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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

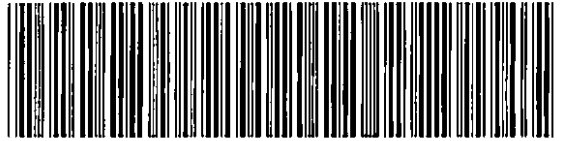
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Special Instructions to Filing Officer.

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FILED

2018 AUG 31 AM 6:47

SECRETARY OF STATE
TALLAHASSEE, FL

R. WHITE

SEP 04 2018



Pamela P. Epting
Interim Commissioner

INTEROFFICE COMMUNICATION

DATE: August 31, 2018

TO: Ms. Diane Cushing or Ms. Michelle Millagan, Department of State
Division of Corporations

FROM: Jason Guevara, Licensing and Chartering

SUBJECT: Sunstate Acquisition Sub, Inc, Intercontinental Bank, and Sunstate Bank

Please file the attached filings in the following sequence for the above-reference entities, using August 31, 2018 as the effective date:

- Sunstate Acquisition Sub, Inc. files Restated Articles of Incorporation (to convert to a Successor Institution) which will be effective on August 31, 2018 at 4:59 p.m., EDT;
- Intercontinental Bankshares, LLC then merges with and into Sunstate Acquisition Sub, Inc. effective on August 31, 2018 at 4:59 p.m., EDT; and
- Sunstate Acquisition Sub, Inc. and Intercontinental Bank then merges with and into Sunstate Bank on August 31, 2018 at 5:00 p.m., EDT.

Please make the following distribution of copies:

(1) One certified copy to: Jason Guevara
Office of Financial Regulation
Licensing & Chartering
200 East Gaines Street
Tallahassee, FL 32399

(1) One certified copy to: Mr. John P. Greeley
Smith Mackinnon, PA
Suite 1200, Citrus Center
255 South Orange Ave
Orlando, FL 32801

Also attached is a check that represents payment of the filing fees and certified copies. If you have any questions please call (850) 410-9513.

SMITH MACKINNON, PA
ATTORNEYS AT LAW

SUITE 1200
CITRUS CENTER
255 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

POST OFFICE BOX 2254
ORLANDO, FLORIDA 32802-2254

TELEPHONE: (407) 843-7300
FACSIMILE: (407) 843-2448
EMAIL: jmg7300@aol.com

JOHN P. GREELEY

August 29, 2018

Via Federal Express

Jason M. Guevara, Financial Administrator
Division of Financial Institutions
Florida Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371

RECEIVED
DIVISION OF FINANCIAL INSTITUTIONS
F/U _____ FILE _____

AUG 31 2018

Re: Sunstate Bank
Miami, Florida

RT: _____ CY: _____

CASHIER'S OFFICE

2018 AUG 30 PM 1:25

Dear Jason:

Enclosed is an original and two copies of each of the following documents:

1. Restated Articles of Incorporation for Sunstate Acquisition Sub, Inc. ("Merger Sub");
2. Articles of Merger for the merger of Intercontinental Bankshares, LLC with and into Merger Sub; and
3. Articles of Merger for the merger of Merger Sub and Intercontinental Bank with and into Sunstate Bank.

Please note that the Restated Articles convert Merger Sub to a successor institution. The two Articles of Merger provide for the merger of Intercontinental Bankshares, LLC with Merger Sub and, immediately thereafter, the merger of Merger Sub and Intercontinental Bank into Sunstate Bank.

I have also enclosed a check in the amount of \$262.50 payable to the Florida Secretary of State representing the following filing fees:

1. Restated Articles of Incorporation - \$35.00 filing fee and \$17.50 for two certified copies;
2. Articles of Merger between Intercontinental Bankshares, LLC, and Merger Sub - \$70.00 filing fee and \$17.50 for two certified copies; and

Jason M. Guevara
Florida Office of Financial Regulation
August 29, 2018
Page 2

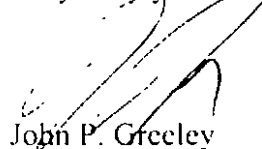
3. Articles of Merger between Merger Sub, Intercontinental Bank and Sunstate Bank - \$105.00 filing fee and \$17.50 for two certified copies.

With regard to the two certified copies of each of the three foregoing documents, one set is for your files, and one set should be mailed to me.

Please do not file the documents with the Florida Secretary of State until I call you the morning of Friday, August 31, 2018.

As you review the foregoing and the attached materials, please let me know if you have any questions or comments. As always, we very much appreciate your assistance.

Very truly yours,



John P. Greeley

JPG:br

Enclosures

Copy to: Lloyd DeVaux
President and Chief Executive Officer
SunState Bank

RESTATED
ARTICLES OF INCORPORATION
OF
SUNSTATE ACQUISITION SUB, INC.

FILED

2018 AUG 31 AM 6:47

SECRETARY OF STATE

TALLAHASSEE, FL

The undersigned, acting as directors for the purpose of adopting and restating the Articles of Incorporation of Sunstate Acquisition Sub, Inc., adopt the following Restated Articles of Incorporation which shall take effect as of 4:59 p.m., Miami, Florida time, on August 31, 2018.

ARTICLE I

The name of the corporation shall be Sunstate Acquisition Sub, Inc. and its initial place of business shall be located at 14095 S. Dixie Highway, Miami, Florida 33176.

ARTICLE II

The corporation shall be organized as a successor institution in accordance with Sections 658.40(4) and 658.42(2), Florida Statutes.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be 1,000,000. Such shares shall be of a single class and shall have a par value of \$5.00 per share. The corporation shall begin business with at least \$50.00 in paid-in common capital stock to be divided into 10 shares. The amount of surplus with which the corporation will begin business will be not less than \$50.00, all of which (capital stock and surplus) shall be paid in cash.

ARTICLE IV

The term for which said corporation shall exist shall one (1) year.

ARTICLE V

The number of directors shall not be fewer than five (5). The names and street addresses of the first directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Alexandre Burmaian	14095 S. Dixie Highway, Miami, Florida 33176
Lloyd DeVaux	14095 S. Dixie Highway, Miami, Florida 33176
Andre Jafferian Neto	14095 S. Dixie Highway, Miami, Florida 33176
David A. Lieberman	14095 S. Dixie Highway, Miami, Florida 33176
Craig M. McAllaster	14095 S. Dixie Highway, Miami, Florida 33176


ARTICLE VI

These Restated Articles of Incorporation contain an amendment to the Articles of Incorporation requiring shareholder approval, and these Restated Articles of Incorporation were adopted and approved by the holders of corporation common stock (being the sole voting group entitled to vote on the Restated Articles of Incorporation) on February 28, 2018 and the number of votes cast for the adoption and approval by the shareholders was sufficient for such adoption and approval.

ARTICLE VII

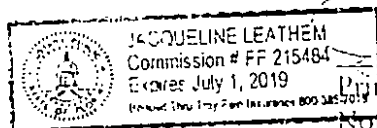
The name and street address of the person signing these Restated Articles of Incorporation as director is Lloyd DeVaux, 14095 S. Dixie Highway, Miami, Florida 33176.

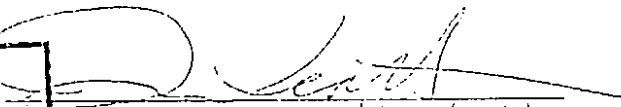
In witness of the foregoing, the undersigned has executed these Restated Articles of Incorporation declaring and certifying that the facts stated herein are true, which Restated Articles of Incorporation shall take effect as of 4:59 p.m., Miami, Florida time, on August 31, 2018.


Lloyd DeVaux
Director

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 27 day of August, 2018, by Lloyd DeVaux.

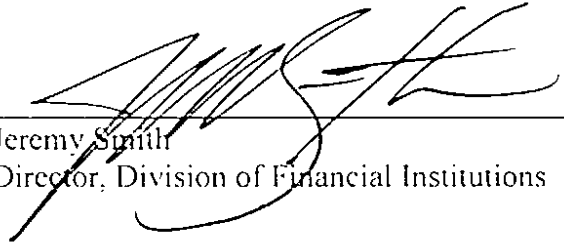



Printed Name: Jacqueline Leathem
Notary Public - State of Florida at Large

Personally known ☒ or Produced Identification ☐
Type of Identification Produced _____

Approved by the Florida Office of Financial Regulation this 31st day of August, 2018.

Tallahassee, Florida



Jeremy Smith
Director, Division of Financial Institutions

**RESTATED
ARTICLES OF INCORPORATION
OF
SUNSTATE ACQUISITION SUB, INC.**

The undersigned, acting as directors for the purpose of amending and restating the Articles of Incorporation of Sunstate Acquisition Sub, Inc., adopt the following Restated Articles of Incorporation which shall take effect as of 4:59 p.m., Miami, Florida time, on August 31, 2018.

ARTICLE I

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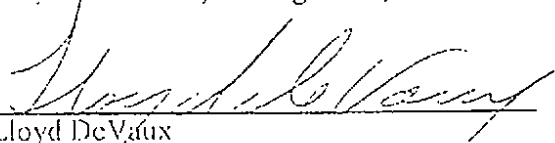
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These Restated Articles of Incorporation contain an amendment to the Articles of Incorporation requiring shareholder approval, and these Restated Articles of Incorporation were adopted and approved by the holders of corporation common stock (being the sole voting group entitled to vote on the Restated Articles of Incorporation) on February 28, 2018 and the number of votes cast for the adoption and approval by the shareholders was sufficient for such adoption and approval.

ARTICLE VII

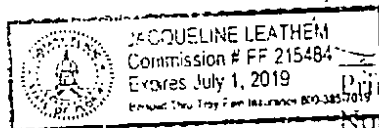
The name and street address of the person signing these Restated Articles of Incorporation as director is Lloyd DeVaux, 14095 S. Dixie Highway, Miami, Florida 33176.

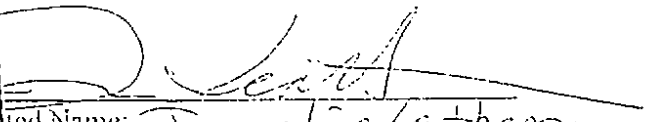
In witness of the foregoing, the undersigned has executed these Restated Articles of Incorporation declaring and certifying that the facts stated herein are true, which Restated Articles of Incorporation shall take effect as of 4:59 p.m., Miami, Florida time, on August 31, 2018.


Lloyd DeVaux
Director

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 27 day of August, 2018, by Lloyd DeVaux.




Printed Name: Jacqueline Leathem
Notary Public - State of Florida at Large

Personally known ☒ or Produced Identification ☐
Type of Identification Produced _____

Approved by the Florida Office of Financial Regulation this _____ day of August, 2018.

Tallahassee, Florida

Jeremy Smith
Director, Division of Financial Institutions

**RESTATED
ARTICLES OF INCORPORATION
OF
SUNSTATE ACQUISITION SUB, INC.**

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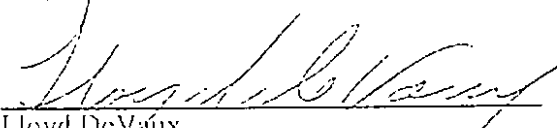
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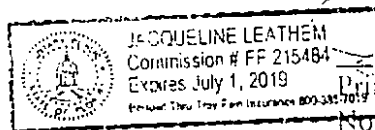
The name and street address of the person signing these Restated Articles of Incorporation as director is Lloyd DeVaux, 14095 S. Dixie Highway, Miami, Florida 33176.

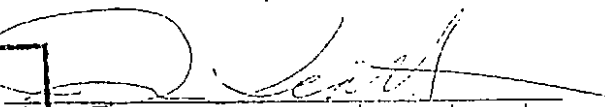
In witness of the foregoing, the undersigned has executed these Restated Articles of Incorporation declaring and certifying that the facts stated herein are true, which Restated Articles of Incorporation shall take effect as of 4:59 p.m., Miami, Florida time, on August 31, 2018.


Lloyd DeVaux
Director

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 27 day of August, 2018, by Lloyd DeVaux.




Printed Name: Jacqueline Leathem
Notary Public - State of Florida at Large

Personally known ☒ or Produced Identification ☐
Type of Identification Produced _____

Approved by the Florida Office of Financial Regulation this _____ day of August, 2018.

Tallahassee, Florida


Jeremy Smith
Director, Division of Financial Institutions

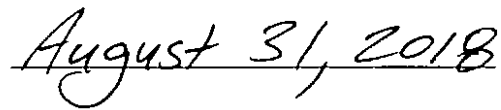


FLORIDA OFFICE OF FINANCIAL REGULATION
www.FLOFR.com

PAMELA P. EPTING
Interim Commissioner

The Commissioner of the Office of Financial Regulation ("OFR") approved on July 31, 2018, the merger of Sunstate Acquisition Sub, Inc. Miami, Miami-Dade County, Florida and Intercontinental Bank, West Miami, Miami-Dade County, Florida with and into Sunstate Bank, Miami, Miami-Dade County, Florida. Prior to the merger, Sunstate Acquisition Sub, Inc, Miami, Miami-Dade County, Florida intends to file "Restated Articles of Incorporation" to become a successor institution in accordance with Section 658.40(4), Florida Statutes. Sunstate Acquisition Sub, Inc and Intercontinental Bank will subsequently merge with and into Sunstate Bank. The OFR does not object to the filing with the Department of State of the attached Restated Articles of Incorporation for Sunstate Acquisition Sub, Inc, or the subsequent merger of Sunstate Acquisition Sub, Inc and Intercontinental Bank with and into Sunstate Bank.


Jeremy W. Smith, Director
Division of Financial Institutions


Date