

CT CORPORATION SYSTEM

F01000004112

FILED
01 AUG - 3 PM 12:59
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

CORPORATION(S) NAME

Newman Financial Services, Inc.

d/b/a Newman Financial Services Inc. of Colorado

800004514228--0
-08/03/01-01026-012
*****70.00 *****70.00

- | | | |
|--|---|---|
| ☒ Profit | ☐ Amendment | ☐ Merger |
| ☐ Nonprofit | | |
| ☒ Foreign | ☐ Dissolution/Withdrawal | ☐ Mark |
| | ☐ Reinstatement | |
| ☐ Limited Partnership | ☐ Annual Report | ☐ Other |
| ☐ LLC | ☐ Name Registration | ☐ Change of RA |
| | ☐ Fictitious Name | ☐ UCC |
| ☐ Certified Copy | ☐ Photocopies | ☐ CUS |
| ☐ Call When | ☐ Call If Problem | ☐ After 4:30 |
| ☐ Walk In | ☐ Will Wait | ☒ Pick Up |
| ☐ Mail Out | | |

7

RECEIVED
TALLAHASSEE, FLORIDA
01 AUG 03
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

Availability
Document
Examiner
Updater
Verifier
W.P. Verifier

8/3/01

Order#: 4667388

Ref#: _____

Amount: \$ _____

BK

BK

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

NEWMAN FINANCIAL SERVICES, INC.

CERTIFIED COPY OF RESOLUTIONS OF BOARD OF DIRECTORS

FILED
01 AUG -3 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, being the President and Assistant Secretary of Newman Financial Services, Inc., a Colorado corporation (the "Corporation"), do hereby certify that the following is a true, complete and correct copy of resolutions adopted by the Board of Directors, by Unanimous Written Consent on July 17, 2001, and which resolutions have not been rescinded or modified:

RESOLVED, that the Corporation hereby adopts the name of "Newman Financial Services Inc. of Colorado" for use in the State of Florida for all purposes;

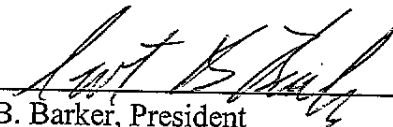
RESOLVED FURTHER, that the officers of the Corporation are authorized and directed to take all steps that they deem necessary and appropriate to qualify the Corporation to do business within the State of Florida under the name of "Newman Financial Services Inc. of Colorado";

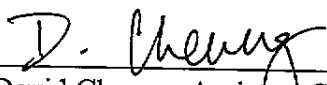
RESOLVED FURTHER, that all activities and business of the Corporation within the State of Florida be carried on under the name of "Newman Financial Services, Inc. of Colorado";

RESOLVED FURTHER, that this Written Consent may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together constitute one and the same instrument. It is agreed that a telefaxed signature of any party thereto may be accepted as a binding signature by the other parties for purposes of this Written Consent.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed the seal of said Corporation, on this the 27th day of July, 2001.

NEWMAN FINANCIAL SERVICES, INC.


Scot B. Barker, President


David Cheung, Assistant Secretary

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

FILED
JUN 18 PM 12:59
0
CLERK OF STATE
TALLAHASSEE, 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. Newman Financial Services, 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. Colorado 3. 84-0916496
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 17, 1983 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1801 California Street, Suite 3700
Denver, CO 80202
(Current mailing address)

8. Real estate and investment services
(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
(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


(Registered agent's signature)

ANN J. WILLIAMS
Assistant Vice President

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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

FILED
AUG - 3 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Scot B. Barker

Address: 1801 California Street, Suite 3700, Denver, CO 80202

Vice President: David Cheung

Address: 1801 California Street, Suite 3700, Denver, CO 80202

Secretary: Elizabeth Kim

Address: 200 Witmer Road, Horsham, PA 19044

Treasurer: Robert L. Watts

Address: 1801 California Street, Suite 3700, Denver, CO 80202

SEE ATTACHMENT FOR ADDITIONAL OFFICERS

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

13. D. Cheung
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. David Cheung, Vice President

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

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

**NEWMAN FINANCIAL SERVICES, INC. doing business as "NEWMAN FINANCIAL SERVICES, INC.
OF COLORADO"**

Directors

Scot B. Barker
David E. Creamer
Robert D. Feller
Charles E. Dunleavy, Jr.
David C. Smith

Business Address

1801 California St., Suite 3700, Denver, CO 80202-2668
200 Witmer Road, Horsham, PA 19044-8015
200 Witmer Road, Horsham, PA 19044-8015
200 Witmer Road, Horsham, PA 19044-8015
1801 California St., Suite 3700, Denver, CO 80202-2668

Officers (Cont'd):

David C. Smith, Exec. Vice Pres. and Managing Dir.
Lawrence H. Dale, Sr. Vice Pres. and Managing Dir.
Helen M. Gair, Sr. Vice Pres. and Managing Dir.
Bradley B. James, Sr. Vice Pres. and Managing Dir.
Hal G. Kuykendall, Sr. Vice Pres. and Managing Dir.
Jay Rollins, Sr. Vice Pres. and Managing Dir.
Richard M. Sampson, Sr. Vice Pres. and Managing Dir.
Edward F. Boze, Sr. Vice Pres.
David W. Curtiss, Sr. Vice Pres.
Mark W. Dean, Sr. Vice Pres.
Larry P. Englande, Sr. Vice Pres.
Louis Garday, Sr. Vice Pres.
Elisa George, Sr. Vice Pres.
James M. Hahn, Sr. Vice Pres.
John D. McAlister, Sr. Vice Pres.
Dan Ray, Sr. Vice Pres.
David S. Rosen, Sr. Vice Pres.
Catherine L. Stilson-Grant, Sr. Vice Pres.
Stuart M. Salins, Sr. Vice Pres.
Conrad J. Suszynski, Sr. Vice Pres.
Timothy R. Zarlengo, Sr. Vice Pres.
Kermit S. Billups, Vice Pres.
David Cheung, Vice Pres., Assist. Secty., Dir. of Compliance
Daniel R. Cohen, Vice Pres.
Sharon Core, Vice Pres.
Brian H. Dale, Vice Pres.
Thomas J. Gerfin, Vice Pres.
Richard Gerwitz, Vice Pres.
Thomas E. Gibson, Vice Pres.
Susan K. Haeberle, Vice Pres.
Mark B. Hattier, Vice Pres.
Michael J. Henderson, Vice Pres.
David Howard, Vice Pres.
Daphne K. Inboden, Vice Pres.
Dana E. Jorgenson, Vice Pres.
Larry Kligman, Vice Pres.
Frederick Koch III, Vice Pres.
M. Kuykendall, Vice Pres.
Christopher P. Laping, Vice Pres.
David H. Lausa, Vice Pres.
Randal S. Luce, Vice Pres.
Richard McDonald, Vice Pres.
Greg McManus, Vice Pres.
Steven Mickelson, Vice Pres.

1801 California St., Suite 3700, Denver, CO 80202-2668
1801 California St., Suite 3700, Denver, CO 80202-2668
1801 California St., Suite 3700, Denver, CO 80202-2668
1801 California St., Suite 3700, Denver, CO 80202-2668
402 W. Broadway, Suite 400, San Diego, CA 92101
1801 California St., Suite 3700, Denver, CO 80202-2668
904 Manhattan Avenue, Suite 2, Manhattan Beach CA 90266
3475 Lenox Road NE, Suite 400, Atlanta GA 30326
1801 California St., Suite 3700, Denver, CO 80202-2668
1801 California St., Suite 3700, Denver, CO 80202-2668
Energy Centre, 1100 Poydras Street, Suite 2550, New Orleans LA 70163
1801 California St., Suite 3700, Denver, CO 80202-2668
1801 California St., Suite 3700, Denver, CO 80202-2668
1801 California St., Suite 3700, Denver, CO 80202-2668
150 N. Santa Anta Avenue, Suite 300: Arcadia CA 91006
1801 California St., Suite 3700, Denver, CO 80202-2668
550 California St., 12th Floor, San Francisco, CA 94104
200 Witmer Road, Horsham, PA 19044-8015
540 Frontage Road, Suite 3300, Northfield IL 60093
540 Frontage Road, Suite 3300, Northfield IL 60093
1801 California St., Suite 3700, Denver, CO 80202-2668
1801 K Street NW, Suite 201 L, Washington DC 20006
1801 California St., Suite 3700, Denver, CO 80202-2668
1801 California St., Suite 3700, Denver, CO 80202-2668
Energy Centre, 1100 Poydras Street, Suite 2550, New Orleans LA 70163
1801 California St., Suite 3700, Denver, CO 80202-2668
1801 California St., Suite 3700, Denver, CO 80202-2668
904 Manhattan Avenue, Suite 2, Manhattan Beach CA 90266
1801 California St., Suite 3700, Denver, CO 80202-2668
1801 California St., Suite 3700, Denver, CO 80202-2668
Energy Centre, 1100 Poydras Street, Suite 2550, New Orleans LA 70163
1801 California St., Suite 3700, Denver, CO 80202-2668
550 California St., 12th Floor, San Francisco, CA 94104
1801 California St., Suite 3700, Denver, CO 80202-2668
1801 California St., Suite 3700, Denver, CO 80202-2668
200 Witmer Road, Horsham, PA 19044-8015
1801 California St., Suite 3700, Denver, CO 80202-2668 John
1801 California St., Suite 3700, Denver, CO 80202-2668
1801 California St., Suite 3700, Denver, CO 80202-2668
1801 California St., Suite 3700, Denver, CO 80202-2668
402 W. Broadway, Suite 400, San Diego, CA 92101
88 Pine Street, 18th Floor, New York, NY 10005
200 Witmer Road, Horsham, PA 19044-8015
1801 California St., Suite 3700, Denver, CO 80202-2668

Officers

Business Address

[illegible]



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

FILED
01 AUG -3 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, DONETTA DAVIDSON, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

NEWMAN FINANCIAL SERVICES, INC.
(COLORADO CORPORATION)

FILE # 19871527055 WAS FILED IN THIS OFFICE ON June 17, 1983,
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: July 26, 2001

Donetta Davidson

SECRETARY OF STATE