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Inter-Office
Communication

Comptroller of Florida
Division of Banking

DATE: November 8, 1999

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

FROM: John A. Pullen, Licensing and Chartering

SUBJECT: Articles of Incorporation-New Corporation

Please file the attached "Articles of Incorporation" (original and two copies) for Schroder Trust Bank, using November 9, 1999, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Division of Banking
Mail Code 4400
- (2) One copy to: Bowman Brown, Esquire
Shutts & Bowen LLP
1500 Miami Center
201 South Biscayne Boulevard
Miami, Florida 33131

FILED
99 NOV -9 PM 4:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Also attached is a \$52.50 check which represents payment of the applicable fees. If there is an underpayment, please contact Mr. Brown at (305) 379-9107. If there is an overpayment, please issue a refund to Shutts & Bowen LLP.

If you have any questions, please call me at 410-9527.

JAP:bms

Attachment

cc: Bureau of Financial Institutions - District II
Miami Area Financial Manager

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ARTICLES OF INCORPORATION
OF SCHRODER TRUST BANK

RECEIVED
COMPTROLLER'S OFFICE

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as 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.

ARTICLE I

The name of the corporation shall be Schroder Trust Bank
and its initial place of business shall be at 200 South Biscayne Boulevard, Suite 2650
in the City of Miami, in the County of Miami-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 company
business with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes,
regulating the organization, powers, and management of trust corporations.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be 10,000. Such
shares shall be of a single class and shall have a par value of \$ 100.00 per share. The corporation shall begin business
with at least \$ 1,000,000 in paid-in common capital stock to be divided into 10,000 shares. The
amount of surplus with which the corporation will begin business will be not less than \$ 900,000 and the amount of
undivided profits, not less than \$ 100,000 all of which (capital stock, surplus, and undivided profits) shall
be paid in cash.

ARTICLE IV

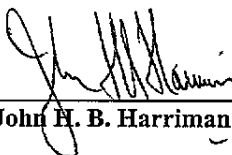
The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida
Financial Institutions Codes.

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, 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>Clive N. Boothman</u>	<u>31 Gresham Street</u> <u>London EC2V 7QA England</u>
<u>Jose A. Cacicedo</u>	<u>200 S. Biscayne Blvd., Ste. 2650</u> <u>Miami, FL 33131-2371</u>
<u>John H. B. Harriman</u>	<u>200 S. Biscayne Blvd., Ste. 2650</u> <u>Miami, FL 33131-2371</u>
<u>James H. McGrath</u>	<u>200 S. Biscayne Blvd., Ste. 2650</u> <u>Miami, FL 33131-2371</u>
<u>David H. A. Rowe</u>	<u>31 Gresham Street</u> <u>London EC2V 7QA England</u>

In witness of the foregoing, the undersigned director has executed these Articles of Incorporation this 28th day of October, A.D. 1999.

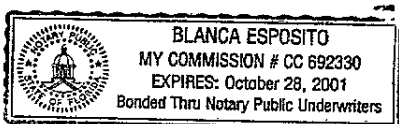


John H. B. Harriman

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 28th day of October, 1999, by **JOHN H. B. HARRIMAN**, ☒ who is personally known to me or ☐ who has produced _____ as identification and who did ☐ did not ☒ take an oath.

(SEAL)

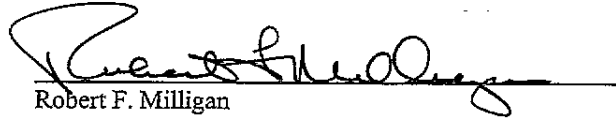




Notary Public State of Florida at Large
My Commission Expires: 10/28/01

Approved by the Department of Banking and Finance this 8th day of November, 1999.

Tallahassee, Florida

A handwritten signature in black ink, appearing to read "Robert F. Milligan", written over a horizontal line.

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