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06 JUN 19 AM 10:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

524 4/20/06

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TO: New Filing Section
Division of Corporations

06 JUN 19 AM 10:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Proctor Financial, 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:

Deanna Stanley

(Name of Person)

Kennedy Licensing Service, Inc.

(Firm/Company)

2501 Thomas Avenue

(Address)

Dallas, TX 75201

(City/State and Zip code)

For further information concerning this matter, please call:

Deanna Stanley

(Name of Person)

at (214) 855-0737

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

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

MAILING ADDRESS:

New Filing 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
Division of Corporations

June 9, 2006

DEANNA STANLEY
2501 THOMAS AVENUE
DALLAS, TX 75201

SUBJECT: PROCTOR FINANCIAL, INC.
Ref. Number: W06000026582

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for PROCTOR FINANCIAL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

In Article 6 you need to state the first date transacted business in Florida or upon qualification, please correct.

Please return the original and one copy of 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) 245-6973.

Claretha Golden
Document Specialist
New Filing Section

Letter Number: 106A00039824

See attached

RECEIVED
06 JUN 19 PM 12:31
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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. Proctor Financial, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Michigan 3. 38-1457868
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/4/54 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
Placing business with Greg Mills in FL. for 8 years
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 200 Kirts Blvd., Suite 100 Troy, MI 48084
(Principal office address)

200 Kirts Blvd., Suite 100 Troy, MI 48084
(Current mailing address)

8. Nonresident insurance agency sales and service
(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)

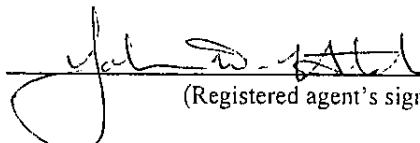
Name: John D. Hatch, Esq.

Office Address: 1267 Berkshire Lane, Suite 200

Tarpon Springs, Florida 34688
(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.

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: SEE ATTACHED LIST

Address: _____

Vice President: _____

Address: _____

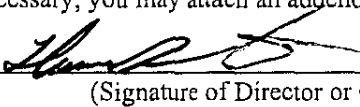
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.  _____
(Signature of Director or Officer listed in number 12 of the application)

14. Thomas W. Proctor, President _____
(Typed or printed name and capacity of person signing application)

APR 24 2006

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Directors and Officers of Proctor Financial, Inc.
295 Kirts Boulevard, Suite 100
P. O. Box 2100
Troy, Michigan 48007
FIN: 38-1457868

Directors

Title

Kenneth R. Masters

Sole Director
Vice President

5 Thalia Street
Ladera Ranch, CA 92694

Officers

The aforementioned individuals plus the following:

Thomas W. Proctor

President

2771 Turtle Shores Dr..
Bloomfield Hills, MI 48302

Paul A. Glantz

Sr. Vice President

2842 Colonial Trail
Bloomfield Hills, MI 48304

Karen I. Schickel

Sr. Vice President

7964 Detroit Blvd.
West Bloomfield, MI 48323

Thomas M. Donegan, Jr.

Vice President and Secretary

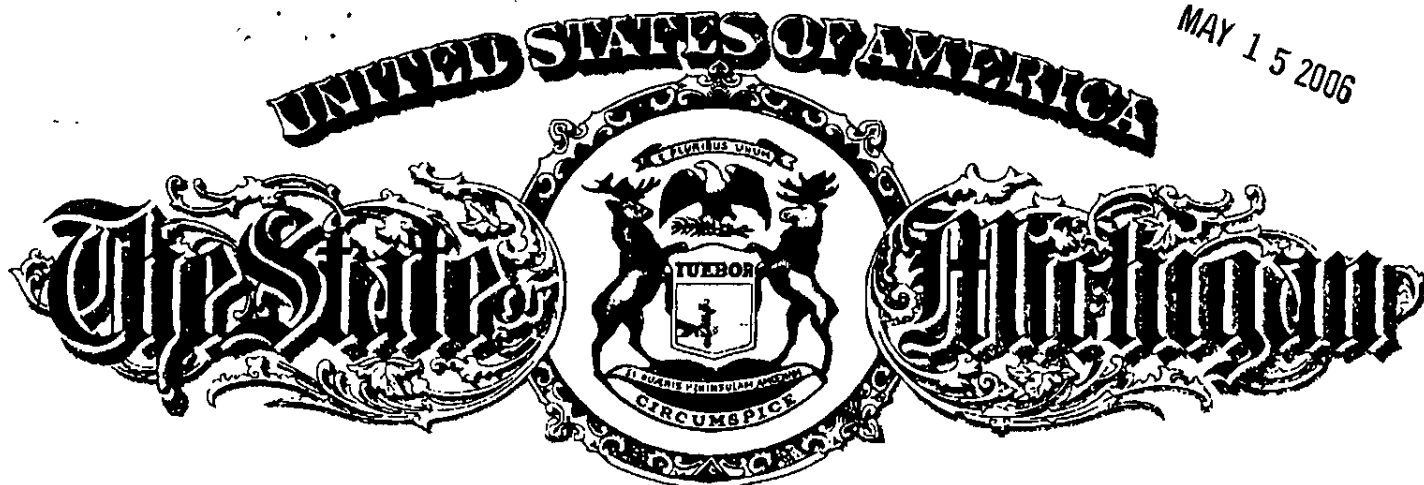
10714 Moss Island Drive
Riverview, FL 33569

Thomas G. Tinsley

Treasurer

5 Broadwater Rd.
Ormond Beach, FL 32174

MAY 15 2006



Michigan Department of Labor & Economic Growth

Lansing, Michigan

This is to Certify That

PROCTOR FINANCIAL, INC.

was validly incorporated on October 4, 1954, 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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 10th day of May, 2006.

 , Director