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(Requestor's Name)

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(City/State/Zip/Phone #)

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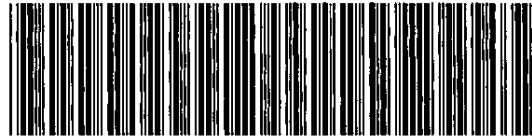
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(Business Entity Name)

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TALLAHASSEE, FLORIDA

JUL 11 2016

N. CAUSSEAU



BRYAN WELLS
PARTNER
Shutts & Bowen LLP
200 South Biscayne Boulevard
Suite 4100
Miami, Florida 33131
Member Florida Bar
DIRECT (305) 347-7300
FAX (305) 347-7800
EMAIL bwells@shutts.com

June 28, 2016

RECEIVED
DIVISION OF FINANCIAL INSTITUTIONS
F/U _____ FILE _____

JUN 29 2016

Mr. Jeremy Smith, Chief
Bureau of Bank Regulation
Florida Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371

RT: _____ CY: _____

Re: Corporate Name Approval for Boston Private Bank & Trust Company

Dear Mr. Smith:

Shutts & Bowen represents Boston Private Bank & Trust Company (the "Bank") in connection with the Bank's application for a certificate of authority to transact business in Florida. Although the Bank may wish to establish a full-service branch office in Florida in the future, at present, the activities of the Florida office would be limited to those of a loan production office and related incidental activities.

The Bank is a Massachusetts trust company, organized pursuant to Chapter 172 of the Massachusetts General Laws and under its charter is authorized to conduct a general commercial banking business in addition to exercising its fiduciary powers. In this regard, the Bank is an FDIC-insured state non-member bank subject to supervision and examination by the Massachusetts Commissioner of Banks and the Federal Deposit Insurance Corporation (the "FDIC"). The Bank maintains branch offices in Massachusetts and California but currently has no physical presence in Florida.


In connection with the proposed activities, the Bank anticipates filing with the Secretary of State an Application by a Foreign Corporation for Authorization to Transact Business (the "Application") in Florida. A copy of the proposed Application is attached for your review and further information. We also include the completed corporate name approval request form. Since the filing of the Application with the Florida Department of State will require the consent of the Office of Financial Regulation, it would be greatly appreciated if you would forward the enclosed materials to the Florida Secretary of State's office for processing if they meet your approval.

Shutts & Bowen LLP

Mr. Jeremy Smith
June 28, 2016
Page 2

Thank you for your assistance in this matter. Should you have questions concerning any aspect of the foregoing or the attachments, please do not hesitate to contact me.

Sincerely yours,

A handwritten signature in black ink, consisting of a stylized capital 'B' followed by a horizontal line extending to the right.

Bryan Wells

Attachments

cc: Greta Trotman, Esq.
Camila Fernandez, Esq.



FLORIDA OFFICE OF FINANCIAL REGULATION

www.FLOFR.com

DREW J. BREAKSPEAR
COMMISSIONER

July 6, 2016

Mr. Bryan Wells, Esq.
200 S. Biscayne Blvd.
Suite 4100
Miami, FL 33131

Re: Boston Private Bank & Trust Company

Dear Mr. Wells:

Reference is made to your recent letter requesting approval to register the above-referenced fictitious name with the Florida Secretary of State by Boston Private Bank & Trust Company, which is a Massachusetts state-chartered bank headquartered in Boston, Massachusetts.

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,

A handwritten signature in black ink, appearing to read "J. Martin Stubblefield", is written over a horizontal line.

J. Martin Stubblefield
Director
Division of Financial Institutions

JMS:dlb

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

OFFICE OF FINANCIAL REGULATION

CORPORATE NAME APPROVAL REQUEST

Pursuant to Section 655.922, Florida Statutes, no person other than a financial institution shall in this state transact business under any name or title that contains the words "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.

A proposed corporate name should be definitive enough to differentiate the business to be conducted from that of a commercial bank, trust company, savings and loan association, savings bank, or credit union. For example, a mortgage-related business should use the word "mortgage" in its corporate name.

In order for OFR to consider your request for approval to use "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 your corporate title, and issue a no objection letter, please provide the following information:

- The corporate name proposed is: Boston Private Bank & Trust Company
- For Foreign Corporations: The alternate name (if necessary) is:

- The nature of the business to be transacted:
Trust, lending, deposit-taking services and any other lawful activities.

- The proposed business will be located at:
11376 N. Jog Road, Suite 101, Palm Beach Gardens, FL 33481

Street Address	City	State	Zip Code	Telephone
----------------	------	-------	----------	-----------

- List the principals involved in the proposed company:

<u>Clayton G Deutsch</u>	<u>CEO</u>
<u>George G. Schwartz</u>	<u>President</u>
<u>Jeremy F. Parker</u>	<u>Treasurer</u>
<u>Margaret W. Chambers</u>	<u>Secretary</u>

Contact Person:	Name	Address	Telephone
	Bryan Wells, Esq.	200 S Biscayne Blvd. Suite 4100 Miami, FL 33131	(305) 347-7300

Return to:

Director, Division of Financial Institutions
Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371
(850) 410-9800 (850) 410-9548 (fax)

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Boston Private Bank & Trust Company

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:

Bryan Wells

Name of Person

Shutts & Bowen LLP

Firm/Company

200 S Biscayne Blvd. Suite 4100

Address

Miami, FL 33131

City/State and Zip code

KCabral@bostonprivate.com (Kathryn Cabral)

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

For further information concerning this matter, please call:

Bryan Wells

305

347-7300

at (_____) _____

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

**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. Boston Private Bank & Trust Company
(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. Massachusetts 3. 04-2942314
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 1, 1983 5. _____
(Date of incorporation) (Date of duration, if other than 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. Ten Post Office Square, Boston, MA 02109
(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: 200 South Pine Island Road
Plantation, FL , 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.

Amy Berteletti **AMY BERTELETTI**
(Registered agent's signature) **VICE PRESIDENT**

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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16 JUL 11 PM 4:11
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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Please see the attached list of officers and directors.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

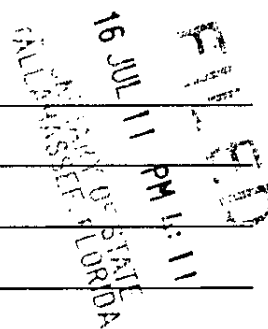
Address: _____

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

12. Margaret W. Chambers
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. Margaret W. Chambers, Secretary
(Typed or printed name and capacity of person signing application)



Boston Private Bank & Trust Company
Officers and Directors

Officers

Clayton G. Deutsch	Chief Executive Officer	Ten Post Office Square, Boston, MA 02109
George G. Schwartz	President	Ten Post Office Square, Boston, MA 02109
Jeremy F. Parker	Treasurer	Ten Post Office Square, Boston, MA 02109
Margaret W. Chambers	Secretary	Ten Post Office Square, Boston, MA 02109

Directors

Stephen M. Waters, Chair	Ten Post Office Square, Boston, MA 02109
James C. Brown	Ten Post Office Square, Boston, MA 02109
Torrance Childs	Ten Post Office Square, Boston, MA 02109
Clayton G. Deutsch	Ten Post Office Square, Boston, MA 02109
Corey C. Griffin	Ten Post Office Square, Boston, MA 02109
David J. Kaye	Ten Post Office Square, Boston, MA 02109
Deborah F. Kuenstner	Ten Post Office Square, Boston, MA 02109
Gloria C. Larson	Ten Post Office Square, Boston, MA 02109
John Morton III	Ten Post Office Square, Boston, MA 02109
Daniel P. Nolan	Ten Post Office Square, Boston, MA 02109
Anne L. Randall	Ten Post Office Square, Boston, MA 02109
George G. Schwartz	Ten Post Office Square, Boston, MA 02109
Kimberly S. Stevenson	Ten Post Office Square, Boston, MA 02109
Donna C. Wells	Ten Post Office Square, Boston, MA 02109
Lizabeth H. Zlatkus	Ten Post Office Square, Boston, MA 02109

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THE COMMONWEALTH OF MASSACHUSETTS
DIVISION OF BANKS

1000 Washington Street, 10th Floor, Boston, Massachusetts 02118

CHARLES D. BAKER
GOVERNOR

KARYN E. POLITO
LIEUTENANT GOVERNOR

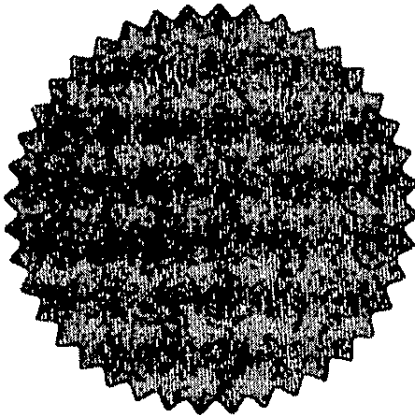
JOHN C. CHAPMAN
UNDERSECRETARY

DAVID J. COTNEY
COMMISSIONER OF BANKS

June 16, 2016

To Whom It May Concern:

This letter is to certify that records currently in the possession of the Division of Banks indicate that Trust Management Bank, Boston, Massachusetts was incorporated on November 1, 1983 and commenced business on November 21, 1983. On December 8, 1986, the name of the Bank was changed to Boston Private Bank & Trust Company, and it continues to operate as a state-chartered trust company under the provisions of Massachusetts General Laws chapter 172 and other related statutes, subject to supervision and examination by the Commissioner of Banks.



Sincerely,

Brenda L. Miller
Counsel

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OFFICE OF THE
CLERK OF THE
SUPREME COURT
TALLAHASSEE FLORIDA