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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALLY
EXAMINER
APR 15 2015

**BROWN =
BROTHERS
HARRIMAN**

March 16, 2015

Florida Department of State
Registration Section
Division of Corporation
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Brown Brothers Harriman & Co.
Certificate of Amendment – Foreign Limited Partnership

Dear Sir/Madam:

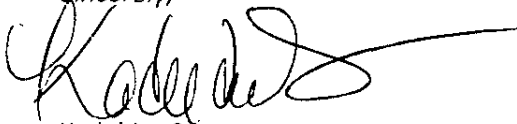
Enclosed please find the Certificate of Amendment – Foreign Limited Partnership for Brown Brothers Harriman & Co. reflecting:

- (i) the conversion of Timothy J. Connelly, Kristen F. Giarrusso, John P. Molner, and Donald B. Murphy from General Partners to Limited Partners, effective January 1, 2015
- (ii) the withdrawal of Mr. Walter H. Brown as a Limited Partner due to untimely death on January 26, 2015

I've included a certified true copy of our Certificate of Authority listing all the general and limited partners and original Certificate of Good Standing, both issued by the New York State Department of Financial Services. In addition, please find enclosed a check for \$52.50 for the Certification of Amendment filing fee.

If you have any questions or require additional information, please kindly contact me at (212) 493-8356 or via email at kadeidre.screen@bbh.com

Sincerely,



Kadeidre Screen
Senior Paralegal

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Brown Brothers Harriman & Co. Limited Partnership
Name of Foreign Limited Partnership or Limited Liability Limited Partnership

The enclosed amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Kadeidre Screen

Contact Person

Brown Brothers Harriman & Co. Limited Partnership

Firm/Company

140 Broadway

Address

New York, NY 10005

City, State and Zip Code

kadeidre.screen@bbh.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Elizabeth Rand

Name of Contact Person

at (212)

493-8591

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- ☒ \$52.50 Filing Fee ☐ \$61.25 Filing Fee and Certificate of Status ☐ \$105.00 Filing Fee and Certified Copy ☐ \$113.75 Filing Fee, Certified Copy, and Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**AMENDMENT TO CERTIFICATE OF AUTHORITY
FOR
FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

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TALLAHASSEE, FLORIDA

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:

Brown Brothers Harriman & Co. Limited Partnership

2. The jurisdiction of its formation is: New York

3. The date the entity was authorized to transact business in Florida is: 10/19/1994

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

Name:

Business Address:

See Schedule A

6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: _____

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

☐

The entity elects to be a limited liability limited partnership.

☐

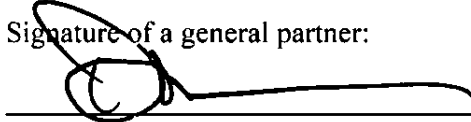
The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. Effective date, if other than the date of filing: _____

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature of a general partner:



Typed or printed name:

Douglas A. Donahue, Jr.

Filing Fee:	\$52.50
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

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TALLAHASSEE, FLORIDA

Schedule A

Brown Brothers Harriman & Co. Limited Partnership

GENERAL PARTNERS as of January 1, 2015

Name

Office

Thomas E. Berk

Brown Brothers Harriman & Co.
50 Post Office Square
Boston, Massachusetts 02110

Brian A. Berris

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Taylor S. Bodman

Brown Brothers Harriman & Co.
50 Post Office Square
Boston, Massachusetts 02110

John J. Borland

Brown Brothers Harriman & Co.
150 South Wacker Drive, Suite 3250
Chicago, Illinois 60606

Geoffrey M. Cook

c/o Brown Brothers Harriman (Luxembourg) S.C.A.
2-8 Avenue Charles De Gaulle
B.P. 403
L-2014, Luxembourg

Jean-Marc Crépin

c/o Brown Brothers Harriman (Luxembourg) S.C.A.
2-8 Avenue Charles De Gaulle
B.P. 403
L-2014, Luxembourg

Carl C. Cutler

Brown Brothers Harriman & Co.
One Logan Square
Philadelphia, Pennsylvania 19103-6908

Douglas A. Donahue, Jr.

Brown Brothers Harriman & Co.
50 Post Office Square
Boston, Massachusetts 02110

Dario Galindo

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Kathryn C. George

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

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Timothy E. Hartch

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Kyosuke Hashimoto

c/o Brown Brothers Harriman Securities (Japan) Inc.
1-2-8 Toranomon, Minato-ku
Tokyo, 105-0001
Japan

Landon Hilliard

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Charles O. Izard

Brown Brothers Harriman & Co.
227 West Trade Street, Suite 2100
Charlotte, North Carolina 28202

Michael R. Keller

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Jared S. Keyes

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Radford W. Klotz

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Susan C. Livingston

Brown Brothers Harriman & Co.
50 Post Office Square
Boston, Massachusetts 02110

T. Michael Long

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Hampton S. Lynch, Jr.

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Michael W. McConnell

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

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Jeffrey B. Meskin

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Yukinori Nagahisa

c/o Brown Brothers Harriman Securities (Japan) Inc.
1-2-8 Toranomom, Minato-ku
Tokyo, 105-0001
Japan

John A. Nielsen

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Seán Páircéir

c/o Brown Brothers Harriman Trustee Services
(Ireland) Limited
30 Herbert Street
Dublin 2, Ireland

Jean-Pierre Paquin

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Christopher C. Remondi

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

A. Heaton Robertson III

Brown Brothers Harriman & Co.
50 Post Office Square
Boston, Massachusetts 02110

William Rosensweig

Brown Brothers Harriman & Co.
50 Post Office Square
Boston, Massachusetts 02110

Jeffrey A. Schoenfeld

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Kevin W. Stone

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

W. Carter Sullivan III

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Andrew J. F. Tucker

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

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JAGAHASSEB, FLORIDA

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Lawrence C. Tucker

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

William B. Tyree

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Maroa C. Velez

Brown Brothers Harriman & Co.
Newport Tower
525 Washington Blvd
Jersey City, NJ 07310

William J. Whelan, Jr.

Brown Brothers Harriman & Co.
50 Post Office Square
Boston, Massachusetts 02110

Richard H. Witmer, Jr.

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

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TALLAHASSEE, FLORIDA

New York State
Department of Financial Services

WHEREAS, the Superintendent of Financial Services of the State of New York has heretofore approved the verified certificate filed by:

GENERAL PARTNERS/CLASS 1 LIMITED PARTNERS

Thomas E. Berk
Brian A. Berris
Taylor S. Bodman
John J. Borland
Geoffrey M. Cook
Jean-Marc Crepin
Carl S. Cutler
Douglas A. Donahue, Jr.
Dario Galindo
Kathryn C. George
Timothy E. Hartch
Kyosuke Hashimoto
Charles O. Izard

Michael R. Keller
Jared S. Keyes
Radford W. Klotz
Susan C. Livingston
T. Michael Long
Hampton S. Lynch, Jr.
Michael W. McConnell
Jeffrey B. Meskin
Yukinori Nagahisa
John A. Nielsen
Sean Pairceir
Jean-Pierre Paquin

Christopher C. Remondi
A. Heaton Robertson III
William E. Rosensweig
Jeffrey A. Schoenfeld
Kevin W. Stone
W. Carter Sullivan III
Andrew J. F. Tucker
Lawrence C. Tucker
William B. Tyree
Maroa C. Velez
William J. Whelan, Jr.
Richard H. Witmer, Jr.

CLASS 2 LIMITED PARTNERS

Timothy J. Connelly
Anthony T. Enders
Alexander T. Ercklentz
Terrence M. Farley
John A. Gehret

Elbridge T. Gerry, Jr.
Kristen F. Giarrusso
Ronald J. Hill
Landon Hilliard
Jeffrey R. Holland

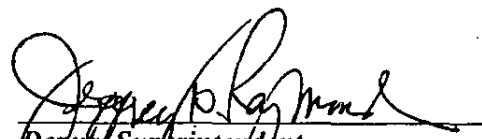
Michael Kraynak, Jr.
Douglas L. Maine
John P. Molner
Donald B. Murphy
Eugene C. Rainis

of **BROWN BROTHERS HARRIMAN & CO.**, who have applied for authorization to conduct within this State the business of Private Bankers, in accordance with the provisions of Article IV of the Banking Law, and it appearing that such business may be safely entrusted to such persons and that they have complied with the requirements of law and fulfilled all the conditions precedent to commencing business imposed by Chapter II of the Consolidated Laws;

NOW, THEREFORE, I, JEFFREY G. RAYMOND, Deputy Superintendent, Foreign and Wholesale Banks, Banking Division, New York State Department of Financial Services, **DO HEREBY AUTHORIZE** the said named persons to transact the business of Private Bankers at 140 Broadway, New York, within this State, effective on or after February 25, 2015.

*Witness, my hand and official seal of the Department of Financial Services at the City of
New York, this 25th day of February two thousand and fifteen.*



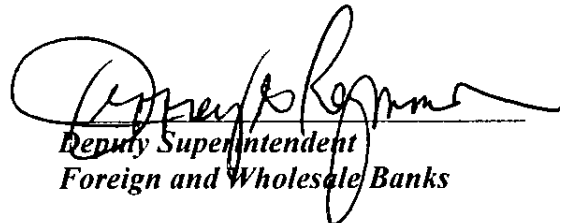

*Deputy Superintendent
Foreign and Wholesale Banks*

New York State
Department of Financial Services

I, JEFFREY G. RAYMOND, Deputy Superintendent, Foreign and Wholesale Banks, Banking Division, New York State Department of Financial Services, **DO HEREBY CERTIFY:**

THAT, BROWN BROTHERS HARRIMAN & CO., is a partnership which has been issued an authorization certificate to engage in business in New York as a private banker under Article IV of the Banking Law. Its office for the transaction of business is located at **140 Broadway, New York, New York.** The authorization certificate of such partnership has not been revoked or suspended and such partnership is a subsisting **private banker** under the supervision of this Department.


WITNESS, my hand and official seal of the Department of Financial Services at the City of New York, this **6th** day of **March** in the Year **two thousand and fifteen.**


Deputy Superintendent
Foreign and Wholesale Banks

New York State
Department of Financial Services

I, **JEFFREY G. RAYMOND**, Deputy Superintendent, Foreign and Wholesale Banks, Banking Division, New York State Department of Financial Services, do hereby certify that I have caused the annexed copy of the **Authorization Certificate to Continue Business for BROWN BROTHERS HARRIMAN & CO.** – filed in the Office of the Superintendent of Financial Services on **February 25, 2015**, to be compared by a competent clerk with the original on file in the Department of Financial Services, and the same is a correct copy of said **certificate** and of the whole thereof.

**IN WITNESS WHEREOF, I have hereunto
set my hand and affixed the official seal of
the Department of Financial Services at New
York, New York, this 6th day of March 2015.**


Deputy Superintendent
Foreign and Wholesale Banks