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FOREIGN PROFIT/NONPROFIT CORPORATION

Vera Bradley Designs Inc

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Electronic Filing Menu

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Help

9/20/07
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Vera Bradley Designs Inc

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Indiana

(State or country under the law of which it is incorporated)

3. 35-1556781

(FEI number, if applicable)

4. November 15, 1982

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6.

(Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2208 Production Road, Fort Wayne, IN 46808

(Principal office address)

2208 Production Road, Fort Wayne, IN 46808

(Current mailing address)

8. Design, manufacture and sale of women's handbags and accessories

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: NRAI Services, Inc.

Office Address: 2731 Executive Park Dr., Suite 4

Weston, Florida 33331

(City)

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature of Registered Agent: [Handwritten Signature] Asst. Secretary

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Barb Baekgaard, Patricia Miller, Mike Miller and Bob Hall

Address: 2208 Production Road, Fort Wayne, IN 46808

Director: _____

Address: _____

B. OFFICERS

President: Barb Baekgaard and Patricia Miller

Address: 2208 Production Road

Fort Wayne, IN 46808

Vice President: Kim Mack

Address: 2208 Production Road

Fort Wayne, IN 46808

Secretary: _____

Address: _____

Treasurer: David Traylor

Address: 2208 Production Road, Fort Wayne, IN 46808

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. David Traylor, Officer
(Typed or printed name and capacity of person signing application)

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STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greetings:

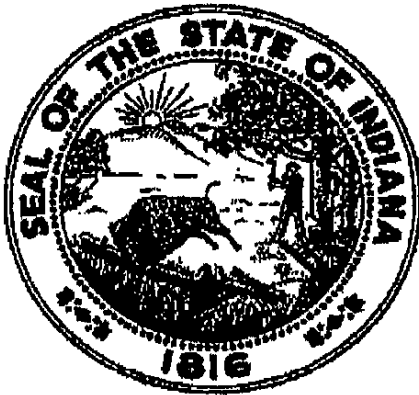
I, TODD ROKITA, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records, and proper official to execute this certificate.

I further certify that records of this office disclose that

VERA BRADLEY DESIGNS INC

duly filed the requisite documents to commence business activities under the laws of State of Indiana on November 15, 1982, and was in existence or authorized to transact business in the State of Indiana on August 09, 2007.

I further certify this For-Profit Domestic Corporation has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution or expiration has been filed or taken place.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the city of Indianapolis, this Ninth Day of August, 2007.

TODD ROKITA, Secretary of State

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