

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CIBC Bancorp USA 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:

Lorna Bush

Name of Person

CIBC Bank USA

Firm/Company

120 South LaSalle, Legal Department - 4th Floor

Address

Chicago, Illinois 60603

City/State and Zip code

lorna.bush@cibc.com

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

For further information concerning this matter, please call:

Lorna Bush

312

564-2123

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.*

CIBC Bancorp USA Inc.

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. Delaware 3. 81-3288590
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 20, 2016 5. Perpetual
(Date of incorporation) (Date of duration, if other than perpetual)

6. December 1, 2019
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 120 South LaSalle, 4th Floor, Chicago, IL 60603
(Principal office address)

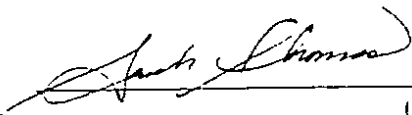
(Current mailing address, if different)

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

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(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.



Sarah Thomas, Assistant Secretary

(Registered agent's signature)

0. 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.

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

A. DIRECTORS

Chairman: John P. Manley

Address: 120 South LaSalle Street, Suite 400

Chicago, IL 60603

Vice Chairman: Norman Robins

Address: 120 South LaSalle Street, Suite

Chicago, IL 60603

Director: Michelle Collins

Address: 120 South LaSalle Street

Chicago, IL 60603

Director: Gordon Giffin

Address: 120 South LaSalle Street

Chicago, IL 60603

B. OFFICERS

President: Michael G. Capatides

Address: 120 South LaSalle Street

Chicago, IL 60603

Vice President: Brant Ahrens, Executive Managing Director

Address: 120 South LaSalle Street

Chicago, IL 60603

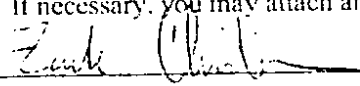
Secretary: Julie O' Connor, General Counsel and Secretary

Address: 120 South LaSalle, Chicago, IL 60603

Treasurer: Hammad A. Pirzada

Address: 120 South LaSalle

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.

3. Zack Christensen, Deputy General Counsel and Assistant Secretary

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

2019 DEC 13 PM 1:45
SECRET
SECURITY
TALLAHASSEE, FLORIDA

**CIBC BANCORP USA, INC
BOARD OF DIRECTORS**

John P. Manley - Chairman
120 South LaSalle Street
Chicago, IL 60603

Norman R. Bobins
120 South LaSalle Street
Chicago, IL 60603

Michael G. Capatides
120 South LaSalle Street
Chicago, IL 60603

Michelle L. Collins
120 South LaSalle Street
Chicago, IL 60603

Gordon D. Griffin
120 South LaSalle Street
Chicago, IL 60603

Kevin Kelly
120 South LaSalle Street
Chicago, IL 60603

Richard S. Price
120 South LaSalle Street
Chicago, IL 60603

Larry D Richman
120 South LaSalle Street
Chicago, IL 60603

Ronald W. Tysoe
120 South LaSalle Street
Chicago, IL 60603

Barry L. Zubrow
120 South LaSalle Street
Chicago, IL 60603

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TALLAHASSEE, FLORIDA

Delaware

The First State

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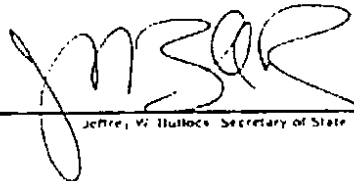
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CIBC BANCORP USA INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF DECEMBER, A.D. 2019.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CIBC BANCORP USA INC." WAS INCORPORATED ON THE TWENTIETH DAY OF JUNE, A.D. 2016.

2019 DEC 13 PM 1:46
TALLAHASSEE, FLORIDA
SECRETARY OF STATE




Jeffrey W. Bullock, Secretary of State

6073892 8300

SR# 20198492124

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

Authentication: 204166601

Date: 12-09-19