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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

U.S. Bancorp Community Investment Corporation

Certificate of Status	0
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Page Count	06
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Help

T. Duran FAX ... 8/2/06

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: U.S. Bancorp Community Investments Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Cara Scoley
(Name of Person)

U.S. Bancorp
(Firm/Company)

BC-MN-H210, 800 Nicollet Mall
(Address)

Minneapolis, MN 55402
(City/State and Zip code)

For further information concerning this matter, please call:

Cara Scoley at (612) 303-7856
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy

03/07/2006 10:11
MAR-06-2006 15:44

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CT CORP

PAGE 03/05

P. 02/05



OFFICE OF FINANCIAL REGULATION

DON B. SAXON
COMMISSIONER

**FINANCIAL SERVICES
COMMISSION**

JEB BUSH
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CHIEF FINANCIAL OFFICER

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ATTORNEY GENERAL

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COMMISSIONER OF
AGRICULTURE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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February 8, 2006

Ms. Cara L. Seeley
Paralegal
U.S. Bancorp
800 Nicollet Mall
Minneapolis, Minnesota 55402

Dear Ms. Seeley:

Re: U.S. Bancorp Community Investment Corporation

Thank you for your recent letter/fax requesting approval of the above-referenced name which will be a wholly-owned subsidiary of U.S. Bancorp.

Section 655.922, Florida Statutes, exempts a financial institution holding company or its subsidiaries from the prohibition of using the word "bank," "benco," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner in its corporate name.

Therefore, the Office will not object to the use of the above name being registered as a foreign corporation in the state of Florida.

However, this does not authorize the institution to engage in a banking business in the state of Florida and this does not give one the authority to act in any licensed capacity until all licensing requirements have been met within this state. Proper regulatory approvals will be required.

Sincerely,

Linda B. Charly
Director

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Secretary of State's Office

DIVISION OF FINANCIAL INSTITUTIONS
200 EAST GAINES STREET, TALLAHASSEE, FLORIDA 32399-0371
(850) 410-9800 - FAX (850) 410-9548

Affirmative Action / Equal Opportunity Employer

**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.*

1. U.S. Bancorp Community Investment Corporation
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 20-4209402
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. 1-23-2006 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Filing
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 800 Nicollet Mall, Minneapolis, MN 55402
(Principal office address)

same as above
(Current mailing address)

8. To invest in real estate projects designed to promote the community welfare.
(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 NOT acceptable)

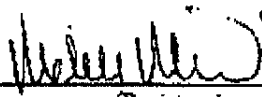
Name: CT Corporation System

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.

By:  **CT Corporation System Michele Miller
Assistant Secretary**
(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.

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Kathryn S. Bader

Address: 1232 Washington Ave., Suite 200
St. Louis, MO 63103

Vice Chairman: _____

Address: _____

Director: Elizabeth M. Stohr

Address: 1232 Washington Ave., Suite 200
St. Louis, MO 63103

Director: Gerald M. Klug

Address: 1232 Washington Ave., Suite 200
St. Louis, MO 63103

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Elizabeth M. Stohr

Address: see above

Vice President: Lawrence M. Backes

Address: 2300 W. Sahara Ave.
Las Vegas, NV 89102


Secretary: Laura F. Bednarski

Address: 800 Nicollet Mall, Minneapolis, MN 55402

Treasurer: Gerald M. Klug

Address: see above

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Laura F. Bednarski, Secretary
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

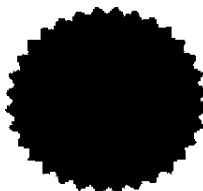
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "U.S. BANCORP COMMUNITY INVESTMENT CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 2006.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "U.S. BANCORP COMMUNITY INVESTMENT CORPORATION" WAS INCORPORATED ON THE TWENTY-THIRD DAY OF JANUARY, A.D. 2006.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4549305

DATE: 02-24-06