

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) Tesla Lease Trust
2. **Home Jurisdiction:** (Required) Delaware
3. **Complete Registered Office Address & Agent in Minnesota (Required):**
  - a. **Agent Name:** CT Corporation System Inc.
  - b. **Address:** 100 South Fifth Street, Suite 1075
  - c. **City, State, Zip** Minneapolis, MN 55402
4. **Trustees (Minimum 2 Required for Minnesota Trusts):**
  - a. **Trustee:** Jonathan Chang
  - b. **Trustee:** William Donnelly
    - 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.

Signature [Handwritten Signature]

Date 7/1/2014

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

<u>Ingrid Robertson</u>	<u>legal@teslamotors.com</u>	<u>650-681-5628</u>
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

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TESLA LEASE 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 EIGHTH DAY OF MAY, A.D. 2014.



5428423 8300

140594194

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

A handwritten signature in black ink, appearing to read "JWB", is written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 1357636

DATE: 05-08-14

# Delaware

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*The First State*


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 "TESLA LEASE TRUST", FILED IN THIS OFFICE ON THE SIXTH DAY OF NOVEMBER, A.D. 2013, AT 4:28 O'CLOCK P.M.



5428423 8100

131279827

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

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0875979

DATE: 11-07-13

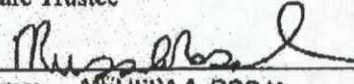
**CERTIFICATE OF TRUST OF  
TESLA LEASE TRUST**

This Certificate of Trust of Tesla Lease Trust (the "Trust"), dated as of November 6, 2013 (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 Tesla Lease Trust.
2. Delaware Trustee. The name and business address of the Trustee of the Trust in the State of Delaware is U.S. Bank Trust National Association, 300 Delaware Avenue, 9th Floor, Wilmington, Delaware 19801.
3. Series. Pursuant to Section 3806(b)(2) of the Act, the Trust may 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. Tesla Finance LLC ("TFL") 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 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, all instruments, certificates or other documents relating thereto. TFL also has the right, power and authority to designate in writing other persons and entities ("TFL Designees") as true and lawful attorneys-in-fact for and on behalf of the Trust to do anything that TFL has the power to do under this paragraph. Without limiting the generality of the foregoing, TFL and each TFL Designee is hereby authorized and empowered by the Trust to execute and deliver, on behalf of the Trust, all applications for certificates of title or duplicates of such certificates in the name of the Trust, all applications for registrations of vehicles and/or license plates, all applications for transfers of certificates of title or registrations for vehicles and/or license plates, all other instruments, certificates or other documents that TFL or any TFL Designee deems necessary or advisable to record, hold or release title to and/or registration of 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 duly executed this Certificate of Trust as of the date first above written in accordance with the Act.

**U.S. BANK TRUST NATIONAL  
ASSOCIATION**, not in its individual capacity, but  
solely as Administrative Trustee, UTI Trustee and  
Delaware Trustee

By: 

Name: MELISSA A. ROSAL  
Title: VICE PRESIDENT

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Acknowledgment

STATE OF ILLINOIS            )  
  )ss  
COUNTY OF COOK            )

On this 6th day of November, 2013, before me personally appeared MELISSA A. ROSAL, 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.

*Erika Forstay*  
Notary Public

My commission expires:

12-8-2014

