

F11000001265

**Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet**

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(((H11000066903 3)))



H110000669033ABC

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To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

Please check on this filing submitted on 3/14

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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FOREIGN PROFIT/NONPROFIT CORPORATION

BofA Merrill Lynch Asset Holdings, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	1314
Estimated Charge	\$70.00

RE-SUBMIT

**Please retain original filing
date of submission 3/14**

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11 MAR 23 PM 3:31
DIVISION OF CORPORATIONS

24 2011
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DIVISION OF CORPORATIONS



March 23, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CT

SUBJECT: BOFA MERRILL LYNCH ASSET HOLDINGS, INC.
REF: W11000016496

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please refax, we only received 7 of 14 pages.,

If you have any further questions concerning your document, please call (850) 245-6929.

Justin M Shivers
Regulatory Specialist II
New Filing Section

FAX Aud. #: H11000066903
Letter Number: 611A00007050

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: BofA Merrill Lynch Asset Holdings, 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," 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:

Gail Shinn

Name of Person

Bank of America

Firm/Company

8015 W Kenton Cir, NC3-191-03-01

Address

Huntersville, NC 28078-4850

City/State and Zip code

gail.shinn@bankofamerica.com

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

For further information concerning this matter, please call:

Gail Shinn

Name of Person

at (704)

947-0527

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. BoFA Merrill Lynch Asset Holdings, Inc.

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

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

2. Delaware

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

3. 27-5023040

(FBI number, if applicable)

4. 02/17/2011

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

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

7. One Bryant Park, New York, NY 10036

(Principal office address)

same

(Current mailing address)

8. SEE ATTACHMENT

(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: Kristen Betzger

(Registered agent's signature)

**Kristen Betzger, 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.

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

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

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 Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. _____

Elizabeth A. Pryor, Secretary

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

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STATE OF FLORIDA
TREASURY DEPARTMENT

FILED

**Attachment to Florida
Purpose Clause**

Purchase, sale and sponsoring the securitization of residential mortgage loans;
origination, purchase and sponsoring the securitization of commercial mortgage loans;
purchase, sale and securitization of student loans (performing loans, guaranteed by
government); and purchase, sale and sponsoring the securitization of other receivables.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

BOFA MERRILL LYNCH ASSET HOLDINGS, INC.

OFFICERS AND DIRECTORS

Full Name:	Baron Silverstein
Officer/Director:	Officer & Director
Officer's Title:	CEO & President
Director's Title	Director
Business Address:	One Bryant Park
City:	New York
State:	New York
Zip Code:	10036
Full Name:	Cheryl Glory
Officer/Director:	Officer & Director
Officer's Title:	Executive Vice President & Treasurer
Director's Title	Director
Business Address:	One Bryant Park
City:	New York
State:	New York
Zip Code:	10036
Full Name:	Donald Benningfield, Jr.
Officer/Director:	Officer
Officer's Title:	Vice President
Director's Title	N/A
Business Address:	214 N. Tryon Street
City:	Charlotte
State:	NC
Zip Code:	28255
Full Name:	Theodore F. Breck
Officer/Director:	Officer
Officer's Title:	Vice President
Director's Title	N/A
Business Address:	One Bryant Park
City:	New York
State:	New York
Zip Code:	10036

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Full Name:	Sovanni L. Bun
Officer/Director:	Officer
Officer's Title:	Vice President & Assistant Secretary
Director's Title	N/A
Business Address:	One Bryant Park
City:	New York
State:	New York
Zip Code:	10036
Full Name:	Kristine D. Caldwell
Officer/Director:	Officer
Officer's Title:	Vice President
Director's Title	N/A
Business Address:	One Bryant Park
City:	New York
State:	New York
Zip Code:	10036
Full Name:	Michael T. Case
Officer/Director:	Officer
Officer's Title:	Vice President
Director's Title	N/A
Business Address:	One Bryant Park
City:	New York
State:	New York
Zip Code:	10036
Full Name:	Bonnie C. Hammers
Officer/Director:	Officer
Officer's Title:	Vice President
Director's Title	N/A
Business Address:	214 N. Tryon Street
City:	Charlotte
State:	NC
Zip Code:	28255
Full Name:	John H. Curtis
Officer/Director:	Officer
Officer's Title:	Vice President
Director's Title	N/A
Business Address:	214 N. Tryon Street
City:	Charlotte
State:	NC
Zip Code:	28255

Attachment - Officers & Directors - BofA Merrill Lynch Asset Holdings, Inc.

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Full Name:	Adam Gadsby
Officer/Director:	Officer
Officer's Title:	Vice President
Director's Title	N/A
Business Address:	One Bryant Park
City:	New York
State:	New York
Zip Code:	10036
Full Name:	Karen L. Garvin
Officer/Director:	Officer
Officer's Title:	Vice President
Director's Title	N/A
Business Address:	30930 Russell Ranch Road
City:	Westlake Village
State:	CA
Zip Code:	91362
Full Name:	Benjamin Gray
Officer/Director:	Officer
Officer's Title:	Vice President
Director's Title	N/A
Business Address:	One Bryant Park
City:	New York
State:	New York
Zip Code:	10036
Full Name:	David Fallick
Officer/Director:	Officer
Officer's Title:	Vice President
Director's Title	N/A
Business Address:	One Bryant Park
City:	New York
State:	New York
Zip Code:	10036
Full Name:	Matthew M. Masso
Officer/Director:	Officer
Officer's Title:	Vice President
Director's Title	N/A
Business Address:	One Bryant Park
City:	New York
State:	New York
Zip Code:	10036

Attachment - Officers & Directors - BofA Merrill Lynch Asset Holdings, Inc.

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BANK OF AMERICA
ASSET HOLDINGS, INC.

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Full Name:	Michael Mazzel
Officer/Director:	Officer
Officer's Title:	Vice President
Director's Title	N/A
Business Address:	One Bryant Park
City:	New York
State:	New York
Zip Code:	10036
Full Name:	Michael M. McGovern
Officer/Director:	Officer
Officer's Title:	Vice President & Assistant Secretary
Director's Title	N/A
Business Address:	One Bryant Park
City:	New York
State:	New York
Zip Code:	10036
Full Name:	James N. Meleones
Officer/Director:	Officer
Officer's Title:	Vice President
Director's Title	N/A
Business Address:	214 N. Tryon Street
City:	Charlotte
State:	NC
Zip Code:	28255
Full Name:	Pamela M. Murphy
Officer/Director:	Officer
Officer's Title:	Vice President
Director's Title	N/A
Business Address:	30930 Russell Ranch Road
City:	Westlake Village
State:	CA
Zip Code:	91362
Full Name:	Ketan Parekh
Officer/Director:	Officer
Officer's Title:	Vice President
Director's Title	N/A
Business Address:	One Bryant Park
City:	New York
State:	New York
Zip Code:	10036

Attachment - Officers & Directors - BofA Merrill Lynch Asset Holdings, Inc.

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2011 MAR 14 AM 11:33
FBI NEW YORK
TELETYPE UNIT
FBI NEW YORK

Full Name:	Joe H. Schmidt
Officer/Director:	Officer
Officer's Title:	Vice President
Director's Title	N/A
Business Address:	901 Main Street
City:	Dallas
State:	TX
Zip Code:	75202
Full Name:	Charles Sorrentino
Officer/Director:	Officer
Officer's Title:	Vice President
Director's Title	N/A
Business Address:	One Bryant Park
City:	New York
State:	New York
Zip Code:	10036
Full Name:	Mary Stone
Officer/Director:	Officer
Officer's Title:	Vice President
Director's Title	N/A
Business Address:	One Bryant Park
City:	New York
State:	New York
Zip Code:	10036
Full Name:	Pettigrew Yorke Pharr
Officer/Director:	Officer
Officer's Title:	Vice President
Director's Title	N/A
Business Address:	214 N. Tryon Street
City:	Charlotte
State:	NC
Zip Code:	28255
Full Name:	John W. Wardlaw
Officer/Director:	Officer
Officer's Title:	Vice President
Director's Title	N/A
Business Address:	214 N. Tryon Street
City:	Charlotte
State:	NC
Zip Code:	28255

Attachment - Officers & Directors - BofA Merrill Lynch Asset Holdings, Inc.

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Full Name:	Maris S. Barnes
Officer/Director:	Officer
Officer's Title:	Assistant Secretary
Director's Title	N/A
Business Address:	225 Franklin Street
City:	Boston
State:	MA
Zip Code:	02110
Full Name:	Cynthia Killion
Officer/Director:	Officer
Officer's Title:	Assistant Secretary
Director's Title	N/A
Business Address:	222 Broadway
City:	New York
State:	New York
Zip Code:	10038

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 NEW YORK

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BOFA MERRILL LYNCH ASSET HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF MARCH, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED


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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8614908

DATE: 03-10-11