

# State of Idaho

Office of the Secretary of State

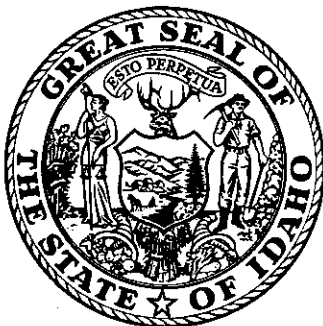
**CERTIFICATE OF AUTHORITY  
OF  
J.P. MORGAN ELECTRONIC FINANCIAL SERVICES, INC.**

File Number C 197152

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: January 16, 2013



*Ben Yursa*

SECRETARY OF STATE

By

*Constance Gustafson*



# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2013 JAN 16 AM 9:39

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

SECRETARY OF STATE  
STATE OF IDAHO

1. The name of the corporation is:

J. P. Morgan Electronic Financial Services, Inc.

2. The name which it shall use in Idaho is: J. P. Morgan Electronic Financial Services, Inc.

3. It is incorporated under the laws of: New York

4. Its date of incorporation is: 7/16/1965

5. The address of its principal office is:

300 S. Riverside Plaza, 9th Floor, Chicago, IL 60606

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

John Guzzi, V.P., Legal, 10 S. Dearborn, 6th Flr., Chicago, IL 60603

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

Name	Title	Business Address
<u>Chris J. Paton</u>	<u>Director</u>	<u>300 S. Riverside Plaza, Chicago, IL60606</u>
<u>John Guzzi</u>	<u>Director</u>	<u>10 S. Dearborn, Chicago, IL 60603</u>
<u>Dave Banta</u>	<u>Director</u>	<u>10430 Highland Manor Dr., Tampa, FL</u>
<u>Chris J. Paton</u>	<u>CEO &amp; President</u>	<u>300 S. Riverside Plaza, Chicago, IL60606</u>
<u>Joe O'Leary</u>	<u>Treasurer</u>	<u>300 S. Riverside Plaza, Chicago, IL60606</u>
<u>John Guzzi</u>	<u>Secretary &amp; Counsel</u>	<u>10 S. Dearborn, Chicago, IL 60603</u>

Dated: 12/10/12

Signature: [Signature]

Typed Name: John M. Guzzi

Capacity: Secretary & Counsel

[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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Revised 06/2005

IDAHO SECRETARY OF STATE  
01/16/2013 05:00  
CK: 43358893 CT: 154223 BH: 1355960  
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Web Form

C197152

**J. P. MORGAN ELECTRONIC FINANCIAL SERVICES, INC.**

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**DIRECTORS**

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<b>NAME</b>	<b>OFFICE OR RELATIONSHIP</b>	<b>PLACE OF BUSINESS</b>
Chris J. Paton	Director	300 S. Riverside Plaza Chicago, IL 60606
John Guzzi	Director	10 S. Dearborn Chicago, IL 60603
Dave Banta	Director	10430 Highland Manor Dr. Tampa, FL 33610

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**PRINCIPAL OFFICERS**

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<b>NAME</b>	<b>OFFICE OR RELATIONSHIP</b>	<b>PLACE OF BUSINESS</b>
Chris J. Paton	CEO & President	300 S. Riverside Plaza Chicago, IL 60606
Joe O'Leary	Treasurer	300 S. Riverside Plaza Chicago, IL 60606
John M. Guzzi	Secretary & Counsel	10 S. Dearborn Chicago, IL 60603
Mary E. Basek	Assistant Secretary	10 S. Dearborn Chicago, IL 60603
Christine N. Bannerman	Vice President & Assistant Secretary	4 New York Plaza Floor 19 New York, NY 10004
Anthony Horan	Senior Vice President & Assistant Secretary	270 Park Avenue Flr 38 New York, NY 10017

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**PRINCIPAL OFFICERS**

<b>NAME</b>	<b>OFFICE OR RELATIONSHIP</b>	<b>PLACE OF BUSINESS</b>
Jeffrey Lipman	Senior Vice President & Assistant Secretary	270 Park Avenue Flr 38 New York, NY 10017
Colleen Meade	Vice President & Assistant Secretary	4 New York Plaza Floor 19 New York, NY 10004

9/17/12

**State of New York**  
**Department of State** } ss:

*I hereby certify, that the Certificate of Incorporation of J.P. MORGAN ELECTRONIC FINANCIAL SERVICES, INC. was filed on 07/16/1965, under the name of FNCB SERVICES CORPORATION, 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.*

*A Certificate of Amendment FNCB SERVICES CORPORATION, changing its name to CITICORP SERVICES, INCORPORATED, was filed 02/24/1972.*

*A Certificate of Amendment CITICORP SERVICES, INCORPORATED, changing its name to CITICORP SERVICES INC., was filed 12/06/1985.*

*A Certificate of Amendment CITICORP SERVICES INC., changing its name to CITICORP ELECTRONIC FINANCIAL SERVICES, INC., was filed 03/30/2001.*

*A Certificate of Amendment CITICORP ELECTRONIC FINANCIAL SERVICES, INC., changing its name to J.P. MORGAN ELECTRONIC FINANCIAL SERVICES, INC., was filed 01/15/2004.*

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*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 11th day of January  
two thousand and thirteen.*



Daniel Shapiro  
Special Deputy Secretary of State

