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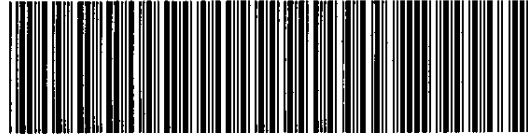
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TALLAHASSEE FLORIDA

*Amend*

MAR 28 2012

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JOHN P. GREELEY

March 27, 2012

***Via Federal Express***

Ms. Karon Beyer  
Department of State, Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: United Group Banking Company of Florida, Inc.  
Winter Park, Florida

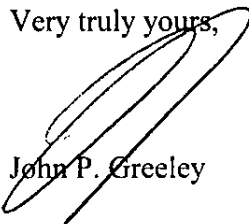
Dear Karon:

Enclosed are three manually signed originals of an amendment to the Articles of Incorporation of United Group Banking Company of Florida, Inc., 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 would file the Articles of Amendment at your earliest convenience and return two certified copies of the filed Articles of Amendment 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  
Enclosure  
Copy to:

David G. Powers  
Chairman, President and Chief Executive Officer  
United Group Banking Company of Florida, Inc.

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
UNITED GROUP BANKING COMPANY OF FLORIDA, INC.**

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TALLAHASSEE FLORIDA

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of United Group Banking Company of Florida, Inc. 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 (1) an aggregate of 1,000,000 shares of preferred stock with a par value of \$.01 per share (referred to in these Articles of Incorporation as "Preferred Stock"), and (2) an aggregate of 32,000,000 shares of common stock having a par value of \$.01 per share (referred to in these Articles of Incorporation 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." Subject to the rights of holders of shares of Preferred Stock as may be issued from time to time by the corporation, 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 common 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.

C. Description of Preferred Stock.

The terms, preferences, limitations and relative rights of the Preferred Stock are as follows:

(1) The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited (including, by way of illustration and not limitation, in excess of one vote per share), or without voting powers, and with such designations, preferences and relative participating, option or other rights, qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are not stated and expressed in these Articles of Incorporation or any amendment hereto, including (but without limiting the generality of the foregoing) the following:

(a) The distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by resolution of the Board of Directors; and

(b) The rate and manner of payment of dividends payable on shares of such series, including the dividend rate, date of declaration and payment, whether dividends shall be cumulative, and the conditions upon which and the date from which such dividends shall be cumulative; and

(c) Whether shares of such series shall be redeemed, the time or times when, and the price or prices at which, shares of such series shall be redeemable, the redemption price, the terms and conditions of redemption, and the sinking fund provisions, if any, for the purchase or redemption of such shares; and

(d) The amount payable on shares of such series and the rights of holders of such shares in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation; and

(e) The rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of common stock, other securities, or shares of any other class or series of Preferred Stock and the terms and conditions of such conversion or exchange; and

(f) The voting rights, if any, and whether full or limited, of the shares of such series, which may include no voting rights, one vote per share, or such higher number of votes per share as may be designated by the Board of Directors; and

(g) The preemptive or preferential rights, if any, of the holders of shares of such series 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 with the corporation.


(2) Except in respect of the relative rights and preferences that may be provided by the Board of Directors as hereinbefore provided, all shares of Preferred Stock shall be

identical, and each share of a series shall be identical in all respects with the other shares of the same series. When payment of the consideration for which shares of Preferred Stock are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

**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 April 13, 2011 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 13<sup>th</sup> day of April, 2011.

**UNITED GROUP BANKING COMPANY OF  
FLORIDA, INC.**

By:   
David G. Powers  
Chairman, President and Chief Executive  
Officer