

Division of Corporations

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Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATION

## FOREIGN PROFIT QUALIFICATION

Vertical Financial Group, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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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. Vertical Financial Group, 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. California

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

3. 41-2148988

(FEI number, if applicable)

4. 7/9/2004

(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. 7700 Irvine Center Drive, Suite 150, Irvine, CA 92618

(Principal office address)

7700 Irvine Center Drive, Suite 150, Irvine, CA 92618

(Current mailing address)

8. Mortgage Banking

(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: C.T. Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

Florida 33324

(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:

(Registered agent's signature)

Scot Ferraro

Assistant 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:

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#### A. DIRECTORS

Chairman: Christopher R. Chase

Address: 7700 Irvine Center Drive, Suite 150

Irvine, CA 92618

Vice Chairman: n/a

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

Director: n/a

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

Director: n/a

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

#### B. OFFICERS

President: Christopher R. Chase

Address: 7700 Irvine Center Drive, Suite 150

Irvine, CA 92618

Vice President: n/a

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

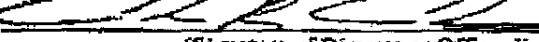
Secretary: Susan Chase

Address: 7700 Irvine Center Drive, Suite 150, Irvine, CA 92618

Treasurer: n/a

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

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. Christopher R. Chase, President  
(Typed or printed name and capacity of person signing application)

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## State of California Secretary of State

### CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That on the 09TH day of JULY, 2004, VERTICAL FINANCIAL GROUP became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this  
certificate and affix the Great Seal  
of the State of California this day  
of June 10, 2005.



BRUCE McPHERSON  
Secretary of State