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ACCOUNT NO. : 072100000032

REFERENCE : 844574 7234387

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 70.00

ORDER DATE : December 5, 2002

ORDER TIME : 10:14 AM

ORDER NO. : 844574-075

CUSTOMER NO: 7234387

CUSTOMER: Ms. Suzanne M. Kirchner  
Capital Source  
4445 Willard Avenue  
12th Floor  
Chevy Chase, MD 20815

FOREIGN FILINGS

NAME: CAPITALSOURCE HOLDINGS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Ginger Simmons -- EXT# 1139

EXAMINER: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

**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. CapitalSource Holdings, 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. Delaware 3. 52-2263026  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 29, 2000 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 4445 Willard Avenue, 12th Floor, Chevy Chase, MD 20815  
(Principal office address)

4445 Willard Avenue, 12th Floor, Chevy Chase, MD 20815  
(Current mailing address)

8. To provide commercial financial 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 accepted)  
Name: Corporation Service Company

Office Address: 1201 Hays Street  
Tallahassee, Florida 32301  
(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.*

Corporation Service Company Ann R. Shilling  
(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.

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

A. DIRECTORS

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: John K. Delaney

Address: 4445 Willard Avenue, 12th Floor, Chevy Chase, MD 20815

Director: Jason M. Fish

Address: One Maritime Plaza, 11th Floor, San Francisco, CA 94111

B. OFFICERS

President: John K. Delaney

Address: 4445 Willard Avenue, 12th Floor, Chevy Chase, MD 20815

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Steven A. Museles

Address: 4445 Willard Avenue, 12th Floor, Chevy Chase, MD 20815

Treasurer: James M. Mozingo

Address: 4445 Willard Avenue, 12th Floor, Chevy Chase, MD 20815

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

13. \_\_\_\_\_

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

14. Steven A. Museles, Secretary

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

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TALLAHASSEE, FLORIDA

# Delaware

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*The First State*

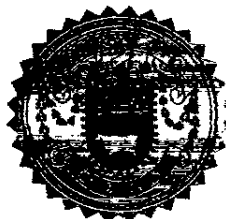
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAPITALSOURCE HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CAPITALSOURCE HOLDINGS, INC." WAS INCORPORATED ON THE TWENTY-NINTH DAY AUGUST, A.D. 2000.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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DELAWARE, FLORIDA



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2128830

DATE: 12-06-02