

APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF

STIFEL, NICOLAUS & COMPANY, INCORPORATED

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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:

FIRST: The name of the corporation is  
STIFEL, NICOLAUS & COMPANY, INCORPORATED

SECOND: The name which it elects to use in Rhode Island is Stiffel, Nicolaus &  
Company, Incorporated

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Missouri

FOURTH: The date of its incorporation is February 20, 1900 and the period  
of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of  
which it is incorporated is 500 North Broadway, St. Louis, Missouri 63102

SIXTH: The address of its proposed registered office in Rhode Island is 111 Westminster  
Street, Providence, R. I. 02903 and the name of its proposed registered agent in  
Rhode Island at that address is C T CORPORATION SYSTEM

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

SEE ATTACHED

SEE ATTACHED

Director

Director

Director

President

Vice President

Secretary

Treasurer

NINTH: 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 per Share or Statement that Shares are without Par Value</u>
30,000	Common		\$1.00
598	Cummulative Preferred-A		\$100.00
1,737	5 $\frac{1}{8}$ % Cummulative Preferred		\$100.00
1,665	8 $\frac{1}{8}$ % Cummulative Preferred		\$100.00

TENTH: 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 per Share or Statement that Shares are without Par Value</u>
1,000	Common		\$1.00

ELEVENTH: The amount of its stated capital as defined by §7-1.1-2 of the General Laws, 1956, as amended, is \$ 12,028,931

TWELFTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 97,000,000

THIRTEENTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ -0-

FOURTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 65,000,000

FIFTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ -0-

SIXTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated July 11, 1983

STIFEL, NICOLAUS & COMPANY, INCORPORATED  
[Exact Corporate Name of Corporation Making Application]

By [Signature]  
Its Vice President, Joe C. Zingrich  
and [Signature]  
Its Asst. Secretary, Paul L. Kirchoff

STATE OF Missouri }  
CITY } Sc.  
~~COUNTY~~ OF St. Louis }

At St. Louis, Missouri in ~~said County~~ on the 11th day  
of July 1983, before me personally appeared  
Joe C. Zingrich, who being by me first duly sworn, declared that  
he is the Vice President of STIFEL, NICOLAUS & COMPANY, INCORPORATED  
that he signed the foregoing document as such Vice President of the  
corporation, and that the statements therein contained are true.

[Signature]  
Notary Public  
Gladys E. Otto  
Notary Public  
My Commission Expires March 23, 1984

(NOTARIAL SEAL)

JUL 27 1961