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SECRETARY OF STATE
TELEPHONE 904-498-3100
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Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

CITY NATIONAL CAPITAL FINANCE, LLC

L16000032478

Enter Name of Other Business Entity

2. The "Other Business Entity" is a LIMITED LIABILITY COMPANY
(Enter entity type. Example: limited liability company, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of FLORIDA
(Enter state, or if a non-U.S. entity, the name of the country)

on FEBRUARY 16, 2016

Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

CITY NATIONAL CAPITAL FINANCE INC.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: June 12, 2017
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

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.

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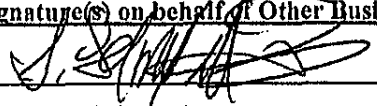
Signed this 12 day of June 2017

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: 

Printed Name: S. Marshall Martin Title: Incorporator

Required Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: 

Printed Name: S. Marshall Martin Title: EVP, at Sole Member

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

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TALLAHASSEE STATE
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ARTICLES OF INCORPORATION
OF
CITY NATIONAL CAPITAL FINANCE INC.

The undersigned, acting as incorporator of City National Capital Finance Inc. pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

CITY NATIONAL CAPITAL FINANCE INC.

ARTICLE II. ADDRESS

The principal place of business of the corporation shall be:

c/o City National Bank
25 W. Flagler Street
Miami, FL 33130

The mailing address of the corporation shall be:

c/o City National Bank
25 W. Flagler Street
Miami, FL 33130

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on June 12, 2017.

ARTICLE IV. PURPOSE

The purpose of the Corporation is to engage in business/commercial lease financing and to engage in any and all activities necessary or incidental thereto.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$0.01 per share.

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ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

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

S. Marshall Martin
c/o City National Bank
25 W. Flagler Street, 5th Floor
Miami, FL 33130

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

S. Marshall Martin
c/o City National Bank
25 W. Flagler Street, 5th Floor
Miami, FL 33130

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. DIRECTORS

The names and addresses of the initial Directors are:

Jorge Gonzalez
c/o City National Bank
25 W. Flagler Street, 5th Floor
Miami, FL 33130

Nicolas Bustle
c/o City National Bank
25 W. Flagler Street, 5th Floor
Miami, FL 33130

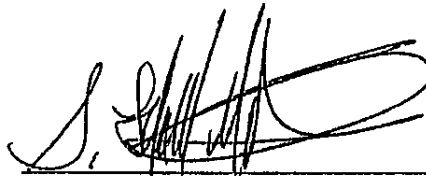
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FLORIDA

Diego Yarur
c/o City National Bank
25 W. Flagler Street, 5th Floor
Miami, FL 33130

Thomas Cira
c/o City National Bank
25 W. Flagler Street, 5th Floor
Miami, FL 33130

Manuel Nunez
c/o City National Bank
25 W. Flagler Street, 5th Floor
Miami, FL 33130

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation as of June 12, 2017.

A handwritten signature in black ink, appearing to read 'S. Marshall Martin', is written over a horizontal line.

S. Marshall Martin, Incorporator

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STATE
10101

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

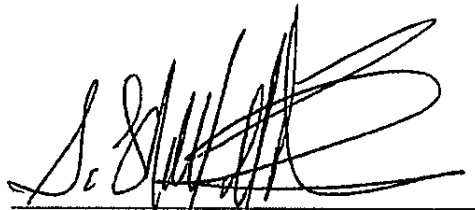
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That CITY NATIONAL CAPITAL FINANCE INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at c/o City National Bank, 25 W. Flagler Street, 5th Floor, Miami, FL 33130, has named S. Marshall Martin, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and that it is familiar with, and accepts, the obligations of that position.

Signed and dated this June 12, 2017.



S. Marshall Martin

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