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(Address)

(City/State/Zip/Phone #)

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2006 FEB 15 AM 10:54
TALLAHASSEE, FLORIDA

W05-46663
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: South Pointe Financial Services, Inc.
(Name of Corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Rochelle Kaplan

(Name of Person)

South Pointe Financial Services, Inc.

(Firm/Company)

28819 Franklin Road

(Address)

Southfield, MI 48034

(City/State and Zip Code)

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2006 FEB 15 AM 10:54
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Rochelle Kaplan

(Name of Person)

at (248) 358-1171

(Area Code & Daytime Telephone Number)

MAILING ADDRESS:

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

STREET/COURIER ADDRESS:

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

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



October 5, 2005

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

FILED
2006 FEB 15 AM 10:54
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RE: South Pointe Financial Services, Inc. - Registration for a Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida

Dear Sir/Madam:

Enclosed please find the completed application, a \$70 check for the fees due and a Certificate of Existence for South Pointe Financial Services, Inc.

Thank you for your kind consideration regarding this matter. If you have any questions, please contact me.

Very truly yours,

NORTH POINTE FINANCIAL SERVICES, INC.


Rochelle Kaplan
Corporate Counsel

RK/rd

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 11, 2005

ROCHELLE KAPLAN
SOUTH POINTE FINANCIAL SERVICES, INC.
28819 FRANKLIN ROAD
SOUTHFIELD, MI 48034

SUBJECT: SOUTH POINTE FINANCIAL SERVICES, INC.
Ref. Number: W05000046663

FILED
2006 FEB 15 AM 10:54
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for SOUTH POINTE FINANCIAL SERVICES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number five of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document must contain both the street address of the principal office and the mailing address of the entity.

A brief description of the entity's nature of business must be included in the document.

Please return your document, along with 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) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 005A00061826



February 14, 2006

Via Overnight Mailing

Mr. Joey Bryan
Florida Department of State
Division of corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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2006 FEB 15 AM 10:54
TALLAHASSEE, FLORIDA

RE: South Pointe Financial Services, Inc. of Michigan
Registration for a Foreign Not for Profit Corporation for Authorization to
Conduct its Affairs in Florida

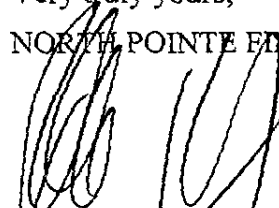
Dear Mr. Bryan:

Enclosed is a copy of the application for a Certificate of Existence for South Pointe Financial Services, Inc. of Michigan sent on October 5, 2005. Also enclosed is the page you requested we update along with the completed Resolution of Board of Directors.

Thank you for your kind consideration regarding this matter. If you have any questions, please contact me.

Very truly yours,

NORTH POINTE FINANCIAL SERVICES, INC.



Rochelle Kaplan
Corporate Counsel

RK/rd

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: South Pointe Financial Services, Inc.
(Name of Corporation – must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Rochelle Kaplan
(Name of Person)

South Pointe Financial Services, Inc.
(Firm/Company)

28819 Franklin Road
(Address)

Southfield, MI 48034
(City/State and Zip Code)

For further information concerning this matter, please call:

Rochelle Kaplan at (248) 358-1171
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
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Registration Section
Division of Corporations
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2661 Executive Center Circle
Tallahassee, FL 32301

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

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TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned B. Matthew Petcoff, do hereby certify
(Name)

that this Resolution of the Board of Directors of South Pointe Financial Services, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of

Michigan

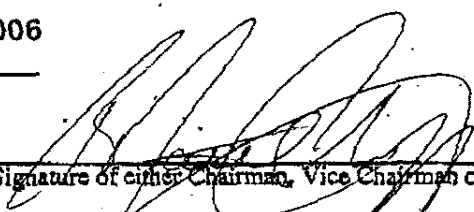
was duly adopted on January 6, 2006

Be it resolved, that South Pointe Financial Services, Inc.
(Corporate Name)

organized and existing in the State of Michigan, hereby adopts the name

South Pointe Financial Services, Inc. of Michigan for use in Florida.

Dated: February 13, 2006


Signature of either Chairman, Vice Chairman or any officer

B. Matthew Petcoff, Vice President

Type or print name

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

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2006 FEB 15 AM 10:54
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN FOR PROFIT CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN
THE STATE OF FLORIDA:

1. South Pointe Financial Services, Inc.

(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. Michigan

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

3. 61-1451765

(FEI number, if applicable)

4. 5-16-03

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)

7. 28819 Franklin Road, Southfield, MI 48034

(Principal office address)

28819 Franklin Road, Southfield, MI 48034

(Current mailing address)

8. Managing General Agency

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box **NOT** acceptable)

Name: B. Matthew Petcoff

Office Address: 901 Ponce de Leon Blvd., #504

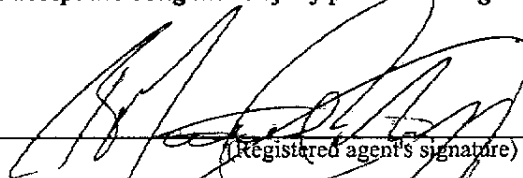
Coral Gables, Florida 33134

(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.


(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.

FILED
2006 FEB 15 AM 10:54
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: James G. Petcoff

Address: 28819 Franklin Road

Southfield, MI 48034

Vice Chairman: B. Matthew Petcoff

Address: 28819 Franklin Road

Southfield, MI 48034

Director: John H. Berry

Address: 28819 Franklin Road

Southfield, MI 48034

Director: _____

Address: _____

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2006 FEB 15 AM 10:54
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. OFFICERS

President: James G. Petcoff

Address: 28819 Franklin Road

Southfield, MI 48034

Vice President: B. Matthew Petcoff

Address: 28819 Franklin Road

Southfield, MI 48034

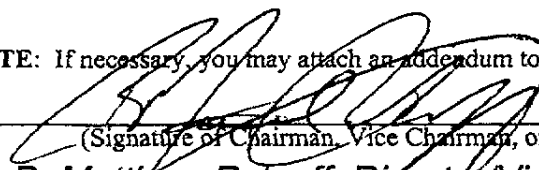
Secretary: Judith A. Wikman

Address: 28819 Franklin Road, Southfield, MI 48034

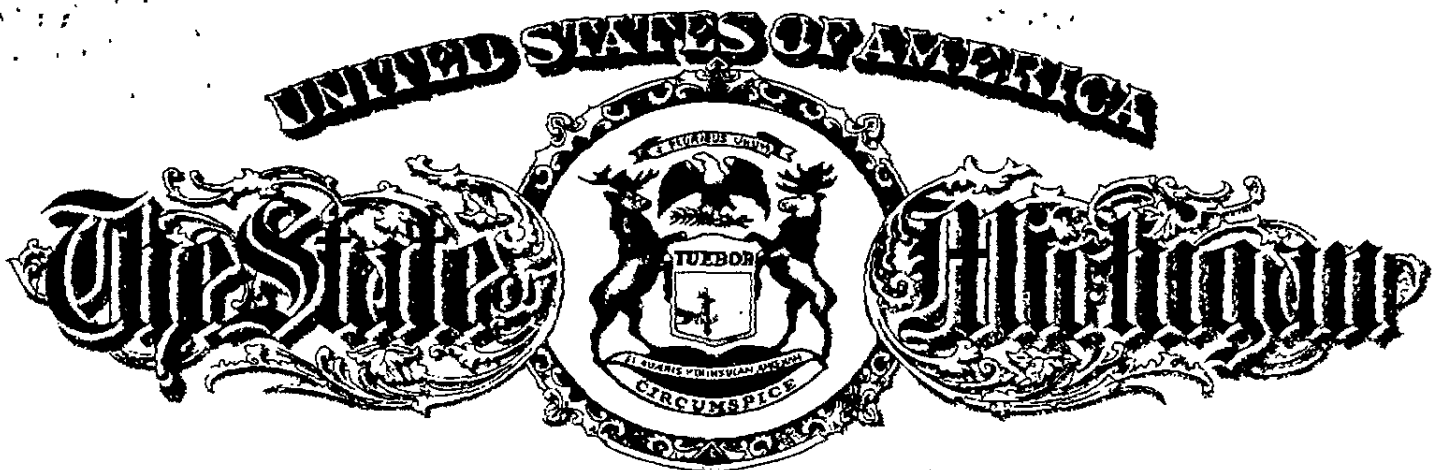
Treasurer: John H. Berry

Address: 28819 Franklin Road, Southfield, MI 48034

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

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

14. B. Matthew Petcoff, Director/Vice President
(Typed or printed name and capacity of person signing application)



Michigan Department of Labor & Economic Growth

Lansing, Michigan

This is to Certify That

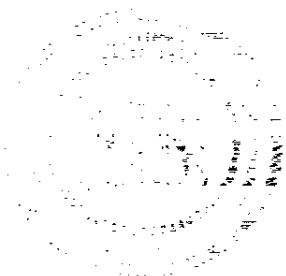
SOUTH POINTE FINANCIAL SERVICES, INC.

was validly incorporated on May 16, 2003, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued pursuant to the provisions of 1972 PA 284, as amended, to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

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2006 FEB 15 AM 10:54
DIV. OF COMM. REGISTRATION
TALLAHASSEE, FLORIDA



In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 27th day of September, 2005.

Andrew J. Pettit, Director

Bureau of Commercial Services