

Filing and License Fee: \$310.00 minimum



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

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

2014 AUG 19 PM 2:26
SECRETARY OF STATE
CORPORATIONS DIV

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is BBVA Compass Financial Corporation
2. It is incorporated under the laws of Alabama
3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited" or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4. The date of its incorporation is 10-26-1990 and the period of its duration is Perpetual
5. The address of its principal office is P.O. Box 10566, AL BI CH TXA, Birmingham, AL - 35296
6. The address of its proposed registered office in Rhode Island is 450 Veterans Memorial Parkway, Suite 7A,
(Street Address, not P.O. Box)

East Providence, RI 02914 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is C T Corporation System
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
equipment leasing

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>Kent Wittman</u>	<u>2700 Post Oak Blvd, Houston TX 77056</u>
Director	<u>Rafael Bustillo</u>	<u>2700 Post Oak Blvd, Houston TX 77056</u>
Director	<u>Mike Carlson</u>	<u>2700 Post Oak Blvd, Houston TX 77056</u>
Director		

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(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	<u>Kent Wittman</u>	<u>8080 N. Central Expressway, Dallas TX 75204</u>
Vice President	<u>Mark Mannik</u>	<u>159 Crocker Park Blvd, Westlake, OH 44145</u>
Treasurer	<u>Kirk Pressley</u>	<u>15 S. 20th St., Birmingham AL 35233</u>
Secretary	<u>Brian Hemick</u>	<u>2200 Post Oak Blvd., Houston TX 77056</u>

9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>250</u>	<u>preferred</u>		<u>\$.01</u>
<u>1,000</u>	<u>Common</u>		<u>\$.01</u>

10. (a) \$ 100,000,000 = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.
- (b) \$ 50,000 = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.
- (c) .05 % = An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. {divide (b) by (a) and multiply by 100 to obtain the percentage}
11. (a) \$ 1,000,000 = An estimate of the gross amount of business to be transacted by the corporation during the following year.
- (b) \$ 6,000 = An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year.
- (c) .006 % = An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year. {divide (b) by (a) and multiply by 100 to obtain the percentage}
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing 8/19/14.

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

Date: 8/19/14

Brian Hemick
Signature of Authorized Officer of the Corporation

Brian Hemick, Secretary & VP
Type or Print Name of Authorized Officer

Jim Bennett
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, Jim Bennett, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

the entity records on file in this office disclose that BBVA Compass Financial Corporation was formed in Jefferson County, Alabama on October 26, 1990. The Alabama Entity Identification number for this entity is 139-913. I further certify that the records do not disclose that said entity has been dissolved, cancelled or terminated.



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**In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.**

8/19/2014

Date

A handwritten signature in black ink, appearing to read "Jim Bennett", is written over a horizontal line.

Jim Bennett

Secretary of State