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INTER-OFFICE
COMMUNICATION

ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

DATE: January 12, 2000

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TO: Louise Jackson, Bureau of Corporations, Secretary of State

FROM:

DMK/jm

Donald M. Kelly, Financial Control Analyst
Bureau of Financial Institutions, Division of Banking

SUBJECT: U.S. TRUST COMPANY OF FLORIDA SAVINGS BANK #201

Please file the attached amendment to the articles of incorporation for subject institution.

Please make the following distribution of certified copies:

1. Return one (1) copy to : Bureau of Financial Institutions
Division of Banking
The Fletcher Building
101 East Gaines Street, Suite 636
Tallahassee, FL 32399-0350
2. Mail one (1) copy to: Mr. Herbert Deitsch
U.S. Trust Company of Florida Savings Bank
132 Royal Palm Way
Palm Beach, FL 33480-4285

Also attached is a check which represents payment for filing fees and certified copies. If you have any questions, please contact me at 410-9111.

DMK:jm

Attachments

cc: Area Financial Manager, West Palm Beach

*Amend
LFO*

1-16-2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 16 PM 2:15

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

U.S. TRUST COMPANY OF FLORIDA SAVINGS BANK

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Pursuant to the provisions of Section 607.1006, Florida Statutes, U.S. Trust Company of Florida Savings Bank adopts the following Articles of Amendment to its Articles of Incorporation:

1. Amendment adopted: Article III of the Articles of Incorporation is being amended in its entirety to increase the authorized capital stock from 10,000 shares to 50,000 shares and Article III shall now read as follows (underlined language is new or revised):

"ARTICLE III


The total number of shares authorized to be issued by the corporation shall be fifty thousand (50,000). Such shares shall be of a single class and shall have a par value of \$100 per share. The corporation shall begin business with at least \$1,000,000 in paid-in common capital stock to be divided into ten thousand shares. The amount of paid-in surplus with which the corporation will begin business will be not less than \$6,000,000 and the amount of undivided profits, not less than \$3,000,000."

2. The foregoing amendment was adopted by the written consent of the sole shareholder of U.S. Trust Company of Florida Savings Bank on December 7, 2000. The number of votes cast for the amendment was sufficient for approval.

Signed as of December 7, 2000.

U.S. TRUST COMPANY OF FLORIDA
SAVINGS BANK

BY:




Name: Trowbridge Callaway, III
Title: Chairman

CERTIFICATION

I, Herb Deitsch, certify that I am the duly appointed Secretary of U.S. Trust Company of Florida Savings Bank and that the attached Articles of Amendment to Articles of Incorporation of U.S. Trust Company of Florida Savings Bank has been duly approved by the written consent of its sole shareholder in conformance with Chapter 607 of the Florida Statutes as of December 7, 2000, which written consent has not been modified, rescinded or amended and is in full force and effect.

IN TESTIMONY WHEREOF, I have hereunto fixed my signature on this 7 day of December 2000.


Herb Deitsch, Secretary

Approved by the Department of Banking and Finance this 11th day of January, 2001.


Robert F. Milligan
Comptroller of the Department of
Banking and Finance