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**FILED EFFECTIVE**



**APPLICATION FOR  
REGISTRATION OF FOREIGN  
LIMITED LIABILITY COMPANY**

(Instructions on back of application)

2005 AUG 23 AM 11:04

SECRETARY OF STATE  
STATE OF IDAHO

1. The name of the limited liability company is:  
CitiStreet 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 organized is: Delaware  
and the date of its formation was: 04/01/2000
4. The name and address of the registered agent in Idaho is:  
C T Corporation System, c/o C T Corporation System, 300 North 6th Street, Boise, Idaho 83702
5. The address of the limited liability company's office in the jurisdiction under whose laws it is organized is:  
One Heritage Drive North Quincy, MA 02171
6. The address of the limited liability company's principal office, if other than the address in #5 above, is:  
\_\_\_\_\_
7. The address to which correspondence should be addressed is:  
One Heritage Drive  
North Quincy, MA 02171
8. Signature of a manager, if any, or a member if there are no managers.

Signature

Typed Name Gary E. Jenkins

Manager ☒ Member ☐

Secretary of State use only

6:00pm/08/18/2005 L.C. Inmate/08/18/2005  
Released 08/22/07

10205 - 109003 C T System Online

IDAHO SECRETARY OF STATE  
08/18/2005 05:00  
CK: 93228 CT: 20168 BH: 987879  
1 @ 100.00 = 100.00 REGFORLLC # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3

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**CitiStreet LLC  
Managers  
2005**

**Peter Cieszka**

Managing Director, Head of U.S. Retail/High Net Worth Mgmt.  
Citigroup Asset Management  
300 First Stamford Place, 2nd Floor  
Stamford, CT 06902

**Augustin J. Fleiter**

Senior Principal  
State Street Global Advisors  
State Street Financial Center  
One Lincoln Street, 30th Floor  
Boston, MA 02111

**Laurie Hosslein**

Chief Administrative Officer  
Global Private Client Group  
Smith Barney  
388 Greenwich Street, 17th Floor  
New York, NY 10013

**Stephen Hopkins**

Co-Head, Citigroup Asset Management  
President and Chief Operating Officer  
399 Park Avenue, 4th floor  
New York, NY 10022

100 First Stamford Place, 5th floor  
Stamford, CT 06902

**Shawn Johnson**

Senior Principal  
State Street Global Advisors  
State Street Financial Center  
One Lincoln Street, 35th Floor  
Boston, MA 02111

**Peter G. Leahy**

Chief Operating Officer  
State Street Global Advisors  
One Lincoln Street, 35th Floor  
Boston, MA 02111

**Jose A. Lopez**

Managing Director and Alliance Manager  
Citibank Global Relationship Bank Customer Group  
388 Greenwich Street, 21st Floor  
New York, NY 10013

**Philip J. Lussier**

Chairman and Chief Executive Officer  
CitiStreet  
One Heritage Drive  
North Quincy, MA 02171

**James E. Murphy**

President  
CitiStreet  
8900 Freedom Commerce Parkway  
Jacksonville, FL 32256

**James S. Phalen**

Executive Vice President  
State Street Corporation  
State Street Financial Center  
One Lincoln Street, 20th Floor  
Boston, MA 02111

**Robert R. Tartar**

Executive Vice President, Institutional Investor Services  
State Street Financial Center  
One Lincoln Street, 20th floor  
Boston, MA 02111

**Gary A. Jenkins**

General Counsel - Secretary to the Board  
CitiStreet  
One Heritage Drive  
North Quincy, MA 02171

# Delaware

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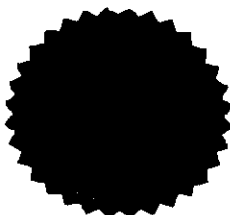
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CITISTREET 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 SEVENTEENTH DAY OF AUGUST, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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050680120

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4098681

DATE: 08-17-05

TOTAL P.04