

Filing and License Fee: \$310.00 minimum

ID Number:

152501



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

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 Frank Russell Capital Inc.
2. It is incorporated under the laws of Washington
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 November 11, 1994 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 909 A Street, 11th Floor - Legal Dept., Tacoma, WA 98402-5111
6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street, 9th Floor
(City/Town) Providence, RI 02903 (Street Address, not P.O. Box) (Zip Code)
and the name of its proposed registered agent in Rhode Island at that address is CI Corporation System
(Name of Agent)
7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Transaction of all lawful business (Broker Dealer and Investment Advisor)

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).

	Name	Address
Director	See Attachment A	2005
Director		85594
Director		
Director		

- (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	See Attachment A	
Vice President		
Treasurer		
Secretary		

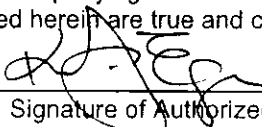
9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
50	Common	---	\$.10/Share

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is
\$ **700,000.00**.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is
\$ **0**.
- (c) 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, is **0** %. *[divide (b) by (a) and multiply by 100 to obtain the percentage].*
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is
\$ **44,700,000.00**.
- (b) 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 is \$ **0**.
- (c) 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 is **0** % *[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 **January 1, 2006**

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: **December 5, 2005**



Signature of Authorized Officer of the Corporation
Karl J. Ege, Secretary and General Counsel

Type or Print Name of Authorized Officer

ATTACHMENT A

**FRANK RUSSELL CAPITAL INC.
DIRECTORS AND OFFICERS**

NAME	TITLE	ADDRESS
H Paul Reynolds	Director, President, Managing Director- Institutional Investor Services	909 A Street Tacoma, WA 98402
Robert T. Werner	Director	909 A Street Tacoma, WA 98402
Harold F. Strong	Director	909 A Street Tacoma, WA 98402
Karl J. Ege	Secretary and General Counsel	909 A Street Tacoma, WA 98402
Linda L. Gutmann	Treasurer	909 A Street Tacoma, WA 98402
Brian C. Golob	Director, Asst. Secretary, Director-Business Operations, Institutional Investment Services	909 A Street Tacoma, WA 98402
J. David Griswold	Director, Asst. Secy. and Assoc. General Counsel	909 A Street Tacoma, WA 98402
Carla L. Anderson	Assistant Secretary	909 A Street Tacoma, WA 98402
Kristin L. Gaerttner	Chief Compliance Officer	909 A Street Tacoma, WA 98402

UNITED STATES OF AMERICA

The State of Washington

Secretary of State

I, SAM REED, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION
OF
FRANK RUSSELL CAPITAL INC.

I FURTHER CERTIFY that the records on file in this office show that the above named Profit Corporation was formed under the laws of the State of WA and was issued a Certificate Of Incorporation in Washington on 11/1/1994.

I FURTHER CERTIFY that as of the date of this certificate, FRANK RUSSELL CAPITAL INC. remains active and has complied with the filing requirements of this office.

Date: November 18, 2005

UBI: 601-583-058



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Sam Reed, Secretary of State