

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) GELCO FLEET TRUST
2. **Home Jurisdiction:** (Required) Delaware
3. **Complete Registered Office Address & Agent in Minnesota** (Required):
 - a. Agent Name: Corporation Service Company
 - b. Address: 2345 Rice Street Suite 230
 - c. City, State, Zip: Roseville, MN 55113
4. **Trustees** (Minimum 2 Required for Minnesota Trusts):
 - a. Trustee: Element Fleet Corporation
 - 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.

M. Faly
Signature

2/25/19
Date

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

Vicki Schlierer

vschlierer@cogencyglobal.com

518.213.0886

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 unfilled. 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 "GELCO FLEET TRUST" 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 FEBRUARY, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID "GELCO FLEET TRUST" IS A SERIES STATUTORY TRUST.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GELCO FLEET TRUST" WAS FORMED ON THE TENTH DAY OF APRIL, A.D. 2002.



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

3512398 8300E

SR# 20191028369

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

Authentication: 202263835

Date: 02-14-19

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Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF STATUTORY TRUST REGISTRATION OF "D.L. PETERSON TRUST", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE, A.D. 1999, AT 5 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF STATUTORY TRUST REGISTRATION IS THE THIRTIETH DAY OF JUNE, A.D. 1999.




Jeffrey W. Bullock, Secretary of State

3063477 8100
SR# 20190737906

Authentication: 202202993
Date: 02-05-19

**CERTIFICATE OF TRUST
OF
D.L. PETERSON TRUST**

This Certificate of Trust of D.L. Peterson Trust (the "Trust") is being duly executed and filed on behalf of the Trust by the undersigned, as Trustees, to form a business trust under the Delaware Business Trust Act (12 Del. C. Section 3801 et seq.) (the "Act").

1. Name. The name of the trust formed hereby is D.L. Peterson Trust.
2. Delaware Trustee. The name and the business address of the trustee of the Trust in the State of Delaware is Wilmington Trust Company, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001, Attention: Corporate Trust Administration.
3. 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").
4. 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.
5. Effective Date. This Certificate of Trust shall be effective June 30, 1999.
6. Powers of Attorney. PHH Vehicle Management Services LLC (the "Servicer") has been designated by the Trustees and the Trust as the true and lawful attorney-in-fact for and on behalf of the Trustees and 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 Servicer also has the right, power and authority to designate in writing other persons and entities ("Servicer Designees") as true and lawful attorneys-in-fact for and on behalf of the Trustees and the Trust to do anything that PHH Vehicle Management Services LLC has the power to do under this paragraph. Without limiting the generality of the foregoing, PHH Vehicle Management Services LLC or any Servicer Designee is hereby authorized and empowered by the Trustees and the Trust to execute and deliver, on behalf of the Trustees and 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, any and all other instruments, certificates or other documents which PHH Vehicle Management Services LLC or a Servicer 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.

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

By: 

Name:

Norma P. Closs

Title:

Vice President

PHH VEHICLE MANAGEMENT SERVICES
LLC, as UTI Trustee

By: _____

Name:

Title:

certificates of title or registrations for vehicles and/or license plates, any and all other instruments, certificates or other documents which PHH Vehicle Management Services LLC or a Servicer 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.

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

By: _____
Name:
Title:

PHH VEHICLE MANAGEMENT SERVICES
LLC, as UTI Trustee

By: Joseph W. Weikel
Name: Joseph W. Weikel
Title: Vice President

Acknowledgment

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

On this 29th day of June, 1999, before me personally appeared Norma Glass, who acknowledged himself to be an officer of the above Delaware Trustee and that he, as such officer, being authorized to do so, executed and delivered the foregoing instrument for the purposes therein contained as the free act and deed of said Delaware Trustee, and as his free act and deed as an officer of said Delaware Trustee.

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

Janel R. Havrilla
Notary Public
JANEL R. HAVRILLA
My commission expires ~~NOTARY PUBLIC-DELAWARE~~
My Commission Expires February 2, 2001

Acknowledgment

STATE OF MARYLAND)
) ss.
COUNTY OF Baltimore)

On this 29th day of June, 1999, before me personally appeared Joseph F. Michel, who acknowledged himself to be an officer of the above UTI Trustee and that he, as such officer, being authorized to do so, executed and delivered the foregoing instrument for the purposes therein contained as the free act and deed of said UTI Trustee, and as his free act and deed as an officer of said UTI Trustee.

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

JoAnn Slagle
Notary Public

My commission expires: 12/1/2000



Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "D.L. PETERSON TRUST", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2017, AT 4:03 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE FIRST DAY OF JANUARY, A.D. 2018 AT 12:01 O'CLOCK A.M.



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

3063477 8100
SR# 20190737906

Authentication: 202202992
Date: 02-05-19

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

**RESTATED CERTIFICATE OF TRUST
OF
D.L. PETERSON TRUST**

This Restated Certificate of Trust of D.L. Peterson Trust (the "Trust") is being duly executed and filed on behalf of the Trust by the undersigned, as the Delaware Trustee, to amend and restate the Certificate of Trust of the Trust (the "Certificate of Trust"), which was originally filed with the Secretary of State of the State of Delaware effective from June 30, 1999, pursuant to Section 3810 of the Delaware Statutory Trust Act (12 Del. C. Section 3810 et seq.) (the "Act"). The Certificate of Trust of the Trust is hereby amended and restated in its entirety, pursuant to Section 3810(c)(1) of the Act, to read as follows:

1. Name. The name of the trust is D.L. Peterson Trust.
2. Delaware Trustee. The name and the business address of the trustee of the Trust in the State of Delaware is Wilmington Trust Company, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890, Attention: Corporate Trust Administration.
3. Series. Pursuant to Section 3806(b)(2) of the Act, the Trust shall issue one or more series of beneficial ownership 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").
4. 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) except to the extent required by law or specified in the governing instrument, 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.
5. Power of Attorney. Element Fleet Corporation (the "Servicer") 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 other documents relating thereto. The Servicer also has the right, power and authority to designate in writing other persons and entities ("Servicer Designees") as true and lawful attorneys-in-fact for and on behalf of the Trust to do anything that the Servicer has the power to do under this Section 5. Without limiting the generality of the foregoing, the Servicer or any Servicer 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, any and all other instruments, certificates or other documents which the Servicer or a Servicer 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 Restated Certificate of Trust shall have the same effect as an original, manually signed and acknowledged power of attorney.

6. Effective. This Restated Certificate of Trust of the Trust is to become effective at 12:01 A.M. EST, January 1, 2018.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed this Restated
Certificate of Trust on the 27th day of December, 2017

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

By: _____

Name:

Jennifer A. Luce

Title:

Vice President

Acknowledgment

STATE OF DELAWARE)

) ss.:

COUNTY OF NEW CASTLE)

On this 21st day of Dec., 2017, before me personally appeared Jennifer Luce, who acknowledged himself to be an officer of the above Delaware Trustee and that he, as such officer, being authorized to do so, executed and delivered the foregoing instrument for the purposes therein contained as the free act and deed of said Delaware Trustee, and as his free act and deed as an officer of said Delaware Trustee.

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



Patricia A. Bradenburg
Notary Public

My commission expires: _____