

F03000006020

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

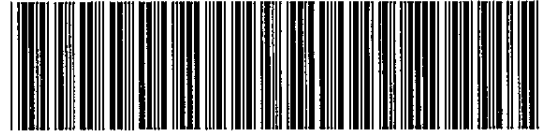
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RECEIVED
03 NOV 25 AM 11:03
STATE
TALLAHASSEE, FLORIDA

FILED
03 DEC -4 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BR

00511



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 325539 4380545
AUTHORIZATION : *Patricia Pigute*
COST LIMIT : \$ 70.00

03 DEC -4 AM 11:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 17, 2003

ORDER TIME : 10:18 AM

ORDER NO. : 325539-005

CUSTOMER NO: 4380545

CUSTOMER: Ms. Lana Dubiago
Windels Marx Lane &
120 Albany Street Plaza

New Brunswick, NJ 08901

FOREIGN FILINGS

NAME: GRAND BANK, N.A.

FILE FIRST

XXXX QUALIFICATION (TYPE: BNK)
XXXX CERT. OF CORP. EXISTENCE FROM COMPTROLLER OF CURRENCY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 1140

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 26, 2003

TROY TODD
CSC
TALLAHASSEE, FL

SUBJECT: GRAND BANK, N.A.
Ref. Number: W03000035589

RESUBMIT

03 DEC -4 AM 11:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
03 DEC -4 PM 4:23

We have received your document for GRAND BANK, N.A. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Office of Financial Institutions, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Name Approval Request" form to be filled out and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Institutions, resubmit the document and approval letter to the Division of Corporations for filing.

Please note that we are RETAINING your fictitious name application for CARNEGIE MORTGAGE. This will be filed when you return your corporate application.

Please return 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) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 503A00064147



OFFICE OF FINANCIAL REGULATION

DON B. SAXON
DIRECTOR

**FINANCIAL SERVICES
COMMISSION**

JEB BUSH
GOVERNOR

TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE CRIST
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

December 4, 2003

Mr. Troy Todd
Corporation Service Company
1202 Hays Street
Tallahassee, Florida 32301

Dear Mr. Todd:

Re: Grand Bank, N.A. dba Carnegie Mortgage

Thank you for your recent letter/fax requesting name approval of the above-referenced proposed name, which is a national bank located in Hamilton, New Jersey.

Section 655.922, Florida Statutes, exempts a financial institution from the prohibition of using the word "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name. Therefore, the Financial Institutions office will not object to the use of the above referenced name being registered to transact business as a foreign corporation/fictitious name in the state of Florida. However, this does not give one the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,

A handwritten signature in black ink, appearing to read "Linda B. Charity".

Linda B. Charity
Deputy Director
Financial Institutions

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings
Division of Corporations, Secretary of State's Office

William T. Sims, Bureau of Finance Regulation

ORIGINAL

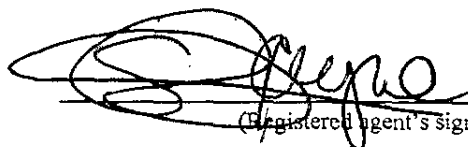
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

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. Grand Bank, N.A.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
- Carnegie Mortgage
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. We are a national bank, organized
3. Under the laws of the United States 3. 22-3810086
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 29, 2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or Perpetual)
6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2324 S. Congress Avenue, Suite 1D, West Palm Beach, FL 33406
(Principal office address)
- 1 Edinburg Road Hamilton, NJ 08619
(Current mailing address)
8. Mortgage Banking
(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: Stephen Clyne
- Office Address: 2324 S. Congress Avenue, Suite 1D
West Palm Beach, Florida 33406
(City) (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) Stephen Clyne

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 business addresses of officers and/or directors:

ORIGINAL

A. DIRECTORS

Chairman: Thomas L. Gray, Jr.

Address: Grand Bank, N.A., 1 Edinburg Road, Hamilton, NJ 08619

Director: Theodore M. Dolci, Jr.

Address: Grand Bank, N.A., 1 Edinburg Road, Hamilton, NJ 08619

Director: Dr. Paul M. Fischer

Address: Grand Bank, N.A., 1 Edinburg Road, Hamilton, NJ 08619

Director: Peter L.A. Pantages

Address: Grand Bank, N.A., 1 Edinburg Road, Hamilton, NJ 08619

*See Below

B. OFFICERS

President: Thomas L. Gray, Jr.

Address: Grand Bank, N.A., 1 Edinburg Road, Hamilton, NJ 08619

Vice President: (See attached list)

Address: _____

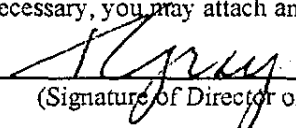
Secretary: _____

Address: _____

Treasurer: Richard P. Rosa

Address: Grand Bank, N.A., 1 Edinburg Road, Hamilton, NJ 08619

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Thomas L. Gray, Jr. President
(Typed or printed name and capacity of person signing application)

*Director: Richard P. Rosa
Grand Bank, N.A., 1 Edinburg Road, Hamilton, NJ 08619

Director: Mark A. Walters
Grand Bank, N.A., 1 Edinburg Road, Hamilton, NJ 08619

ORIGINAL

OFFICERS

Thomas L. Gray, Jr.

President & Chief Executive Officer

Grand Bank, N.A., 1 Edinburg Road Hamilton, NJ 08619

Richard P. Rosa

Chief Financial Officer

Grand Bank, N.A. 1 Edinburg Road Hamilton, NJ 08619

Lauretta Lucchesi

Senior Vice President

Grand Bank, N.A. 1 Edinburg Road Hamilton, NJ 08619

Marjorie Callahan

Vice President

Grand Bank, N.A. 1 Edinburg Road Hamilton, NJ 08619

David J. Metzheiser

Vice President

Grand Bank, N.A. 1 Edinburg Road Hamilton, NJ 08619

Debra A. Morreale

Vice President

Grand Bank, N.A. 1 Edinburg Road Hamilton, NJ 08619

Thomas J. Worthington

Vice President and

Controller

Grand Bank, N.A. 1 Edinburg Road Hamilton, NJ 08619

Stella P. Bailey

Assistant Vice President

Grand Bank, N.A. 1 Edinburg Road Hamilton, NJ 08619

Angela Kiel

Assistant Vice President

Grand Bank, N.A. 1 Edinburg Road Hamilton, NJ 08619

Theresa M. Macor

Assistant Vice President

Grand Bank, N.A. 1 Edinburg Road Hamilton, NJ 08619

Theresa McGann

Assistant Vice President

Grand Bank, N.A. 1 Edinburg Road Hamilton, NJ 08619

Lawrence Pleus

Assistant Vice President

Grand Bank, N.A. 1 Edinburg Road Hamilton, NJ 08619



Comptroller of the Currency
Administrator of National Banks

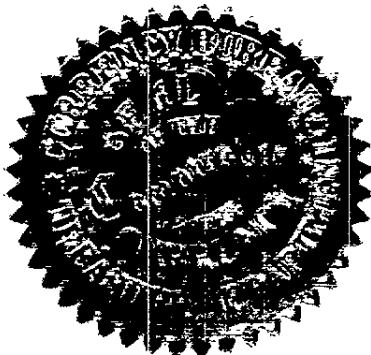
Washington, D.C. 20219

CERTIFICATE OF CORPORATE EXISTENCE

I, John D. Hawke, Jr., Comptroller of the Currency, do hereby certify that:

1. The Comptroller of the Currency, pursuant to Revised Statutes 324, et seq., as amended, 12 U.S.C. 1, et seq., as amended, has possession, custody and control of all records pertaining to the chartering of all National Banking Associations.
2. "Grand Bank, National Association," Hamilton, New Jersey, (Charter No. 24268) is a National Banking Association formed under the laws of the United States and is authorized thereunder to transact the business of banking on the date of this Certificate.

IN TESTIMONY WHEREOF, I have hereunto subscribed
my name and caused my seal of office to be affixed to
these presents at the Treasury Department in the City of
Washington and District of Columbia, this November 20,
2003.



John D. Hawke, Jr.

Comptroller of the Currency