

F21 000005150

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : COMPUTERSHARE
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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
FILED

2023 MAY 17 AM 9:30

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2023 MAY 17 PM 12:31

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
JTC TRUSTEES (USA) LTD COMPANY**

Certificate of Status	0
Certified Copy	0
Page Count	11
Estimated Charge	\$35.00

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F21000005150

(Document number of corporation (if known))

1. JTC TRUSTEES (USA) LTD COMPANY
(Name of corporation as it appears on the records of the Department of State)
2. South Dakota 3. 09/03/2021
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 03/13/2023
5. JTC Trust Company (South Dakota) Ltd. Company
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

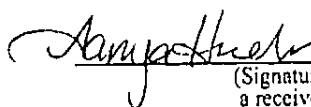
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2023 MAY 17 AM 9:30
ALLAHACSEE, FL

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

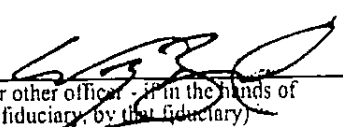
<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
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_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove

FILED
 2023 MAY 17 AM 9:30
 DEPARTMENT OF STATE
 PALM BEACH, FL

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


 (Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

TANYA HARDER / WILLIAM BLEWETT
 (Typed or printed name of person signing)


 AUTHORIZED SIGNATORIES
 (Title of person signing)

FILING FEE \$35.00

State of South Dakota

Office of the Secretary of State

Certified Copy

I, Monae L. Johnson, Secretary of State of the State of South Dakota, hereby certify that the attached instrument of writing is a true, correct and examined copy of the

**Restated Articles of Incorporation
for**

JTC Trust Company (South Dakota) LTD.

BUSINESS ID# DB061149

Filed in this office on March 13, 2023.

And the whole thereof and has been carefully compared with the original now on file in this office and found correct.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused to be
affixed the Great Seal of the State of South
Dakota, in Pierre, the Capital City, this day,
May 15, 2023.

A handwritten signature in cursive script that reads "Monae L. Johnson".

**Monae L. Johnson
Secretary of State**

State of South Dakota

Office of the Secretary of State

Certificate of Amendment

Domestic Business Corporation

I, **Monae L. Johnson**, Secretary of State of the State of South Dakota, hereby certify that the Application for Articles of Amendment to the Articles of Incorporation for

JTC TRUSTEES (USA) LTD changing its name to

JTC Trust Company (South Dakota) LTD.

BUSINESS ID# DB061149

with an effective date of: March 13, 2023, duly signed and verified, pursuant to the provisions of the South Dakota Corporation Acts, has been received in this office and is found to conform to law.

ACCORDINGLY, and by virtue of the authority vested in me by law, I hereby issue this Certificate of Amendment and attach hereto a duplicate of the Application for Articles of Amendment to the Articles of Incorporation.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of South Dakota, in Pierre, the Capital City, this day, March 13, 2023.

Monae L. Johnson
Secretary of State

03/13/2023 2:25 PM

RESTATED ARTICLES OF INCORPORATION
OF
JTC TRUST COMPANY (SOUTH DAKOTA) LTD

Executed by the undersigned for the purpose of restating the corporation's Articles of Incorporation. The undersigned hereby certifies that these Restated Articles of Incorporation supersede the original Articles of Incorporation.

ARTICLE I.

The name of the corporation is JTC Trust Company (South Dakota) LTD.

ARTICLE II.

The period of existence of the corporation shall be perpetual.

ARTICLE III.

The objects and purposes for which this corporation is formed are:

To conduct and transact generally the business of a trust company and to all acts and things, exercise all powers, and perform all functions that a trust company is authorized or empowered to do, exercise, or perform under and by virtue of the laws of the State of South Dakota, or that it may be, by law, hereafter authorized to do, exercise or perform; take, receive and hold in trust, property both real and personal, for individuals, firms, companies, associations, corporations, or other entities; and accept and execute trusts of every description that may be committed to it by any person, executor, administrator, administrator with the will annexed, guardian, trustee, assignee, receiver, or by any corporation or other entity, or by any State, or by the United States, or by the courts of this or any other state or of the United States; accept employment and act as executor of any last will and testament and as administrator, or administrator with the will annexed of the estates of deceased persons, and as assignee, receiver, trustee, or depository in all such matters; in a legal manner, attend to the management and settlement of estates, guardianships, assigneeships, and receiverships, and act as trustee, agent or attorney for individuals, firms, companies, associations, corporations, or any other entity, and attend to any and all manner of trusts; act as agent for the purpose of registering or countersigning the certificates of stock bonds, or other indebtedness of any corporation, company, association, municipality, state, or public authority, on such terms as may be agreed on, act as transfer agent and registrar of certificates, stocks, or bonds; purchase, hold, sell, and take such property, real and personal, as may be mortgaged pledged, and hypothecated or conveyed to it in trust, or for its benefit for money loaned in pursuance of its regular business, and as may be purchased by it at sales under mortgages, pledges, hypothecations, or deeds of trust made for its benefit for money so loaned or as may be conveyed to it by borrowers or money in satisfaction or in discharge of loans made; purchase, hold, own, and sell such personal property as may be legally done under the Constitution and laws of the State of South Dakota; and do all of the above things and as such trust company in such manner as is consistent with the laws of the State of South Dakota.

B0260-0885 03/13/2023 2:07PM Rec'd by SD SOS

B0260-0886 03/13/2023 2:07PM Rec'd by SD SOS

To conduct a safe deposit business and, in the conduct of the safe deposit business, store and hold for others personal property and securities with and without compensation; maintain vaults, safes, and other receptacles therein for the storage, safe-depositing, and safe-keeping of personal property and securities; and rent and hire such safes and receptacles to others on such terms and conditions as the corporation may deem advisable.

To do all acts and things that a trust company may lawfully do.

ARTICLE IV.

The principal office for the transaction of business of this corporation is to be located at 140 N. Phillips Ave., Ste. 301 Sioux Falls, South Dakota, 57104.

ARTICLE V.

The aggregate number of shares which the corporation shall have authority to issue is One Hundred Thousand (100,000) shares of common stock.

ARTICLE VI.

The address of the registered office of the corporation is 140 N. Phillips Ave., Ste. 301, Sioux Falls, South Dakota, 57014, and the name of its registered agent at such address is William Blewett.

ARTICLE VII.

The management of the Corporation shall be vested in a Board of Directors. The Corporation shall at all times have at least five (5) Directors and no more than twelve (12) Directors.

ARTICLE VIII.

The manner in which the Corporation conducts its business and affairs, the duties and authority of its Officers and Directors, and the rights and obligations of its Officers and Directors, to the extent not expressly required by and provided for in the Act or in these Articles of Incorporation, shall be set forth in the Bylaws adopted by the Corporation. The Bylaws and Articles of Incorporation may from time to time be amended in accordance with the provisions contained in the Bylaws.

ARTICLE IX.

No director of the Corporation is personally liable to the Corporation or its shareholders for monetary damages for any action taken, or any failure to take any action, as a director, except for the following:

- (a) Liability for the amount of a financial benefit received by a director to which the director is not entitled;
- (b) An intentional infliction of harm on the corporation or the shareholders;
- (c) Any distribution to shareholders that is unlawful under the South Dakota Business Corporation Act or successor statute; or
- (d) An intentional violation of criminal law.

This Article does not limit or eliminate the liability of a director for any act or omission occurring before the effective date of this Article.

No amendment to or repeal of this Article may make any director of the Corporation personally liable to the Corporation or its shareholders for monetary damages for any act or omission as a director occurring before the effective date of that amendment or repeal.

This Article is intended to limit the liability of any director of the Corporation to the greatest extent authorized under the South Dakota Business Corporation Act. Any further limitation on the liability of directors authorized under any amendment to the South Dakota Corporation Act is incorporated into this Article on the effective date of that amendment.

ARTICLE X.

This corporation will indemnify any director or officer made a party, or threatened to be made a party, to any threatened, pending or completed action, suite or proceeding, whether civil, criminal, administrative, or investigative (other than one by or in the right of the corporation to procure a judgment in its favor, brought to impose a liability on such person for an act alleged to have been committed by such person in his or her capacity as director or officer of the corporation, or as director, officer, employee or agent of any other entity which he or she served at the request of the corporation) against judgments, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person is either successful in his or her defense or if the proceeding is terminated by settlement, and if such person acted in good faith in the reasonable belief that such action was in the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The Board of Directors shall have the sole discretion to determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he or she reasonably believed to be in the best interest of the corporation and whether, with respect to any criminal action or proceeding, he or she had no reasonable ground for the belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceedings.

Dated this 1 day of February, 2023.



William Blewett, Director

RECEIVED

FEB 02 2023

SD DIVISION OF BANKING

**SOUTH DAKOTA DEPARTMENT OF LABOR AND REGULATION
DIVISION OF BANKING**

1714 Lincoln Avenue, Suite 2, Pierre, SD 57501
Tel: 605.773.3421 Fax: 866.326.7504 banking.sd.gov

TRUST COMPANY NAME CHANGE NOTICE

Include the following when submitting a name change notice:

1. a copy of the amended Articles of Incorporation/Organization (Articles) identifying the new name; and
2. a check made payable to "South Dakota Secretary of State" or "SD SOS" to cover associated filing fees.

The South Dakota Division of Banking will forward the amended Articles and payment to the Secretary of State; once filed, the Division will issue the trust company an amended charter and certificate(s) of authority. The effective date will coincide with the SD SOS filing date.

☒ Primary Office Location

☐ Trust Service Office Location

Trust Company Name:	JTC TRUSTEES USA LTD
Proposed New Name:	JTC Trust Company (South Dakota) LTD

Provide a brief explanation of the reason for the change:


JTC TRUSTEES USA LTD has applied for a change of control with the South Dakota Division of Banking as part of an internal restructuring. JTC would like to market the South Dakota public trust company charter under the proposed name, JTC Trust Company (South Dakota) LTD.

Individual responsible for answering questions about and coordinating this notice:

Name: David Peterson	Phone: (605) 222-7410
Email Address: David.Peterson@jtcgroup.com	
Mailing Address: 140 North Phillips Avenue, Suite 301	
City: Sioux Falls	State: SD Zip: 57104

Completed by: David Peterson, Compliance Officer

(Print Name and Title)

Signature: 

Date: January 23, 2023

NOTE: Forms cannot be saved with completed data using the basic Adobe Reader software product. To save an electronic copy of the completed form, you must have Adobe Reader Extensions or Adobe Acrobat. If you do not have these products and do not wish to purchase them, you will need to print to a PDF and save, or print a hard copy and scan it.

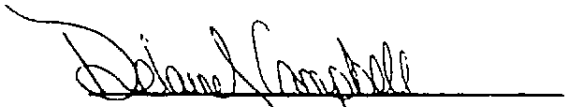



B0260-0888 03/13/2023 2:07PM Rec'd by SD SOS

The within and foregoing RESTATED ARTICLES OF INCORPORATION are hereby
approved this 13th day of March, 2023.

SOUTH DAKOTA DIVISION OF BANKING

ATTEST:


Secretary to the SD Division of Banking


Director of the SD Division of Banking

(SEAL)



B0260-0889 03/13/2023 2:07PM Rec'd by SD SOS



South Dakota Secretary of State

Monae L. Johnson
Secretary of State

Thomas J. Dendrick
Deputy Secretary of State

JTC Trust Company (South Dakota) LTD.
140 N. PHILLIPS AVE., STE. 301
SIOUX FALLS, SD 57104

March 13, 2023

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

Business ID : DB061149
Status: Good Standing
Filing Type: Business Corporation - Domestic
Amendment Type: Articles of Amendment
Filed Date: 03/13/2023 2:07 PM

Monae L. Johnson
Secretary of State
State of South Dakota

Field Name	Changed From	Changed To
Filing Name	JTC TRUSTEES (USA) LTD	JTC Trust Company (South Dakota) LTD.