



State of Rhode Island and Providence Plantations
Department of State - Business Services Division

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R.I. DEPT. OF STATE
BUS. SERVICES DIV.
2016 DEC -2 AM 11:59

Certificate of Authority
FOREIGN Corporation

→ Filing Fee: \$310.00 minimum

Pursuant to the provisions of RIGL 7-1.2-1405, 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: Wintrust Asset Finance Inc.		
2. It is incorporated under the laws of: Delaware		
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: June 30, 2015 And the period of its duration is: CHECK ONLY ONE BOX ☒ Perpetual (on-going) ☐ Date certain for dissolution _____		
5. The address of its principal office is: 2801 Network Blvd., Suite 505, Frisco, Texas 75034		
6. The name and address of the initial registered agent/office of in Rhode Island: Agent Name Registered Agent Solutions, Inc. Street Address (NOT a P.O. Box) 222 Jefferson Blvd. Suite 200		
City/Town Warwick	State RHODE ISLAND	Zip Code 02888

MAIL TO:
Division of Business Services
148 W. River Street, Providence, Rhode Island 02904-2615
Phone: (401) 222-3040
Website: www.sos.ri.gov

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By 289942

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

equipment financing and equipment leasing business

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
See Exhibit A attached hereto and	made a part hereof.

Check the box to indicate an attachment. ☐

8. (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):

OFFICE	NAME	ADDRESS
PRESIDENT	See Exhibit A attached hereto	and made a part hereof.
VICE PRESIDENT		
TREASURER		
SECRETARY		

Check the box to indicate an attachment. ☐

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:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE OR STATE NO PAR VALUE
1,000	Common	None	No Par Value

10. (a) Estimate, in dollars, the value of all property to be owned by the corporation for the following year, wherever located:

\$ **120,000,000**

(b) Estimate, in dollars, the value of the corporation's property to be located within Rhode Island during the following year:

\$ **6,000,000**

(c) Estimate, **as a percentage**, 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. *Note: Divide (10b) by (10a) and multiply by 100 to obtain the percentage.*

5 %

11. (a) Estimate, in dollars, the gross amount of business to be transacted by the corporation during the following year. \$ <u>100,000,000</u>	(b) Estimate, in dollars, the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year. \$ <u>0</u>
(c) Estimate, as a percentage, the proportion 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 compared to the gross amount thereof which will be transacted by the corporation during the following year. <i>Note: Divide (11b) by (11a) and multiply by 100 to obtain the percentage.</i> <u>0</u> %	
12. This application must be accompanied by a Certificate of Good Standing/Letter of Status issued by the proper officer of the state or country under the laws of which it is incorporated that is dated within 60 days of the filing of this document.	
13. Date when the Certificate of Authority will be effective: CHECK ONLY ONE BOX ☒ Date received (Upon filing) ☐ Later effective date (Date must be no more than 90 days from the day of filing) _____	
<i>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.</i>	
Type or Print Name of Authorized Officer Ronald Horner	Date 11/22/2016
Signature of Authorized Officer of the Corporation <i>Ronald Horner, Secretary</i>	

CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN RHODE ISLAND

EXHIBIT A

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):

Directors

Michael Knowles, 9700 W. Higgins Road, 8th Floor, Rosemont, IL 60018

Richard Murphy, 9700 W. Higgins Road, 8th Floor, Rosemont, IL 60018

William Cordes, 9700 W. Higgins Road, 8th Floor, Rosemont, IL 60018

Kirk Phillips, 2801 Network Boulevard, Suite 505, Frisco, TX 75034

Richard Dunbar, 9700 W. Higgins Road, 8th Floor, Rosemont, IL 60018

Kristine Reynolds, 9700 W. Higgins Road, 8th Floor, Rosemont, IL 60018

Delbert Wilkins, 9700 W. Higgins Road, 8th Floor, Rosemont, IL 60018

Raymond Kratzer, 9700 W. Higgins Road, 8th Floor, Rosemont, IL 60018

8.(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):

Corporate Officers

Michael Knowles, President and Chief Executive Officer, 9700 W. Higgins Road, 8th Floor, Rosemont, IL 60018

Kirk Phillips, Executive Vice President, 2801 Network Boulevard, Suite 505, Frisco, TX 75034

Richard Dunbar, Executive Vice President, 9700 W. Higgins Road, 8th Floor, Rosemont, IL 60018

Timothy Biggam, Vice President-Finance and Assistant Secretary, 9700 W. Higgins Road, 8th Floor, Rosemont, IL 60018

Ronald Horner, Secretary, 2801 Network Boulevard, Suite 505, Frisco, TX 75034

Delaware

The First State

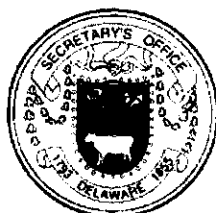
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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WINTRUST ASSET FINANCE INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF NOVEMBER, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WINTRUST ASSET FINANCE INC." WAS INCORPORATED ON THE THIRTIETH DAY OF JUNE, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



5777102 8300

SR# 20166750457

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

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 203382057

Date: 11-22-16