

Florida Department of State

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To:

Division of Corporations
Fax Number : (850) 617-5383

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

Foreign Limited Liability Company
CIT RAIL LLC

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$125.00

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11 DEC -1 PM 2:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
11 DEC -1 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. MCLEOD

DEC -2 2011

EXAMINER

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. CIT Rail LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written
consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability
Company," "L.L.C.," "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability
company is organized)

3.

45-3808807

(FE number, if applicable)

4. 11/14/2011

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to
exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 1 CIT Drive, Livingston, NJ 07039

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

SEE ATTACHED LIST

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in
the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a
translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Railcar leasing

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

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the
penalty of perjury that the facts stated herein are true. 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.)

DOUGLAS WITTE, SECRETARY OF CIT BANK

Typed or printed name of signer

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 DEC - 1 PM 1:13

FILED

CIT RAIL LLC

LIST OF MEMBERS AND MANAGERS

Member – 100%

CIT Bank
2180 South 1300 East, Suite 250
Salt Lake City, Utah 84106

Class I Managers/Board of Managers

Darren Berry
2180 South 1300 East, Suite 250
Salt Lake City, Utah 84106

George W. Janes
2180 South 1300 East, Suite 250
Salt Lake City, Utah 84106

Byron Pollan
2180 South 1300 East, Suite 250
Salt Lake City, Utah 84106

John T. Taylor
2180 South 1300 East, Suite 250
Salt Lake City, Utah 84106

Class II Managers

John T. Taylor
2180 South 1300 East, Suite 250
Salt Lake City, Utah 84106

Douglas Witte
1 CIT Drive
Livingston, NJ 07039

Kathleen Nassaney
1 CIT Drive
Livingston, NJ 07039

Linda Seufert
1 CIT Drive
Livingston, NJ 07039

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

CIT Rail LLC

If unavailable, the alternate to be used in the state of Florida is:

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

C T Corporation System
(Name)

1200 South Pine Island Road
Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation FL 33324
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 608, Florida Statutes.

C T Corporation System

By

Debbie Diaz
(Signature)

Debbie Diaz
Assistant Secretary

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CIT RAIL LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF NOVEMBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5064778 8300

111239112

You may verify this certificate online
at corp.delaware.gov/authvar.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9187328

DATE: 11-30-11