

P00000113305



Inter-Office
Communication

Comptroller of Florida
Division of Banking

DATE: December 11, 2000
TO: Kim Ross, Department of State, Division of Corporations -
Bureau of Commercial Recording
FROM: JP John A. Pullen, Division of Banking
SUBJECT: Union Credit Bank (Proposed New Bank)

Please file the attached "articles of incorporation" (original and 3 copies) for the above-referenced institution, using today's date, as the effective date.

Please make the following distribution of certified copies:

400003160524--5
-03/07/00--01070--006
*****78.75 *****78.75

- (1) One copy to: Division of Banking
101 East Gaines Street
Suite 636
Tallahassee, Florida 32399-0350
- (2) One copy to: Federal Deposit Insurance Corporation
Suite 1600, One Atlantic Center
1201 West Peachtree Street, Northeast
Atlanta, Georgia 30309-3449
- (3) One copy to: Mr. Robert J. Tamayo
President & CEO
Union Credit Bank (IO)
1150 South Miami Avenue
Miami, Florida 33130

It is my understanding that the Union Credit group has already submitted \$78.75 to the Division of Corporations. If there is an underpayment, please contact Mr. Tamayo at (305) 372-1214. If there is an overpayment, please issue a refund to Mr. Tamayo.

If you have any questions, please call me at 410-9527.

Attachment

cc: Federal Deposit Insurance Corporation, Atlanta, Georgia
Bureau of Financial Institutions - District II
Miami Area Financial Manager

Registered Agent not
required pursuant to
607.0501(2) F.S.

KR
12/12

FILED
00 DEC 11 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
UNION CREDIT BANK

FILED
00 DEC 11 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as directors for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Union Credit Bank and its initial place of business shall be at 1150 South Miami Avenue in the City of Miami, County of Miami-Dade and State of Florida.

ARTICLE II

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

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be two million (2,000,000). Such shares shall be of a single class and shall have a par value of five dollars (\$5.00) per share. The corporation shall begin business with at least five million dollars (\$5,000,000) in paid-in capital stock to be divided into one million (1,000,000) shares of common stock. The amount of paid-in than surplus with which the corporation will begin business will be not less than four million seven hundred fifty thousand dollars (\$4,750,000) and the amount of undivided profits shall not less two-hundred

fifty thousand dollars (\$250,000) all of which (capital stock, surplus and undivided profits) shall be paid in cash.

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the subscription price offered to the general public, a pro rata portion of any stock of any class that the corporation may issue or sell.

ARTICLE IV

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

ARTICLE V

The number of directors shall not be fewer than five (5). A majority of the full board of directors may, at any time during the years following the annual meeting of shareholders in which such action has been authorized, increase the number of directors by not more than two and appoint persons to fill such resulting vacancies. The names and street addresses of the first directors of the corporation are:

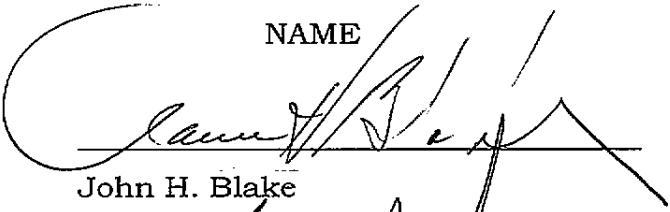
	NAME	STREET ADDRESS
1.	John H. Blake	7801 Los Pinos Boulevard Coral Gables, Florida 33143
2.	Jorge L. Del Rosal	9400 Old Cutler Lane Coral Gables, Florida 33156
3.	Milton H. Lehr	8440 SW 104 th Street Miami, Florida 33156
4.	Grace Vera McGuire	One Grove Isle Drive, Apt. 310 Miami, Florida 33133

5. Miguel Rishmague 901 San Pedro Avenue
Coral Gables, Florida 33156
6. Odde Rishmague Camino del Condor 7821
Santiago, Chile
7. Robert J. Tamayo 6700 SW 115 Street
Pinecrest, Florida 33156

In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation this 25 day of JANUARY, A.D. 2000.

NAME

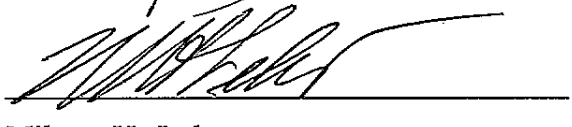
STREET ADDRESS


John H. Blake

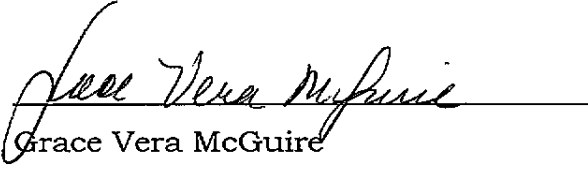
7801 Los Pinos Boulevard
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Jorge L. Del Rosal

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Milton H. Lehr

8440 SW 104th Street
Miami, Florida 33156


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Miguel Rishmague

13000 Mar Street
Coral Gables, Florida 33156


Odde Rishmague

Camino del Condor 7821
Santiago, Chile


Robert J. Tamayo

6700 SW 115th Street
Pinecrest, Florida 33156

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 01 day of December, 2000, by John H. Blake, who is personally known to me or has produced _____ as identification and who did/did not take an oath.



[Signature]
Notary Public-State of Florida at
Large
My Commission Expires: 4/9/01

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 01 day of December, 2000, by Jorge L. del Rosal, who is personally known to me or has produced _____ as identification and who did/did not take an oath.

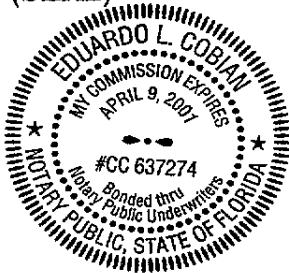


[Signature]
Notary Public-State of Florida at
Large
My Commission Expires: 4/9/01

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 01 day of December, 2000, by Milton H. Lehr, who is personally known to me or has produced _____ as identification and who did/did not take an oath.

(SEAL)



[Signature]
Notary Public-State of Florida at
Large
My Commission Expires: 4/9/01

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 01 day of December, 2000, by Grace Vera Mc Guire, who is personally known to me or has produced _____ as identification and who did/did not take an oath.

(SEAL)



[Signature]
Notary Public-State of Florida at
Large
My Commission Expires: 4/9/01

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

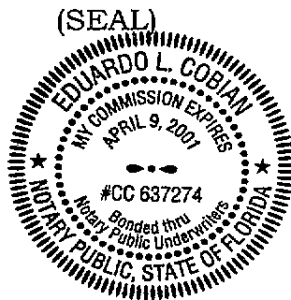
The foregoing instrument was acknowledged before me this 01 day of December, 2000, by Miguel Rishmague, who is personally known to me or has produced _____ as identification and who did/did not take an oath.



[Signature]
Notary Public-State of Florida at
Large
My Commission Expires: 4/9/01

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 01 day of December, 2000, by Odde Rishmague, who is personally known to me or has produced _____ as identification and who did/did not take an oath.



[Signature]
Notary Public-State of Florida at
Large
My Commission Expires: 4/9/01

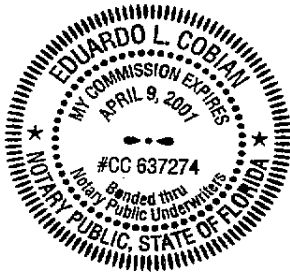
STATE OF FLORIDA)

) SS:

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 01 day of December, 2000, by Robert J. Tamayo, who is personally known to me or has produced _____ as identification and who did/did not take an oath.

(SEAL)



Notary Public-State of Florida at
Large
My Commission Expires: 4/9/01

Approved by the Department of Banking and Finance this 11th day of
December, 2000.

Tallahassee, Florida

A handwritten signature in black ink, appearing to read "Robert F. Milligan". The signature is written in a cursive style with a large, stylized "M".

Robert F. Milligan
Comptroller of the State of Florida
and Head of the Department of
Banking and Finance