

FO 4000000124

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

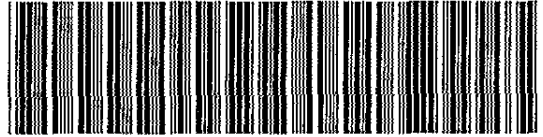
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600024783646

RECEIVED
04 JAN -5 PM 12:47
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
04 JAN -7 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 370949 8466A
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 70.00

ORDER DATE : December 22, 2003

ORDER TIME : 11:06 AM

ORDER NO. : 370949-075

CUSTOMER NO: 8466A

CUSTOMER: H. Samuel Lind, Esq. JOEY THE CLIENT DID WANT
Fifth Third Bank THIS QUALIFICATION FILED
Mail Drop # 10at76 ALSO. THANKS
38 Fountain Square Plaza
Cincinnati, OH 45263

ATTN JOEY BRYAN**

*This is the one you
sent back to me.*

FILED
04 JAN -7 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: FIFTH THIRD BANK

XXXX QUALIFICATION (TYPE: BNK)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 5, 2004

SUSIE KNIGHT
CSC
TALLAHASSEE, FL

SUBJECT: FIFTH THIRD BANK
Ref. Number: W04000000258

RESUBMIT

Please give original
submission date as file date.

We have received your document for FIFTH THIRD BANK and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Office of Financial Institutions, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Name Approval Request" form to be filled out and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Institutions, resubmit the document and approval letter to the Division of Corporations for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 004A00000314

FILED
04 JAN - 7 AM
TALLAHASSEE, FL
SECRETARY OF STATE

RECEIVED
04 JAN - 7 PM 2:55
DIVISION OF CORPORATIONS



OFFICE OF FINANCIAL REGULATION

DON B. SAXON
DIRECTOR

FINANCIAL SERVICES
COMMISSION

JEB BUSH
GOVERNOR

TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE CRIST
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

October 28, 2003

Ms. Debra E. Aldred
Mail Drop 10AT76
38 Fountain Square Plaza
Cincinnati, Ohio 45263

Dear Ms. Aldred:

Re: Fifth Third Bank

Thank you for your recent letter/fax requesting name approval of the above referenced name which is a state-chartered financial institution located in Grand Rapids, Michigan.

As Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name, the Office of Financial Regulation will not object to the use of the above corporate name being registered to transact business as a foreign corporation in the state of Florida.

Sincerely,

A handwritten signature in cursive script, reading "Linda B. Charity".

Linda B. Charity
Deputy Director
Financial Institutions

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings
Division of Corporations, Secretary of State's Office

FILED
04 JAN -7 AM 8:00
SECRETARY OF STATE
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.

FILED
JAN - 7 AM 8:01
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. **Fifth Third Bank**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Fifth Third Bank

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

2. **Michigan**

(State or country under the law of which it is incorporated)

3. **38-0892650**

(FEI number, if applicable)

4. **1858**

(Date of incorporation)

5. **perpetual**

(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. **111 Lyon Street, NW, Grand Rapids, MI 49503**

(Principal office address)

111 Lyon Street, NW, Grand Rapids, MI 49503

(Current mailing address)

8. **general banking activities as that term is defined by the Rules & Regulations of the Federal Reserve Bank**

(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: **Corporation Service Company**

Office Address: **1201 Hays Street**

Tallahassee

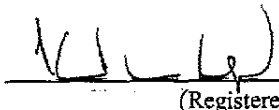
(City)

Florida **32301**

(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.

 **Karen M. Dyer, Asst. Sec.**
(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.

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

A. DIRECTORS

Chairman: see attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Paul L. Reynolds

(Signature of Director or Officer listed in number 12 of the application)

14. Paul L. Reynolds, Assistant Secretary

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

2003
FIFTH THIRD BANK (WESTERN MICHIGAN)
BOARD OF DIRECTORS
ROSTER

Directors

Richard Breon
Chief Health Officer
Spectrum Health
100 Michigan Street NW
Grand Rapids, MI 49503

William P Crawford
7091 Conservation NE
Ada, MI 49301

Dick DeVos
Windquest Group
126 Ottawa NW – Suite 400
Grand Rapids, MI 49503

Erina Hanka
President
Swoboda, Inc.
4108 52nd SE
Kentwood, MI 49512

Michael J. Jandernoa
Chairman
Bridgewater Place
333 Bridge NW, Suite 800
Grand Rapids, MI 49504

Kevin T. Kabat
President, CEO
Fifth Third Bank (Western Michigan)
111 Lyon NW
Grand Rapids, MI 49503

Robert J. King, Jr.
President
Fifth Third Bank (Northeastern Ohio)
1404 E. Ninth Street
Cleveland, OH 44114

Percy A. Pierre
Professor, Electrical Engineering
Michigan State University
3224 Engineering Building
East Lansing, MI 48824

Marilyn J. Schlack
President
Kalamazoo Valley Community College
6767 West O Avenue
PO Box 4070
Kalamazoo, MI 49003-4070

Margaret Sellers Walker
Professor
Grand Valley State University
School of Public Administration
401 W. Fulton, 2nd Fl DeVos Center
Grand Rapids, MI 49504

Mary E. Tuuk
Senior Vice President, General Counsel
and Secretary
Fifth Third Bank (Western Michigan)
111 Lyon NW
Grand Rapids, MI 49503

Officers

Kevin T. Kabat
President and CEO
Fifth Third Bank (Western Michigan)
111 Lyon Street NW
Grand Rapids, MI 49503

Patrick Fehring
President
Fifth Third Bank (Eastern Michigan)
1000 Town Center
Suite 1500
Southfield, MI 48075

John Pelizzari
President
Fifth Third Bank (Northern Michigan)
102 W Front Street
Traverse City, MI 49684

Bradlee Stamper
President
Fifth Third Bank (Chicago)
1701 W. Golf Road
Tower 1
Rolling Meadows, IL 60008

Mary E. Tuuk
Senior Vice President, General Counsel
and Secretary
Fifth Third Bank (Western Michigan)
111 Lyon NW
Grand Rapids, MI 49503

M. Gayle Robinson
VP, Assistant Secretary
Fifth Third Bank (Western Michigan)
111 Lyon Street NW
Grand Rapids, MI 49503

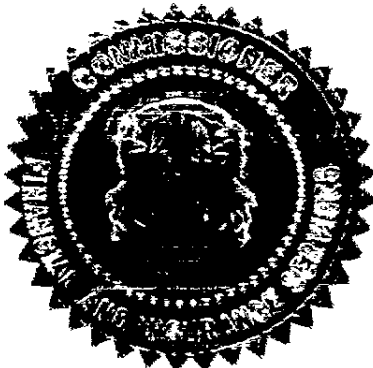
Janet Nisbett
VP, Controller
Fifth Third Bank (Western Michigan)
111 Lyon Street NW
Grand Rapids, MI 49503

STATE OF MICHIGAN
DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
OFFICE OF FINANCIAL AND INSURANCE SERVICES

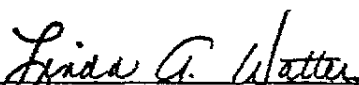
I, Linda A. Watters, Commissioner of the Office of Financial and Insurance Services,
Department of Consumer & Industry Services, State of Michigan, do hereby certify the records of
this office reflect

Fifth Third Bank

is a Michigan banking corporation headquartered in the City of Grand Rapids, County of Kent,
State of Michigan, United States of America, and is duly authorized to transact business under its
charter, pursuant to the provisions of applicable statutes of this State.



SIGNED AND SEALED this 3rd day of
November, 2003, at Lansing, Michigan.



Linda A. Watters
Commissioner