

F05000001343

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
Fax Number : (850)222-9428

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT QUALIFICATION

Charles Schwab Bank, National Association

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$87.50

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DIVISION OF CORPORATION

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F05-1343
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Division of Corporations

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TAMMI,
Per conversation.
The entity wishes to
file, under standby that
it is not a requirement.
Please keep the
3/2/05 date.
Ph. K.
Alym.

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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. Charles Schwab Bank, National Association
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. United States (Office of the Comptroller of the Currency) 3. 42-1558009
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4/28/2003 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 5190 Neil Road, Reno, NV 89502
(Principal office address)

same as above
(Current mailing address)

8. Activities authorized for national banks
(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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

CT Corporation System

By: Connie Rogers Special Auth. Secretary
(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:

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A. DIRECTORS

Chairman: See attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attachment

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. _____

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

14. J. Scott Rhoades, Chief Financial Officer

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

**Charles Schwab Bank, N.A.
Executive Officers**

Richard Kenny
Chief Executive Officer
Charles Schwab Bank, N.A.
5190 Neil Road, Suite 300
Reno, NV 89502

Mark Phillips
Senior Vice-President, National Sales
Charles Schwab Bank, N.A.
101 Montgomery Street, 10-211
San Francisco, CA 94111

Julia Brown
Chief Community Redevelopment Act Officer
Charles Schwab Bank, N.A.
101 Montgomery Street, 10-275
San Francisco, CA 94111

Scott Rhoades
Chief Financial Officer
Charles Schwab Bank, N.A.
101 Montgomery Street, 11th floor
San Francisco, CA 94111

Julie Gray
Chief Compliance Officer
Charles Schwab Bank, N.A.
101 Montgomery Street, 10-279
San Francisco, CA 94111

Laurie Schaffer
General Counsel and Secretary
Charles Schwab & Co., Inc.
101 Montgomery Street, 120-6-105
San Francisco, CA 94111

Patricia Kenny
Chief Credit Officer
Charles Schwab Bank, N.A.
101 Montgomery Street, 10-291
San Francisco, CA 94111

Mark Watson
Chief Operating Officer
Charles Schwab Bank, N.A.
101 Montgomery Street, 11th floor
San Francisco, CA 94111

Richard Musei
Chief Marketing Officer and Privacy Officer
Charles Schwab Bank, N.A.
5190 Neil Road, Suite 300
Reno, NV 89502

Hugh Westermeyer
Chief Information Officer
Charles Schwab Bank, N.A.
101 Montgomery Street, 211-14-224
San Francisco, CA 94111

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TALLAHASSEE, FLORIDA

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**Charles Schwab Bank, N.A.
Board of Directors**

Charles Schwab, Chairman
Charles Schwab & Co., Inc.
101 Montgomery Street, 120-30
San Francisco, CA 94111

Bryce Lensing
Charles Schwab & Co., Inc.
101 Montgomery Street, 120-30
San Francisco, CA 94111

William Atwell
Charles Schwab & Co., Inc.
101 Montgomery Street, 120-30
San Francisco, CA 94111

Stephen McLin
3214 Quandt Road
Lafayette, CA 94549

Anthony Frank
Belvedere Capital Partners, Inc.
One Maritime Plaza, 8th Floor
San Francisco, CA 94111

Deborah McWhinney
Charles Schwab & Co., Inc.
101 Montgomery Street, 120-30
San Francisco, CA 94111

Robert Frick
3374 McGraw Lane
Lafayette, CA 94549

David R. Martin
Charles Schwab & Co., Inc.
101 Montgomery Street, 120-8
San Francisco, CA 94111

Richard Kenny
Charles Schwab Bank, N.A.
5190 Neil Road, Suite 300
Reno, NV 89502

Scott Rhoades
Charles Schwab Bank, N.A.
101 Montgomery Street, 10th floor
San Francisco, CA 94111

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TALLAHASSEE, FLORIDA

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OFFICE OF FINANCIAL REGULATION

DON B. SAXON
COMMISSIONER

FINANCIAL SERVICES
COMMISSION

JEN HUSH
GOVERNOR

TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE GREY
ATTORNEY GENERAL

CHARLES BECKSON
COMMISSIONER OF
AGRICULTURE

February 28, 2005

William J. Tuttle, Esquire
Skadden, Arps, Slate, Meagher & Flom LLP
1440 New York Avenue NW
Washington, DC 20005-2111

Dear Mr. Tuttle:

Re: Charles Schwab Bank, National Association

Thank you for your recent letter/fax requesting name approval of the above referenced federally-chartered national bank located in Reno, Nevada.

As Section 655.022, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banco," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner in its corporate name, the Office 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. This does not authorize the institution to engage in a banking business in the state of Florida. Proper regulatory approvals will be required.

Sincerely,

Linda B. Charity
Director
Division of Financial Institutions

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TALLAHASSEE, FLORIDA
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LBC:ker

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

Bruce Kuhse, Assistant General Counsel, OFR-Office of General Counsel



Comptroller of the Currency
Administrator of National Banks

Washington, D.C. 20219

CERTIFICATE OF CORPORATE EXISTENCE

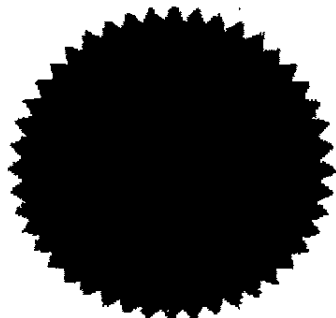
I, Julie L. Williams, Acting Comptroller of the Currency, do hereby certify that:

- 1. The Comptroller of the Currency, pursuant to Revised Statutes 324, et seq., as amended, 12 U.S.C. 1, et seq., as amended, has possession, custody and control of all records pertaining to the chartering of all National Banking Associations.
- 2. "Charles Schwab Bank, National Association," Reno, Nevada, (Charter No. 24366) is a National Banking Association formed under the laws of the United States and is authorized thereunder to transact the business of banking on the date of this Certificate.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and caused my seal of office to be affixed to these presents at the Treasury Department in the City of Washington and District of Columbia, this February 10, 2005.

2005 MAR -2 PM 4: 18
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TALLAHASSEE, FLORIDA

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Acting Comptroller of the Currency