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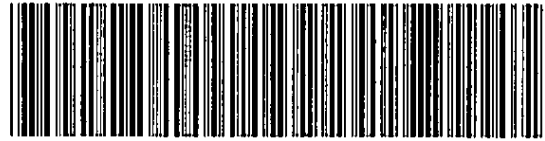
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SECRETARY OF STATE
TALLAHASSEE, FL

Amended + Restated

APR 23 2021

D CUSHING



Commissioner Russell C. Weigel, III

April 23, 2021

VIA INTEROFFICE MAIL

Diane Cushing
Administrator
Amendment Section
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Dear Ms. Cushing:

Please file the enclosed Amended and Restated Articles of Incorporation for Ocean Bank, Miami, Miami-Dade County, Florida, at your earliest convenience. The distribution of the certified copies should be as follows:

- (1) One copy to: Federal Deposit Insurance Corporation
Attn: Kristen Tucker
10 10th Street NE, Suite 800
Atlanta, Georgia 30309-3849
- (2) One copy to: Alcides I. Avila
Avila Rodriguez Hernandez Mena & Ferri LLP
2525 Ponce de Leon Blvd., PH 1225
Coral Gables, Florida 33134
- (3) One copy to: Florida Office of Financial Regulation
Attn: Jeremy W. Smith, Director
200 East Gaines Street
Tallahassee, Florida 32399-0370

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Enclosed is check No. 24606, totaling \$61.25, payable to the Florida Department of Corporations. The check represents payment for the filing fee and one certified copy for the attached Amended and Restated Articles of Incorporation, as well as the fee and cost for an additional certified copy. If you have any questions, please do not hesitate to contact our David Burgess at 850-410-9531, or at David.Burgess@FLOFR.gov.

Sincerely,

Ms. Terry L. Hughes
Bureau Chief
Division of Financial Institutions

TLH/db

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

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TALLAHASSEE, FL

Pursuant to the Florida Business Corporations Act, Ocean Bank (the “Bank”), a corporation duly organized and existing under the laws of the State of Florida, hereby adopts these Amended and Restated Articles of Incorporation and hereby certifies as follows:

- (a) The original Articles of Incorporation of the Bank were filed with the office of the Florida Department of State, Division of Corporations on November 12, 1982; said Articles of Incorporation were subsequently amended multiple times;
- (b) These Amended and Restated Articles of Incorporation were duly approved and adopted by the Board of Directors of the Bank and the sole shareholder of the Bank in accordance with the Florida Business Corporation Act on March 26th, 2021; and
- (c) The text of the Articles of Incorporation, as previously amended, is hereby amended and restated in its entirety to read as follows:

ARTICLE I. NAME

The name of the Bank shall be:

OCEAN BANK

ARTICLE II. ADDRESS

The principal place of business of the Bank shall be in the County of Miami-Dade and State of Florida, as follows:

Ocean Bank
780 N.W. 42nd Avenue
Miami, FL 33126

The mailing address of the Bank shall be:

Ocean Bank
780 N.W. 42nd Avenue
Miami, FL 33126

ARTICLE III. TERM

The term for which the Bank shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institutions Codes.

ARTICLE IV. PURPOSE

The general nature of the business to be transacted by this Bank shall be that of a general 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 V. AUTHORIZED SHARES

The total authorized capital stock of the Bank shall consist of ONE MILLION TWO HUNDRED THOUSAND (1,200,000) shares of voting common stock with a par value of TEN DOLLARS (\$10.00) per share.

Holders of shares of capital stock shall have preemptive rights to subscribe for or acquire additional shares of stock of the same or any other class.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The name and the Florida street address of the registered agent are:

Interamerican Corporate Services LLC
2525 Ponce de Leon Blvd.
Suite 1225
Miami, FL 33134

ARTICLE VII. BOARD OF DIRECTORS

The business and affairs of the Bank shall be managed and conducted by a Board of not less than five (5) Directors and not more than twenty five (25) Directors who shall be elected annually by the stockholders at their annual meeting to be held at its place of business in the City of Miami, in the County of Miami-Dade and the State of Florida during the first four months of each year; provided, however, that a majority of the full Board of Directors may, at any time during the year following the annual meeting of stockholders, increase the number of directors within the limits specified above, and appoint persons to fill the resulting vacancies, provided further, that in any one year not more than two (2) such additional directors shall be authorized pursuant to this provision; and by a President, who shall be a Director, one or more Vice Presidents and such other officers as may be designated in the bylaws of the Bank, who shall be elected by the Board of Directors, at the same place, on the same day and immediately after said Board of Directors shall be elected by the stockholders, provided that the offices of the officers as may be designated in the bylaws of the Bank may be combined in one and the same person.

ARTICLE VIII. DIRECTORS

The names and addresses of the current Directors are:

A. Alfonso Macedo
c/o Ocean Bank
780 N.W. 42nd Avenue
Miami, FL 33126

Terry J. Curry
c/o Ocean Bank
780 N.W. 42nd Avenue
Miami, FL 33126

Javier Macedo Rodriguez
c/o Ocean Bank
780 N.W. 42nd Avenue
Miami, FL 33126

Ernesto J. De Abreu Gonzalez
c/o Ocean Bank
780 N.W. 42nd Avenue
Miami, FL 33126

Antonio A. Gonzalez
c/o Ocean Bank
780 N.W. 42nd Avenue
Miami, FL 33126

Alcides I. Avila
c/o Ocean Bank
780 N.W. 42nd Avenue
Miami, FL 33126

Ricardo Gonzalez
c/o Ocean Bank
780 N.W. 42nd Avenue
Miami, FL 33126

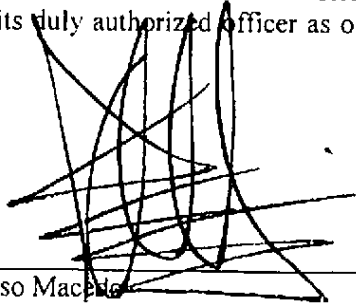
Juan Del Busto
c/o Ocean Bank
780 N.W. 42nd Avenue
Miami, FL 33126

These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation of the Bank and all previous amendments thereto. These Amended and Restated Articles of Incorporation will be effective upon their filing with the Florida Department of State, Division of Corporations.

IN WITNESS WHEREOF, the undersigned has caused these Amended and Restated Articles of Incorporation to be executed and attested to by its duly authorized officer as of this 8 day of April, 2021.

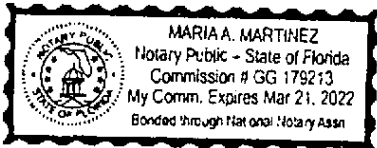
OCEAN BANK

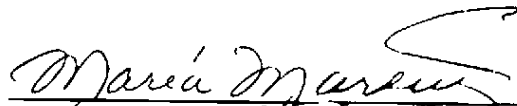
By: _____


A. Alfonso Macedo
President and Chief Executive Officer

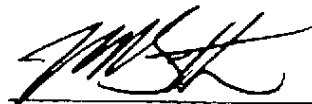
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 8 day of April, 2021, by A. Alfonso Macedo, as President and Chief Executive Officer of Ocean Bank, a Florida banking corporation, who is personally known to me, or produced N/A as identification.




Printed Name: Maria A. Martinez
Notary Public, State of Florida

Approved by the Florida Office of Financial Regulation this 23rd day of April, 2021, Tallahassee, Florida.



Jeremy W. Smith
Director, Division of Financial Institutions
Florida Office of Financial Regulation