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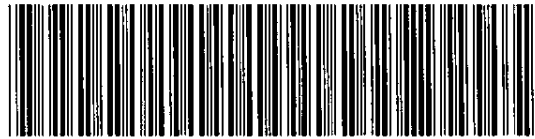
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAR 15 2017

T SCHROEDER



DREW J. BREAKSPEAR  
Commissioner

## INTEROFFICE COMMUNICATION

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DATE: March 10, 2017

TO: Ms. Diane Cushing, Department of State  
Division of Corporations

FROM: Jason Guevara, Licensing and Chartering *JMG*

SUBJECT: Bison Asset Management – Florida, LLC

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Please file the attached merger documents for the above-reference institutions, using March 10, 2017 as the effective date.

Please make the following distribution of copies:

- (1) One certified copy to: Jason Guevara  
Office of Financial Regulation  
Licensing & Chartering  
200 East Gaines Street  
Tallahassee, FL 32399
- (2) Two certified copies and 1 Certificate of Status to: Tracy A. Snow  
Lowenstein Sandler LLP  
65 Livingston Avenue  
Roseland, NJ 07068

Also attached is the check that represents payment of the filing and registered agent fees, and certified copies. If you have any questions please call (850) 410-9513.

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

Bison Asset Management--Florida, LLC

(Must end with the words "Limited Liability Company, "L.L.C.," or "LLC.")

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

**Principal Office Address:**

20807 Biscayne Boulevard, Suite 100  
Aventura, Florida 33180

**Mailing Address:**

20807 Biscayne Boulevard, Suite 100  
Aventura, Florida 33180

**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Corporation Service Company

Name

1201 Hays Street

Florida street address (P.O. Box **NOT** acceptable)

Tallahassee

Florida

32301

City

State

Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S..*

**Harry B. Davis**  
**Asst. Vice President**

  
Registered Agent's Signature (REQUIRED)

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**ARTICLE IV-**

The Limited Liability Company shall be manager-managed by a board of managers comprised of no less than three managers. The name and address of each person initially authorized to manage and control the Limited Liability Company is:

**Title:**

"MGR" = Manager

**Name and Address:**

MGR

Andrew J. Shechtel  
10295 Collins Avenue, Unit 2604  
Bal Harbour, FL 33154

MGR

Raquel K. Shechtel  
10295 Collins Avenue, Unit 2604  
Bal Harbour, FL 33154

MGR

Martin J. Deitchman  
426 Mariner Drive Jupiter, FL 33477

(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: \_\_\_\_\_ . (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**ARTICLE VI:** Other provisions, if any.

The purpose for which the Limited Liability Company is organized is to provide fiduciary services to one or more family members within the meaning of Section 662.111(11) of Chapter 662 of the Florida Statutes, Title XXXVIII (the "Florida Family Trust Company Act"). The Limited Liability Company is not organized for purposes of engaging in the business of banking or insurance, nor will the Limited Liability Company engage in trust business with the public at large or otherwise offer or advertise its services to the general public. The Limited Liability Company will engage in only the restricted activities permissible to a family trust company that is not a licensed family trust company under the Florida Family Trust Company Act, which shall include the following powers, as provided in Section 662.130 thereof:

(i) to act as sole or co-personal representative, executor, or curator for probate estates being administered in a state or jurisdiction other than the State of Florida;

(ii) to act as an attorney in fact or agent under a power of attorney, other than a power of attorney governed by Chapter 709 of the Florida Statutes;

(iii) except as provided in Section 662.131 of the Florida Family Trust Company Act, to act within or outside the State of Florida as a sole fiduciary or co-fiduciary, and in so acting, to possess, purchase, sell, invest, reinvest, safekeep, or otherwise manage or administer the real or personal property of eligible members and individuals;

(iv) to exercise the powers of a corporation or limited liability company incorporated or organized under the laws of the State of Florida which are reasonably necessary to enable it to fully exercise, in accordance with commonly accepted customs and usages, a power conferred under the Florida Family Trust Company Act;

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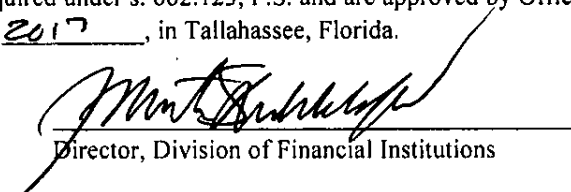
(v) to delegate duties and powers, including investment functions under Section 518.112 of the Florida Statutes, in accordance with the powers granted to a trustee under Chapter 736 of the Florida Statutes or other applicable law, and retain agents, attorneys, accountants, investment advisers, or other individuals or entities to advise or assist the Limited Liability Company in the exercise of its powers and duties under Chapters 662 and 736 of the Florida Statutes; and

(vi) to perform all acts necessary for exercising the powers enumerated herein or authorized by the Florida Family Trust Company Act and the laws of the State of Florida.

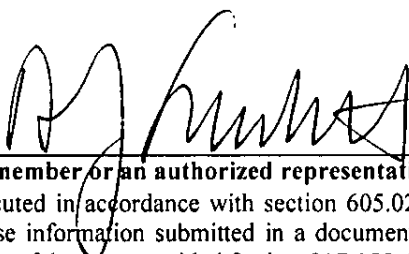
The Limited Liability Company will not engage in any activities that are not permitted to a family trust company that is not a licensed family trust company under the Florida Family Trust Company Act, including Section 662.131 thereof.

These Articles of Organization shall not be amended without prior written notice to the State of Florida Office of Financial Regulation.

The foregoing Articles of Organization contain the information required under s. 662.123, F.S. and are approved by Office of Financial Regulation this 3<sup>rd</sup> day of MARCH, 2017, in Tallahassee, Florida.

  
Director, Division of Financial Institutions

**REQUIRED SIGNATURE:**

  
Signature of a member or an authorized representative of a member.

This document is executed in accordance with section 605.0203(1)(b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Andrew J. Shechtel

Typed or printed name of signee

**Filing Fees:**

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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