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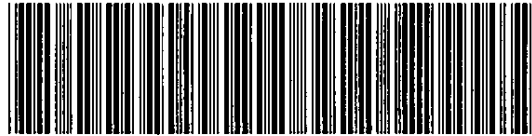
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Amend
Tlew is
9-30-09

SMITH MACKINNON, PA

ATTORNEYS AT LAW

SUITE 800
CITRUS CENTER
255 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

POST OFFICE BOX 2254
ORLANDO, FLORIDA 32802-2254

TELEPHONE (407) 843-7300
FACSIMILE (407) 843-2448
E-MAIL JPG7300@AOL.COM

JOHN P. GREELEY

September 28, 2009

Via Federal Express

Department of State
Attention: Karon Beyer
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Riverside Central Florida Banking Company
Amendment to the Articles of Incorporation


Dear Karon:

Enclosed are three manually signed originals of Articles of Amendment to the Articles of Incorporation of Riverside Central Florida Banking Company, accompanied by a check in the amount of \$52.50 payable to the Florida Secretary of State for the filing fee.

I would appreciate it if you could file the Articles of Amendment at your earliest convenience and have two certified copies returned to us.

If you have any questions regarding the enclosed, please do not hesitate to call me at your convenience. As always, we appreciate your assistance.

Very truly yours,



John P. Greeley

JPG:erw

Enclosures

Copy to: Jorge M. Font
President and Chief Executive Officer
Riverside Central Florida Banking Company

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
RIVERSIDE CENTRAL FLORIDA BANKING COMPANY**

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of Riverside Central Florida Banking Company are hereby amended as follows:

FIRST: Article IV of the Articles of Incorporation is hereby amended by deleting the text of such provision in its entirety and substituting the following provision in lieu thereof:

ARTICLE IV

Capital Stock

A. Number and Class of Shares Authorized; Par Value

The corporation shall have the authority to issue only one class of stock which shall consist of 32,000,000 shares of common stock having a par value of \$.01 per share and shall be designated as "common stock." Of the 32,000,000 shares of common stock, the corporation shall have the authority to issue 30,000,000 shares designated as "voting common stock," and 2,000,000 shares designated as "nonvoting common stock." The holders of voting common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding voting common stock shall have no cumulative voting rights in any election of directors of the corporation. The 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 statute with such right. Except with respect to the differences in voting rights between the shares of voting common stock and nonvoting common stock set forth herein, all shares of common stock shall have the same rights, preferences, limitations and restrictions.

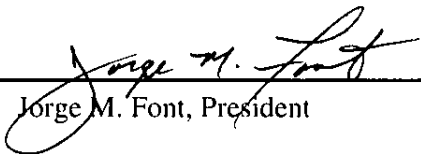
B. No Preemptive Rights

The holders of the capital stock of the corporation shall not have any preemptive or preferential rights to purchase or otherwise acquire any shares of the capital stock of the corporation whether now or hereafter authorized, except as the Board of Directors may specifically provide.

SECOND: The foregoing amendment was adopted by the holders of the outstanding shares of common stock, being the sole voting group entitled to vote on the amendment, on September 2, 2009 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 caused these Articles of Amendment to be executed and attested to by its duly authorized officers as of this 21st day of September, 2009.

RIVERSIDE CENTRAL FLORIDA BANKING
COMPANY

By: 
Jorge M. Font, President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21st day of September, 2009, by Jorge M. Font as President of Riverside Central Florida Banking Company, on behalf of the Corporation.


Printed Name: JOHN P. GREELEY
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐

Type of Identification Produced _____

