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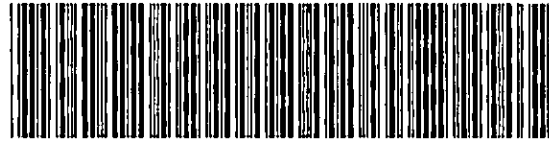
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18 OCT -5 AM 11:15

STATE OF TEXAS
COUNTY OF DALLAS

OCT 19 2018

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FLORIDA OFFICE OF FINANCIAL REGULATION

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PAMELA P. EPTING
INTERIM COMMISSIONER

October 5, 2018

VIA INTEROFFICE MAIL

Ms. Diane Cushing
Administrator
Amendment Section
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Dear Ms. Cushing:

Please file the enclosed Articles of Organization for Trivergent Trust Company, LLC Winter Park, Florida, at your earliest convenience. The distribution of the certified copies should be as follows:

- (1) One copy to: Office of Financial Regulation
Division of Financial Institutions
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (1) One copy to: Attention: Katherine Pace
Trivergent Trust Company, LLC
1201 South Orlando Avenue Suite 370
Winter Park, Florida 32789

Enclosed is check No. 000561, totaling \$185.00, payable to the Florida Department of State. The check represents payment for the filing fee and one certified copy for the attached Articles of Organization, as well as the fee and cost for one certified copy for the separate accompanying Article of Organization. If you have any questions, please do not hesitate to contact our office.

Sincerely,

A handwritten signature in black ink, appearing to read "Terry L. Hughes", is written over a faint, larger signature.

Ms. Terry L. Hughes
Bureau Chief
Division of Financial Institutions

TLH/jag

**ARTICLES OF ORGANIZATION
OF
TRIVERGENT TRUST COMPANY, LLC**

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18 OCT -5 AM 11:15
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF ORANGE
FLORIDA

The undersigned, being duly authorized to act as an organizer of this Limited Liability Company pursuant to Chapter 605 and Section 658.16, Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such Limited Liability Company.

ARTICLE I

The name of the company shall be Trivergent Trust Company, LLC and the mailing address and street address of the initial principal office of the company is 1201 S. Orlando Avenue, Suite 370, Winter Park, Orange County, Florida 32789. The term of existence of the company shall commence with the filing of the Articles of Organization with the Secretary of State of the State of Florida and shall continue perpetually unless sooner dissolved in accordance with the laws of the State of Florida and the Operating Agreement of the company. In no instance, shall the company be automatically terminated, dissolved, or operations suspended upon the occurrence of an event, including the death, disability, bankruptcy, expulsion, or withdrawal of a member of the company, other than the passage of time as may be specified by law or the Operating Agreement of the company. Provided, however, that upon any such termination event, the existence and business of the company may be continued by amendment of these Articles of Organization or the Operating Agreement providing for the continued existence of the company as may be authorized by Florida Statutes.

ARTICLE II

The general nature of the business to be transacted by this company shall be that of a general trust 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 corporations.

ARTICLE III

The total number of shares authorized to be issued by the company shall be 2,000,000. Such shares shall be of a single class and shall have a par value of \$1.00 per share. The company shall begin business with total capital of \$3,000,000, with (a) \$1,500,000 in paid-in common capital stock to be divided into 1,500,000 shares, and (b) surplus of \$1,500,000, all of which (capital stock and surplus) shall be paid in cash.

ARTICLE IV

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



ARTICLE V

The number of directors shall not be fewer than five (5). The names and street addresses of the first directors of the company are:

<u>Name</u>	<u>Street Address</u>
Jennifer F. Bates	1201 S. Orlando Avenue, Suite 370, Winter Park, Orange County, Florida 32789
Ray D. Colado	1201 S. Orlando Avenue, Suite 370, Winter Park, Orange County, Florida 32789
Edward E. Bennett	1201 S. Orlando Avenue, Suite 370, Winter Park, Orange County, Florida 32789
Katherine A. Pace	1201 S. Orlando Avenue, Suite 370, Winter Park, Orange County, Florida 32789
William J. Voges	1201 S. Orlando Avenue, Suite 370, Winter Park, Orange County, Florida 32789

Without the approval of the sole member of the company, the number of directors may be increased or decreased by one (1) member from time to time by action of the directors, but no decrease shall have the effect of shortening the terms of any incumbent director. Any increase or decrease of the number of the directors by more the one (1) member shall require the approval of the sole member. Directors are elected at each annual meeting of the sole member.

The exclusive authority to manage the company is vested in the board of directors that is elected or appointed by the sole member which operates in substantially the same manner as, and has substantially the same rights, powers, privileges, duties, and responsibilities, as a board of directors of a bank or a trust company chartered as a company.

ARTICLE VI

The sole member of the company is Commerce National Bankshares of Florida, Inc. No member of the company shall be liable for the debts, liabilities, or obligations of the company in excess of the amount of the member's investment. Pursuant to Section 605.04074, Florida Statute, no member of the company shall be an agent for the company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the company solely by virtue of being a member.

ARTICLE VII

The name and Florida street address of the registered agent of the company are Ray D. Colado, 1201 S. Orlando Avenue, Suite 370, Winter Park, Florida 32789. Having been named as registered agent and to accept service of process for the above stated limited liability Company at the place designated in these Articles of Organization, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of 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, Florida Statutes.

[Signature]
(Signature of Registered Agent)

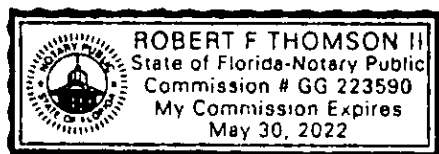
In witness of the undersigned has made and subscribed these Articles of Organization this 19th of July, 2018.

COMMERCE NATIONAL BANKSHARES
OF FLORIDA, INC.

By: [Signature]
Guy D. Colado
Chairman and Chief Executive Officer

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 19th day of JULY, 2018, by Guy D. Colado, as Chairman and Chief Executive Officer of Commerce National Bankshares of Florida, Inc.



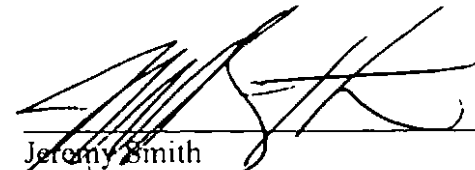
[Signature]
Printed Name: ROBERT F. THOMSON II
Notary Public - State of Florida at Large

Personally known ☒ or Produced Identification ☐
Type of Identification Produced [Signature]

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18 OCT -5 AM 11:16
STATE OF FLORIDA
TALLAHASSEE

Approved by the Office of Financial Regulation this 5th day of October,
2018 in Tallahassee, Florida.

Tallahassee, Florida



Jeremy Smith
Director, Division of Financial Institutions



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STANDARD & POOR'S
TALLAHASSEE, FLORIDA

658.16 Creation of banking or trust corporation. –

(1) When authorized by the office, as provided herein, a corporation may be formed under the laws of this state for the purpose of becoming a state bank or a state trust company and conducting a general banking or trust business.

(2) A bank or trust company that is chartered as a limited liability company under the law of any state is deemed to be incorporated under the financial institutions codes if:

(a) The institution is not subject to automatic termination, dissolution, or suspension upon the occurrence of an event including the death, disability, bankruptcy, expulsion, or withdrawal of an owner of the institution, other than the passage of time;

(b) The exclusive authority to manage the institution is vested in a board of managers or directors that is elected or appointed by the owners which operates in substantially the same manner as, and has substantially the same rights, powers, privileges, duties, and responsibilities, as a board of directors of a bank or trust company chartered as a corporation; and

(c) Neither the laws of the state of the institution's organization nor the institution's operating agreement, bylaws, or other organizational documents:

1. Provide that an owner of the institution is liable for the debts, liabilities, or obligations of the institution in excess of the amount of the owner's investment; or

2. Require the consent of any other owner of the institution in order for an owner to transfer ownership interest in the institution, including voting rights.

3) As used in the financial institutions codes, the term:

a) "Stockholder" or "shareholder" includes an owner of any interest in a bank or trust company chartered as a limited liability company, including a member or participant;

b) "Director" includes a manager or director of a bank or trust company chartered as a limited liability company, or other person who has, with respect to such a bank or trust company, authority substantially similar to that of a director of a corporation;