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Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F96000003783 (5)

1. Corporation Name
NATIONAL BANK OF CANADA

Principal Place of Business
600 DE LA GAUCHETIERE ST W
MONTREAL
QUEBEC, CANADA H3B 4L2

Mailing Address
600 DE LA GAUCHETIERE ST W
MONTREAL
QUEBEC, CANADA H3B 4L2



2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

Country

24

2a. Mailing Address

26 125 West 55th Street

Suite, Apt. #, etc.

27 City & State

28 New York, N.Y.

29 Zip

10019-5366

30 USA

3. Date Incorporated or Qualified

07/25/1996

3a. Date of Last Report

4. FEI Number

NOT APPLICABLE

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

BLOOMENFELD, MICHAEL S
5200 TOWN CENTER CIRCLE, SUITE 308
BOCA RATON FL 33488

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE CCEO ☐ DELETE

NAME BERARD, ANDRE
STREET ADDRESS 600 DE LA GAUCHETIERE ST W
CITY-ST-ZIP QUEBEC, CANADA H3B 4L2

TITLE D ☐ DELETE

NAME COULOMBE, GERARD
STREET ADDRESS 600 DE LA GAUCHETIERE ST W
CITY-ST-ZIP QUEBEC, CANADA H3B 4L2

TITLE PCOO ☐ DELETE

NAME COURVILLE, LEON
STREET ADDRESS 600 DE LA GAUCHETIERE ST W
CITY-ST-ZIP QUEBEC, CANADA H3B 4L2

TITLE D ☒ DELETE

NAME BOURGIE, MARC
STREET ADDRESS 160 GRAHAM ST, VILLE MONT-ROYAL
CITY-ST-ZIP QUEBEC H3P 3C9

TITLE D ☐ DELETE

NAME CLOSS, MAURICE J
STREET ADDRESS GLEN EAGLES, 885 GREENSWARD LANE
CITY-ST-ZIP DELRAY BEACH FL 33445

TITLE D ☐ DELETE

NAME COUTU, FRANCOIS J
STREET ADDRESS 530 BERIAULT ST, LONGUEUIL
CITY-ST-ZIP QUEBEC J4G 1S8

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE ☐ Change ☐ Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE ☐ Change ☐ Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE ☐ Change ☐ Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE ☐ Change ☒ Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

Secretary
Johanne L. Remillard
600 de la Gauchetiere St. W.
Quebec, Canada H3B 4L2

5.1 TITLE ☐ Change ☐ Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE ☐ Change ☐ Addition

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY-ST-ZIP

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Senior Vice President

Date

Daytime Phone #

0528314

CR2E034 (9/96)

NATIONAL BANK OF CANADA
PHONE NUMBERS OF SENIOR OFFICERS

- ✓ **ANDRE BERARD, CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER** **394-8547**
- ✓ ♦ **Jean-Pierre Bélanger, E.V.P. and Chairman of the Credit Committee** **394-8215**
 - ✓ **Patricia Curadeau-Grou, V.P. - Special Loans - Quebec Atlantic and Syndication** **394-8619**
 - ✓ **Frank De Vries, V.P. - Special Loans - Ontario, Western Canada and United States** **(416) 864-7848**
 - ✓ **Luc Fradette, V.P. - Credit - Canada** **394-8976**
 - ✓ ♦ **Gisèle Desrochers, S.V.P. - Human resources and administration** **394-8711**
 - ✓ **Paul-André Malo, V.P. - Audit** **394-8584**
 - ✓ **Johanne L. Rémillard, V.P. - Legal Affairs and Corporate Secretary** **394-8374**
- ✓ **Jean Turmel, S.E.V.P. - Treasury, Brokerage and Corporate Banking** **394-8398**
 - ✓ **Guy Bérard, V.P. - Risk management and Financial Markets** **394-8368**
 - ✓ ♦ **Pierre Brunet, President and Chief Executive Officer - Lévesque Beaubien Geoffrion** **879-2450**
 - ✓ ♦ **Réal Raymond, S.V.P. - Treasury and Financial Markets** **394-8408**
 - ✓ **Robert Courchesne, V.P. - Sales and Business Development** **394-8639**
 - ✓ **Christopher Elgar, V.P. Treasury - Europe** **ext.: 257 4471-7266571**
 - ✓ **Pierrette Lacroix, V.P. - Treasury - United-States** **(212) 632-8650**
 - ✓ **Martin Ouellet, V.P. - Treasury and Financial Markets** **394-8974**
 - ✓ **Alain Pelchat, V.P. - Capital Markets** **394-8560**
 - ✓ ♦ **Marlo Lecaldare, S.V.P. - Corporate Banking - Canada** **394-8615**
 - ✓ **Lili J. Shain, V.P. - Corporate Banking - Center Canada** **(416) 864-7753**
 - ✓ **Léon Courville, President and Chief Operating Officer** **394-8559**
 - ✓ **Nicole Rondou, V.P. - Marketing** **394-8694**
 - ✓ ♦ **Pierre Desbiens, S.V.P. - Insurance** **394-8840**
 - ✓ ♦ **Pierre Desroches, President and Chief Executive Officer - General Trust of Canada** **871-7180**
 - ✓ **André Bélanger, V.P. - Corporate Services - General Trust of Canada** **871-7452**
 - ✓ **Richard Leclerc, V.P. - Personal Trust Services - General Trust of Canada** **394-8405**
 - ✓ **Jacques Daoust, E.V.P. - General Trust of Canada** **871-7555**
 - ✓ **André Bolduc, V.P. - Finance and Administration - National Bank Securities** **394-8116**

- ✓ ♦ *Michel Labonté, S.V.P. - Finance and Control* 394-8611
- ✓ *Richard Barriault, V.P. - Taxation* 394-8581
- ✓ *Jean-Paul Caron, V.P. - Corporate Affairs* 394-8417
- Dominique Vachon, V.P. and Chief Economist* 394-8166

- ✓ ♦ *Roger P. Smock, S.V.P. - United States* (212) 632-8556
- ✓ *Tom Doss, V.P. - Credit - United States* (212) 632-8560
- ✓ *John Richter, V.P. - Eastern United States* (212) 632-8521

- ✓ ♦ *Harvey L. Brooks, S.V.P. - Ontario and Western Canada* (416) 884-7830
- F.W. Lynn Gallant - V.P. Central Ontario East* (905) 882-2001
- ✓ *Jacques Grandmison, V.P. - Ontario East and North* (613) 241-8687
- J. Archie Marshall, V.P. - Central Ontario North* (705) 734-7557
- ✓ *John Swendsen, V.P. - Western Canada* (403) 294-4950

- ✓ ♦ *Richard Carter, S.V.P. - Research and Product Management* 394-8494
- ✓ *Ronald Gélinas, V.P. - Government and Public Sector - Banking* 394-8426

- ✓ ♦ *Jean Houde, S.V.P. - Banking* (418) 647-8011
- ✓ *Gilles Bissonnette, V.P. - South Shore* 646-3897
- ✓ *André Bolleau, V.P. - Chaudière/Appalaches* (418) 837-5619
- ✓ *Luc Bordeleau, V.P. - Lower St-Lawrence/Gaspé* (418) 725-6876
- ✓ *Michel Brouillette, V.P. - Drummond/Bois France* (819) 474-2363
- ✓ *Diane Cadieux, V.P. - Montérégie Sud* (514) 377-9400
- ✓ *Jean-Marie Canuel, V.P. - Eastern Townships* (819) 564-1484
- ✓ *Yvan Desrosiers, V.P. - Saguenay/Lac St-Jean/North Shore* (418) 890-3409
- ✓ *Lévis Doucet, V.P. - Richelieu/Yamaska* (514) 771-6917
- ✓ *Renaud Nadeau, V.P. - Mauricie* (819) 691-4021
- ✓ *Marc Taillon, V.P. - Ste-Foy/Portneuf* (418) 647-8008
- ✓ *Jacinthe Vaillancourt, V.P. - Quebec City* (418) 622-3208

- ✓ ♦ *Tony P. Mett, S.V.P. - Banking* 394-6638
- ✓ *Gilles Choquet, V.P. - Laurentians/Lanaudière* (514) 585-8857
- ✓ *Philippe Desrosiers, V.P. - Atlantic* (506) 859-2200
- ✓ *Francine Gaudreault, V.P. - Abitibi/Témiscamingue* (819) 874-3090
- ✓ *Raymond Keroack, V.P. - Bank Tower and North/Central Montreal* 394-4040
- ✓ *Jean-Pierre Lambert, V.P. - Outaouais* (819) 595-4892
- ✓ *Réjean Lévesque, V.P. - Western Montreal* 630-5841
- ✓ *Benoit Loranger, V.P. - Central Montreal* 394-8844
- ✓ *Paul-André Paradis, V.P. - Eastern Montreal* 327-3216
- ✓ *Gérard Proulx, V.P. - Laval/North Shore* 686-2444

- ♦ *Roland Robichaud, E.V.P. - Independent Business Development & Ombudsman* 394-6440

S.E.V.P. - Operations**394-6787**

- ✓ *Michel Faubert, V.P. - Operations Support* 394-8079
- ✓ *Jules G. Gagné, V.P. - Centralized Operations* 394-8565
- ✓ *Pasquale Minicucci, V.P. - Continuous Improvement Program* 394-4028

✓ ♦ Gaby Touma, S.V.P. - International	394-6713
✓ Gordon C. Hainstock, V.P. Latin America	56-2- 384-4777
✓ Jacques Latendresse, V.P. - Nassau	(809) 322-4025
✓ Denis Pellerin, V.P. - Corporate Banking - Eastern Canada	394-8850
✓ Jacques Piché, V.P. - International Commercial Operations	394-6814
✓ Vincent Sofia, V.P. - Asia	(852) 801-7555

Johanne L. Rémillard, Vice-President - Legal Affairs and Corporate Secretary	394-8374
✓ Françoise Bureau, Assistant Secretary	394-4079
Alain Brodeur, Assistant Secretary	394-6312

February 19, 1997

**LIST OF DIRECTORS OF
NATIONAL BANK OF CANADA**

(March 1, 1997)

(23 members)

NAME AND OCCUPATION	BUSINESS ADDRESS	HOME ADDRESS
✓ ANDRÉ BÉRARD Chairman of the Board and Chief Executive Officer National Bank of Canada Secretary: Line Gagné	* 600 de La Gauchetière Street West 4th floor Montreal (Quebec) H3B 4L2 Tel.: (514) 394-6547 Fax.: (514) 394-8434 Tel.: (514) 394-6548	11 O'Reilly Street App. 509 Ile-des-Soeurs Verdun (Quebec) H3E 1T6 Tel.: (514) 362-7332
✓ MAURICE J. CLOSS Corporate Director	The Hamlet 885 Greensward Lane Delray Beach Florida 33445 Tel.: (407) 499-2473 Fax.: (407) 495-7371	* 136 Marine Drive East St. Clair Beach (Ontario) N8N 3Z4 Tel.: (519) 979-8808 Fax : (519) 979-9542
✓ GERARD COULOMBE Senior Partner Desjardins Ducharme Stein Monast Secretary: Mireille Royal	* 600, de la Gauchetière Street West Room 2400 Montreal (Quebec) H3B 4L8 Tel.: (514) 878-5526 Fax.: (514) 878-9092 Tel.: (514) 878-9411 ext. 350	243, chemin St-Guillaume Ste-Marthe (Quebec) J0P 1W0 Tel.: (514) 459-4518 Fax: (514) 459-4224
✓ LÉON COURVILLE President and Chief Operating Officer National Bank of Canada Secretary: Johanne Laferrière	* 600 de La Gauchetière Street West 4th floor Montreal (Quebec) H3B 4L2 Tel.: (514) 394-6559 Fax.: (514) 394-8434 Tel.: (514) 394-8511	1175 Bernard Street West App. 55 Outremont (Quebec) H2V 1V5 Tel.: (514) 277-7299 (514) 243-0266

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NAME AND OCCUPATION	BUSINESS ADDRESS	HOME ADDRESS
FRANCOIS JEAN COUTU President and Chief Operating Officer Le Groupe Jean Coutu (PJC) inc. (Franchisor of a chain of pharmacies and distributor of pharmaceuticals and other products) Secretary: Rita Gravel	* 530 Bériault Street Longueuil (Quebec) J4G 1S8 Tel.: (514) 646-9760 Fax : (514) 646-5649 Tel.: (514) 646-9760	33 Glencoe Street Outremont (Quebec) H3T 1R1 Tel.: (514) 735-4940
SHIRLEY A. DAWE President Shirley Dawe Associates Inc. (Consultants)	* 119 Crescent Road Toronto (Ontario) M4W 1T8 Tel.: (416) 963-9446 Fax.: (416) 963-8654	119 Crescent Road Toronto (Ontario) M4W 2T8 Tel.: (416) 967-3332
JEAN DOUVILLE Chairman of the Board and Chief Executive Officer UAP Inc. (Distributor of automotive parts) Secretary: Marina Picard	* 7025 Ontario Street East Montreal (Quebec) H1N 2B3 Tel.: (514) 256-5031 Fax.: (514) 256-5685 Tel.: (514) 256-5031	120 Ferland Street App. 10-A Ile-des-Soeurs Verdun (Quebec) H3R 1L1 Tel.: (514) 768-3403
MARCEL DUTIL Chairman of the Board, President and Chief Executive Officer Canam Manac Group Inc. (Industrial and holding company - frames, joists and steel decks, steelworks and transportation equipment) Secretary: Line Richard	* 270 chemin du Tremblay Boucherville (Quebec) J4B 5X9 Tel.: (514) 641-4000 Fax.: (514) 641-5503 Tel.: (514) 641-4000	6111, chemin du Boisé App. 10DE Montreal (Quebec) H3S 2V8 Tel.: (514) 844-6156
PAUL GOBEIL Vice-Chairman of the Board Métro-Richelieu Inc. (Distributor of food products) Secretary: Louise Bellefeuille	* 11011, Maurice-Duplessis Blvd. Montreal (Quebec) H1C 1V6 Tel.: (514) 643-1298 Fax.: (514) 643-1208 Tel.: (514) 643-1000 ext. 2002	3757 Marlowe Street Montreal (Quebec) H4A 3L9 Tel.: (514) 487-9012 Fax: (514) 487-1332

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NAME AND OCCUPATION	BUSINESS ADDRESS	HOME ADDRESS
✓ DONALD M. GREEN Chairman of the Board ACD Tridon Inc. (Automotive parts manufacturer) Secretary: Bonnie DeWitt	* 4145 North Service Road Suite 200 Burlington (Ontario) L7R 6A3 Tel.: (905) 336-8954 Fax.: (905) 332-3007 Tel.: (905) 336-8954	364 North Shore Blvd. East Burlington (Ontario) L7T 1W9 Tel.: (905) 632-3705 Fax: (905) 634-8647 *
✓ SUZANNE LECLAIR President and Chief Executive Officer Transit Truck Bodies Inc. (Manufacturer of truck bodies) Secrétaire: Louise Lauzon	* 3600 Industriel Blvd. Laval (Quebec) H7L 4R9 Tel.: (514) 382-0104 Fax.: (514) 383-5636 Tel.: (514) 382-0104	4450 Promenade Paton Suite 1013 Laval (Quebec) H7W 5J7 Tel.: (514) 686-9757
✓ BERNARD LEMAIRE Chairman of the Board Cascades Inc. (Manufacturer of paper and plastic) Secretary: Pamela Mariasine	* 404 Marie-Victorin Street P.O. Box 30 Kingsey Falls (Québec) J0A 1B0 Tel.: (819) 363-5111 Fax : (819) 363-5166 Tel.: (819) 363-5111	402 Marie-Victorin Street Kingsey Falls (Quebec) J0A 1B0 Tel.: (819) 363-2207
✓ GASTON MALETTE Chairman of the Board Malette Inc. (Kraft pulp and forestry products company) Secretary: Gisèle Lemire	* Road 101 West P.O. Box 1100 Timmins (Ontario) P4N 7H9 Tel.: (705) 268-1462 Fax : (705) 360-1251 Tel.: (705) 268-1462	630 Lonergan Blvd. App. 310 Timmins (Ontario) P4P 1H3 Tel.: (705) 268-9692

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NAME AND OCCUPATION	BUSINESS ADDRESS	HOME ADDRESS
✓ LÉONCE MONTAMBAULT Corporate Director		* 2201 chemin St-Louis App. 604 Sillery (Quebec) G1T 1P9 Tel.: (418) 688-1919 Fax : (418) 688-2020
✓ GORDON F. OSBALDESTON Professor Emeritus Ivey School of Business (Educational institution)	Ivey School of Business London (Ontario) N6A 3K7	* 1353 Corley Drive North London (Ontario) N6G 4L4 Tel.: (519) 438-9772 Fax : (519) 433-7605
✓ J.-ROBERT OUMET President and Chief Executive Officer Oumet-Cordon Bleu Inc. (Manufacturing and marketing of food products)	* 300 Léo Parizeau Street Suite 2120 Montreal (Quebec) H2W 2M1 Tel.: (514) 849-3000 Fax : (514) 499-8409	1260 Redpath Crescent Montreal (Quebec) H3G 2K1 Tel.: (514) 286-7800
Secretary: Yvette Abidbol	Tel.: (514) 849-3000	
✓ ROBERT PARIZEAU President and Chief Executive Officer Sodacan inc. (Insurance and reinsurance holding company)	* 1801 McGill College Suite 550 Montreal (Quebec) H3A 3P2 Tel.: (514) 288-0100 Fax.: (514) 282-9841	3556 Grey Avenue Montreal (Quebec) H4A 3N6 Tel.: (514) 484-9787
Secretary: Thérèse Des Ruisseaux	Tel.: (514) 288-0100	
✓ MICHEL PERRON Chairman of the Board and Chief Executive Officer Somper Inc. (Investment company)	* 2080 René-Lévesque Blvd. West Montreal (Quebec) H3H 1R6 Tel.: (514) 935-1005 Fax.: (514) 935-6303	2 Westmount Square App. PH-D Westmount (Quebec) H3Z 2S4 Tel.: (514) 933-1046
Secretary: Rollande Morel	Tel.: (514) 935-1005	

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NAME AND OCCUPATION	BUSINESS ADDRESS	HOME ADDRESS
RAYMOND ROYER President and Chief Executive Officer Domtar Inc. (Manufacturer of pulp, paper and forestry products) Secretary: Marcelle Thériault	395, De Maisonneuve Blvd. West 16th Floor Montreal (Quebec) H3A 1L6 Tel.: (514) 848-5382 Fax.: (514) 848-6937 Tel.: (514) 848-5533	* 2199 chemin Bord du Lac Ile Bizard (Quebec) H9C 1P3 Tel.: (514) 626-7147 Fax : (514) 626-7922
GUY ST-GERMAIN President Placements Laugema Inc. (Investment company)	* 48 Robert Street Outremont (Quebec) H3S 2P2 Tel.: (514) 739-7252 Fax.: (514) 739-0521	48 Robert Street Outremont (Quebec) H3S 2P2 Tel.: (514) 739-7252
LINO SAPUTO President and Chief Executive Officer Saputo Cheese Limited (Manufacturer of dairy products) Secretary: Tina Violo	* 6869 Metropolitain Blvd. East St-Léonard (Quebec) H1P 1X8 Tel.: (514) 328-6662 Fax : (514) 328-3375 Tel.: (514) 328-6662	6100 chemin Deacon App. PHJ-16 Montreal (Quebec) H3S 2V6 Tel.: (514) 345-0050
CLAUDE P. SAVOIE President Acadian Construction (1991) Ltd. (General contractors) Secretary: Nicole Cormier	* 735 Main Street Suite 401 Moncton (New Brunswick) E1C 1B5 Tel.: (506) 857-1909 Fax : (506) 857-0342 Tel.: (506) 857-1909	550 Shediac Road Moncton (New Brunswick) B1A 2T1 Tel.: (506) 856-8084
PAUL-GASTON TREMBLAY President Primo-Gestion Inc. (Management Consultant and Corporate Director)	5140 Marquette Street Montreal (Quebec) H2J 3Z3 Tel.: (514) 523-9982	* 1048 D'Avaugour Street Chicoutimi (Quebec) G7H 2T1 Tel.: (418) 549-1212 Fax : (418) 696-1476

* mailing address