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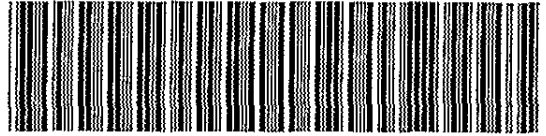
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Amended & Restated  
LPS  
3-17-2003



DEPARTMENT OF FINANCIAL SERVICES

March 12, 2003

Ms. Louise Flemming-Jackson  
Corporate Specialist Supervisor  
Florida Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Subject: Article Amendment – Signature Bank

Dear Ms. Flemming-Jackson:

Please file the enclosed amendment and restated Articles of Incorporation of Signature Bank, St. Petersburg, Florida, at your earliest convenience.

Please make the following distribution of the certified copies:

- (1) Return one copy to:      Office of Financial Institutions and Securities Regulation  
200 East Gaines Street  
Tallahassee, Florida 32399-0371
- (2) Mail one copy to:      Edward W. Dougherty, Jr., Esq.  
Igler & Dougherty, P.A.  
1501 East Park Avenue  
Tallahassee, Florida 32301

Also enclosed is a check for \$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 Specialist

WAL:lbl

Enclosures

cc: Area Financial Manager, Tampa  
Federal Deposit Insurance Corporation

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
SIGNATURE BANK**

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DIVISION OF CORPORATIONS

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In compliance with the requirements of Sections 607.1003, 607.1006 and 607.1007, *Florida Statutes*, the Articles of Incorporation of Signature Bank are hereby amended and restated as follows. At a duly called meeting on August 9, 2002, the Board of Directors proposed and approved these amendments and restatement. These amendments and restatement were subsequently adopted by a sufficient number of votes of the single class of stockholders at a Special Meeting held on September 26, 2002.

**ARTICLE I**

The name of the corporation shall be Signature Bank ("Bank") and its initial place of business shall be at 100 Second Avenue North in the City of St. Petersburg, in the County of Pinellas and State of Florida.

**ARTICLE II**

The general nature of the business to be transacted by the Bank shall be that of a general commercial banking business with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes, regulating the organization, powers, and management of banking corporations.

**ARTICLE III**

**Section 1 - Classes of Stock:** The total number of shares of all classes of capital stock which the Bank shall have authority to issue is 6,000,000, consisting of:

- A. 5,000,000 shares of common stock, with a par value of \$5.00 per share ("Common Stock"); and
- B. 1,000,000 shares of preferred stock ("Preferred Stock").

**Section 2 - Common Stock:** There shall be one class of Common Stock. Each share of Common Stock shall have the same relative rights and be identical in all respects with every other share of Common Stock. The holders of Common Stock are entitled to elect the members of the Board of Directors of the Bank and such holders are entitled to vote as a class on all matters required or permitted to be submitted to the shareholders of the Bank. Each holder of Common Stock is entitled to one vote per share. No holder of any class of stock of the Bank has preemptive rights with respect to the issuance of shares of that or any other class of stock and the Common Stock is not entitled to cumulative voting rights with respect to the election of directors.

**Section 3 - Preferred Stock:** The Board of Directors is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable laws of the State of Florida (such certificate being hereinafter referred to as a "Preferred Stock Designation"), to establish from time to time the number of shares to be included in each such series and to fix the stated value, designation, powers, preferences and right of the shares of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares

of Preferred Stock may be increased or decreased (but not below the number of shares then outstanding) by the affirmative vote of the holders of a majority of the Common Stock, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any Preferred Stock Designation.

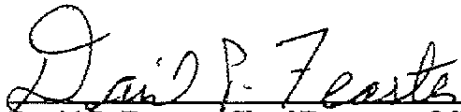
#### ARTICLE IV

The term that the Bank shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institution Codes.

#### ARTICLE V

The number of directors shall not be fewer than five (5). A majority of the full board of directors may, at any time during the years following the annual meeting of the shareholders in which such action has been authorized, increase the number of directors by not more than two and appoint persons to fill resulting vacancies.

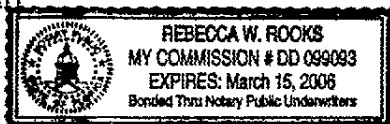
IN WITNESS of the foregoing, the undersigned has executed these Amended and Restated Articles of Incorporation this 26<sup>th</sup> day of September, 2002.

  
David P. Feaster, *Chief Executive Officer*  
and *Director*

STATE OF FLORIDA           )  
  ) ss.  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of September, 2002, by David P. Feaster who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.


(Seal)



  
Notary Public - State of Florida at Large

Approved by the Department of Financial Services this 12<sup>th</sup> day of March, 2003.

Tallahassee, Florida

  
Don B. Saxon, *Director*  
*Department of Financial Services*  
*Office of Financial Institutions*  
*and Securities Regulation*