

# State of Idaho

## Department of State

### CERTIFICATE OF AUTHORITY OF

### BROKERAGE SYSTEMS INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **BROKERAGE SYSTEMS INC.** for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **BROKERAGE SYSTEMS INC.** to transact business in this State under the name **BROKERAGE SYSTEMS INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated: December 18, 1991



*Pete T. Cenarrusa*  
SECRETARY OF STATE

*Jonya Coulson*  
Corporation Clerk

# APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is BROKERAGE SYSTEMS INC.
2. The name which it shall use in Idaho is BROKERAGE SYSTEMS INC.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Illinois
4. The date of its incorporation is July 29, 1980 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 120 S. Riverside Plaza, Chicago, Illinois 60606
6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
To engage in any lawful act or activity for which corporation may be organized under the Idaho Code.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>John S. Munro</u>	<u>President/Co-Chief Executive Officer</u>	<u>120 S. Riverside Plaza, Chicago, Illinois 60606</u>
<u>John M. Euler</u>	<u>VP/Co-Chief Executive Officer/Treasurer/Secretary</u>	<u>"</u>
<u>Bill Hart</u>	<u>Vice President</u>	<u>"</u>
<u>Peter Politzki</u>	<u>Vice President</u>	<u>"</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(continued on reverse)

Name

Office

Address


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10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: November 5, 1991

BROKERAGE SYSTEMS, INC.

(Corporation Name)

By *John S. Munro*  
 Its President / Vice-President (please specify)

and *John S. Munro*  
 Its Secretary / Assistant Secretary (please specify)

STATE OF Illinois )  
 ) ss:  
 COUNTY OF Cook )

I, the undersigned, a notary public, do hereby certify that on this 5<sup>th</sup> day of November, 19 91, personally appeared before me John S. Munro, who being by me first duly sworn, declared that (s)he is the President of BROKERAGE SYSTEMS, INC.

that (s)he signed the foregoing document as President of the corporation and that the statements therein contained are true.

*R. L. Sandack*  
 " OFFICIAL SEAL "  
 RONALD L. SANDACK  
 NOTARY PUBLIC, STATE OF ILLINOIS  
 MY NOTARY PUBLIC EXPIRES 8/6/94



**To all to whom these Presents Shall Come, Greeting:**

*I, George H. Ryan, Secretary of State of the State of Illinois,*

*do hereby certify that*

BROKERAGE SYSTEMS INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE JULY 29, 1980, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS\*\*\*\*\*

**In Testimony Whereof,** *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois this \_\_\_\_\_ 11TH day of \_\_\_\_\_ DECEMBER \_\_\_\_\_ A.D., 19<sup>91</sup>*



*George H Ryan*  
SECRETARY OF STATE