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Florida Department of State Division of Corporations Electronic Filing Cover Sheet

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To: Division of Corporations
Fax Number : (850) 617-6383

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

Foreign Limited Liability Company Schwab Private Client Investment Advisory, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$125.00

RECEIVED

12 MAY -3 AM 7:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Electronic Filing Menu Corporate Filing Menu

Help

J. Shivers MAY 04 2012

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Schwab Private Client Investment Advisory, Inc.
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," or "Certificate of Good Standing" 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:

Jane E. Fry
Name of Person
Schwab Private Client Investment Advisory, Inc.
Firm/Company
211 Main Street, #5-159
Address
San Francisco, CA 94106
City/State and Zip code
Jane.Fry@schwab.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jane Fry at (415) 557-1597
Name of Person Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filing 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

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. Solwab Private Client Investment Advisory, Inc.
 (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.,")

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

2. DE 3. 45-2147872
 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 08/01/2011 5. Perpetual
 (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 1209 Orange Street, Wilmington, DE 19801
 (Principal office address)

211 Main Street, San Francisco, CA 94105
 (Current mailing address)

8. _____
 (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.

C T Corporation System

By: Janet Gerkin Janet Gerkin
 (Registered agent's signature) Special Asst. Secretary

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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: George A. Gill

Address: 211 Main Street

San Francisco, CA 94105

Director: William F. Quinn

Address: 211 Main Street

San Francisco, CA 94105

B. OFFICERS

President: George A. Gill

Address: 211 Main Street

San Francisco, CA 94105

Vice President: William H. Allen

Address: 211 Main Street

San Francisco, CA 94105

Secretary: R. Scott McMillen

Address: 211 Main Street, San Francisco, CA 94105

Treasurer: William F. Quinn

Address: 211 Main Street, San Francisco, CA 94105

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

13. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Jane B. Fry, Assistant Corporate Secretary

(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "SCHWAB PRIVATE CLIENT INVESTMENT ADVISORY, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FIRST DAY OF AUGUST, A.D. 2011, AT 2:52 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "SCHWAB PRIVATE CLIENT INVESTMENT ADVISORY, INC."

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TALLAHASSEE, FLORIDA

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

Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9544724

DATE: 05-02-12