

2/23/2017

Division of Corporations

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Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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To:

Division of Corporations
Fax Number : (850)617-6383

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (614)280-3338
Fax Number : (954)208-0845

****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**Goldman Sachs Bank USA**

Certificate of Status	0
Certified Copy	1
Page Count	17
Estimated Charge	\$78.75

2017 FEB 23 AM 10:35

TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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Help

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Goldman Sachs Bank USA

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:

Julie Abraham Hausen

	Name of Person
Goldman Sachs Bank USA	
	Firm/Company
200 West Street	
	Address
New York, NY 10282	
	City/State and Zip code
gs-legal-affiliates@gs.com	
E-mail address: (to be used for future annual report notification)	

For further information concerning this matter, please call:

Ro Spaziani	212	902-9982	
	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:

- | | | | |
|--|---|--|---|
| <input checked="" type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee & Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee, Certificate of Status & Certified Copy |
|--|---|--|---|

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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.

Goldman Sachs Bank USA

1. (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. New York 3. 13-3571598
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 21, 2008 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. 200 West Street, New York, NY 10282
(Principal office address)

(Current mailing address, if different)

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

Name: 1200 South Pine Island Road

Office Address: 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.

Judith Argao
Vice President
and 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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11. Names and business addresses of officers and/or directors:

A. DIRECTORSChairman: Esti E. StecherAddress: 200 West Street, New York, NY 10282Vice Chairman: Matthew W. BarrettAddress: 200 West Street, New York, NY 10282Director: Stephen DaviesAddress: 200 West Street, New York, NY 10282Director: Ann F. KaplanAddress: 200 West Street, New York, NY 10282**B. OFFICERS**President: Stephen M. ScherrAddress: 200 West Street, New York, NY 10282Vice President: N/A

Address: _____

Secretary: April DaryananiAddress: 200 West Street, New York, NY 10282Treasurer: Daniel FishmanAddress: 200 West Street, New York, NY 10282

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. Donnie Shoemaker, Chief Administrative Officer

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

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ADDENDUM TO APPLICATION OF GOLDMAN SACHS BANK USA

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

A. DIRECTORS

Director: Thomas C. Melzer

Address: 200 West Street, New York, NY 10282

Director: Simon P. Morris

Address: 200 West Street, New York, NY 10282

Director: Stephen M. Scherr

Address: 200 West Street, New York, NY 10282

Director: Jeffrey W. Schroeder

Address: 200 West Street, New York, NY 10282

B. OFFICERS

General Counsel: Thomas S. Riggs

Address: 200 West Street, New York, NY 10282

Chief Operating Officer: Michael E. Kurlander

Address: 200 West Street, New York, NY 10282

Chief Financial Officer: Carey Halio

Address: 200 West Street, New York, NY 10282

Chief Administrative Officer: Connie J. Shoemaker

Address: 200 West Street, New York, NY 10282

Chief Risk Officer/Chief Credit Officer: Thomas G. Young

Address: 200 West Street, New York, NY 10282

Chief Compliance Officer: Steven T. Elia

Address: 200 West Street, New York, NY 10282

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TALLAHASSEE, FLORIDA



FLORIDA OFFICE OF FINANCIAL REGULATION

www.FLOFR.com

DREW J. BREAKSPEAR
COMMISSIONER

January 19, 2017

Ms. Ro Spaziani
200 West Street
New York, NY 10282

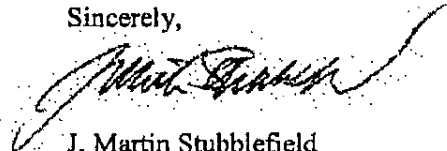
Re: Goldman Sachs Bank USA

Dear Ms. Spaziani:

Reference is made to your recent letter requesting approval to register the above-referenced fictitious name with the Florida Secretary of State by Goldman Sachs Bank USA, which is a New York state-chartered bank headquartered in New York, NY.

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

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TALLAHASSEE, FLORIDA

JMS:dlb

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

New York State
Department of Financial Services

I, YOLANDA FORD, Deputy Superintendent, Community and Regional Banks, Banking Division, New York State Department of Financial Services, **DO HEREBY CERTIFY:**

THAT, GOLDMAN SACHS BANK USA, is a corporation duly organized and existing under the laws of the State of New York and has its principal office and place of business at **200 West Street, New York, New York**. Such corporation is validly existing as a banking organization under the Banking Law of the State of New York. The authorization certificate of such corporation has not been revoked or suspended and such corporation is a subsisting **trust company** under the supervision of this Department.

WITNESS, my hand and official seal of the Department of Financial Services at the City of New York, this **21st** day of **December** in the Year **two thousand and sixteen**.

Yolanda Ford
Deputy Superintendent
Community and Regional Banks

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TALLAHASSEE, FLORIDA

New York State
Department of Financial Services

I, YOLANDA FORD, Deputy Superintendent, Community and Regional Banks, Banking Division, New York State Department of Financial Services, **DO HEREBY CERTIFY**;

THAT, the records in the Office of the Superintendent of Financial Services indicate that **GOLDMAN SACHS BANK USA** is a corporation duly organized and existing under the laws of the State of New York as a trust company, pursuant to Article III of the Banking Law; and

THAT, the Organization Certificate of **GOLDMAN SACHS BANK USA** was filed in the Office of the Superintendent of Financial Services on June 7, 1990, under the title **THE GOLDMAN SACHS TRUST COMPANY**, and such corporation was authorized on August 20, 1990; and

THAT, the following amendment to its Organization Certificate has been filed in the Office of the Superintendent of Financial Services as of the date indicated:

Certificate of Amendment of the Organization Certificate providing for a change of name from **THE GOLDMAN SACHS TRUST COMPANY** to **GOLDMAN SACHS BANK USA**, an increase in capital stock, and an expansion of powers to those of a full service bank with trust powers - filed November 28, 2008; and

THAT, no amendments to its Organization Certificate have been filed in the Office of the Superintendent of Financial Services except as set forth above and attached hereto; and

I DO FURTHER CERTIFY THAT, **GOLDMAN SACHS BANK USA** is validly existing as a banking organization with its principal office and place of business located at **200 West Street, New York, New York**.

WITNESS, my hand and official seal of the Department of Financial Services at the City of New York, this 21st day of December in the Year two thousand and sixteen.

Yolanda Ford
Deputy Superintendent
Community and Regional Banks

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HALL OF RECORDS
ALBANY, NEW YORK



STATE OF NEW YORK
Banking Department.

Know all Men by these Presents, Whereas, the organization
certificate of THE GOLDMAN SACHS TRUST COMPANY
of New York, New York has heretofore been duly approved
and said THE GOLDMAN SACHS TRUST COMPANY
has complied with the provisions of Chapter 2 of the Consolidated
Laws,

First Deputy **Not** Therefore, I, DAVID T. HALVORSON, as
1 Superintendent of Banks of the State of New York, do hereby
authorize the said THE GOLDMAN SACHS TRUST COMPANY
to transact the business of a Trust Company
at 85 Broad Street, Borough of Manhattan, City of New York
within this State.



In Witness Whereof, I have hereunto set my hand and
affixed the official seal of the Banking Department,
this 20th day of August in the year
one thousand nine hundred and ninety.

David T. Halvorson

First Deputy Superintendent

ORGANIZATION CERTIFICATE
OF
"THE GOLDMAN SACHS TRUST COMPANY"

We, the undersigned all being of full age, all of us being citizens of the United States and having associated ourselves together for the purpose of forming a Trust Company under and pursuant to the Banking Law of the State of New York, do hereby certify:

FIRST. That the name by which the corporation is to be known is The Goldman Sachs Trust Company.

SECOND. That the place where its principal office is to be located is at 85 Broad Street, New York, New York 10004.

THIRD. That the amount of its capital stock is to be One Million Five Hundred Thousand Dollars (\$1,500,000) and the number of shares into which such capital stock is to be divided is 20,000 with a par value of \$75 each.

FOURTH. The shares are not to be classified as preferred and common.

FIFTH. The name, place of residence and citizenship of each incorporator, and the number of shares subscribed for by each are:

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TALLAHASSEE, FLORIDA

<u>Full Name</u>	<u>Residence</u>	<u>*Citizenship</u>	<u>No. of Shares</u>
Roy J. Zuckerberg	1249 Veeder Drive Hewlett Bay Park, NY 11557	New York	0
David A. George	1418 Ridge Road Laurel Hollow, NY 11791	New York	0
Angelo De Caro	288 Carroll Street Brooklyn, NY 11231	New York	0
George F. Adam, Jr.	373 Stamford Ave. Stamford, CT 06902	Connecticut	0
Lloyd C. Blankfein	54 Riverside Drive New York, NY 10024	New York	0
Stephen B. Wells	57 Pepper Lane New Canaan, CT 06840	Connecticut	0
James K. Burns	343 Taconic Rd. Greenwich, CT 06830	Connecticut	0

* If a citizen of New York or a contiguous state, insert name of such state.

SIXTH. The term of existence of the corporation is to be perpetual.

SEVENTH. The number of directors is to be not less than seven nor more than twenty.

EIGHTH. The names of the incorporators who shall be the directors until the first annual meeting of stockholders are:

Roy J. Zuckerberg
David A. George
Angelo De Caro
George F. Adam, Jr.

Lloyd C. Blankfein
Stephen B. Wells
James K. Burns

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NEW YORK

NINTH. The Corporation is to exercise the powers conferred by Section 100 of the Banking Law. The Corporation shall neither accept deposits nor make loans except for deposits and loans arising directly from the exercise of the fiduciary powers specified in Section 100 of the Banking Law.

IN WITNESS WHEREOF, we have made, signed and acknowledged this certificate in duplicate, this 20th day of April 1990.

James K. Burns
Walter A. George
[Signature]
[Signature]

George F. Adams Jr.
[Signature]
Angelo De Caro

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STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 20th day of April, 1990

personally appeared before me

Roy J. Zuckerberg	Lloyd C. Blankfein
David A. George	Stephen B. Wells
Angelo De Caro	James K. Burns
George F. Adam, Jr.	

to me known to be the persons described in and who executed
the foregoing certificate, and severally acknowledged that
they executed the same.

Lynn Holly Fodor

LYNN HOLLY FODOR
Notary Public, State of New York
No. 43-01FO4876815
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires November 10, 1990

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TALLAHASSEE, FLORIDA

ORGANIZATION CERTIFICATE

OF

" THE GOLDMAN SACHS TRUST COMPANY

Received this 16th day of

MAY 1990.

Deputy Superintendent of Banks

Filed for examination this 22nd

day of MAY 19 90

Deputy Superintendent of Banks

Conditionally approved by the Banking Board,

at a meeting held on the 7th

day of JUNE 19 90

Secretary of the Banking Board

Approved and filed

this 7th day of JUNE 19 90

Deputy Superintendent of Banks

Filed in the office of

this day of 19

Recorded in the office of

this day of 19

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of New York,
Banking Department

I, **RICHARD H. NEIMAN**, Superintendent of Banks of the State of New York, **DO HEREBY APPROVE** the annexed certificate entitled "Certificate of Amendment of the Organization Certificate of The Goldman Sachs Trust Company under Section 8005 of the Banking Law" dated November 20, 2008, providing for (1) a change of name from **The Goldman Sachs Trust Company** to **Goldman Sachs Bank USA**; (2) an increase in capital stock from \$1,500,000 consisting of 20,000 shares with a par value of \$75 each, to \$8,000,000,000 consisting of 80,000,000 shares with a par value of \$100 each; and (3) an expansion of powers to those of a full service bank with trust powers. The Certificate of Amendment shall be filed in the office of the Superintendent of Banks effective November 28, 2008.

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TALLAHASSEE, FLORIDA

Witness, my hand and official seal of the Banking Department at the City of New York,
this 24th day of November two thousand and eight.

RICHARD H. NEIMAN
Superintendent of Banks

By: David S. Fredsall
David S. Fredsall
Deputy Superintendent of Banks

CERTIFICATE OF AMENDMENT
OF THE
ORGANIZATION CERTIFICATE
OF
THE GOLDMAN SACHS TRUST COMPANY
UNDER SECTION 8005 OF THE BANKING LAW

We, the undersigned, Mitchell Lieberman and Matthew Tropp, being the Chairman and Assistant Secretary, respectively, of The Goldman Sachs Trust Company, hereby certify as follows:

1. The name of the corporation is The Goldman Sachs Trust Company.
2. The Organization Certificate of The Goldman Sachs Trust Company was filed by the Superintendent of Banks of the State of New York on August 20, 1990.
3. The Organization Certificate is hereby amended by deleting articles FIRST, THIRD and NINTH in their entirety and substituting in lieu thereof the following:

"FIRST. That the name by which the corporation is to be known is *Goldman Sachs Bank USA*.

THIRD. That the amount of its capital stock is to be Eight Billion Dollars (\$8,000,000,000), and the number of shares into which such capital stock is to be divided is 80,000,000 with a par value of \$100 each.

NINTH. That the Corporation is to exercise the powers conferred by Section 100 of the Banking Law in addition to the other powers conferred upon banks in Article 3 of the Banking Law."

4. The foregoing amendments of the Organization Certificate were authorized on November 19, 2008 by written consent of The Goldman Sachs Group, Inc., the sole holder of 100% of the outstanding capital stock of The Goldman Sachs Trust Company.

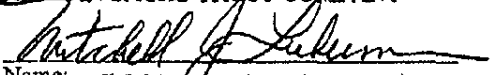
[Signature page follows]

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TALLAHASSEE, FLORIDA

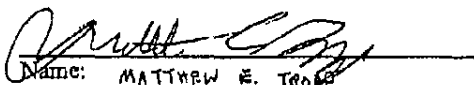
IN WITNESS WHEREOF, this Certificate of Amendment has been duly executed this 20 day of November, 2008.

THE GOLDMAN SACHS TRUST COMPANY

By


Name: MITCHELL J. LIEBERMAN
Title: Chairman

AL-By


Name: MATTHEW E. TROPE
Title: Assistant Secretary


VERIFICATION

STATE OF NEW YORK)

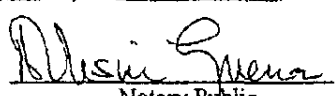
ss:

COUNTY OF NY)

Matthew Trope, being duly sworn, deposes and says, that he is the
Assistant Secretary of The Goldman Sachs Trust Company, the
corporation mentioned and described in the foregoing instrument, that he has read and signed the
same, and that the statements contained therein are true.


Signature

Sworn to before me this
20th day of November, 2008.


Notary Public

ALLISON GUERRA
Notary Public, State of New York
No. 01GU8133148
Qualified in Kings County
Term Expires September 12, 2009

CERTIFICATE OF AMENDMENT

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