

F12000000750

**Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet**

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H12000041605 3)))



H120000416053ABCT

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

FOREIGN PROFIT/NONPROFIT CORPORATION

Morneau Shepell SBC Limited Corp.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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Corporate Filing Menu

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 FEB 17 PM 4:31

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RE-SUBMIT
Please retain original filing
date of submission 2/15

2/20
JB



February 16, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: MORNEAU SHEPELL SBC LIMITED CORP.
REF: W12000009317***RE-SUBMIT***
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date of submission 2/15

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Tim Burch
Regulatory Specialist IIFAX Aud. #: H12000041605
Letter Number: 112A00007234

P.O BOX 6327 - Tallahassee, Florida 32314

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DIVISION OF CORPORATIONS
FEB 16 2012

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Morneau Shepell SBC Limited Corp.

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," or "Certificate of Good Standing" 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:

Lynn Korbak, Corporate Secretary

Name of Person

Morneau Shepell SBC Limited Corp.

Firm/Company

115 Perimeter Center Place, Suite 1150

Address

Atlanta, GA 30346

City/State and Zip code

lkorbak@morneaushepell.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Courtney L. Scanlon, Paralegal

at (716) 848-1538

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

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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. Morneau Shepell SBC Limited Corp.
(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. Delaware 3. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/14/2011 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 115 Perimeter Center Place, Suite 1150, Atlanta, GA 30346
(Principal office address)

115 Perimeter Center Place, Suite 1150, Atlanta, GA 30346
(Current mailing address)

8. Benefits and Pension Consulting
(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, Florida 33324
(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.

C T Corporation System

By:

Connie Bryan
(Registered agent's signature)

Connie Bryan
Assistant Secretary

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: Alan Torrie

Address: 115 Perimeter Center Place, Suite 1150, Atlanta, GA 30346

Director: Rene Beaudoin

Address: 115 Perimeter Center Place, Suite 1150, Atlanta, GA 30346

B. OFFICERS

President: Alan Torrie

Address: 115 Perimeter Center Place, Suite 1150, Atlanta, GA 30346

Vice President: Rene Beaudoin

Address: 115 Perimeter Center Place, Suite 1150, Atlanta, GA 30346

Secretary: Lynn Korbak

Address: 115 Perimeter Center Place, Suite 1150, Atlanta, GA 30346

Treasurer: _____

Address: _____

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

13. [Signature]

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Lynn Korbak, Secretary

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

Morneau Shepell SBC Limited – Florida Application

Additional Directors for Morneau Shepell SBC Limited:

Bill Morneau
Scott Milligan

Additional Officers for Morneau Shepell SBC Limited:

Bill Morneau	- Executive Chairman
Scott Milligan	- Chief Financial Officer

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MORNEAU SHEPELL SBC LIMITED" 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 THIRD DAY OF FEBRUARY, A.D. 2012.

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

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STATE OF DELAWARE
CORPORATION DIVISION
FEB 15 2012

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



Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9342524

DATE: 02-03-12