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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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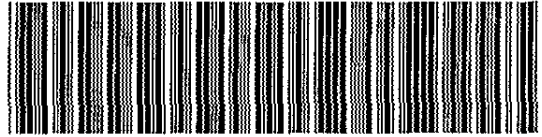
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Sunstate Research
Requester's Name

Address

City/State/Zip

Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Commercebank Trust Company
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time _____

☒ Certified Copy

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☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

☒ Profit

☐ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

AMENDMENTS

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

**Banking
OK
attached*

Examiner's Initials

FILED

03 JAN 29 PM 1:01

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
COMMERCEBANK TRUST COMPANY**

ARTICLE I - NAME

The name of this corporation is COMMERCEBANK TRUST COMPANY (the "Corporation"), and its address is 220 Alhambra Circle, Coral Gables, Florida 33134.

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The authorized capital of the Corporation shall consist of ten thousand (10,000) shares of common stock, having a par value of \$0.01 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Corporation is Corporation Company of Miami, and its address is 201 S. Biscayne Boulevard, Suite 1500, Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Guillermo Villar	220 Alhambra Circle, Coral Gables, Florida 33134
Millar Wilson	220 Alhambra Circle, Coral Gables, Florida 33134
Alberto Peraza	220 Alhambra Circle, Coral Gables, Florida 33134

ARTICLE VII - BYLAWS

The Bylaws of the Corporation may be adopted, altered, amended, or repealed as permitted by the Act.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by the Act.

ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is Geoffrey Randall, and his address is 201 S. Biscayne Boulevard, 1500 Miami Center, Miami, FL 33131.

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7th day of January 2003.



Geoffrey Randall, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 28th DAY OF JANUARY 2003.

CORPORATION COMPANY OF MIAMI

By:  _____

Name: _____

Felicia Hickey

Title: _____

Asst Secretary



DEPARTMENT OF FINANCIAL SERVICES

TOM GALLAGHER
CHIEF FINANCIAL OFFICER

January 24, 2003

Ms. Felicia Hickey
Corporate Paraiegal
Shutts & Bowen LLP
1500 Miami Center
201 South Biscayne Blvd.
Miami, Florida 33131

Re: Commercebank Trust Company

Dear Ms. Hickey:

Reference is made to your recent letter/fax requesting approval of the above-referenced corporate name which will be a wholly-owned subsidiary of Commercebank, N.A., located in Coral Gables, Florida.

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name. Therefore, the Office of Financial Institutions will not object to the use of the above name being registered to transact business in the state of Florida.

Sincerely,

A handwritten signature in black ink, appearing to read "Alex Hager", is written over a horizontal line.

Alex Hager
Deputy Director

AH:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings
Division of Corporations, Secretary of State's Office

**DEPARTMENT OF BANKING AND FINANCE
DIVISION OF BANKING**

CORPORATE NAME APPROVAL REQUEST

Pursuant to Section 655.922, Florida Statutes, no person other than a financial institution shall in this state transact business under any name or title that contains the words "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner.

A proposed corporate name should be definitive enough to differentiate the business to be conducted from that of a commercial bank, trust company, savings and loan association, savings bank, or credit union. For example, a mortgage-related business should use the word "mortgage" in its corporate name.

In order for the Department to consider your request for approval to use "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner in your corporate title, and issue a no objection letter, please provide the following information:

- The corporate name proposed is:

COMMERCEBANK TRUST COMPANY

- The nature of the business to be transacted:

See Attachment 1

- The proposed business will be located at:

220 Alhambra Circle, Coral Gables, Florida 33134 305-460-8515
Street Address City State Zip Code Telephone

- List the principals involved in the proposed company:

GUILLERMO VILLAR

CHAIRMAN AND DIRECTOR

MILLAR WILSON

PRESIDENT AND DIRECTOR

ALBERTO PERAZA

SECRETARY, TREASURER, AND DIRECTOR

Contact Person:	Name	Address	Telephone
	GEOFFREY RANDALL, ESQ.	SHUTTS & BOWEN, LLP 201 S. Biscayne Blvd. Suite 1500 Miami, Florida 33131	(305) 379-9142

Return to:

Director
Division of Banking
101 East Gaines Street, Suite 636
Tallahassee, Florida 32399-0350
(850) 410-9111 (850) 410-9548 (fax)

ATTACHMENT 1

Commercebank Trust Company ("CTC") is being organized as a wholly-owned operating subsidiary of Commercebank, N.A. ("Commercebank") for the purpose of conducting trust business.

Commercebank is a national banking association supervised and regulated by the Office of the Comptroller of the Currency (the "OCC") and is a wholly-owned subsidiary of Commercebank Holding Corporation ("CHC"), a bank holding company supervised and regulated by the Board of Governors of the Federal Reserve System. Accordingly, the proposed corporate name of CTC is permissible under Section 655.922, Florida Statutes.

All of the principals of CTC are officers and directors of Commercebank and CHC.

CTC will not commence business until Commercebank has received the requisite approvals from the OCC to exercise fiduciary activities and to establish an operating subsidiary. These applications are being prepared and will be filed in the near future.

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03 JAN 29 PM 1:01
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TALLAHASSEE FLORIDA