

F13000001798

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

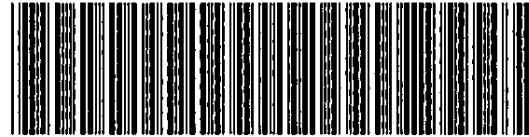
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W13000019153

APR 25 2013

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## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** CELTIC BANK CORPORATION

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:

Leslie Rinaldi

Name of Person

Celtic Bank Corporation

Firm/Company

268 South State Street, Suite 300

Address

Salt Lake City, Utah 84111

City/State and Zip code

lrinaldi@celticbank.com

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

For further information concerning this matter, please call:

Leslie Rinaldi

Name of Person

at ( 801 ) 320-6588

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



**DREW J. BREAKSPEAR**  
COMMISSIONER

STREET ADDRESS: 101 East Gaines Street, Suite 636 • PHONE (850) 410-9800 • FAX (850) 410-9548  
MAILING ADDRESS: Division of Financial Institutions, 200 East Gaines Street, Tallahassee, FL 32399-0371  
Visit us on the web: [WWW.ITSYOURMONEYFLORIDA.COM](http://WWW.ITSYOURMONEYFLORIDA.COM) • 850-487-9687

April 15, 2013

Ms. Leslie Rinaldi  
Corp. Counsel  
268 South State Street, Suite 300  
Salt Lake City, UT 84111

Re: Celtic Bank Corporation

Dear Ms. Rinaldi:

Reference is made to your recent letter requesting approval of the above name, which is a non-member bank located in Salt Lake City, Utah.

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. However, prior to the institution engaging in banking, trust or insurance business or any other licensed activity in the state of Florida, proper regulatory approvals will be required.

Sincerely,

Robert D. Hayes  
Interim Director

RDH:bk

cc: Brenda Tadlock, Chief, Bureau of Commercial Recordings, Division of Corporations,  
Department of State

FINANCIAL SERVICES COMMISSION

RICK SCOTT  
GOVERNOR

PAM BOND  
ATTORNEY  
GENERAL

JEFF ATWATER  
CHIEF FINANCIAL  
OFFICER

ADAM PUTNAM  
COMMISSIONER OF  
AGRICULTURE

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. Celtic Bank Corporation

(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. Utah

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

3. 87-0662267

(FEI number, if applicable)

4. February 23, 2000

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. to begin April 1, 2013

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

7. 14101 Panama City Beach Parkway, Suite 300

(Principal office address)

Panama City Beach, Florida 32413

(Current mailing address)

8. Commercial lending

(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: Terry Crispen

Office Address: 14101 Panama City Beach Parkway, Ste. 300

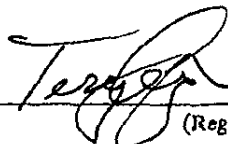
Panama City Beach, Florida 32413

(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.



(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: Phil Ware, President

Address: 268 South State Street, Ste. 300  
Salt Lake City, UT 84111

Vice Chairman: Nathan Brockbank, Director

Address: 268 South State Street, Ste. 300  
Salt Lake City, UT 84111

Director: Robert Gregory, Director

Address: 268 South State Street, Ste. 300  
Salt Lake City, UT 84111

Director: Reese Howell, Jr., Director

Address: 268 South State Street, Ste. 300  
Salt Lake City, UT 84111

**B. OFFICERS**

President: Phil Ware, President

Address: 268 South State Street, Ste. 300  
Salt Lake City, UT 84111

Vice President: Reese Howell, Jr., CEO

Address: 268 South State Street, Ste. 300  
Salt Lake City, UT 84111

Secretary: Wade Newman, CFO

Address: 268 South State Street, Ste. 300, Salt Lake City, Utah 84111

Treasurer: Leslie Rinaldi, Corporate Counsel

Address: 268 South State Street, Ste. 300, Salt Lake City, Utah 84111

**NOTE:** If necessary, you must 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. Leslie Rinaldi, Corporate Counsel

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

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SECRETARY OF STATE  
SALT LAKE CITY, UT



Utah Department of Commerce  
Division of Corporations & Commercial Code  
160 East 300 South, 2nd Floor, PO Box 146705  
Salt Lake City, UT 84114-6705  
Service Center: (801) 530-4849  
Toll Free: (877) 526-3994 Utah Residents  
Fax: (801) 530-6438  
Web Site: <http://www.commerce.utah.gov>

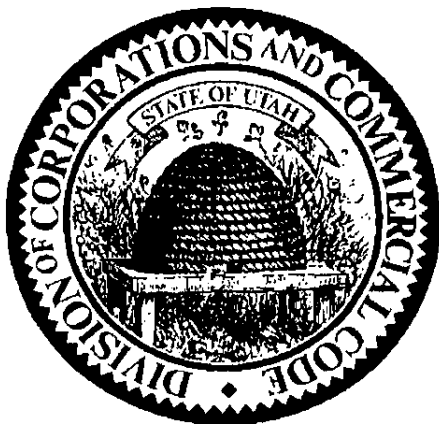
March 29, 2013

## CERTIFICATE OF EXISTENCE

Registration Number: 4726520-0142  
Business Name: CELTIC BANK CORPORATION  
Registered Date: FEBRUARY 23, 2000  
Entity Type: CORPORATION - DOMESTIC - PROFIT  
Current Status: GOOD STANDING

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SALT LAKE CITY, UT 84114

The Division of Corporations and Commercial Code of the State of Utah, custodian of the records of business registrations, certifies that the business entity on this certificate is authorized to transact business and was duly registered under the laws of the State of Utah. The Division also certifies that this entity has paid all fees and penalties owed to this state; its most recent annual report has been filed by the Division (**unless Delinquent**); and, that Articles of Dissolution have not been filed.



*Kathy Berg*

Kathy Berg  
Director  
Division of Corporations and Commercial Code