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(Requestor's Name)

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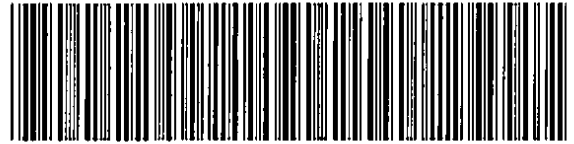
(Business Entity Name)

(Document Number)

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DEPARTMENT OF STATE
18 SEP -4 AM 9:36

FILED
2018 AUG 31 AM 7:21
SECRETARY OF STATE
TALLAHASSEE, FL

R. WHITE

SEP 04 2018

ARTICLES OF MERGER AND PLAN OF MERGER
OF
INTERCONTINENTAL BANK
AND
SUNSTATE ACQUISITION SUB, INC.
WITH AND INTO
SUNSTATE BANK

FILED

2018 AUG 31 AM 7:21

SECRETARY OF STATE
TALLAHASSEE, FL

Pursuant to the provisions of Sections 607.1105 and 658.42 of the Florida Statutes, the undersigned do hereby adopt and enter into these Articles of Merger and Plan of Merger (this "Plan") for the purpose of merging (the "Merger") Intercontinental Bank, a Florida-chartered commercial bank and Sunstate Acquisition Sub, Inc., a Florida corporation and successor institution ("Merger Sub"), with and into Sunstate Bank, a Florida-chartered commercial bank:

(a) The name of each constituent bank and successor institution and the specific location of their respective main offices are as follows:

1. Intercontinental Bank
5722 S.W. 8th Street
Miami, Florida 33144

Intercontinental Bank does not have any branch offices.

2. Sunstate Acquisition Sub, Inc.
14095 S. Dixie Highway
Miami, Florida 33176-7222

Merger Sub does not have any branch offices.

3. Sunstate Bank
14095 S. Dixie Highway
Miami, Florida 33176-7222

The specific location of each of its branch offices is set forth on Schedule 1 attached hereto.

(b) With respect to the resulting Florida-chartered commercial bank:

1. The name and the specific location of the proposed main office are:

Sunstate Bank
14095 S. Dixie Highway
Miami, Florida 33176-7222

The name of each of its branch offices will be Sunstate Bank. The specific location of each of its existing and proposed branch offices is set forth on Schedule 2 attached hereto.

2. The name and address of each director who is to serve until the next meeting of the shareholders at which directors are elected are set forth on Schedule 3 attached hereto.
3. The name and address of each executive officer are set forth on Schedule 4 attached hereto.
4. The resulting bank will have a single class of common stock, par value \$5.50 per share, consisting of 10,000,000 authorized shares, of which 2,790,000 will be outstanding. The amount of the surplus fund will be equal to the sum of Sunstate Bank's surplus fund plus the stated capital and surplus of Intercontinental Bank. The amount of retained earnings will equal the sum of the retained earnings of Sunstate Bank and Intercontinental Bank.
5. The resulting bank will not have trust powers.
6. The complete articles of incorporation under which the resulting bank will operate are attached hereto as Schedule 5.

(c) The terms of the Merger of the constituent banks and successor institution are as follows (Capitalized terms not defined herein shall have the meanings ascribed to them in the Merger Agreement):

1. At the Effective Time, each of Merger Sub and Intercontinental Bank shall be merged with and into Sunstate Bank and Merger Sub and Intercontinental Bank will each cease to exist as a separate corporation. Sunstate Bank, Intercontinental Bank and Merger Sub shall thereupon become a single entity which shall continue its existence as a resulting Florida-chartered commercial bank under the Articles of Incorporation of Sunstate Bank, as amended, a copy of which are attached hereto as Schedule 5.
2. At the Effective Time, each share of Intercontinental Bank and Merger Sub capital stock issued and outstanding shall cease to be outstanding and shall be extinguished from and after such time without consideration.
3. At the Effective Time, all outstanding arrangements, calls, commitments, contracts, options, rights to subscribe to, scrip, understandings, warrants, or other binding obligations of any character whatsoever relating to, or securities or rights convertible into or exchangeable for, shares of the capital stock of Intercontinental Bank or Merger Sub or by which Intercontinental Bank or Merger Sub is or may be bound to issue additional shares of its capital stock or other equity rights shall be cancelled and extinguished without consideration.
4. At the Effective Time, (1) each of Intercontinental Bank and Merger Sub shall cease to exist; (2) all assets and property (real, personal and mixed, tangible and intangible, choses in action, rights and credits) then owned by Intercontinental Bank and Merger Sub or which would inure to Intercontinental Bank or Merger Sub shall immediately, by operation of law and without any conveyance, transfer or further action, become

the property of Sunstate Bank; and (3) Sunstate Bank shall be deemed to be a continuation of Intercontinental Bank and Merger Sub, and shall succeed to the rights and obligations of Intercontinental Bank and Merger Sub and the duties and liabilities connected therewith.

9. The "Effective Time" shall mean 5:00, p.m., Miami, Florida time on August 31, 2018.

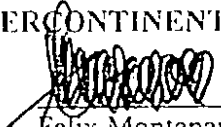
(d) This Plan was approved and adopted by the shareholders of: (i) Intercontinental Bank on April 5, 2018, (ii) Sunstate Bank on March 5, 2018, and (iii) Merger Sub on February 28, 2018.

[Signature Page Follows]

IN WITNESS WHEREOF, each constituent entity has caused these Articles and Plan of Merger to be signed by each such entity's duly authorized officer, as of the 29 day of August, 2018.

INTERCONTINENTAL BANK

By: _____


Felix Montanaro
President

SUNSTATE ACQUISITION SUB, INC.

By: _____

Lloyd DeVaux
President and Chief Executive Officer

SUNSTATE BANK

By: _____

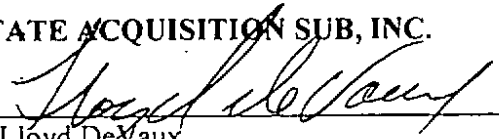
Lloyd DeVaux
President and Chief Executive Officer

IN WITNESS WHEREOF, each constituent entity has caused these Articles and Plan of Merger to be signed by each such entity's duly authorized officer, as of the 25th day of August, 2018.

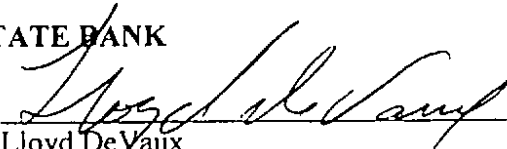
INTERCONTINENTAL BANK

By: _____
Felix Montanaro
President

SUNSTATE ACQUISITION SUB, INC.

By: 
Lloyd DeVaux
President and Chief Executive Officer

SUNSTATE BANK

By: 
Lloyd DeVaux
President and Chief Executive Officer

Schedule 1

Sunstate Branch Location

2901 S. Le Jeune Road
Coral Gables, Florida 33134

Schedule 2

Resulting Bank Branch Locations

2901 S. Le Jeune Road
Coral Gables, Florida 33134

5722 S.W. 8th Street
West Miami, Florida 33144

Schedule 3

Resulting Bank Directors

Director Name	Title
Alexandre Burmaian	Chairman of the Board
Lloyd DeVaux	President and CEO/Director
Andre J. Neto	Director
David A. Lieberman	Director
Craig M. McAllaster	Director

* The address for each individual is 14095 S. Dixie Highway, Miami, Florida 33176.

Schedule 4

Resulting Bank Executive Officers

Executive Officer Name*	Title
Lloyd DeVaux	President and CEO*
Barbara Y. Debesa	EVP and COO*
Gustavo A. Acevedo	SVP, BSA/AML/OFAC Officer
Charles H. Davis	SVP and CFO*
Fabricio C. Macastropa	SVP and CIO
David A. McManus	SVO and CLO

* The address for each individual is 14095 S. Dixie Highway, Miami, Florida 33176.

Schedule 5

Articles of Incorporation of Sunstate Bank

[See attached]

ARTICLES OF INCORPORATION

SOFISA BANK OF FLORIDA

original
FILED

98 NOV -3 AM 9:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as directors for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be **SOFISA BANK OF FLORIDA**, and its initial place of business shall be at 14095 South Dixie Highway, Miami, Dade County, Florida 33156.

ARTICLE II

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

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be 750,000. Such shares shall be of a single class and shall have a par value of \$5.50 per share. The corporation shall begin business with at least \$4,097,500.00 in paid in common capital stock to be divided into 745,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$2,000,000.00 and the amount of undivided profits will be not less than \$1,052,500.00, all of which (paid in capital, surplus, and undivided profits) shall be paid in cash and shall total not less than \$7,150,000.

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive right or rights to purchase or subscribe for, a the subscription price offered to the general public, a pro rata portion of any stock of any class that the corporation may issue or sell.

ARTICLE IV

The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida financial Institutions Codes.

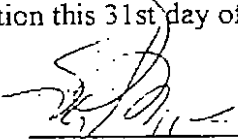
ARTICLE V

The number of directors shall be not fewer than five. A majority of the full board of directors may, at anytime during the year following the annual meeting of shareholders in which such an action has been authorized, increase the number of directors by not more than two and appoint

persons to fill the resulting vacancies. The names and addresses of the first directors of the corporation are:

Varujan Burmaian	Alameda Franca 660, Apt 26 Sao Paulo, S.P., Brazil
Alexandre Burmaian	Alameda Franca 660, Apt 26 Sao Paulo, S.P., Brazil
Luis V. Dominguez	4477 N.W. 93rd Doral Ct. Miami, FL 33178
Robert M. Londoño	9530 S.W. 68th Ave. Miami, FL 33166
George R. Mueller	6058 Glendale Drive Boca Raton, FL 33433
Paulo M. Rocha	101 Crandon Blvd., Apt #377 Key Biscayne, FL 33149
Antonio de Padua Seixas	Rua Jose Maria Lisboa No. 1162 Edific. Mediterranea 1, Apto. 11 Cerqueira Cesar Sao Paulo, Brazil
Thomas J. Skola	5201 Blue Lagoon Dr., Suite 100 Miami, Florida 33126-2065

In witness of the foregoing, the undersigned director (s) have executed these Articles of Incorporation this 31st day of August, 1998.



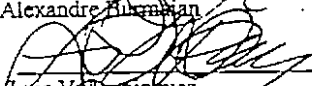
Varujan Burmaian

Alameda Franca 660, Apt 25
Sao Paulo, S.P., Brazil



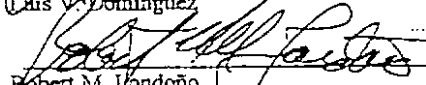
Alexandre Burmaian

Alameda Franca 660, Apt 26
Sao Paulo, S.P., Brazil



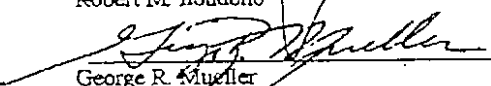
Luis V. Dominguez

4477 N.W. 93rd Doral Ct.
Miami, FL 33178



Robert M. Londoño

9530 S.W. 68th Ave.
Miami, FL 33156



George R. Mueller

6058 Glendale Drive
Boca Raton, FL 33433

Paulo M. Rocha
Paulo M. Rocha

101 Crandon Blvd., Apt. #377
Key Biscayne, FL 33149

Antonio de Padua Seixas
Antonio de Padua Seixas

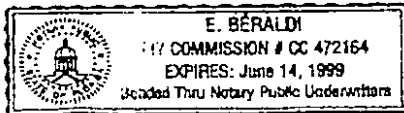
Rua Jose Maria Lisboa No. 1162
Edificio Meditarranea 1, Apto. 11
Cerqueira Cesar, Sao Paulo, S.P., Cep 01423-91, Brazil

Thomas J. Skola
Thomas J. Skola

5201 Blue Lagoon Dr., Suite 100
Miami, Florida 33126

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS

The foregoing instrument was acknowledged before me this 31st day of August, 1998 by all of the above who is personally known to me or who has produced as identification and who did/did not take an oath.



E. Beraldi
Notary Public - State of Florida at large
My Commission Expires:

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98 NOV -3 AM 9:39
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Approved by the Department of Banking and Finance this 22ND day of September 1998.

Tallahassee, Florida

Robert M. Williams
COMPTROLLER OF THE STATE OF FLORIDA
and Head of the Florida Department of Banking and Finance

ARTICLES OF AMENDMENT
SOFISA BANK OF FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

01 MAY 18 PM 2:31

1. The following provisions of the Article of Incorporation of **SOFISA BANK OF FLORIDA**, a Florida corporation, filed with the Florida Secretary of State on November 03, 1998, Document Number P98000093015, be and hereby are amended in the following manner:

A. Article III is hereby amended to read as follows:

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be 2,000,000. Such shares shall be of a single class and shall have a par value of \$5.50 per share. The corporation shall begin business with at least \$4,097,500.00 in paid in common capital stock to be divided into 745,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$2,000,000.00 and the amount of undivided profits will be not less than \$1,052,500.00, all of which (paid in capital, surplus, and undivided profits) shall be paid in cash.

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive right or rights to purchase or subscribe for, at the subscription price offered to the general public, a pro rata portion of any stock of any class that the corporation may issue or sell.

2. The foregoing amendment was adopted by all of the Shareholders and Directors of the corporation on the 24th day of April, 2001.

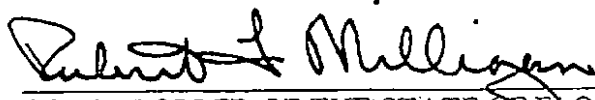
IN WITNESS WHEREOF the undersigned President and Secretary of the corporation have executed this Amendment this 24th day of April, 2001.


ROBERT M. LONDONO, PRESIDENT


LEIF K. GUNDERSON, SECRETARY

Approved by the Department of Banking and Finance this 16th day of May, 2001.

Tallahassee, Florida


COMPTROLLER OF THE STATE OF FLORIDA
and Head of the Florida Department of Banking and
Finance

ARTICLES OF AMENDMENT
SOFISA BANK OF FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION

2004 JAN -9 AM 10:22

1. The following provisions of the Article of Incorporation of **SOFISA BANK OF FLORIDA**, a Florida corporation, filed with the Florida Secretary of State on November 03, 1998, Document Number **P98000093015**, be and hereby are amended in the following manner:

A. Article III is hereby amended to read as follows:

ARTICLE III


The total number of shares authorized to be issued by the corporation shall be 4,000,000. Such shares shall be of a single class and shall have a par value of \$5.50 per share. The corporation shall begin business with at least \$4,097,500.00 in paid in common capital stock to be divided into 745,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$2,000,000.00 and the amount of undivided profits will be not less than \$1,052,500.00, all of which (paid in capital, surplus, and undivided profits) shall be paid in cash.

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive right or rights to purchase or subscribe for, at the subscription price offered to the general public, a pro rata portion of any stock of any class that the corporation may issue or sell.

2. The foregoing amendment was adopted by all of the Shareholders and Directors of the corporation on the 12th day of December, 2003.


IN WITNESS WHEREOF the undersigned President and Secretary of the corporation have executed this Amendment this 12th day of December, 2003.


ROBERT M. LONDONO, PRESIDENT


LEIF K. GUNDERSON, SECRETARY

Approved by the Florida Department of Financial Services/Office of Financial Regulation this
7th day of January, 2004.

Tallahassee, Florida


Deputy Director of The Office of Financial Regulation

**ARTICLES OF AMENDMENT
SOFISA BANK OF FLORIDA**

1. The following provisions of the Articles of Incorporation of **SOFISA BANK OF FLORIDA**, a Florida corporation, filed with the Florida Secretary of State on November 03, 1998, Document Number **P98000093015**, be and hereby are amended in the following manner:

A. Article I is hereby amended to read as follows:

ARTICLE I

The name of the corporation shall be changed from **SOFISA BANK OF FLORIDA** to **SUNSTATE BANK**.

B. Article III is hereby amended to read as follows:


ARTICLE III

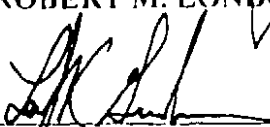
The total number of shares authorized to be issued by the corporation shall be 10,000,000. Such shares shall be of a single class and shall have a par value of \$5.50 per share. The corporation shall begin business with at least \$4,097,500.00 in paid in common capital stock to be divided into 745,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$2,000,000.00 and the amount of undivided profits will be not less than \$1,052,500.00, all of which (paid in capital, surplus, and undivided profits) shall be paid in cash.

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive right or rights to purchase or subscribe for, at the subscription price offered to the general public, a pro rata portion of any stock of any class that the corporation may issue or sell.

2. The foregoing amendment was adopted by all of the Shareholders and Directors of the corporation on the 12th day of January, 2007.

IN WITNESS WHEREOF the undersigned President and Secretary of the corporation have executed this Amendment this 12th day of January, 2007.



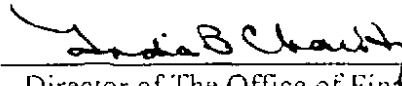
ROBERT M. LONDONO, PRESIDENT


LUFF K. GUNDERSON, SECRETARY

Approved by the State of Florida Office of Financial Regulation this 27th day of February, 2007.

FILED
07 MAR -7 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Tallahassee, Florida

A handwritten signature in black ink, appearing to read "Linda B. Chastity", written over a horizontal line.

Director of The Office of Financial Regulation

Articles of Amendment
to
Articles of Incorporation
of

SUNSTATE BANK

(Name of Corporation as currently filed with the Florida Dept. of State)

P98000093015

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change PT John Doe

☐ Remove V Mike Jones

☐ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D</u>	<u>LEIF K GUNDERSON</u>	<u>1550 SOUTH</u> <u>GOLDENEYE LANE</u> <u>HOMESTEAD FL 33035</u>
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>DP</u>	<u>LLOYD DEVAUX</u>	<u>14095 S DIXIE HIGHWAY</u> <u>MIAMI, FL 33176</u>
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>

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14 NOV 10 AM 8:26
CLERK

Amendment(s) adoption: 07/25/2014, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. 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(s) was/were sufficient for approval

by _____
(voting group)

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 11/05/2014

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)

Alvaro Cortes

(Typed or printed name of person signing)

Director

(Title of person signing)

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14 NOV 10 AM 9:25

OFFICE OF FINANCIAL REGULATION

CERTIFICATE OF MERGER

WHEREAS, Section 658.41, Florida Statutes, provides for the merger of financial institutions; and

WHEREAS, I am satisfied that the terms of the Plan of Merger and Articles of Merger between the financial institutions described below comply with Section 658.43(3), Florida Statutes, and that the other regulatory conditions of the Office have been met,

NOW, THEREFORE, I, Jeremy W. Smith as Director of the Division of Financial Institutions, Office of Financial Regulation, do hereby issue this Certificate authorizing consummation of the merger of the following constituent financial institutions:

Sunstate Bank
Miami, Miami-Dade County, Florida

Charter #1058

Intercontinental Bank
West Miami, Miami-Dade County, Florida

Charter #1108

Sunstate Acquisition Sub, Inc.
Miami, Miami-Dade County, Florida

under the charter of: Sunstate Bank
under the title of: Sunstate Bank
under State Charter No: 1058

And, I further authorize Sunstate Bank to continue the transaction of a general banking business with main offices at 14095 S. Dixie Highway, Miami, Miami-Dade County, Florida, and with branch offices as authorized by law. On the effective date of merger, the close of business on August 31, 2018, the charter and franchise of Intercontinental Bank shall be deemed terminated and surrendered.



Signed and Sealed this 31st day
of August 2018.


Jeremy W. Smith, Director
Division of Financial Institutions