

Document Number Only

D9900000000014

CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32310 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

100002829941--9

-04/05/99-01002-001

\*\*\*\*350.00\*\*\*\*350.00

Chrysler Trust

FILED  
99 APR -5 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Limited Liability Company

☐ Limited Partnership

☐ Annual Report

☒ Other Business

☐ Reinstatement

☐ Name Registration

☐ Change of R.A. Trust

☐ Fictitious Name

☐ UCC-1 Financing Statement

☐ UCC-3 Filing

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☒ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Please Return Extra Copies  
File Stamped.

Thank You!!

APR 5 1999

Hope

350.00 F.F.

99 APR -5 AM 11:44  
DIVISION OF CORPORATION

RECEIVED



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 29, 1998

CT CORPORATION SYSTEM  
660 E JEFFERSON STREET  
TALLAHASSEE, FL 32301

SUBJECT: CHRYSLER TRUST  
Ref. Number: W98000022237

We have received your document for CHRYSLER TRUST and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is a balance due of \$210.00.

PURSUANT TO FLORIDA STATUTES 609, YOU MUST PROVIDE THE DEPARTMENT OF STATE WITH THE DECLARATION OF TRUST AND AN AFFIDAVIT SIGNED BY THE CHAIRMAN THAT THE TRUST IS TRUE AND CORRECT.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 398A00048796

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

TOTAL P.02

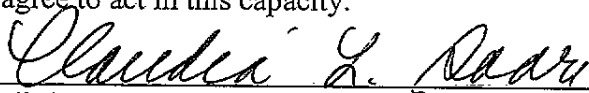
**AFFIDAVIT TO THE SECRETARY OF STATE OF FLORIDA  
TO FILE OR QUALIFY**

**CHRYSLER TRUST  
A DELAWARE BUSINESS TRUST**

**FILED**  
99 APR -5 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

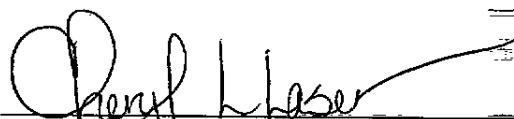
In accordance with Section 609.02 of the Florida Statutes, pertaining to Common Law Declarations of Trust, the undersigned, the Trustee of Chrysler Trust, a Delaware Business Trust, hereby affirms in order to file or qualify Chrysler Trust, in the State of Florida.

1. Two or more persons are named in the Trust.
2. The principal address is 27777 Franklin Road (CIMS 465-25-55), Southfield, Michigan 48034.
3. The registered agent and office in the State of Florida is:  
CT Corporation System Registered Office, 1200 South Pine Island Road, C/O CT Corporation System, Plantation, Florida 33324.
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.


  
\_\_\_\_\_  
Claudia L. Saari, Assistant Secretary - CT Corporation System

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.

State of New York )  
County of New York

  
\_\_\_\_\_  
Cheryl L. Laser, Assistant Vice President  
The Bank of New York (Delaware), Trustee

Subscribed and sworn to before me this  
17th day of March, 1999.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

O:\Connolly\Florida affidavit to qualify.doc

HENRY J. ACOSTA  
Notary Public, State of New York  
No. 01AC6017533  
Qualified in New York County  
Commission Expires Dec 14, 2000

FILED

99 APR -5 PM 3: 24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TRUST AGREEMENT, dated as of May 12, 1998, among Chrysler Financial Corporation, a Michigan corporation, as Depositor, and The Bank of New York (Delaware), a Delaware banking corporation, not in its individual capacity but solely as Delaware Trustee ("Delaware Trustee"). The Depositor and the Delaware Trustee hereby agree as follows:

1. The trust created hereby shall be known as "Chrysler Trust", in which name the Delaware Trustee may conduct the business of the Trust, make and execute contracts, and sue and be sued.

2. The Depositor hereby assigns, transfers, conveys and sets over to the Delaware Trustee the sum of \$1. The Delaware Trustee hereby acknowledges receipt of such amount in trust from the Depositor, which amount shall constitute the initial trust estate. The Delaware Trustee hereby declares that it will hold the trust estate in trust for the Depositor. It is the intention of the parties hereto that the Trust created hereby constitute a business trust under Chapter 38 of Title 12 of the Delaware Code, 12 Del. C. § 3801 et seq. and that this document constitute the governing instrument of the Trust. The Delaware Trustee is hereby authorized and directed to execute and file a certificate of trust with the Delaware Secretary of State in the form attached hereto.

3. The Depositor and the Delaware Trustee will enter into an amended and restated Trust Agreement, satisfactory to each such party, to provide for the contemplated operation of the Trust created hereby. The amended and restated Trust Agreement will include the addition of a special purpose entity to act as a trustee to hold legal title to motor vehicles and related leases on behalf of the Trust and provisions under which The Bank of New York will administer the Trust. Prior to the execution and delivery of such amended and restated Trust Agreement, the Delaware Trustee shall not have any duty or obligation hereunder or with respect to the trust estate, except as otherwise required by applicable law or as may be necessary, as directed by the Depositor, to obtain prior to such execution and delivery any licenses, consents or approvals required by applicable law or otherwise.

4. This Trust Agreement may be executed in one or more counterparts.

5. The Delaware Trustee may resign upon thirty day's prior notice to the Depositor.

6. To the fullest extent permitted by applicable law, the Depositor shall indemnify and hold harmless the Delaware Trustee from and against any loss, damage or claim incurred by the Delaware Trustee by reason of any act or omission performed or omitted by the Delaware Trustee in good faith on behalf of the Trust and in a manner the Delaware Trustee reasonably believed to be within the scope of authority conferred on the Delaware Trustee by this Trust Agreement, except that the Delaware Trustee shall not be entitled to be indemnified in respect of any loss, damage or claim incurred by the Delaware Trustee by reason of negligence or willful misconduct with respect to such acts or omissions.

\* \* \* \* \*

IN WITNESS WHEREOF, the parties hereto have caused this Trust Agreement to be duly executed by their respective officers hereunto duly authorized, as of the day and year first above written.

CHRYSLER FINANCIAL  
CORPORATION, as Depositor

By: 

Name:

Bryan C. Babbish

Title:

Assistant Secretary

THE BANK OF NEW YORK (DELAWARE)  
not in its individual capacity  
but solely as Delaware Trustee

By: 

Name:

CHERYL L. LASER

Title:

Assistant Vice President

FROM RICHARDS, LAYTON#10

(TUE) 5.12' 98 17:51/ST

S /// STATE OF DELAWARE /// V  
A DIVISION OF CORPORATIONS /// O  
M FILED/05/12/98/PM/05/12/1998/ D  
P /// 981182556 /// 2895803 ///  
BY Pauline L. Fry

CERTIFICATE OF TRUST  
OF  
CHRYSLER TRUST

THIS Certificate of Trust of CHRYSLER TRUST (the "Trust") is being duly executed and filed by The Bank of New York (Delaware), a Delaware banking corporation, as Delaware trustee, to form a business trust under the Delaware Business Trust Act (12 Del.C. 53801 et seq.).

1. Name. The name of the business trust formed hereby is Chrysler Trust.
2. Delaware Trustee. The name and business address of the trustee of the Trust in the State of Delaware is The Bank of New York (Delaware), White Clay Center, Newark, Delaware 19711.
3. Effective Date. This Certificate of Trust shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned, being the sole trustee of the Trust, has executed this Certificate of Trust.

THE BANK OF NEW YORK (DELAWARE),  
as Delaware Trustee

By:

Name:

Title:

  
CHERYL L. LASER  
Assistant Vice President

RLF3-1022621-1

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 05:00 PM 05/12/1998  
981182556 - 2895803