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Florida Department of State
Division of Corporations
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To: Division of Corporations
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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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FOREIGN PROFIT/NONPROFIT CORPORATION
MOREHEAD ASSOCIATES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$1,020.00

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Morehead Associates, 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," 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:

Gina Eikenberry-Wray

Name of Person

McGuireWoods LLP

Firm/Company

201 N. Tryon St., 28th Floor

Address

Charlotte, NC 28202

City/State and Zip code

geikenberry-wray@mcguirewoods.com

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

For further information concerning this matter, please call:

Gina Eikenberry-Wray

at (704) 343.2161

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:

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$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. Morhead Associates, 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. North Carolina 3. 56-1721205
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/08/1990 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 10/26/2009
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 700 East Morhead Street, Ste. 200, Charlotte, NC 28202
(Principal office address)
- SAME
(Current mailing address)
8. Human Resource 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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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Lyman G. Walton

Address: 700 East Morehead Street, Ste. 200

Charlotte, NC 28202

Director: _____

Address: _____

B. OFFICERS

President: Larry K. Tilson

Address: 700 East Morehead Street, Ste. 200

Charlotte, NC 28202

Vice President: _____

Address: _____

Secretary: Sue H. Knight

Address: 700 East Morehead Street, Ste. 200, Charlotte, NC 28202

Treasurer: Larry K. Tilson

Address: 700 East Morehead Street, Ste. 200, Charlotte, NC 28202

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

13. _____

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. Larry K. Tilson, CEO

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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NORTH CAROLINA

Department of the Secretary of State

CERTIFICATE OF EXISTENCE

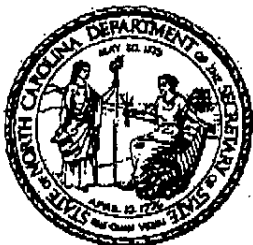
I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify that

MOREHEAD ASSOCIATES, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 8th day of November, 1990, with its period of duration being Perpetual.

I FURTHER certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

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TALLAHASSEE FLORIDA



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 12th day of November, 2012.

Elaine F. Marshall

Secretary of State

Certification# 93329224-1 Reference# 11224180- Page: 1 of 1
Verify this certificate online at www.secretary.state.nc.us/verification