

P990000020689

Inter-Office
Communication

Comptroller of Florida
Division of Banking

DATE: March 4, 1999

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: NEUBERGER BERMAN TRUST COMPANY OF FLORIDA
West Palm Beach, Palm Beach County
(Approved New Trust Company)

Please file the attached Articles of Incorporation for the above-referenced institution, using **TODAY'S DATE**, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Division of Banking
Office of Licensing and Chartering
- (2) One copy to: Mr. Carl A. Fornaris
Greenberg Traurig
1221 Brickell Avenue
Miami, FL 33131

FILED
99 MAR -4 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

400002795284--1
-03/05/99--01008--001
*****52.50 *****52.50

Also attached is a check which represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 410-9528.

cc: David Burgess

Dme
3/5/99

**ARTICLES OF INCORPORATION OF
NEUBERGER BERMAN TRUST COMPANY OF FLORIDA**

The undersigned, acting as a director for the purpose of forming a corporation under and by virtue of the laws of the State of Florida, adopts the following Articles of Incorporation.

FILED
99 MAR -4 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be Neuberger Berman Trust Company of Florida and its initial place of business shall be at Esperante, 222 Lakeview Avenue, Suite 900 in the City of West Palm Beach, in the County of Palm Beach 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 company business with all the rights, powers, and privileges granted and conferred by the applicable provisions of the Florida Banking Code and the Florida Administrative Code regulating the organization, powers, and management of trust corporations.

ARTICLE III

The total number of shares of common stock authorized to be issued by the corporation shall be 10,000,000 shares. Such shares shall be of a single class and shall have a par value of \$1.00 per share. The corporation shall begin business with at least \$1,000,000 in paid-in common capital stock to be divided into 1,000,000 shares. The amount of surplus with which the corporation will begin business will not be less than \$900,000 and the amount of undivided profits will not be less than \$100,000, all of which (capital stock, surplus, and undivided profits) shall be paid in cash.

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the subscription price offered to the general public, a pro rata portion of any stock of any class that the corporation may issue or sell.

ARTICLE IV

The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida Banking Code, the Florida Administrative Code, or the Florida Department of Banking and Finance.

ARTICLE V

The number of directors shall not be fewer than five (5). A majority of the full board of directors may, at any time during the years following the annual meeting of shareholders in which such action has been authorized,

increase the number of directors by not more than two and appoint persons to fill resulting vacancies. The names and street addresses of the first directors of the corporation are:

NAME	STREET ADDRESS
<u>C. Carl Randolph</u>	<u>605 Third Avenue, New York, New York 10158</u>
<u>Elizabeth L. Mathieu</u>	<u>605 Third Avenue, New York, New York 10158</u>
<u>Wayne L. Carson, Jr.</u>	<u>Esperante, 222 Lakeview Avenue, Suite 900 West Palm Beach, Florida 33401</u>
<u>Marta Goldberg</u>	<u>Esperante, 222 Lakeview Avenue, Suite 900 West Palm Beach, Florida 33401</u>
<u>Lori T. Owen</u>	<u>Esperante, 222 Lakeview Avenue, Suite 900 West Palm Beach, Florida 33401</u>

In witness of the foregoing, the undersigned director has executed these Articles of Incorporation this 23 day of February, 1999.

NAME	STREET ADDRESS
 <u>Elizabeth L. Mathieu</u>	<u>605 Third Avenue, New York, New York 10158</u>

STATE OF NEW YORK)

COUNTY OF New York) SS:

The foregoing instrument was acknowledged before me this 23d day of February, 1999, by Elizabeth Mathieu, who is personally known to me or who has produced drivers license as identification and who did/did not take an oath.

(SEAL)

Patricia A. Moeller
Notary Public, State of New York
No. 01M04963583
Qualified in Queens County
My Commission Expires July 7, 2000

Patricia Moeller
Notary Public - State of New York at Large
My Commission Expires: July 7, 2000

FILED
99 MAR -4 AM 9:33
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Approved by the Department of Banking and Finance this 3RD day of MARCH, 1999.

Tallahassee, Florida

Robert F. Milligan

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