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FILED
15 JUL 13 AM 11:04
SEC. JAMES E. TOLSON
FALLAUCHER, 10000

Amended + Restated

JUL 13 2015

D CUSHING



FLORIDA OFFICE OF FINANCIAL REGULATION

www.FLOFR.com

DREW J. BREAKSPEAR
COMMISSIONER

July 10, 2015

VIA INTEROFFICE MAIL

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

Dear Ms. Cushing:

Please file the enclosed Amended and Restated Articles of Incorporation for Apollo Bank, Miami, Florida, at your earliest convenience. The distribution of the certified copies should be as follows:

- (1) One copy to: The Florida Office of Financial Regulation
Division of Financial Institutions
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) One copy to: Mr. Eddy Arriola
Chairman and Chief Executive Officer
Apollo Bank
1150 South Miami Avenue
Miami, Florida 33130

FILED
15 JUL 13 AM 11:04
SECRETARY OF
TALLAHASSEE, FL

Also enclosed are two checks, one (#4543) for \$35.00, and one (#4668) for \$17.50, which should cover the cost of filing the Amended and Restated Articles of Incorporation, as well as the two certified copies addressed to the above.

If you have any questions, please do not hesitate to contact me.

Sincerely,

Jeremy W. Smith
Bureau Chief
Bureau of Bank Regulation

JWS/jag
Enclosures (3)

**ARTICLES OF AMENDMENT AND RESTATEMENT TO THE
ARTICLES OF INCORPORATION
OF
APOLLO BANK
MIAMI, FLORIDA**

FILED
15 JUL 13 AM 11:04
SECRETARY OF STATE
MIAMI, FLORIDA

1. The undersigned officers of Apollo Bank, Miami, Florida (the "Bank"), do hereby certify that the Board of Directors of the Bank approved and proposed to the shareholders of the Bank, certain amendments to and a restatement of the Articles of Incorporation of the Bank, as set out herein, at a duly held meeting on April 17, 2015, which such amendments require shareholder approval. A copy of the complete Articles of Incorporation, as amended and restated hereby, are attached hereto as Exhibit A, which are adopted in accordance with Sections 607.1006 and 607.1007, Florida Statutes.
2. The shareholders of the Bank approved the amendments to and the restatement of the Articles of Incorporation of the Bank as set out herein by unanimous written consent, dated April 17, 2015, in compliance with the Bank's Articles of Incorporation and Bylaws, and Section 607.0704, Florida Statutes.
3. There is only one class of stock and all of such shares, which was sufficient for approval, approved the amendments to and the restatement of the Articles of Incorporation of the Bank as set out herein.
4. None of the amendments provide for an exchange, reclassification or cancellation of shares of capital stock of the Bank.
5. The following amendment is hereby made to Article II of the Articles of Incorporation of the Bank so that effective upon filing, in lieu of its present language, Article II shall read in its entirety as follows:

ARTICLE II

The general nature of the business to be transacted by this corporation shall be that of a general commercial banking business 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.

6. The following amendment is hereby made to Article III of the Articles of Incorporation of the Bank so that effective upon filing, in lieu of its present language, Article III shall read in its entirety as follows:

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be five million (5,000,000). Such shares shall be of a single class, which shall be designated common, and shall have a par value of five dollars (\$5.00) per share.

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.

7. The following amendment is hereby made to Article V of the Articles of Incorporation of the Bank so that effective upon filing, in lieu of its present language, Article V shall read in its entirety as follows:

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, increase the number of directors by not more than two and appoint persons to fill resulting vacancies.

8. The following amendment is hereby made by adding a new Article VI of the Articles of Incorporation of the Bank so that effective upon filing, the new Article VI shall read in its entirety as follows:

ARTICLE VI

Section 6.01. Authority to Indemnify. The corporation shall indemnify or obligate itself to indemnify an individual made a party to a proceeding because he or she is or was a director, officer, employee or agent of the corporation (or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise) for reasonable expenses, judgments, fines, penalties and amounts paid in settlement (including attorneys' fees), incurred in connection with the proceeding if the individual acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and, in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of *nolo contendere* or its equivalent is not, of itself, determinative that the director, officer, employee or agent did not meet the standard of conduct set forth above. Indemnification permitted under this Section 6.01 in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding, and in any such proceeding, no indemnification shall be made under this Section 6.01 in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 6.02. Mandatory Indemnification. To the extent that a director, officer, employee, or agent of the corporation has been successful, on the merits or otherwise, in the defense of any proceeding described in Section 6.01 to which he or she was a party, or in defense of any claim, issue, or matter therein, because he or she is or was a director, officer, employee or agent of the corporation, the corporation shall indemnify the director, officer, employee or agent against expenses actually and reasonably incurred by him or her in connection therewith.

Section 6.03. Advance for Expenses. The corporation shall pay for or reimburse the reasonable expenses incurred by a director or officer of the corporation who is a party to a proceeding in advance of final disposition of the proceeding if (a) he or she furnishes the corporation written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth in Section 6.01, and (b) he or she furnishes the corporation a written undertaking, executed personally or on his or her behalf, to repay

any advances if it is ultimately determined that he or she is not entitled to indemnification. The undertaking required by this section must be an unlimited general obligation but need not be secured and may be accepted without reference to financial ability to make repayment.

Section 6.04. Court-ordered Indemnification and Advances for Expenses. A director, officer, employee or agent of the corporation who is a party to a proceeding may apply for indemnification or advances for expenses to the court conducting the proceeding or to another court of competent jurisdiction.

Section 6.05. Determination of Indemnification. Except as provided in Section 6.02 and except as may be ordered by the court, the corporation shall not indemnify a director, officer, employee or agent under Section 6.01 unless authorized thereunder and a determination has been made in the specific case that indemnification of the director, officer, employee or agent is permissible in the circumstances because he or she has met the standard of conduct set forth in Section 6.01. The determination shall be made:

- (a) By the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceedings;
- (b) If a quorum cannot be obtained, by majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding;
- (c) By independent legal counsel:
 - (i) Selected by the Board of Directors or its committee in the manner prescribed in subsections (a) or (b), respectively, of this Section 6.05; or
 - (ii) If a quorum of the Board of Directors cannot be obtained and a committee cannot be designated, selected by majority vote of the full Board of Directors (in which selection directors who are parties may participate); or
- (d) By the shareholders, but shares owned by or voted under the control of directors who are at the time parties to the proceeding may not be voted on the determination.

Section 6.06 Evaluation of Expenses. An evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible in the circumstances because the director or officer has met the standard of conduct set forth in Section 6.01, except that if the determination is made by independent legal counsel, an evaluation as to the reasonableness of expenses shall be made by those entitled under subsection (c) of Section 6.05.

Section 6.07. Other Rights. The indemnification and advancement of expenses provided by or granted pursuant to this Article VI shall not be deemed exclusive of any other rights, in respect of indemnification or otherwise, to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action by a director, officer, employee or agent in his or her official capacity and as to action in another capacity while holding such office or position; except that no such other rights, in

respect to indemnification or otherwise, may be provided or granted to a director, officer, employee, or agent pursuant to this Section 6.07 by the corporation if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute: (a) a violation of the criminal law, unless the director, officer, employee, or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; (b) a transaction from which the director, officer, employee, or agent derived an improper personal benefit; (c) in the case of a director, a circumstance under which the liability provisions set forth in Section 607.0834 of the Florida Business Corporation Act are applicable; or (d) willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

Section 6.08. Insurance. The corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as a director, officer, employee, or agent of corporation, partnership, joint venture, trust, or other enterprise against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a director, officer, employee, or agent whether or not the corporation would have power to indemnify him or her against the same liability under this Article VI.

Section 6.09. Continuation of Expenses. The indemnification and advancement of expenses provided by or granted pursuant to this Article VI shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person, unless otherwise provided when authorized or ratified.

Section 6.10. Indemnification for Regulatory Actions. Notwithstanding the foregoing, the corporation may make or agree to make indemnification payments to an institution-affiliated party, as defined at 12 USC 1813(u), for an administrative proceeding or civil action initiated by any federal banking agency, only in accordance with the requirements of 12 USC 1828(k) and its implementing regulations.

9. The following amendment is hereby made by adding a new Article VII of the Articles of Incorporation of the Bank so that effective upon filing, the new Article VII shall read in its entirety as follows:

ARTICLE VII

Section 7.01. A director or officer of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, unless.

- (e) The director or officer breached or failed to perform his or her duties as a director or officer, as the case may be; and
- (f) The director's or officer's breach of, or failure to perform, those duties constitutes:

- (i) A violation of the criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;
- (ii) A transaction from which the director derived an improper personal benefit, either directly or indirectly;
- (iii) In the case of a director, a circumstance under which the liability provisions of Section 607.0834 of the Florida Business Corporation Act are applicable;
- (iv) In a proceeding by or in the right of the corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the corporation, or willful misconduct; or
- (v) In a proceeding by or in the right of someone other than the corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property

Section 7.02. If applicable laws or regulations are hereafter amended to authorize corporate action further limiting or eliminating the personal liability of directors or officers, then the liability of each director and officer of the corporation shall be limited or eliminated to the full extent permitted by law as so amended from time to time. Neither the amendment nor repeal of this Article, nor the adoption of any provision of the corporation's articles of incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article, in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

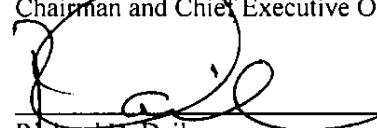
[Signature Page Follows]

[Signature Page to Articles of Amendment and Restatement]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment and Restatement to the Articles of Incorporation of the Bank as of this 2 day of July, 2015.


Eduardo J. Arriola
Chairman and Chief Executive Officer

[corporate seal]


Richard H. Dailey
Secretary

STATE OF FLORIDA

§
§
§


COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 2 day of July, 2015.

(Official Seal of Notary)



MAYTE EIRAS
MY COMMISSION # EE 087926
EXPIRES: August 25, 2015
Bonded Thru Budget Notary Services


Notary Public – State of Florida at Large

My Commission Expires: 8/25/2015

Approved by the Office of Financial Regulation this 10th date of July, 2015.

Print Name: M. B. B. B.

Title: Director

Division of Financial Institutions
Office of Financial Regulation
Tallahassee, Florida

FILED
15 JUL 13 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
APOLLO BANK

ARTICLE I

The name of the corporation shall be Apollo Bank and its place of business, now known as its initial place of business, shall be 1150 South Miami Avenue in the City of Miami, in the County of Miami-Dade, and in the State of Florida.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be that of a general commercial banking business 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 five million (5,000,000). Such shares shall be of a single class, which shall be designated common, and shall have a par value of five dollars (\$5.00) per share.

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, increase the number of directors by not more than two and appoint persons to fill resulting vacancies.

ARTICLE VI

Section 6.01 Authority to Indemnify. The corporation shall indemnify or obligate itself to indemnify an individual made a party to a proceeding because he or she is or was a director,

officer, employee or agent of the corporation (or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise) for reasonable expenses, judgments, fines, penalties and amounts paid in settlement (including attorneys' fees), incurred in connection with the proceeding if the individual acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and, in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of *nolo contendere* or its equivalent is not, of itself, determinative that the director, officer, employee or agent did not meet the standard of conduct set forth above. Indemnification permitted under this Section 6.01 in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding, and in any such proceeding, no indemnification shall be made under this Section 6.01 in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 6.02 Mandatory Indemnification. To the extent that a director, officer, employee, or agent of the corporation has been successful, on the merits or otherwise, in the defense of any proceeding described in Section 6.01 to which he or she was a party, or in defense of any claim, issue, or matter therein, because he or she is or was a director, officer, employee or agent of the corporation, the corporation shall indemnify the director, officer, employee or agent against expenses actually and reasonably incurred by him or her in connection therewith.

Section 6.03 Advance for Expenses. The corporation shall pay for or reimburse the reasonable expenses incurred by a director or officer of the corporation who is a party to a proceeding in advance of final disposition of the proceeding if (a) he or she furnishes the corporation written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth in Section 6.01, and (b) he or she furnishes the corporation a written undertaking, executed personally or on his or her behalf, to repay any advances if it is ultimately determined that he or she is not entitled to indemnification. The undertaking required by this section must be an unlimited general obligation but need not be secured and may be accepted without reference to financial ability to make repayment.

Section 6.04 Court-ordered Indemnification and Advances for Expenses. A director, officer, employee or agent of the corporation who is a party to a proceeding may apply for indemnification or advances for expenses to the court conducting the proceeding or to another court of competent jurisdiction.

Section 6.05 Determination of Indemnification. Except as provided in Section 6.02 and except as may be ordered by the court, the corporation shall not indemnify a director, officer, employee or agent under Section 6.01 unless authorized thereunder and a determination has been made in the specific case that indemnification of the director, officer, employee or agent is permissible in the circumstances because he or she has met the standard of conduct set forth in Section 6.01. The determination shall be made:

- (a) By the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceedings;
- (b) If a quorum cannot be obtained, by majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding;
- (c) By independent legal counsel:
 - (i) Selected by the Board of Directors or its committee in the manner prescribed in subsections (a) or (b), respectively, of this Section 6.05; or
 - (ii) If a quorum of the Board of Directors cannot be obtained and a committee cannot be designated, selected by majority vote of the full Board of Directors (in which selection directors who are parties may participate); or
- (d) By the shareholders, but shares owned by or voted under the control of directors who are at the time parties to the proceeding may not be voted on the determination.

Section 6.06 Evaluation of Expenses. An evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible in the circumstances because the director or officer has met the standard of conduct set forth in Section 6.01, except that if the determination is made by independent legal counsel, an evaluation as to the reasonableness of expenses shall be made by those entitled under subsection (c) of Section 6.05.

Section 6.07 Other Rights. The indemnification and advancement of expenses provided by or granted pursuant to this Article VI shall not be deemed exclusive of any other rights, in respect of indemnification or otherwise, to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action by a director, officer, employee or agent in his or her official capacity and as to action in another capacity while holding such office or position; except that no such other rights, in respect to indemnification or otherwise, may be provided or granted to a director, officer, employee, or agent pursuant to this Section 6.07 by the corporation if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute: (a) a violation of the criminal law, unless the director, officer, employee, or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; (b) a transaction from which the director, officer, employee, or agent derived an improper personal benefit; (c) in the case of a director, a circumstance under which the liability provisions set forth in Section 607.0834 of the Florida Business Corporation Act are applicable; or (d) willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

Section 6.08 Insurance. The corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as a director, officer, employee, or agent of corporation, partnership, joint venture, trust, or other enterprise against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a director, officer, employee, or agent whether or not the corporation would have power to indemnify him or her against the same liability under this Article VI.

Section 6.09 Continuation of Expenses. The indemnification and advancement of expenses provided by or granted pursuant to this Article VI shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person, unless otherwise provided when authorized or ratified.

Section 6.10 Indemnification for Regulatory Actions. Notwithstanding the foregoing, the corporation may make or agree to make indemnification payments to an institution-affiliated party, as defined at 12 USC 1813(u), for an administrative proceeding or civil action initiated by any federal banking agency, only in accordance with the requirements of 12 USC 1828(k) and its implementing regulations.

ARTICLE VII

Section 7.01 A director or officer of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, unless:

- (a) The director or officer breached or failed to perform his or her duties as a director or officer, as the case may be; and
- (b) The director's or officer's breach of, or failure to perform, those duties constitutes:
 - (i) A violation of the criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;
 - (ii) A transaction from which the director derived an improper personal benefit, either directly or indirectly;
 - (iii) In the case of a director, a circumstance under which the liability provisions of Section 607.0834 of the Florida Business Corporation Act are applicable;
 - (iv) In a proceeding by or in the right of the corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the corporation, or willful misconduct; or

- (v) In a proceeding by or in the right of someone other than the corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property

Section 7.02 If applicable laws or regulations are hereafter amended to authorize corporate action further limiting or eliminating the personal liability of directors or officers, then the liability of each director and officer of the corporation shall be limited or eliminated to the full extent permitted by law as so amended from time to time. Neither the amendment nor repeal of this Article, nor the adoption of any provision of the corporation's articles of incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article, in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.