

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

T. ROWE PRICE Trust Company

☒ Profit

☐ NonProfit

☐ Limited Liability Co.

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

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ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

July 11, 1996

C. Deryl Couch, Esq.
Greenberg Traurig, Attorneys at Law
515 East Las Olas Blvd.
Fort Lauderdale, Florida 33301

Re. T. Rowe Price Trust Company

Dear Mr. Couch:

Thank you for letter of July 11, 1996, transmitted by facsimile machine, advising of the plans of T. Rowe Price Trust Company, a Maryland limited trust company, to establish a trust representative office in Florida.

Your letter indicates an understanding that the activities of the office are circumscribed by our January 12, 1992, Order of General Application regarding establishment of trust representative offices. The Order requires the office operate within the parameters set forth by the Office of the Comptroller of the Currency for national banks. Activities are essentially limited to meeting with customers, facilitation of transfer of documentation, assistance in customer communication, and solicitation of new fiduciary accounts. Day-to-day account administration and discretionary investment activity cannot be conducted in any Florida office.

Because the proposed activities are not considered to be conducting a "trust business" from a Florida office, there is no formal application or approval required by this office for establishment of a trust representative office. We have no objection to the use of the name "T. Rowe Price Trust Company" in conjunction with the proposed activity.

If you have any questions, please let us know.

Sincerely,

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

db

**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

In compliance with §607.1503, FLORIDA STATUTES, the following is submitted to Register a FOREIGN CORPORATION TO TRANSACT BUSINESS in the State of Florida:

1. T. Rowe Price Trust Company

(Name of Corporation adding 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. Maryland

(State or Country under the law of which is incorporated)

3. 52-1309931

(F.E.I Number, if applicable)

4. September 8, 1983

(Date of Incorporation)

5. Perpetual

(Duration: Year corporation will cease to exist or "Perpetual")

6. July 31, 1995

(Date first transacted business in Florida. (See §607.1501, 607.1502, and §817.155 F.S.)

7. 100 East Pratt Street, Baltimore, Maryland 21202

(Current Mailing Address; please include city, state & zip code)

8. To establish a trust representative office in 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:

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 the 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.

CT CORPORATION SYSTEM, Registered Agent

BY: Connie Bryan (Signature) Date: August 1, 1996.
Agent for Registered Agent Special Asst.
Secretary

FILE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of the state or country in which it is incorporated.

12. NAME OF DIRECTORS and/or OFFICERS:


A. DIRECTORS:

Director:	<u>George J. Collins</u>
Address:	<u>747 Bywater Road, Gibson Island, MD 21148</u>
Director:	<u>Henry H. Hopkins</u>
Address:	<u>1008 Winding Way, Baltimore, MD 21210</u>
Director:	<u>James S. Riepe</u>
Address:	<u>14921 Tanyard Road, Sparks, MD 21152</u>
Director:	<u>John R. Rockwell</u>
Address:	<u>300 Chattolane Hill, Owings Mills, MD 21117</u>
Director:	<u>M. David Testa</u>
Address:	<u>1301 Western Run Road, Cockeysville, MD 21030</u>

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -1 PM 4:07

B. OFFICERS:

President:	<u>James S. Riepe</u>
Address:	<u>14921 Tanyard Road, Sparks, MD 21152</u>
Secretary and Treasurer:	<u>Alvin M. Younger, Jr.</u>
Address:	<u>4 Brookstone Court, Lutherville, MD 21093</u>

13.  DATE: July 30, 1996
(Signature of Chairman, Vice Chairman, or any officer listed in #12)

14. James S. Riepe
(Print or type name and office of person signing this application)

FILING FEE: \$122.50

STATE OF MARYLAND

460542

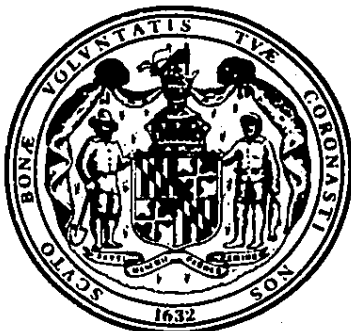
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG - 1 PM

I, LEAH HAMM-CURRY, OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT T. ROWE PRICE TRUST COMPANY IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET
MY HAND AND AFFIXED THE SEAL OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF
MARYLAND AT BALTIMORE THIS 17TH DAY OF
JULY, 1996.

Leah Hamm-Curry
LEAH HAMM-CURRY
OFFICE SUPERVISOR II

ARTICLES OF INCORPORATION

OF

T. FOWE PRICE TRUST COMPANY

Received for record September 11, 1903

and recorded on Film No. 2610

at 10:45 A. M.

Filed No. 311122

The latter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the circuit court of Baltimore City

AA No 10180

Recording Fee Paid \$70.00

Record Tax \$50.00

at

**T. ROWE PRICK TRUST COMPANY
ARTICLES OF INCORPORATION**

FIRST: The undersigned, whose names appear in Article FIFTH hereof, each of whom is a citizen of the State of Maryland and the United States, and each of whom is eighteen years old or older, acting as Incorporators, do hereby associate to form a trust company under subtitle 2 of title 3 of the Financial Institutions Article of the Annotated Code of Maryland with certain limited powers as set forth in Article FOURTH.

SECOND: The name of the trust company (which is hereinafter called the "Trust Company") is "T. ROWE PRICK TRUST COMPANY".

THIRD: The principal banking office of the Trust Company is to be located at 100 E. Pratt Street, Baltimore City, Maryland 21202.

FOURTH: The amount of capital stock of the Trust Company shall be One Million Plus Hundred Thousand Dollars (\$1,600,000) divided into one hundred fifty thousand (150,000) shares of Common Stock of the par value of Ten Dollars (\$10.00) each.

FIFTH: The Trust Company shall have all the powers granted under subtitle 2 of title 3 of the Financial Institutions Article, except that the Trust Company shall not be in the business of accepting deposits or retaining funds in a deposit account as defined in Section 6-509 of the Financial Institutions Article and shall not make personal or commercial loans.

SIXTH: The name and address of each Incorporator of the Trust Company are as follows:

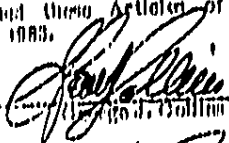
<u>Name</u>	<u>Address</u>
G. J. Collins	100 East Pratt Street, Baltimore, Maryland 21202
C. W. Harvey	100 East Pratt Street, Baltimore, Maryland 21202
H. H. Hopkins	100 East Pratt Street, Baltimore, Maryland 21202
A. C. Hubbard	100 East Pratt Street, Baltimore, Maryland 21202
J. B. Riepe	100 East Pratt Street, Baltimore, Maryland 21202

SEVENTH: The number of directors of the Trust Company shall be five (5), which number may be increased or decreased pursuant to the By-Laws of the Trust Company, but shall never be less than the minimum number permitted by the General Laws of the State of Maryland now or hereafter in force. The names and residence addresses of those who will serve as directors of the Trust Company until their successors are elected and qualify are as follows:


<u>Name</u>	<u>Residence Address</u>
G. J. Collins	12408 Benson Branch Road, Ellicott City, Maryland 21043
C. W. Harvey	1808 Circle Road, Ruxton, Maryland 21204
H. H. Hopkins	1008 Winding Way, Baltimore, Maryland 21210
A. C. Hubbard	1408 Walnut Hill Lane, Baltimore, Maryland 21204
J. B. Riepe	313 Garrison Forest Road, Owings Mills, Maryland 21117


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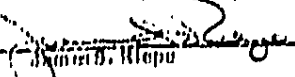
IN WITNESS WHEREOF, we have signed these Articles of Incorporation,
acknowledging the same to be our act on June 13, 1983.


John D. Collins


William W. Murphy


Henry H. Hays


Albert C. Hubbard, Jr.


James B. Klapa

31.015

CERTIFICATE OF APPROVAL

The foregoing Articles of Incorporation of the
T. ROWE PRICE TRUST COMPANY, Baltimore, Maryland, are hereby
approved this 2nd day of September, in the year of 1993. This
approval shall expire within one year from this date unless a Certificate
of Authority to Commence Business is issued pursuant to Section 3-201
Financial Institutions, Annotated Code of Maryland.

Margie Mueller

Bank Commissioner of the
State of Maryland