

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
ROOSEVELT DEPOSITOR LLC**

File Number W 108790

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: December 6, 2011



Ben Yursa

SECRETARY OF STATE

By

[Signature]

11 DEC -6 PM 1:24



APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

Roosevelt Depositor 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:

Corporation Service Company 12550 W. Explorer Drive, Suite 100, Boise, ID 83713

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

1540 Broadway, Suite 1500, New York, NY 10036

Street Address

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:

2711 Centerville Road, Suite 400, Wilmington Delaware 19808

Street Address

Mailing Address, if different

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

Roosevelt Management Company LLC 1540 Broadway, Suite 1500, New York, NY 10036

8. The mailing address for future correspondence:

1540 Broadway, Suite 1500, New York, NY 10036

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

Signature

Karen Manson

Typed Name

Secretary of State use only

IDAHO SECRETARY OF STATE

12/06/2011 05:00

CK: NONE CT: 1157 BH: 1300567

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROOSEVELT DEPOSITOR 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 FIFTH DAY OF DECEMBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ROOSEVELT DEPOSITOR LLC" WAS FORMED ON THE EIGHTH DAY OF SEPTEMBER, A.D. 2011.

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

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9201723

DATE: 12-05-11