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Amend

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Commissioner Russell C. Weigel, III

August 25, 2022

VIA INTEROFFICE MAIL

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

Dear Ms. Cushing:

Please file the enclosed Amendment to Articles of Incorporation for Banco do Brasil Americas, Miami, Florida at your earliest convenience. The distribution of the certified copies should be as follows:

One (1) copy to:

Office of Financial Regulation
Division of Financial Institutions
200 East Gaines Street
Tallahassee, Florida 32399-0371

One (1) copy to:

Mr. Gustavo Gonzalez
Banco do Brasil Americas
1221 Brickell Avenue Suite 2200
Miami, Florida 33131

Per our conversation, the Division of Corporations received the check covering the cost of the filing totaling \$43.75, payable to the Division of Corporations, directly from the filer under FedEx Tracking No. 777674801121. The check represents payment for the filing fee and two (2) certified copies for the attached Amendment to the Articles of Incorporation. If you have any questions, please do not hesitate to contact Jorge Diago at Jorge.Diago@flofr.gov or at (305) 536-0447.

Sincerely,

Jason M. Guevara
Financial Administrator
Division of Financial Institutions

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
BANCO DO BRASIL AMERICAS**

Banco do Brasil, S.A. Brasília, Brazil, the holder of all the issued outstanding voting shares of Banco do Brasil Americas Inc., hereby waives notice of a shareholder meeting and by action taken by written consent without a meeting, pursuant to section 607.0704 of the Florida Business Corporation Act, hereby approves amendments to Articles I, II, III, IV, V and VI of, and the addition of Article VII to, the Articles of Incorporation as set forth below:

**Article I
CORPORATE NAME**

The name of the corporation shall be Banco do Brasil Americas and its location, now known as its place of business, shall be 1221 Brickell Ave. Suite 2200, in the City of Miami, and in the State of Florida.

**Article II
NATURE OF THE BUSINESS**

The general nature of the business to be transacted by this corporation shall be that of a general banking business with all rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes regulating the organization, powers, and management of banking corporations.

**Article III
CAPITAL STOCK**

The corporation shall have one class of shares, which is designated as voting common stock. The corporation is authorized to issue a maximum of *Thirty Million Six Hundred Sixty Six Thousand Six Hundred Sixty Seven (30,666,667) Shares* of common stock at a par value of Six Dollars (\$6.00) per share. Any issuance of shares in excess of the shares then issued and outstanding, or then authorized to be issued, as of the filing date of this amendment shall require the affirmative vote of the holders of at least a majority of the then issued and outstanding voting shares of the corporation and notice to the State of Florida Office of Financial Regulation in accordance with section 658.36(2) of the Florida Statutes.

**Article IV
TERM**

The term for which said corporation shall exist shall be perpetual unless terminated according to the Florida Financial Institutions Codes.

Article V **DIRECTORS**

- (a) The number of directors shall not be fewer than five.
- (b) Any vacancy on the board of directors may be filled, and any increase, decrease or other change in the number of directors may be made, only with the approval of the holders of at least a majority of the then issued and outstanding voting shares of the corporation.
- (c) The powers granted in section 607.0621 of the Florida Business Corporation Act regarding issuance of shares are reserved to the shareholders.
- (d) The corporation may not issue rights, options, or warrants for the purchase of shares of the corporation without the approval of the majority of the board of directors, the majority of the holders of common stock of the corporation, and the approval of the State of Florida Office of financial Regulation. Such rights, options or warrants may only be issued in accordance with, and for the purposes specified in, sections 658.34 and 658.35, Florida Statutes.
- (e) The board of directors may not authorize the issue of some or all of the shares of any or all of its classes or series without certificates.
- (f) The compensation of the directors as may be proposed by the corporation shall require the approval of the holders of at least a majority of the then issued and outstanding voting shares of the corporation.
- (g) Except pursuant to Article III herein, and Section 607.0631(3) of the Florida Business Corporation Act, the directors shall have no authority to amend or restate these articles of incorporation without the approval of the holders of at least a majority of the then issued and outstanding voting shares of the corporation.
- (h) The directors shall have no authority to sell or mortgage assets in the regular course of business as permitted by section 607.1201 of the Florida Business Corporation Act without the approval of the holders of at least a majority of the then issued and outstanding voting shares of the corporation.
- (i) The corporation may not participate in any splitting of stock, mergers and acquisitions of companies (M&A), or initiate an initial public offering, without the approval of the holders of at least a majority of the then issued and outstanding voting shares of the corporation.
- (j) The corporation may not create, dissolve or increase investment in other companies without the approval of the holders of at least a majority of the then issued and outstanding voting shares of the corporation.

Article VI **BYLAWS**

The board of directors shall not have authority to adopt or amend the bylaws of this corporation. In addition, amendment or repeal of a bylaw of the corporation must be approved by the holders of at least a majority of the then issued and outstanding voting shares of the corporation. The board of directors of the corporation is not authorized to adopt bylaws to be effective only in an emergency as defined in section 607.0207(5) of the Florida Business Corporation Act.

Article VII
MISCELLANEOUS

- (a) The corporation elects to have preemptive rights.
- (b) The corporation elects not to be governed by section 607.0901 of the Florida Business Corporation Act unless otherwise required by the Florida Financial Institutions Codes or applicable federal banking laws.
- (c) Any transfer of shares or registration of transfer of shares of the corporation must be approved by the holders of at least a majority of the then issued and outstanding voting shares of the corporation.

Note: (The Amendments to the Articles were approved by the Board of Directors on July 12th, 2022.)

Banco do Brasil Americas

By: *Gustavo Gonzalez*

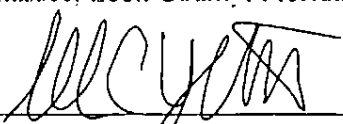
Name: Gustavo Iervolino Gonzalez

Title: Secretary to the Board of Directors

APPROVED by the Office of Financial Regulation this 13th day of

September, 2022

Tallahassee, Leon County, Florida



Russell C. Weigel, III

Commissioner

Office of Financial Regulation