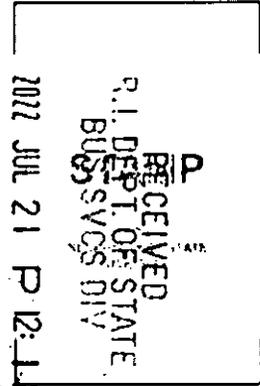




State of Rhode Island
Department of State - Business Services Division



Application for Registration
FOREIGN Limited Liability Company
 → Filing Fee: \$150.00

Pursuant to the provisions of RIGL 7-16-49, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:		
Franklin Distributors, LLC		
Is this company organized in its state or country of formation as a low-profit limited liability company? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>		
The name, if different, under which it proposes to register and transact business in Rhode Island is:		
2. The LLC is organized under the laws of: Delaware		
3. The date of its organization is: 12/1/2000		
And the period of its duration is: CHECK ONE BOX ONLY		
<input checked="" type="checkbox"/> Perpetual (on-going)		
<input type="checkbox"/> Date certain for dissolution _____		
4. The name and address of the resident agent/office in Rhode Island is:		
Agent Name United Agent Group Inc.		
Street Address (NOT a P.O. Box) 10 Dorrance Street #700		
City/Town Providence	State RHODE ISLAND	Zip Code 02903
5. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:		
Broker Dealer		
Check the box to indicate an attachment <input type="checkbox"/>		

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

12:11

**FILED
 STAMP**
 JUL 21 2022

BY gab@apnj

6. The RI Department of State is appointed the agent of the foreign limited liability company for service of process if, at any time, there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

7. The address of the office required to be maintained in the state or country of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited liability company is:

One Franklin Parkway, San Mateo, CA 94403

8. The mailing address for the limited liability company is:

100 International Drive, Baltimore, MD 21202

9. Management of the Limited Liability Company:

The Limited Liability Company is to be managed by: **CHECK ONLY ONE BOX**

By its members (If you have checked this box, **DO NOT** fill out the chart below)

By one (1) or more managers (List managers below)

MANAGER	ADDRESS

10. This application must be accompanied by a Certificate of Good Standing/Letter of Status from the state or country of formation dated within 60 days of the date of filing.

11. Date when this application for Certificate of Registration will be effective: **CHECK ONE BOX ONLY**

Date received (Upon filing)

Later effective date (Date must be no more than 90 days from the date of filing) _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

Type or Print Name of LLC Kevin Duteau, Attorney-in-Fact	Date 7/20/2022
-------------------------------------------------------------	-------------------

Signature of Authorized Person 

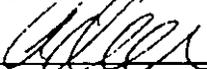
Limited Power of Attorney

The undersigned Officer of **Franklin Distributors, LLC** a Delaware entity ("the Company"), appoints Kevin Duteau as attorney-in-fact(s) for the Company and its subsidiaries for the limited purposes authorized in this Limited Power of Attorney. Adia Myles, Special Manager grants to the attorney-in-fact the power to execute the documents necessary to change the registered agent, change of address, amendments, fictitious name registrations, fictitious name renewals, qualifications, annual reports, amended annual reports, initial reports, obtain tax clearance/compliance certificate(s), withdraw, dissolve, reinstate, convert or form the Company and its subsidiaries. The named individuals shall act in such office and with such authority as is required to effect the changes contemplated in this Limited Power of Attorney.

This Limited Power of Attorney expires on the earlier of (a) the filing of change of registered agents and/or change of address and/or amendments and/or fictitious name registrations and/or fictitious name renewals and/or qualifications and/or annual reports and/or amended annual reports and/or initial reports and/or withdraw and/or dissolve and/or formations and/or reinstate for the Company and its subsidiaries or (b) six months after the Effective Date set forth below. The Company may revoke this Power of Attorney at any time by written notice to United Agent Group, 100 Beard Sawmill Road, Shelton, CT 06484.

The undersigned has executed this Limited Power of Attorney effective as of this 20th day of July, 2022.

Franklin Distributors, LLC

By: 

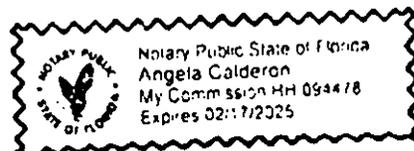
Name: Adia Myles

Title: Special Manager

STATE OF FLORIDA
COUNTY OF PALM BEACH

Subscribed and sworn to before me this 20th day of July, 2022.


Notary Public



Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FRANKLIN DISTRIBUTORS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF JULY, A.D. 2022.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FRANKLIN DISTRIBUTORS, LLC" WAS FORMED ON THE FIRST DAY OF DECEMBER, A.D. 2000.

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



3323891 8300

SR# 20222993382

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

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

Authentication: 203920328

Date: 07-14-22



State of Rhode Island
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island,
hereby certify that this document, duly executed in accordance with the provisions
of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this
office on this day:

July 21, 2022 12:11 PM

A handwritten signature in blue ink that reads "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

