

Filing Fee: \$150.00



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

FILED

APR 17 2013

195329

abc 9:5am

2013 APR 17 AM 9:51

SECRETARY OF STATE
CORPORATIONS DIV

LIMITED LIABILITY COMPANY BY

APPLICATION FOR REGISTRATION

Pursuant to the provisions of Section 7-16-49 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:

CETERA INVESTMENT MANAGEMENT LLC

This company has been duly organized in its state of formation as a low-profit limited liability company. (Check box if applicable)

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:

3. The limited liability company is organized under the laws of Delaware

4. The date of its organization is 08/24/2012

5. The period of duration of the limited liability company is (if perpetual, so state) Perpetual

6. The address of the limited liability company's resident agent in Rhode Island is:

10 Dorrance Street, Suite 530 Providence, RI 02903
(Street Address, not P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is C.T Corporation System (Name of Agent)

7. The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

8. The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:

1209 Orange Street, Wilmington, DE 19801

9. The mailing address for the limited liability company is:

400 First Street South, Suite 300, St. Cloud, MN 56301

10. Management of the Limited Liability Company:

A. The limited liability company is to be managed by its members. *(If you have checked this box, go to item no. 11.)*

or

B. The limited liability company is to be managed by one (1) or more managers. *(If the limited liability company has managers at the time of the filing of these Articles of Organization, state the name and address of each manager.)*

| <u>Manager</u> | <u>Address</u> |
|--------------------|--|
| Cynthia A. Hamel | 200 N. Sepulveda Boulevard, Suite 1200, El Segundo, CA 90245 |
| Barnaby Grist | 200 N. Sepulveda Boulevard, Suite 1200, El Segundo, CA 90245 |
| Enrique M. Vasquez | 200 N. Sepulveda Boulevard, Suite 1200, El Segundo, CA 90245 |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |

11. This application is accompanied by a certificate of good standing duly authenticated by the secretary of state or other authorized officer of the jurisdiction under which the foreign limited liability company was organized.

12. The date this Application for Registration is to become effective, if later than the date of filing, is:

_____ (not prior to, nor more than 30 days after, the filing of this Application for Registration)

Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

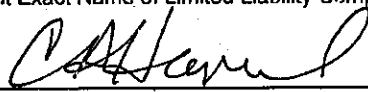
Date: _____

4/11/13

CETERA INVESTMENT MANAGEMENT LLC

Print Exact Name of Limited Liability Company Making Application

By _____



Signature of Authorized Person

Cynthia A. Hamel

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CETERA INVESTMENT MANAGEMENT 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 TWELFTH DAY OF APRIL, A.D. 2013.


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

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130431549

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0355219

DATE: 04-12-13



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

