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SECRETARY OF STATE  
FALL ANNUAL MEETING

AME RD  
6/28/10  
TC



**J. THOMAS CARDWELL**  
COMMISSIONER

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STREET ADDRESS: 101 East Gaines Street, Suite 636 • PHONE (850) 410-9800 • FAX (850) 410-9548  
MAILING ADDRESS: Division of Financial Institutions, 200 East Gaines Street, Tallahassee, FL 32399-0371  
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June 18, 2009

**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)

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**FINANCIAL SERVICES COMMISSION**

**CHARLIE CRIST**  
GOVERNOR

**BILL MCCOLLUM**  
ATTORNEY  
GENERAL

**ALEX SINK**  
CHIEF FINANCIAL  
OFFICER

**CHARLES BRONSON**  
COMMISSIONER OF  
AGRICULTURE

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

APPROVED  
FILED  
10 JUN 26 AM 11:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 One Hundred Eighty-Five Thousand Seven Hundred Dollars (\$26,185,700.00) of common stock to be divided into 2,618,570 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 shares of any class to be issued by the corporation, or any bonds, certificates of indebtedness, debentures or other securities convertible into any such shares, or carrying any right to subscribe for or acquire any such shares, including without limitation treasury shares; provided, however, that there shall be no preemptive right with respect to any shares of any class issued by the corporation as compensation to directors, officers, agents or employees of the corporation or its subsidiaries, or with respect to any options, grants or similar rights to subscribe for or acquire any such shares created to provide compensation to directors, officers, agents or employees of the corporation or its subsidiaries.

3.3 The corporation shall provide each stockholder written notice of any issuance of shares 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 May 27, 2010.

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 27th day of May, 2010.

INTERNATIONAL FINANCE BANK

By: 

Name: Nelson Alvarado

Title: President & CEO

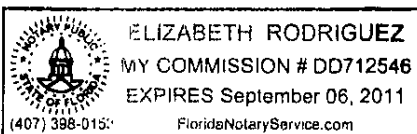
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

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

known to me, this 27 day of May, 2010.


  
Notary Public – State of Florida at Large



My Commission Expires: 9/6/11

Approved by the Office of Financial Regulation this 18<sup>th</sup> day of June, 2010.

Tallahassee, Florida.

  
LINDA B. CHARITY  
Director  
Division of Financial Institutions

**INTERNATIONAL FINANCE BANK**

**Resolutions of the Board of Directors**

Adopted on May 27, 2010

The Board of Directors (the "Board") of International Finance Bank (the "Bank"), at a meeting held in Miami, Florida pursuant to notice provided in accordance with the bylaws, with a quorum being present, duly adopted the following resolutions:

WHEREAS, the Board believes it to be in the best interest of the Bank to restructure the capital stock of the Bank by increasing the authorized capital of the Bank to \$26,185,700.00, consisting of 2,618,570 shares of common stock of the par value of \$10.00 each, and by providing for preemptive rights (the "Capital Increase");

WHEREAS, to accomplish the Capital Increase, the Board of Directors wishes to amend Article III of the Bank's Articles of Incorporation to have the text attached hereto as Annex 1 (the "Articles Amendment");

WHEREAS, the 13,570 shares of newly authorized common stock ("New Shares") are to be offered to a limited number of investors selected by the Board and the Bank's management (the "Offering");

WHEREAS, the Bank has prepared and the Board has reviewed the Offering Memorandum to be used in connection with the Offering (the "Offering Memorandum"), a copy of which is attached hereto as Annex 2;

WHEREAS, the Bank has prepared and the Board has reviewed the form of Subscription Agreement to be used in connection with the Offering (the "Subscription Agreement"), a copy of which is attached hereto as Annex 3;

WHEREAS, the Board has determined that it is in the best interest of the Bank to carry out the Offering on the terms set forth in the Offering Memorandum and to enter into a Subscription Agreement with each investor who wishes to purchase New Shares; and

WHEREAS, the Board wishes to rescind the resolutions it adopted on February 23, 2010 relating to the same subject matter (the "Prior Resolutions");

NOW THEREFORE, be it:

RESOLVED, that the Capital Increase and the Articles Amendment be, and they are hereby, approved;

FURTHER RESOLVED, that the Board hereby proposes and recommends the Capital Increase and the Articles Amendment to the shareholder of the Bank and submits the Articles Amendment to the shareholder for approval;

FURTHER RESOLVED, that, subject to and upon the shareholder's approval of the Capital Increase and the Articles Amendment, the Articles of Amendment shall be submitted to the Florida Office of Financial Regulation for approval and shall be delivered to the Florida Department of State for filing;

FURTHER RESOLVED, that the use of the Offering Memorandum and the Subscription Agreement in connection with the Offering is hereby ratified, confirmed, and approved;

FURTHER RESOLVED, that, subject to and upon the filing of the Articles of Amendment by the Florida Department of State, the Bank is authorized to issue the New Shares pursuant to the terms of the Offering Memorandum, to enter into a Subscription Agreement with each purchaser of Shares, and to execute and deliver such other agreements and documents as are necessary or appropriate to consummate the Offering;

FURTHER RESOLVED, that the officers of the Bank be, and each of them acting singly, hereby is, authorized and empowered to execute and deliver any and all other documents necessary or desirable to effect the Capital Increase and complete the Offering, such authorization to be conclusively evidenced by the execution and delivery thereof;

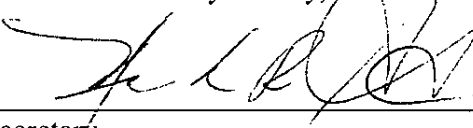
FURTHER RESOLVED, that the officers of the Bank be, and each of them acting singly hereby is, authorized and directed in the name of and on behalf of the Bank: (i) to perform any and all acts; (ii) to execute, acknowledge, deliver, file, and record any and all papers and documents; and (iii) to do any and all such other acts and things that any such officers may deem necessary or desirable in order to carry out the intent and to accomplish the purposes of the foregoing resolutions, and, in each case, the taking of such actions to be conclusive evidence that the same were authorized hereby; and

FURTHER RESOLVED, that the Prior Resolutions be, and they are hereby, rescinded.

#### CERTIFICATE

I, Niurka Piedra, do hereby certify that I am the duly appointed Secretary of International Finance Bank, Miami, Florida (the "Bank"); that the foregoing resolutions of the Board of Directors of the Bank were adopted (by unanimous/majority] vote of the entire Board) at a meeting duly called and convened in Miami, Florida on May 27, 2010, pursuant to notice or waiver of notice as provided in the bylaws, a quorum being present; and that such resolutions are in full force and effect and have not been amended or rescinded as of the date hereof.

Dated this 27th day of May, 2010.



Secretary

#### ANNEX 1

#### Articles of Amendment