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ID Number: 146908



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State Matthew A. Brown

Corporations Division

100 North Main Street

Providence, Rhode Island 02903-1335

**BUSINESS CORPORATION**

**APPLICATION FOR CERTIFICATE OF AUTHORITY**

(To Be Filed In Duplicate Original)

05/MAR/31 AM 11:54  
RECEIVED  
CORPORATIONS DIVISION  
STATE OF RHODE ISLAND

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 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 JPMorgan Distribution Services, Inc. *(L) 68610 ed. correct*

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 October 25, 1999 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 c/o The Corporation Trust Company, The Corporation Trust Center, 1209 Orange St., Wilmington, DE 19801

6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street  
(Street Address, not P.O. Box)

Providence RI 02903 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 specific purpose or purposes, which it proposes to pursue in the transaction of business in Rhode Island are:

The purpose of the corporation is to conduct business as a broker-dealer in securities.

8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>See Attachment A</u>	
Director		
President		
Vice President		
Treasurer		
Secretary		

**FILED**  
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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>
100	Common	N/A	\$10

10. The aggregate number of its issued shares, 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>
100	Common	N/A	\$10

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 0.
- (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].
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 100,000,000.00.
- (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 \$ 10,000.00.
- (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 .01 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 3/16/05

JPMorgan Distribution Services, Inc.

Print Exact Name of Corporation Making Application

By

Nancy S. Fields

☐ President or ☒ Vice President (check one)

By

Jessica D. Fulvio

☒ Secretary or ☒ Assistant Secretary (check one)

STATE OF OHIO  
COUNTY OF FRANKLIN

In Franklin County OH on this 16 day of March, 2005, before me personally appeared Nancy Fields, Jessica D. Fulvio who, being duly sworn, declared that he/she is the Vice President, Assistant Sec of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Margaret Brown  
Notary Public  
My Commission Expires May 1, 2006



## Attachment A

### Officers Information

Name	Title	Address
George C.W. Gatch	President	522 Fifth Avenue, 13th Floor, New York, NY 10036
Robert L. Young	Vice President	1111 Polaris Parkway, Columbus, OH 43240
Nancy E. Fields	Vice President	1111 Polaris Parkway, Columbus, OH 43240
David J. Thorp, Jr.	Vice President	1111 Polaris Parkway, Columbus, OH 43240
James T. Detmer	Vice President	522 Fifth Avenue, 13th Floor, New York, NY 10036
Michael R. Machulski	Vice President and Treasurer	1111 Polaris Parkway, Columbus, OH 43240
Scott E. Richter	Secretary	1111 Polaris Parkway, Columbus, OH 43240
Jessica K. Ditullio	Assistant Secretary	1111 Polaris Parkway, Columbus, OH 43240
Janet Squitieri	Assistant Secretary	522 Fifth Avenue, 13th Floor, New York, NY 10036
Christopher J. Mohr	Assistant Treasurer	100 East Broad Street, 13 <sup>th</sup> Floor, Columbus, OH 43215
Frank J. Drozek	Assistant Treasurer	One North Dearborn, 6 <sup>th</sup> Floor, Chicago, IL 60602

### Directors Information

Name	Title	Address
George C.W. Gatch	Chairman	522 Fifth Avenue, 13th Floor, New York, NY 10036
Robert L. Young		1111 Polaris Parkway, Columbus, OH 43240
Michael R. Machulski		1111 Polaris Parkway, Columbus, OH 43240



March 3, 2005

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

Re: JPMorgan Distribution Services, Inc.

Dear Sir or Madam:

I am a duly authorized officer of J.P. Morgan Electronic Financial Services, Inc. ("JPMEF"). JPMEF hereby consents to the name change of One Group Dealer Services, Inc. to JPMorgan Distribution Services, Inc. and to its use of that name in the State of Rhode Island.

If you have any questions or need any additional information in order to approve the application of JPMorgan Distribution Services, Inc. for a certificate of authority to do business in Rhode Island, please call Aaron M. Gonzales of Alston & Bird LLP at (202) 756-3370.

Sincerely,

A handwritten signature in black ink that reads 'James C.P. Berry'. The signature is fluid and cursive, with the first name 'James' being particularly prominent.

James C.P. Berry  
Secretary

J.P. Morgan Electronic Financial Services, Inc.  
270 Park Avenue, 35<sup>th</sup> Floor  
New York, NY 10017