

Document Number Only

P96000021542

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone
904-222-1092
CORPORATION(S) NAME

400001737544
-03/08/96--01096--017
*****70.00 *****70.00

U.S. Trust Mortgage Service Company

☒ Profit - Articles

- | | | |
|--|---|---|
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> CUS/ G/S |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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3/8/96



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

FILED
MAR -8 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 5, 1996

Ms. Susan M. Jacobi
Vice President
United States Trust Company
of New New York
114 West 47th Street
New York, NY 10036-1532

Dear Ms. Jacobi:

Re: "U.S. Trust Mortgage Service Company"

Reference is made to your letter/fax dated March 1, 1996, requesting approval of the above-referenced Florida corporate name which will be a proposed subsidiary of United States Trust Company of New York.

As Section 655.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the above-subject corporate name being registered to do business in the State of Florida.

Sincerely,

Wm. Douglas Johnson
Assistant Director
Division of Banking
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111
Fax # (904) 921-2365

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Secretary of State's Office

ARTICLES OF INCORPORATION
OF
U.S. TRUST MORTGAGE SERVICE COMPANY

FILED
MAR 8 1983
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is U.S. Trust Mortgage Service Company.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business of this corporation shall be: One Ocean Plaza, One South Ocean Boulevard, Boca Raton, FL. 33432-5144.

The mailing address of this corporation shall be: One Ocean Plaza, One South Ocean Boulevard, Boca Raton, FL. 33432-5144.

Article V

Capital Stock

The corporation is authorized to issue Two Thousand (2,000) Shares of One Dollar Par Value (\$1.00 Par Value) per share of the same class of stock, all of which are Common Shares.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is U.S. Trust Mortgage Service Company, One Ocean Plaza, One South Ocean Boulevard, Boca Raton, FL. 33432-5144 and the name of the initial registered agent of this corporation at the address is Charles J. Frankel, III. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII

Incorporator

The name and address of the person signing these Articles is:

Susan Jacobi, Esq.

United States Trust Company
of New York
114 West 47th Street
New York, New York 10036-1532

Article VIII

Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article IX

Indemnification

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents,

from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article X

Amendment


The corporation reserved the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XI

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

The undersigned incorporator has executed these Article of Incorporation this 28th day of February, 1996



Susan Jacobi, Esq.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for U.S. Trust Mortgage Service Company, a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

Charles J. Frankel, III

By: 

Charles J. Frankel, III

FILED
95 MAR -8 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GUNSTER, YOUSLEY, VAIDES-PAULI & STEWART, P.A.
ATTORNEYS AT LAW

P96000021542

OUR FILE NUMBER: 16296.09000

WRITER'S DIRECT DIAL NUMBER: (561) 650-0583

WRITER'S E-MAIL ADDRESS: gbader@gunster.com

August 12, 1996

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Change of Address Notification for U.S. Trust Mortgage Service Company
P96-21542

Ladies and Gentlemen:

On behalf of U.S. Trust Mortgage Service Company (TIN 65-0649747), I am writing to notify you of a change in the principal address of the company. The new address for U.S. Trust Mortgage Service Company shall be 280 East Palmetto Park Road, Boca Raton, Florida 33432. Please update your records to reflect this address change.

Thank you for your attention to this matter. If you should have any questions, please give me a call.

Sincerely,

Gregory K. Bader

Gregory K. Bader

GKB/csr

cc: Stanley A. Matuszewski
221458

Phillips Point, Suite 500 East
777 South Flagler Drive • West Palm Beach, FL 33401-6194
(407) 655-1980 Fax: (407) 655-5677 e-mail @gunster.com

FORT LAUDERDALE • MIAMI • PALM BEACH • STUART • TALLAHASSEE • VERO BEACH • WEST PALM BEACH

Upd 8/14/96
RA csg