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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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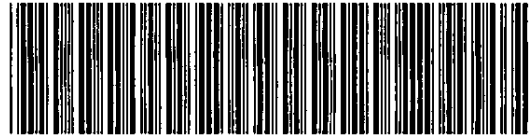
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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STATE OF TEXAS
CLERK OF COURTS

J. SAULSBERRY
EXAMINER

MAY 3 2013

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

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TALLAHASSEE, FL
CLERK OF SUPERIOR COURT

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

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

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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:

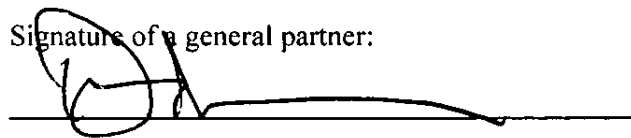
☐ The entity elects to be a limited liability limited partnership.

☐ 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

Schedule A

Brown Brothers Harriman & Co. Limited Partnership

GENERAL PARTNERS as of January 1, 2013

<u>Name</u>	<u>Office</u>
Thomas E. Berk	Brown Brothers Harriman & Co. 40 Water Street Boston, Massachusetts 02109
Brian A. Berris	Brown Brothers Harriman & Co. 140 Broadway New York, New York 10005-1101
Taylor S. Bodman	Brown Brothers Harriman & Co. 40 Water Street Boston, Massachusetts 02109
John J. Borland	Brown Brothers Harriman & Co. 150 South Wacker Drive, Suite 3250 Chicago, Illinois 60606
Timothy J. Connelly	Brown Brothers Harriman & Co. 40 Water Street Boston, Massachusetts 02109
Geoffrey M. Cook	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. 1531 Walnut Street Philadelphia, Pennsylvania 19102-3098
Douglas A. Donahue, Jr.	Brown Brothers Harriman & Co. 40 Water Street Boston, Massachusetts 02109
Dario Galindo	Brown Brothers Harriman & Co. 140 Broadway New York, New York 10005-1101

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Kathryn C. George

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

Kristen F. Giarrusso

Brown Brothers Harriman & Co.
40 Water Street
Boston, Massachusetts 02109

Timothy E. Harch

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 Toranomom, Minato-ku
Tokyo, 105-0001
Japan

Landon Hilliard

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

Jeffrey R. Holland

Brown Brothers Harriman & Co.
40 Water Street
Boston, Massachusetts 02109

Charles O. Izard

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

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.
40 Water Street
Boston, Massachusetts 02109

T. Michael Long

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

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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

Jeffrey B. Meskin

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

John P. Molner

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

Donald B. Murphy

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 Toranomon, 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
Styne House
Upper Hatch Street
Dublin 2, Ireland

Christopher C. Remondi

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

A. Heaton Robertson III

Brown Brothers Harriman & Co.
40 Water Street
Boston, Massachusetts 02109

William Rosensweig

c/o Brown Brothers Harriman (Hong Kong) Limited
International Commerce Centre,

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Jeffrey A. Schoenfeld

1 Austin Road West Kowloon, Hong Kong

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

Lawrence C. Tucker

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William B. Tyree

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

Maroa C. Velez

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

Douglas C. Walker

Brown Brothers Harriman & Co.
1531 Walnut Street
Philadelphia, Pennsylvania 19102-3098

William J. Whelan, Jr.

Brown Brothers Harriman & Co.
40 Water Street
Boston, Massachusetts 02109

Richard H. Witmer, Jr.

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

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**BROWN **
BROTHERS
HARRIMAN

April 19, 2013

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:

2. the conversion of Anthony T. Enders, A. T. Ercklentz, John A. Gehret, Robert Gould, from General Partners to Limited Partners, effective January 1, 2012

3. the withdrawal of Mr. John C. Hanson passed away on January 30, 2013 and Mr. Stokley Towles who passed away on February 14, 2013.

I've included a certified true copy of our Certificate of Authority listing all the general and limited partners and an 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 contact me at (212) 493-8356 or via email at kadeidre.screen@bbh.com.

Sincerely,



Kadeidre Screen
Senior Paralegal

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TALLAHASSEE, FLORIDA
CLERK OF THE COURT

New York State
Department of Financial Services

WHEREAS, the Superintendent of Financial Services of the State of New York did, on the 12th day of October, 2012, pursuant to the provisions of Article IV of the Banking Law, authorize:

GENERAL PARTNERS/CLASS 1 LIMITED PARTNERS

Thomas E. Berk
Brian A. Berris
Taylor S. Bodman
John J. Borland
Timothy J. Connelly
Geoffrey M. Cook
Carl S. Cutler
Douglas A. Donahue, Jr.
Dario Galindo
Kathryn C. George
Kristen F. Giarrusso
Timothy E. Hartch
Kyosuke Hashimoto
Landon Hilliard

Jeffrey R. Holland
Charles O. Izard
Jared S. Keyes
Radford W. Klotz
Susan C. Livingston
T. Michael Long
Hampton S. Lynch, Jr.
Michael W. McConnell
Jeffrey B. Meskin
John P. Molner
Donald B. Murphy
Yukinori Nagahisa
John A. Nielsen
Sean Pairceir

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
Douglas C. Walker
William J. Whelan, Jr.
Richard H. Witmer, Jr.

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CLASS 2 LIMITED PARTNERS

J. William Anderson
Walter H. Brown
Anthony T. Enders
Alexander T. Ercklentz
Terrence M. Farley

John A. Gehret
Elbridge T. Gerry, Jr.
Robert R. Gould
John C. Hanson
Ronald J. Hill

Michael Kraynak, Jr.
Douglas L. Maine
Eugene C. Rainis
Stokley P. Towles

to transact business as Private Bankers at 140 Broadway, in the Borough of Manhattan, City of New York, under the firm name "**BROWN BROTHERS HARRIMAN & CO.**", and

WHEREAS, the continuation of the business of the above Private Bankers has been provided for in an Authorization Certificate issued this day to the following members of said firm:

GENERAL PARTNERS/CLASS 1 LIMITED PARTNERS

Thomas E. Berk
Brian A. Berris
Taylor S. Bodman
John J. Borland
Timothy J. Connelly
Geoffrey M. Cook
Carl S. Cutler
Douglas A. Donahue, Jr.
Dario Galindo
Kathryn C. George
Kristen F. Giarrusso
Timothy E. Hartch
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Robert R. Gould
John C. Hanson
Ronald J. Hill

Michael Kraynak, Jr.
Douglas L. Maine
Eugene C. Rainis
Stokley P. Towles

NOW, THEREFORE, the aforesaid Authorization Certificate issued to:

GENERAL PARTNERS/CLASS 1 LIMITED PARTNERS

Thomas E. Berk
Brian A. Berris
Taylor S. Bodman
John J. Borland
Timothy J. Connelly
Geoffrey M. Cook
Carl S. Cutler
Douglas A. Donahue, Jr.
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Eugene C. Rainis
Stokley P. Towles

on October 12, 2012 to transact business as Private Bankers in the Borough of Manhattan, City of New York, under the firm name "**BROWN BROTHERS HARRIMAN & CO.**", is **HEREBY REVOKED**, effective as of February 1, 2013, as part of the procedure required for the continuation of the business of Private Bankers.

*Witness, my hand and official seal of the Department of Financial Services at the City of
New York, this 1st day of February two thousand and thirteen.*


Regina A. Sten
Deputy Superintendent
Foreign and Wholesale Banks

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
Timothy J. Connelly
Geoffrey M. Cook
Carl S. Cutler
Douglas A. Donahue, Jr.
Dario Galindo
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Richard H. Witmer, Jr.

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CLASS 2 LIMITED PARTNERS

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Terrence M. Farley
John A. Gehret

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Robert R. Gould
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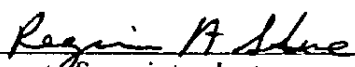
Michael Krainak, Jr.
Douglas L. Maine
Eugene C. Rainis
Stokley P. Towles

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, **REGINA A. STONE**, 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 1, 2013.

Witness, my hand and official seal of the Department of Financial Services at the City of
New York, this 1st *day of* February *two thousand and thirteen.*




Deputy Superintendent
Foreign and Wholesale Banks

New York State
Department of Financial Services

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NEW YORK STATE DEPARTMENT OF FINANCIAL SERVICES

I, **REGINA A. STONE**, 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 **January 5, 2012**, 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 10th day of February 2012.

Regina A. Stone
Deputy Superintendent
Foreign and Wholesale Banks