

# F980000001638

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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

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-02/10/98--01076--013

\*\*\*\*\*70.00 \*\*\*\*\*70.00

W98-3009

U.S. Bancorp Investments, Inc.

98 MAR 23 PM 3:58

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| <input checked="" type="checkbox"/> NonProfit  | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other UCC Filing   |
| <input checked="" type="checkbox"/> Foreign    | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.     |
| <input type="checkbox"/> Limited Partnership   | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> Fic. Name          |
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 10, 1998

C T CORPORATION SYSTEM

SUBJECT: U.S. BANCORP INVESTMENTS, INC.  
Ref. Number: W98000003009

We have received your document for U.S. BANCORP INVESTMENTS, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking  
Director's Office  
101 E. Gaines St.  
Fletcher Bldg., 6th Floor.  
Tallahassee, FL 32399-0350  
(850) 488-1111.

Please return 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) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 798A00007669

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ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER  
DEPARTMENT OF BANKING AND FINANCE  
STATE OF FLORIDA  
TALLAHASSEE  
32399-0350

March 20, 1998

Ms. Karla Stoeckman  
Dorsey & Whitney LLP  
Pillsbury Center South  
220 South Sixth Street  
Minneapolis, MN 55402

Dear Ms. Stoeckman:

Re: "U.S. Bancorp Investments, Inc."

Reference is made to your letter/fax dated March 19, requesting approval of the above-referenced corporate name which will be a wholly owned subsidiary of U.S. Bank National Association, whose shareholder is U.S. Bancorp, a Delaware corporation.

As Section 655.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the above-subject corporate name being registered to transact business in the State of Florida.

Sincerely,

Wm. Douglas Johnson  
Assistant Director  
Division of Banking  
101 E. Gaines Street  
Fletcher Bldg. 6th Floor  
Tallahassee, FL 32399-0350  
(850) 488-1111

cc: Karol Beyer, Chief  
Bureau of Corporate Records  
Secretary of State's Office

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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. U.S. Bancorp Investments, Inc.  
(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. Minnesota  
(State or country under the law of which it is incorporated)
3. Applied for  
(FEI number, if applicable)
4. October 30, 1997  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. none qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 100 South Fifth Street, Minneapolis, Minnesota 55402  
(Current mailing address)
8. Provides retail and institutional brokerage business.  
(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:  
Name: C T Corporation System  
Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

L Susan J. Wanner  
(Registered agent's signature) (Officer)

Susan J. Wanner Asst Secy  
(Type Name and Title of Officer)

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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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

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

Vice Chairman: See attached list of directors

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

Director: See attached list of directors

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

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

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

B. OFFICERS

President: See attached list of officers

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

Vice President: \_\_\_\_\_

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

Secretary: \_\_\_\_\_

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

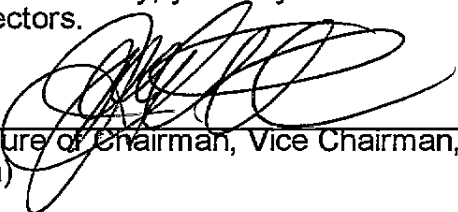
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Treasurer: \_\_\_\_\_

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

\_\_\_\_\_

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

13.  \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Joe L. Tessmer, President \_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

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U.S. BANCORP INVESTMENTS, INC.

DIRECTORS AND PRINCIPAL OFFICERS

| <u>Name</u>           | <u>Title</u>   | <u>Business Address</u>                              |
|-----------------------|--|--|
| John M. Murphy, Jr.   | Director and Chairman  | 601 Second Avenue South<br>Minneapolis, MN 55402     |
| Larry S. Crawford     | Director   | 601 Second Avenue South<br>Minneapolis, MN 55402     |
| R. Todd Firebaugh     | Director and Vice President  | 601 Second Avenue South<br>Minneapolis, MN 55402     |
| Kent C. Larson        | Director   | 601 Second Avenue South<br>Minneapolis, MN 55402     |
| Charles R. Lowry      | Director, Senior Vice President<br>and Director of Compliance        | 1420 Fifth Avenue<br>Seattle, WA 98101               |
| Jack V. Morreale, Jr. | Director and Senior Vice<br>President                                | 180 East 5th Street<br>St. Paul, MN 55101            |
| Joseph H. M. Roddy    | Director, Senior Vice<br>President and Managing<br>Director          | 950 17th Street<br>Denver, CO 80202                  |
| Joe L. Tessmer        | Director, President and<br>Senior Managing Director                  | 100 South 5th Street<br>Minneapolis, MN 55402        |
| Wayne R. Wilson       | Director, Chief Operating<br>Officer and Senior Managing<br>Director | 111 S.W. Fifth Avenue<br>Portland, OR 97204          |
| Christopher E. Aguiar | Senior Vice President  | 980 Ninth Street, Suite 1106<br>Sacramento, CA 95814 |
| Bert D. Browen        | Senior Vice President  | 101 S. Capitol Blvd., Suite 408<br>Boise, ID 83733   |
| Mark W. Dean          | Senior Vice President  | 1420 Fifth Avenue<br>Seattle, WA 98101               |
| James T. Farmer       | Senior Vice President  | 1420 Fifth Avenue, 6th Floor<br>Seattle, WA 98101    |
| Patrick C. Gray       | Senior Vice President  | 100 South 5th Street<br>Minneapolis, MN 55402        |
| Michael G. Harlander  | Senior Vice President  | 100 South 5th Street<br>Minneapolis, MN 55402        |

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Page 2

| <u>Name</u>      | <u>Title</u>                  | <u>Business Address</u>                             |
|------------------|-------------------------------|---|
| Scott D. Keene   | Senior Vice President         | 233 South 13th St., Suite 1024<br>Lincoln, NE 68508 |
| Carol J. Kemnitz | Senior Vice President         | 111 SW 5th Avenue<br>Portland, OR 97204             |
| Mark Alan Lantz  | Senior Vice President         | 9711 SW Landau Place<br>Tigard, OR 97223            |
| David T. Mullen  | Senior Vice President         | 100 South 5th Street<br>Minneapolis, MN 55402       |
| Paul F. Oldshue  | Senior Vice President         | 111 SW 5th Avenue, Suite 1450<br>Portland, OR 97204 |
| Anthony J. Wise  | Senior Vice President         | 1420 Fifth Avenue, 6th Floor<br>Seattle, WA 98101   |
| Paul G. Williams | Vice President and Controller | 100 South 5th Street<br>Minneapolis, MN 55402       |
| James L. Chosy   | Secretary                     | 601 Second Avenue South<br>Minneapolis, MN 55402    |

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State of Minnesota

**SECRETARY OF STATE**

Certificate of Good Standing

I, Joan Anderson Growe, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

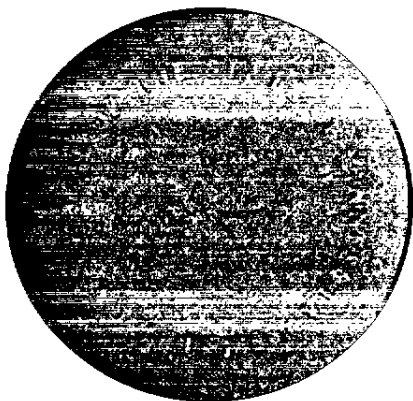
Name: U.S. Bancorp Investments, Inc.

Date Formed: 10/30/1997

Chapter Governed By: 302A

This certificate has been issued on 01/20/98.

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*Joan Anderson Growe*  
Secretary of State.