

# P980000016858

Inter-Office  
Communication

Comptroller of Florida  
Division of Banking

900002441249--7

-02/26/98--01029--003

\*\*\*\*140.00 \*\*\*\*140.00

DATE: February 20, 1998

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

FROM: Bruce Ricca, Licensing and Chartering *BR*

SUBJ: **WACHOVIA TRUST COMPANY**  
Palm Beach, Palm Beach County  
(Approved New Trust Company)

Please file the attached Articles of Incorporation for the above-referenced bank, using **today's date**, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Division of Banking  
Office of Licensing and Chartering  
101 East Gaines Street, Suite 636
- (2) One copy to: Mr. Russell T. Kamradt  
Akerman, Senterfitt & Eidson  
777 South Flagler Drive, Suite 900  
West Palm Beach, Florida 33401

**FILED**  
98 FEB 20 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*35.00 F.F.  
105.00 C.C.  
140.00*

The attached is a check which represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 414-8066.

BR.articles

cc: Bureau of Financial Institutions - District II

*BRP  
2-19-98*

ARTICLES OF INCORPORATION OF  
WACHOVIA TRUST COMPANY

FILED

98 FEB 20 PM 2:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

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

The name of the Corporation shall be Wachovia Trust Company and its initial place of business shall be at 180 Royal Palm Way, in the City of Palm Beach, in the County of Palm Beach and State of Florida.

ARTICLE II

The general nature of the business to be transacted by the Corporation shall be that of a general trust company business with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes regulating the organization, powers, and management of trust corporations.

ARTICLE III

The total number of shares authorized to be issued by the Corporation shall be 5,000,000. Such shares shall be of a single class and shall have a par value of \$1.00 per share. The Corporation shall begin business with at least \$1,050,000.00 in paid-in common capital stock to be divided into 1,050,000 shares. The amount of surplus with which the Corporation will begin business will be not less than \$820,000.00 and the amount of undivided profits, not less than \$200,000.00 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 business of the Corporation shall be managed by a Board of Directors which shall not be fewer than five (5). The names and street addresses of the first directors of the Corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Anthony Comparato	144 Coconut Palm Boca Raton, FL 33432
Robert J. Kniejski	100 North Main Street Winston-Salem, NC 27150-7261
John Marino	14662 Rolling Rock Place West Palm Beach, FL 33414
Warren S. Orlando	21731 Frontenac Court Boca Raton, FL 33433
D. Gary Thompson	191 Peachtree Street, NE 31st Floor Atlanta, GA 30303-1757

## ARTICLE VI

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

## ARTICLE VII

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

## ARTICLE VIII

The Corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, indemnify any officer, Director, employee or agent or former officer, Director, employee or agent or the heirs, executors or administrators of such person who was or is a party to any proceeding against such person by reason such person's acting on behalf of the Corporation against (a) in the case of any proceeding other than an action by or in the right of the Corporation, liability incurred in connection with such proceeding including any appeal thereof, or (b) in the case of any proceeding by or in the right of the Corporation, expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion; provided, however, that the Corporation shall not indemnify any officer, Director, employee or agent if a judgment, settlement or other final adjudication establishes that the officer's, Director's, employee's or agent's actions or omissions to act were material to the cause of action so adjudicated and constitute:

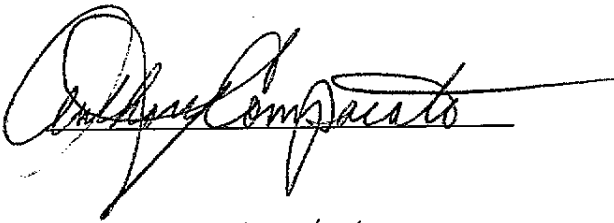
- (A) a violation of criminal law, unless the officer, Director, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;
- (B) a transaction from which the officer, Director, employee or agent derived an improper personal benefit, either directly or indirectly;
- (C) in the case of a Director, a circumstance under which the liability provisions of F.S. Section 607.0834, governing a Director's liability for unlawful distribution to shareholders, is applicable; or

(D) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

In witness of the foregoing, the undersigned director(s) have executed these Articles of Incorporation this \_\_\_\_\_ day of \_\_\_\_\_, A.D. 19\_\_\_\_.

NAME

STREET ADDRESS



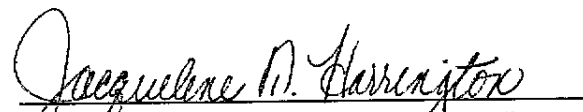
<sup>144</sup>  
~~324~~ Coconut Palm  
Boca Raton, FL 33432

STATE OF NEW YORK )

COUNTY OF MONROE )

The foregoing instrument was acknowledged before me this 11 day of February, 1998, by Anthony Comparato, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.

(SEAL)

  
Notary Public -- State of New York at Large  
My Commission Expires 5/27/98

JACQUELINE T. HARRINGTON  
Notary Public, State of New York  
Monroe County  
Commission Expires May 27, 1998

NAME

STREET ADDRESS

Robert S. Kniejski

100 North Main Street  
Winston-Salem, NC 27150-7261

STATE OF FLORIDA )

COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 11 day of February, 1998,  
by Robert S. Kniejski, who is personally known to me or who has produced  
\_\_\_\_\_ as identification and who did/did not take an oath.

(SEAL)

Karen S. Bosarge

Notary Public -- State of Florida at Large  
My Commission Expires 7/15/01

OFFICIAL NOTARY SEAL  
KAREN S BOSARGE  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC663966  
MY COMMISSION EXP JULY 15,2001

NAME

STREET ADDRESS

John Marino

14662 Rolling Rock Place  
West Palm Beach, FL 33414

STATE OF FLORIDA )

COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 11th day of February, 1998,  
by John Marino, who is personally known to me or who has produced \_\_\_\_\_  
as identification and who did/did not take an oath.

(SEAL)



Virginia Stalnaker  
MY COMMISSION # CC491555 EXPIRES  
August 24, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

Virginia Stalnaker  
Notary Public -- State of Florida at Large

My Commission Expires August 24, 1999

NAME

STREET ADDRESS

Warren S. Orlando

21731 Frontenac Court  
Boca Raton, FL 33433

STATE OF FLORIDA )

COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 11th day of February 1998,  
by Warren S. Orlando, who is personally known to me or who has produced  
\_\_\_\_\_ as identification and who did/did not take an oath.

(SEAL)



Virginia Stalnaker  
MY COMMISSION # CC491556 EXPIRES  
August 24, 1999  
BONDED THRU TROY FAIN INSURANCE, INC.

Virginia Stalnaker  
Notary Public -- State of Florida at Large  
My Commission Expires August 24, 1999



NAME

STREET ADDRESS

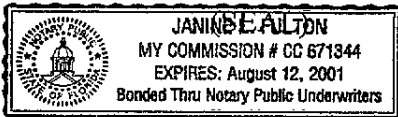
D. Gary Thompson

191 Peachtree Street, NE  
31st Floor  
Atlanta, GA 30303-1757

STATE OF FLORIDA )

COUNTY OF MONROE )

The foregoing instrument was acknowledged before me this 14th day of February, 1998,  
by D. Gary Thompson, who is personally known to me or who has produced  
\_\_\_\_\_ as identification and who did/did not take an oath.



Janine E. Fulton  
Notary Public -- State of Florida at Large  
My Commission Expires 8-12-01

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Approved by the Department of Banking and Finance this 19TH day of February 1998.  
Tallahassee, Florida

Robert H. Reagan  
Comptroller of the State of Florida and  
Head of the Department of Banking and Finance

**FILED**  
98 FEB 20 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA