

# F00000001058

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CF Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
850-222-1092

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Corporation(s) Name

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DIVISION OF CORPORATIONS  
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Miller & Schroeder Investments Corporation

- Profit  Amendment  Merger
- Nonprofit
- Foreign  Dissolution  Mark
- LLC
- Limited Partnership  Annual Report  Other
- Reinstatement  Reservation  Ch. RA
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DEPARTMENT OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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Thank You!

JK 2/28/00

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Miller & Schroeder Investments Corporation  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Minnesota 3. 41-1346232  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 6-23-78 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. March 15, 2000  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 150 South Fifth Street, Suite 3000  
Minneapolis, MN 55402  
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the General Business Laws of Minnesota and permitted in Florida.  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System  
Office Address: 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

CT Corporation System  
Michelle R. Justesen, Asst. Secy.  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

SCHEDULE ATTACHED

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: \_\_\_\_\_

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

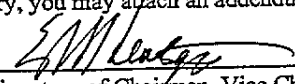
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. E.J. Hentges, President  
(Typed or printed name and capacity of person signing application)

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***NAMES OF DIRECTORS AND OFFICERS FOR MILLER & SCHROEDER INVESTMENTS CORPORATION***

<u>Name</u>	<u>Title</u>	<u>State of Legal Residence</u>	<u>Business Address</u>
Edward Joel Hentges	Director President	3399 Kings Point Road Excelsior, MN 55331	Miller & Schroeder Investments Corp. Suite 3000 150 South Fifth Street Minneapolis, MN 55402
Tom S. Nelson, CFO	Executive Vice President	1914 Nature View Lane West St. Paul, MN 55118	Miller & Schroeder Investments Corp. Suite 3000 150 South Fifth Street Minneapolis, MN 55402
Gary M. Nelson	Vice President/ Secretary	4542 Xerxes Avenue North Minneapolis, MN 55412	Miller & Schroeder Investments Corp. Suite 3000 150 South Fifth Street Minneapolis, MN 55402
Kenneth R. Larsen	Vice President	539 Linden Lane Lino Lakes, MN 55014	Miller & Schroeder Investments Corp. 150 South Fifth Street, Suite 3000 Minneapolis, MN 55402
Jerome A. Tabolich	Vice President/ Asst. Secretary	2833 Lexington Avenue No. #G St. Paul, MN 55113-2049	Miller & Schroeder Investments Corp. 150 South Fifth Street, Suite 3000 Minneapolis, MN 55402
John L. Greisen	Vice President	19312 Surfwave Drive Huntington Beach, CA 92648	Miller & Schroeder Investments Corp. 150 South Fifth Street, Suite 3000 Minneapolis, MN 55402

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State of Minnesota

**SECRETARY OF STATE**

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Certificate of Good Standing

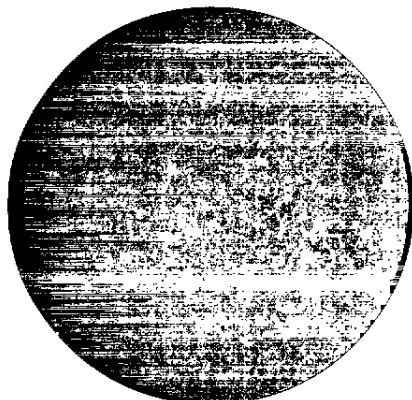
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Miller & Schroeder Investments Corporation

Date Formed: 06/23/1978

Chapter Governed By: 302A

This certificate has been issued on 02/24/00.



*Mary Kiffmeyer*  
Secretary of State.