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*Amended &  
Restated*

2021 MAY -3 PM 1:49:03

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JUN 2 4 2021  
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## COVER LETTER

Department of State  
Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: **INTERNATIONAL FINANCE BANK**  
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00      ☐ \$43.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$43.75      ☐ \$52.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status  
**ADDITIONAL COPY REQUIRED**

FROM: **SONIA CANESSA-GONZALEZ**  
Name (Printed or typed)  
**777 SW 37TH AVENUE - SUITE 700**  
Address  
**MIAMI, FL 33135**  
City, State & Zip  
**305-648-8895**  
Daytime Telephone number  
**scanessa@ifbbank.com**  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the document.**

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL FINANCE BANK

(DOCUMENT P20000056976)

The Articles of Incorporation of **International Finance Bank**, a Florida state-chartered commercial bank are hereby amended and restated in their entirety as follows:

ARTICLE I

The name of the corporation shall be **International Finance Bank** (the "Corporation") and its principal place of business shall be at 777 S.W. 37<sup>th</sup> 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 the Corporation shall be: That of a 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 the Corporation shall be Forty Two Million Three Hundred Ninety Seven Thousand Six Hundred Sixty (\$42,397,660) of common stock to be divided into 4,239,766 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.

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#### ARTICLE IV

The term for which the Corporation shall exist shall be perpetual.

#### ARTICLE V

The business and affairs of the Corporation shall be managed and conducted by a Board of Directors 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: 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

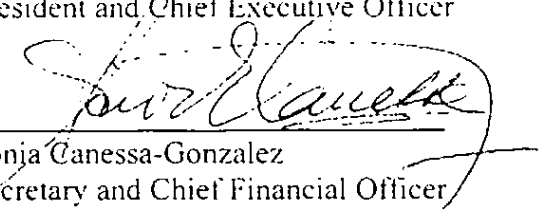
The business of the Corporation shall be conducted by the following named directors, until new or additional directors are elected at the next annual meeting of the stockholders:

<b>Name</b>	<b>Address</b>
Hector L. Rivera	777 S.W. 37 <sup>th</sup> Avenue, Suite 700, Miami, Florida 33135
Jose E. Cueto	777 S.W. 37 <sup>th</sup> Avenue, Suite 700, Miami, Florida 33135
John McGuire	777 S.W. 37 <sup>th</sup> Avenue, Suite 700, Miami, Florida 33135
Carlos Singer	777 S.W. 37 <sup>th</sup> Avenue, Suite 700, Miami, Florida 33135
Victor Laso	777 S.W. 37 <sup>th</sup> Avenue, Suite 700, Miami, Florida 33135

In witness of the foregoing, the undersigned have executed these Amended and Restated Articles of Incorporation this 21 day of April, 2021, as approved by the Board of Directors.

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Jose E. Cueto  
President and Chief Executive Officer  

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Sonja Canessa-Gonzalez  
Secretary and Chief Financial Officer

**ARTICLE IV AMENDED REGISTERED AGENT (OPTIONAL)**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

*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*

\_\_\_\_\_  
Required Signature/Registered Agent

\_\_\_\_\_  
Date

**ARTICLE VI ARTICLE CONSOLIDATION**

These restated articles of incorporation consolidate all amendments into a single document;

**ARTICLE VII REQUIRED ADOPTION INFORMATION**

**Check if applicable:**

- ☐ The amendment(s) is/are being filed pursuant to s. 607.0120(11)€, F.S.

**The date of each amendment(s) adoption is:** \_\_\_\_\_  
if other than the date this document is signed.

**Adoption of Amendment(s) (CHECK ONE)**

- ☐ The amendment(s) was/were adopted by the incorporators, or board of director without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the shareholders. Then number of votes cast for the amendment(s) by the shareholder was/were sufficient for approval.

- ☐ The amendment(s) was/were approved by the shareholders through voting group. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).*

“The number of votes cast for the amendment was/were sufficient for approval by

\_\_\_\_\_  
(voting group)

**ARTICLE VIII EFFECTIVE DATE:**

Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

*I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

Dated: 04/26/2021

Signature: \_\_\_\_\_

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

**SONIA CANESSA-GONZALEZ**

(Typed or printed name of person signing)

**SECRETARY**

(Title of person signing)