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TALLAHASSEE, FLORIDA

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D. WHITE AUG 23 2007

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Chapdelaine Municipal Brokers, Inc
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Kevin Manz
(Name of Person)
Chapdelaine Municipal Brokers Inc
(Firm/Company)
One Seaport Plaza,
(Address)
New York NY 10038
(City/State and Zip code)

For further information concerning this matter, please call:

Kevin Manz at (212) 208-9105
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. Chapdelaine Municipal Brokers, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

CM Brokers, Inc.
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. New York 3. 13-3530746
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 16, 1989 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. One Seaport Plaza New York, NY 10038
(Principal office address)

One Seaport Plaza, New York, NY 10038
(Current mailing address)

8. To conduct financial services 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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

Mark S. Eppley
Assistant Vice-President
and Secretary

(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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Richard F. Chapdelaine

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Address: One Seaport Plaza
New York, NY 10038SECRETARY OF STATE
TALLAHASSEE, FLORIDA~~Director~~
Vice Chairman: August J. HarnnerAddress: One Seaport Plaza
New York, NY 10038Director: Kevin HarringtonAddress: One Seaport Plaza
New York, NY 10038Director: James WheelerAddress: One Seaport Plaza
New York, NY 10038

(Please see attached list)

B. OFFICERS

President: August J. HarnnerAddress: One Seaport Plaza
New York, NY 10038Vice President: Kevin HarringtonAddress: One Seaport Plaza
New York, NY 10038Secretary: Teresa O'LearyAddress: One Seaport Plaza, New York, NY 10038

Treasurer:

Address: (Please see attached list)

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

13. Teresa O'Leary
(Signature of Director or Officer listed in number 12 of the application)14. Teresa O'Leary, Secretary
(Typed or printed name and capacity of person signing application)

Chapdelaine Municipal Brokers, Inc.
One Seaport Plaza, New York, NY 10038

FILED***Directors of Chapdelaine Municipal Brokers, Inc***

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TALLAHASSEE, FLORIDA

Richard F. Chapdelaine,	Chairman
August J. Hoerrner,	Director
Kevin Harrington,	Director
James Wheeler,	Director
John Bannon,	Director
Fredreric Dunn,	Director
Kenneth Connors,	Director
Kenneth Torres,	Director
Christopher Deissler,	Director

All directors maintain their business address at:

One Seaport Plaza, 17th Floor
New York, NY 10038***Officers of Chapdelaine Municipal Brokers, Inc***

August J. Hoerrner,	President
Teresa O'Leary,	Secretary and Treasurer
Kevin Harrington,	Executive Vice President
James Wheeler,	Executive Vice President
John Bannon,	Executive Vice President
Fredreric Dunn,	Executive Vice President
Kenneth Connors,	Executive Vice President
Kenneth Torres,	Executive Vice President
Christopher Deissler,	Executive Vice President

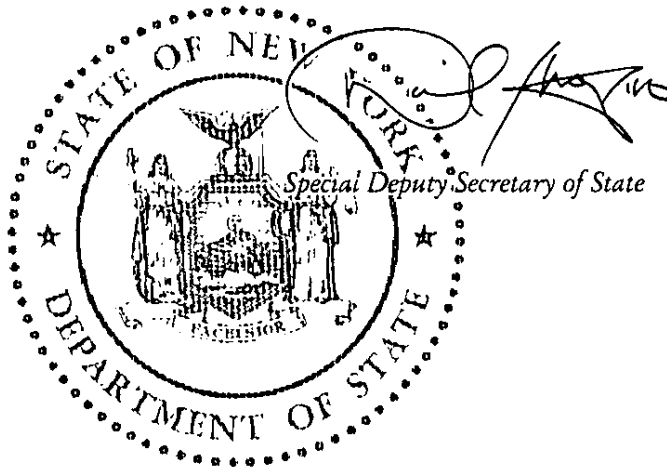
All officers maintain their business address at:

One Seaport Plaza, 17th Floor
New York, NY 10038

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of CHAPDELAINE MUNICIPAL BROKERS, INC. was filed on 06/16/1989, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 14th day of August two
thousand and seven.*



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