



State of Rhode Island

Department of State - Business Services Division

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Application for Certificate of Authority

FOREIGN Business 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:

Discover Bank

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:

Discover Bank Inc.

(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: 04/04/1911

And the period of its duration is: **CHECK ONE BOX ONLY**☒ Perpetual (on-going)

Date certain for dissolution _____

5. The address of its principal office is:

2500 Lake Cook Road, Riverwoods, IL 60015

6. The name and address of the initial registered agent/office in Rhode Island:

Agent Name

C T Corporation System

Street Address (NOT a P.O. Box)

450 Veterans Memorial Parkway, Suite 7A

City/Town

East Providence

State

RHODE ISLAND

Zip Code

02914

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

Credit card issuer and retail bank operations

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
Thomas G. Maheras	2500 Lake Cook Road, Riverwoods, IL 60015
Jeffrey S. Aronin	2500 Lake Cook Road, Riverwoods, IL 60015
Gregory C. Case	2500 Lake Cook Road, Riverwoods, IL 60015
Candace H. Duncan	2500 Lake Cook Road, Riverwoods, IL 60015

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	Michael J. Shepherd	2500 Lake Cook Road, Riverwoods, IL 60015
VICE PRESIDENT	Patricia S. Hall	2500 Lake Cook Road, Riverwoods, IL 60015
TREASURER	Li Ma	2500 Lake Cook Road, Riverwoods, IL 60015
SECRETARY	Hope D. Mehlman	2500 Lake Cook Road, Riverwoods, IL 60015

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
1,400	Common		25

10. An estimate, **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. (Note: Percentage obtained from worksheet.)

0 %

11. An estimate, **as a percentage**, of 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. (Note: Percentage obtained from worksheet.)

0.410 %

12. 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 this filing.

13. Date when the Certificate of Authority 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 Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

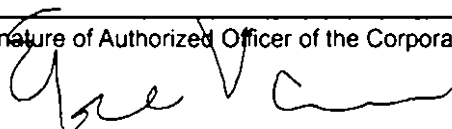
Type or Print Name of Authorized Officer

EFIE VAINIKOS, ASST. SECRETARY

Date

06/28/2024

Signature of Authorized Officer of the Corporation

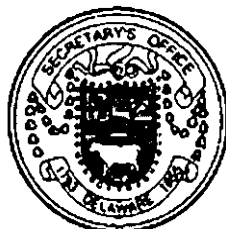


Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "DISCOVER BANK" 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 TWELFTH DAY OF JUNE, A.D. 2024.



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SR# 20242848924

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



Jeffrey W. Bullock, Secretary of State

Authentication: 203689790

Date: 06-12-24



State of Rhode Island

Department of State | Office of the Secretary of State

Gregg M. Amore, *Secretary of State*

I, GREGG M. AMORE, 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:

June 28, 2024 01:12 PM

A handwritten signature in black ink, reading 'Gregg M. Amore'.

Gregg M. Amore
Secretary of State

