

# State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY  
OF  
VICTORY CAPITAL MANAGEMENT INC.**

File Number C 138885

I PETE T. CENARRUSA, 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 7, 2001



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Monica Okellberry*



# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

01 MAY -7 AM 10:30  
SECRETARY OF STATE  
STATE OF IDAHO

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

- The name of the corporation is: Victory Capital Management Inc.
- The name which it shall use in Idaho is: \_\_\_\_\_
- It is incorporated under the laws of: New York
- Its date of incorporation is: February 22, 1972
- The address of its principal office is: \_\_\_\_\_  
127 Public Square, 2nd Floor, Cleveland, OH 44114-1306
- The address to which correspondence should be addressed, if different from item 5, is:  
127 Public Square, 20th Floor, Cleveland, OH 44114-1306
- The street address of its registered office in Idaho is: 1401 Shoreline Drive, Suite 2  
Boise, ID 83702, and its registered agent in Idaho at that address is: Corporation Service Company
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>See attached officers/directors rider</u>		

Dated: May 1, 2001

Signature: William J. Blake

Typed Name: William J. Blake

Capacity: Secretary

Customer Acct # :

(If using pre-paid account)

Secretary of State use only  
IDAHO SECRETARY OF STATE

05/07/2001 09:00  
CX: 117650 CT: 74104 BH: 395470

1 @ 100.00 = 100.00 AUTH PRO # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3

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forms\appforauthority\_profit.pmf  
Revised 01/2001

## OFFICERS/DIRECTORS RIDER

ID-Application for Certificate of Authority

Victory Capital Management Inc.

### List of Officers

<b>Name:</b>	Richard J. Buoncore	<b>Title:</b>	President/CEO
<b>Bus. Addr.:</b>	127 Public Square, Cleveland, OH 44114-1306		
<b>Name:</b>	William J. Blake	<b>Title:</b>	Secretary
<b>Bus. Addr.:</b>	127 Public Square, Cleveland, OH 44114-1306		
<b>Name:</b>	James D. Kacic	<b>Title:</b>	CFO
<b>Bus. Addr.:</b>	127 Public Square, Cleveland, OH 44114-1306		
<b>Name:</b>	Bradley E. Turner	<b>Title:</b>	COO
<b>Bus. Addr.:</b>	127 Public Square, Cleveland, OH 44114-1306		

### List of Directors

<b>Name:</b>	Anthony Aveni	<b>Term:</b>	Until death, resignation or removal
<b>Bus. Addr.:</b>	127 Public Square, Cleveland, OH 44114-1306		
<b>Name:</b>	Richard J. Buoncore	<b>Term:</b>	"
<b>Bus. Addr.:</b>	127 Public Square, Cleveland, OH 44114-1306		
<b>Name:</b>	Robert T. Clutterbuck	<b>Term:</b>	"
<b>Bus. Addr.:</b>	800 Superior Avenue, Cleveland, OH 44114		
<b>Name:</b>	Robert B. Heisler	<b>Term:</b>	"
<b>Bus. Addr.:</b>	127 Public Square, Cleveland, OH 44114-1306		
<b>Name:</b>	William Gerli Spears	<b>Term:</b>	"
<b>Bus. Addr.:</b>	45 Rockefeller Plaza, New York, NY 10111		
<b>Name:</b>	Bradley E. Turner	<b>Term:</b>	"
<b>Bus. Addr.:</b>	127 Public Square, Cleveland, OH 44114-1306		

# State of New York | ss: Department of State

I hereby certify, that the Certificate of Incorporation of VICTORY CAPITAL MANAGEMENT INC. was filed on 02/22/1972, under the name of W. G. SPEARS, INC., 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 a subsisting corporation.

A Certificate of Amendment W. G. SPEARS, INC., changing its name to SPEARS, BENZAK & COMPANY, INCORPORATED, was filed 02/07/1978.

A Certificate of Amendment SPEARS, BENZAK & COMPANY, INCORPORATED, changing its name to SPEARS, BENZAK, SALOMON, INCORPORATED, was filed 04/05/1982.

A Certificate of Amendment SPEARS, BENZAK, SALOMON, INCORPORATED, changing its name to SPEARS, BENZAK, SALOMON AND FARRELL, INC., was filed 06/30/1983.

A Certificate of Amendment SPEARS, BENZAK, SALOMON AND FARRELL, INC., changing its name to KEY ASSET MANAGEMENT INC., was filed 02/27/1997.

A Certificate of Amendment KEY ASSET MANAGEMENT INC., changing its name to VICTORY CAPITAL MANAGEMENT INC., was filed 04/30/2001.

01 MAY -7 AM 10:30  
SECRETARY OF STATE  
STATE OF IDAHO

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Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 01st day of May  
two thousand and one.



Special Deputy Secretary of State