M17400

6/5/2019 Division of Corporations

Florida Department of State
Division of Corporations
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Division of Corporations
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From:
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Phone : (614)280-3338
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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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COR AMND/RESTATE/CORRECT OR O/D RESIGN
MERCANTIL BANK HOLDING CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	05
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CC Name chg

2019 JUN -5 PM 3:25 FILED

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J ALBRITTON

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Mercantil Bank Holding Corporation

DOCUMENT NUMBER: M17400

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Pedro Parra
Name of Contact Person

CTC Management Services, LLC
Firm/ Company

220 Alhambra Circle, 2nd Floor
Address

Coral Gables, FL 33134
City/ State and Zip Code

pparra@ameranttrust.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Pedro Parra at (305) 460-8515

Name of Contact Person — Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- ☐ $35 Filing Fee
- ■ $43.75 Filing Fee & Certificate of Status
- ☐ $43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- ☐ $52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

JONES DAY

1420 PEACHTREE STREET, N.E. • SUITE 800 • ATLANTA, GEORGIA 30309-3053
TELEPHONE: +1.404.521.3939 • FACSIMILE: +1.404.581.8330

DIRECT NUMBER: (404) 581-8622
CMACDONALD@JONESDAY.COM

JP010655:dmw June 6, 2019

VIA FACSIMILE – 850.245.6897

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314
Attention: Darlene

Re: Mercantil Bank Holding Corporation, a Florida corporation that is a bank holding company for Amerant Bank, N.A. -- Change of Name to Amerant Bancorp Inc.

Ladies and Gentlemen:

Mercantil Bank Holding Corporation, Coral Gables, Florida, a Florida Corporation (the "Company") is a public company which is a long-time bank holding company for Amerant Bank, N.A., a national bank headquartered in Coral Gables, Florida (the "Bank"). We represent the Company and the Bank. The Bank has consented to the Company's use of the Amerant Bancorp Inc. name. The Company owns 100% of the Bank, which has been located in Florida for 40 years. A recent copy of a certificate from the Federal Reserve Board confirming that the Company is a bank holding company is attached.

The Company's shareholders approved the Change in Name to "Amerant Bancorp Inc." at the annual shareholders' meeting earlier this week.

The Florida Financial Institutions Code, Section 655.922, expressly permits the use of bank and similar terms to be "used by and in the corporate or other name or title of any company that is or becomes a bank holding company of a financial institution pursuant to State or Federal law." The name Amerant Bancorp is clearly distinguishable from Amerant Bank and is a common form of name used by bank holding companies. We appreciate your consent to the use of this name.

Also enclosed is a clean copy of the Articles of Amendment effecting this name change.

Thank you very much for filing this effective April 5, 2019.

If you have any questions, please call me.

NAI-1507753968v1

JONES DAY

Florida Department of State
June 6, 2019
Page 2

Best regards.

Yours very truly,

Chip MacDonald

Ralph F. MacDonald, III

BOARD OF GOVERNORS
OF THE
FEDERAL RESERVE SYSTEM
WASHINGTON, D. C. 20551

ADDRESS OFFICIAL CORRESPONDENCE
TO THE BOARD

CERTIFICATE

According to official records of the Board of Governors of the Federal Reserve System, the following organization is a bank holding company registered under the Bank Holding Company Act of 1956, as amended:

Mercantil Bank Holding Corporation,
Coral Gables, FL.

Signed and sealed on 12-7-2018,
at Washington, D.C.

By: Margaret McShanks
Margaret McCloskey Shanks
Deputy Secretary of the Board

Will Atherton
Jones Day
1420 Peachtree St. NE
Suite 800
Atlanta, GA 30309-3053

G-2019-00046

FEDERAL FINANCIAL INSTITUTIONS EXAMINATION COUNCIL

NIC National Information Center (/npw)

A repository of financial data and institution characteristics collected by the Federal Reserve System

MERCANTIL BANK HOLDING CORPORATION

RSSD ID: 1135972

220 ALHAMBRA CIRCLE , CORAL GABLES, FL, UNITED STATES 33134

Institution Details

Web Site: WWW.COMMERCEBANKFL.COM (http://WWW.COMMERCEBANKFL.COM)
Institution Type: Bank Holding Company
Primary Federal Regulator: FRS
Primary Activity: OFFICES OF BANK HOLDING COMPANIES
Primary Activity Code: 551111

Status: Active
Insurance: NOT INSURED OR NOT AVAIL.
FDIC Certificate #: N/A
RTN/ABA: N/A
LEI: N/A

Financial Data Organization Hierarchy History

Bank Holding Company Performance Report (BHCPR)

Consolidated Financial Statements for BHCs (FR Y-9C)

Parent Company Only Financial Statements for Large BHCs (FR Y-9LP)

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Articles of Amendment
to
Articles of Incorporation
of

Mercantil Bank Holding Corporation

(Name of Corporation as currently filed with the Florida Dept. of State)

M17400

(Document Number of Corporation (if known)

Pursuant to the provisions of section 607.1006, Florida Statutes, this ***Florida Profit Corporation*** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

Amerant Bancorp Inc.

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or Co.," or the designation "Corp," "Inc," or "Co". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address ***MUST BE A STREET ADDRESS****)*

N/A

2019 JUN -5 PM 3: 25

C. Enter new mailing address, if applicable:
(Mailing address ***MAY BE A POST OFFICE BOX****)*

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent N/A

(Florida street address)

New Registered Office Address: __________, Florida ______
(City) *(Zip Code)*

New Registered Agent's Signature, if changing Registered Agent:
I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)
Please note the officer/director title by the first letter of the office title:
P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.
Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add

Example:

X Change	PT	John Doe
X Remove	V	Mike Jones
X Add	SV	Sally Smith

Type of Action (Check One)	Title	Name	Address
1) ____ Change	______	____________	____________
____ Add			____________
____ Remove			____________
2) ____ Change	______	____________	____________
____ Add			____________
____ Remove			____________
3) ____ Change	______	____________	____________
____ Add			____________
____ Remove			____________
4) ____ Change	______	____________	____________
____ Add			____________
____ Remove			____________
5) ____ Change	______	____________	____________
____ Add			____________
____ Remove			____________
6) ____ Change	______	____________	____________
____ Add			____________
____ Remove			____________

E. **<u>If amending or adding additional Articles, enter change(s) here</u>:**
(Attach *additional sheets, if necessary*). *(Be specific)*

N/A

F. **<u>If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:</u>**
(*if not applicable, indicate N/A*)

N/A

The date of each amendment(s) adoption: ____________________, if other than the date this document was signed.

Effective date if applicable: ____________________
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by ____________________."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 06/04/2019

Signature ____________________
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Ivan E. Trujillo
(Typed or printed name of person signing)

Corporate Secretary
(Title of person signing)