

Date: 07/13/2015

Account #: I20000000088

Name: ERIC HOOD

Reference #: T000681

ENTITY NAME: RMB CAPITAL MANAGEMENT, LLC

- Articles of Incorporation/Authorization to Transact Business
- Amendment
- Annual Report
- Change of Agent
- Reinstatement
- Conversion
- Merger
- Dissolution/Withdrawal
- Fictitious Name
- Other: _____

Authorized Amount: ^{\$} 125.00

Signature: 

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 605.002, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. RMB Capital Management, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized) 3. (FBI number, if applicable)

4. Upon Qualification (Date first transacted business in Florida, if prior to registration.) (See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 115 S. LaSalle Street, 34th Floor Chicago, IL 60603 (Street Address of Principal Office)

6. 115 S. LaSalle Street, 34th Floor Chicago, IL 60603 (Mailing Address)

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: National Corporate Research, Ltd., Inc. Office Address: 115 N. Calhoun Street, Ste. 4 Tallahassee, Florida 32301 (City) (Zip code)

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.

National Corporate Research, Ltd., Inc. By: (Registered agent's signature)

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are: RMB Capital Holdings, LLC, Manager 115 S. LaSalle Street, 34th Floor, Chicago, IL 60603

9. Attached is a certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

(Signature) Signature of an authorized person

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in a.817.155, F.S.

Walter Clark, a Manager of RMB Capital Holdings, LLC, Manager (Typed or printed name of signer)

FILED 2015 JUL 14 AM 9:32 SECRETARY OF STATE TALLAHASSEE, FLORIDA

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RMB CAPITAL MANAGEMENT, LLC" 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 THIRTEENTH DAY OF JULY, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RMB CAPITAL MANAGEMENT, LLC" WAS FORMED ON THE FIFTH DAY OF JANUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

FILED
2015 JUL 14 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2550954

DATE: 07-13-15