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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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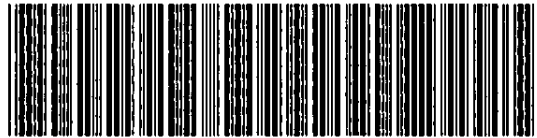
(Business Entity Name)

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**J THOMAS CARDWELL**  
COMMISSIONER

**OFFICE OF FINANCIAL REGULATION**

May 26, 2010

**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 Espirito Santo 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  
200 East Gaines Street  
Tallahassee, Florida 32399-0371
- (2) Mail two copies to: Mr. Victor C. Balestra  
Chairman  
Espirito Santo Bank  
1395 Brickell Avenue  
Miami, Florida 33131

A check for \$61.25 representing the fees for filing and certified copies is enclosed. Do not hesitate to contact me if you have any questions.

Sincerely,

NancyRae Kjelgaard  
Financial Control Analyst  
Bureau of Bank Regulation

NRK:nk  
Enclosures (3)

**ARTICLES OF AMENDMENT**  
**TO THE RESTATED ARTICLES OF INCORPORATION**  
**OF ESPIRITO SANTO BANK**

Pursuant to the provisions of Fla. Stat. 607.1006, the undersigned corporation herewith files the following articles of amendment to its restated articles of incorporation:

1. The name of the corporation is Espirito Santo Bank.
2. The text of each amendment adopted is as follows:
  - (a) Article III is hereby amended to read as follows:

**ARTICLE III**

1. The authorized capital stock of the corporation shall consist of Fifteen Million, (15,000,000) shares of Class One common stock (hereinafter the "Class One" shares with a par value of Five Dollars (\$5.00) per share.
2. On the effective date hereof, all shares of the Class A common stock of the corporation that are then outstanding shall be merged with all shares of the Class B non-voting common stock of the corporation that are then outstanding and thereupon each such merged share of the issued and outstanding stock of the corporation shall be automatically converted and reclassified into one (1) Class One share. Each certificate representing one or more shares of the Class A common stock of the corporation that is issued and outstanding on the effective date hereof, jointly with each certificate representing one or more shares of the Class B non-voting common stock of the corporation that is issued and outstanding on the

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effective date hereof, shall thereafter together represent the same number of Class One shares. Upon surrender of the certificates representing the issued and outstanding shares of the Class A common stock and the Class B non-voting common stock, the corporation shall issue to the holders thereof certificates representing the number of Class One shares that are equal to the combined number of Class A common shares and Class B non-voting common shares so surrendered.

(b) Article VIII is hereby added to read as follows:

**ARTICLE VIII**

*The board of directors of the corporation may determine in whole or in part, the preferences, limitations and relative rights of any class of shares, or any series of shares within any such class, to be issued by the corporation, provided always that such determination shall be made prior to the issuance of any such shares and shall be set forth in articles of amendment that shall be filed for such purpose in the manner required by the laws of the State of Florida.*

3. The aforesaid amendment provides for an exchange, reclassification or cancellation of issued shares. The provisions for implementing the exchange of shares are contained in the amendment itself.

4. The amendment was adopted effective December 4, 2009.

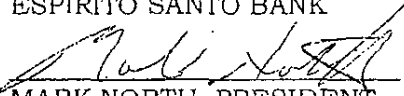
5. Shareholder action was required for adoption of the amendment and written consent therefor was given in accordance with Fla. Stat. 607.0704.

6. The amendment was approved by shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval.

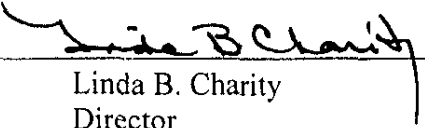
In witness whereof this Amendment was executed this 4th day of December, 2009.

ESPIRITO SANTO BANK

By:

  
MARK NORTH, PRESIDENT

Approved by the Florida Office of Financial Regulation this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_.

  
Linda B. Charity  
Director

Division of Financial Institutions

**CONSENT TO ACTION**  
**BY THE MAJORITY SHAREHOLDER**  
**OF ESPIRITO SANTO BANK**

The undersigned, being the owner and holder of 99.99% of the Class A voting shares of Espirito Santo Bank, a Florida banking corporation, hereby consents to the following action taken without meeting in conformity with 607.0704 Fla. Stat.:

**WHEREAS:** the directors of the bank have recommended that it is in the best interests of the bank that the authorized capital thereof be increased in order that the bank may in future increase its level of capitalization so as to allow for sound and sustained growth; and

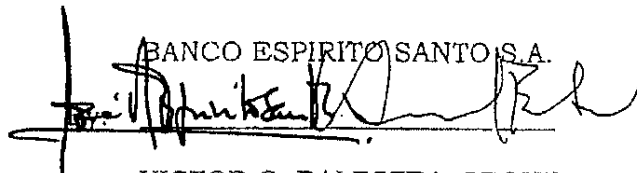
**WHEREAS:** the directors of the bank have likewise recommended that the articles of incorporation be amended so as to grant to the directors the authority to determine in whole or in part, the preferences,, limitations and relative rights of any class of shares or any series of shares within such class to be issued by the bank and

**WHEREAS:** the directors have been advised by legal counsel that the foregoing should be carried into effect by means of the amendment to the articles of incorporation of the bank appended to the recommendation of the directors, now therefore be it

**RESOLVED:** that the aforesaid recommendations of the directors be and the same are hereby approved and accepted and it is

**FURTHER RESOLVED:** that the amendment to the articles of incorporation of the bank set out in the form recommended by the directors and attached hereto be and the same is hereby approved.

In Witness Whereof this consent has been executed effective the 4<sup>th</sup> day of December, 2009.

  
BANCO ESPIRITO SANTO S.A.  
VICTOR C. BALESTRA, PROXY