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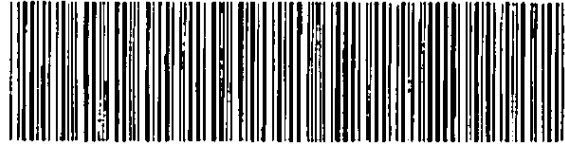
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CLERK OF SUPERIOR COURT  
STATE OF MICHIGAN  
LANSING, MICHIGAN



Commissioner Russell C. Weigel, III

September 25, 2023

VIA INTEROFFICE MAIL

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

RE: Banco do Brasil Americas – Articles of Amendment to the Articles of Incorporation

Dear Ms. Cushing:

Please file the enclosed Article of Amendment to the 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: Florida Office of Financial Regulation  
Division of Financial Institutions  
200 East Gaines Street  
Tallahassee, Florida 32399

One (1) copy to: Banco do Brasil Americas  
c/o Gregory M. Bartice  
Senior Vice President and Controller 1221  
Brickell Avenue, 22<sup>nd</sup> Floor Miami, Florida  
33131

Enclosed is **Check No. 054249**, totaling **\$43.75**, payable to the Department of State. The check represents payment for the filing fee and one additional certified copy for the attached Article Amendment to the Articles of Incorporation. If you have any questions, please do not hesitate to contact Jeremy A. Glover at [Jeremy.Glover@FLOFR.gov](mailto:Jeremy.Glover@FLOFR.gov), or at (850) 410-9535.

Sincerely,

A handwritten signature in black ink, appearing to read "Terry L. Hughes", is written over a white background.

Ms. Terry L. Hughes  
Bureau Chief  
Division of Financial Institutions

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

Banco do Brasil, S.A. Brasilia, 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 Article III of 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-Six Million Two Hundred Fifty Thousand* (36,250,000) *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.

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OFFICE OF FINANCIAL REGULATION  
STATE OF FLORIDA

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**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 the 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.

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**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.

Banco do Brasil Americas

By: *Gustavo Iervolino Gonzalez*  
Name: Gustavo Iervolino Gonzalez  
Title: SVP Risk, Governance & Strategy  
Secretary to the Board of Directors

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SECRETARY

APPROVED by the Office of Financial Regulation this 25<sup>th</sup> day of September 2023.

Tallahassee, Leon County, Florida



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Russell C. Weigel, III  
Commissioner

**FILED**

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Office of Financial Regulation  
Tallahassee, Florida