



GOBIERNO DE PUERTO RICO
OFICINA DEL COMISIONADO DE INSTITUCIONES FINANCIERAS

3 de mayo de 2021

Secretaría Auxiliar de Servicios - Corporaciones
Departamento de Estado
Apartado 9023271
San Juan, Puerto Rico 00902-3271

RE: Banco San Juan Internacional, Inc.: CERTIFICADO DE INCORPORACION

Señores:

Esta Oficina recibió de Banco San Juan Internacional, Inc. (BSJI), una solicitud de autorización para registrar en el Departamento de Estado el "Restated Certificate of Incorporation" de BSJI. Según se menciona en la solicitud, no se están efectuando enmiendas al Certificado de Incorporación, sino, lo que se está haciendo es reformando el documento para incorporar todas las enmiendas que ha sufrido el mismo desde 2012.

A continuación, se resumen las enmiendas incorporadas y las fechas de registro de las mismas:

1. Artículo I-Cambio de Nombre: 10 de octubre de 2012
2. Artículo IV- Aumento de Capital Autorizado: 28 de junio de 2016
3. Artículo II- Cambio de Dirección de Oficina Principal: 19 de junio de 2017
4. Artículo II- Cambio de Agente Residente: 19 de junio de 2017
5. Artículo IV- Capital Autorizado: 14 de julio 2020
6. Artículo III (Inciso 1)- Actividades Permitidas: 9 de diciembre de 2020

Nuestra Oficina NO TIENE OBJECCIÓN a que el Certificado de Incorporación de BSJI sea reformado para incorporar todas las enmiendas que ha sufrido el mismo desde 2012, y que sea registrado y archivado en el Departamento de Estado.

Cordialmente,

Iris Nereida Jiménez
Comisionada Auxiliar
Reglamentación y Licencias

**UNANIMOUS WRITTEN CONSENT OF
BOARD OF DIRECTORS OF
BANCO SAN JUAN INTERNACIONAL, INC.**

THE UNDERSIGNED, being all the directors of Banco San Juan Internacional, Inc., a Puerto Rico corporation (the "Corporation"), acting without meeting pursuant to Article 4.01 of the Puerto Rico General Corporation Act, do hereby take the following actions, and adopt the following resolutions that shall have the same full force and effect as if duly adopted at a meeting of the board of directors, duly noticed, called and held in accordance with the bylaws of the Corporation:

"WHEREAS, the Corporation has proposed to restate its Certificate of Incorporation in accordance with the provisions of Article 8.05 of the Puerto Rico General Corporation Act, in order to incorporate amendments made thereto from its original formation; and

WHEREAS, that as a result thereof, this Board of Directors has determined that it is advisable and in the best interest of the Corporation and its shareholders to restate the Corporation's Certificate of Incorporation as set forth in Exhibit A hereto, subject to the prior approval of such restatement by the Office of the Commissioner of Financial Institutions pursuant to Section 9 of Act 52 of August 11, 1989, as amended (the "IBE Act") and Article 8 of Regulation 5653."

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that, subject to the prior approval of the Office of the Commissioner of Financial Institutions pursuant to Section 9 of the IBE Act and Article 8 of Regulation 5653, the Certificate of Incorporation of the Corporation be restated to read as set forth in Exhibit A attached hereto.

FURTHER RESOLVED, that the proposed restatement be submitted for approval and adoption to the shareholders of the Corporation in the manner set forth by the Puerto Rico General Corporation Act.

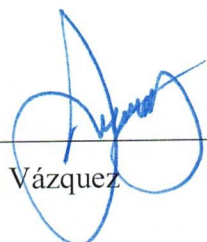
FURTHER RESOLVED, that Mr. Héctor J. Vázquez, is hereby authorized to procure all notifications, amendments, filings and approvals required in order to effect the restatement approved hereby, including but not limited to the execution and delivery of the appropriate certificates and documents to be filed with the Department of State of the Commonwealth of

Puerto Rico, notifications, filings or approvals required to be made to the appropriate regulators and governmental bodies; and to execute and file any pertinent document required to effect the restatement hereby approved.

IN WITNESS WHEREOF, the undersigned directors have caused this Unanimous Written Consent to be duly executed as of this 8th day of April 2021.



Americo J. Anzola

Marcelino Bellosta

Héctor J. Vázquez

**UNANIMOUS WRITTEN CONSENT
OF THE SHAREHOLDERS
OF
BANCO SAN JUAN INTERNACIONAL, INC.**

THE UNDERSIGNED, being the shareholders of Banco San Juan Internacional, Inc., a Puerto Rico corporation (the “**Corporation**”), and the holders of all of the issued and outstanding shares of capital stock of the Corporation, acting without a meeting pursuant to Article 7.17 of the Puerto Rico General Corporation Act, do hereby take the following actions, without the formality of convening a meeting with respect to the shareholders and adopt the following resolutions that shall have the same full force and effect as if duly adopted at a meeting of shareholders, duly noticed, called and held in accordance with the law and bylaws of the Corporation:

WHEREAS, the Board of Directors (the “**Board**”) of the Corporation has determined that it is advisable in the best interest of the Corporation to restate the Certificate of Incorporation of the Corporation in accordance with the provisions of Article 8.05 of the Puerto Rico General Corporation Act, in order to incorporate amendments made thereto from its original formation, such restatement being subject to the prior approval of the Office of the Commissioner of Financial Institutions pursuant to Section 9 of Act No. 52 of August 11, 1989, as amended (the “**IBE Act**”) and Article 8 of Regulation 5653;

WHEREAS, in order to effect such restatement, the Board has determined that it is advisable and in the best interest of the Corporation to restate the Corporation’s Certificate of Incorporation as set forth in **Exhibit A** attached hereto; and

WHEREAS, the Board has approved the execution, delivery and filing of the required certificates and documents with the Department of State of the Commonwealth of Puerto Rico and hereby presents these resolutions to the shareholders for approval and adoption.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that the undersigned being all of the shareholders of the Corporation hereby authorize the restatement of the Certificate of Incorporation of the Corporation as set forth in **Exhibit A** attached hereto, subject to the prior approval of the Office of the Commissioner of Financial Institutions under Section 9 the IBE Act and Article 8 of Regulation 5653; and it is

FURTHER RESOLVED, that the undersigned shareholders of the Corporation hereby authorize, adopt and approve the execution, delivery and filing of the certificates and documents with the Department of State of the Commonwealth of Puerto Rico, with such changes thereto as the officers executing the same deem to be necessary, proper or advisable, as conclusively evidenced by the execution thereof, pursuant to which the Certificate of Incorporation shall be restated to read as set forth in **Exhibit A** attached hereto, subject to the prior approval of the


Office of the Commissioner of Financial Institutions under Section 9 of the IBE Act and Article 8 of Regulation 5653.

FURTHER RESOLVED, that, the appropriate officers of the Corporation be and hereby are authorized to execute, deliver and file any required certificates and documents with the State Department of the Commonwealth of Puerto Rico.

IN WITNESS WHEREOF, the undersigned shareholders have caused this written consent to be duly executed as of this 8th day of April, 2021.



Marcelino Bellosta Varady



Alejandra V. Bellosta Perea