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Amerant Bancorp Inc.

Extract: Bylaws Amended/Restated (Plain English Desc), Charter Amended/Restated (Plain English Desc) from a [8-K](#) on 11/19/2021

[SEC Document](#)

[SEC Filing](#)

Prior to the Merger, the Company's Amended and Restated Articles of Incorporation, as amended (the "*Charter*") authorized a total of 550,000,000 shares of capital stock, \$0.10 par value per share, consisting of 500,000,000 shares of common stock, 400,000,000 of which were designated Class A Common Stock and 100,000,000 of which were designated Class B Common Stock, and 50,000,000 shares of preferred stock, \$0.10 par value per share.

Following the Merger, the Company's Second Amended and Restated Articles of Incorporation (the "*Amended Charter*") authorize a total of (i) 250,000,000 shares of common stock, \$0.10 par value per share, 225,000,000 of which are designated as Class A Common Stock, and 25,000,000 of which are a newly designated class of Non-Voting Class A Common Stock, and (ii) 50,000,000 shares of preferred stock, \$0.10 par value per share. The Non-Voting Class A Common Stock are identical to the Class A Common Stock in all respects except that the Non-Voting Class A Common Stock are not entitled to vote on any matter (unless such a vote is required by applicable laws or Nasdaq regulations in a particular case).

In connection with the Merger, the Company also amended its Amended and Restated Bylaws (the "*Bylaws*") to eliminate all references to Class B Common Stock, add references to the Non-Voting Class A Common Stock, and to make technical changes to conform to changes in Florida law and best practices.