

P08000085404

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Mercantil Commercebank Florida Bancorp Inc.

Certificate of Status	0
Certified Copy	0
Page Count	12
Estimated Charge	\$70.00

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September 16, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: MERCANTIL COMMERCEBANK FLORIDA BANCORP INC.  
REF: W08000042701

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

Please accept our apology for failing to mention this in our previous letter.

You must list the corporation's principal street address and/or a mailing address in the document. A post office box is not acceptable for the principal address.

If you have any further questions concerning your document, please call (850) 245-6931.

Becky McKnight  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: E08000211447  
Letter Number: 908A00050086



September 15, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: MERCANTIL COMMERCEBANK FLORIDA BANCORP INC.  
REF: W08000042701

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

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: E08000211447  
Letter Number: 908A00050086



September 11, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CT

SUBJECT: MERCANTIL COMMERCEBANK FLORIDA BANCORP  
REF: W08000042253

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.

Written approval and clearance of the words BANK, BANC, BANCO, BANQUE, BANKER, BANKING, TRUST COMPANY, SAVINGS AND LOAN ASSOCIATION, SAVINGS BANK or CREDIT UNION, or words of similar import in any context or any manner must be obtained from the Office of Financial Regulation, pursuant to section 655.922(2a), Florida Statutes.

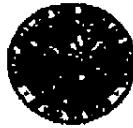
Enclosed is a "Corporate Name Approval Request" form to be completed and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Institutions, resubmit the document and the approval letter to the Division of Corporations for filing. The Office of Financial Institutions' phone number is 850-410-9800.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

If you have any further questions concerning your document, please call (850) 245-6929.

Justin M Shivers  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: H08000211447  
Letter Number: 508A00049681



**OFFICE OF FINANCIAL REGULATION**

**DON B. SAXON**  
COMMISSIONER

**FINANCIAL SERVICES  
COMMISSION**

**CHARLIE CRIST**  
GOVERNOR

**BILL MCCOLLUM**  
ATTORNEY GENERAL

**ALEX JUNK**  
CHIEF FINANCIAL OFFICER

**CHARLES BRONSON**  
COMMISSIONER OF  
AGRICULTURE

September 12, 2008

Mr. Michael Bradfield  
51 Louisiana Avenue, N.W.  
Washington, DC 20001

Dear Mr. Bradfield:

Re: Mercantl Commercebank Florida Bancorp, Inc.

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,

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
MERCANTIL COMMERCEBANK FLORIDA BANCORP Inc.**

**ARTICLE I - NAME AND ADDRESS**

The name of this Corporation is Mercantil Commercebank Florida Bancorp Inc. The address of Mercantil Commercebank Florida Bancorp Inc. is 220 Alhambra Circle, 12th Floor, Coral Gables, Florida 33134.

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

**Section 1. Authorized Shares.**

The authorized capital of the Corporation shall consist of Class "A" common stock ("Common Stock A") and Class "B" common stock ("Common Stock B") in the ratio of 58.12 percent Common Stock A and 41.88 percent Common Stock B. The initial capital shall be one million shares, of which (i) five hundred eighty one thousand two hundred (581,200), having a par value of \$.10 per share, shall be Common Stock A, and (ii) four hundred eighteen thousand eight hundred (418,800), having a par value of \$.10 per share, shall be Common Stock B.

**Section 2. Common Stock A**

**(a) Single Series.**

All Shares of Common Stock A shall be issued in a single series.

**(b) Voting Rights.**

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Each outstanding share of Common Stock A shall be entitled to one (1) vote on each matter submitted to a vote of shareholders.

(c) Other Rights and Entitlements.

As to all matters other than voting and subject to the provision in Section 3(c) of this Article IV, shares of Common Stock A shall have the same rights and entitlements as shares of Common Stock B, including, without limitation, entitlement to receive dividends and other distributions as authorized by the board of directors (which may be in cash, in Common Stock A, in Common Stock B, or in other securities or property) and entitlement to receive the net assets of the Corporation upon dissolution.

Section 3. Common Stock B

(a) Single Series.

All Shares of Common Stock B shall be issued in a single series.

(b) Voting Rights.

Shares of Common Stock B shall have no voting rights except that such shares shall be entitled to vote, together with the Common Stock A on a combined basis, on the matter of approval of the Corporation's audited annual financial statements if such matter is submitted to the shareholders, in which case each outstanding share of Common Stock B shall be entitled to one-tenth (.10) vote per share; provided, however, that nothing herein shall require that financial statements of the Corporation be submitted to the shareholders for approval. For purposes of establishing a quorum for

the approval of the Corporation's audited annual financial statements, each share of Common Stock B shall be counted as one-tenth (.10) of a share.

(c) **Other Rights and Entitlements.**

As to all matters other than voting, shares of Common Stock B shall have the same rights and entitlements as shares of Common Stock A, including, without limitation, entitlement to receive dividends and other distributions as authorized by the board of directors (which may be in cash, in Common Stock B, or in other securities or property) and entitlement to receive the net assets of the Corporation upon dissolution; provided, however, that under no circumstances shall shares of Common Stock B be entitled to receive dividends in Common Stock A.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent and office of this Corporation is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

The name and addresses of the initial Directors of this Corporation are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Guillermo Villar	220 Alhambra Circle, 12th Floor, Coral Gables, Florida 33134
Millar Wilson	220 Alhambra Circle, 12th Floor, Coral Gables, Florida 33134



**ARTICLE VII - BY-LAWS**

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

**ARTICLE VIII - INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE IX - PREEMPTIVE RIGHTS**

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X - INCORPORATOR**

The name and address of the person signing these Articles is Michael Bradfield, 51 Louisiana Avenue, N.W. Washington, D.C.

**ARTICLE XI - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

*Michael Bradfield*

Michael Bradfield

Incorporator

\*\*\*\*\*  
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

CT Corporation System

By :

Signature/Registered Agent

*Mark J. Biffenbaugh*  
Mark J. Biffenbaugh Date  
Asst. Secretary & V. President

Signature/Incorporator

Date

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AND  
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