

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

Roosevelt & Cross, 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 ~~Roosevelt & Cross, Incorporated~~
ROOSEVELT & CROSS, INCORPORATED

SECOND: The name which it elects to use in Rhode Island is
~~ROOSEVELT & CROSS, INC.~~ ROOSEVELT & CROSS, 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 New York

FOURTH: The date of its incorporation is April 19, 1972 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 20 Exchange Place, New York, New York 10005

SIXTH: The address of its proposed registered office in Rhode Island is Fleet National Bank Building, Suite 1111 Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at that address is Terrence E. Sullivan

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

Roosevelt & Cross is engaged in the business of buying, selling, underwriting and otherwise dealing in tax-exempt municipal bonds, unit trusts and other contracts relating to municipal bond products. Banks, trusts, insurance companies, corporations, and individual investors will be the primary clients.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
	Director	
See Attached List	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>
300,000	Common	NA	\$10 par value/share
100,000	Class A	NA	\$10 par value/share

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>
130,743.75	Common	NA	\$10 par value/share
43,581.25	Class A	NA	\$10 par value/share

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 307,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 20,000

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 10,000,000

FOURTEENTH: 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 \$ 650,000

FIFTEENTH: 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 December 24, 19 85 Roosevelt & Cross, INCORPORATED
[Exact Corporate Name of Corporation Making Application]

By John Bight
Its President
and Richard W. [unclear]
Its Secretary

STATE OF NEW YORK
COUNTY OF NEW YORK } Sc.

At Roosevelt & Cross, Inc in said County on the 24th day
of December 19 85, before me personally appeared John
B. Bight, who being by me first duly sworn, declared that
he is the President of Roosevelt & Cross, Inc
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

MARIA A. BARREIRO
Notary Public, State of New York
No. 31-4787308
Qualified in New York County
Commission Expires March 30, 1999

Maria A. Barreiro
Notary Public

(NOTARIAL SEAL)

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CHEK 230.00
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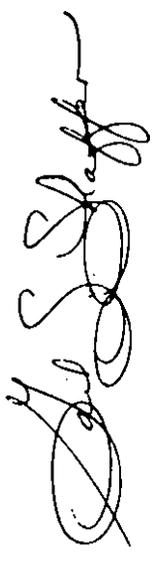
JAN 31 1998

State of New York }
Department of State } ss.:
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I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

JAN 24 1966



Secretary of State