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**Florida Department of State  
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**FOREIGN PROFIT/NONPROFIT CORPORATION**

**M&T Realty Capital Corporation**

|                       |         |
|-----------------------|---------|
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## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** M&T Realty Capital Corporation

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," or "Certificate of Good Standing" 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:

Andres R. Kozlowski, Esq.

Name of Person

M&T Realty Capital Corporation

Firm/Company

One M&T Plaza

Address

Buffalo, New York 14203

City/State and Zip code

akozlowski@mtb.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Andres R. Kozlowski, Esq.

at (716) 842-5488

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. M&T Realty Capital Corporation

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

N/A

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

2. Maryland

(State or country under the law of which it is incorporated)

3. \_\_\_\_\_

(FEI number, if applicable)

4. October 5, 1973

(Date of incorporation)

5. Perpetual

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

6. Upon registration

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

7. 25 S. Charles Street, Baltimore, Maryland 21201

(Principal office address)

25 S. Charles Street, Baltimore, Maryland 21201

(Current mailing address)

8. Origination, sale and servicing of commercial real estate loans

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

Florida 33324

(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.*

C T Corporation System

By: \_\_\_\_\_

(Registered agent's signature)

**JAMES M. NEWSOME**  
Special Assistant Secretary

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:

**A. DIRECTORS**

Chairman: Please see attached Exhibit for a listing of Directors and Officers

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: \_\_\_\_\_

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. Marie King

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

14. Marie King, Corporate Secretary

(Typed or printed name and capacity of person signing application)

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Exhibit to Application of M&T Realty Capital Corporation to Transact Business in Florida

Directors:

Tari L. Flannery  
Gino A. Martocci  
Louis P. Mathews, Jr.  
Kevin J. Pearson  
Michael P. Wallace

25 S. Charles Street, Baltimore, Maryland 21201  
350 Park Avenue, New York, New York  
25 S. Charles Street, Baltimore, Maryland 21201  
350 Park Avenue, New York, New York  
25 S. Charles Street, Baltimore, Maryland 21201

Officers:

Kevin J. Pearson  
Tari L. Flannery  
Louis P. Mathews, Jr.  
Robert W. Shean  
Chauncey Brooks, III  
Debra L. Eddy  
Mark D. Gould  
Joseph M. McFarland  
Shella J. Scharrer  
Gardner B. Semet  
Arnold R. Smeenk  
Albert D. Brendes  
Christine R. Chandler  
Joseph A. DeCarlo  
Jane A. Ingham  
Robert N. Kaplan  
Janet L. Leitzel  
Gary D. Pool  
Paula M. Quigley  
Robert J. Ryan  
Patricia J. White  
Craig S. Bell  
Michael Cole  
Michele Cummings  
Sandra Defelice

Chairman of the Board  
President  
Senior Vice President  
Group Vice President/Chief Operating Officer  
Administrative Vice President  
Administrative Vice President/Chief Underwriting Officer  
Administrative Vice President/Managing Director Fannie Mae  
Administrative Vice President/Chief Financial Officer  
Administrative Vice President/Life Lending  
Administrative Vice President  
Administrative Vice President/National Production Manager  
Vice President/Managing Director/Freddie Mac Lending  
Vice President/FHA Chief Underwriter  
Vice President/Managing Director  
Vice President/Chief Asset Management  
Vice President/Managing Director  
Vice President/Chief Administrative Officer  
Vice President/Chief Policy and Analysis Manager  
Vice President/Managing Director/FHA  
Vice President/Managing Director  
Vice President/Treasurer  
Vice President  
Vice President  
Vice President  
Vice President

350 Park Avenue, New York, New York  
25 S. Charles Street, Baltimore, Maryland 21201  
25 S. Charles Street, Baltimore, Maryland 21201  
25 S. Charles Street, Baltimore, Maryland 21201  
25 S. Charles Street, Baltimore, Maryland 21201  
25 S. Charles Street, Baltimore, Maryland 21201  
25 S. Charles Street, Baltimore, Maryland 21201  
25 S. Charles Street, Baltimore, Maryland 21201  
One M&T Center, Buffalo, New York 14203  
350 Park Avenue, New York, New York  
255 East Avenue, Rochester, New York 14604  
7918 Jones Branch Drive, McLean, Virginia 22102  
25 S. Charles Street, Baltimore, Maryland 21201  
4949 SW Meadows Road, Lake Oswego, Oregon 97035  
25 S. Charles Street, Baltimore, Maryland 21201  
25 S. Charles Street, Baltimore, Maryland 21201  
25 S. Charles Street, Baltimore, Maryland 21201  
25 S. Charles Street, Baltimore, Maryland 21201  
25 S. Charles Street, Baltimore, Maryland 21201  
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|                            |                          |                                                    |
|----------------------------|--------------------------|----------------------------------------------------|
| David M. Fagan             | Vice President           | Sarasota, Florida                                  |
| Robin F. Fischer           | Vice President           | 25 S. Charles Street, Baltimore, Maryland 21201    |
| Susan P. Hartman           | Vice President           | 25 S. Charles Street, Baltimore, Maryland 21201    |
| John Higinbotham, Jr.      | Vice President           | 25 S. Charles Street, Baltimore, Maryland 21201    |
| Thomas Michael Killion     | Vice President           | 72 Taunton Street, Plainville, Massachusetts 02762 |
| Nicholas R. Knapp          | Vice President           | 4949 SW Meadows Road, Lake Oswego, Oregon 97035    |
| Thomas D. Knapp            | Vice President           | 25 S. Charles Street, Baltimore, Maryland 21201    |
| Karen Ludwig               | Vice President           | 25 S. Charles Street, Baltimore, Maryland 21201    |
| Tom Maguire                | Vice President           | 7799 Leesburg Pike, Falls Church, Virginia 22043   |
| Lisa B. Matwijow           | Vice President           | One M&T Center, Buffalo, New York 14203            |
| Sherri L. Means            | Vice President           | 25 S. Charles Street, Baltimore, Maryland 21201    |
| Katharine A. Messenger     | Vice President           | 9172 N 81st Street, Scottsdale, Arizona 85258      |
| Melissa K. Peters          | Vice President           | 25 S. Charles Street, Baltimore, Maryland 21201    |
| Carol A. O'Quinn           | Vice President           | 25 S. Charles Street, Baltimore, Maryland 21201    |
| Gary L. Prevatt            | Vice President           | 25 S. Charles Street, Baltimore, Maryland 21201    |
| Robert C. Puntillo         | Vice President           | One M&T Plaza, Buffalo, New York 14203             |
| Doris Y. Rulz              | Vice President           | 350 Park Avenue, New York, New York                |
| Carole A. Stafford         | Vice President           | 25 S. Charles Street, Baltimore, Maryland 21201    |
| Edward A. Vaeger           | Vice President           | 255 East Avenue, Rochester, New York 14604         |
| Karen M. Boyle             | Vice President           | 25 S. Charles Street, Baltimore, Maryland 21201    |
| Azahudeen Abraham          | Assistant Vice President | 350 Park Avenue, New York, New York                |
| Patricia A. Bond           | Assistant Vice President | 25 S. Charles Street, Baltimore, Maryland 21201    |
| Lauri Chon                 | Assistant Vice President | 25 S. Charles Street, Baltimore, Maryland 21201    |
| Brenda Christian-Jones     | Assistant Vice President | 25 S. Charles Street, Baltimore, Maryland 21201    |
| Nicoletta L. Eckholm       | Assistant Vice President | 25 S. Charles Street, Baltimore, Maryland 21201    |
| Lawrence F. Godley, Jr.    | Assistant Vice President | 25 S. Charles Street, Baltimore, Maryland 21201    |
| Gregory I. Jordan          | Assistant Vice President | 25 S. Charles Street, Baltimore, Maryland 21201    |
| Gail J. Landers            | Assistant Vice President | 25 S. Charles Street, Baltimore, Maryland 21201    |
| Jennifer A. LaPorte        | Assistant Vice President | 25 S. Charles Street, Baltimore, Maryland 21201    |
| Avis C. Lawrence           | Assistant Vice President | 25 S. Charles Street, Baltimore, Maryland 21201    |
| Lawrence F. Naughton       | Assistant Vice President | 25 S. Charles Street, Baltimore, Maryland 21201    |
| Richard J. Pardoe          | Assistant Vice President | 25 S. Charles Street, Baltimore, Maryland 21201    |
| Joseph F. Pietropaoli, Jr. | Assistant Vice President | 25 S. Charles Street, Baltimore, Maryland 21201    |
| Candy L. Quasney           | Assistant Vice President | 25 S. Charles Street, Baltimore, Maryland 21201    |

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|                           |                               |                                                 |
|---------------------------|-------------------------------|-------------------------------------------------|
| Melissa A. Rediske        | Assistant Vice President      | 3638 NW 27th Avenue, Camas, Washington 98607    |
| Felicitia Rivera          | Assistant Vice President      | 350 Park Avenue, New York, New York             |
| Kari A. Scavuzzo          | Assistant Vice President      | 25 S. Charles Street, Baltimore, Maryland 21201 |
| Susan L. Trageser         | Assistant Vice President      | 25 S. Charles Street, Baltimore, Maryland 21201 |
| Brant K. Bandiere         | Mortgage Banking Officer      | 25 S. Charles Street, Baltimore, Maryland 21201 |
| Marcel J. Bourasseau      | Mortgage Banking Officer      | 25 S. Charles Street, Baltimore, Maryland 21201 |
| Loretta C. Bradley        | Mortgage Banking Officer      | 25 S. Charles Street, Baltimore, Maryland 21201 |
| Ginger A. Bryan           | Mortgage Banking Officer      | 25 S. Charles Street, Baltimore, Maryland 21201 |
| Delores Gilbert-Alexander | Mortgage Banking Officer      | 25 S. Charles Street, Baltimore, Maryland 21201 |
| Alex L. Hurwitz           | Mortgage Banking Officer      | 25 S. Charles Street, Baltimore, Maryland 21201 |
| Kendall Klein             | Mortgage Banking Officer      | 25 S. Charles Street, Baltimore, Maryland 21201 |
| Colin C. Loehr            | Mortgage Banking Officer      | 25 S. Charles Street, Baltimore, Maryland 21201 |
| Thomas A. Russell         | Mortgage Banking Officer      | 25 S. Charles Street, Baltimore, Maryland 21201 |
| Deborah L. Sickler        | Mortgage Banking Officer      | 25 S. Charles Street, Baltimore, Maryland 21201 |
| Kelli R. Smith-Keller     | Mortgage Banking Officer      | 25 S. Charles Street, Baltimore, Maryland 21201 |
| Sandra L. Weiner          | Mortgage Banking Officer      | 25 S. Charles Street, Baltimore, Maryland 21201 |
| Marie King                | Corporate Secretary           | One M&T Plaza, Buffalo, New York 14203          |
| Deborah R. Pakerwinski    | Assistant Corporate Secretary | One M&T Plaza, Buffalo, New York 14203          |
| Ralph V. Partlow, III     | Assistant Secretary           | 25 S. Charles Street, Baltimore, Maryland 21201 |

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**STATE OF MARYLAND**  
**Department of Assessments and Taxation**

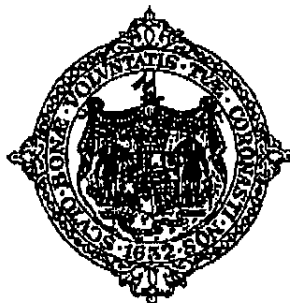
I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR THE RIGHTS OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT M&T REALTY CAPITAL CORPORATION, INCORPORATED OCTOBER 05, 1973, IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS JULY 14, 2010.



Paul B. Anderson  
Charter Division



301 West Preston Street, Baltimore, Maryland 21201  
Telephone Balto. Metro (410) 767-1344 / Outside Balto. Metro (888) 246-5941 0006485073  
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice  
Fax (410) 333-7097

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