

P2000005697

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

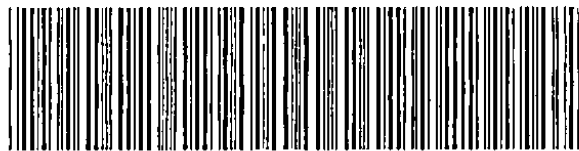
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100348966041

07/31/20--01012--001 **35.1

07/31/20--01012--002 **35.1

RECEIVED
2020 JUL 31 AM 10:19

FILED
2020 JUL 31 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BURC

JUL 31 20

	Tallahassee, Florida 32399-0371
--	---------------------------------

Enclosed are the checks payable to the Florida Department of State in accordance with Section 607.0122(1), Florida Statutes, and Section 607.0122(21), Florida Statutes. The checks represents payment for the filing fees and certified copies of the Interim Articles of Incorporation and the Plan of Reorganization and Agreement to Merger attached.

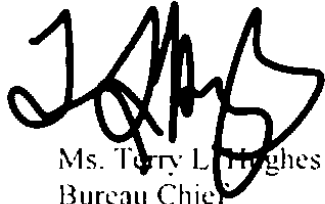
Check No.	Amount
8001530	\$35.00
8001531	\$35.00
8001535	\$105.00
8001533	\$105.00

If you have any questions, please do not hesitate to contact the attorney for the applicant at the following:

Mr. Benjamin J. St. Angelo
Holland & Knight
Ph. 202-469-5436
Email: Benjamin.StAngelo@hklaw.com

For any other questions, please contact Jason Guevara at 850-410-9513, or Jason.guevara@flodfr.com or Jeremy A. Glover at Jeremy.Glover@FLOFR.com, or at 850-410-9535.

Sincerely,



Ms. Terry L. Hughes
Bureau Chief
Division of Financial Institutions

TLH/jag

ARTICLES OF INCORPORATION

FILED

OF

2020 JUL 31 AM 11: 2

IFB INTERIM BANK

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators hereby associate themselves together for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, with and under the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be IFB Interim Bank and its principal place of business shall be at 777 S.W. 37th Street in the City of Miami, in the County of Dade and State of Florida.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be: That of general banking business with all the rights, powers and privileges granted and conferred by the banking laws of the State of Florida, regulating the organization, powers and management of banking corporations.

ARTICLE III

3.1 The authorized capital stock of this corporation shall be Thirty Six Million One Hundred Eighty Five Thousand Seven Hundred Dollars (\$36,185,700) of common stock to be divided into 3,618,570 shares of the par value of Ten Dollars (\$10.00) each.

3.2 Each holder of any of the shares of the common stock of the corporation shall be entitled to a preemptive right to purchase or subscribe for any shares of any class to be issued by the corporation, or any bonds, certificates of indebtedness, debentures or other securities convertible into any such shares, or carrying any right to subscribe for or acquire any such shares including without limitation treasury shares; provided, however, that there shall be no preemptive right with respect to any shares of any class issued by the corporation as compensation to directors, officers, agents or employees of the corporation or its subsidiaries, or with respect to any options, grants or similar rights to subscribe for or acquire any such shares created to provide compensation to directors, officers, agents or employees of the corporation or its subsidiaries.

3.3 The corporation shall provide each stockholder written notice of any issuance of shares subject to the preemptive rights provided herein, and each stockholder shall have a period, to be designated by the Board of Directors but which shall be no less than ten (10) days, to exercise its preemptive rights by providing written notice of exercise to the corporation. If a stockholder fails to provide written notice of exercise to the corporation as specified herein, the stockholder will be deemed to have waived its preemptive rights to such issuance.

RECEIVED
OFFICE OF THE
CLERK OF THE
CASHIER'S OFFICE
2020 JUL 17 AM 11: 39

ARTICLE IV

The terms for which said corporation shall exist shall be perpetual.

ARTICLE V

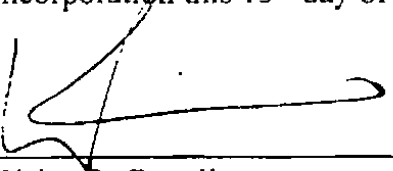
The business and affairs of this corporation shall be managed and conducted by a Board of Directors consisting of not less than five Directors who shall be elected annually by the stockholders at their annual meeting to be held at its place of business in the City of Miami, in the County of Dade and the State of Florida during the first four months of each year after the corporation shall be fully authorized to commence business; provided, however, that if so authorized by a majority of the stockholders by appropriate action of the stockholders at the next preceding annual meeting, a majority of the full board of directors may, at any time during the year following the annual meeting of stockholders in which such action has been authorized, increase the number of directors within the limits specified above, and appoint persons to fill the resulting vacancies; provided further, that in any one year not more than two such additional directors shall be authorized pursuant to this provision, and by a President, who shall be a Director, and one or more Vice Presidents and a Cashier and such other officers as may be designated in the by-laws of the corporation, who shall be elected by the Board of Directors, at the same place, on the same day; and immediately after said Board of Directors shall be elected by the stockholders; provided, that the offices of Vice President and Cashier may be combined in one and the same person.

ARTICLE VI

Until the directors elected at the first annual meeting of the stockholders and the officer elected at the first annual meeting of the directors shall be qualified, the business of this corporation shall be conducted by the following named directors:

Name	Address
Walter L. Revell	777 S.W. 37 th Avenue, Suite 700, Miami, Florida 33135
Jose E. Cueto	777 S.W. 37 th Avenue, Suite 700, Miami, Florida 33135
John McGuire	777 S.W. 37 th Avenue, Suite 700, Miami, Florida 33135
Hector L. Rivera	777 S.W. 37 th Avenue, Suite 700, Miami, Florida 33135
Carlos Singer	777 S.W. 37 th Avenue, Suite 700, Miami, Florida 33135

In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation this 15th day of July, 2020.



Walter L. Revell

Jose E. Cueto

John McGuire

Hector L. Rivera

Carlos Singer

In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation this 15th day of July, 2020.

Walter L. Revell

Jose E. Cueto

John McGuire


Hector L. Rivera

Carlos Singer

In witness of the foregoing, the undersigned directors have executed these Articles c
Incorporation this 15th day of July, 2020.

Walter L. Revell

Jose E. Cueto



John McGuire

Hector L. Rivera

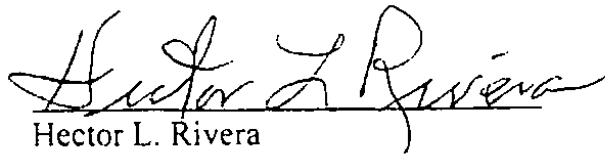
Carlos Singer

In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation this 15th day of July, 2020.

Walter L. Revell

Jose E. Cueto

John McGuire



Hector L. Rivera

Carlos Singer

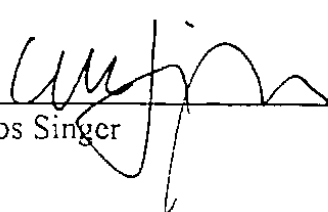
In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation this 15th day of July, 2020.

Walter L. Revell

Jose E. Cueto

John McGuire

Hector L. Rivera



Carlos Singer

FILED
2020 JUL 31 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA