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(Requestor's Name)

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MAIL

(Business Entity Name)

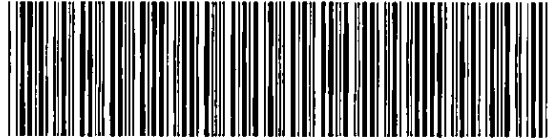
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CLERK OF COURT

*[Handwritten signature]*



Commissioner Russell C. Weigel, III

September 28, 2023

VIA INTEROFFICE MAIL

Ms. Diane Cushing  
Administrator  
Amendment Section

Florida Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

2023 SEP 29 AM 9:50

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Re: Merger of Emigrant Bank, New York, New York County, New York to Merge with and into Plus International Bank, Miami, Miami-Dade County, Florida, and with the Resulting Title of Emigrant Bank

Dear Ms. Cushing:

Please file the attached documents for the above-reference entities to be filed in the following order:

- Emigrant Bank, New York, New York County, New York to Merge with and into Plus International Bank, Miami, Miami-Dade County, Florida, and with the Resulting Title of Emigrant Bank (effective 12:01 am, New York City Time on October 1, 2023).

Enclosed is a check payable to the Florida Division of Corporations representing payment for the filing fee of the Articles of Incorporation and two certified copies.

Check Nos.	Amount
# 49348	\$262.50

2023 SEP 28 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

The distribution of the certified copies should be as follows:

- (1) One copy to: Office of Financial Regulation  
Division of Financial Institutions  
200 East Gaines Street  
Tallahassee, Florida 32399-0371
- (2) One copies to: Daniel J. Rua  
Sullivan & Cromwell LLP  
125 Broad Street  
New York, NY 10004-2498  
Office (212) 558-3348

If you have any questions, please do not hesitate to contact Terry Hughes at [Terry.Hughes@flor.gov](mailto:Terry.Hughes@flor.gov) or (850) 410-9574 Daniel J. Rua at [ruad@sullcrom.com](mailto:ruad@sullcrom.com) or (212) 558-3348].

Sincerely,

A handwritten signature in black ink, appearing to read "Jason M. Guevara", written in a cursive style.

Jason M. Guevara  
Financial Administrator  
Division of Financial Institutions

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2023 SEP 29 AM 9:51

**ARTICLES OF MERGER  
OF  
EMIGRANT BANK  
INTO  
PLUS INTERNATIONAL BANK**

Emigrant Bank and Plus International Bank do hereby adopt the following Articles of Merger:

FIRST: The corporations which are parties to the merger (the "Merger") are Emigrant Bank, a New York state-chartered savings bank and Plus International Bank, a Florida state-chartered bank. The surviving corporation in the Merger is Plus International Bank, which will conduct its business after the effective time of the Merger under the name "Emigrant Bank".

pol- 7461

SECOND: The plan of merger is set forth in the Plan of Merger and Merger Agreement, dated September 27, 2023 between Emigrant Bank and Plus International Bank (the "Plan of Merger"). A copy of the Plan of Merger is attached hereto and made a part hereof by reference as if fully set forth herein.

THIRD: The Merger shall become effective at 12:02 a.m., New York City time, on October 1, 2023.

FOURTH: (a) The Plan of Merger and the Merger were adopted and approved by the Board of Directors and the stockholders of Plus International Bank on May 17, 2023 and September 27, respectively, pursuant to applicable provisions of the Financial Institutions Codes and the Florida Business Corporations Act, and such vote of the stockholders was sufficient for approval of the Plan of Merger and the Merger.

(b) The Plan of Merger and the Merger were adopted and approved by the Board of Directors of Emigrant Bank and its sole shareholder, Emigrant Bancorp, Inc., on February 16, 2023 and September 27, 2023, respectively, pursuant to the applicable provisions of the Financial Institutions Codes and Emigrant Bank's organic laws.

FIFTH: The Articles of Incorporation attached to the Plan of Merger shall serve as the Articles of Incorporation of the surviving corporation, until amended thereafter in accordance with applicable law.


SIXTH: The participation of Emigrant Bank was duly authorized in accordance with Emigrant Bank's organic law.

[Signature page follows]

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CLERK OF SUPERIOR COURT  
JULIA H. COOPER, CLERK

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed effective as of September 27, 2023.

**EMIGRANT BANK**

By:   
Name: Jeanine McLugh  
Title: General Counsel and  
Corporate Secretary

**PLUS INTERNATIONAL BANK**

By: \_\_\_\_\_  
Name: Manuel Sacal  
Title: President and CEO

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CLERK  
U.S. DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed effective as of September 27, 2023.

**EMIGRANT BANK**

By: \_\_\_\_\_  
Name: Jeanine McHugh  
Title: General Counsel and  
Corporate Secretary

**PLUS INTERNATIONAL BANK**

By: \_\_\_\_\_  
Name: Manuel Sacal  
Title: President and CEO

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NOTAR  
08/28/2023

## PLAN OF MERGER AND MERGER AGREEMENT

SEPTEMBER 27, 2023

Pursuant to the provisions of Section 658.42 of the Florida Statutes, and each acting pursuant to resolutions of their respective Boards of Directors adopted by a majority of their respective directors, the undersigned banks do hereby adopt and enter into this Plan of Merger and Merger Agreement (this "Plan of Merger") for the purpose of effecting a merger (the "Merger") of Emigrant Bank, a New York state-chartered savings bank ("Emigrant Bank"), with and into Plus International Bank, a Florida state-chartered bank ("Plus International Bank"), under the charter of Plus International Bank as the surviving legal entity, which will be renamed "Emigrant Bank" upon consummation of the Merger (the "Resulting Bank").

- (a) The name of each constituent bank and the specific location of its main office are as follows:

1. Emigrant Bank  
5 East 42<sup>nd</sup> Street  
New York, NY 10017
2. Plus International Bank  
201 South Biscayne Boulevard, Suite 1120  
Miami, FL 33131

The specific location of the branch offices of the constituent banks is set forth on Schedule 1 attached hereto.

- (b) With respect to the Resulting Bank:

1. The name and the specific location of the proposed main office are:  
  
Emigrant Bank  
201 South Biscayne Boulevard, Suite 1120  
Miami, FL 33131

The name and address of each existing and proposed branch office of the Resulting Bank is set forth on Schedule 2 attached hereto.

2. The name and address of each director who is to serve until the next meeting of the stockholders at which directors are elected are set forth on Schedule 3 attached hereto.
3. The name and address of each executive officer are set forth on Schedule 3 attached hereto.
4. The Resulting Bank will have a single class of common stock, par value one dollar (\$1.00) per share (the "Common Stock"), consisting of one thousand (1,000) authorized shares, of which 1,000 shares will be outstanding. The

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amount of the surplus fund and retained earnings of the Resulting Bank will equal the sum of the surplus fund and retained earnings, respectively, of Emigrant Bank and Plus International Bank, adjusted however for cash payments as set forth under paragraphs (c) and (e) of this Plan of Merger.

5. The Resulting Bank will exercise trust powers as are presently exercised by Emigrant Bank.
6. The articles of incorporation under which the Resulting Bank will operate are attached hereto as Schedule 4.

(c) The terms for the exchange of shares of the constituent banks are as follows:

1. At the effective time of the Merger, each share of the common stock of Plus International Bank issued and outstanding shall be cancelled and cease to exist, and (other than shares held by Emigrant Bancorp, Inc. or its affiliates) shall be converted into the right to receive an amount in cash equal to the Per Share Merger Consideration (as defined in the Stock Purchase Agreement, dated March 21, 2023, between Plus International Bank, the stockholders of Plus International Bank Party thereto, Manuel Sacal as representative of such stockholders, Emigrant Bancorp, Inc. and Emigrant Bank).
2. At the effective time of the Merger, each share of common stock of Emigrant Bank issued and outstanding shall be automatically converted into, and become one validly issued, fully paid and nonassessable share of common stock of the Resulting Bank.

(d) All assets of Emigrant Bank, as they exist at the effective time of the Merger shall pass to and vest in the Resulting Bank without any conveyance or other transfer; and the Resulting Bank shall be considered the same business and corporate entity as each constituent financial institution with all the rights, powers, and duties of each constituent financial institution and the Resulting Bank shall be responsible for all the liabilities of every kind and description, including liabilities arising out of the operation of a trust department, of each of the financial institutions existing as of the effective time of the Merger.

(e) This Plan of Merger is subject to approval by the Florida Office of Financial Regulation and the stockholders of each of Emigrant Bank and Plus International Bank.

[Signature page follows]

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IN WITNESS WHEREOF, each of the parties hereto has caused this Plan of Merger to be duly executed as of the date first above written.

**EMIGRANT BANK**

By: \_\_\_\_\_

Name: Howard Milstein  
Title: President and CEO

and

By: \_\_\_\_\_

Name: Jeanine McHugh  
Title: General Counsel and  
Corporate Secretary

**PLUS INTERNATIONAL BANK**

By: \_\_\_\_\_

Name: Manuel Sacal  
Title: President and CEO

and

By: \_\_\_\_\_

Name: Alberto Perez  
Title: Corporate Secretary

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STAC  
COUNTY CLERK  
FLORIDA

**IN WITNESS WHEREOF**, each of the parties hereto has caused this Plan of Merger to be duly executed as of the date first above written.

**EMIGRANT BANK**

By: \_\_\_\_\_  
Name: Howard Milstein  
Title: President and CEO

and

By: \_\_\_\_\_  
Name: Jeanine McHugh  
Title: General Counsel and  
Corporate Secretary

**PLUS INTERNATIONAL BANK**

By: \_\_\_\_\_  
Name: Manuel Sacal  
Title: President and CEO

and

By: \_\_\_\_\_  
Name: Alberto Perez  
Title: Corporate Secretary

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CLERK

IN WITNESS WHEREOF, each of the parties hereto has caused this Plan of Merger to be duly executed as of the date first above written.

**EMIGRANT BANK**

By: \_\_\_\_\_

Name: Howard Milstein  
Title: President and CEO

and

By: \_\_\_\_\_

Name: Jeanine McHugh  
Title: General Counsel and  
Corporate Secretary

**PLUS INTERNATIONAL BANK**

By: \_\_\_\_\_

Name: Manuel Sacal  
Title: President and CEO

and

By: \_\_\_\_\_

Name: Alberto Perez  
Title: Corporate Secretary

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CLERK OF DISTRICT COURT  
STATE OF FLORIDA

## SCHEDULE 1

### Offices of the Constituent Banks

<i>Offices of Emigrant Bank</i>	
<b>Name</b>	<b>Address</b>
Emigrant Bank	5 E 42nd Street, New York, NY 10017
Emigrantdirect.Com Branch	13 Croton Avenue, Ossining, NY 10562
Ossining Branch	13 Croton Avenue, Ossining, NY 10562
Dollar Savings Direct Branch	13 Croton Avenue, Ossining, NY 10562
My Savings Direct Branch	13 Croton Avenue, Ossining, NY 10562
<i>Offices of Plus International Bank</i>	
<b>Name</b>	<b>Address</b>
Plus International Bank	201 South Biscayne Boulevard, Suite 1120, Miami, FL 33131

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SEP 29 2023

## SCHEDULE 2

### Offices of the Resulting Bank

Name	Address
Emigrant Bank	201 South Biscayne Boulevard, Suite 1120, Miami, FL 33131
E 42 <sup>nd</sup> Street Branch	5 E 42nd Street, New York, NY 10017
Emigrantdirect.Com Branch	13 Croton Avenue, Ossining, NY 10562
Ossining Branch	13 Croton Avenue, Ossining, NY 10562
Dollar Savings Direct Branch	13 Croton Avenue, Ossining, NY 10562
My Savings Direct Branch	13 Croton Avenue, Ossining, NY 10562

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CLERK OF COURT  
NEW YORK COUNTY

### SCHEDULE 3

#### Officers and Directors of the Resulting Bank

Officers of the Resulting Bank:

Name	Title	Address
Howard P. Milstein	Chairman of the Board President, and Chief Executive Officer	5 East 42 <sup>nd</sup> Street, New York, NY 10017
Barry S. Friedberg	Co-Chairman of the Board and Director Co-Chairman	5 East 42 <sup>nd</sup> Street, New York, NY 10017
Francis R. May	Executive Vice President and Chief Financial Officer	5 East 42 <sup>nd</sup> Street, New York, NY 10017
Jeanine L. McHugh	General Counsel	5 East 42 <sup>nd</sup> Street, New York, NY 10017
Andrew D. Augenblick	Vice Chairman	5 East 42 <sup>nd</sup> Street, New York, NY 10017
Harriet Edelman	Vice Chairman, Executive Management	5 East 42 <sup>nd</sup> Street, New York, NY 10017
John R. Hart	Vice Chairman and Treasurer, Capital Markets	5 East 42 <sup>nd</sup> Street, New York, NY 10017
Richard C. Wald	Vice Chairman and Chief Regulatory Compliance Officer	5 East 42 <sup>nd</sup> Street, New York, NY 10017
Kimberly R. Romano	Senior Vice President, Director, Retail & Internet Banking, Bank Operations	5 East 42 <sup>nd</sup> Street, New York, NY 10017
George J. Dickson Jr.	Executive Vice President, Capital Markets	5 East 42 <sup>nd</sup> Street, New York, NY 10017
Richard M. Alexander	Senior Vice President, Chief Technology Officer	5 East 42 <sup>nd</sup> Street, New York, NY 10017
Liliana Boexe	Senior Vice President, Corp Controller & Chief Accountant	5 East 42 <sup>nd</sup> Street, New York, NY 10017
Brian C. Carlson	Senior Vice President, Chief Compliance Officer	5 East 42 <sup>nd</sup> Street, New York, NY 10017
Louis S. Schlosser	Senior Vice President, Chief Risk Officer	5 East 42 <sup>nd</sup> Street, New York, NY 10017
Melissa D. Tanklefsky Lee	Senior Vice President, Chief Credit Officer	5 East 42 <sup>nd</sup> Street, New York, NY 10017
Eve V. West	Senior Vice President, Chief Human Resource Officer	5 East 42 <sup>nd</sup> Street, New York, NY 10017

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Directors of the Resulting Bank:

Name	Address
Richard M. Aborn	5 East 42 <sup>nd</sup> Street, New York, NY 10017
Barry S. Friedberg	5 East 42 <sup>nd</sup> Street, New York, NY 10017
Michael W. Hodin	5 East 42 <sup>nd</sup> Street, New York, NY 10017
Carole F. Hoover	5 East 42 <sup>nd</sup> Street, New York, NY 10017
William M. Isaac	5 East 42 <sup>nd</sup> Street, New York, NY 10017
William A. Kerr	5 East 42 <sup>nd</sup> Street, New York, NY 10017
Edward L. Milstein	5 East 42 <sup>nd</sup> Street, New York, NY 10017
Howard P. Milstein	5 East 42 <sup>nd</sup> Street, New York, NY 10017
Robert J. Mueller	5 East 42 <sup>nd</sup> Street, New York, NY 10017
Gilbert S. Stein	5 East 42 <sup>nd</sup> Street, New York, NY 10017
William C. Thompson, Jr.	5 East 42 <sup>nd</sup> Street, New York, NY 10017
Alan H. Wiener	5 East 42 <sup>nd</sup> Street, New York, NY 10017

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FL

**SCHEDULE 4**

**Articles of Incorporation of the Resulting Bank**

*[See attached]*

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**2023 SEP 29 AM 9:51**

**CLERK OF DISTRICT COURT  
TALLAHASSEE, FL**



# OFFICE OF FINANCIAL REGULATION

## CERTIFICATE OF MERGER

WHEREAS, Section 658.41, Florida Statutes, provides for the merger and consolidation of financial institutions; and

WHEREAS, the Office of Financial Regulation ("Office") is satisfied that the terms of the Articles of Merger between the financial institutions described below comply with the Florida Statutes, and that the other regulatory conditions of the Office have been met,

NOW, THEREFORE, I, Russell C. Weigel, III, Commissioner, Office of Financial Regulation, do hereby issue this Certificate authorizing consummation of the merger and consolidation of the following constituent financial institutions:

Plus International Bank, Miami, Miami-Dade County, Florida

Charter #1100

Emigrant Bank, New York, New York County, New York

under the charter of: Plus International Bank  
under the title of: Emigrant Bank  
under State Charter No: 1100

And, the Office further authorizes Emigrant Bank to continue the transaction of a general banking and trust business with its main office at 201 South Biscayne Boulevard, Suite 1120, Miami, Florida, and with branch offices as authorized by law. On the effective date of merger, 12:02 a.m., New York City time on October 1, 2023, the charter and franchise of Emigrant Bank, New York, New York County, New York shall be deemed terminated and surrendered.



Signed and Sealed this 28<sup>th</sup> day  
of September, 2023.

  
Russell C. Weigel, III, Commissioner  
Office of Financial Regulation



Commissioner Russell C. Weigel, III

Having been approved by the Office of Financial Regulation on September 25, 2023, to merge Emigrant Bank, New York, New York County, New York with and into Plus International Bank, Miami, Miami-Dade County, Florida and being satisfied that the conditions of approval have been met, I hereby approve for filing with the Department of State, the attached "Articles of Merger" so that at 12:01 a.m., New York City time on October 1, 2023, they shall read as stated herein.

Signed on this 28<sup>th</sup> day of  
September, 2023.

Russell C. Weigel, III, Commissioner,  
Office of Financial Regulation