

432780

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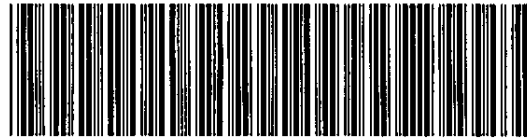
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*Restated
Articles &*

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FLORIDA OFFICE OF FINANCIAL REGULATION

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DREW J. BREAKSPEAR
COMMISSIONER

July 10, 2015

VIA INTEROFFICE MAIL

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

Dear Ms. Cushing:

Please file the enclosed amendment to the articles of incorporation for Espirito Santo Bank, Miami, Florida, at your earliest convenience. The amendment will change the name of the bank to Brickell Bank. The distribution of the certified copies should be as follows:

- (1) One copy to: The Florida Office of Financial Regulation
Division of Financial Institutions
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) Two copies to: Ms. Kimberly Prior, Esquire
Partner
Shutts & Bowen LLP
1500 Miami Center, 201 South Biscayne Boulevard
Miami, Florida 33131

Also enclosed is a check for \$61.25 representing the filing fee and certified copy fees.

If you have any questions, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "JWS", is placed above the printed name of the signatory.

Jeremy W. Smith
Bureau Chief
Bureau of Bank Regulation, District II

JWS/jag
Enclosures (3)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 13, 2015

JEREMY W. SMITH
DIVISION OF FINANCIAL REGULATION
200 EAST GAINES STREET
TALLAHASSEE, FL 32399-0371

SUBJECT: ESPIRITO SANTO BANK
Ref. Number: 432780

We have received your document for ESPIRITO SANTO BANK and your check(s) totaling \$61.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document must be entitled Articles of Amendment or Restated Articles of Incorporation. You cannot file both in one filing. Please make the appropriate selection and send the filing back to my attention.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.


If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing
Senior Section Administrator

Letter Number: 315A00014557

Article of Amendment to the Amended and Restated Articles of Incorporation, as amended, of
Espirito Santo Bank approved by the Florida Office of Financial Regulation this 10th
day of July, 2015.

Tallahassee, Florida



M. Barry Gilman, Director
Division of Financial Institutions

RESTATED ARTICLES OF INCORPORATION

OF

ESPIRITO SANTO BANK

FILED

2015 JUL 14 PM 3:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1006 and 607.1007, Florida Statutes, Espirito Santo Bank, a Florida banking corporation (the "Corporation"), hereby adopts the following Restated Articles of Incorporation.

ARTICLE I.

The name of the corporation is Brickell Bank.

ARTICLE II.

The general nature of the business to be transacted by this corporation shall be that of a general banking business with all of the rights, powers and privileges granted and conferred by the banking laws of the State of Florida, and that of a general trust business with all of the trust powers conferred by Chapter 660, Florida Statutes.

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 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.

ARTICLE IV.

The term for which said corporation shall exist shall be perpetual.

ARTICLE V.

The business and affairs of this corporation shall be managed and conducted by a Board of not less than five nor more than twenty-five Directors who shall be elected annually by the stockholders at their annual meeting to be held in the City of Miami, in the County of Miami-Dade, and State of Florida provided, however, that if so authorized by a majority of the stockholders at the next preceding annual meeting, a majority of the full

board of directors may, at any time during the year following the annual meeting of stockholders in which such action has been authorized, 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 such additional directors shall be authorized pursuant to this provision; and by a President, who shall be a Director, and one or more Vice Presidents and a Cashier and such others as may be designated in the By-Laws of the corporation, 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 Vice President and Cashier may be combined in one and the same person.

ARTICLE VI.

Any person, his heirs, executors, or administrators may be indemnified or reimbursed by the corporation for reasonable expenses actually incurred in connection with any action, suit, or proceeding, civil or criminal, to which he or they shall be made a party by reason of his being or having been a director, officer, or employee of the corporation or of any firm, corporation, or organization which he served in any such capacity at the express request of the corporation; and any such person may be indemnified or reimbursed by the corporation for civil judgments entered against such person by reason of his being or having been such a director, officer or employee, including judgments recovered by, in the name of, or for the benefit of, the corporation; provided,

however, that no person shall be so indemnified or reimbursed in relation to any matter in any action, suit, or proceeding unless the corporation has expressly approved the legal counsel proposed to represent such person, which approval shall not be unreasonably withheld; provided further that no person shall be so indemnified or reimbursed in relation to any matter in any action, suit or proceeding as to which he shall finally be adjudged to have been guilty of, or liable for, willful misconduct, gross neglect of duty, or criminal acts in the performance of his duties to the corporation; and, provided further, that no person shall be indemnified or reimbursed in relation to any matter in any action, suit, or proceeding which has been made the subject of a compromise settlement except with the approval of the holders of record of a majority of the outstanding shares of the corporation, or the Board of Directors, acting by vote of directors not parties to the same or substantially the same action, suit, or proceeding, constituting a majority of the whole number of directors. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person, his heirs, executors, or administrators, may be entitled as a matter of law.

ARTICLE VII.

The preemptive rights which shareholders of the corporation had immediately prior to the effective date of Fla. Stat. 607.077 (Ch. 75-250 §26 Laws of Fla.) are terminated and no shareholder of the corporation shall have any preemptive rights to acquire any unissued or treasury shares of the

corporation or any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

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.

[Certificate on following page.]


CERTIFICATE

The foregoing Restated Articles of Incorporation of Espirito Santo Bank contain an amendment to Article I changing the name of the Corporation from Espirito Santo Bank to Brickell Bank, and the text of the amendment, which is set forth above as Article I, was approved by the written consent of the Corporation's majority shareholder on June 8, 2015. Such written consent was sufficient for approval.

In witness whereof these Restated Articles of Incorporation were executed this 25th day of June, 2015.

ESPIRITO SANTO BANK

By: _____


G. Frederick Reinhardt
Chairman and Chief Executive Officer