

F01000003871

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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08 OCT 24 AM 9:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RACM
10/29/08

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: GreatAmerica Leasing Corporation
(Name of Corporation)

DOCUMENT NUMBER: F01000003871

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

S. Emerick
(Name of Contact Person)

National Corporate Services, Inc.
(Firm/Company)

2 Club Centre Ct., Ste 5
(Address)

Edwardsville, Illinois 62025
(City/State and Zip Code)

For further information concerning this matter, please call:

S. Emerick at (866) 416-6274
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a \$35.00 check made payable to the Department of State.

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH
FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of IA in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: GreatAmerica Leasing Corporation
2. The principal office address: 625 First St. SE
Cedar Rapids, Iowa 52401
3. The mailing address (if different): _____

4. Date of incorporation/qualification: 07/23/2001 Document number: F01000003871

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

Corporation Service Company

1201 Hays Street

Tallahassee, FL 32301

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

NRAI Services, Inc.

2731 Executive Park Drive, Suite 4

(P.O. Box NOT acceptable)

Weston, FL 33331

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

Cathi J. Wall

(Signature of an officer or director)

Cathi J. Wall, Asst. Secretary

(Printed or typed name and title)

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 obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Sean L. Emerick

(Signature of Registered Agent)

8/28/08

(Date)

If signing on behalf of an entity:

Sean L. Emerick, Asst. Secretary

(Typed or Printed Name)

*** FILING FEE: \$35.00 ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

CR2E045 (8/05)

FILED
08 OCT 24 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF Iowa
COUNTY OF Linn

LIMITED POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Jeff J. Goedken, Vice President, General Counsel & Secretary of GreatAmerica Leasing Corporation ("the Company"), a Corporation, established under the laws of Iowa, and secretary pro tem of the subsidiary entities shown on the list appended hereto, does hereby appoint National Registered Agents, Inc. (by and through its employees, Sean L. Emerick and Cathi J. Wall) attorney-in-fact for the Company and for the subsidiary entities, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

In the execution of any documents necessary for the purposes set forth herein, Sean L. Emerick shall exercise the power of Vice President and Cathi J. Wall shall exercise the power of Assistant Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Assistant Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by Jeff J. Goedken, which ever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 17 day of October, 2008.

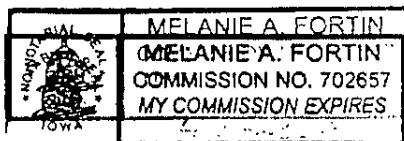
GreatAmerica Leasing Corporation

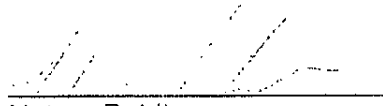
BY:


Jeff J. Goedken

Vice President, General Counsel and Secretary

Subscribed and sworn to before me this 17 day of October, 2008.




Notary Public