





**Wolters Kluwer**  
Corporate Legal Services

**CT Corporation**

515 East Park Avenue  
Tallahassee, FL 32301

850 558 1930 tel  
855 637 1628 fax  
[www.ctcorporation.com](http://www.ctcorporation.com)

May 28, 2015

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

Re: Order #: 9566713 SO  
Customer Reference 1: None Given  
Customer Reference 2: None Given

Dear Department of State, Florida :

Please obtain the following:

CORPORATE CAPITAL TRUST II (DE)  
Misc - Foreign Corporate Filing - Filing to Qualify a Trust  
Florida

CORPORATE CAPITAL TRUST II (DE)  
Obtain Document - Misc - Certified Copies of the filing to  
Qualify a Trust  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 .

Thank you very much for your help.

Sincerely,

Connie R Bryan  
Senior Fulfillment Specialist  
[Connie.Bryan@wolterskluwer.com](mailto:Connie.Bryan@wolterskluwer.com)

**AFFIDAVIT TO THE FLORIDA SECRETARY OF STATE  
TO FILE OR QUALIFY**

CORPORATE CAPITAL TRUST II

**A DELAWARE STATUTORY TRUST**

In accordance with Section 609.02 of the Florida Statutes, pertaining to  
Common Law Declarations of Trust, the undersigned, the Chairman of the  
Board of Trustees of Corporate Capital Trust II, a

(Name of Trust)

Delaware Statutory \_\_\_\_\_ Trust hereby affirms in order to file or qualify  
(State)  
Corporate Capital Trust II, in the State of Florida.  
(Name of Trust)

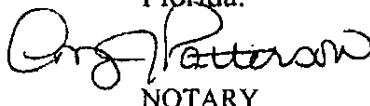
1. Two or more persons are named in the Trust.
2. The principal address is 450 So. Orange Avenue, Orlando, FL 32801

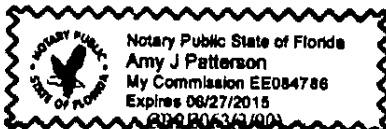
3. The registered agent and street address in the State of Florida is:  
Linda A. Scarcelli, 450 So. Orange Avenue, Orlando, FL 32801

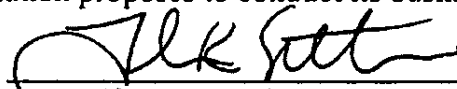
4. Acceptance by the registered agent: Having been named as registered  
agent to accept service of process for the above named Declaration of Trust  
at the place designated in this affidavit, I hereby accept the appointment as  
registered agent and agree to act in this capacity.

  
(Signature of Registered Agent)

5. I certify that the attached is a true and correct copy of the Declaration of  
Trust under which the association proposes to conduct its business in  
Florida.

  
NOTARY



  
Name: Thomas K. Sittema  
Chairman of the Board of Trustees

Filing Fee: \$350.00  
Certified Copy: \$ 8.75 (optional)

FILED  
15 MAY 28 AM 9:18  
TALLAHASSEE

**DECLARATION OF TRUST  
OF  
CORPORATE CAPITAL TRUST II - T**

THIS DECLARATION OF TRUST, dated as of August 12, 2014, is made by the individual trustees identified on the signature page hereto (each a "Trustee" and collectively, the "Trustees") and The Corporation Trust Company, as Delaware trustee (the "Delaware Trustee"). The Trustees and the Delaware Trustee hereby agree as follows:

1. The trust formed hereby (the "Trust") shall be known as "Corporate Capital Trust II- T" in which name the Trustees may conduct the business of the Trust, make and execute contracts, and sue and be sued.

2. The Trustees hereby acknowledge that they are holding the sum of \$10 in trust, which amount shall constitute the initial trust estate. The Trustees hereby declare that they will hold the trust estate in trust for such persons as may become entitled to a beneficial interest in the trust estate. It is the intention of the parties hereto that the Trust created hereby constitute a statutory trust under Chapter 38 of Title 12 of the Delaware Code, 12 Del. Code § 3801 et seq. (the "Statutory Trust Act"), and that this document constitutes the governing instrument of the Trust. The Trustees and the Delaware Trustee are hereby authorized and directed to execute and file a certificate of trust in the office of the Secretary of State of the State of Delaware in the form attached hereto. The Trust is hereby established by the Trustees for the purpose of becoming a business development company subject to making an election under the Investment Company Act of 1940, as amended (the "1940 Act"), and engaging in such other activities as are necessary, convenient or incidental thereto.

3. The Trustees and the Delaware Trustee intend to enter into an amended and restated Declaration of Trust, satisfactory to each party thereto, to provide for the contemplated operation of the Trust formed hereby. Prior to the execution and delivery of such amended and restated Declaration of Trust, the Trustees and the Delaware Trustee shall not have any duty or obligation hereunder or with respect to the trust estate, except as required by law.

4. The Trust is authorized to offer and issue 1,001,000,000 shares of which 1,000,000,000 shares shall be common stock having a par value of \$0.001 per share and 1,000,000 shares shall be preferred stock having a par value of \$0.001 per share.

5. The Trustees and the officers of the Trust are hereby authorized: (i) to prepare and file with the Securities and Exchange Commission (the "Commission") and execute, in each case on behalf of the Trust, (a) a Registration Statement on Form N-2, including any pre-effective or post-effective amendments to such Registration Statement, relating to the registration of the securities of the Trust under the Securities Act of 1933, as amended (the "1933 Act"), (b) a Registration Statement on Form 8-A (including any pre-effective or post-effective amendments thereto) relating to the registration of the securities of the Trust under Section 12(g) of the Securities Exchange Act of 1934, as amended (the "1934 Act"), (c) the Notice of Intent to Elect to be Subject to Section 55 through 65 of the 1940 Act on Form N-6F, (d) the Notification of Election to be Subject to Section 55 through 65 of the 1940 Act on Form N-54A and (e) any

additional filing, including any filings under Rule 462(b), 462(d) and 497 of the 1933 Act, request, report or application or amendment thereto with the Commission that may be required from time to time under the 1940 Act, the 1933 Act or the 1934 Act, and the rules and regulations promulgated thereunder; (ii) to cause the Trust to elect to be treated as a regulated investment company under Subchapter M of the Internal Revenue Code of 1986, as amended, as may be set forth in a Registration Statement referenced herein, (iii) to prepare, execute and file, in each case on behalf of the Trust, such applications, reports and other papers and documents as may be required by the Financial Industry Regulatory Authority, (iv) to prepare, execute and file, in each case on behalf of the Trust, such applications, reports, surety bonds, irrevocable consents, appointments of attorney for service of process and other papers and documents as shall be necessary or desirable to register the securities of the Trust under the securities or "blue sky" laws of such jurisdictions as the Trustees and officers may deem necessary or desirable; (v) to negotiate the terms of, and execute on behalf of the Trust, such distribution agreements, investment advisory agreements and other contracts among the Trust and any other persons relating to the issuance of the securities of the Trust, satisfactory to each such party and (vi) to make any and all necessary filings and to take any and all actions, including, without limitation, the execution and delivery of any and all documents, amendments, certificates or other instruments, that they, together with and upon the advice of counsel, shall deem necessary or advisable to conduct the business of the Trust, such determination to be conclusively evidenced by the taking of such actions and steps and the execution and delivery of such documents, amendments, certificates or other instruments.

6. The Delaware Trustee is named herein for purposes of satisfying the requirements of Section 3807 of the Statutory Trust Act only. The duties of the Delaware Trustee shall be limited to the execution of any certificates required to be filed with the Delaware Secretary of State which the Delaware Trustee is required to execute under Section 3811 of the Statutory Trust Act. The Corporation Trust Company, the Delaware Trustee, shall accept legal process served on the Trust in the State of Delaware.

7. The number of Trustees initially shall be two (2) and thereafter the number of Trustees shall be such number as shall be fixed from time to time by a written instrument signed by a majority of the Trustees, which may increase or decrease the number of Trustees; provided, however, that the number of Trustees shall in no event be less than one (1). Subject to the foregoing, the Trustees, acting by majority vote, are entitled to appoint or remove without cause any Trustee at any time. Any Trustee may resign upon 30 days prior notice to the other Trustees.

8. (a) The Trustees, the Delaware Trustee and the officers of the Trust (the "Fiduciary Indemnified Persons") shall not be liable, responsible or accountable in damages or otherwise to the Trust, the Trustees, the Delaware Trustee or any holder of the Trust's securities for any loss, damage or claim incurred by reason of any act or omission performed or omitted by the Fiduciary Indemnified Persons in good faith on behalf of the Trust and in a manner the Fiduciary Indemnified Persons reasonably believed to be within the scope of authority conferred on the Fiduciary Indemnified Persons by this Declaration of Trust or by law, except that the Fiduciary Indemnified Persons shall be liable for any such loss, damage or claim incurred by

reason of the Fiduciary Indemnified Person's gross negligence, bad faith or willful misconduct with respect to such acts or omissions.

(b) The Fiduciary Indemnified Persons shall be fully protected in relying in good faith upon the records of the Trust and upon such information, opinions, reports or statements presented to the Trust by any person as to matters the Fiduciary Indemnified Persons reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Trust, including information, opinions, reports or statements as to the value and amount of the assets, liabilities, profits, losses, or any other facts pertinent to the trust estate.

9. The Trust shall, to the fullest extent permitted by applicable law,

(a) indemnify and hold harmless each Fiduciary Indemnified Person from and against any loss, damage, liability, claim, action, suit, tax, penalty, expense or claim of any kind or nature whatsoever incurred by the Fiduciary Indemnified Persons by reason of the creation, operation or termination of the Trust, except that no Fiduciary Indemnified Persons shall be entitled to be indemnified in respect of any loss, damage, liability, action, suit or claim incurred by the Fiduciary Indemnified Persons by reason of gross negligence, bad faith or willful misconduct with respect to such acts or omissions; and

(b) advance expenses (including legal fees) incurred by a Fiduciary Indemnified Person in defending any claim, demand, action, suit or proceeding shall, from time to time, prior to the final disposition of such claim, demand, action, suit or proceeding, upon receipt by the Trust of an undertaking by or on behalf of such Fiduciary Indemnified Persons to repay such amount if it shall be determined that such Fiduciary Indemnified Person is not entitled to be indemnified as authorized in the preceding subsection.

10. The provisions of Section 9 shall survive the resignation or removal of the Fiduciary Indemnified Persons. The right to indemnification conferred under Section 9: (A) shall be a contract right and (B) shall not be affected adversely as to any Fiduciary Indemnified Persons by any amendment or repeal of this Declaration of Trust without prior written consent of such adversely affected Fiduciary Indemnified Person.

11. The Trust may dissolve, wind-up and terminate without issuing any securities at the election of the Trustees.

12. This Declaration of Trust and the rights of the parties hereunder shall be governed by and interpreted in accordance with the laws of the State of Delaware and all rights and remedies shall be governed by such laws without regard to the principles of conflict of laws.

13. Concerning the Delaware Trustee.

(a) Pursuant to Section 3806(c) of the Statutory Trust Act, to the extent that at law or in equity the Delaware Trustee, as trustee, has duties (including fiduciary duties) and liabilities relating to the Trust or to beneficiaries thereof, the Delaware Trustee's duties and liabilities are

hereby eliminated and restricted to the fullest extent allowable under applicable law to the terms of this Declaration of Trust and the Delaware Trustee shall not be liable to the Trust or to any beneficial owner of the Trust for any action taken in good faith reliance on the terms of this Declaration of Trust.

(b) The Delaware Trustee accepts the trusts hereby created and agrees to perform its duties hereunder with respect to the same but only upon the terms of this Declaration of Trust. The Delaware Trustee shall not be liable to the Trust or its beneficiaries for any of its acts or omissions except for acts or omissions constituting gross negligence, bad faith or willful misconduct. In particular, but not by way of limitation:

(i) The Delaware Trustee shall not have any duty or obligation to manage or deal with the Trust's property, or to otherwise take or refrain from taking any action under, or in connection with, any document contemplated hereby to which the Delaware Trustee is a party, except as expressly provided by the terms of this Declaration of Trust, and no implied duties or obligations shall be read herein against the Delaware Trustee, including without limitation that no action requested of the Delaware Trustee shall require the performance of any investigation, analysis, or other due diligence activities by the Delaware Trustee in respect to such action or the performance of its duties on behalf of the Trust generally; and

(ii) Pursuant to Section 3803(b) of the Statutory Trust Act, the Delaware Trustee shall not be liable to any person other than the Trust or a beneficiary of the Trust for any act, omission or obligation of the Trust or any trustee thereof and all persons having any claim against the Delaware Trustee by reason of the transactions contemplated by this Declaration of Trust or any other agreement or instrument related to the Trust shall look only to the Trust's property for payment or satisfaction thereof.

(c) The Delaware Trustee may resign upon thirty (30) days prior notice to the Trustees. If no successor has been appointed within such thirty (30) day period, the Delaware Trustee may, at the expense of the Trust, petition a court to appoint a successor trustee. Any person into which the Delaware Trustee may be merged or with which it may be consolidated, or any person resulting from any merger or consolidation to which the Delaware Trustee shall be a party, or any person which succeeds to all or substantially all of the corporate trust business of the Delaware Trustee, shall be the successor Delaware Trustee under this Declaration of Trust without the execution, delivery or filing of any paper or instrument or further act to be done on the part of the parties hereto, except as may be required by applicable law.

(d) The Delaware Trustee will be compensated in accordance with a separate fee agreement with the Delaware Trustee.

**[REMAINDER OF PAGE INTENTIONALLY BLANK]**

IN WITNESS WHEREOF, the parties hereto have caused this Declaration of Trust to be duly executed as of the day and year first above written.

**TRUSTEES:**

DocuSigned by:  
Thomas K. Sittima  
Name: Thomas K. Sittima

DocuSigned by:  
Erik A. Falk  
Name: Erik A. Falk

**DELAWARE TRUSTEE:**

**THE CORPORATION TRUST COMPANY**

DocuSigned by:  
By: Jennifer A. Schwartz  
Name: Jennifer A. Schwartz  
Title: Assistant Vice President



# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CORPORATE CAPITAL TRUST II" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF MAY, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CORPORATE CAPITAL TRUST II" WAS FORMED ON THE TWELFTH DAY OF AUGUST, A.D. 2014.



5584921 8300

150745642

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 2403333

DATE: 05-22-15

# Delaware

PAGE 1

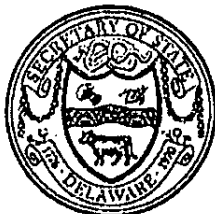
*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CORPORATE CAPITAL TRUST II - T", CHANGING ITS NAME FROM "CORPORATE CAPITAL TRUST II - T" TO "CORPORATE CAPITAL TRUST II", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF MAY, A.D. 2015, AT 12:45 O'CLOCK P.M.

5584921 8100

150745642

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 2403332

DATE: 05-22-15

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:44 PM 05/22/2015  
FILED 12:45 PM 05/22/2015  
SRV 150745642 - 5584921 FILE

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT TO  
CERTIFICATE OF TRUST**

Pursuant to Title 12, Section 3810(b) of the Delaware Statutory Trust Act, the undersigned Trust executed the following Certificate of Amendment:

1. Name of Statutory Trust: Corporate Capital Trust II - T
2. The Certificate of Amendment to the Certificate of Trust is hereby amended as follows:

1. The name of the statutory trust formed by Certificate of Trust filed on August 12, 2014, is amended to become, Corporate Capital Trust II.

[set forth amendment(s)]
3. (Please complete with either upon filing or it may be a future effective date that is within 90 days of the file date) This Certificate of Amendments shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 21 day of May, 2015 A.D.

Designated by  
By: Thomas K. Sittima  
DCP COM/758774 Trustee  
Name: Thomas K. Sittima  
Type or Print

FILED  
15 MAY 28 AM 9:18  
TALLERMAN, DELO