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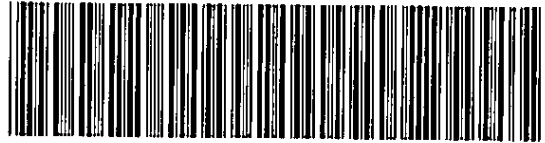
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OFFICE OF STATE
REGISTRATION

Conversion

OCT 11 2020

D CUSHING



DLA Piper LLP (US)
500 Eighth Street, NW
Washington, DC 20004
www.dlapiper.com

Jeffrey L. Hare
jeffrey.hare@us.dlapiper.com
T 202.799.4375
F 202.799.5375

August 12, 2020

Via Overnight Delivery

Florida Department of State
Registration Section
Division of Corporations
The Centre of Tallahassee
2415 North Monroe Street, Suite 810
Tallahassee, Florida 32303

Re: Chilton Trust Company, LLC – Request for Certificate of Conversion

Dear Florida Department of State:

On behalf of my client Chilton Trust Company, LLC ("CTCFL"), a Florida limited liability company and state chartered trust company located in Palm Beach, Florida, I am hereby filing with the Florida Department of State the authorized and executed Articles of Conversion to convert CTCFL to Chilton Trust Company, National Association ("CTCNA"), an uninsured national trust bank, pursuant to Section 605.1045 of the Florida Revised Limited Liability Company Act. The effective date of the conversion will be September 1, 2020.

A check in the amount of \$25.00 covering the filing fee for the Certificate of Conversion is enclosed with this letter.

Please return all correspondence concerning this matter to:

Jeffrey L. Hare
DLA Piper LLP (US)
500 Eighth Street, NW
Washington, DC 20004
jeffrey.hare@dlapiper.com

2020 AUG 13 AM 11:03

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS



August 12, 2020
Page Two

Please do not hesitate to contact me with any questions at (202) 799-4375.

Sincerely,

A handwritten signature in black ink, appearing to read 'Jeffrey L. Hare'.

Jeffrey L. Hare

Enclosure

cc: *both by electronic mail*

Thom Wolek, Financial Control Analyst, Florida Office of Financial Regulation

Garrison D. Lickle, President and Chief Executive Officer, Chilton Trust Company

Chilton Trust Company, LLC
Articles of Conversion

FILED
CLERK OF STATE
JULY 17 2020
20 AUG 13 AM 11:03

The undersigned, being all of the members of the Board of Directors of Chilton Trust Company, LLC ("CTC LLC"), a Florida limited liability trust company, hereby adopt these Articles of Conversion to convert to a national association ("CTC NA") under authority of the National Bank Act, effective September 1, 2020 (the "Effective Date"), in accordance with Section 605.1045 of the Florida Revised Limited Liability Company Act (the "LLC Act").

WHEREAS, on July 31, 2020, CTC LLC received approval from the United States Treasury's Office of the Comptroller of the Currency to convert to CTC NA.

WHEREAS, on August 10, 2020, the sole member of CTC LLC approved the Plan of Conversion to convert CTC LLC to CTC NA.

NOW THEREFORE, the full Board of Directors of CTC LLC hereby states as follows:

LU-145734

- (A) The name, jurisdiction of formation, and type of entity of the converting entity are "Chilton Trust Company, LLC," a Florida limited liability company.
- (B) The name, jurisdiction of formation, and type of entity of the converted entity are "Chilton Trust Company, National Association," a national association formed in the United States under the National Bank Act.
- (C) The Plan of Conversion was approved in accordance with Sections 605.1041 to 605.1046 of the LLC Act.
- (D) CTC NA will not be a filing entity for purposes of the LLC Act.
- (E) CTC NA will file with the Florida Department of State a certificate of authority to transact business in Florida, which certificate will include a mailing address to which the Department of State may send any process served on the Department of State pursuant to Section 605.0117 of the LLC Act and Chapter 48 of the Florida Statutes.
- (F) CTC NA shall pay to any member of CTC LLC with appraisal rights the amount to which such member is entitled under Sections 605.1006 and 605.1061 to 605.1072 of the LLC Act.
- (G) The effective date of the conversion is September 1, 2020.
- (H) The officers of CTC LLC, or any of them, or their designees, is hereby authorized and directed to deliver a copy of these Articles of Conversion, signed by the full Board of Directors of CTC LLC, to the Department of State for filing.
- (I) The officers of CTC LLC, or any of them, or their designees, may file a copy of these Articles of Conversion, certified by the Department of State, in the official records of any county in Florida in which CTC NA holds an interest in real property.

IN WITNESS WHEREOF, the following individuals, representing the full Board of Directors of CTC LLC, hereby affix their signatures hereto, as of this 10th day of August, 2020.

DocuSigned by:
William P. Boardman
8803D50F8B934C8...

Richard L. Chilton, Jr.

Garrison D. Lickle

Porter J. Goss

Jonathan M. Wainwright

Chilton Trust Company, LLC
Articles of Conversion

FILED
DEPARTMENT OF STATE
CORPORATION
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Richard L. Chilton, Jr.

Garrison D. Lickle

Porter J. Goss

Jonathan M. Wainwright

Chilton Trust Company, LLC
Articles of Conversion

FILED
CLERK OF STATE
TAMPA, FLORIDA

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Garrison D. Lickle

D3B47E8W7E34A9...

Garrison D. Lickle

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Porter J. Goss

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Chilton Trust Company, LLC
Articles of Conversion

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Jonathan M. Wainwright

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Porter J. Goss

DocuSigned by:

Porter Goss

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Chilton Trust Company, LLC
Articles of Conversion

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

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