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Inter-Office
Communication

Comptroller of Florida
Division of Banking

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 25 PM 3:04

DATE: August 25, 2000
TO: Karon Beyer, Department of State, Division of Corporations -
Bureau of Commercial Recording
FROM: John A. Pullen, Division of Banking
SUBJECT: Banca Sella S.p.A. (Proposed New International Bank Agency Office)

Please file the attached "Application By Foreign Corporation For Authorization To Transact Business In Florida" for the above-referenced institution, using today's date, as the effective date. Also attached is a copy of Comptroller Milligan's approval of this international bank agency and some additional documentation (with translations) provided by Banca Sella S.p.A.

Please make the following distribution of certified copies:

(1) One copy to:

Division of Banking
101 East Gaines Street
Suite 636
Tallahassee, Florida 32399-0350

(2) Two copies to:

Rod Jones, Esquire
Shutts & Bowen LLP
20 North Orange Avenue
Suite 1000
Orlando, Florida 32801-3200

Rod Jones GAVE
AUTHORIZATION BY PHONE TO

CORRECT # 1

DATE 8/28

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Also attached is a \$96.25 check which represents payment of the applicable fees. If there is an underpayment, please contact Mr. Jones at (407) 849-4906. If there is an overpayment, please issue a refund to Shutts & Bowen LLP.

If you have any questions, please call me at 410-9527.

Attachment

cc: Federal Reserve Bank of Atlanta, Atlanta, Georgia
Bureau of Financial Institutions - District II

Name	
Availability	<u>let 8/28</u>
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	

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STATE OF FLORIDA
DEPARTMENT OF BANKING AND FINANCE



In re: Application of Banca Sella S.p.A.
To Open an International Bank
Agency Office, in Miami, Miami-Dade
County, Florida

Admin. File No. 3894-B-2/00

FINAL ORDER OF APPROVAL

On February 22, 2000, pursuant to Section 663.05, Florida Statutes, the Comptroller issued the attached Notice of Intent to Approve the above-referenced application of Banca Sella S.p.A. to open an international bank agency office in Miami, Florida. No request for a hearing concerning the proposed action of the Department has been received.

Accordingly, it is ORDERED:

1. The application of Banca Sella S.p.A. to open an international bank agency office in Miami, Florida is APPROVED.
2. The Conditions of Approval specified in the attached Notice of Intent must be satisfied by the Applicant. Failure of the Applicant to carry out these conditions may result in administrative action against the Applicant pursuant to Section 655.037, Florida Statutes.

It is so ordered.

Done and Issued this 17th day of March, 2000, at Tallahassee, Florida.

A handwritten signature in cursive script that reads "Robert F. Milligan".

Robert F. Milligan
Comptroller

NOTICE OF RIGHT TO APPELLATE REVIEW

ANY PARTY WHO IS ADVERSELY AFFECTED BY THIS FINAL ORDER IS ENTITLED TO JUDICIAL REVIEW PURSUANT TO SECTION 120.68, FLORIDA STATUTES. REVIEW PROCEEDINGS ARE GOVERNED BY THE FLORIDA RULES OF APPELLATE PROCEDURE. SUCH PROCEEDINGS ARE COMMENCED BY FILING ONE COPY OF A NOTICE OF APPEAL WITH THE AGENCY CLERK, DEPARTMENT OF BANKING AND FINANCE, SUITE 526, FLETCHER BUILDING, 101 EAST GAINES STREET, TALLAHASSEE, FLORIDA 32399-0350; AND A SECOND COPY, ACCOMPANIED BY THE FILING FEES PRESCRIBED BY SECTION 35.22(3), FLORIDA STATUTES, WITH THE DISTRICT COURT OF APPEAL, FIRST DISTRICT, 300 MARTIN LUTHER KING, JR. BLVD., TALLAHASSEE, FLORIDA 32399-1850, OR IN THE APPELLATE DISTRICT IN WHICH THE PARTY RESIDES. THE NOTICE OF APPEAL MUST BE FILED WITHIN THIRTY (30) DAYS OF RENDITION OF THE FINAL ORDER TO BE REVIEWED.

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the foregoing Final Order of Approval has been furnished by U.S. Mail this 17 day of March, 2000, to Rod Jones, Esq., 20 North Orange Ave., Orlando, FL 32801.



Richard T. Donelan, Jr.
Chief Banking Counsel
Dept. of Banking and Finance
Suite 526, Fletcher Bldg.
101 E. Gaines St.
Tallahassee, FL 32399-0350



OFFICE OF COMPTROLLER

DEPARTMENT OF BANKING AND FINANCE

STATE OF FLORIDA

TALLAHASSEE
32399-0350

ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

February 22, 2000

Rod Jones, Esquire
Shutts & Bowen LLP
20 North Orange Avenue
Suite 1000
Orlando, Florida 32801

Dear Mr. Jones:

Re: Application by Banca Sella, S.p.A. for Authority to Open an
International Bank Agency Office to be Located in Miami, Florida
(Administrative File No. 3894-B-2/00)

The Comptroller of the State of Florida, as head of the Department of Banking and Finance (Department), having considered the information presented in the application for authority to establish an international bank agency office in Miami, Florida, by Banca Sella, S.p.A. (Applicant), gives notice that the Department intends to approve the application and makes the following:

FINDINGS OF FACT

- (1) An application for authority to establish an international bank agency office in Miami, Florida, along with applicable filing fee, was submitted to the Department on June 2, 1999.
- (2) Notice of the application was published in the Florida Administrative Weekly on June 18, 1999. No hearing was requested and none was held.
- (3) After its preliminary review, the Department requested additional information from the Applicant on June 30, 1999. The additional information was received by the Department on August 19, 1999.
- (4) The application states that the proposed international bank agency office will be located in Miami, Florida. A specific address for the proposed office has not been provided.

- (5) On June 29, 1999, the Department requested that its Investigations Division perform background investigations on the following executives of the Applicant: Enzo Panico, Giorgio Sella, Maurizio Sella, Sebastiano Sella, Fabrizio Sella, Franco Sella, And Lodovico Sella. No adverse matters were noted in the report of investigation issued on September 3, 1999.
- (6) Based on its review of the application, the Department has determined that the Applicant is chartered in a jurisdiction in which any bank having its principal place of business in this state may establish similar facilities or exercise similar powers.
- (7) Based on its review of the application, the Department has determined that Federal law permits the appropriate federal regulatory authority to issue a comparable license to the international banking corporation.
- (8) Based on its review of the application, the Department has determined that the Applicant holds an unrestricted license to receive deposits from the general public in the foreign country under the laws of which it is organized and chartered.
- (9) Based on its review of the application, the Department has determined that the Applicant is adequately supervised by the central bank or bank regulatory agency in its home country.
- (10) An application for authority to establish an international bank agency office was filed with the Board of Governors of the Federal Reserve System on or about June 2, 1999.

Having considered the application, the Department concludes that the application satisfies the criteria of Section 663.05, Florida Statutes. Consequently the Department intends to approve this application subject to the following conditions:

- (1) That the Board of Governors of the Federal Reserve System approves an application for authority to establish an international bank agency office.
- (2) That an exact site designation by street address and number be submitted to the Department prior to formally proposing an opening date for the proposed international bank agency office.
- (3) That an Application By Foreign Corporation For Authorization To Transact Business In Florida (with original signatures) is provided to the

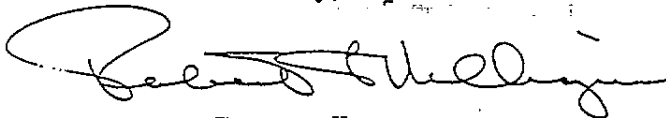
Rod Jones, Esquire
Page 3

Department along with a check, made payable to the Department of State, for applicable filing fees.

- (4) That the Applicant shall advise the Department at least thirty (30) days in advance of the desired opening date. The Department shall perform a pre-opening examination to verify good faith compliance with the requirements of law. If the Department finds that such requirements have been met, it shall issue and deliver the license to operate an international bank agency office.
- (5) That the Department will issue a conditional Final Order of Approval no earlier than 21 days after the date of this Notice, unless the Applicant advises the Department, in writing, that it waives its right to a hearing.

Until the conditions herein specified, and other reasonable requirements of the Department of Banking and Finance are met, or if any interim development is deemed by the Comptroller to warrant such action, the Comptroller shall have the right to alter, suspend, or withdraw this Notice.

Sincerely,



Comptroller

RFM:cjp

cc: Federal Reserve Bank of Atlanta, Atlanta, Georgia
Bureau of Financial Institutions - District II
Miami Area Financial Manager
Legal Division
Public Affairs Office
Clerk, Division of Banking

Rod Jones, Esquire
Page 4

NOTICE OF RIGHTS

Any person whose substantial interests may be adversely affected by this action may request a hearing to be conducted in accordance with the provisions of Sections 120.569 and 120.57, Florida Statutes. A request for such a hearing must comply with the provisions of Rule 28-106.104(2), Florida Administrative Code, and either Rule 28-106.201(2) or Rule 28-106.301(2), Florida Administrative Code, and must be filed with:

Clerk
Office of the Comptroller
Department of Banking and Finance
Suite 526, The Fletcher Building
101 E. Gaines Street
Tallahassee, FL 32399-0350
(850) 410-9896

within 21 days of the date on which he or she receives a copy of this Order.

Failure to request a hearing within the time allotted will be deemed to be a waiver of all rights to a hearing, and a Final Order will be entered without further notice.

In the event that a hearing is requested, all parties will have the right to be represented by counsel or other qualified representative; to offer written and oral testimony; to call and cross-examine witnesses; and to have subpoenas and subpoenas duces tecum issued on their behalf.

Pursuant to Section 120.573, Florida Statutes, you are advised that mediation of this matter is not available.

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Banca Sella S.p.A.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

✓2. Italy
(State or country under the law of which it is incorporated)

3. (applied for)
(FEI number, if applicable)

4. August 23, 1886
(Date of incorporation)

5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon acceptance and filing of this application by Florida Department of State of
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o Shutts & Bowen LLP
201 S. Biscayne Blvd., Suite 1500--BB, Miami, Florida 33131
(Current mailing address)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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8. General commercial banking business
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

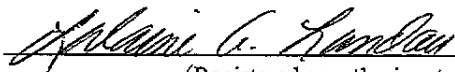
Name: Corporation Company of Miami

Office Address: 201 S. Biscayne Blvd., Suite 1500--BB

Miami, Florida, 33131
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: (See Attached Exhibit A)

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: (See Attached Exhibit A)

Address:

Vice President:

Address:

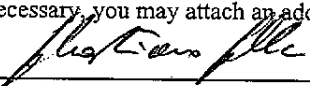
Secretary:

Address:

Treasurer:

Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. **Sebastiano Sella**
(Typed or printed name and capacity of person signing application)

EXHIBIT A

BOARD OF DIRECTORS

Director:

✓ Guido Bigiordi
Strada Dei Campi 40
13900 Biella, Italy

Director:

Onorato Castellino
Corso Re Umberto 1
10121 Torino, Italy

Director:

Pier Vittorio Magnani
Viale Matteotti 33
13900 Biella, Italy

Director:

Enzo Panico
Via Pietro Micca 14
13900 Biella, Italy

Director:

Giovanni Rosso
Tenuta Foglietta
13049 Tronzano Vercellese, Italy

Director:

Fabrizio Sella
Regione San Gerolamo 1
13900 Biella, Italy

Director:

Franco Sella
Via Varelli 3
13900 Biella, Italy

Director:

Giorgio Sella
Regione San Gerolamo 1
13900 Biella, Italy

Director:

✓ Lodovico Sella
Regione San Gerolamo 1
13900 Biella, Italy

Director:

Maurizio Sella
Regione San Gerolamo 1
13900 Biella, Italy

Director:

Pietro Sella
Regione San Gerolamo 1
13900 Biella, Italy

Director:

Sebastiano Sella
Regione San Gerolamo 1
13900 Biella, Italy

Director:

Vittorio Sella
Tenuta Bonaria 7
07041 Alghero, Italy

Director:

Franzo Grande Stevens
Via del Carmine 2
10122 Torino, Italy

Director:

Attilio Viola
Strada Regione
Bercola 3, 13900 Biella, Italy

Director:

Giovanni Zanetti
Strada Antica di Revigliasco 19/6
10133 Torino, Italy

MANAGEMENT

EXECUTIVE OFFICERS

Chairman:

① Giorgio Sella
Regione San Gerolamo 1
13900 Biella, Italy

Vice Chairman:

① Lodovico Sella
Regione San Gerolamo 1
13900 Biella, Italy

Vice Chairman and Secretary of

① **the Board:**
Franco Sella
Via Varelli 3
13900 Biella, Italy

① **Central Director:**

Guido Bigiordi
Strada Dei Campi 40
13900 Biella, Italy

**Chief Executive Officer and
General Manager**

① Maurizio Sella
Regione San Gerolamo 1
13900 Biella, Italy

Alternate Chief Executive Officer:

① Enzo Panico
Via Pietro Micca 14
13900 Biella, Italy

Central Director:

① Attilio Viola
Strada Regione Bercola 3
13900 Biella, Italy

BANCA D'ITALIA

Filiale di VERCELLI
Ufficio Segreteria Vigilanza Cambi

N. 2525 del 20 LUG. 2000
(da citare nella risposta)

Codice destinatario

Rifer. a nota n° del

Fascicolo W2

Sottoclassificazione 2

Oggetto: Banca Sella S.p.A.. Attestazione.

Secretary of State
State of Florida
The Fletcher Building
101 E. Gaines St.

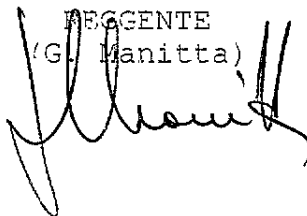
Tallahassee, FL 32399 - 0350

Si attesta, a richiesta della Banca Sella S.p.A., che la stessa è iscritta all'Albo delle Banche di cui all'art. 13 del Decreto Legislativo 1° settembre 1993 n° 385 (testo Unico delle Leggi in materia bancaria e creditizia), nonché all'Albo dei Gruppi bancari ai sensi dell'art. 64 del citato Decreto.

Tale Banca è in possesso dell'autorizzazione all'esercizio dell'attività bancaria.

Distinti saluti.

IL CONDIRETTORE DI SUCCURSALE
REGGENTE
(G. Manitta)



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 25 PM 3:05

CERTIFICATE OF ACCURACY

The undersigned, Dr. Luis A. de la Vega, Chairman of Professional Translating Services, Inc., appearing on behalf of Professional Translating Services, Inc., hereby states, to the best of his knowledge and belief, that the foregoing is an accurate translation of the attached original document in the ITALIAN language, consisting of ONE pages, and that this is the last of the attached.

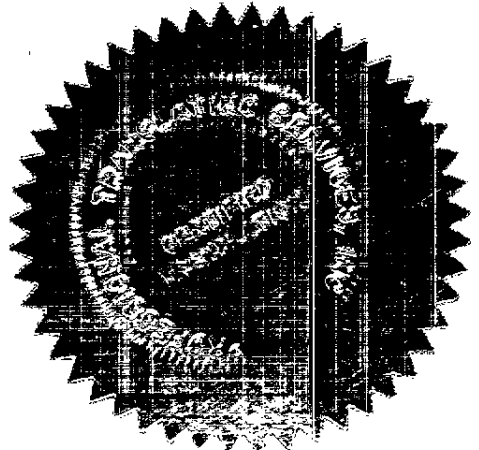
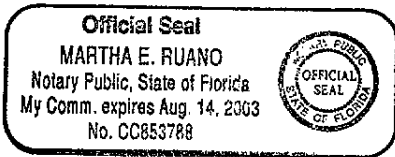
Dr. Luis A. de la Vega, Chairman
for Professional Translating Services, Inc.

State of Florida

County of Dade

The foregoing certificate was acknowledged before me on this 10TH day of AUGUST 2000, by Dr. Luis A. de la Vega, the Chairman of Professional Translating Services, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me.

M. Ruano
Notary Public



**BANCA D'ITALIA
[BANK OF ITALY]**

VERCELLI Branch office
Office of the Secretary of Exchange Control

No. 2525 of JULY 20, 2000

Code of recipient
Ref. to memo No. of
File W2
Sub-specification: 2
Subject: Banca Sella S.p.A. Attestation.

Secretary of State
State of Florida
The Fletcher Building
101 E. Gaines St.

Tallahassee, FL 32399 - 0350

It is hereby attested upon request of Banca Sella S.p.A. that the same is registered in the Registry of Banks, as per art. 13 of Legislative Decree of September 1, 1993, No. 385 (Sole text of the Laws on banking and credit matters), as well as in the Registry of Bank Groups, pursuant to art. 64 of the referenced Decree.

Such Bank is authorized to carry out banking activities.

Sincerely,

THE ACTING BRANCH OFFICE CO-DIRECTOR
(G. Manitta)
/s/ [il.]

