Stock immediately prior to the closing of such Change of Control. If the shares of Class B Preferred Stock shall be converted into Common Stock pursuant to this Section 6, the shares which are converted shall be cancelled and shall not be issuable by this Corporation thereafter.

7. Dividend Rights. The holders of shares of Class B Preferred Stock shall be entitled to a preference in the distribution of dividends, when and as declared by the Board of Directors, and shall receive out of any assets of the Corporation legally available therefor such dividends prior to the payment of any dividends to the holders of the Common Stock. The shares of Class B Preferred Stock shall be non-cumulative with respect to dividends.

8. Redemption Rights. The shares of Class B Preferred Stock shall have no redemption rights.

9. Antidilution Adjustments. If the outstanding shares of Common Stock are increased or decreased or changed into or exchanged for a different number or kind of shares or other securities of the Corporation or of any other corporation by reason of any merger, consolidation, liquidation, reclassification, recapitalization, stock split up, combination of shares, or stock dividend, appropriate adjustment shall be made by the Board of Directors of the Corporation in the number, and relative terms, of the shares of Class B Preferred Stock.

10. Definitions. As used herein with respect to the Class B Preferred Stock, the following terms have the following meanings:

- a. The term "parity stock" means all series of Preferred Stock (including but not limited to Class B Preferred Stock) and any other class of stock of the Corporation hereafter authorized ranking on a parity with the Class B Preferred Stock in the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.
- b. The term "junior stock" shall mean the Common Stock and any other class of stock of the Corporation hereafter authorized over which Preferred Stock, including without limitation Class B Preferred Stock, has preference or priority in the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

11. Limitations of Rights. Holders of shares of Class B Preferred Stock shall not have any relative, participating, optional or other special rights and powers other than as set forth herein.

F. Reclassification of Common Stock.

Upon the filing of these Articles of Amendment, each share of Common Stock outstanding immediately prior to such filing owned by a shareholder who owns fewer than 1,001 but more than 250 shares of such Common Stock shall, by virtue of the filing of these Articles of Amendment and without any action on the part of the holder thereof, hereafter be reclassified as Class A Preferred Stock, on the basis of one share of Class A Preferred Stock for each share of Common Stock so reclassified, which shares of Class A Preferred Stock shall thereupon be duly issued and outstanding, fully paid and nonassessable, and each share of Common Stock outstanding immediately prior to such filing owned by a shareholder who owns fewer than 251 shares of such Common Stock shall, by virtue of the filing of these Articles of Amendment and without any action on the part of the holder thereof, hereafter be reclassified as Class B Preferred Stock, on the basis of one share of Class B Preferred Stock for each share of Common Stock so reclassified, which shares of Class B Preferred Stock shall thereupon be duly issued and outstanding, fully paid and nonassessable. Each share of Common Stock outstanding immediately prior to the filing of these Articles of Amendment owned by a shareholder who owns 1,001 or more shares of Common Stock shall not be reclassified and shall continue in existence as a share of Common Stock. In addition, from and after the date of the filing of these Articles of Amendment, if at any time a holder of record of Common Stock shall own fewer than 251 shares of Common Stock, such shares shall automatically be converted into shares of Class B Preferred Stock on a one-for-one basis without any further action by such holder of record.

CERTIFICATE

The undersigned, being the duly elected incumbent President and Chief Executive Officer of First Citrus Bank (the "Corporation"), a corporation organized under the laws of the State of Florida, does hereby certify that the foregoing Articles of Amendment were duly adopted by the Board of Directors on Aug 17, 2005, and by the holders of a majority of the outstanding shares of Common Stock, being the sole voting group entitled to vote on the amendment, on November 15, 2005 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 hereunto affixed his signature this 25 day of Nov, 2005.

FIRST CITRUS BANK

By: John M. Barrett

John M. Barrett, President and Chief Executive Officer

Approved by the Florida Office of Financial Regulation this 6th day of December, 2005.

Tallahassee, Florida

Linda B. Charity
Linda B. Charity
Director
Division of Financial Institutions
Florida Office of Financial Regulation