

Please refer to: Dorothy A. Baczuk  
Direct Line: 253-591-35  
Legal Dept Fax: 253-596-32

Frank Russell Trust Company  
909 A Street  
Tacoma, Washington 98402-1454  
253-571-2282  
Fax: 253-272-0093

February 20, 1998

VIA OVERNIGHT MAIL

Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

600002438206--5  
-02/23/98--01119--021  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: App. By Foreign Corporation for Authorization to Transact Business in Florida  
Frank Russell Trust Co. ("FRTC")

Ladies and Gentlemen:

Enclosed for foreign corporation filing, on behalf of the above-referenced company, are the following:

- State of Florida Transmittal Letter;
- Attachment A – Directors and Officers;
- Certificate of Existence;
- Consent to Serve as Registered Agent
- Check payable to Florida Department of State for \$78.75  
(registration fee @ \$70.00 & certificate of status fee @ \$8.75).

Please acknowledge receipt of this filing by returning the enclosed copy of this cover letter in the prepaid envelope provided.

If you have any comments or questions, please feel free to contact me directly at the number above.

Sincerely,

*Dorothy A. Baczuk*  
Dorothy A. Baczuk  
Paralegal

encs

cc: File – FRTC Foreign Corp. Qual. - Florida

98 FEB 23 PM 3:46  
FILED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

## TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Frank Russell Trust Company  
(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:

Mary E. Hughs  
(Name of Person)

Frank Russell Trust Company  
(Firm/Company)

909 A Street, Floor 11 - Legal Dept.  
(Address)

Tacoma, WA 98402  
(City/State/Zip)

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SEC. OF CORP.  
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

Mary E. Hughs at ( 253 ) 591-3528  
(Name of Person) (Area Code & Daytime Telephone Number)

### COURIER ADDRESS:

Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St  
Tallahassee, FL 32399

### MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

# 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. Frank Russell Trust Company  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Washington  
(State or country under the law of which it is incorporated)
3. 91-1116938  
(FEI number, if applicable)
4. September 24, 1980  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 909 A Street, 11th Floor - Legal Dept.  
Tacoma, WA 98402  
(Current mailing address)
8. Trust Company  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: CT Corporation

Office Address: 1200 South Pine Island Road

Plantation

, 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.*

See Attached Consent to Serve as Registered Agent  
(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.

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TALLAHASSEE, FLORIDA

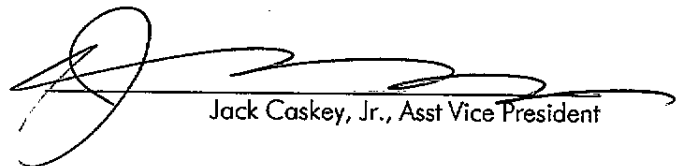
CONSENT TO SERVE AS REGISTERED AGENT

CT Corporation System, located at 1200 South Pine Island Road, Plantation, FL 33324, does hereby consent to serve as Registered Agent for the following company:

FRANK RUSSELL TRUST COMPANY

We understand that as the agent, it will be our responsibility to receive service of process; to forward all mail; and to immediately notify the Office of the Secretary of State in the event of our resignation, or of any changes in the Registered Office address.

DATED February 19, 1998

  
Jack Caskey, Jr., Asst Vice President

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TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

**A. DIRECTORS (Street address only- P. O. Box NOT acceptable)**

Chairman: See Attachment A for list of all Directors

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS (Street address only- P. O. Box NOT acceptable)**

President: See Attachment A for list of all Officers

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. Deedra S. Walkey  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Deedra S. Walkey, Assistant Secretary & Associate General Counsel  
(Typed or printed name and capacity of person signing application)

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**Attachment A**

**FRANK RUSSELL TRUST COMPANY**

**Directors and Officers**

<b>NAME</b>	<b>OFFICIAL CAPACITY</b>	<b>BUSINESS ADDRESS</b>
Lynn Anderson	Director, Chairman of the Board & CEO	909 A Street Tacoma, WA 98402
Randall P. Lert	Director	909 A Street Tacoma, WA 98402
George F. Russell, Jr.	Director	909 A Street Tacoma, WA 98402
John N. Anderson	Director	909 A Street Tacoma, WA 98402
F. Paul Carlson, PhD.	Director	909 A Street Tacoma, WA 98402
Karl J. Ege	General Counsel & Secretary	909 A Street Tacoma, WA 98402
Michael J.A. Phillips	Director	909 A Street Tacoma, WA 98402
Eleanor W. Palmer	Director	909 A Street Tacoma, WA 98402
Joseph E. McCann III, PhD.	Director	Dean, School of Business Pacific Lutheran University Corner of 121 <sup>st</sup> and Park Ave. Tacoma, WA 98447
George W. Weber	Director, Finance and Operations	909 A Street Tacoma, WA 98402
Brian F. Barker	National Director of Sales	909 A Street Tacoma, WA 98402
James T. Finn	Asst. Secretary & Assoc. General Counsel	6 Cork Street London W1X 1PB United Kingdom
Kelly L. Haughton	Director, Client Services	909 A Street Tacoma, WA 98402
Gena E. Grelis	Manager and Senior Trust Officer, Trust Dept.	909 A Street Tacoma, WA 98402
David H. Hamilton	Manager, Trust Operations	909 A Street Tacoma, WA 98402
Deedra S. Walkey	Asst. Secretary & Assoc. General Counsel	909 A Street Tacoma, WA 98402

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**98 FEB 23 PM 3:47**

**SECRETARY D. SMITH  
TALLAHASSEE, FLORIDA**

# STATE of WASHINGTON



## SECRETARY of STATE

*I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,*

hereby issue this certificate that according to records on file in this office,

Articles of Incorporation of

**FRANK RUSSELL TRUST COMPANY**

were reviewed and approved by the Division of Banking on

September 24, 1980 and I further certify that said documents were

then filed in this office on September 24, 1980 and I further certify that

the corporate license fees have been paid through

September 30, 1998 and that no record of dissolution

has been recorded in this office.



Date: February 13, 1998

*Given under my hand and the Seal of the State  
of Washington at Olympia, the State Capital*

*RALPH H. MUNRO*

Ralph Munro, Secretary of State

L. Tornow

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