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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 21 2010
D.A. WHITE

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2010 APR 20 P 3 41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: PENN Capital Management Co., 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:

Mark Alvino

(Name of Person)

PENN Capital Management

(Firm/Company)

Naval Yard Corporate Center
Three Crescent Drive, Suite 400

(Address)

Philadelphia, PA 19112

(City/State and Zip code)

For further information concerning this matter, please call:

Mark Alvino

at

(215)

302-1544

(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.

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TALLAHASSEE, FLORIDA

1. PENN Capital Management Co., 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. 22-2798848
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 2, 2009 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. April 21, 2008
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. Navy Yard Corporate Center, Three Crescent Drive, Suite 210 Philadelphia, PA 19112
(Principal office address)

Navy Yard Corporate Center, Three Crescent Drive, Suite 210 Philadelphia, PA 19112
(Current mailing address)

8. Investment Management Services to High Net Worth Individuals and Institutions
(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)

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.



Will E. Gilmi, IV (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.

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Marcia A. Hocker

Address: Navy Yard Corporate Center Three Crescent Drive, Suite 400
Philadelphia, PA 19112

Vice President: Scott D. Schumacher

Address: Navy Yard Corporate Center Three Crescent Drive, Suite 400
Philadelphia, PA 19112

Secretary: Kirsten A. Hocker

Address: Navy Yard Corporate Center Three Crescent Drive, Suite 400 Philadelphia, PA 19112

Treasurer: Gerald McBride

Address: Navy Yard Corporate Center Three Crescent Drive, Suite 400 Philadelphia, PA 19112

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

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

14. Gerald McBride, Treasurer
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PENN CAPITAL MANAGEMENT COMPANY, 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 APRIL, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PENN CAPITAL MANAGEMENT COMPANY, INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF JUNE, A.D. 2009.

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.

4699220 8300

100405876

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7944485

DATE: 04-21-10