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(Requestor's Name)

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(City/State/Zip/Phone #)

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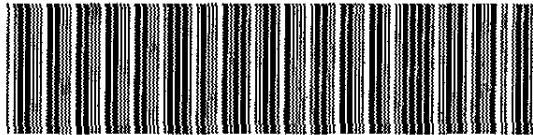
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** First Priority 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:

## Kashala Link

(Name of Person)

## First Priority Financial, Inc.

(Firm/Company)

3700 Hilborn Road Suite 700

(Address)

Fairfield, CA 94534

(City/State and Zip code)

For further information concerning this matter, please call:

## Kashala Link

at ( 707 ) 432-1042

(Name of Person)

(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

**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. First Priority Financial, Inc.**

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

**First Priority Financial**

(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.

(FEI number, if applicable)

**4. 10/18/1977**

(Date of incorporation)

**5. Perpetual**

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

**6. PENDING APPROVAL IN STATE OF FLORIDA**

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

**7. 3700 Hilborn Road Suite 700 Fairfield, CA 94534**

(Principal office address)

**3700 Hilborn Road Suite 700 Fairfield, CA 94534**

(Current mailing address)

**8. Mortgage broker of mortgage loans.**

(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: InCorp Services, Inc.

Office Address: 18450 NE 2nd Avenue

Miami, Florida 33179  
(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.*

Dana Dravdy for InCorp Services, Inc.  
(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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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

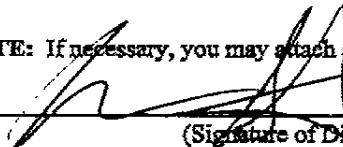
12. Names and business addresses of officers and/or directors:

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DIVISION OF CORPORATIONS**A. DIRECTORS**Chairman: **President Timothy Kearns**

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Address: **3700 Hilborn Road Suite 700 Fairfield, CA 94534**Vice Chairman: **Vice President/Secretary Michael Soldati**Address: **3700 Hilborn Road Suite 700 Fairfield, CA 94534**Director: **CFO/Broker David Soldati**Address: **3700 Hilborn Road Suite 700 Fairfield, CA 94534**Director: \_\_\_\_\_Address: \_\_\_\_\_**B. OFFICERS**President: **Timothy Kearns**Address: **3700 Hilborn Road Suite 700 Fairfield, CA 94534**Vice President: **/Secretary Michael Soldati**Address: **3700 Hilborn Road Suite 700 Fairfield, CA 94534**Secretary: **Michael Soldati**Address: **3700 Hilborn Road Suite 700 Fairfield, CA 94534**Treasurer: **CFO/Broker David Soldati**Address: **3700 Hilborn Road Suite 700 Fairfield, CA 94534**

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. **David Soldati CFO/Broker**

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

**State of California**  
**Secretary of State**

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DIVISION OF CORPORATIONS  
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**CERTIFICATE OF STATUS  
DOMESTIC CORPORATION**

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

That on the **18th day of October, 1977**, **FIRST PRIORITY FINANCIAL INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; 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 21, 2006.



BRUCE McPHERSON  
Secretary of State

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