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OFR | FLORIDA OFFICE OF FINANCIAL REGULATION
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Tom Grady
Commissioner

INTEROFFICE COMMUNICATION

DATE: December 30, 2011

TO: Karon Beyer, Department of State
Division of Corporations - Bureau of Commercial Recordings

FROM: John A. Pullen, Division of Financial Institutions

SUBJECT: Articles of Organization for Chilton Trust Company, LLC

Please file the attached "Articles of Organization" (an original and 3 copies) for the above-referenced proposed trust company, using December 30, 2011, as the effective date.

Please make the following distribution of certified copies of the articles of organization:

(1) One copy to: (1 Filed Stamped)
Office of Financial Regulation
Division of Financial Institutions
200 East Gaines Street
Tallahassee, Florida 32399-0371

(2) Two copies to: (2cc's)
Bowman Brown, Esquire
Shutts & Bowen LLP
1500 Miami Center
201 South Biscayne Boulevard
Miami, Florida 33131

Also attached is a $185.00 check that represents payment of the filing fees, designation of registered agent, and certified copies. If there is an over-payment of fees, please remit a refund to Shutts & Bowen LLP at the above address.

If there is an under-payment, or if you have any questions, please call Bowman Brown, Esquire at (305) 379-9107.

Attachments

Our mission is to protect the citizens of Florida by carrying out the banking, securities and financial laws of the state efficiently and effectively and to provide regulation of business that promotes the sound growth and development of Florida's economy.

ARTICLES OF ORGANIZATION OF

CHILTON TRUST COMPANY, LLC

11 DEC 30 PM 3:41

SECRETARY OF STATE
DIVISION OF CORPORATIONS

The undersigned, acting as director(s) for the purpose of forming a limited liability company under and by virtue of the Laws of the State of Florida, adopt(s) the following Articles of Organization.

ARTICLE I

The name of the company shall be Chilton Trust Company, LLC, and its initial principal place of business and mailing address shall be at 396 Royal Palm Way, in the Town of Palm Beach, in the County of Palm Beach and in the State of Florida.

ARTICLE II

The general nature of the business to be transacted by this Company shall be: That of a general trust company business with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes, regulating the organization, powers, and management of trust companies.

ARTICLE III

The total number of units of membership interest authorized to be issued by the Company shall be five thousand (5,000). Such units shall be of a single class titled "Equity Shares" and shall have a par value of $1,000.00 per Equity Share. The Company shall begin business with at least $2,500,000.00 in paid-in common capital to be divided into two thousand five hundred (2,500) Equity Shares. The amount of surplus with which the corporation will begin business will be not less than $2,650,000.00, and all of the Company's paid-in capital and paid-in surplus shall be paid in cash.

ARTICLE IV

The term for which the Company shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institutions Codes.

ARTICLE V

The business of the Company shall be managed by a board of directors elected in accordance with the Company's Governance Rules. The number of directors shall not be fewer than five (5). A majority of the full board of directors may, at any time during the year following the annual meeting of shareholders in which such action has been authorized, increase the number of directors by not more than two, and the vacancies resulting from such increase may be filled by the shareholders in accordance with the Company's Governance Rules. The names and street addresses of the first directors of the Company are:

Richard L. Chilton, Jr.
1290 East Main Street
Stamford, CT 06902

Garrison D. Lickle
400 South Ocean Blvd, #209
Palm Beach, FL 33480

Porter J. Goss
1822 Woodring Road
Sanibel, FL 33957

James Hawkes
233 Commodore Drive
Jupiter, FL 33477-4006

William P. Boardman
3251 Polo Drive
Gulf Stream, FL 33483

ARTICLE VI

The name and street address of the Company's initial registered agent or service of process in Florida is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324

In witness of the foregoing, the undersigned director has executed these Articles of Organization this 27th day of December, A.D. 2011.

Garrison D. Lickle

Garrison D. Lickle
400 South Ocean Blvd, #209
Palm Beach, FL 33480

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 27th day of December, 20 11, by Garrison D. Lickle, (✓) who is personally known to me, or (__) who has produced Florida Driver's License No. ________________________ as identification.

(SEAL) JOHN C. RAU
Comm# DD0757555
Expires 2/11/2012
Florida Notary Assn., Inc

Notary Public - State of Florida at Large

My Commission Expires: __________________, 20____.

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the provisions of Section 608.415, Florida Statutes, the following is submitted: CHILTON TRUST COMPANY, LLC (the "Company"), desiring to transact business as a Florida trust company, has named and designated CT Corporation System, a Delaware corporation ("CTCS"), as its Registered Agent to accept service of process within the State of Florida at its registered office located at 1200 South Pine Island Road, Plantation, Florida 33324.

ACKNOWLEDGMENT

Having been named as such Registered Agent for the Company at the place designated in this Certificate, CTCS, by and through its undersigned duly authorized representative, hereby (i) accepts such appointment and agrees to act in the capacity of the Company's Registered Agent in Florida, (ii) certifies that it is familiar with and accepts the obligations of a Registered Agent pursuant to Chapter 608, Florida Statutes, as the same may apply to the Company; and (iii) agrees to comply with the provisions of Section 48.091, Florida Statutes, and all other statutes, all as the same may apply to CTCS relating to the proper and complete performance of it duties as such Registered Agent.

Dated this 28th day of December, 20 11.

CT Corporation System

By: __________________

Its: **Madonna Cuddihy**
Special Assistant Secretary

Approved by the Office of Financial Regulation this 30th day of December, 20 11, in Tallahassee, Florida.

Linda B. Charity
Director