

P95000031562

Inter-Office
Communication



Robert P. Milligan
Comptroller of Florida

DATE: April 21, 1995

TO: Karon Beyer, Department of State
Division of Corporations - Bureau of Commercial Recordings

FROM: Bruce Ricca, Licensing and Chartering *BR*

SUBJ: Columbus Trust Company, Miami, Dade County
(Approved but Unopened Trust Company)
(Your Number: R93000005666)

4100001464334
04/25/95-01017-001
***140.00 ***140.00

Please file the attached Articles of Incorporation for Columbus Trust Company, using today's date as the effective date.

Please make the following distribution of certified copies:

- (1) Mail one (1) copy to: Division of Banking
Licensing and Chartering
The Capitol, Suite 1401
- (2) Mail one (1) copy to: Mr. Richard P. Hunt
240 Plant Avenue
Suite B-208
Tampa, Florida 33606

Also attached is a check which represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 487-1410.

BR.a:articles

Attachments

cc: David Burgess

Bureau of Financial Institutions - District II

FILED
95 APR 21 PM 1:27
TALLAHASSEE, FLORIDA

Dmc 4/21/95

*35.00 F.F.
105.00 C.C./2
140.00*

ARTICLES OF INCORPORATION
OF

Columbus Trust Company

FILED

95 APR 21 PM 10:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators hereby associate themselves together for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, with and under the following Articles of Incorporation.

ARTICLE I

The Name of the corporation shall be:

Columbus Trust Company

and its initial place of business shall be at 701 Brickell Avenue, 25th Floor, in the City of Miami, in the County of Dade, and State of Florida.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be: That of a general trust business with all the rights, powers and privileges granted and conferred by the laws of the State of Florida, regulating the organization, powers and management of trust corporations.

ARTICLE III

Total number of shares authorized to be issued by the Corporation shall be 1,000,000. Such shares shall be of a single class and shall have a par value of \$ 5.00 per share. The Corporation shall begin business with at least \$ 2,000,000 in paid in common capital stock to be divided into 215,000 shares. The amount of surplus with which the corporation will begin business shall be nine hundred thousand dollars (\$900,000) and the amount of undivided profits one hundred thousand dollars (\$100,000) all of which capital stock, surplus and undivided profits shall be paid in cash. Holders of shares of capital stock, where applicable, shall have preemptive right to subscribe for or acquire additional shares of stock of the same or any other (voting) class.

ARTICLE IV

The term for which said corporation shall exist shall be perpetual.

ARTICLE V

The business and affairs of this corporation shall be managed and conducted by a board of not less than five Directors who shall be elected annually by the stockholders at their annual meeting to be held during the first four months of each year after the corporation shall be fully authorized to commence business; provided, however, that if so authorized by a majority of the stockholders by appropriate action of the stockholders at the next preceding annual meeting, a majority of the full board of directors may, at any time during the year following the annual meeting of stockholders in which such action has been authorized, increase the number of directors by not more than two and appoint persons to fill the resulting vacancies. The names and street addresses of the first directors of the corporation are set forth below.

The business of this corporation shall be conducted by the following named directors:

NAME

STREET ADDRESS

Charles Hardwick, III _____

Haworth House, Kintbury
Newbury, Berkshire, UK _____

Michael Hollihan _____

1627 Brickell Avenue
Miami, Florida _____

Timothy Reed _____

6350 Southwest 135 Drive
Miami, Florida _____

Mario Yepes _____

1627 Brickell Avenue, Apt. 605
Miami, Florida _____

Arturo Vinueza _____

3516 Bayshore Villas Drive
Coconut Grove, Florida _____

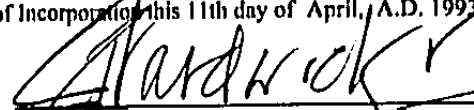
Catalina Landes _____

101 Pasaje Panorama
Quito, Ecuador _____

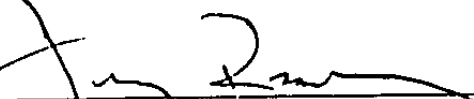
Pedro Roberto Ycaza _____

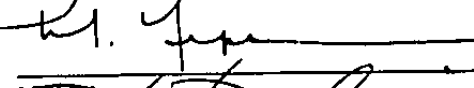
Padre Aguirre y Malecon
Guayaquil, Ecuador _____

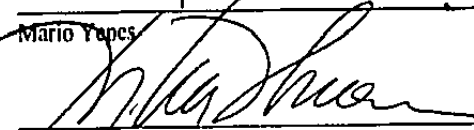
In witness of the foregoing and of the fact that all of the stock has been subscribed for, the undersigned incorporators have executed these Articles of Incorporation this 11th day of April, A.D. 1993.


Charles Hardwick, III


Michael Hollihan


Timothy Reed


Mario Yepes


Arturo Vinueza

Catalina Landes
Catalina Landes

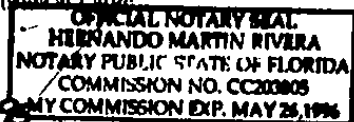
Pedro Roberto Ycaza
Pedro Roberto Ycaza

STATE OF FLORIDA
(COUNTY OF DADE)

Before me, the undersigned Notary Public in and for the State of Florida at Large, personally appeared Charles Hardwick, III, Michael Hollihan, Timothy Reed, Mario Yepes, Arturo Vinuesa, Catalina Landes and Pedro Roberto Ycaza all to me well known, and known to me to be the individuals described and who executed the foregoing Articles of Incorporation of COLUMBUS TRUST COMPANY and each being duly sworn severally acknowledged that he executed the same for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal this 12
day of April, A.D. 1995.

Hernando Martin Rivera
Notary Public - State of Florida at Large
My commission expires:



Approved by the Department of Banking and Finance this day of APRIL 19, 1995
Tallahassee, Florida.

Robert F. Milligan
ROBERT F. MILLIGAN
Comptroller of the State of Florida and
Head of the Department of Banking and Finance

FILED
95 APR 21 PM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P950000 31562

Inter-Office
Communication



Comptroller of Florida
Division of Banking

DATE: February 1, 1996

TO: Louis Flemming-Jackson, Department of State
Division of Corporations - Bureau of Commercial Recording

FROM: *JAP* John A. Pullen, Licensing and Chartering

SUBJECT: Columbus Trust Bank-Corporate Name Change

Enclosed please find an original and three copies of the articles amendment for the above-referenced institution to change its name to The Americas Trust Bank.

Please make the following distribution of certified copies:

(1) One copy to: Division of Banking
Office of Licensing and Chartering
Suite 1401, The Capitol
Tallahassee, Florida 32399-0350

(2) One copy to: Rod Jones, Esquire
Shutts & Bowen
20 North Orange Avenue
Suite 1000
Orlando, Florida 32801

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-02/07/96--01054--021
****140.00 ****140.00

Also attached is a check which represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 487-1410.

JAP:bms

cc: Bureau of Financial Institutions - District II

N. HENDRICKS FEB - 1 1996

Use today AS effective date.

Amend.

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
COLUMBUS TRUST COMPANY

FILED

96 FEB -1 AM 7:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned

corporation (the "Corporation") adopts these Articles of Amendment to its Articles of Incorporation and states as follows:

1. The name of the Corporation is Columbus Trust Company.
2. The following amendment to the Articles of Incorporation was approved on the 15th day of December, 1995, by written consent of the shareholders of the Corporation in accordance with the provisions of Sections 607.0704 and 607.1003 of the Florida Business Corporation Act, and the number of shares voted in favor of the adoption of these Articles of Amendment was sufficient for approval:

ARTICLE 1 of the Articles of Incorporation of the Corporation shall be amended to read as follows:

"ARTICLE 1"

The name of the Corporation shall be THE AMERICAS TRUST BANK, and the address of its initial place of business shall be 701 Brickell Avenue, Suite 2500, Miami, Florida 33131.

Dated: 1/11/96

COLUMBUS TRUST COMPANY,
a Florida corporation

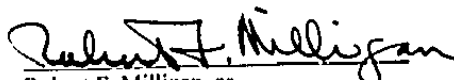
By: 

Arturo Vinuesa

Chairman of the Board of Directors

Approved by the Department of Banking and Finance this 30th day of January, 1996

Tallahassee, Florida



Robert F. Milligan, as
Comptroller of the State of Florida
and Head of the Department of Banking
and Finance