

P99000031950

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ MAIL

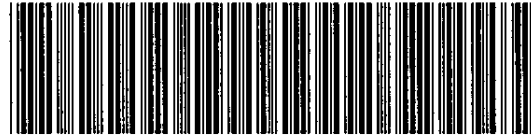
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 MAY 10 PM 1:33

Amend/CC
@ 5/15/12

COVER LETTER

TO: Amendment Section
Division of Corporations*

NAME OF CORPORATION: COCONUT GROVE BANKSHARES, INC.

DOCUMENT NUMBER: P99000031950

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

LYNN M. CAMBEST, CFO

Name of Contact Person

COCONUT GROVE BANKSHARES, INC.

Firm/ Company

2701 S. BAYSHORE DRIVE

Address

MIAMI, FLORIDA 33133

City/ State and Zip Code

LCAMBEST@COCONUTGROVEBANK.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

LYNN M. CAMBEST, CFO

Name of Contact Person

at (305) 860-2702

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

COCONUT GROVE BANKSHARES, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

P99000031950

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

Not applicable.

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

n/a

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

n/a

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent n/a

(Florida street address)

New Registered Office Address: n/a, Florida
(City) (Zip Code)

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
12 MAY 10 PM 1:33

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u>N/A</u> Change <u>N/A</u> Add <u>N/A</u> Remove	_____	_____	_____ _____ _____
2) _____ Change _____ Add _____ Remove	_____	_____	_____ _____ _____
3) _____ Change _____ Add _____ Remove	_____	_____	_____ _____ _____
4) _____ Change _____ Add _____ Remove	_____	_____	_____ _____ _____
5) _____ Change _____ Add _____ Remove	_____	_____	_____ _____ _____
6) _____ Change _____ Add _____ Remove	_____	_____	_____ _____ _____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

See "Attachment A" hereto.

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares,
provisions for implementing the amendment if not contained in the amendment itself:
(if not applicable, indicate N/A)

N/A.

Attachment A

**AMENDMENT TO INCREASE THE AUTHORIZED COMMON STOCK
AND AUTHORIZE THE COMPANY TO ISSUE PREFERRED STOCK**

Article Fourth of the Company's Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

FOURTH:

4.01 **General.** The total number of shares of all classes of capital stock of the Corporation ("Shares") that the Corporation shall have the authority to issue is 30 million, consisting of the following classes:

- (1) 25 million Shares of common stock, \$0.01 par value per share ("Common Stock"); and
- (2) 5 million Shares of preferred stock, \$0.01 par value per share ("Preferred Stock").

The number of authorized shares of Common Stock and/or Preferred Stock may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote.

4.02 **Preferred Stock.** Shares of Preferred Stock may be issued for any purpose and in any manner permitted by law, in one or more distinctly designated series, as a dividend or for such consideration as the Board of Directors of the Corporation (the "Board of Directors") may determine by resolution or resolutions from time to time adopted.

The Board of Directors is expressly authorized to fix and determine, by resolution or resolutions from time to time adopted prior to the issuance of any Shares of a particular series of Preferred Stock, the designations, voting powers (if any), preferences, and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including, but without limiting the generality of the foregoing, the following:

- (1) the distinctive designation and number of Shares of Preferred Stock that shall constitute a series, which number may from time to time be increased or decreased (but not below the number of Shares of such series then outstanding), by like action of the Board of Directors;
- (2) the rate or rates and times at which dividends, if any, shall be paid on each series of Preferred Stock, whether such dividends shall be cumulative or non-cumulative, the extent of the preference, subordination or other relationship to dividends declared or paid, or any other amounts paid or distributed upon, or in respect of, any other class or series of Preferred Stock or other Shares;
- (3) redemption provisions, if any, including whether or not Shares of any series may be redeemed by the Corporation or by the holders of such series of Preferred Stock, or by either,

and if redeemable, the redemption price or prices, redemption rate or rates, and such adjustments to such redemption price(s) or rate(s) as may be determined, the manner and time or times at which, and the terms and conditions upon which, Shares of such series may be redeemed;

(4) conversion, exchange, purchase or other privileges, if any, to acquire Shares or other securities of any class or series, whether at the option of the Corporation or of the holder, and if subject to conversion, exchange, purchase or similar privileges, the conversion, exchange or purchase prices or rates and such adjustments thereto as may be determined, the manner and time or times at which such privileges may be exercised, and the terms and conditions of such conversion, exchange, purchase or other privileges;

(5) the rights, including the amount or amounts, if any, of preferential or other payments or distributions to which holders of Shares of any series are entitled upon the dissolution, winding-up, voluntary or involuntary liquidation, distribution, or sale or lease of all or substantially all of the assets of the Corporation; and

(6) the terms of the sinking fund, retirement, redemption or purchase account, if any, to be provided for such series and the priority, if any, to which any funds or payments allocated therefor shall have over the payment of dividends, or over sinking fund, retirement, redemption, purchase account or other payments on, or distributions in respect of, other series of Preferred Stock or Shares of other classes.

All Shares of the same series of Preferred Stock shall be identical in all respects, except there may be different dates from which dividends, if any, thereon may accumulate, if made cumulative.

4.03 Dividends. Dividends upon all classes and series of Shares shall be payable only when, as and if declared by the Board of Directors from funds lawfully available therefor, which funds shall include, without limitation, the Corporation's capital surplus. Dividends upon any class or series of Shares may be paid in cash, property, or Shares of any class or series or other securities or evidences of indebtedness of the Corporation or any other issuer, as may be determined by resolution or resolutions of the Board of Directors.

4.04 Certain Provisions Relating to Shares of Common Stock.

(1) Each Share of Common Stock shall have one vote, and, except as such rights may be affected by the voting rights (if any) of any Shares of Preferred Stock, the exclusive voting power of the shareholders of the Corporation for all purposes shall be vested in the holders of the Shares of Common Stock.

(2) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Shares of Common Stock shall be entitled, after payment or provision for payment of the debts and other liabilities of the Corporation and any amounts to which holders of Shares of Preferred Stock shall be entitled, to the remaining net assets of the Corporation.

Registrar and Transfer Company

COCONUT GROVE BANKSHARES, INC.

ANNUAL MEETING OF SHAREHOLDERS

April 17, 2012

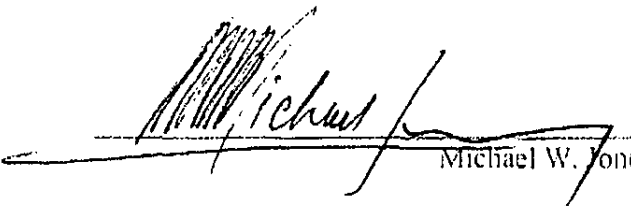
REPORT OF INSPECTOR OF ELECTION

2. **Increase Authorized Common Stock.** To approve a proposed amendment to our Articles of Incorporation to increase the number of authorized shares of common stock of the Company from 5 million shares to 25 million shares (the "Common Stock Amendment").

<u>FOR</u>	<u>%</u>	<u>AGAINST</u>	<u>%</u>	<u>ABSTAIN</u>	<u>%</u>	<u>BROKER NON-VOTE</u>	<u>%</u>
<u>2,334,787</u>	<u>71.7</u>	<u>583,729</u>	<u>17.9</u>	<u>22,379</u>	<u>0.7</u>	<u>=</u>	<u>0.0</u>

3. **Authorize Preferred Stock.** To approve a proposed amendment to our Articles of Incorporation to authorize 5 million shares of preferred stock par value \$0.01 per share, for each series of which the board of directors shall have the authority to specify the preferences, limitations, and relative rights (the "Preferred Stock Amendment").

<u>FOR</u>	<u>%</u>	<u>AGAINST</u>	<u>%</u>	<u>ABSTAIN</u>	<u>%</u>	<u>BROKER NON-VOTE</u>	<u>%</u>
<u>2,198,356</u>	<u>67.5</u>	<u>700,746</u>	<u>21.5</u>	<u>41,793</u>	<u>1.3</u>	<u>=</u>	<u>0.0</u>


Michael W. Jones

The date of each amendment(s) adoption: April 17, 2012

Effective date if applicable: Upon filing.
(no more than 90 days after amendment file date)

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

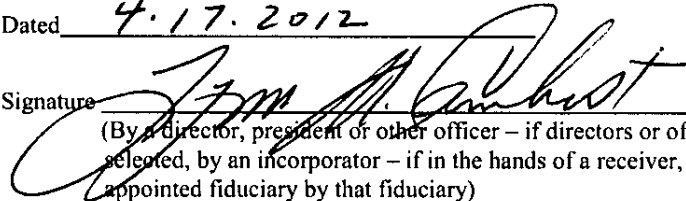
by _____."
(voting group)

☐ 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 4.17.2012

Signature



(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)

Lynn M. Cambest

(Typed or printed name of person signing)

Executive Vice President and Chief Financial Officer

(Title of person signing)