

Office of the Minnesota Secretary of State

Business Trust | Original Filing

Minnesota Statutes, Chapter 318



NOTE: Business Trusts are now filed as Official Documents of the State. There is no fee for filing these documents. Please review Minnesota Statute Chapter 318 prior to filing any documents. See Page 2 for Minnesota Statutes 318.01-318.06, or, <https://www.revisor.mn.gov/statutes/?id=318>

1. **Name of Trust: (Required)** Santander Auto Lease Titling Ltd.
2. **Home Jurisdiction: (Required)** Delaware
3. **Complete Registered Office Address & Agent in Minnesota (Required):**
 - a. **Agent Name:** C T Corporation System
 - b. **Address:** 1010 Dale St N
 - c. **City, State, Zip** Saint Paul, MN 55117-5603
4. **Trustees (Minimum 2 Required for Minnesota Trusts):**
 - a. **Trustee:** Wilmington Trust, National Association
 - b. **Trustee:**
 - i. **Attach additional sheets if necessary.**
5. **Declaration of Trust Information (Required) –**
 - a. **Attach a Copy of the Trust**
 - b. **Attach a Declaration by a Trust Official that the copy submitted is a true copy**
6. **Documentation for Non-Minnesota Trusts.**
 - a. **In addition to the above, attach a Certificate of Existence or Status from the Home State authenticating the prior filing of the trustees.**
7. **This Trust is:** ☒ Perpetual ☐ Not Perpetual and expires
8. **This Trust has been approved by the Commissioner of Commerce to transact the business of insurance**
☒ No ☐ Yes, and a copy of the Approval of the Commissioner of Commerce is attached.

I certify that the documents filed constitute a true and correct copy of the "declaration of trust" in accordance with Minnesota Statutes 318.02.

Christie Cerone

Signature

April 7, 2022

Date

List a name, e-mail address, and daytime telephone number of a person who can be contacted about this form:

Christie Cerone

SC_Licensing@santanderconsumerusa.com

214-452-7084

Name

e-mail address

Telephone Number

All of the information on this form is public. Minnesota law requires certain information to be provided for this type of filing. If that information is not included, your document may be returned unfilled. This document can be made available in alternative formats, such as large print, Braille or audio tape, by calling 651-296-2803/voice. For a TTY/TTD (deaf and hard of hearing) communication, contact the Minnesota Relay Service at 1-800-3529 and ask them to place a call to 651-296-2803. The Secretary of State's Office does not discriminate on the basis of race, creed, color, sex, sexual orientation, national origin, age, marital status, disability, religion, reliance on public assistance or political opinions or affiliations in employment or the provision of service.

Document Number: 223336
Filed on May 26, 2022
Office of the Minnesota
Secretary of State, Steve Simon

Please submit all items together and mail to the address below:

FILE IN-PERSON OR MAIL TO:

Minnesota Secretary of State – Official Documents
180 State Office Building
100 Rev Dr Martin Luther King Jr. Blvd
St. Paul, MN 55155

(Staffed 8:00 a.m. – 4:30 p.m., Monday – Friday, excluding holidays)

318.01 ORGANIZATION; SCOPE OF BUSINESS.

Two or more natural persons, whether residents of this state or not, or two or more corporations which are now organized or may hereafter be organized, which includes all domestic corporations, national banks and only those foreign corporations which hold a certificate of authority to transact business in this state, may organize and associate themselves together for the purpose of transacting business in this state under what is commonly designated or known as a "declaration of trust" or "business trust"; provided, however, no such association shall ever be permitted or authorized to transact in this state any business of insurance except the kind of business of insurance specified in section 60A.06, subdivision 1(7), and all acts amendatory thereof; and further provided, however, no such association shall ever be permitted or authorized to transact a banking or surety business, of any kind, in this state.

318.02 GENERAL PROVISIONS.

Subdivision 1. Definition.

The term "declaration of trust" as used in this section means the declaration of trust, business trust instrument, trust indenture, contract of custodianship, or other instrument pursuant to which such association is organized. Every such association organized after April 20, 1961, for the purpose of transacting business in this state shall, prior to transacting any business in this state, file in the Office of the Secretary of State a true and correct copy of the "declaration of trust" under which the association proposes to conduct its business. The copy shall also contain a statement that the true and correct copy of the "declaration of trust" is being filed in the Office of the Secretary of State of the state of Minnesota pursuant to this chapter and shall also include the full name and street address of an agent of the business trust in this state. That agent shall be the agent for service of process which shall be made pursuant to the provisions of section 543.08. The "declaration of trust" may provide that the duration of such association shall be perpetual. Upon the filing of the copy of the "declaration of trust," the association is authorized to transact business in this state; provided that all other applicable laws have been complied with. The "declaration of trust" may be amended as provided in the "declaration of trust" or in any amendments thereto but a true and correct copy of all amendments to the "declaration of trust," shall be filed in the Office of the Secretary of State and all amendments shall become effective at the time of said filing. When such copy of the "declaration of trust" and any amendments thereto shall have been filed in the Office of the Secretary of State it shall constitute public notice as to the purposes and manner of the business to be engaged in by such association.

Subd. 2. Type of association.

Any such association heretofore or hereafter organized shall be a business trust and a separate unincorporated association, not a partnership, joint-stock association, agency, or any other relation except a business trust. A business trust is also known as a common law trust and Massachusetts trust for doing business.

Subd. 3. Powers.

Any such association heretofore or hereafter organized shall have the power in its name:

- (1) To continue as a business trust for the time limited in its "declaration of trust" or in any amendments, or if no time limit is specified, then perpetually;
- (2) To sue and be sued;
- (3) To adopt, use, and, at will, alter a business trust seal, but failure to affix the business trust seal, if any, shall not affect the validity of any instrument;
- (4) To conduct in this state and elsewhere the business to be engaged in by such association and to contract and enter into obligations and do any acts necessary and incidental to the transaction of its business or expedient for the attainment of the purposes stated in its "declaration of trust" or in any amendments;
- (5) To acquire including by will or gift, purchase, sell, contract for, hold, lease, mortgage, encumber, convey, transfer, or otherwise deal in and dispose of real and personal property within or without the state by and

through its officers, agents or trustees in the manner provided in its "declaration of trust" or in any amendments. All deeds, contracts, mortgages and other legal instruments heretofore or hereafter acquired by or executed by any such association, and whether or not recorded in the office of the county recorder in the office of the registrar of titles, shall have the same force and effect as a like instrument would have if executed, or recorded or filed in said offices, as in the case of corporations.

Subd. 4. Personal liability.

No personal liability for any debt or obligation of any such association heretofore or hereafter organized shall attach to the owners of the shares of beneficial interests, beneficiaries, shareholders, or trustees of any such association heretofore or hereafter organized, or to any person or party to the "declaration of trust."

Subd. 5. [Repealed, 2011 c 106 s 27]

Subd. 6. Non-Minnesota trusts.

An association organized under the laws of another state may register by using the process described in subdivision 1. The registration must be accompanied by a certificate from a state authenticating the prior registration of the association in that state. The Minnesota registration does not create a new association and the association continues to be governed by the laws of the state of prior registration with respect to internal governance. Amendments to a declaration of trust will also follow the process described in subdivision 1. The fees stated in subdivision 1 apply to these transactions.

318.03 SALE OF SECURITIES; REGISTRATION.

Before any such association may offer for sale, barter or sell any security of such association in this state, such association shall register such securities pursuant to the provisions of chapter 80A, and all acts amendatory thereof, which registration shall be applied for and granted under the same conditions as like registrations are applied for and granted to corporations.

318.04 CERTIFICATE OF AUTHORITY TO TRANACT THE BUSINESS OF INSURANCE.

Any such association permitted by section 318.01 to organize to transact in this state the kind of business of insurance permitted by section 318.01 shall set out in its "declaration of trust" the kind of business of insurance that it shall transact in this state; and before filing with the secretary of state the copy of the "declaration of trust" and any amendments thereto pursuant to section 318.02 there shall be endorsed upon the "declaration of trust" and any amendments thereto the approval of the commissioner of commerce; and it shall be subject to the same insurance laws of this state and rules of the commissioner of commerce that an insurance corporation transacting the same kind of business of insurance is subject to except as otherwise provided by law; and it shall obtain from the commissioner of commerce a certificate of authority as an insurer which certificate of authority shall be issued by the commissioner of commerce upon compliance with all the applicable insurance laws of this state and rules of the commissioner of commerce.

318.05 UNLAWFUL TO TRANACT BUSINESS PRIOR TO COMPLIANCE.

No such association organized after April 20, 1961, may transact or conduct any business, within this state, under any "declaration of trust" or "business trust" without first complying with the provisions and requirements of sections 318.01 and 318.02 and in addition thereto complying with the provisions and requirements of sections 318.03 and 318.04 when applicable.

318.06 PENALTIES.

Any such association, person or party who shall violate any of the provisions of this chapter shall forfeit and pay to this state a penalty, not exceeding \$1,000. Such penalties may be recovered in the District Court of Ramsey County by action in the name of the state, brought by the attorney general.

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SANTANDER AUTO LEASE TITLING LTD." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF MARCH, A.D. 2022.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID "SANTANDER AUTO LEASE TITLING LTD." IS A SERIES STATUTORY TRUST.

Document Number: 223336
Filed on May 26, 2022
Office of the Minnesota
Secretary of State, Steve Simon



6618883 8300E

SR# 20220986541

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202901000

Date: 03-14-22

DECLARATION OF TRUST
FOREIGN BUSINESS TRUST REGISTRATION
TO TRANSACT BUSINESS IN MINNESOTA
MINNESOTA STATUTES CHAPTER 318

Minnesota Secretary of State – Business Services
180 State Office Building, 100 Rev. Dr. Martin Luther King Jr. Blvd.
St. Paul, MN 55155-1299

1. Attached hereto as Exhibit A is a Certificate of Good Standing of the Trust (as hereinafter defined) issued by the Delaware Secretary of State.
2. The name of the business trust is Santander Auto Lease Titling Ltd. (the "Trust").
3. The state under the laws of which the Trust is incorporated is Delaware.
4. The name and address of the Trust's agent for process in Minnesota is

C T Corporation System, 1010 Dale St N, Saint Paul, MN 55117-5603

By filing this Declaration of Trust, the Trust irrevocably consents to service of process on it as provided by Minnesota Statutes chapter 318.01 and 5.25.

5. Name and Telephone Number of a Contact Person for this Trust:

Name: Christie Cerone

Daytime Phone (214) 452-7084

I certify that I am authorized to execute this Declaration of Trust and I further certify that I understand that by signing this notice I am subject to the penalties of perjury as set forth in Minnesota Statutes 609.48 as if I had signed this notice under oath.

SANTANDER AUTO LEASE TITLING LTD.

Christie Cerone

Signature of Authorized Person

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Delaware

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*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF STATUTORY TRUST REGISTRATION OF
"SANTANDER AUTO LEASE TITLING LTD.", FILED IN THIS OFFICE ON
THE FOURTEENTH DAY OF FEBRUARY, A.D. 2022, AT 5:49 O`CLOCK P.M.*

Document Number: 223336
Filed on May 26, 2022
Office of the Minnesota
Secretary of State, Steve Simon



A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

6618883 8100
SR# 20220507114

Authentication: 202669587
Date: 02-15-22

You may verify this certificate online at corp.delaware.gov/authver.shtml

**CERTIFICATE OF TRUST OF
SANTANDER AUTO LEASE TITLING LTD.**

THIS Certificate of Trust of Santander Auto Lease Titling Ltd. (the "Trust") is being duly executed and filed on behalf of the Trust by the undersigned, as trustee, to form a statutory trust under the Delaware Statutory Trust Act (12 Del. C. § 3801 et seq.) (the "Act").

1. Name. The name of the statutory trust formed hereby is "Santander Auto Lease Titling Ltd."

2. Delaware Trustee. The name and address of the trustee of the Trust with a principal place of business in the State of Delaware are Wilmington Trust, National Association, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890, Attention: Corporate Trust Administration.

3. Separate Series. Pursuant to Section 3806(b)(2) of the Act, the Trust may create one or more series having the rights and preferences specified in the governing instrument of the Trust, as it may be amended from time to time (each a "Series").

4. Notice of Limitation of Liability of Each Series. Pursuant to Section 3804(a) of the Act, the liabilities of each Series shall be limited such that (a) the debts, liabilities, obligations, and expenses incurred, contracted for, or otherwise existing with respect to a particular Series shall be enforceable against the assets of that particular Series only, and not against the assets of the Trust generally, or the assets of any other Series and (b) none of the debts, liabilities, obligations, and expenses incurred, contracted for, or otherwise existing with respect to the Trust generally or any other Series shall be enforceable against the assets of such Series.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Trust in accordance with Section 3811(a)(1) of the Act.

WILMINGTON TRUST, NATIONAL ASSOCIATION,
not in its individual capacity but solely as Delaware
Trustee

By: _____



Name: Brandt McCammon

Title: Assistant Vice President

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