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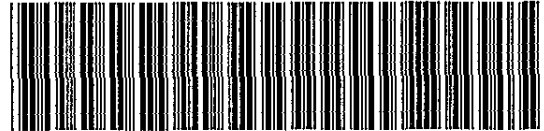
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Amended & Restated  
w/ name change  
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## OFFICE OF FINANCIAL INSTITUTIONS AND SECURITIES REGULATION

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**DATE:** April 30, 2003

**TO:** Karon Beyer, Department of State  
Division of Corporations - Bureau of Commercial Recordings

**FROM:** Bruce Ricca, Licensing and Chartering

**SUBJ:** INTERAUDI Florida Interim Bank  
Miami, Miami-Dade County  
(Conversion of Trust Company to a State-Chartered Bank)

Please file the attached Amendment and Restated Articles of Incorporation for the above-referenced institution, using May 1, 2003, as the effective date.

Please make the following distribution of copies:

- (1) One copy to: Bruce Ricca  
(certified) Office of Financial Institutions (Licensing & Chartering)  
Fletcher Building, 6<sup>th</sup> Floor  
200 East Gaines Street  
Tallahassee, FL 32399-0371
- (2) One copy to: Mr. Rod Jones  
(certified) Shutts & Bowen  
Post Office Box 4956  
Orlando, Florida 32802-4956

The attached is a check that represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 410-9528.

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DIVISION OF CORPORATIONS

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**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION OF**  
**INTERAUDI TRUST BANK**

The articles of incorporation of INTERAUDI Trust Bank, a trust company organized under and by virtue of the laws of the State of Florida (the "Corporation"), are hereby amended and restated to read as follows:

**ARTICLE I**

The name of the Corporation shall be INTERAUDI Florida Interim Bank, and its initial place of business shall be at 200 South Biscayne Boulevard, Suite 2650, in the City of Miami, in the County of Miami-Dade and State of Florida.

**ARTICLE II**

This bank is incorporated by conversion from a trust company. The general nature of the business to be transacted by the Corporation shall be that of a general commercial banking business with all of the 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 ten thousand (10,000). Such shares shall be of a single class and shall have a par value of \$100.00 per share. The Corporation shall begin business with at least \$1,000,000 in paid-in common capital stock to be divided into 10,000 shares. The aggregate amount of surplus and undivided profits with which the Corporation will begin business will be not less than \$5,000,000, all of which (capital stock, surplus and undivided profits) shall be paid in cash.

**ARTICLE IV**

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

ARTICLE V

The number of directors of the Corporation shall not be fewer than five (5). A majority of the full board of directors may, at any time during the year following the annual meeting of shareholders, increase the number of directors by not more than two and appoint persons to fill the resulting vacancies. The names and street addresses of the first directors of the Corporation are:

Joseph G. Audi  
200 South Biscayne Boulevard, Suite 2650  
Miami, Florida 33131

Nabil J. Achkar  
200 South Biscayne Boulevard, Suite 2650  
Miami, Florida 33131

Fuad S. Ashkar  
200 South Biscayne Boulevard, Suite 2650  
Miami, Florida 33131

Anne H. Straton  
200 South Biscayne Boulevard, Suite 2650  
Miami, Florida 33131

Kenneth H. Thomas  
200 South Biscayne Boulevard, Suite 2650  
Miami, Florida 33131

In witness of the foregoing, the undersigned directors have executed these Amended and Restated Articles of Incorporation this 17<sup>th</sup> day of March, 2003.

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CASSELLER'S OFFICE

Joseph G. Audi

Nabil J. Achkar

Fuad S. Ashkar

Anne H. Straton

Kenneth H. Thomas

Approved by the Office of Financial Institutions and Securities Regulation of the State of Florida at Tallahassee, Florida, this 2<sup>ND</sup> day of APRIL, 2003.

  
\_\_\_\_\_  
DON B. SAXON, Director

**WRITTEN CONSENT  
OF SOLE SHAREHOLDER  
IN LIEU OF  
SPECIAL SHAREHOLDERS MEETING**

Bank Audi (USA) (the "Shareholder"), a New York banking corporation, being the sole shareholder of all of the issued and outstanding shares of INTERAUDI Trust Bank, a Florida non-deposit trust company (the "Company"), in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, hereby consents to the adoption of the following resolutions as if such resolutions had been adopted at a duly convened meeting of the shareholders of the Company, duly called and held for such purpose:

WHEREAS, the Shareholder has determined it to be in the best interest of the Company that the Company convert to a Florida chartered commercial bank (the "Conversion"); and

WHEREAS, the Shareholder has determined it to be in the best interest of the Company that, upon completion of the Conversion, the Company merge with and into the Shareholder (the "Merger Transaction");

NOW THEREFORE, it is:

RESOLVED, that conversion of the Company into a Florida commercial bank be, and it hereby is, authorized and approved by the Shareholder in all respects; and

FURTHER RESOLVED, that the Merger Transaction, upon substantially the terms and conditions contained in the Plan and Agreement of Merger between the Shareholder and the Company (the "Merger Agreement"), be, and it hereby is, authorized and approved by the Shareholder in all respects; and

FURTHER RESOLVED, that in connection with the Conversion and the Merger Transaction, the proper officers of the Company be, and each of them hereby is, authorized and empowered to execute and deliver the Merger Agreement (with such changes or modifications as the officer executing the same may approve, his approval to be evidenced conclusively by his execution thereof) and any and all additional documents, papers or instruments and do, or cause to be done, any and all such acts and things as they may deem necessary or desirable in order to carry out the purposes and intent of the Conversion and the Merger Transaction; and

FURTHER RESOLVED, that the proper officers of the Company be, and each of them hereby is, authorized and empowered to take all such further actions and to execute, deliver and file all such further agreements, instruments and documents,

and to do all such further things in the name and on behalf of the Company and under its corporate seal or otherwise, and to pay all such expenses, fees and charges as in their judgment may be necessary, proper or desirable in order to fully carry out the intent, and to accomplish the purposes of, the preceding resolutions.

Dated: April 15, 2003

BANK AUDI (USA)

By: \_\_\_\_\_

Name: Lazaro S. Suri

Title: Vice President/Controller

By: \_\_\_\_\_

Name: Kenneth V. Brooks

Title: Senior Vice President