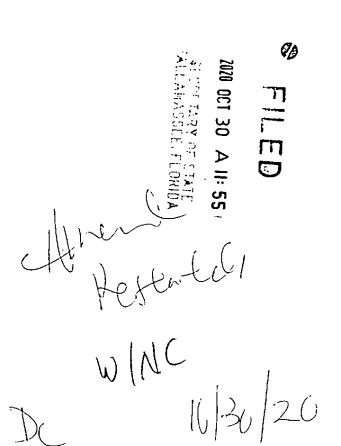
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FLORIDA OFFICE OF

FINANCIAL REGULATION

INTEROFFICE COMMUNICATION

DATE:

10/29/2020

TO:

Ms. Diane Cushing, Department of State

Division of Corporations

FROM:

Jason M. Guevara, Financial Administrator, Division of Financial Institutions

RE:

Leon Successor Corporation, Merger of Leon Successor Bank with and into BAC

Florida Bank, and Amended and Restated Articles of BAC Florida Bank

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

 Amended and Restated Articles of Incorporation of Leon Successor Corporation. (effective 11:55 pm, Eastern Time on Friday, October 30, 2020);

 Articles of Merger of Leon Successor Bank with and into BAC Florida Bank (effective 11:59 pm, Eastern Time on Friday, October 30, 2020); and

 Amended and Restated Articles of Incorporation of BAC Florida Bank (effective 11:59 pm, Eastern Time on Friday, October 30, 2020);

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 Direct: 850-410-9513

(2) One certified copy to:

Reena Agrawal Sahni Shearman & Sterling LLP 599 Lexington Avenue New York, NY 10022-6069

D: 1-212-848-7324 M: 1-917-334-8713

Also attached is a check that represents payment of the filing fees and certified copies. If you have any questions, please call either party listed above.

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF LEON SUCCESSOR CORPORATION

Pursuant to the provisions of the Florida Financial Institutions Codes and Section 607.1007. Florida Statutes. Leon Successor Corporation, adopts the following Amended and Restated Articles of Incorporation which shall take effect as of 11:55 p.m., Eastern Time, on October 30, 2020.

ARTICLE I

The name of the corporation shall be LEON SUCCESSOR BANK, and its place of business shall be 1001 Brickell Bay Drive, Suite 2000, in the City of Miami, in the State of Florida.

ARTICLE II

This corporation is organized as a successor institution in accordance with the provisions of Sections 658.40(4) and 658.42(2), Florida Statutes, for the sole purpose of facilitating the merger of the corporation with and into BAC Florida Bank, a Florida banking corporation.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be Five Hundred (500). Such shares shall be of a single class of common stock and shall have a par value of \$1.00 per share.

ARTICLE IV

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

ARTICLE V

The number of directors of the corporation shall not be fewer than two (2). The names and street addresses of the first directors of the corporation, are:

Name Street Address

Marcelo Noronha 1001 Brickell Bay Drive, Suite 2000,

Miami, Florida 33131

Renato Ejnisman 1001 Brickell Bay Drive, Suite 2000.

Miami, Florida 33131

ARTICLE VI

These Restated Articles of Incorporation represent an Amendment to the corporation's Articles of Incorporation requiring shareholder approval, and these Restated Articles of Incorporation were adopted and approved by written consent of the sole shareholder of the corporation's common stock (being the sole voting group entitled to vote on the Restated Articles of Incorporation) on October 30, 2020, and the number of votes cast for the adoption and approval of these Restated Articles of Incorporation by the shareholders was sufficient for such adoption and approval.

ARTICLE VII

The name and street address of the persons signing these Amended and Restated Articles of Incorporation as directors of the corporation are Marcelo Noronha and Renato Ejnisman, 1001 Brickell Bay Drive, Suite 2000, Miami, Florida 33131.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned directors, have executed these Restated

Articles of Incorporation this 30th day of October, 2020.

Name:/Marcelo Noronha

Title: /Director

Name: Renato Ejnisman

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Title: Director

FINANCIAL REGULATION

Having been approved by the Office of Financial Regulation ("OFR") on February 11, 2020, to merge Leon Successor Bank, Miami, Miami-Dade County, Florida, with and into BAC Florida Bank, Coral Gables, Miami-Dade County, Florida. Prior to the merger, Leon Successor Corporation, Miami, Miami-Dade County, Florida intends to file "Amended and Restated Articles of Incorporation" to become a successor institution ("Leon Successor Bank") in accordance with Section 658.40(4), Florida Statutes. Leon Successor Bank will subsequently merge with and into BAC Florida Bank, Coral Gables, Miami-Dade County, Florida. Having been satisfied that the conditions of approval have been met, the OFR does not object to the filing with the Department of State of the attached Amended and Restated Articles of Incorporation for Leon Successor Corporation, or the subsequent merger of Leon Successor Bank with and into BAC Florida Bank.

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Signed on this _____ da

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

STREET ADDRESS: 101 East Gaines Street, Suite 636 • PHONE (850) 410-9800 • FAX (850) 410-9548
MAILING ADDRESS: Division of Financial Institutions, 200 East Gaines Street, Tallahassee, FL 32399-0371
Visit us on the web: www.fiofr.com • Toll Free: (800) 848-3792