

MORGAN TRUST
COMPANY

COMPANY

F96000000923

January 3, 1996

Florida Department of State
Qualification / Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700001681777
-01/08/96--01085--017
*****70.00 *****70.00

Re: Morgan Trust Company
A Foreign Profit Corporation seeking authorization to do
business in the state of Florida.

Dear Sir or Madam,

Attached please find the following items required by the
Secretary of State of Florida for Morgan Trust Company, a
Foreign Profit Corporation seeking authorization to do business
in the state of Florida:

1. Transmittal Letter completed in its entirety.
2. Pursuant to section 607.1503(1), Florida Statutes, the
attached application completed in its entirety.
3. An original Certificate of Existence from the domestic state
of incorporation (Tennessee) dated within ninety days.
3. Check for \$70.00 payable to the Florida Department of State
for the Registration Fee.

Thank you for your attention to our application.

David M. Minnick

David M. Minnick
Secretary
Morgan Trust Company

2/33

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 23 AM 11:45



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 11, 1996

DAVID M. MINNICK
MORGAN TRUST COMPANY
50 N. FRONT ST, SUITE 1900
MEMPHIS, TN 38103

SUBJECT: MORGAN TRUST COMPANY
Ref. Number: W9600000915

We have received your document for MORGAN TRUST COMPANY and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111.

Please set forth the registered agent and office in section 9 (CT Corporation System, 1200 S. Pine Island Rd., Plantation, FL 33324) and delete David M. Minnick's signature in section 10.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 196A00001518

MORGAN TRUST

C O M P A N Y

February 16, 1996

HART COLLINS
SENIOR CORPORATE SECTION ADMINISTRATOR
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

SUBJECT: MORGAN TRUST COMPANY
REF. NUMBER: W96000000915

In reference to letter number: 196A00001518 dated January 11, 1996, enclosed please find the following documents requested by your office in order to properly complete the Application By A Foreign Corporation For Authorization To Transact Business In Florida for Morgan Trust Company:

- 1) Written approval and clearance of the term TRUST COMPANY, from the Division of banking and Finance, pursuant to section 655.922(2a), Florida Statutes.
- 2) Corrected section 9 setting forth the Registered Agent and Office as CT Corporation System, 1200 S. Pine Rd., Plantation, FL 33324.
- 3) Corrected section 6 stating "Upon Qualification" as the date first transacted business in Florida.
- 4) A copy of letter number: 196A00001518 stating deficiencies in the original application submitted by Morgan Trust Company.

If further information is required, please contact me. Thank you for your assistance in this matter.



David M. Minnick
Secretary
Morgan Trust Company



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

February 12, 1995

Mr. David M. Minnick
Secretary
Morgan Trust Company
Fifty North Front Street
Suite 1900
Memphis, Tennessee 38103

Dear Mr. Minnick:

Your letter dated January 18, 1996, to Ms. Kathy Ryan, has been forwarded to me for reply.

Morgan Trust Company, a Tennessee-chartered trust company, has requested the approval of this office to use the term "trust company" in its title in conjunction with the transaction of certain business in Florida. The name Morgan Trust Company will be used in conjunction with referral of trust business from an affiliate in Florida to the trust company. Section 655.922(2)(a), Florida Statutes, prohibits any person other than a financial institution from transacting business in Florida under any name or title that contains, among others, the words "trust company".

Morgan Trust Company is a Tennessee-chartered financial institution. Morgan Trust Company does not propose to conduct any business in Florida which would be considered a "trust business". Any trust business garnered from the referral service will be performed at the trust company's offices in Tennessee. We therefore have no objection to the use of the term "trust company" in this context.

If you have any questions, please let us know.

Sincerely,

A handwritten signature in cursive script, reading "David Burgess".

David Burgess
Financial Control Analyst--Coordinator
Bureau of Financial Institutions
District II, Division of Banking
The Capitol, Suite 1402
(904) 488-0382

**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. MORGAN TRUST COMPANY
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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. STATE OF TENNESSEE 3. 62-1606702
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 06/30/96 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. "UPON QUALIFICATION"
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 50 NORTH FRONT STREET
MEMPHIS, TN 38103
(Current mailing address)

8. TRUST SERVICES
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT CORPORATION SYSTEM

Office Address: 1200 S. PINE ISLAND ROAD

PLANTATION, Florida, 33324
(Zip Code)

10. 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)

11. 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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 20 AM 11:45

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: SEE ATTACHMENT FOR COMPLETE LISTING

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: SEE ATTACHMENT FOR COMPLETE LISTING

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.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. DAVID M. MINNICK - SECRETARY

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

December 27, 1995

MORGAN TRUST COMPANY

The names, positions and place of employment for the Directors of Morgan Trust Company are as follows:

William W. Deupree
President
Morgan Keegan, Inc.
50 North Front Street
Memphis, TN 38103

Joseph C. Weller
Secretary and Treasurer
Morgan Keegan, Inc.
50 North Front Street
Memphis, TN 38103

David M. Minnick
General Counsel
Morgan Keegan, Inc.
50 North Front Street
Memphis, TN 38103

Patrick D. Crowley
Vice President, Financial Services Department
Morgan Keegan & Company, Inc.
50 North Front Street
Memphis, TN 38103

Charles A. Neale
Senior Vice President and General Counsel
National Bank of Commerce
One Commerce Square
Memphis, TN 38103

Walter A. Ruch, III
President
Morgan Trust Company
735 Broad Street
Suite 1004
Chattanooga, TN 37402

December 27, 1995

MORGAN TRUST COMPANY

The titles, names and business addresses of the Officers of Morgan Trust Company are as follows:

CHAIRMAN: William W. Deupree
Morgan Keegan, Inc.
50 North Front Street
Memphis, TN 38103
SSN: 412-68-0849

PRESIDENT: Walter A. Ruch, III
Morgan Trust Company
735 Broad Street
Suite 1004
Chattanooga, TN 37402
SSN: 413-13-7724

SECRETARY: David M. Minnick
Morgan Keegan, Inc.
50 North Front Street
Memphis, TN 38103
SSN: 488-62-4920

TREASURER: Joseph C. Weller
Morgan Keegan, Inc.
50 North Front Street
Memphis, TN 38103
SSN: 427-62-8937

ASSISTANT SECRETARY / ASSISTANT TREASURER:

Charles D. Maxwell
Morgan Keegan, Inc.
50 North Front Street
Memphis, TN 38103
SSN: 459-84-6541

ACCEPTANCE OF APPOINTMENT

RE: MORGAN TRUST COMPANY

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: December 28, 1995

C T CORPORATION SYSTEM

By


John D. Linnihan,
Assistant Vice President

**Secretary of State
Corporations Section**

James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 12/20/1995
REQUEST NUMBER: 3088-1839A
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 06/30/1995
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0296935
JURISDICTION: TENNESSEE

TO:
MORGAN TRUST COMPANY
AT: DAVID H MINNICK
50 NO FRONT ST
MEMPHIS, TN 38103

REQUESTED BY:
MORGAN TRUST COMPANY
AT: DAVID H MINNICK
50 NO FRONT ST
MEMPHIS, TN 38103

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"MORGAN TRUST COMPANY"

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE,
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID,
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED, AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 23 AM 11:45

FOR: REQUEST FOR CERTIFICATE

ON DATE: 12/20/95

FROM:
MORGAN KEEGAN & COMPANY, INC.
FIFTY FRONT STREET
MEMPHIS, TN 38103-0000

RECEIVED: FEES \$80.00 \$80.00
TOTAL PAYMENT RECEIVED: \$160.00

RECEIPT NUMBER: 00001880505
ACCOUNT NUMBER: 00014826



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE