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(City/State/Zip/Phone #)

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TALLAHASSEE FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: United Capital Financial Advisers, 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 A. Howley
(Name of Person)
Kilpatrick Stockton LLP
(Firm/Company)
1100 Peachtree Street, Suite 2800
(Address)
Atlanta, GA 30309
(City/State and Zip code)

For further information concerning this matter, please call:

Kelly Howley at (404) 815-6328
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

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

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. United Capital Financial Advisers, 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. Delaware 3. 20-1847610
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/03/2004 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 10940 Wilshire Boulevard, Suite 1200, Los Angeles, CA 90024
(Principal office address)
10940 Wilshire Boulevard, Suite 1200, Los Angeles, CA 90024
(Current mailing address)

8. All lawful activities permitted under the laws of Delaware and 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 NOT acceptable)

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

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TALLAHASSEE FLORIDA

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.

Corporation Service Company
By: Sonya R Cordell
(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.

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

A. DIRECTORS

Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: Joseph J. Duran

Address: 10940 Wilshire Boulevard, Suite 1200
Los Angeles, CA 90024

Director: Patrick M. Bommarito

Address: 10940 Wilshire Boulevard, Suite 1200
Los Angeles, CA 90024

B. OFFICERS

President: Patrick M. Bommarito

Address: 10940 Wilshire Boulevard, Suite 1200
Los Angeles, CA 90024

~~Chief Executive Officer:~~ Joseph J. Duran

Address: 10940 Wilshire Boulevard, Suite 1200
Los Angeles, CA 90024

Secretary: Caryn L. Westman

Address: 29846 537th Street, Russell, IA 50238-7533

Treasurer: Nancy M. Fishbein

Address: 10940 Wilshire Boulevard, Suite 1200, Los Angeles, CA 90024

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

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

14. Caryn L. Westman, Secretary
(Typed or printed name and capacity of person signing application)

Delaware

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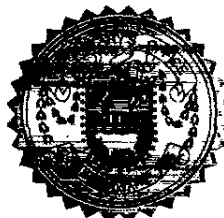
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNITED CAPITAL FINANCIAL ADVISERS, 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 TWENTY-FIRST DAY OF OCTOBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "UNITED CAPITAL FINANCIAL ADVISERS, INC." WAS INCORPORATED ON THE THIRD DAY OF NOVEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4242667

DATE: 10-21-05