

F16000001931

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP    ☐ WAIT    ☐ MAIL

\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAHASSEE, FLORIDA  
16 APR 13 PM 8:42

APR 26 2016  
S. YOUNG



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED  
2016 APR 13 PM 2:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 7, 2016

BRYN H SHERMAN, ESQ.  
OFFIT KURMAN  
4800 MONTGOMERY LANE 9TH FLOOR  
BETHESDA, MD 20814

SUBJECT: CONGRESSIONAL BANK  
Ref. Number: W16000016921

We have received your document for CONGRESSIONAL BANK and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the words BANK, BANC, BANCO, BANQUE, BANKER, BANKING, TRUST COMPANY, SAVINGS AND LOAN ASSOCIATION, SAVINGS BANK or CREDIT UNION, or words of similar import in any context or any manner must be obtained from the Office of Financial Regulation, pursuant to section 655.922(2a), Florida Statutes.

If the proposed name is approved by the Office of Financial Institutions, resubmit the document and the approval letter to the Division of Corporations for filing. The Office of Financial Institutions' phone number is 850-410-9800.

The name must contain a word that will clearly indicate that it is a corporation. Such words include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 245-6051.

Shelia H Young  
Regulatory Specialist II

Letter Number: 116A00004679

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TALLAHASSEE, FLORIDA  
16 APR 13 PM 8:42



# FLORIDA OFFICE OF FINANCIAL REGULATION

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**DREW J. BREAKSPEAR**  
COMMISSIONER

March 22, 2016

Mr. Bryn H. Sherman, Esq.  
Offit Kurman  
4800 Montgomery Lane  
9<sup>th</sup> Floor  
Bethesda, MD 20814

Re: Congressional Bank

Dear Mr. Sherman:

Reference is made to your recent letter requesting approval to register the above-referenced fictitious name with the Florida Secretary of State by Congressional Bank, which is a Maryland state-chartered bank located in Bethesda, Maryland.

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banco," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner in its corporate name. Therefore, this Office will not object to the use of the above referenced name being registered to transact business in the state of Florida. However, this correspondence is not intended to grant the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,

J. Martin Stubblefield  
Director  
Division of Financial Institutions

JMS:dlb

cc: Lyn Shoffstall, Chief, Bureau of Commercial Recordings, Division of Corporations,  
Department of State

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TALLAHASSEE, FLORIDA  
16 APR 13 PM 8:12

**Bryn H. Sherman, Esq.**  
240-507-1705  
[bsherman@offitkurman.com](mailto:bsherman@offitkurman.com)

April 12, 2016

**VIA FEDERAL EXPRESS**

Florida Department of State  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

15 APR 13 PM 9:42  
OFFICE OF THE  
SECRETARY OF STATE  
TALLAHASSEE, FL 32301

**Re: Application by Foreign Corporation for Authorization to Transact Business in Florida ("Application")**

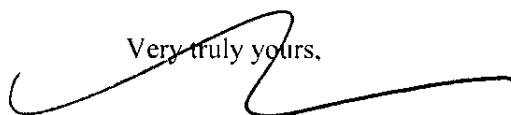
Ladies and Gentlemen:

This firm represents Congressional Bank (the "Bank"). We are in receipt of your letter dated March 7, 2016 (the "Letter"), a copy of which is enclosed for your reference. Pursuant to the Letter we hereby submit the following documents for reconsideration:

- Revised Application including the word "Corp.";
- Letter from the Florida Office of Financial Regulation approving the use of "bank" in the name Congressional Bank Corp.;
- Certificate of Good Standing from the State of Maryland Department of Assessments and Taxation dated April 12, 2016 (Note that the State of Maryland does not provide certified copies of these documents); and
- \$70.00 check made payable to Florida Department of State.

Please contact the undersigned with any questions and let us know if you need any additional information from us.

Very truly yours,



Bryn H. Sherman, Esq.

Enclosures

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

Congressional Bank Corp.

**SUBJECT:** \_\_\_\_\_  
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:

Bryn H. Sherman, Esq.

\_\_\_\_\_  
Name of Person  
Offit Kurman

\_\_\_\_\_  
Firm/Company  
4800 Montgomery Lane, 9th Floor

\_\_\_\_\_  
Address  
Bethesda, MD 20814

\_\_\_\_\_  
City/State and Zip code  
bsherman@offitkurman.com

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

For further information concerning this matter, please call:

Bryn H. Sherman, Esq.      240      507-1705  
\_\_\_\_\_  
Name of Person      Area Code      Daytime Telephone Number

**STREET/COURIER ADDRESS:**

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

**MAILING ADDRESS:**

Registration 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

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TALLAHASSEE, FLORIDA  
16 APR 19 PM 8:42

**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. Congressional Bank Corp.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
- (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Maryland 3. N/A  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 7/28/2003 5. \_\_\_\_\_  
(Date of incorporation) (Date of duration, if other than perpetual)
6. January 1, 2016  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 6701 Democracy Boulevard, Suite 400, Bethesda, MD 20817  
(Principal office address)
- \_\_\_\_\_  
(Current mailing address, if different)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation System

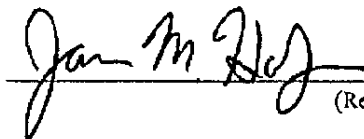
Office Address: 1200 South Pine Island Road - Broward County

Plantation, Florida 33324  
(City) (Zip code)

**9. 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.*

James Halpin  
Assistant Secretary



(Registered agent's signature)

10. 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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CLERK OF STATE  
TALLAHASSEE, FLORIDA  
16 APR 13 PM 8:42

11: Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: See attached Exhibit A.

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

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

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

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

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

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

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

**B. OFFICERS**

President: See attached Exhibit B.

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.

12.  \_\_\_\_\_

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 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.

13. Jeffrey A. Lipson, President and Chief Executive Officer \_\_\_\_\_

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

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TALLAHASSEE, FLORIDA  
16 APR 13 PM 8:42

**EXHIBIT A**  
**(Board of Directors of Congressional Bank)**

1. Karen M. Becker  
6701 Democracy Boulevard, Suite 400  
Bethesda, MD 20817
2. Stuart Marshall Bloch  
6701 Democracy Boulevard, Suite 400  
Bethesda, MD 20817
3. John A. Buchman  
6701 Democracy Boulevard, Suite 400  
Bethesda, MD 20817
4. David I. Cohn  
6701 Democracy Boulevard, Suite 400  
Bethesda, MD 20817
5. Nancy K. Eberhardt  
6701 Democracy Boulevard, Suite 400  
Bethesda, MD 20817
6. Jason M. Fish  
6701 Democracy Boulevard, Suite 400  
Bethesda, MD 20817
7. Cynthia Flanders  
6701 Democracy Boulevard, Suite 400  
Bethesda, MD 20817
8. Thomas B. Fleeter, M.D.  
6701 Democracy Boulevard, Suite 400  
Bethesda, MD 20817
9. Christopher T. Jones  
6701 Democracy Boulevard, Suite 400  
Bethesda, MD 20817

16 APR 13 PM 8:42  
SECRETARY OF STATE  
WILLIAM ROBERT FORD



10. John R. Lane  
6701 Democracy Boulevard, Suite 400  
Bethesda, MD 20817

11. Jeffrey A. Lipson  
6701 Democracy Boulevard, Suite 400  
Bethesda, MD 20817

12. Robert K. Rubin  
6701 Democracy Boulevard, Suite 400  
Bethesda, MD 20817

13. Cal Simmons  
6701 Democracy Boulevard, Suite 400  
Bethesda, MD 20817

14. Michael Zacharia  
6701 Democracy Boulevard, Suite 400  
Bethesda, MD 20817

16 APR 13 PM 8:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EXHIBIT B**  
**(Officers of Congressional Bank)**

1. Jeffrey A. Lipson, President & Chief Executive Officer  
6701 Democracy Boulevard, Suite 400  
Bethesda, MD 20817
2. John R. Lane, Executive Vice President, Corporate Development & Vice Chairman  
6701 Democracy Boulevard, Suite 400  
Bethesda, MD 20817
3. Kenneth F. Elias, Executive Vice President, Corporate Lending  
6701 Democracy Boulevard, Suite 400  
Bethesda, MD 20817
4. James H. Peterson, Executive Vice President & Chief Operating Officer  
6701 Democracy Boulevard, Suite 400  
Bethesda, MD 20817

16 APR 13 PM 8:42  
SECRETARY OF STATE  
FALLAH SEC. 120.15A

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

I, HEIDI DUDDERAR 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 CONGRESSIONAL BANK, INCORPORATED JULY 28, 2003, 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 APRIL 12, 2016.



Heidi Dudderar  
Associate Director

16 APR 13 PM 8:42  
CLERK OF STATE  
TALLAHASSEE, FLORIDA



301 West Preston Street, Baltimore, Maryland 21201  
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941  
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice