

CT CORPORATION SYSTEM

# F02000000495

CORPORATION(S) NAME

US Bancorp Asset Management Inc.

0

FILED  
02 JAN 29 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

100000495  
-01/02/02-01028-029  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit                          | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> Nonprofit                       | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input checked="" type="checkbox"/> Foreign <i>qual.</i> | <input type="checkbox"/> Reinstatement          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Limited Partnership             | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Change of RA       |
| <input type="checkbox"/> LLC                             | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy                  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Photocopies                     | <input type="checkbox"/> Call When Ready        | <input type="checkbox"/> Call If Problem    |
| <input type="checkbox"/> Call When Ready                 | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In              | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out                        |   |   |

RECEIVED  
02 JAN -2 AM 11:27  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

1/2/02

Order#: 5006333

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

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02 JAN 29 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 2, 2002

C T CORPORATION SYSTEM

TALAHASSEE, FL

SUBJECT: U.S. BANCORP ASSET MANAGEMENT, INC.  
Ref. Number: W02000000128

We have received your document for U.S. BANCORP ASSET MANAGEMENT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$70.00 payment.

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Division of Banking, pursuant to section 655.922(2a), Florida Statutes.



Enclosed is a "Name Approval Request" form to be filled out and sent to the address indicated on the form. If the proposed name is approved by the Division of Banking, resubmit the document and approval letter to the Division of Corporations for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

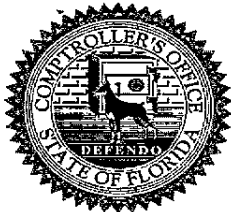
If you have any questions concerning the filing of your document, please call (850) 245-6914.

To: Buck Kohr  
Corporate Specialist

Letter Number: 402A00000187

From: Ashley Mitchell

Thanks Buck!  
Ashley  
1/29/02



ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

**OFFICE OF THE COMPTROLLER**  
DEPARTMENT OF BANKING AND FINANCE  
**STATE OF FLORIDA**  
TALLAHASSEE  
32399-0350

02 JUN 29 AM 9:17  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 17, 2002

Ms. Julie M. Regnier  
Faegre & Benson LLP  
2200 Wells Fargo Center, 90 South Seventh Street  
Minneapolis, Minnesota 55402-3901

Re: U.S. Bancorp Asset Management, Inc.

Dear Ms. Regnier:

Reference is made to your recent letter/fax requesting approval of the above-referenced corporate name which will be a wholly-owned subsidiary of U.S. Bank, National Association, located in Minneapolis, Minnesota.

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name. Therefore, the Division of Banking will not object to the use of the above corporate name being registered to transact business in the state of Florida.

Sincerely,

Alex Hager  
Director

AH:kr

cc: Karon Beyer, Chief, Bureau of Corporate Records  
Division of Corporations, Secretary of State's Office

DK

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

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.

SECRETARY OF STATE  
ALLAN ROSS, ESQ., FLORIDA  
JUN 29 AM 9:17  
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1. U.S. Bancorp Asset Management, Inc.  
(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. Delaware 3. 41-2003732  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 03/19/2001 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 2, 2002 or upon qualification  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 800 Nicollet Mall, Minneapolis, MN 55402  
(Principal office address)

\_\_\_\_\_  
(Current mailing address)

The Corporation expects to engage in investment management services or other activities authorized under its  
8. Certificate of Incorporation.  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

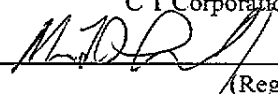
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324  
(City) (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.*

C T Corporation System  
By:   
(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 business addresses of officers and/or directors:

A. DIRECTORS *SEE ATTACHMENT*

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

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

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

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

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

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

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

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. OFFICERS *SEE ATTACHMENT*

President: Thomas S. Schreier, Jr.

Address: 800 Nicollet Mall  
Minneapolis, MN 55402

Vice President: Robert H. Nelson

Address: 800 Nicollet Mall  
Minneapolis, MN 55402

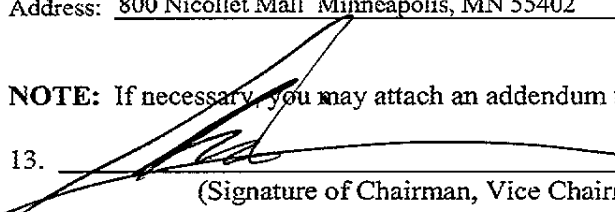
Secretary: James L. Chosy

Address: 800 Nicollet Mall Minneapolis, MN 55402

Treasurer: Kenneth L. Delecki

Address: 800 Nicollet Mall Minneapolis, MN 55402

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. Christopher O. Petersen, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

Attachment to Florida  
 Application By Foreign Corporation for Authorization to Transact Business In Florida  
**Officers & Directors**

02 JUN 29 AM 9:11:17  
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 TALLAHASSEE, FLORIDA

1. Full Name: Thomas S. Schreier, Jr.  
 Officer/Director: Officer, Director  
 Officer's Title: President  
 Business Address: 800 Nicollet Mall  
 City: Minneapolis  
 State: MN  
 ZIP Code: 55402
  
2. Full Name: Robert H. Nelson  
 Officer/Director: Officer, Director  
 Officer's Title: Vice President  
 Business Address: 800 Nicollet Mall  
 City: Minneapolis  
 State: MN  
 ZIP Code: 55402
  
3. Full Name: James L. Chosy  
 Officer/Director: Officer  
 Officer's Title: Secretary  
 Business Address: 800 Nicollet Mall  
 City: Minneapolis  
 State: MN  
 ZIP Code: 55402
  
4. Full Name: Kenneth L. Delecki  
 Officer/Director: Officer  
 Officer's Title: Treasurer  
 Business Address: 800 Nicollet Mall  
 City: Minneapolis  
 State: MN  
 ZIP Code: 55402

Officer/Director: Officer  
Officer's Title: Assistant Secretary  
Business Address: 800 Nicollet Mall  
City: Minneapolis  
State: MN  
ZIP Code: 55402

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6. Full Name: Christopher O. Petersen  
Officer/Director: Officer  
Officer's Title: Assistant Secretary  
Business Address: 800 Nicollet Mall  
City: Minneapolis  
State: MN  
ZIP Code: 55402

7. Full Name: John J. Gibas  
Officer/Director: Director  
Business Address: 800 Nicollet Mall  
City: Minneapolis  
State: MN  
ZIP Code: 55402

8. Full Name: Peter D. Torvik  
Officer/Director: Director  
Business Address: 800 Nicollet Mall  
City: Minneapolis  
State: MN  
ZIP Code: 55402

9. Full Name: Mark S. Jordahl  
Officer/Director: Director  
Business Address: 800 Nicollet Mall  
City: Minneapolis  
State: MN  
ZIP Code: 55402

*State of Delaware*  
*Office of the Secretary of State*      PAGE 1

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "U.S. BANCORP ASSET MANAGEMENT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF DECEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

02 JAN 29 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
**FILED**



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3371446 8300  
010659959

AUTHENTICATION: 1520491  
DATE: 12-20-01