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ACCOUNT NO. : 072100000032
REFERENCE : 009547 7167252
AUTHORIZATION : Patricia Pizzuto
COST LIMIT : \$ 70.00

ORDER DATE : October 26, 1998
ORDER TIME : 9:31 AM
ORDER NO. : 009547-010
CUSTOMER NO: 7167252

500002675415--5

CUSTOMER: Ms. Sharon Howells
Wm Advisors
1201 3rd Avenue
Ste 1400
Seattle, WA 98101

FOREIGN FILINGS

NAME: WM FUNDS DISTRIBUTOR, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 29 AM 10:31

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10/29

RECEIVED
98 OCT 29 AM 9:54
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:*

1. WM Funds Distributor, 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. Washington State 3. 91-1801401
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4/17/97 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Proposed 11/1/98
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1201 Third Avenue, Suite 1400
Seattle, WA 98101
(Current mailing address)

8. Wholesale Distributor of Mutual Funds and Variable Annuity Contracts
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

Corporation Service Company

By: Karen L. Wehner Asst. Vice President
(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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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)

See attached list of Directors and Officers

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

See attached list of Directors and Officers

President: _____

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. Sharon L. Howells
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Sharon L. Howells Vice President & Corporate Secretary
(Typed or printed name and capacity of person signing application)

WM Funds Distributor, Inc.

October 23, 1998

DIRECTORS

Monte D. Calvin	1201 Third Avenue, Suite 1400 Seattle, WA 98101
Sandra A. Cavanaugh	1201 Third Avenue, Suite 1400 Seattle, WA 98101
Craig S. Davis	1201 Third Avenue, Suite 1400 Seattle, WA 98101
Sharon L. Howells	1201 Third Avenue, Suite 1400 Seattle, WA 98101
Kenneth Lepore	1201 Third Avenue, Suite 1400 Seattle, WA 98101
William G. Papesh	1201 Third Avenue, Suite 1400 Seattle, WA 98101

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OFFICERS

William G. Papesh President	1201 Third Avenue, Suite 1400 Seattle, WA 98101
Sandra A. Cavanaugh First Vice President	1201 Third Avenue, Suite 1400 Seattle, WA 98101
Monte D. Calvin Vice President & Treasurer	1201 Third Avenue, Suite 1400 Seattle, WA 98101
Sharon L. Howells Vice President & Secretary	1201 Third Avenue, Suite 1400 Seattle, WA 98101

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 OF EXISTENCE/AUTHORIZATION

OF

WM FUNDS DISTRIBUTOR, INC.

I FURTHER CERTIFY that the records on file in this office show that the

above named profit corporation was formed under the laws of the

State of Washington and was issued a Certificate of Incorporation

in Washington on April 17, 1997.

I FURTHER CERTIFY that as of the date of this certificate, no Articles of Dissolution

have been filed, and that the corporation is duly authorized to

transact business in the corporate form in the State of Washington.

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DIVISION OF CORPORATIONS



Date: October 26, 1998

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


SMc
Ralph Munro, Secretary of State