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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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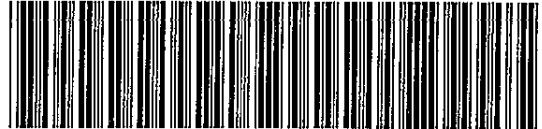
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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06/25/03--01016--006 **78.75

FILED
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JUN 30 2003

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: National Planning Holdings, 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", 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:

Kelly L. Crosser
(Name of Person)

Jackson National Life Insurance Company
(Firm/Company)

1 Corporate Way, Mail Code S-45
(Address)

Lansing, Michigan 48951
(City/State and Zip code)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Kelly L. Crosser at (517) 367-3473
(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

**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. National Planning Holdings, Inc.
(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. Delaware 3. 52-2081725
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1/6/1998 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(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. 1 Corporate Way, Lansing, Michigan 48951
(Principal office address)
- 1 Corporate Way, Lansing, Michigan 48951
(Current mailing address)

8. To engage in any lawful act of activity for which corporations may be organized under the Corporation Laws of Florida.
(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: C T Corporation System

Office Address: 1200 South Pine Island Road,

Plantation, , Florida 33324
(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.

C T Corporation System

By: Claudia L. Saari
(Registered agent's signature)

Claudia L. Saari
Asst. Secretary

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: Russell E. Peck

Address: 1 Corporate Way

Lansing, Michigan 48951

Vice Chairman: Carola A. Aubuchon

Address: 1 Corporate Way

Lansing, Michigan 48951

Director: Sean A. Breiner

Address: 1105 N. Market Street, Ste. 1300

Wilmington, Delaware 19801

Director: _____

Address: _____

B. OFFICERS

President: M. Shawn Dreffein

Address: 401 Wilshire Blvd., Ste. 1100

Santa Monica, California 90401

Vice President: Joseph D. Emanuel

Address: 8055 E. Tufts Avenue, Ste. 1000

Denver, Colorado 80237

Secretary: Carola A. Aubuchon

Address: 1 Corporate Way, Lansing, Michigan 48951

Treasurer: David Collett

Address: 401 Wilshire Blvd., Ste. 1200, Santa Monica, California 90401

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

13. _____

Carola A. Aubuchon

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Carola A. Aubuchon, Vice President and Secretary

(Typed or printed name and capacity of person signing application)

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

National Planning Holdings, Inc.

Michael Bell 8055 E. Tufts Avenue Suite 1000 Denver, Colorado 80237	Senior Vice President & Chief Legal Counsel
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Peter M. Johnson 5555 Grande Market Drive P.O. Box 5097 Appleton, WI 54912-5097	Senior Vice President
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Greg Gunderson 212 N. Fourth Street Bismarck, North Dakota 58501	Senior Vice President
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Andrew B. Hopping 1 Corporate Way Lansing, Michigan 48951	Senior Vice President
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Lynn Niedermeier 2701 N Rocky Point Drive 7th Floor Tampa, FL 33607	Senior Vice President
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Greg Smith 8055 E. Tufts Avenue Suite 1000 Denver, Colorado 80237	Senior Vice President
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Robert A. Fritts 1 Corporate Way Lansing, Michigan 48951	Vice President and Assistant Treasurer
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Russell E. Peck 1 Corporate Way Lansing, Michigan 48951	Vice President
---	----------------

Lynn M. Smelt 2701 N Rocky Point Drive 7th Floor Tampa, FL 33607	Vice President
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TALLAHASSEE, FLORIDA

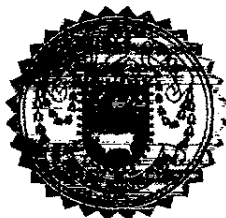
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NATIONAL PLANNING HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF JUNE, A.D. 2003.

FILED
2003 JUN 25 AM 11:27
NATIONAL PLANNING HOLDINGS
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2842242 8300

AUTHENTICATION: 2474972

030370083

DATE: 06-16-03