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FOREIGN PROFIT/NONPROFIT CORPORATION

U.S. Bancorp Community Development Corporation

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OFFICE OF FINANCIAL REGULATION

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COMMISSIONER OF
AGRICULTURE

April 12, 2006

Ms. Cara L. Seeley
Paralegal
Office of the Corporate Secretary
U.S. Bancorp
800 Nicollet Mall
BC-MN-H210
Minneapolis, Minnesota 55402

Re: U.S. Bancorp Community Development Corporation

Dear Ms. Seeley:

Reference is made to your recent letter/fax requesting approval of the above-referenced name which is a wholly-owned subsidiary of U.S. Bank, National Association, located in Cincinnati, Ohio.

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. Therefore, this Office will not object to the use of the above name being registered to transact business as a foreign corporation in the state of Florida. However, this does not give one the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,

Linda B. Charity
Director

LBC:kar

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

**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. U.S. Bancorp Community Development Corporation

(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. Minnesota

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

3. 41-1917892

(FEI number, if applicable)

4. September 1, 1998

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. July 18, 2002

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

7. 800 Nicollet Mall, Minneapolis, MN 55402

(Principal office address)

800 Nicollet Mall, Minneapolis, MN 55402

(Current mailing address)

8. The corporation will have general business purposes

(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 SystemOffice Address: 1200 South Pine Island RoadPlantation

(City)

Florida33324

(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: Michele Miller

(Registered agent's signature)

Michele Miller**Assistant Secretary**

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: Kathryn S. Bader

Address: 1232 Washington Ave., Suite 200
Minneapolis, MN 55402

Vice Chairman:

Address:

Director: Gerald M. Klug

Address: 1232 Washington Ave., Suite 200
St. Louis, MO 63103

Director: Elizabeth M. Stohr

Address: 1232 Washington Ave., Suite 200
St. Louis, MO 63103**B. OFFICERS - Please see attached**

President: Elizabeth M. Stohr

Address: 1232 Washington Ave., Suite 200
St. Louis, MO 63103

Vice President: Karen J. Canon

Address: 800 Nicollet Mall
Minneapolis, MN 55402

Secretary: Laura F. Bednarski

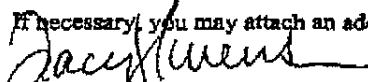
Address: 800 Nicollet Mall, Minneapolis, MN 55402

Treasurer: Gerald M. Klug

Address: 1232 Washington Ave., Suite 200, St. Louis, MO 63103

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.

Tracy J. Knewton, Assistant Secretary

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

U.S. Bancorp Community Development Corporation**Directors:**

Kathy S. Bader
1232 Washington Ave., Suite 200
St. Louis, MO 63103

Gerald M. Klug
1232 Washington Ave., Suite 200
St. Louis, MO 63103

Elizabeth M. Stohr
1232 Washington Ave., Suite 200
St. Louis, MO 63103

Kathy S. Bader
1232 Washington Ave., Suite 200
St. Louis, MO 63103

Chairman and Chief Executive Officer

Elizabeth M. Stohr
1232 Washington Ave., Suite 200
St. Louis, MO 63103

President

Gerald M. Klug
1232 Washington Ave., Suite 200
St. Louis, MO 63103

Senior Vice President and Chief Financial Officer

Lawrence M. Backes
2300 W. Sahara Ave.
Las Vegas, NV 89102

Senior Vice President

Zack M. Boyers
1232 Washington Ave., Suite 200
St. Louis, MO 63103

Senior Vice President

Lynn Craghead
120 W. 12th St.
Kansas City, MO 64105

Senior Vice President

Marc R. Hirshman
1232 Washington Ave., Suite 200
St. Louis, MO 63103

Senior Vice President

John P. Kinsella

Senior Vice President

800 Nicollet Mall
Minneapolis, MN 55402

Gerald H. Thole
2690 N. Snelling Ave
Roseville, MN 55113

Senior Vice President

Karen J. Canon
800 Nicollet Mall
Minneapolis, MN 55402

Vice President

Robert Espeland
1232 Washington Ave., Suite 200
St. Louis, MO 63103

Vice President

Ismael Guerrero
918 17th Street
Denver, CO 80202

Vice President

Charles S. Kim
633 W. 5th Street
Los Angeles, CA 90071

Vice President

Steve Kramer
1232 Washington Ave., Suite 200
St. Louis, MO 63103

Vice President

Robert Wasserman
633 W. 5th Street
Los Angeles, CA 90071

Vice President

Walker L. Gaffney
1232 Washington Ave., Suite 200
St. Louis, MO 63103

Assistant Vice President

Amanda R. Kozminske
1232 Washington Ave., Suite 200
St. Louis, MO 63103

Assistant Vice President

Janice S. Mollett
1232 Washington Ave., Suite 200
St. Louis, MO 63103

Assistant Vice President

George W. Hettich

Officer

1232 Washington Ave., Suite 200
St. Louis, MO 63103

Mary B. Larsen Officer
2690 N. Snelling Ave.
Roseville, MN 55113

John W. Schiffer Officer
1232 Washington Ave., Suite 200
St. Louis, MO 63103

Laura F. Bednarski Secretary
800 Nicollet Mall
Minneapolis, MN 55402

Tracy J. Knewtson Assistant Secretary
800 Nicollet Mall
Minneapolis, MN 55402

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

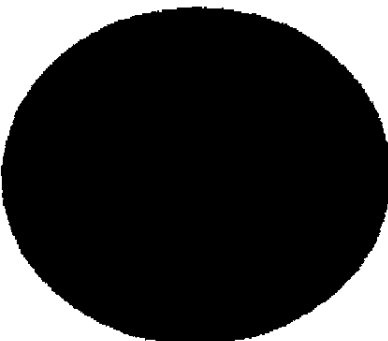
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: U.S. Bancorp Community Development Corporation

Date Formed: 09/01/1998

Chapter Governed By: 302A

This certificate has been issued on 05/23/06.



Mary Kiffmeyer
Secretary of State.