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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 SEP 23 PM 12:42

APPROVED
AND
FILED

Bm 9/24/08

September 22, 2008

VIA FEDERAL EXPRESS

Florida Department of State
New Filing Section, Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: **M & I INVESTMENT MANAGEMENT CORP.**

Ladies and Gentlemen:

Enclosed for filing on behalf of M&I Investment Management Corp. (the "Company") in connection with its application for authority to transact business in Florida as a foreign corporation, are the following:

- The Company's Application by Foreign Corporation for Authorization to Transact Business in Florida (the "Application");
- A Certificate of Status of the Company issued by the Wisconsin Department of Financial Institutions;
- A check in the amount of \$78.75 to cover the registration fee and the certified copy fee; and
- A check in the amount of \$3,450.00 to cover the Company's penalty for transacting business in Florida prior to filing the Application (the Company first transacted business in business in Florida on November 1, 2005).

Please acknowledge receipt of this filing by date-stamping the enclosed copy of this cover letter and returning it to me in the enclosed postage-paid envelope. If you have any questions regarding this filing, please feel free to contact me.

Very truly yours,

GODFREY & KAHN, S.C.



Brian T. Grill

Enclosures

cc: Angela L. Pingel (w/encl.)
Carol A. Gehl (w/o encl.)
Helge K. Lee (w/o encl.)

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1965

SUBJECT: M & I INVESTMENT MANAGEMENT CORP.
(Name of corporation - must include suffix)

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Angela L. Pingel
(Name of Person)

M&I Investment Management Corp.
(Firm/Company)

111 East Kilbourn Avenue
(Address)

Milwaukee, Wisconsin 53202

(City/State and Zip code)

Brian T. Grill at (414) 273-3500
(Name of Person) (Area Code & Daytime Telephone Number)

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☒ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. M & I INVESTMENT MANAGEMENT CORP.

(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. Wisconsin

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

3. 39-6043182

(FBI number, if applicable)

4. December 20, 1972

(Date of incorporation)

5. Perpetual

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

6. November 1, 2005

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

7. 111 East Kilbourn Avenue, Milwaukee, Wisconsin 53202

(Principal office address)

111 East Kilbourn Avenue, Milwaukee, Wisconsin 53202

(Current mailing address)

8. Investment Management 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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, 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.

Kelly Snedden
Asst. Secretary

Kelly Snedden
(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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Kenneth C. Krei

Address: 111 East Kilbourn Avenue, Milwaukee, Wisconsin 53202

Vice Chairman: Tommy O. Huie

Address: 111 East Kilbourn Avenue, Milwaukee, Wisconsin 53202

Director: Daryl Waszak

Address: 111 East Kilbourn Avenue, Milwaukee, Wisconsin 53202

Director: _____

Address: _____

B. OFFICERS

President: Tommy O. Huie, President, Chief Investment Officer and Director

Address: 111 East Kilbourn Avenue, Milwaukee, Wisconsin 53202

Vice President: Angela M. Palmer, Vice President and Chief Compliance Officer

Address: 111 East Kilbourn Avenue, Milwaukee, Wisconsin 53202

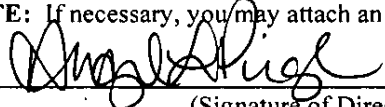
Secretary: Angela L. Pingel, Secretary and Vice President

Address: 111 East Kilbourn Avenue, Milwaukee, Wisconsin 53202

Treasurer: Jo Massey Vasquez, Vice President and Controller

Address: 111 East Kilbourn Avenue, Milwaukee, Wisconsin 53202

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

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

United States of America
State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services



To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Deputy Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that

M & I INVESTMENT MANAGEMENT CORP.

is a domestic corporation or a domestic limited liability company organized under the laws of this state and that its date of incorporation or organization is December 20, 1972.

I further certify that said corporation or limited liability company has, within its most recently completed report year, filed an annual report required under ss. 180.1622, 180.1921, 181.1622 or 183.0120 Wis. Stats., and that it has not filed articles of dissolution.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department on September 16, 2008.



A handwritten signature in black ink, appearing to be "Ray Allen".

RAY ALLEN, Deputy Administrator
Division Of Corporate & Consumer Services
Department of Financial Institutions

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly by the Secretary of State.

DFI/Corp/33

To validate the authenticity of this certificate

Visit this web address: <http://www.wdfi.org/apps/ccs/verify/>

Enter this code: **58220-2E72FB72**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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