



State of Rhode Island
Department of State - Business Services Division

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 BUS SVCS DIV
 2021 FEB 26 AM 10:08

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: Associated Bank, National Association		
2. It is incorporated under the laws of: Federally chartered		
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: We intend to register under the name of the corporation listed in question 1 above. See attached non-objection letter. (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: 11/12/1998		
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 _____		
5. The address of its principal office is: 200 North Adams Street, Green Bay, Wisconsin 54301		
6. The name and address of the initial registered agent/office in Rhode Island:		
Agent Name C.T. Corporation System		
Street Address (<u>NOT</u> 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:

Solicitation of car dealerships to enter into indirect auto lending contracts with the Bank.

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

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		
VICE PRESIDENT		
TREASURER		
SECRETARY		

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
500,00	Common		\$1.00
250,000	Preferred		None

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.)

0.125 %

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.)

0.45 %

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

Randall J. Erickson, EVP, General Counsel and Corporate Secretary

Date

2/25/2021

Signature of Authorized Officer of the Corporation



Attachment

8(a) The names and respective addresses of its directors

Name	Address
Bergstrom, John F.	433 Main Street, Green Bay, Wisconsin 54301
Crowley, Jr., Michael T.	433 Main Street, Green Bay, Wisconsin 54301
Flynn, Philip B.	433 Main Street, Green Bay, Wisconsin 54301
Gerken, R. Jay	433 Main Street, Green Bay, Wisconsin 54301
Greffin, Judith P.	433 Main Street, Green Bay, Wisconsin 54301
Haddad, Michael J.	433 Main Street, Green Bay, Wisconsin 54301
Hutchinson, William R.	433 Main Street, Green Bay, Wisconsin 54301
Jeffe, Robert A.	433 Main Street, Green Bay, Wisconsin 54301
Kamerick, Eileen A.	433 Main Street, Green Bay, Wisconsin 54301
Klappa, Gale E.	433 Main Street, Green Bay, Wisconsin 54301
Lommen, Richard T.	433 Main Street, Green Bay, Wisconsin 54301
Nettles, Cory L.	433 Main Street, Green Bay, Wisconsin 54301
Van Lith, Karen T.	433 Main Street, Green Bay, Wisconsin 54301
Williams, John (Jay) B.	433 Main Street, Green Bay, Wisconsin 54301



CERTIFICATE OF CORPORATE EXISTENCE

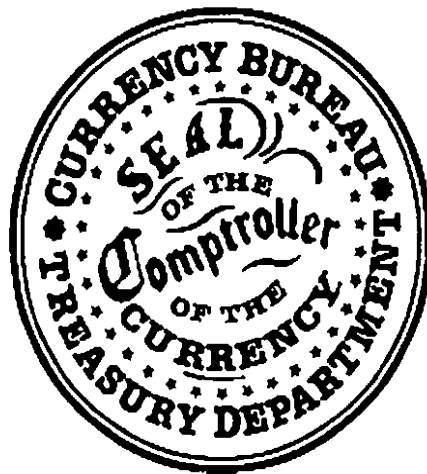
I, Brian Brooks, Acting Comptroller of the Currency, do hereby certify that:

1. The Comptroller of the Currency, pursuant to Revised Statutes 324, et seq, as amended, and 12 USC 1, et seq, as amended, has possession, custody, and control of all records pertaining to the chartering, regulation, and supervision of all national banking associations.

2. "Associated Bank, National Association," Green Bay, Wisconsin (Charter No. 23695), is a national banking association formed under the laws of the United States and is authorized thereunder to transact the business of banking on the date of this certificate.

IN TESTIMONY WHEREOF, today, June 1, 2020, I have hereunto subscribed my name and caused my seal of office to be affixed to these presents at the U.S. Department of the Treasury, in the City of Washington, District of Columbia

Acting Comptroller of the Currency





State of Rhode Island
DEPARTMENT OF BUSINESS REGULATION
1511 Pontiac Avenue, Bldg. 68-1
Cranston, Rhode Island 02920

Division of Banking

February 24, 2021

Andrew Spillane, Attorney
Godfrey Kahn SC.
833 E. Michigan Street, Ste. 1800
Milwaukee, WI 53201-5615
Aspillane@gklaw.com
(sent electronically)

**Re: Associated Bank, National Association (the "Bank")
Request for Approval to Use the Word "Bank" in Corporate Name**

Dear Mr. Spillane:

The Division of Banking ("Division") acknowledges receipt on February 24, 2021 of your email regarding the ability of Associated Bank, National Association, a Federally Chartered Bank, that is regulated by the Office of the Comptroller of the Currency and insured by the Federal Deposit Insurance Corporation, to use the word "Bank" when transacting Rhode Island banking activity. The activity proposed involves employees of the Associated Bank, National Association, soliciting car dealerships to enter into indirect auto lending contracts with the Bank.

R. I. Gen. Laws § 19-4-17 expressly permits a bank organized under the laws of the United States or a state other than Rhode Island to use the word "Bank".

(a) No person, except regulated institutions, including any bank or trust company that has established a trust branch office in this state pursuant to the provisions of § 19-3.1-6(b), or banks or credit unions organized under the laws of the United States or of any other state within the United States shall use any sign at the place where its business is transacted, having on it any name containing the word or words "bank", "savings bank", "loan and investment bank", "trust company", "credit union", or other word or words, indicating, in the opinion of the director or the director's designee, that the place or office is the place or office of a regulated institution or bank or credit union duly organized under the laws of the United States or of any other state within the United States. **The secretary of state shall not accept for filing any articles of association or incorporation, or amendment thereof, containing the word or words without the approval of the director or the director's designee.**

(b) No person, except regulated institutions, including any bank or trust company that has established a trust branch office in this state pursuant to the provisions of § 19-3.1-6(b), or other

Andrew Spillane, Associated Bank

February 24, 2021

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banks or credit unions duly organized under the laws of the United States or of any other state within the United States, shall use or circulate any written or printed or partly written and partly printed paper whatsoever, having on it any name or other word or words indicating that its business is the business of a regulated institution or other bank or credit union duly organized under the laws of the United States or of any other state within the United States.

The Division therefore has no objection to the use by Associated Bank, National Association, of the word "Bank" in its corporate name.

Please contact the undersigned at either (401) 462-9570 or at sara.cabral@dbr.ri.gov with any questions you may have regarding this matter.

Very truly yours,

A handwritten signature in black ink that reads "Sara Paterson Cabral". The signature is written in a cursive, flowing style.

Sara Paterson Cabral
State Chief Bank Examiner



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:

February 26, 2021 10:08 AM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

