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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

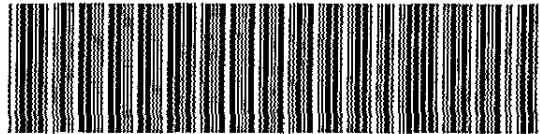
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W02-31817

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CLERK OF COURT  
TALLAHASSEE, FLORIDA

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Vanguard America Co.  
(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", 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:

Scott R. McCray  
(Name of Person)

Vanguard America Co.  
(Firm/Company)

401 Harrison Oaks Blvd, Suite 210  
(Address)

Cary NC 27513  
(City/State and Zip code)

For further information concerning this matter, please call:

Scott R. McCray at ( 919 ) 678-8393  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**  
Registration 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 Copy    ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

November 6, 2002

SCOTT R. MCCRAY  
VANGUARD AMERICA CO.  
401 HARRISON OAKS BLVD., SUITE 210  
CARY, NC 27513

SUBJECT: VANGUARD AMERICA CO.  
Ref. Number: W02000031817

We have received your document for VANGUARD AMERICA CO. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 502A00060642

## RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Scott R. McCray, do hereby certify  
(Name)

that this Resolution of the Board of Directors of Vanguard America Co.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of North Carolina,  
was duly adopted on December 1, 2002.

Be it resolved, that Vanguard America Co.,  
(Corporate Name)

organized and existing in the State of North Carolina, hereby adopts the name  
Vanguard America Insurance Marketing Co. for use in Florida.

Dated: 12/1/02

[Signature]  
Signature of either Chairman, Vice Chairman or any officer

Scott R. McCray  
Type or print name

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STATE OF FLORIDA  
TALLAHASSEE

Make checks payable to Florida Department of State and mail to:  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**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. Vanguard America Company  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. North Carolina 3. 31-1132090  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/14/01 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1/1/02  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 401 Harrison Oaks Blvd. Suite 210 Cary NC 2757  
(Principal office address)

Same  
(Current mailing address)

8. sale and marketing of insurance  
(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 or Mail Drop Box **NOT** acceptable)

Name: Paul White

Office Address: 4738 Old Farm Road

Sarasota  
(City)

Florida 34223  
(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.*

(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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DEPARTMENT OF STATE  
TALLAHASSEE FLORIDA

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

A. DIRECTORS

Chairman: see attached

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: see attached

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13. Scott L. McCray VP  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Scott L. McCray VP  
(Typed or printed name and capacity of person signing application)

# 12. Officers/Directors of Vanguard America Co.

Name	Title	Business Address
Creedy, Alan D.	Pres/Dir/Shareholder	401 Harrison Oaks Bkvd., Ste 210 Cary NC 27513
McCray, Scott R.	VP/Dir/Shareholder	401 Harrison Oaks Bkvd., Ste 210 Cary NC 27513
Toale, David V.	VP/Dir/Shareholder	401 Harrison Oaks Bkvd., Ste 210 Cary NC 27513
White, Paul E.	VP/Dir/Shareholder	401 Harrison Oaks Bkvd., Ste 210 Cary NC 27513
Will, James H.	Sec./Treas./Dir/Shareholder	401 Harrison Oaks Bkvd., Ste 210 Cary NC 27513



# NORTH CAROLINA

## Department of The Secretary of State

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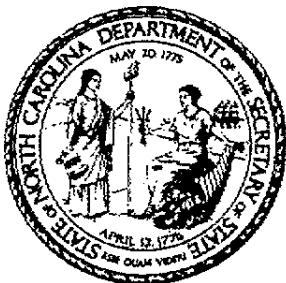
### CERTIFICATE OF EXISTENCE

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

#### **VANGUARD AMERICA CO.**

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 14th day of December, 2001, with its period of duration being Perpetual.

I **FURTHER** certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 24th day of October, 2002.

*Elaine F. Marshall*  
Secretary of State