

P20000056976

(Requestor's Name)

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(City/State/Zip/Phone #)

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WAIT

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(Business Entity Name)

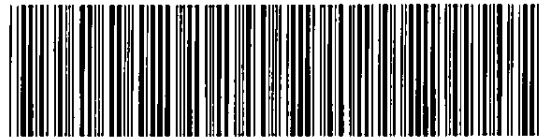
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2024 SEP 16 PM 4:49

STATE

Amended + Restated

OCT 08 2024

D CUSHING

US

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.



International Finance Bank

August 31, 2024

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327 TALLAHASSEE, FL 32314

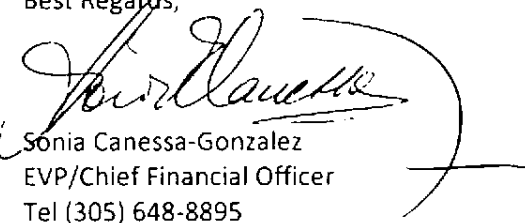
RE: REF P2000005696 - LETTER NUMBER: 821A00018344 – YOUR LETTER DATED 8/21/2024

Dear Sirs,

In response to the letter referenced above (copy enclosed), please see corrected Amended Articles of Incorporation. They now clearly state that **“the undersigned have executed these Amended and Restated Articles of Incorporation, as duly approved by the Shareholders and ratified and approved by the Board of Directors on this 20 day of June, 2024”**.

Please do not hesitate to contact me if you have any questions.

Best Regards,



Sonia Canessa-Gonzalez
EVP/Chief Financial Officer
Tel (305) 648-8895



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 21, 2024

SONIA CANESSA-GONZALEZ
777 SW 37TH AVENUE, SUITE 700
MIAMI, FL 33135

SUBJECT: INTERNATIONAL FINANCE BANK
Ref. Number: P20000056976

We have received your document for INTERNATIONAL FINANCE BANK and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing
Operations Manager A

Letter Number: 824A00018344

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INTERNATIONAL FINANCE BANK**

(DOCUMENT P20000056976)

2024 SEP 16 PM 4:10

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. 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 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 Sixty-Three Million Two Hundred Eighty Thousand Eight Hundred Forty One and 21/100 (\$63,280,841.21) of common stock to be divided into 4,325,973 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.

ARTICLE IV

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

ARTICLE V

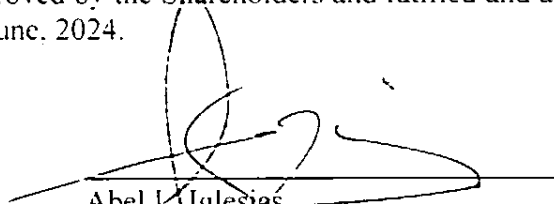
The business and affairs of the Corporation shall be managed and conducted by a Board of Directors of not less than five Directors who shall be elected annually by the stockholders at their annual meeting to be held at its place of business in the City of Miami, in the County of Dade and the State of 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

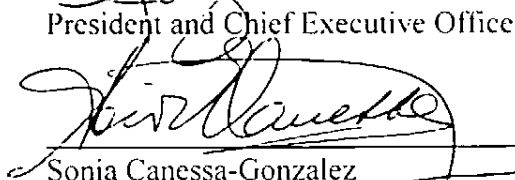
The business of the Corporation shall be conducted by the following named directors, until new or additional directors are elected at the next annual meeting of the stockholders:

Name	Address
Carlos Singer	777 S.W. 37 th Avenue, Suite 700, Miami, Florida 33135
John McGuire	777 S.W. 37 th Avenue, Suite 700, Miami, Florida 33135
Victor Laso	777 S.W. 37 th Avenue, Suite 700, Miami, Florida 33135
Ana Teresa Arismendi	777 S.W. 37 th Avenue, Suite 700, Miami, Florida 33135
Carlos Heighes	777 S.W. 37 th Avenue, Suite 700, Miami, Florida 33135
Abel L. Iglesias	777 S.W. 37 th Avenue, Suite 700, Miami, Florida 33135

In witness of the foregoing, the undersigned have executed these Amended and Restated Articles of Incorporation, as duly approved by the Shareholders and ratified and approved by the Board of Directors on this 20 day of June, 2024.



Abel L. Iglesias
President and Chief Executive Officer



Sonia Canessa-Gonzalez
Secretary and Chief Financial Officer