

446653

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

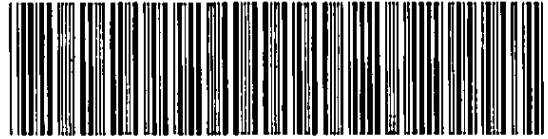
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Merging into a National Bank. National Banks are not required to be filed with the Sec. of State's Office.

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

18 JUN 15 PM 3:52

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JUN 15 2018

D CUSHING



DREW J. BREAKSPEAR  
Commissioner

INTEROFFICE COMMUNICATION

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DATE: June 15, 2018

TO: Ms. Diane Cushing, Department of State  
Division of Corporations

FROM: Jason Guevara, Licensing and Chartering *JG*

SUBJECT: Merger of City National Bank of Florida and TotalBank

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Please file the attached articles for the above-reference entities, using June 15, 2018 as the effective date.

Also attached is a check that represents payment of the filing fees. If you have any questions please call (850) 410-9513.



Avila Rodriguez Hernandez  
Mena & Ferri LLP

BANKING & FINANCE  
CORPORATE, MERGERS & ACQUISITIONS  
IMMIGRATION  
LITIGATION & ARBITRATION  
REAL ESTATE  
TAX, TRUSTS & ESTATES

Javier A. Alvarez

Direct: (786) 594-4119

E-mail: [jalvarez@arhmf.com](mailto:jalvarez@arhmf.com)

June 14, 2018

**SENT VIA FEDERAL EXPRESS**

Mr. Jeremy W. Smith  
Director of the Division of Banking  
Division of Financial Institutions  
Florida Office of Financial Regulation  
200 East Gaines Street  
Tallahassee, Florida 32399

FILED  
STATE DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
18 JUN 15 PM 3:52

**Re: Merger of City National Bank of Florida and Totalbank**

Dear Mr. Smith,

Enclosed are the Articles of Merger (the "**Articles of Merger**") for the merger (the "**Merger**") of City National Bank of Florida and Totalbank, along with a check for the appropriate filing fees, for filing with the Florida Department of State. As we discussed, the Merger is scheduled to close tomorrow. We will advise you once the Merger has closed so that the Articles of Merger may be filed with the Florida Department of State. We appreciate your department's assistance in processing this filing.

Also enclosed is the Charter for Totalbank for cancellation upon our notification to you that the Merger has closed.

Please do not hesitate to contact me if you have any questions. My contact information is included in the letterhead above.

Very truly yours,

**AVILA RODRIGUEZ HERNANDEZ  
MENA & FERRI LLP**

Javier A. Alvarez

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** City National Bank of Florida

\_\_\_\_\_  
Name of Surviving Party

Please return all correspondence concerning this matter to:

Javier A. Alvarez

\_\_\_\_\_  
Contact Person

Avila Rodriguez Hernandez Mena & Ferri LLP

\_\_\_\_\_  
Firm/Company

2525 Ponce de Leon Boulevard, Suite 1225

\_\_\_\_\_  
Address

Coral Gables, FL 33134

\_\_\_\_\_  
City, State and Zip Code

jalvarez@arhmf.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Javier A. Alvarez

at ( 786 ) 594-4119

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code and Daytime Telephone Number

Certified Copy (optional) \$8.75

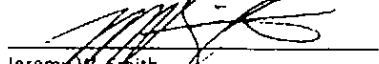
**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
19 NOV 15 PM 3:52

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Charter cancelled pursuant to Institution merging into City National Bank of Florida effective June 16, 2018.

  
Jeremy W. Smith  
Director - DEJ

# COMPTROLLER OF FLORIDA

WHEREAS SATISFACTORY EVIDENCE OF COMPLIANCE WITH ALL THE REQUIREMENTS OF THE LAWS OF THE STATE OF FLORIDA HAS BEEN PRESENTED TO ME, I, FRED O. DICKINSON, JR., COMPTROLLER OF THE STATE OF FLORIDA AS COMMISSIONER OF BANKING, UNDER AND BY VIRTUE OF THE AUTHORITY VESTED IN ME BY THE CONSTITUTION AND STATUTES OF THE STATE OF FLORIDA, DO HEREBY AUTHORIZE:

THE AMERICAS BANK  
MIAMI

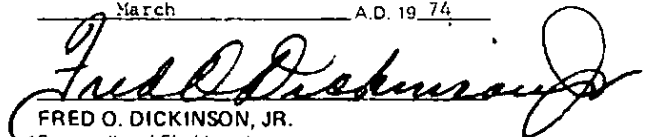
TO TRANSACT A GENERAL BANKING BUSINESS

731  
CERTIFICATE NUMBER

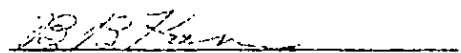
GIVEN UNDER MY HAND AND SEAL OF OFFICE

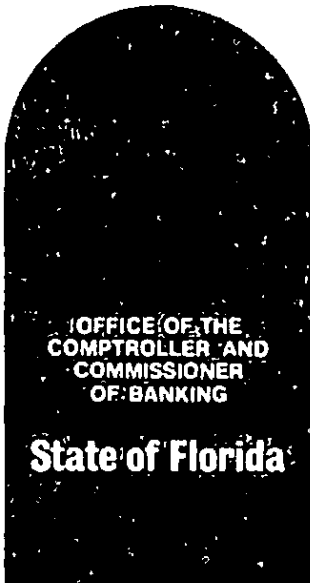
this Fifth day of

March A.D. 19 74

  
FRED O. DICKINSON, JR.  
Comptroller of Florida and  
Commissioner of Banking

ATTEST:

  
Director, Division of Banking



**ARTICLES OF MERGER  
OF  
TOTALBANK  
WITH AND INTO  
CITY NATIONAL BANK OF FLORIDA**

FILED STATE  
SECRETARY OF CORPORATIONS  
18 JUN 15 PM 3:52

The following Articles of Merger are submitted in accordance with applicable Florida law in connection with the merger (the "**Merger**") of TOTALBANK, a Florida state-chartered bank headquartered in Miami, Florida ("**Bank**") with and into CITY NATIONAL BANK OF FLORIDA, a national bank headquartered in Miami, Florida ("**Purchaser**").

**FIRST:** The exact name, form/entity, and jurisdiction for the merging party is as follows:

NAME	JURISDICTION	FORM/ENTITY TYPE
TOTALBANK	Florida State-Chartered Bank	Bank

**SECOND:** The exact name, form/entity, and jurisdiction of the surviving party is as follows:

NAME	JURISDICTION	FORM/ENTITY TYPE
CITY NATIONAL BANK OF FLORIDA	National Banking Association	Bank

**THIRD:** An Agreement and Plan of Merger (the "**Merger Agreement**"), dated as of November 30, 2017, by and among Bank, its sole shareholder Banco Popular Español, S.A. ("**BPE**"), Banco Santander, S.A., as shareholder of BPE, Purchaser, and its controlling shareholder, Banco de Crédito e Inversiones, has been approved and adopted by the directors and shareholders of each of Bank and Purchaser in accordance with the requirements of applicable law.

**FOURTH:** The Merger shall become effective at 5:00 p.m., Miami, Florida time on June 15, 2018.

**FIFTH:** The Merger Agreement was approved and adopted by the Board of Directors of Purchaser on November 29, 2017, and the shareholders of Purchaser on December 14, 2017.

**SIXTH:** The Merger Agreement was approved and adopted by the Board of Directors of Bank on November 30, 2017, and the sole shareholder of Bank on September 21, 2017.

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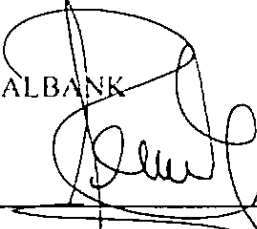
**SEVENTH:** The Amended and Restated Articles of Association and Bylaws of Purchaser shall serve as the Articles of Association and Bylaws of the surviving bank following the closing of the Merger, until amended thereafter in accordance with applicable law.


**EIGHTH:** The Plan of Merger, which forms an integral part of and is evidenced by the Merger Agreement, is described in Exhibit A attached hereto.

*[signature page to follow]*

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**IN WITNESS WHEREOF**, the undersigned have executed these Articles of Merger as of June 15, 2018.

TOTALBANK  
By:  Chairman & CEO  
\_\_\_\_\_  
Jorge Rossell, Chairman & CEO

CITY NATIONAL BANK OF FLORIDA  
By: \_\_\_\_\_  
Jorge Gonzalez, CEO



**EXHIBIT A**

**PLAN OF MERGER**

**TOTALBANK**

**and**

**CITY NATIONAL BANK OF FLORIDA**

The following describes the terms of the Plan of Merger, which forms an integral part and is evidenced by the Merger Agreement and is submitted in compliance with applicable Florida law, and in accordance with the laws of any other applicable jurisdiction of incorporation:

**FIRST:** The exact name, form/entity, and jurisdiction for the merging party is as follows:

NAME	JURISDICTION	FORM/ENTITY TYPE
TOTALBANK	Florida State-Chartered Bank	Bank

**SECOND:** The exact name, form/entity, and jurisdiction of the surviving party is as follows:

NAME	JURISDICTION	FORM/ENTITY TYPE
CITY NATIONAL BANK OF FLORIDA	National Banking Association	Bank

**THIRD:** The following describes certain terms and conditions of the Merger, and the manner and basis of converting the shares of the merged party into shares, obligations, or other securities of the survivor, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire the interests, shares, obligations or other securities of the merged party into rights to acquire shares, obligations, or other securities of the survivor, in whole or in part, into cash or other property:

**The Merger:** Upon the terms of the Merger Agreement, and subject to the conditions and in reliance upon the representations and warranties made by the parties to each other under the Merger Agreement, at the Effective Time, Bank will be merged with and into Purchaser. Purchaser shall be the surviving entity in the Merger (hereinafter referred to for the period at and after the Effective Time as "**Surviving Bank**") and shall succeed to and assume all of the rights and obligations of Bank in accordance with Applicable Law. Upon consummation of the Merger, the separate legal existence of Bank shall terminate.

**Name of the Surviving Bank:** At and after the Effective Time, the Surviving Bank shall continue to conduct its business under the name "City National Bank of Florida."

**Effective Time:** On the Closing Date, Purchaser and Bank shall take all actions required to satisfy all requirements under Applicable Law and other conditions specified in the Merger Agreement (if not already satisfied or waived) in order to consummate the Merger, and in either case as set forth in any approval letter(s) from applicable Regulatory Authorities. The Merger shall become effective at 5:00 p.m., Miami, Florida time on June 15, 2018 (the “Effective Time”). The parties agree that the Merger shall be deemed effective for tax, financial reporting and accounting purposes as of the Effective Time.

**Effects of Merger:** As of the Effective Time, the Merger shall have the effects set forth in the Act and shall have the effects set forth in the section immediately below.

**Conversion of Bank Shares; Shareholders of Surviving Bank:** At the Effective Time, all issued and outstanding Bank Shares (other than Bank Shares, if any, held as treasury stock, which such Bank Shares shall be cancelled as part of the Merger without any payment or distribution made with respect thereto) shall be cancelled and cease to exist and be converted into the right to receive, in the aggregate, an amount in cash, without interest, equal to the Merger Consideration. Upon surrender, Surviving Bank shall cancel all Bank Share Certificates. At the Effective Time, by virtue of the Merger and without any action on the part of any Person, each issued and outstanding Purchaser Share shall continue as a share of common stock of Surviving Bank, such that the current shareholders of Purchaser shall become the only shareholders of Surviving Bank.

**Charter Documents, Directors and Officers of Surviving Bank:** Upon consummation of the Merger, the Articles of Association and the Bylaws of Purchaser, in effect at the Effective Time, shall be the Articles of Association and the Bylaws of Surviving Bank until thereafter changed or amended in accordance with the provisions thereof and Applicable Law, and the directors and officers of Purchaser immediately prior to the Effective Time shall be the directors and officers of Surviving Bank.

**Merger Consideration:** At the Closing, Purchaser will pay to Bank’s Shareholder, by wire transfer of immediately available funds to the bank account designated in writing by Bank’s Shareholder, an amount equal to the Merger Consideration.

**Other Terms and Conditions.** All capitalized terms used and not otherwise defined herein or in the Articles of Merger shall have the meaning ascribed to such terms in the Merger Agreement. The terms and conditions of the Merger are more specifically detailed in the Merger Agreement, as approved and adopted by the Board of Directors and shareholders of each of Bank and Purchaser.



COMPTROLLER OF FLORIDA

WHEREAS SATISFACTORY EVIDENCE OF COMPLIANCE WITH ALL THE REQUIREMENTS OF THE LAWS OF THE STATE OF FLORIDA HAS BEEN PRESENTED TO ME, I, FRED O. DICKINSON, JR., COMPTROLLER OF THE STATE OF FLORIDA AS COMMISSIONER OF BANKING, UNDER AND BY VIRTUE OF THE AUTHORITY VESTED IN ME BY THE CONSTITUTION AND STATUTES OF THE STATE OF FLORIDA, DO HEREBY AUTHORIZE:

THE AMERICAS BANK  
MIAMI

TO TRANSACT A GENERAL BANKING BUSINESS

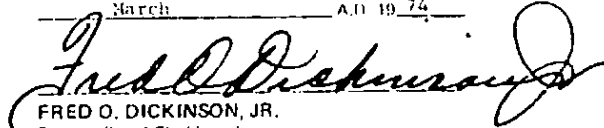
731

CERTIFICATE NUMBER

GIVEN UNDER MY HAND AND SEAL OF OFFICE

this Fifth day of

March A.D. 19 74



FRED O. DICKINSON, JR.  
Comptroller of Florida and  
Commissioner of Banking

ATTEST:

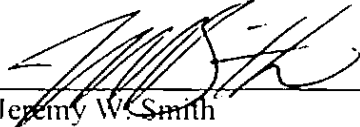
[Signature]  
Director, Division of Banking

OFFICE OF THE  
COMPTROLLER AND  
COMMISSIONER  
OF BANKING

State of Florida

APPROVED by the Office of Financial Regulation this 15<sup>th</sup> day of  
June, 20 18.

Tallahassee, Leon County, Florida

  
\_\_\_\_\_  
Jeremy W. Smith  
Director  
Office of Financial Regulation