

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

*Equipment Dealers Credit Company LLC*

600002079566--6

-02/06/97--01015--016  
\*\*\*\*140.00 \*\*\*\*96.25

600002079566--6

-02/06/97--01015--016  
\*\*\*\*140.00 \*\*\*\*140.00

☐ Profit  
☐ NonProfit  
☒ Limited Liability Co.  
☐ Foreign

☐ Amendment  
☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership  
☐ Reinstatement

☐ Annual Report  
☐ Reservation

☐ Other  
☐ Change of R.A.  
☐ Fictitious Name Filing

☐ Certified Copy

☐ Photo Copies

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☐ After 4:30  
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Availability
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Verifier
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*1/30/97*

G. TAX \_\_\_\_\_  
FILING 105.00  
R. AGENT FEE 25.00  
C. COPY \_\_\_\_\_  
TOTAL 140.00  
N. BANK \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
REFUND \_\_\_\_\_

*B/K*

*1/30/97*

CR2E031 (1-89)

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS/ARE  
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT  
BUSINESS IN THE STATE OF FLORIDA:

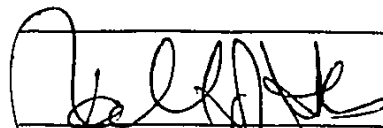
FILED  
STATE  
SECRETARY OF  
DIVISION OF CORPORATIONS  
JAN 30 PM 1:55

1. Equipment Dealers Credit Company, LLC  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 35-2004395  
(FEI number, if applicable)
4. November 4, 1996  
(Date of Organization)
5. See attachment  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon or after qualification  
(Date first transacted business in Florida.)
7. 300 Bank One Tower, 111 Monument Circle, Indianapolis,  
IN 46204  
(Street address of principal office)
8. C T CORPORATION SYSTEM  
(Name of the registered agent of foreign limited liability company)
9. c/o C T CORPORATION SYSTEM, 1200 South Pine Island Road,  
Plantation, Florida 33324  
(Florida registered office address)
10. Name(s), title, and business address(es) of managing member(s) [MGRM] or manager(s) [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)  
See 1 in Addendum

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

January 23, 1997  
(Date)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_



(Signature of a Member or Authorized  
Representative of a Member)  
Newcourt Financial USA Inc., Member,  
Robert J. Hicks, Vice President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JAN 30 PM 1:35 '97

#### REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated foreign limited liability company at the place designated in this certificate pursuant to the provisions of section 608.507, Florida Statutes, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CT Corporation System

By:   
(Signature)

1/23/97  
(Date)

Jeffrey R. Groves  
(Type Name of Officer)

Asst. Secy.  
(Title of Officer)

## Addendum

1. Name and title:

Member: Newcourt Financial USA Inc.

Address: 300 Bank One Tower, 111 Monument Circle, Indianapolis, IN 46204

Name and title:

Member: Western Retail Implement & Hardware Association

Address: 638 W. 39th Street, Kansas City, MO 64111

Name and title:

Member: Midwest Equipment Dealers Association, Inc.

Address: 13 Odana Court, P.O. Box 44364, Madison, WI 53744

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DIVISION OF CORPORATIONS  
97 JAN 30 PM 1:55

**Attachment to Application by Foreign Limited Liability Company  
for Authorization to Transact Business in Florida**

**Equipment Dealers Credit Company, LLC**

5. Except as provided in the limited liability agreement of the Company among the members of the Company, as amended (the "Limited Liability Company Agreement"), the Company shall be dissolved on December 31, 2007, unless the business of the Company is continued in accordance with the terms and conditions of the Limited Liability Company Agreement.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN 30 PM 3:55

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
OF FOREIGN LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Equipment  
Dealers Credit Company, LLC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 10,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is  
\$ -0- . ~~This cash total includes amounts from 2 and 3 above.~~
- 4) the total amount of cash or property anticipated to be contributed by member(s) is  
\$ 10,000 . This total includes amounts from 2 and 3 above.

Newcourt Financial USA Inc., Member



Signature of a member or authorized representative of a member. By: Robert J. Hicks,  
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit  
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.) Vice President

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DIVISION OF CORPORATIONS  
97 JAN 30 PM 1:55

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA  
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE  
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED  
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JAN 20 11:55 AM '97

1. The name of the limited liability company is: Equipment Dealers Credit Company, LLC

2. The name and address of the registered agent and office is:

CT CORPORATION SYSTEM

(Name)

c/o CT CORPORATION, 1200 South Pine Island Road,

(P.O. Box not acceptable)

Plantation, Florida 33324

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CT CORPORATION SYSTEM



JEFFREY R. GRAVES

Assistant Secretary

(Title)

1/20/97

(Date)

**FILING FEE: \$35 for Designation of Registered Agent**

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EQUIPMENT DEALERS CREDIT COMPANY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN 30 PM 1:55



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2680047 8300

971025886

AUTHENTICATION:

DATE:

8301129

01-27-97