

# State of Idaho

Office of the Secretary of State

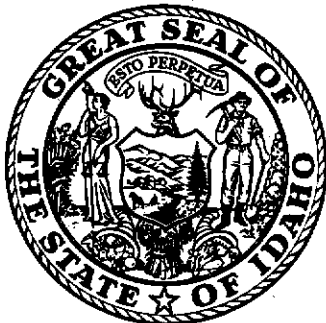
**CERTIFICATE OF AUTHORITY  
OF  
CETERA FINANCIAL GROUP, INC.**

File Number C 191188

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 Business 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: May 19, 2011



*Ben Yursa*

SECRETARY OF STATE

By

*Jinda Corbus*



# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

11 MAY 19 AM 10:37

SECRETARY OF STATE  
STATE OF IDAHO

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

1. The name of the corporation is:

CETERA FINANCIAL GROUP, INC.

2. The name which it shall use in Idaho is: \_\_\_\_\_

3. It is incorporated under the laws of: Delaware

4. Its date of incorporation is: 10/29/2009

5. The address of its principal office is:

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

6. The address to which correspondence should be addressed, if different from item 5, is:

7. The street address of its registered office in Idaho is: 1111 West Jefferson, Suite 530, Boise, Idaho 83702

and its registered agent in Idaho at that address is: CT Corporation System

8. The names and respective business addresses of its directors and officers are: **SEE ATTACHMENT**

Name	Title	Business Address
<u>Donald B. Marron</u>	<u>Director</u>	<u>375 Park Ave., 11th Floor, New York, NY 10152</u>
<u>Mark F. Vassallo</u>	<u>Director</u>	<u>375 Park Avenue, 11th Floor, New York, NY 10152</u>
<u>Stewart K.P. Gross</u>	<u>Director</u>	<u>375 Park Avenue, 11th Floor, New York, NY 10152</u>
<u>Valerie G. Brown</u>	<u>CEO/Director</u>	<u>200 N. Sepulveda Blvd., Ste. 1200, El Segundo, CA 90245</u>
<u>Jon C. Frojen</u>	<u>CFO</u>	<u>200 N. Sepulveda Blvd., Ste. 1200, El Segundo, CA 90245</u>
<u>Nina S. McKenna</u>	<u>Gen Csl and Secretary</u>	<u>200 N. Sepulveda Blvd., Ste. 1200, El Segundo, CA 90245</u>

Dated: 4-26-2011

Signature: \_\_\_\_\_

Typed Name: Jon C. Frojen, CFO

Capacity: Chief Financial Officer

[The signer must be a director or an officer of the corporation.]

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

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forms\applicants\authority\_profitt.pmt  
Revised 10/2006

IDAHO SECRETARY OF STATE

05/19/2011 05:00  
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C191188

**Attachment to Idaho  
Officers & Directors**

1	Full Name:	Mark P. Shelson
	Officer/Director:	Officer
	Officer's Title:	Treasurer
	Business Address:	400 First Street South
	City:	St. Cloud
	State:	MN
	ZIP Code:	56301
2	Full Name:	John Goselin
	Officer/Director:	Officer
	Officer's Title:	Assistant Secretary
	Business Address:	3100 Cumberland Blvd
	City:	Atlanta
	State:	GA
	ZIP Code:	30327-4390
3	Full Name:	Mark H. Nicholas
	Officer/Director:	Officer
	Officer's Title:	Assistant Secretary
	Business Address:	200 N. Sepulveda Blvd., Ste. 1200
	City:	El Segundo
	State:	CA
	ZIP Code:	90245
4	Full Name:	Greg A. Olson
	Officer/Director:	Officer
	Officer's Title:	Assistant Secretary
	Business Address:	400 First Street South
	City:	St. Cloud
	State:	MN
	ZIP Code:	56301
5	Full Name:	Tom W. Rothenbucher
	Officer/Director:	Officer
	Officer's Title:	Assistant Secretary
	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 FINANCIAL GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF MAY, A.D. 2011.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8761685

DATE: 05-13-11