

Division of Corporations

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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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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
RHGI GIFTCO, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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| Page Count | 06 |
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9/12

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: RHGI GlnCo, 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:

Jan R. Ezell, Corporate Paralegal

| | |
|--|---|
| Name of Person | 13 SEP 11 AM 8:37 SECRET DIVISION OF CORPORATIONS |
| Alston & Bird LLP | |
| Firm/Company | |
| 1201 West Peachtree Street | |
| Address | |
| Atlanta, GA 30309-3424 | |
| City/State and Zip code | |
| vboyd@rhgi.com | |
| E-mail address: (to be used for future annual report notification) | |

For further information concerning this matter, please call:

| | |
|----------------|--------------------------------------|
| Jan R. Ezell | at (404) 881-7442 |
| 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.

1. RHGI GiftCo, Inc.

(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. Virginia

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

3. 46-3618489

(FEI number, if applicable)

4. 9/4/2013

(Date of incorporation)

5. perpetual

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

6. upon registration

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1503, F.S., to determine penalty liability)

7. 1030 W. Canton Avenue, Suite 100, Winter Park, Florida 32789

(Principal office address)

1030 W. Canton Avenue, Suite 100, Winter Park, Florida 32789

(Current mailing address)

8. operation of gift card program

(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

(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.

C T Corporation System

By: Michael Scraphin Michael Scraphin Asst. Secretary

(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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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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: _____

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

13. *John F. Mc Donnell III* VP
 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. *John F. Mc Donnell III*
 (Typed or printed name and capacity of person signing application)

**ATTACHMENT TO
APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
FOR
RHGI GFTCO, INC.**

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

A. DIRECTORS

Director: Michael P. O'Donnell
Address: 1030 W. Canton Avenue
Suite 100
Winter Park, FL 32789

Director: Arne G. Haak
Address: 1030 W. Canton Avenue
Suite 100
Winter Park, FL 32789

B. OFFICERS

President: Michael P. O'Donnell
Address: 1030 W. Canton Avenue
Suite 100
Winter Park, FL 32789

**Exec. Vice President,
CFO and Treasurer:** Arne G. Haak
Address: 1030 W. Canton Avenue
Suite 100
Winter Park, FL 32789

**Vice President
and Secretary:** John F. McDonald, III
Address: 1030 W. Canton Avenue
Suite 100
Winter Park, FL 32789

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Commonwealth of Virginia



State Corporation Commission

CERTIFICATE OF GOOD STANDING

I Certify the Following from the Records of the Commission:

That RHGI GiftCo, Inc. is duly incorporated under the law of the Commonwealth of Virginia;

That the date of its incorporation is September 4, 2013;

That the period of its duration is perpetual; and

That the corporation is in existence and in good standing in the Commonwealth of Virginia as of the date set forth below.

Nothing more is hereby certified.

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*Signed and Sealed at Richmond on this Date:
September 5, 2013*

Joel H. Peck

Joel H. Peck, Clerk of the Commission