

F95000003462

Document Number only

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone
904-222-1092
CORPORATION(S) NAME

3000001541173
07/19/95-0103--002

*****70.00 *****70.00

Brinecliff Capital Corporation

- ☒ Profit
☐ NonProfit
☐ Limited Liability Company
☒ Foreign
☐ Amendment
☐ Merger
☐ Dissolution/Withdrawal
☐ Mark
☐ Limited Partnership
☐ Annual Report
☐ Other
☐ Reinstatement
☐ Reservation
☐ Change of R.A.
☐ Fictitious Name
☐ Certified Copy
☐ Photo Copies
☐ CUS/ G/S
☐ Call When Ready
☐ Call If Problem
☐ After 4:30
☒ Walk In
☐ Will Wait
☒ Pick Up
☐ Mail Out

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

7/17/95
3:00

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

**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. Briarcliff Capital Corporation
(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 12/23/94 4. Perpetual
(Date of Incorporation) (Duration)
5. 06-1414393
(Federal Employer Identification number, if applicable)
6. Upon Qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 292 Long Ridge Road, Stamford, Connecticut 06927
(Current mailing address)
8. See Exhibit A attached
(Corporate purpose and nature of business in which it is engaged in Florida)
9. Names and addresses of officers and or directors:

A. Directors:

Director: Chairman: Dennis Brennan
Address: 7 Buckingham Lane
Greenwich, Connecticut 06830

Director: Vice Chairman: Frederick C. Chen
Address: 126 Butternut Hollow Road
Greenwich, Connecticut 06830

Director: Joseph A. Driscoll
Address: 46 Bartlett Drive
Manhasset, New York 11030

Director: _____
Address: _____

9. Officers:

President: Dennis Brennan
 Address: 7 Buckingham Lane
Greenwich, Connecticut 06830

Vice President: and Treasurer: Frederick C. Chen
 Address: 126 Butternut Hollow Road
Greenwich, Connecticut 06830

Vice President and Secretary: Joseph A. Driscoll
 Address: 46 Bartlett Drive
Manhasset, New York 11030

Asst. Secretary and Asst. Treasurer: James Frederick
 Address: 146 Cold Springs Road, Unit A
Stamford, Connecticut 06905

** See Attached for additional officers.
 (If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: CT Corporation System
 Office Address: 1200 S. Pine Island Road
Plantation, Florida 33324
 Zip Code

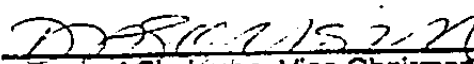
11. Registered agent's acceptance:

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.

Registered agent's signature: 

TANYA M. VILLAR
 SPECIAL ASSISTANT SECRETARY

12. 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.

13. 
 (Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Deirdre Seger son, Assistant Secretary and Assistant Treasurer
 (Name and capacity of person signing application)

Assistant Secretary
and Assistant Treasurer:

Dean Miller
767 Cheese Spring Rd.
New Canaan, Connecticut 06840

Assistant Secretary
and Assistant Treasurer:

Deirdre Segerson
12 Andrews Street
Bethel, Connecticut 06801

SECRET
EXCLUDED FROM AUTOMATIC
DOWNGRADING AND
DECLASSIFICATION
PROCESS
SEP 19 19 02

EXHIBIT A

The purpose of the Corporation is to engage in the following activities:

A. To make, acquire, own, hold, sell, transfer, assign, pledge, finance, refinance, credit enhance or otherwise deal with loans having maturities which, at the time of the making or acquisition thereof by the Corporation, do not exceed ten years and which are secured by first mortgages, deeds of trust or similar liens on commercial and/or multifamily residential properties (each, a "Mortgage Loan");

B. To finance the Mortgage Loans through: (i) the issuance of such notes, commercial paper or other interest bearing or discount obligations or securities as the Board of Directors of the Corporation may deem appropriate; (ii) the issuance of capital stock of the Corporation; and (iii) borrowings under a liquidity facility if the Corporation is unable to issue commercial paper; and

C. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, so long as the same are incidental to and necessary or convenient to accomplish the purposes specified in paragraphs A and B above.

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BRIARCLIFF CAPITAL CORPORATION" 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 THIRTEENTH DAY OF JULY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

RECORDED
INDEXED
JUL 19 1995
10 02 AM



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2464870 8300

950156745

AUTHENTICATION:

DATE:

7572383

07-13-95