

F96000001465

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

000001753110
-03/21/96--01086--006
*****70.00 *****70.00

SUBJECT: RELIANCE TRUST COMPANY
(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", 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:

Elizabeth O. Derrick
(Name of Person)

Parker, Johnson, Cook & Dunlevie
(Firm/Company)

1275 Peachtree Street, N.E., Suite 700
(Address)

Atlanta, Georgia 30309-3574
(City/State/Zip)

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DIVISION OF CORPORATIONS
95 MAR 21 AM 9:27
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Should you need to call someone concerning this matter, please call:

Elizabeth O. Derrick at (404) 888-7433
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

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

**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. RELIANCE 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. GEORGIA
(State or country under the law of which it is incorporated)
3. 58-1428634
(FEI number, if applicable)
4. February 11, 1981
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 2, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.153, F.S.))
7. 950 East Paces Ferry Road, Suite 2840, Atlanta, Georgia 30326

(Current mailing address)
8. Banking/Trust Company, Manage corporate trust business for SouthTrust of Florida
(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: Michael Marra

Office Address: 3511 West Commercial Blvd., Suite 214

Ft. Lauderdale, Florida, 33309
(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.

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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 Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See Attached

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

14. ANTHONY A. GUTHRIE SENIOR VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

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12.A.

Kenneth J. Phelps, Chairman
295 Crosstree Lane, N.W.
Atlanta, Georgia 30328

Randy L. Boyd
c/o Centennial Computer Services, Inc.
3299 Northcrest Road, N.E., Second Floor
Atlanta, Georgia 30340

Mr. Roy J. Alewine
c/o American Guaranty Associates
4151 Memorial Drive, Suite 119-C
Decatur, Georgia 30032

Mr. A. J. Braswell
Reliance Trust Company
950 E. Paces Ferry Road, Suite 2840
Atlanta, Georgia 30326

Mr. Robert F. Cook
Parker, Johnson, Cook & Dunlevie
1275 Peachtree Street, N.E., Suite 700
Atlanta, Georgia 30309

Mr. James W. Lyon IV
5330 Peachtree-Dunwoody Road
Atlanta, Georgia 30342

Mr. James T. Maxwell
180 Seville Chase
Atlanta, Georgia 30328

Mr. Joseph A. Morris
Senior Vice President
Unity Mortgage Corporation
600 Embassy Row
6600 Peachtree-Dunwoody, Suite 600
Atlanta, Georgia 30328

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12.A. Cont'd.

Mr. Horst H. Schulze
President and Chief Operating Officer
The Ritz-Carlton Hotel Company
3414 Peachtree Road, N.E., Suite 300
Atlanta, Georgia 30326

700100019649, ("Reference Document")

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12.B.

Kenneth J. Phelps, President
950 E. Paces Ferry Road, Suite 2840
Atlanta, Georgia 30326

Anthony A. Guthrie, Senior Vice President
950 E. Paces Ferry Road, Suite 2840
Atlanta, Georgia 30326

James T. Maxwell, Vice President
950 E. Paces Ferry Road, Suite 2840
Atlanta, Georgia 30326

W. Ray Walker, Secretary
3295 Northcrest Road
Atlanta, Georgia 30340

Deborah D. George, Treasurer
3295 Northcrest Road
Atlanta, Georgia 30340

James C. Barrong
Senior Vice President
Trust Operations
3295 Northcrest Road
Atlanta, Georgia 30340

A. J. Braswell
President - Church & Institutional Financing Division
950 E. Paces Ferry Road, Suite 2840
Atlanta, Georgia 30326

Phyllis A. Braswell
Senior Vice President
IRA Administration and Customer Service
3295 Northcrest Road
Atlanta, Georgia 30340

J. Dan Davis
Senior vice President
Asset Management
950 E. Paces Ferry Road, Suite 2840
Atlanta, Georgia 30326

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12.B. Cont'd.

Sharon Ennis
Senior Vice President
Project Management
3295 Northcrest Road
Atlanta, Georgia 30340

Esther Fannin
Senior Vice president
Traditional Corporate Trust
3295 Northcrest Road
Atlanta, Georgia 30340

William C. Harlow
Senior vice President
Asset Management
950 E. Paces Ferry Road, Suite 2840
Atlanta, Georgia 30326

Marvin D. Hoeflinger
Senior Vice President
Church Business Development
950 E. Paces Ferry Road, Suite 2840
Atlanta, Georgia 30326

Edward S. Linsley
Senior Vice President
Asset Management
950 E. Paces Ferry Road, Suite 2840
Atlanta, Georgia 30326

Michael J. Marra, Jr.
Senior Vice President
Ft. Lauderdale Office
413 S.W. 11th Court
Ft. Lauderdale, Florida 33315

Donald L. McKinney
Senior Vice President
Corporate Institutional Financial Services
3295 Northcrest Road
Atlanta, Georgia 30340

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12.B. Cont'd.

Paul Williams
Senior Vice President
Nashville Office
SouthTrust Plaza
8th Floor
230 4th Avenue North
Nashville, TN 37219-8827

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Rev. February 9, 1996

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Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 960460869
CONTROL NUMBER : 8715947
DATE INCORPORATED: 02/11/1981
JURISDICTION : GEORGIA
PRINT DATE : 02/15/1996
FORM NUMBER : 256

PARKER JOHNSON COOK & DUNLEVIE
1275 PEACHTREE STREET NE SUITE 700
ATT: DOROTHY REVELTS
ATLANTA GA 30309

CERTIFICATE OF EXISTENCE

I, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

RELIANCE TRUST COMPANY
A DOMESTIC BANK

was duly incorporated on the above date. Said corporation is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution.

This certificate is issued under the authority of Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.

This certificate applies only to filings pursuant to Title 14 of the Official Code of Georgia Annotated. Information concerning bank related filings must be certified by the Georgia Department of Banking and Finance.

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DIVISION OF CORPORATIONS
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Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

WOMBLE
CARLYLE
SANDRIDGE
& RICE
A PROFESSIONAL LIMITED
LIABILITY COMPANY

Suite 700
1275 Peachtree Street, N.E.
Atlanta, GA 30309-3574

Telephone: (404) 872-7000
Fax: (404) 888-7490

Robert F. Cook
Direct Dial: (404) 888-7403
E-mail: b_cook@wscrr.com

November 4, 1996

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Reliance Trust Company (Document No. F96000001465)

Dear Sir or Madam:

Effective November 1, 1996, the corporate address for the above referenced corporation has been changed to:

101 N.E. 3rd Avenue, Suite 100
Fort Lauderdale, Florida 33301.

Should you have any questions about this matter or need anything further, please contact me directly.

Very truly yours,

WOMBLE CARLYLE SANDRIDGE & RICE, PLLC



Robert F. Cook

cc: Mr. Michael J. Marra

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Rev. November 4, 1996

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WOMBLE
CARLYLE
SANDRIDGE
& RICE

A PROFESSIONAL LIMITED
LIABILITY COMPANY

Suite 700
1275 Peachtree Street, N.E.
Atlanta, GA 30309-3574

Telephone: (404) 872-7000
Fax: (404) 888-7490

Direct Dial: (404) 888-7430
Direct Fax: (404) 870-4847
E-mail: d_reyelts@wcsr.com

November 22, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

Re: Statement of Change of Registered Office

Dear Sir or Madam:

Enclosed herewith please find a Statement of Change of Registered Office for Reliance Trust Company and our check in the amount of \$35.00 for the filing fee. We would appreciate an acknowledgment of our filing by your returning a "filed" stamped copy of this letter in the self-addressed, stamped envelope to the undersigned.

Should you have any questions about this matter, please contact me directly.

Very truly yours,

WOMBLE CARLYLE SANDRIDGE & RICE
A professional limited liability company

Dorothy D. Reyelts

Dorothy D. Reyelts, Legal Assistant

enclosures

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Rev. November 22, 1996

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DIVISION OF CORPORATIONS

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Georgia submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Reliance Trust Company
2. The mailing address of the corporation is: 950 East Paces Ferry Road, Suite 2840,
Atlanta, Georgia 30326
3. Date of incorporation/qualification: March 21, 1996 Document number: F96000001465
4. The name and address of the current registered agent and office:

Michael J. Marra

3511 West Commercial Boulevard, Suite 214

Fort Lauderdale, Florida 33309

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Michael J. Marra

101 N.E. 3rd Avenue, Suite 100

Fort Lauderdale, Florida 33301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

James T. Maxwell, COO
(Signature of an officer, chairman or vice chairman of the board)

11/12/96
(Date)

JAMES T. MAXWELL, CHIEF OPERATING OFFICER
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

Michael J. Marra
(Signature of Registered Agent)

12/19/96
(Date)

If signing on behalf of an entity:

MICHAEL J. MARRA
(Typed or Printed Name)

SENIOR VICE PRESIDENT
(Capacity)

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3295 Northeast Road, NE
Atlanta, GA 30340-4099

770 938-6400
800 845-4040 wats



February 13, 1997

Florida Department of State
Division of Corporations
P. O. Box 6527
Tallahassee, FL 32314

RE: Assigned Document #F96000001465

Dear Sirs:

Please add my name to your mailing list for the Corporation Annual Reports and all documents that we should receive to the following mailing address:

Mr. William H. McCracken
Reliance Trust Company
P. O. Box 48409
Atlanta, GA 30362-1409

I would appreciate your assistance in making the necessary address change. Thank you for your attention to this matter.

Sincerely,

A handwritten signature in cursive script that reads "William H. McCracken".

William H. McCracken, CIA, CPA
Vice President
General Auditor & Risk Manager

VS 2/19