

12/16/2013 11:56:11 From: T 0596176201

Division of Corporations

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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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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

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

Email Address: _____

**FOREIGN PROFIT/NONPROFIT CORPORATION
AMBASE CORPORATION**

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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12/16/2013 11:56:11 From: To: 8506176381

(2/5)

DEC-16-2013 10:35 FROM: FIDELITY

8506176381

TO: FAX: 850 632 2054

FIDELITY

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: AmBase 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:

Joseph Bianco / John Ferrara
Name of Person
AmBase Corporation
Firm/Company
100 Putnam Green, 3rd Floor
Address
Greenwich, CT 06830
City/State and Zip code
jbianco125@mindspring.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Joseph Bianco / John Ferrara at (203) 532-2052 / 203-532-2054
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. AmBase Corporation

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

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

2. Delaware 3. 96-2962743
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/22/1975 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. 100 Putnam Green, 3rd Floor, Greenwich, CT 06830
(Principal office address)
- 100 Putnam Green, 3rd Floor, Greenwich, CT 06830
(Current mailing address)

8. Real Estate Ownership
(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, 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.

C T Corporation System

By:

Sohan R. Dindyal
(Registered agent's signature)

Sohan R. Dindyal
Vice President

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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TALLAHASSEE FLORIDA

DEC-16-2013 10:32 From: HMBHSE

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

A. DIRECTORS

Chairman: Richard A. Bianco

Address: c/o AmBase Corporation, 100 Putnam Green, 3rd Floor, Greenwich, CT 06830

Vice Chairman: _____

Address: _____

Director: Jerry Carnegie, c/o AmBase Corporation, 100 Putnam Green, 3rd Floor, Greenwich, CT 06830

Address: _____

Theodore T. Horton, Jr., c/o AmBase Corporation, 100 Putnam Green, 3rd Floor, Greenwich, CT 06830

Director: Kenneth M. Schmidt, c/o AmBase Corporation, 100 Putnam Green, 3rd Floor, Greenwich, CT 06830

Address: _____

Alexandra F.B. Halloran, c/o AmBase Corporation, 100 Putnam Green, 3rd Floor, Greenwich, CT 06830

B. OFFICERS

President: Richard A. Bianco

Address: c/o AmBase Corporation, 100 Putnam Green, 3rd Floor, Greenwich, CT 06830

Vice President: John Ferrara

Address: c/o AmBase Corporation, 100 Putnam Green, 3rd Floor, Greenwich, CT 06830

Secretary: John Ferrara

Address: c/o AmBase Corporation, 100 Putnam Green, 3rd Floor, Greenwich, CT 06830

Treasurer: Joseph Bianco

Address: c/o AmBase Corporation, 100 Putnam Green, 3rd Floor, Greenwich, CT 06830

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 § 817.155, P.S.

14. John Ferrara, Vice President and Chief Financial Officer, AmBase Corporation

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

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SECRETARY OF STATE
TALLAHASSEE FL 32310

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMBASE CORPORATION" 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 SIXTEENTH DAY OF DECEMBER, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0983279

DATE: 12-16-13