

G46037

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

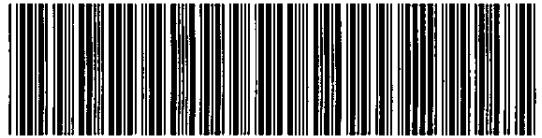
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800159876498

12/18/09--01006--004 **61.25

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
09 DEC 17 PM 4:22

3-CC

AMEND
CRG
12/17



OFFICE OF FINANCIAL REGULATION

J. THOMAS CARDWELL
COMMISSIONER

December 15, 2009

FINANCIAL SERVICES
COMMISSION

CHARLIE CRIST
GOVERNOR

BILL McCOLLUM
ATTORNEY GENERAL

ALEX SINK
CHIEF FINANCIAL OFFICER

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

VIA INTEROFFICE MAIL

Ms. Karen Gibson
Senior Section Administrator
Amendment Section
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Dear Ms. Gibson:

Please file the enclosed amendment to the articles of incorporation for International Finance Bank, Miami, Florida, at your earliest convenience. The distribution of the certified copies should be as follows:

- (1) Return one copy to: Division of Financial Institutions
Office of Financial Regulation (OFR)
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) Return two copies to: Mr. Nelson Alvarado
President and Chief Executive Officer
International Finance Bank
801 Brickell Avenue, Suite 2400
Miami, Florida 33131

Also enclosed is a check for \$61.25, which represents the appropriate fee for filing and certified copies. If you have any questions, do not hesitate to contact me.

Sincerely,

NancyRae Kjelgaard
Financial Control Analyst
Bureau of Bank Regulation

NRK:nk
Enclosures (3)

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
INTERNATIONAL FINANCE BANK**
(Document Number G46037)

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 DEC 17 PM 4:22

Pursuant to the Florida Business Corporation Act (the "Act"),
INTERNATIONAL FINANCE BANK, a Florida banking corporation (the
"Corporation"), hereby adopts the following Articles of Amendment to its Articles of
Incorporation:

Text of Amendment.

Article III of the Articles of Incorporation of the Corporation is hereby
amended to read in its entirety as follows:

ARTICLE III

3.1 The authorized capital stock of this corporation shall be Twenty-
Six Million Fifty Thousand Dollars (\$26,050,000.00) of common stock to be
divided into 2,605,000 shares of the par value of Ten Dollars (\$10,00) each.

3.2 Each holder of any of the shares of the common stock of the
corporation shall be entitled to a preemptive right to purchase or subscribe for any
stock of any class to be issued by the corporation, or any bonds, certificates of
indebtedness, debentures or other securities convertible into stock of any class of
the corporation, or carrying any rights to purchase stock of the corporation of any
class, including without limitation treasury stock, whether said securities shall be
issued for cash, property or any other lawful consideration; provided, however,
that, notwithstanding the foregoing provisions, there shall be no preemptive right
with respect to stock options, grants and similar stock rights ("Rights") issued to
the employees and directors of the corporation and its subsidiaries, and shares of
capital stock issued pursuant to such Rights, provided that such Rights or the plan
pursuant to which the Rights were issued has been approved by the Board of
Directors and the holders of the corporation's common stock.

3.3 The corporation shall provide each stockholder written notice of
any stock issuance subject to the preemptive rights provided herein, and each
stockholder shall have a period, to be designated by the Board of Directors but
which shall be no less than ten (10) days, to exercise its preemptive rights by
providing written notice of exercise to the corporation. If a stockholder fails to
provide written notice of exercise to the corporation as specified herein, the
stockholder will be deemed to have waived its preemptive rights as to such
issuance.

Date of Adoption of Amendment.

The foregoing amendment (the "Amendment") was adopted on November 18th,

2009.

Procedure and Sufficiency of Shareholder Votes.

The Amendment was adopted in accordance with the applicable provisions of the Act and the Corporation's Articles of Incorporation and Bylaws. The number of votes cast for the Amendment by the shareholders of the Corporation was sufficient for approval of the Amendment.

Effective Date of Amendment.

The Amendment shall become effective on the date these Articles of Amendment are filed with the Department of State of the State of Florida.

IN WITNESS WHEREOF, International Finance Bank has caused these Articles of Amendment to be signed by the undersigned officer on this ___ day of November, 2009.

INTERNATIONAL FINANCE BANK

By: _____

Name: Nelson Alvarado

Title: President & CEO

STATE OF FLORIDA

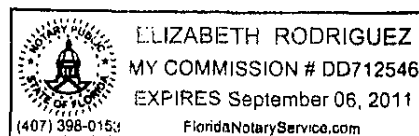
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me by Nelson Alvarado, who is personally

known to me, this 18 day of November, 2009.

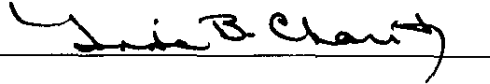
Elizabeth Rodriguez
Notary Public - State of Florida at Large

My Commission Expires: 9/6/11



Approved by the Office of Financial Regulation this 15 day of December
2009.

Tallahassee, Florida.

A handwritten signature in black ink, reading "Linda B. Charity", is written over a horizontal line.

LINDA B. CHARITY
Director
Division of Financial Institutions

MIADOCS 3898325 1