

State of Idaho

Office of the Secretary of State

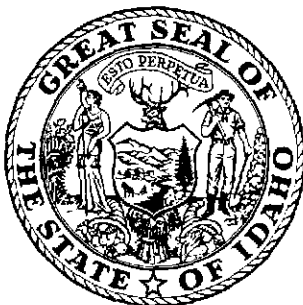
**CERTIFICATE OF REGISTRATION
OF
RCS CAPITAL PARTNERS, INC.**

File Number C 215867

I, LAWERENCE DENNEY, Secretary of State of the State of Idaho, hereby certify that an application for Foreign Registration Statement, duly executed pursuant to the provisions of the Idaho Uniform Business Organization Code, 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 Registration to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: November 27, 2017



Lawrence Denney
SECRETARY OF STATE

By *Shirley Devine*



FOREIGN REGISTRATION STATEMENT

Title 30, Chapter 21, Idaho Code

Filing fee: \$100 typed, \$120 not typed

Complete and submit the form in duplicate.

2017 NOV 27 PM 1:05

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the entity is: RCS Capital Partners, Inc.
2. The name which it shall use in Idaho is: _____
(Enter a name here, only if you are required to adopt an alternate name)
3. Select the type of entity you wish to register:

<input checked="" type="checkbox"/> Business Corporation	<input type="checkbox"/> General Partnership
<input type="checkbox"/> Nonprofit Corporation	<input type="checkbox"/> General Cooperative Association
<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Limited Partnership (Including a limited liability limited partnership)
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Statutory Trust, Business Trust, or Common-law Business Trust
- ☐ Other: _____
(Use "Other" only if your foreign entity type is not listed above, and enter the type here.)
4. Jurisdiction of formation: New York
(Provide the domestic jurisdiction where the entity was formed)
5. The address of its principal office is:
270 Northpointe Parkway, Suite 40, Amherst, New York 14228
(Street Address)

(Mailing Address, if different)
6. The address of its domestic principal office (if required by the laws of the jurisdiction of formation) is:
270 Northpointe Parkway, Suite 40, Amherst, New York 14228
(Street Address)

(Mailing Address, if different)
7. The mailing address to which correspondence should be addressed, if different from item 5, is:

(Address)
8. Name and street address of registered agent in Idaho:
C T Corporation System 921 S Orchard Street, Suite G, Boise, ID 83705
(Name) (Address)
9. The name, capacity, and mailing address of at least one governor:

<u>Eli Hazzan</u>	<u>President</u>	<u>270 Northpointe Parkway, Suite 40, Amherst, New York 142</u>
(Name)	(Capacity)	(Address)

_____ (Name)	_____ (Capacity)	_____ (Address)
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Typed Name: Eli Hazzan

Signature: _____

Capacity: President

Secretary of State use only

IDAHO SECRETARY OF STATE

11/27/2017 05:00

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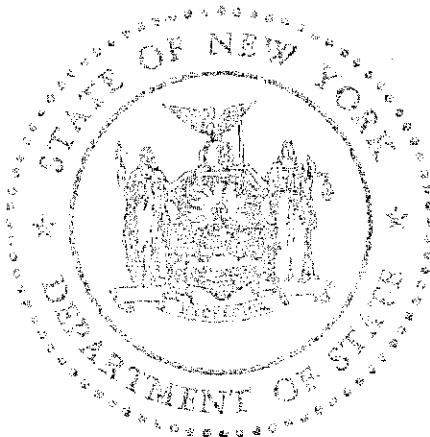
C215867

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of RCS CAPITAL PARTNERS, INC. was filed on 09/30/2015, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation. I further certify the following:

A Biennial Statement was filed 09/11/2017.

I further certify that no other documents have been filed by such corporation.



*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 14th day of November two
thousand and seventeen.*

A handwritten signature in black ink, appearing to read "B. Fitzgerald", is written over a horizontal line.

*Brendan W. Fitzgerald
Executive Deputy Secretary of State*