

# Office of the Minnesota Secretary of State

## Business Trust | Original Filing

Minnesota Statutes, Chapter 318



**NOTE:** Business Trusts are now filed as Official Documents of the State. There is no fee for filing these documents.  
Please review Minnesota Statute Chapter 318 prior to filing any documents.  
See Page 2 for Minnesota Statutes 318.01-318.06, or, <https://www.revisor.mn.gov/statutes/?id=318>

1. **Name of Trust:** (Required) Principle Merchants Leasing, Ltd.
2. **Home Jurisdiction:** (Required) Delaware
3. **Complete Registered Office Address & Agent in Minnesota** (Required):
  - a. **Agent Name:** Registered Agent Solutions, Inc.
  - b. **Address:** 1010 Dale Street North
  - c. **City, State, Zip** St. Paul, MN 55117
4. **Trustees** (Minimum 2 Required for Minnesota Trusts):
  - a. **Trustee:** Wilmington Trust Company - 1100 N Market Street, Wilmington, DE 19801
  - b. **Trustee:** \_\_\_\_\_
    - i. Attach additional sheets if necessary.
5. **Declaration of Trust Information** (Required) –
  - a. Attach a Copy of the Trust
  - b. Attach a Declaration by a Trust Official that the copy submitted is a true copy
6. **Documentation for Non-Minnesota Trusts.**
  - a. In addition to the above, attach a Certificate of Existence or Status from the Home State authenticating the prior filing of the trustees.
7. **This Trust is:** ☒ Perpetual \_\_\_\_\_ Not Perpetual and expires \_\_\_\_\_
8. **This Trust has been approved by the Commissioner of Commerce to transact the business of insurance**  
☒ No \_\_\_\_\_ Yes, and a copy of the Approval of the Commissioner of Commerce is attached.

I certify that the documents filed constitute a true and correct copy of the "declaration of trust" in accordance with Minnesota Statutes 318.02.

Eric C. Kardon

Signature

10/4/2017

Date

List a name, e-mail address, and daytime telephone number of a person who can be contacted about this form:

Registered Agent Solutions, Inc.

orders@rasi.com

888-705-7274

Name

e-mail address

Telephone Number

All of the information on this form is public. Minnesota law requires certain information to be provided for this type of filing. If that information is not included, your document may be returned unfiled. This document can be made available in alternative formats, such as large print, Braille or audio tape, by calling 651-296-2803/voice. For a TTY/TTD (deaf and hard of hearing) communication, contact the Minnesota Relay Service at 1-800-3529 and ask them to place a call to 651-296-2803. The Secretary of State's Office does not discriminate on the basis of race, creed, color, sex, sexual orientation, national origin, age, marital status, disability, religion, reliance on public assistance or political opinions or affiliations in employment or the provision of service.

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# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRINCIPLE MERCHANTS LEASING, LTD." 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 EIGHTEENTH DAY OF SEPTEMBER, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PRINCIPLE MERCHANTS LEASING, LTD." WAS FORMED ON THE SEVENTEENTH DAY OF FEBRUARY, A.D. 2009.



4656516 8300

SR# 20176208922

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

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

Authentication: 203241869

Date: 09-18-17

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "PRINCIPLE MERCHANTS LEASING, LTD." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF STATUTORY TRUST REGISTRATION, FILED THE SEVENTEENTH DAY OF FEBRUARY, A.D. 2009, AT 2:43 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID STATUTORY TRUST, "PRINCIPLE MERCHANTS LEASING, LTD.".



4656516 8100H  
SR# 20176208938

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

Authentication: 203241878  
Date: 09-18-17

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:43 PM 02/17/2009  
FILED 02:43 PM 02/17/2009  
SRV 090148700 - 4656516 FILE

**CERTIFICATE OF TRUST OF  
PRINCIPLE MERCHANTS LEASING, LTD.**

This Certificate of Trust of Principle Merchants Leasing, LTD. (the "Trust"), dated as of December 31, 2008 (the "Certificate of Trust"), is being duly executed and filed by the undersigned, as trustee, to form a statutory trust under the Delaware Statutory Trust Act (12 Del. C. § 3801 et seq.) (the "Act").

1. Name. The name of the statutory trust formed hereby is Principle Merchants Leasing, LTD.
2. Delaware Trustee. The name and business address of the trustee of the Trust in the State of Delaware are Wilmington Trust Company, 1100 North Market Street, Wilmington, DE 19890-0001, Attn: Corporate Trust Administration.
3. Duly Authorized. The Trustee is duly authorized to sign this Certificate of Trust.
4. Series. Pursuant to Section 3806(b)(2) of the Act, the Trust shall issue one or more series of beneficial interests having the rights and preferences set forth in the governing instrument of the Trust, as the same may be amended from time to time (each a "Series").
5. Notice of Limitation of Liabilities of each Series. Pursuant to Section 3804(a) of the Act, there shall be a limitation on liabilities of each Series such that (a) the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to a particular Series shall be enforceable against the assets of such Series only, and not against the assets of the Trust generally or the assets of any other Series thereof and (b) none of the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to the Trust generally or any other Series thereof shall be enforceable against the assets of such Series.
6. Power of Attorney. Merchants Automotive Group, Inc. (the "Company") has been designated by the Trust as the true and lawful attorney-in-fact for and on behalf of the Trust, with full power and authority to perform any and all acts related to managing, servicing, administering and collecting any part of the corpus of the Trust and is authorized and empowered to execute and deliver, on behalf and in the name of the Trust, any and all instruments, certificates or other documents relating thereto. The Company also has the right, power and authority to designate in writing other persons and entities ("Company Designees") as true and lawful attorneys-in-fact for and on behalf of the Trust to do anything that the Company has the power to do under this paragraph. Without limiting the generality of the foregoing, the Company or any Company Designee is hereby authorized and empowered by the Trust to execute and deliver, on behalf of the Trust, any and all applications for certificates of title or duplicates of such certificates in the name of the Trust, any and all applications for registrations of vehicles and/or license plates, any and all applications for transfers of certificates of title or registrations for vehicles and/or license plates, and any and all other instruments, certificates or other documents which the Company or a Company Designee deems necessary or advisable to record,

hold or release title to and/or registration of motor vehicles in the name of the Trust. A photocopy or original of this Certificate of Trust shall have the same effect as an original, manually signed and acknowledged Power of Attorney.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Trust as of the date first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Trustee

By:         JCM          
Name: J. Christopher Murphy  
Title: Financial Services Officer

Acknowledgment

STATE OF DELAWARE           )  
  )ss.  
COUNTY OF NEW CASTLE    )

On this 21<sup>st</sup> day of December, 2008, before me personally appeared J. Christopher Murphy, who acknowledged himself to be an officer of the above Trustee, and that he, as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained as the free act and deed of said Trustee, and as his free act and deed as an officer of said Trustee.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Karen M Davis  
Notary Public

My commission expires:  
KAREN M. DAVIS  
Notary Public - State of Delaware  
My Comm. Expires Nov. 8, 2009

