

State of Idaho

Office of the Secretary of State

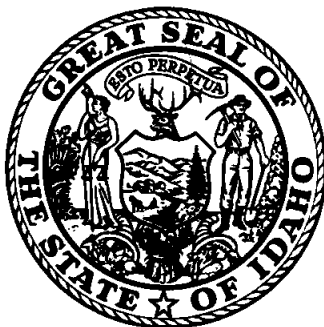
**CERTIFICATE OF AUTHORITY
OF
CETERA ADVISORS INSURANCE SERVICES LLC**

File Number W 123894

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 Uniform Limited Liability 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: April 4, 2013



Ben Ysursa
SECRETARY OF STATE

By *Mary Debra*



APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

2013 APR -4 PM 2:11

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

Cetera Advisors Insurance Services LLC

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is:

3. The jurisdiction under whose laws the limited liability company is formed is: Delaware

4. The name and complete street address of the registered agent in Idaho is:

C T Corporation System

921 S Orchard Street, Suite G, Boise, Idaho 83705

5. The street and mailing address of the limited liability company's principal office is:

200 N. Sepulveda Blvd., Ste. 1200, El Segundo, CA 90245

Street Address

400 First Street South, Ste. 300, St. Cloud, MN 56301

Mailing Address, if different

6. The street and mailing address of the limited liability company's office in the jurisdiction under whose laws it is organized is:

c/o The Corporation Company, 1209 Orange Street, Wilmington, DE 19801

Street Address

Mailing Address, if different

7. The name and mailing address of at least one member or manager: **SEE ATTACHMENT**

LeAnn Rummel

400 First Street South, Ste. 300, St. Cloud, MN 56301

8. The mailing address for future correspondence:

400 First Street South, Ste. 300, St. Cloud, MN 56301

9. Signature of a manager, member or authorized person.

Signature

LeAnn Rummel

Typed Name

Secretary of State use only

IDAHO SECRETARY OF STATE

04/04/2013 05:00

CK: NONE CT: 278665 BH: 1367967

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cert_auth_foreign_LLC Rev. 07/2010

W123894

**Attachment to Idaho
Member/Manager Information**

- 1 Full Name: Brett L. Harrison
 Member/Manager: Manager
 Business Address: 4600 South Syracuse Street, Ste. 600
 City: Denver
 State: CO
 Zip Code: 80237
 - 2 Full Name: Amanda L. Tawney
 Member/Manager: Manager
 Business Address: 4600 South Syracuse Street, Ste. 600
 City: Denver
 State: CO
 Zip Code: 80237
 - 3 Full Name: Cetera Financial Group, Inc.
 Member/Manager: Member
 Business Address: 200 N. Sepulveda Blvd., Ste. 1200
 City: El Segundo
 State: CA
 Zip Code: 90245
-

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CETERA ADVISORS INSURANCE SERVICES 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 SECOND DAY OF APRIL, A.D. 2013.

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

5270169 8300

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0329726

DATE: 04-02-13