

State of Idaho

Office of the Secretary of State

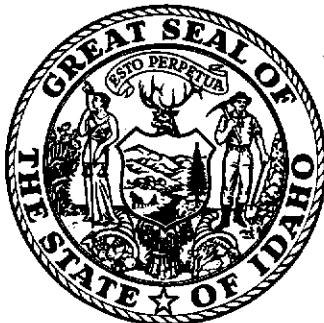
**CERTIFICATE OF AUTHORITY
OF
AFS-USA, INC.**

File Number C 189575

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Non-Profit Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: December 28, 2010



Ben Yursa

SECRETARY OF STATE

By *Sherry Deffen*



APPLICATION FOR CERTIFICATE OF AUTHORITY (Nonprofit)

(Instructions on back of application)

The undersigned Corporation applies for a Certificate of
Authority and states as follows:

10 DEC 28 PM 4: 33

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is: AFS-USA, Inc.
2. The name which it shall use in Idaho is: AFS-USA, Inc.
3. It is incorporated under the laws of: Illinois
4. Its date of incorporation is: 07/08/1991 and its duration, if other than perpetual, is: _____
5. The street address of its principal office is:
One Whitehall St. 2nd Floor, New York, NY 10004
6. The address to which correspondence should be addressed, if different than item 5, is:
2356 University Ave. W. #424, St. Paul, MN 55114
7. The street address of its registered office in Idaho is:
1111 West Jefferson, Suite 530, Boise, ID 83702
and its registered agent in Idaho at that address is: C T Corporation System
8. Does the corporation have members? ☐ Yes ☒ No
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See Attached List</u>		
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 12/27/2010

Signature: _____

Typed Name: Jorge A. Castro

Capacity: President/Partner Director

Secretary of State use only

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 Revised 04/2004

IDAHO SECRETARY OF STATE
 12/29/2010 05:00
 CK: 20454 CT: 20160 BH: 1252795
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C189575



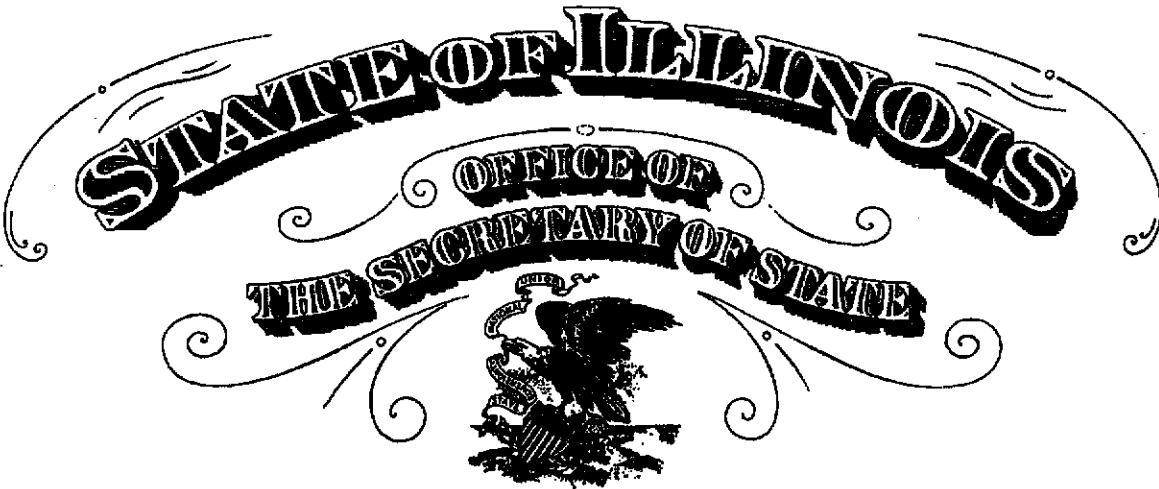
AFS-USA Board of Directors

As of March 25, 2010

<u>NAME</u>	<u>OFFICE</u>	<u>MAILING ADDRESS</u>
Mike Sherman	Board Chair	One Whitehall St. 2 nd Floor, New York, NY 10004
Gerry Bair	Director	One Whitehall St. 2 nd Floor, New York, NY 10004
Betty McManus	Director	One Whitehall St. 2 nd Floor, New York, NY 10004
Bill Meserve	Director	One Whitehall St. 2 nd Floor, New York, NY 10004
Vincenzo Morlini	Director	One Whitehall St. 2 nd Floor, New York, NY 10004
Chris Nelson	Director	One Whitehall St. 2 nd Floor, New York, NY 10004
Damian Pisanelli	Director	One Whitehall St. 2 nd Floor, New York, NY 10004
Mary Portfield	Director	One Whitehall St. 2 nd Floor, New York, NY 10004
Tsugido Scullion	Director	One Whitehall St. 2 nd Floor, New York, NY 10004
John Shuck	Treasurer	One Whitehall St. 2 nd Floor, New York, NY 10004
Keith Stock	Director	One Whitehall St. 2 nd Floor, New York, NY 10004
Judy Weyand	Director	One Whitehall St. 2 nd Floor, New York, NY 10004
Jorge A. Castro	President	One Whitehall St. 2 nd Floor, New York, NY 10004
Kerry McCollum	VP/Corp Secretary	One Whitehall St. 2 nd Floor, New York, NY 10004

12/21/2010

File Number 5645-315-6



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

AFS-USA, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON JULY 08, 1991, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



Authentication #: 1035102172

Authenticate at: <http://www.cyberdriveillinois.com>

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 17TH day of DECEMBER A.D. 2010 .

Jesse White

SECRETARY OF STATE