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TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

FF-TSY Holding Company II, Inc.

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SECRETARY OF STATE
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. **FF-TSY Holding Company II, 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**

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

3.

(FEI number, if applicable)

4. **February 21, 2007**

(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. **8377 East Hartford Drive, Suite 200, Scottsdale, AZ 85255**

(Principal office address)

8377 East Hartford Drive, Suite 200, Scottsdale, AZ 85255

(Current mailing address)

8. **Holding company**

(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.



Judith B. Argao
Asst. Secretary & V. President

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: William J. Brasser

Address: 8377 East Hartford Drive, Suite 200

Scottsdale, AZ 85255

Director: Richard A. Laxer

Address: 8377 East Hartford Drive, Suite 200

Scottsdale, AZ 85255

B. OFFICERS

President: Darren A. Kowalske

Address: 8377 East Hartford Drive, Suite 200

Scottsdale, AZ 85255

Vice President: Gregory R. Nielsen, Secretary and Vice President

Address: 8377 East Hartford Drive, Suite 200

Scottsdale, AZ 85255

Secretary: Todd V. Jones, Asst. Secretary and Vice President

Address: 8377 East Hartford Drive, Suite 200, Scottsdale, AZ 85255

Treasurer: John R. Barravecchia, Treasurer, Chief Financial Officer and Vice President

Address: 8377 East Hartford Drive, Suite 200, Scottsdale, AZ 85255

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. Todd V. Jones, Assistant Secretary and Vice President
(Typed or printed name and capacity of person signing application)

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ADDENDUM

Application by Foreign Corporation for Authorization
to Transact Business in Florida

of

FF-TSY HOLDING COMPANY II, INC.

A. DIRECTORS

Director: Trevor A. Schauenberg

Address: 8377 East Hartford Drive, Suite 200
Scottsdale, AZ 85255

B. OFFICERS

Vice President: Carolyn C. Martin, Asst. Secretary and Vice President

Address: 8377 East Hartford Drive, Suite 200
Scottsdale, AZ 85255

Vice President: Joe T. Stroud, Asst. Secretary and Vice President

Address: 8377 East Hartford Drive, Suite 200
Scottsdale, AZ 85255

Delaware

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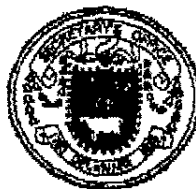
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VF-TSY HOLDING COMPANY II, 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 TWELFTH DAY OF MARCH, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5498436

DATE: 03-12-07