

F12000000850

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

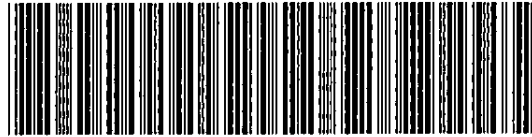
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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02/27/12--01004--025 **70.00

RECEIVED

12 FEB 27 AM 11:57

OFFICE OF THE
CLERK OF THE
SUPREME COURT
TALLAHASSEE, FLORIDA

FILED

12 FEB 27 PM 12:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1 March FEB 28 2012



Wolters Kluwer
Corporate Legal Services

CT Corporation

515 East Park Avenue
Tallahassee, FL

850 222 1092 tel
850 222 7615 fax
www.ctcorporation.com

February 27, 2012

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 8398908 SO
Customer Reference 1: FL / OR / Registration
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Beal Bank USA (NV)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Beal Bank USA
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:

Peter G. Weinstock

Name of Person

Hunton & Williams LLP

Firm/Company

1445 Ross Avenue, Suite 3700

Address

Dallas, Texas 75202

City/State and Zip code

pweinstock@hunton.com

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

For further information concerning this matter, please call:

Jeremy S. Lemmon at (214) 979-3076
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



COMMISSIONER TOM GRADY



February 13, 2012

Peter G. Weinstock, Esquire
Hunton & Williams LLP
1445 Ross Avenue, Suite 3700
Dallas, Texas 75202

Re: Beal Bank USA, Las Vegas, NV; Notification of Intent to Establish Three Branch
Offices in Florida

Dear Mr. Weinstock:

This will acknowledge receipt on February 10, 2012, of Beal Bank USA's notification of intent to establish three branch offices in Florida. Upon achieving compliance with registration requirements as noted in the following paragraph, Beal Bank USA may open the three branch offices on or after March 11, 2012.

The corporate name approval request provided in your e-mail is being processed. You may anticipate receiving a response under separate cover. Assuming a no objection letter is issued, please take appropriate steps to have Beal Bank USA registered with the Florida Department of State, Division of Corporations. Please provide evidence of compliance (a scanned copy is sufficient) with all requirements of Chapters 607 or 608, Florida Statutes, for doing business in this state as a foreign business entity, including maintaining a registered agent for service of process and other legal notices per Section 655.0201, Florida Statutes.

Thank you for providing the emergency contact telephone numbers for Beal Bank USA. The requirement to provide such information has been satisfied.

Sincerely,

John A. Pullen
Financial Administrator

FINANCIAL SERVICES COMMISSION

★ ★ ★

COMMISSIONER TOM GRADY



February 13, 2012

Mr. Peter G. Weinstock
1445 Ross Avenue
Dallas, TX 75202

Re: Beal Bank USA

Dear Mr. Weinstock:

Reference is made to your recent letter requesting approval of the above name, which is a state bank located in Las Vegas, Nevada.

As Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banco," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner in its corporate name. The Office will not object to the use of the above name being registered to transact business in the state of Florida. This does not authorize the institution to engage in banking, trust or insurance business or any other licensed activity in the state of Florida. Proper regulatory approvals will be required.

Sincerely,

A handwritten signature in black ink, appearing to read "Linda B. Charity".

Linda B. Charity
Director

LBC:bk

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State

FINANCIAL SERVICES COMMISSION

GOVERNOR RICK SCOTT • CHIEF FINANCIAL OFFICER JEFF ATWATER • ATTORNEY GENERAL PAM BONDI • AGRICULTURE COMMISSIONER ADAM PUTNAM
FLORIDA OFFICE OF FINANCIAL REGULATION • (850) ITS-YOUR-MONEY (850-487-9687) • ITSYOURMONEYFLORIDA.COM

Division of Financial Institutions - 200 E. Gaines Street, Tallahassee, FL 32399-0371 Phone 850-410-9800 Fax 850-410-9548

**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.

FILED
12 FEB 27 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FL

1. Beal Bank USA

(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. Nevada

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

3. 20-1426276

(FEI number, if applicable)

4. 07/27/2004

(Date of incorporation)

5. Perpetual

(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. 1970 Village Center Circle, Suite 1, Las Vegas, Nevada 89314

(Principal office address)

1970 Village Center Circle, Suite 1, Las Vegas, Nevada 89314

(Current mailing address)

8. Banking

(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

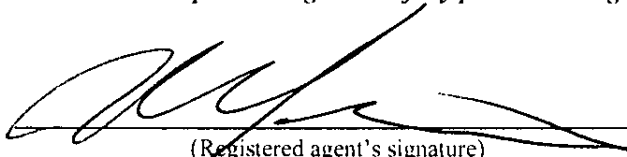
(City)

, 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.



(Registered agent's signature)

Michael E. Jones
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.

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

A. DIRECTORS

Chairman: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached

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. Michael J. Zamorski

Signature of Authorized Person

The authorized person 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. Michael J. Zamorski, Authorized Person

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

FILED
12 FEB 27 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**BEAL BANK USA
DIRECTORS AND OFFICERS**

The address for each director and officer of Beal Bank USA is the address of the home office of Beal Bank USA, 1970 Village Center Circle, Suite 1, Las Vegas, Nevada 89314.

Directors

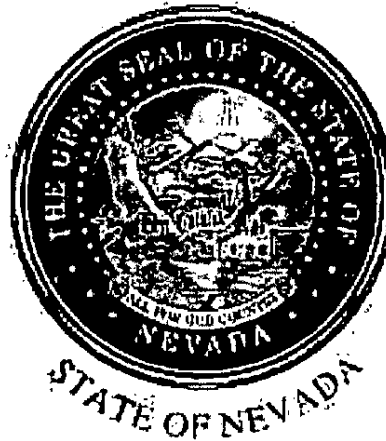
Andrew Beal
John Carter
Susan Dunn Arnold
Mike Eastland
Tim Fults
David Goldstein
Robert McTeer
Bernard Weinstein

Officers

Andrew Beal – President

FILED
12 FEB 27 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FL (907)

SECRETARY OF STATE



FILED
12 FEB 27 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **BEAL BANK USA**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since July 27, 2004, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on February 1, 2012.


ROSS MILLER
Secretary of State

Electronic Certificate
Certificate Number: C20120201-2294
You may verify this electronic certificate
online at <http://www.nvsos.gov/>