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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

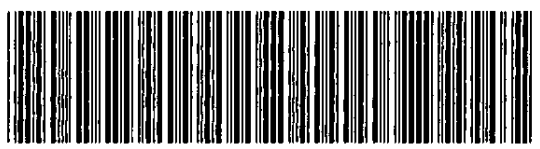
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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COVER LETTER

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TALLAHASSEE, FLORIDA

TO: New Filing Section
Division of Corporations

SUBJECT: TD Insurance, Inc.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Lydia McIlwain

Name of Person

TD Bank, N.A.

Firm/Company

Legal Dept., Two Portland Square

Address

Portland, ME 04101

City/State and Zip code

lydia.mcilwain@tdbanknorth.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lydia McIlwain

Name of Person

at (207) 756-6852

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Cop
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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

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

2. Maine 3.
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 19, 1910 5. perpetual
(Date of incorporation) (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. 75 John Roberts Road, South Portland, ME 04106
(Principal office address)

75 John Roberts Road, South Portland, ME 04106
(Current mailing address)

8. Insurance agency
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301-2525
(City) (Zip code)

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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.

Danielle Ellenberger Asst. V.P.
(Registered agent's signature) DANIELLE ELLENBERGER

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.

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

A. DIRECTORS

Chairman: Joseph Fico

Address: 75 John Roberts Road
South Portland, ME 04106

Vice Chairman: Mark Crandall

Address: 75 John Roberts Road
South Portland, ME 04106

Director: Bernard Dorval

Address: 75 John Roberts Road
South Portland, ME 04106

Director: R. Scott Bacon

Address: 75 John Roberts Road
South Portland, ME 04106

B. OFFICERS

President: Joseph Fico

Address: 75 John Roberts Road
South Portland, ME 04106

Vice President: William Clifford

Address: 75 John Roberts Road
South Portland, ME 04106

Secretary: F. Jay Meyer

Address: Legal Dept., Two Portland Square, Portland, ME 04101

Treasurer: Dana Scribner

Address: 75 John Roberts Road, South Portland, ME 04106

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. F. Jay Meyer, Secretary
(Typed or printed name and capacity of person signing application)

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State of Maine



Department of the Secretary of State

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TALLAHASSEE, FLORIDA

I, the Secretary of State of Maine, certify that according to the provisions of the Constitution and Laws of the State of Maine, the Department of the Secretary of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and of the reports of organization, amendment and dissolution of corporations and annual reports filed by the same.

I further certify that TD INSURANCE, INC, formerly MPN HOLDINGS, formerly MORSE, PAYSON AND NOYES, formerly MORSE, PAYSON & NOYES INSURANCE, formerly TD BANKNORTH INSURANCE AGENCY, INC. is a duly organized business corporation under the laws of the State of Maine and that the date of incorporation is May 19, 1910.

I further certify that on:

May 19, 1910	ARTICLES OF INCORPORATION were filed.
November 09, 1918	CHANGE IN AUTHORIZED CAPITAL STOCK was filed.
December 04, 1950	CHANGE IN AUTHORIZED CAPITAL STOCK was filed.
December 21, 1950	MERGER was filed.
December 30, 1974	CHANGE IN AUTHORIZED CAPITAL STOCK was filed.
February 27, 1976	CHANGE IN AUTHORIZED CAPITAL STOCK was filed.
December 11, 1978	CHANGE OF CLERK was filed.
March 14, 1979	CHANGE OF CLERK was filed.
June 21, 1983	RESOLUTION/AUTHORIZATION FOR USE OF SIMILAR NAME was filed.
February 13, 1984	RESOLUTION/AUTHORIZATION FOR USE OF SIMILAR NAME was filed.
May 17, 1984	DIRECTORS CHANGED BY BYLAWS were filed.
August 22, 1984	RESOLUTION/AUTHORIZATION FOR USE OF SIMILAR NAME was filed.
August 22, 1984	RESOLUTION/AUTHORIZATION FOR USE OF SIMILAR NAME was filed.
April 17, 1985	CHANGE IN NUMBER AND/OR EXISTENCE OF DIRECTORS was filed.
December 31, 1985	MERGER was filed.
December 31, 1987	CHANGE OF REGISTERED OFFICE was filed.
October 31, 1988	RESTATEMENT was filed.
October 10, 1997	CHANGE OF CLERK AND REGISTERED OFFICE was filed.
October 10, 1997	MERGER was filed.
July 27, 1998	CHANGE OF CLERK AND REGISTERED OFFICE was filed.
December 22, 1999	MERGER was filed.
January 23, 2001	ASSUMED NAME was filed.
December 31, 2002	MERGER was filed.
July 31, 2003	MERGER was filed.
December 22, 2004	ASSUMED NAME was filed.
May 12, 2005	MERGER was filed.
December 30, 2005	ASSUMED NAME was filed.
December 18, 2007	ASSUMED NAME was filed.
July 07, 2008	CHANGE OF CLERK was filed.
September 29, 2008	MERGER was filed.

No further amendments have been filed to date.

I further certify that said business corporation has filed annual reports due to this Department, and that no action is now pending by or on behalf of the State of Maine to forfeit the charter and that according to the records in the Department of the Secretary of State, said corporation is a legally existing business corporation in good standing under the laws of the State of Maine at the present time.

In testimony whereof, I have caused the Great Seal of the State of Maine to be hereunto affixed. Given under my hand at Augusta, Maine, this twenty-eighth day of September 2009.



A handwritten signature in black ink, appearing to read "Matthew Dunlap".

MATTHEW DUNLAP
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA