F11000000107

(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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11 JAN -4 AM 6:33

SECRETARY OF STATE
TALLAHASSEE FLORIDA

VH

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: ALPS Holdings Inc.
(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:

Jennifer Craig / Legal Department
(Name of Person)

ALPS Holdings Inc.
(Firm/Company)

1290 Broadway, Suite 1100
(Address)

Denver, CO 80203
(City/State and Zip code)

For further information concerning this matter, please call:

Jennifer Craig at (303) 623-2577
(Name of Person) (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

FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 13, 2010

JENNIFER CRAIG
1290 BROADWAY, SUITE 1100
DENVER, CO 80203

SUBJECT: ALPS HOLDINGS, INC.
Ref. Number: W10000057590

We have received your document for ALPS HOLDINGS, INC. and your check(s) totaling $70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company, "Corporation," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

According to the application submitted to this office, this entity transacted business in the state of Florida before properly registering with the Florida Department of State, Division of Corporations. Consequently, a $500 civil penalty and an annual report filing fee for each year the entity failed to properly file a Florida annual report are due this office. Based on the date entered on the application, the civil penalty and annual report filing fees total $650.00.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 210A00028812

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. Ales Holdings Inc

(Enter name of corporation: must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Ales Holdings USA, Inc.

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

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

3. 20-3247785
(FEI number, if applicable)

4. July 27 2005
(Date of incorporation)

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

6. 10 19 09
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1290 Broadway Suite 1100 Denver CO 80203
(Principal office address)

same as above
(Current mailing address)

8. Holding Company
(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 Rd

Plantation, FL 33324 , Florida ______
(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.

Hiedi Liesch
Assistant Secretary

Hiedi M. Liesch
(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:

APPROVED AND FILED

11 JAN -4 AM 6:3?

SECRETARY OF STATE
TALLAHASSEE FLORIDA

A. DIRECTORS

Chairman: please see attached

Address: ______

______

Vice Chairman: ______

Address: ______

______

Director: ______

Address: ______

______

Director: ______

Address: ______

______

B. OFFICERS

President: ______

Address: ______

______

Vice President: ______

Address: ______

______

Secretary: ______

Address: ______

Treasurer: ______

Address: ______

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. Tané T. Tyler, Secretary
(Typed or printed name and capacity of person signing application)

AFPROVED AND FILED

11 JAN -4 AM 6:35

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ALPS HOLDINGS, INC.
DIRECTOR AND OFFICER LIST
AS OF
June 11, 2010

Directors

Edmund J. Burke	1290 Broadway, Suite 1100, Denver, CO 80203
Thomas A. Carter	1290 Broadway, Suite 1100, Denver, CO 80203
R. Timothy Hudner	1290 Broadway, Suite 1100, Denver, CO 80203
Jeremy O. May	1290 Broadway, Suite 1100, Denver, CO 80203
James E. Minnick	1290 Broadway, Suite 1100, Denver, CO 80203
Spencer P. Hoffman	1290 Broadway, Suite 1100, Denver, CO 80203
Daniel P. Dolan	1290 Broadway, Suite 1100, Denver, CO 80203

Officers

Name	Title	Address
Edmund J. Burke	Chief Executive Officer	1290 Broadway, Suite 1100 Denver, CO 80203
Thomas A. Carter	Executive Vice President	1290 Broadway, Suite 1100 Denver, CO 80203
John C. Donaldson	Executive Vice President	1290 Broadway, Suite 1100 Denver, CO 80203
Jeremy O. May	Executive Vice President	1290 Broadway, Suite 1100 Denver, CO 80203
Diana M. Adams	Senior Vice President, Corporate Controller, Treasurer	1290 Broadway, Suite 1100 Denver, CO 80203
Bradley J. Swenson	Senior Vice President, Chief Compliance Officer	1290 Broadway, Suite 1100 Denver, CO 80203
Robert Szydlowski	Senior Vice President, Chief Technology Officer	1290 Broadway, Suite 1100 Denver, CO 80203
Tané T. Tyler	Senior Vice President, General Counsel, Secretary	1290 Broadway, Suite 1100 Denver, CO 80203
Troy A. Duran	Senior Vice President, Director of Corporate Development	1290 Broadway, Suite 1100 Denver, CO 80203
Daniel P. Dolan	Vice President, Director of Wealth Management Strategies-Select Sector SPDRs	1290 Broadway, Suite 1100 Denver, CO 80203

Delaware

The First State

PAGE 1

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11 JAN -4 AM 6:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALPS HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF NOVEMBER, A.D. 2010.

SECRETARY'S OFFICE
1793 DELAWARE 1855

Jeffrey W. Bullock, Secretary of State

4006508 8300

AUTHENTICATION: 8364371

101051545

DATE: 11-18-10