

F090000002435

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

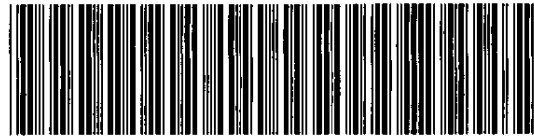
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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Office Use Only



700253654727

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 DEC 13 AM 9:18

RECEIVED  
DEPARTMENT OF STATE  
13 DEC 13 AM 8:16

Name chg  
(10) 12/16/13



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 922421 7432546

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : December 13, 2013

ORDER TIME : 3:14 PM

ORDER NO. : 922421-015

CUSTOMER NO: 7432546

FOREIGN FILINGS

NAME: FIFTH THIRD ASSET MANAGEMENT,  
INC.

XX CORPORATE  
       LIMITED PARTNERSHIP  
       LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap -- EXT#

EXAMINER: 10

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Fifth Third Asset Management, Inc.  
Name of Corporation

**DOCUMENT NUMBER:** F09000002435

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Maria Rother

Name of Contact Person

Fifth Third Bank

Firm/Company

38 Fountain Square Plaza, MD # 10AT76

Address

Cincinnati, Ohio 45263

City/State and Zip Code

maria.rother@53.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Maria Rother

at ( 513 ) 534-4500  
Area Code & Daytime Telephone Number

Name of Contact Person

Enclosed is a check for the following amount:



\$35.00 Filing Fee.



\$43.75 Filing Fee &  
Certificate of Status



\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)



\$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**

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

**Street Address:**

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

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

FILED STATE  
SECRETARY OF CORPORATION  
DEC 13 AM 9 10

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

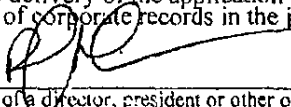
F09000002435

(Document number of corporation (if known))

1. Fifth Third Asset Management, Inc.  
(Name of corporation as it appears on the records of the Department of State)
2. Ohio 3. 06/15/2009  
(Incorporated under laws of) (Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 12/05/2013
5. ClearArc Capital, Inc.  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- (If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
6. If the amendment changes the period of duration, indicate new period of duration.
- \_\_\_\_\_  
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- \_\_\_\_\_  
(New jurisdiction)
8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Richard W. Holmes, Jr.

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXFED	PENALTY	CERT	COPY
12/09/2013	201334001053	DOMESTIC/AMENDMENT TO ARTICLES (AMD)	50.00	100.00		00	.00

## Receipt

This is not a bill. Please do not remit payment.

DIAMOND ACCESS  
ATTN: LISA VAIDO  
887 SOUTH HIGH STREET  
COLUMBUS, OH 43206

## STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted

471973

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

CLEARARC CAPITAL, INC.

and, that said business records show the filing and recording of:

Document(s):

DOMESTIC/AMENDMENT TO ARTICLES

Document No(s):

201334001053

Effective Date: 12/05/2013



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of the  
Secretary of State at Columbus,  
Ohio this 9th day of December, A.D.  
2013.

Ohio Secretary of State



Form 540 Prescribed by:

**JON HUSTED**  
Ohio Secretary of State

Central Ohio: (614) 466-3910

Toll Free: (877) SOS-FILE (767-3453)

www.OhioSecretaryofState.gov

Bursary@OhioSecretaryofState.gov

Makes checks payable to Ohio Secretary of State

Mail this form to one of the following:

Regular Filing (non expedite)

P.O. Box 1329

Columbus, OH 43218

Expedite Filing (Two-business day processing

time required an additional \$190.00).

P.O. Box 1330

Columbus, OH 43218

**Certificate of Amendment****(For-Profit, Domestic Corporation)****Filing Fee: \$50**

Check appropriate box:

☒ Amendment to existing Articles of Incorporation (125-AMDS)☐ Amended and Restated Articles (127-AMAP) - The following articles supersede the existing articles and all amendments thereto.

Complete the following information:

Name of Corporation **FIRH Third Asset Management, Inc.**Charter Number **471973**

Check one box below and provide information as required:

☐ The articles are hereby amended by the incorporators. Pursuant to Ohio Revised Code section 1701.70(A), incorporators may adopt an amendment to the articles by a writing signed by them if initial directors are not named in the articles or elected and before subscriptions to shares have been received.☒ The articles are hereby amended by the Directors. Pursuant to Ohio Revised Code section 1701.70 (A), directors may adopt amendments if initial directors were named in articles or elected, but subscriptions to shares have not been received. Also, Ohio Revised Code section 1701.70(B) sets forth additional cases in which directors may adopt an amendment to the articles.The resolution was adopted pursuant to Ohio Revised Code section 1701.70(B) (1701.70(B)(6))  
(In this space insert the number 1 through 10 to provide basis for adoption.)☐ The articles are hereby amended by the Shareholders pursuant to Ohio Revised Code section 1701.71.

A copy of the resolution of amendment is attached to this document.

Note: If amended articles were adopted, they must set forth all provisions required in original articles except that articles amended by directors or shareholders need not contain any statement with respect to initial stated capital. See Ohio Revised Code section 1701.04 for required provisions.

**Required**

Must be signed by all incorporators, if amended by incorporators, or an authorized officer if amended by directors or shareholders, pursuant to Ohio Revised Code section 1701.73(B) and (C).

If authorized representative is an individual, then they must sign in the "Signature" box and print their name in the "Print Name" box.

Signature

By (if applicable)

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

Richard W. Holmes, Jr., Assistant Secretary

Print Name

Signature

By (if applicable)

Print Name

FIFTH THIRD ASSET MANAGEMENT, INC.  
BOARD OF DIRECTORS

Action by Written Consent of Directors

The undersigned, being all the Directors of Fifth Third Asset Management, Inc. (the "Company"), hereby waive notice of time, place, and purpose of this Meeting of Directors and adopts the following by written consent without a meeting pursuant to Section 1701.54 of the Ohio Revised Code.

Fifth Third Asset Management, Inc. Name Change:


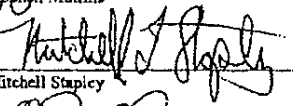
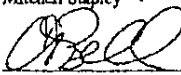
RESOLVED, that Article First of the Articles of Incorporation of the Corporation, be, and the same is hereby, amended and replaced in its entirety with the following:

"FIRST: The name of the Corporation shall be ClearArc Capital, Inc."

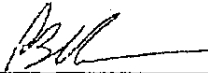
RESOLVED FURTHER, that the Directors and Officers of the Company are authorized and directed to: (1) execute and file with the Ohio Secretary of State a Certificate of Amendment to so change the name of the Company; (2) execute and file with the relevant governmental authority in any foreign state or jurisdiction where the Company is authorized to transact business any and all documents necessary to update the Company's filings in such state or jurisdiction and (3) take and do such other acts and things as the Directors and Officers deem necessary or appropriate to carry out the intent of the foregoing resolution.

RESOLVED FURTHER, that any act of any Director, Officer or employee of the Company and of any person designated or authorized to act by any Director or Officer of the Company, which act would have been authorized by the foregoing resolutions except that such act was taken prior to the adoption of such resolutions is hereby ratified, confirmed, approved and adopted as the act of the Company.


Dated: December 4, 2013

  
Stephen Mullins  
  
Mitchell Stapley  
  
Christopher Bell





Richard B. file



Hal Coffey



Keith Dershem



Ralph (Mike) Michael