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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. McKnight JAN 28 2009



1515 RINGLING BOULEVARD  
SUITE 700  
SARASOTA, FLORIDA 34236

POST OFFICE BOX 49017  
SARASOTA, FLORIDA 34230-6017

(941) 316-7640  
FAX: (941) 316-7940  
BO.KIM@RUDEN.COM

January 27, 2009

**Via Federal Express**

Dept. of State  
Division of Corporations  
Clifton Bldg.  
2661 Executive Center Circle  
Tallahassee, FL 32301  
ATTN: KARON BEYER

Re: M&I Marshall & Ilsley Bank Application

Dear Ms. Beyer:

Per our telephone conversation and correspondence, I am enclosing the complete application of M&I Marshall & Ilsley Bank, a Wisconsin State Chartered Bank ("M&I") for authorization to conduct business in Florida. The application and certificate from the Wisconsin State Department of Financial Institutions are *original*. The letter from Linda Charity at the Florida Financial Services Commission, Office of Financial Regulations ("OFR") is a copy of the letter submitted with M&I's application in 2006, which was erroneously ejected for unknown reasons. I understand from our prior correspondence that the 2006 letter from OFR is sufficient for your purposes and that you should be able to register M&I immediately. Also enclosed is a check for \$78.75 made payable to the Florida Department of State, as required for the registration filing fee and for a certificate of status.

If you need any additional information or if I can be of any assistance in expediting this application, please let me know.

Sincerely,

A handwritten signature in black ink, appearing to read "Bo Kim".

Bo Kim

cc: Dyana Papenfus  
Tom Homberg, Esq.

SAR:298917:1

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** M&I Marshall & Ilsley Bank

(Name of corporation - must include suffix)

Dear Sir or Madam:

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.

Please return all correspondence concerning this matter to the following:

Bo Kim

(Name of Person)

Ruden, McClosky, Smith, Schuster & Russell, P.A.

(Firm/Company)

1515 Ringling Boulevard, Suite 700

(Address)

Sarasota, Florida 34236

(City/State and Zip code)

For further information concerning this matter, please call:

Bo Kim

(Name of Person)

at ( 941 ) 316-7640

(Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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

Enclosed is a check for the following amount:

- ☐ \$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



**OFFICE OF FINANCIAL REGULATION**

**DON B. SAXON**  
COMMISSIONER

**FINANCIAL SERVICES  
COMMISSION**

**JEB BUSH**  
GOVERNOR

**TOM GALLAGHER**  
CHIEF FINANCIAL OFFICER

**CHARLIE CRIST**  
ATTORNEY GENERAL

**CHARLES BRONSON**  
COMMISSIONER OF  
AGRICULTURE

September 28, 2006

Michael Basile, Esquire  
Stroock & Stroock & Lavan  
200 S. Biscayne Boulevard  
Suite 3100  
Miami, Florida 33131

Dear Mr. Basile:

Re: M&I Marshall and Isley Bank

Thank you for your recent letter/fax requesting approval of the above-referenced name which is a state-chartered commercial bank located in Milwaukee, Wisconsin.

Section 855.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banc," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name.

Therefore, the Office will not object to the use of the above name being registered as a foreign corporation in the state of Florida.

Sincerely,

Linda B. Charity  
Director

LBC:ker

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

\*\*\*  
DIVISION OF FINANCIAL INSTITUTIONS  
200 EAST GADSDEN STREET, TALLAHASSEE, FLORIDA 32399-0371  
(850) 410-9800 • FAX (850) 410-9548

Affirmative Action / Equal Opportunity Employer

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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. M&I Marshall & Ilsley Bank

(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. \_\_\_\_\_

(FEI number, if applicable)

4. 1/2/1888

(Date of incorporation)

5. perpetual

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

6. April 1, 2006

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

7. 770 N. Water Street, Milwaukee WI 53202

(Principal office address)

770 N. Water Street, Milwaukee WI 53202

(Current mailing address)

8. financial institution

(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

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.*

Barbara A. Burke

(Registered agent's signature)

Barbara A. Burke  
Special 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.

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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: \_\_\_\_\_

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

13. Dyana L. Papenfus  
(Signature of Director or Officer listed in number 12 of the application)

14. Dyana L. Papenfus, Asst. Corp. Secretary

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

**Directors of M&I Marshall & Ilsley Bank**

*Address for all: 770 N. Water Street, Milwaukee WI 53202*

Richard A. Abdoo  
Mark F. Furlong  
Dennis J. Kuester (Chairman)  
Robert J. O'Toole  
George E. Wardeberg  
James B. Wigdale

**Officers of M&I Marshall & Ilsley Bank**

*Address for all: 770 N. Water Street, Milwaukee WI 53202*

Dennis J. Kuester, Chairman  
Mark F. Furlong, CEO and President  
Randall J. Erickson, General Counsel  
Gregory A. Smith, CFO  
Ann M. Benschoter, Executive Vice President  
Thomas J. O'Neill, Executive Vice President  
Thomas R. Ellis, Executive Vice President  
Mark R. Hogan, Executive Vice President  
Ronald E. Smith, Executive Vice President  
Michael L. Acker, Sr. Vice President  
Richard Becker, Sr. Vice President  
Brian R. Bieger, Sr. Vice President  
Walt A. Buckhanan, Sr. Vice President  
Dwight H. Brady, Sr. Vice President  
Douglas P. Brodzik, Sr. Vice President  
Robert J. Buerger, Sr. Vice President  
Patricia Cadorn, Sr. Vice President  
Debra K. Cox, Sr. Vice Pres.  
Nathan J. Cuniff, Sr. Vice President  
Roberta Drews, Sr. Vice President  
Linda B. Farkas, Sr. Vice President  
Randall T. Fentzlaff, Sr. Vice President  
Stephen F. Geimer, Sr. Vice President  
Robert W. Harless Sr. Vice President  
Victor L. Huedepohl, Sr. Vice President  
Thomas R. Johnson, Sr. Vice President  
Dennis R. Jones, Sr. Vice President  
Daniel L. Kaminski, Sr. Vice President  
Beth D. Knickerbocker, Sr. Vice President  
Samuel J. Miller, Sr. Vice President  
Michele M. Nygro, Sr. Vice President  
Jeffrey B. Oleske, Sr. Vice President  
Gina A. Peter, Sr. Vice President  
Paul J. Renard, Sr. Vice President  
John L. Roberts, Sr. Vice President  
Patrick Rorabeck, Sr. Vice President  
Amy Sarles, Sr. Vice President  
David R. Seiler, Sr. Vice President  
Mark E. Slesar, Sr. Vice President  
Michael C. Smith, Sr. Vice President  
Scott A. Stiverson, Sr. Vice President  
Jeffrey T. Ticknor, Sr. Vice President  
Mary Thompson, Sr. Vice President  
Mark A. Tousignant, Sr. Vice President

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John Voss, Sr. Vice President  
William O Zeidler, Sr. Vice President  
Michael R. Wood, Sr. Vice President  
Patricia R. Justiliano, Sr. Vice President  
Thomas A. Root, Sr. Vice President  
Gina M. McBride, Corporate Secretary  
Dyana L. Papenfus, Asst. Corp. Secretary

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# State of Wisconsin

## DEPARTMENT OF FINANCIAL INSTITUTIONS

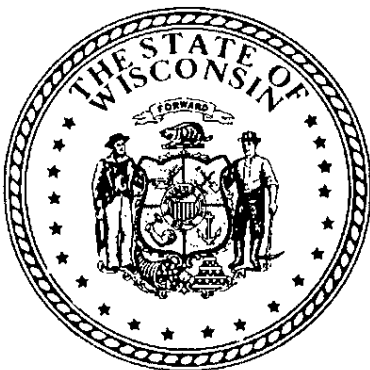
I, Michael J. Mach, Administrator, Division of Banking, being the duly constituted authority having supervision of M&I Marshall & Ilsley Bank, a state bank organized and existing under and by virtue of the laws of the State of Wisconsin, and having its principal place of business at 770 North Waters Street, Milwaukee, Wisconsin, hereby certify:

THAT M&I Marshall & Ilsley Bank, Milwaukee, Wisconsin, was granted a charter to transact the business of banking and commenced business under the name of Marshall & Ilsley Bank on January 2, 1888, and

THAT effective May 4, 1972, Marshall & Ilsley Bank, Milwaukee, Wisconsin, changed its name to M&I Marshall & Ilsley Bank, and

THAT M&I Marshall & Ilsley Bank, Milwaukee, Wisconsin, has been in continuous operation in the banking business and is at the present time an operating bank in good standing.

Dated at Madison, Wisconsin, this 20th day of  
January 2009.



*Michael J. Mach*

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