

F03000003067

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

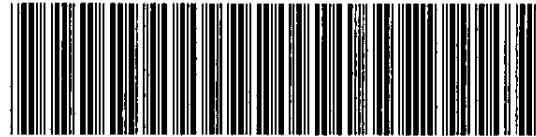
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700122702067

*Name
Change
Amend*

04/10/08--01027--022 **35.00

CLERK OF STATE
TALLAHASSEE, FLORIDA

08 APR 10 AM 9:02

FILED

*Name change
SF 4/10*

E. Bardin Simmons, Jr.
Attorney-at-Law

Direct Dial: 919.783.1031
bsimmons@poynerspruill.com

www.poynerspruill.com

Other offices: Charlotte, Rocky Mount,
Southern Pines

April 7, 2008

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Application for Amended Certificate of Authority

Dear Sir/Madam:

Enclosed please find a Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, along with a certified copy of articles of amendment of RBC Centura Bank and our firm's check in the amount of \$35.00 for the filing fee. Please contact me if you have any questions. Thank you.

Sincerely,



E. Bardin Simmons, Jr.

EBS:clh

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: RBC Centura Bank
(Name of Corporation)

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

E. Bardin Simmons, Jr.
(Name of Contact Person)

Poyner & Spruill LLP
(Firm/Company)

3600 Glenwood Avenue
(Address)

Raleigh, NC 27612
(City/State and Zip Code)

For further information concerning this matter, please call:

E. Bardin Simmons, Jr. at (919) 783-1031
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|--|---|
| <input checked="" type="checkbox"/> \$35.00 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed) |
|--|---|--|---|

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

APR. 11. 2008 3:32PM

C S C

NO. 702 P. 23



OFFICE OF FINANCIAL REGULATION

DON B. SAXON
COMMISSIONER

H080000941803

FINANCIAL SERVICES
COMMISSION

CHARLIE CRIST
GOVERNOR

BILL MCCOLLUM
ATTORNEY GENERAL

ALEX SINK
CHIEF FINANCIAL OFFICER

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

January 22, 2008

Mr. John B. Fleming, Jr.
Assistant General Counsel
RBC Centura
3201 Beechleaf Court, 7th Floor
Raleigh, NC 27604

Re: RBC Bank (USA)

Dear Mr. Fleming:

Reference is made to your recent letter/fax requesting to change your corporate name from RBC Centura Bank to RBC Bank (USA).

As Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banco," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner in its corporate name, the Office will not object to the use of the above name being registered to transact business in the state of Florida.

Sincerely,

Linda B. Charity
Director

LBC:bk

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State

MAILING ADDRESS: DIVISION OF FINANCIAL INSTITUTIONS
200 EAST GANES STREET, TALLAHASSEE, FLORIDA 32399-0371
(850) 410-9200 • FAX (850) 410-9548

Affirmative Action / Equal Opportunity Employer

RECEIVED

JAN 24 2008

RBC Centura
Law Group

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F03000003067

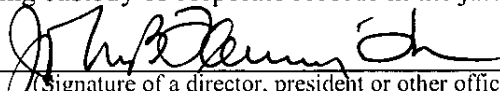
(Document number of corporation (if known))

FILED
2008 APR 10 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. RBC Centura Bank
(Name of corporation as it appears on the records of the Department of State)
2. North Carolina 3. 6/20/2003
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 4/4/2008
5. RBC Bank (USA)
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- (If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
6. If the amendment changes the period of duration, indicate new period of duration.
- No Change
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- No Change
(New jurisdiction)
8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

John B. Fleming, Jr.
(Typed or printed name of person signing)

Assistant General Counsel
(Title of person signing)



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF AMENDMENT

OF

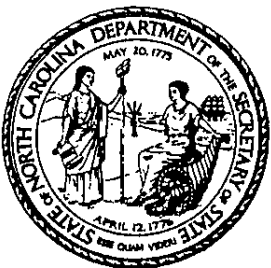
RBC BANK (USA)

the original of which was filed in this office on the 26th day of March, 2008.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 7th day of April, 2008.

Elaine F. Marshall

Secretary of State



SOSID: 0272969
Date Filed: 3/26/2008 1:03:00 PM
Effective: 4/4/2008
Elaine F. Marshall
North Carolina Secretary of State
C200808502282

State of North Carolina
Department of the Secretary of State

ARTICLES OF AMENDMENT
BUSINESS CORPORATION

Pursuant to § 55-10-06 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation.

1. The name of the corporation is: **RBC CENTURA BANK**
2. The Amended and Restated Articles of Incorporation of RBC Centura Bank are amended by deleting Article I thereof in its entirety and inserting in lieu thereof the following:

"The name of the banking corporation is RBC Bank (USA) (the "Corporation")."
3. The date of adoption of this amendment was January 19, 2008.
4. The amendment was approved by the directors and sole shareholder of the corporation as required by Chapter 55 of the North Carolina General Statutes.
5. These articles will be effective at 5:00 p.m. on April 4, 2008.

This the 13th day of March, 2008.

RBC CENTURA BANK

By: Lucy B Rose
Name: Lucy Rose
Title: Secretary

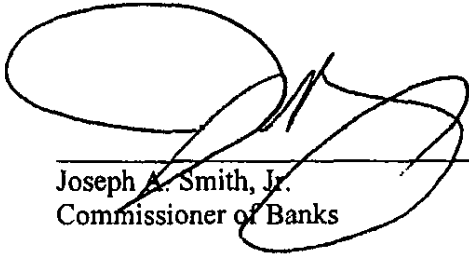


OFFICE OF THE COMMISSIONER OF BANKS

**CERTIFICATE OF AUTHORITY
FOR
ARTICLES OF AMENDMENT**

I, Joseph A. Smith Jr., Commissioner of Banks for the State of North Carolina, hereby certify that the foregoing ARTICLES OF AMENDMENT of RBC CENTURA BANK, having its principal office in Raleigh, Wake County, North Carolina, were approved by the Office of the Commissioner of Banks on the 25th day of March, 2008. Authority to record the Articles of Amendment is hereby granted.

This the 25th day of March 2008.



Joseph A. Smith, Jr.
Commissioner of Banks

