

Division of Corporations

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Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : AVILA RODRIGUEZ HERNANDEZ MENA & FERRI LLP
Account Number : 120070000136
Phone : (305) 779-3564
Fax Number : (305) 779-3561

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Intercontinental Bankshares, LLC

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Florida Dept of State



September 18, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

AVILA RODRIGUEZ HERNANDEZ

SUBJECT: INTERCONTINENTAL BANKSHARES, LLC
REF: W08000043306

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name on the approval form from the Office of Financial Regulation must be exactly the same as the name in the Articles of Organization.

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) 245-6067.

TD Neysa Culligan
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OFFICE OF FINANCIAL REGULATION

DON B. SAXON
COMMISSIONER

**FINANCIAL SERVICES
COMMISSION**

CHARLIE CRIST
GOVERNOR

BILL MCCOLLUM
ATTORNEY GENERAL

ALEX SINK
CHIEF FINANCIAL OFFICER

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

September 18, 2008

Ms. Patricia M. Hernandez
2525 Ponce de Leon Blvd.
Suite 1225
Coral Gables, FL 33134

Dear Ms. Hernandez:

Re: Intercontinental Bankshares, LLC

Reference is made to your recent letter/fax requesting approval of the above-referenced name which will be a proposed bank holding company.

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banc," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name.

Therefore, this Office will not object to the use of the above referenced name being registered to transact business in the state of Florida. However, if the proposed bank holding company is not organized, we will require that the corporation be dissolved.

Sincerely,

A handwritten signature in black ink, appearing to read "Linda B. Charity".

Linda B. Charity
Director

LBC:bk

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State

MAILING ADDRESS: DIVISION OF FINANCIAL INSTITUTIONS
200 EAST GAINES STREET, TALLAHASSEE, FLORIDA 32399-0371
(850) 410-9800 • FAX (850) 410-9548

Affirmative Action / Equal Opportunity Employer

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**ARTICLES OF ORGANIZATION
OF
INTERCONTINENTAL BANKSHARES, LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is INTERCONTINENTAL BANKSHARES, LLC (the "Company").

**ARTICLE II
ADDRESS**

The principal office address of the Company is:

2525 Ponce de Leon Blvd., Suite 1225
Coral Gables, FL 33134

The mailing address of the Company is:

2525 Ponce de Leon Blvd., Suite 1225
Coral Gables, FL 33134

**ARTICLE III
REGISTERED AGENT AND OFFICE**

The name and the Florida street address of the registered agent are:

Interamerican Corporate Services LLC
2525 Ponce de Leon Blvd., Suite 1225
Coral Gables, Florida 33134

**ARTICLE IV
OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal an operating agreement for the Company shall be vested in the Members of the Company.

**ARTICLE V
MANAGEMENT**

The Company shall be conducted, carried on, and managed by one (1) Member-Manager. The Member-Manager shall also have the rights and responsibilities described in the Operating

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Agreement of the Company, if applicable. The Member-Manager shall serve in such capacity until his successor is duly elected and qualified and such change has received any regulatory approval required.

The name and address of the initial Member-Manager is as follows:

Title:
Member-Manager

Name and Address:
Amadeo Lopez-Castro, Jr.
c/o Amadeo Lopez-Castro, III
1500 San Remo Avenue
Suite 290
Miami, Florida 33146

ARTICLE VI
DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, if applicable or (ii) by the written agreement of a majority of ownership interest if the Company.

ARTICLE VII
PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

IN WITNESS WHEREOF, the undersigned hereby executes these Articles of Organization as of the 17th day of September, 2008.



Patricia M. Hernandez
Duly Authorized Representative of a Member

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for INTERCONTINENTAL BANKSHARES, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 17th day of September, 2008.

INTERAMERICAN CORPORATE SERVICES LLC

By: _____

Patricia M. Hernandez, Manager

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