

F13000005309

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 APR -4 AM 8:15

APR 13 2016
C McNAIR

Verrill Dana_{LLP}

Attorneys at Law

CHRISTOPHER R. SMITH
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ONE PORTLAND SQUARE
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April 1, 2016

VIA FEDEX

Florida Department of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 APR -4 AM 8:15

Re: Erin Murphy Literary Agency Inc.

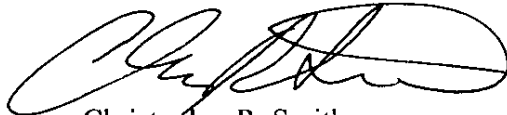
Dear Sir/Madam:

We have enclosed, for filing on behalf of the above-named Maine Corporation, which recently domesticated to Maine from Arizona, an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, together with a Florida form of Cover Letter, a certified copy of the Corporation's Articles of Domestication filed with the Maine Secretary of State on March 9, 2016, and a check in the amount of \$35 in payment of the associated filing fee.

Please return evidence of filing to me at your earliest opportunity.

Thank you for your prompt attention to this matter. Please do not hesitate to contact me with any questions.

Very truly yours,



Christopher R. Smith

CRS/ddm
Enclosures

cc: Ms. Erin P. Murphy (via e-mail; w/ encls.)

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Erin Murphy Literary Agency Inc.
Name of Corporation

DOCUMENT NUMBER: F13000005309

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Christopher R. Smith

Name of Contact Person

Verrill Dana, LLP

Firm/Company

One Portland Square, P.O. Box 586

Address

Portland, ME 04112-0586

City/State and Zip Code

csmith@verrilldana.com

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

For further information concerning this matter, please call:

Christopher R. Smith

207

253-4426

Name of Contact Person

at ()

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 APR -11 AM 8:15

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F13000005309

(Document number of corporation (if known))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 APR -4 AM 8:14

1. Erin Murphy Literary Agency Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Arizona
(Incorporated under laws of)

3. December 11, 2013
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____

5. _____
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

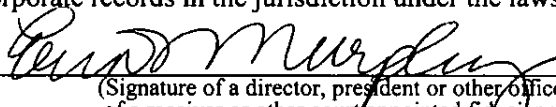
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Maine
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - if in the hands of a receiver or other court-appointed fiduciary, by that fiduciary)

Erin P. Murphy

(Typed or printed name of person signing)

President

(Title of person signing)

State of Maine



Department of the Secretary of State

I, the Secretary of State of Maine, certify that according to the provisions of the Constitution and Laws of the State of Maine, the Department of the Secretary of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and that the paper to which this is attached is a true copy from the records of this Department.

In testimony whereof, I have caused the Great Seal of the State of Maine to be hereunto affixed. Given under my hand at Augusta, Maine, this thirtieth day of March 2016.



A handwritten signature in black ink, appearing to read "Matthew Dunlap", written over a horizontal line.

Matthew Dunlap
Secretary of State

FOREIGN
BUSINESS CORPORATION

STATE OF MAINE

ARTICLES OF DOMESTICATION

Erin Murphy Literary Agency Inc.

(Name of Corporation in Jurisdiction of Incorporation)

Filing Fee \$145.00

File No. 20160737 D Pages 4
Fee Paid \$ 145
DCN 2160702230001 DOM
FILED
03/09/2016


Deputy Secretary of State

A True Copy When Attested By Signature

Deputy Secretary of State

Pursuant to 13-C MRSA §923, the undersigned corporation executes and delivers the following Articles of Domestication:

FIRST: If the true corporate name is not available or the corporation desires to change its name in connection with the domestication, the name it proposes to use in the State of Maine:

The corporation was originally incorporated in Arizona (state or country)
and the original date of incorporation was November 23, 2007

SECOND: The domestication of the corporation in this State was duly authorized as required by the laws of the jurisdiction in which the corporation was incorporated.

THIRD: All the statements required to be set forth in Articles of Incorporation (Form MBCA-6-1) are attached as Exhibit A.

FOURTH: The effective date of the articles of domestication (if other than the date of filing of the articles of domestication):
April 1, 2016

DATED 3/1/16

*By 
(signature of an officer or other duly authorized representative)

Erin P. Murphy, President

(type or print name and capacity)

*This document **MUST** be signed by an officer or other duly authorized representative. (13-C MRSA §923.1)

Please remit your payment made payable to the Maine Secretary of State.

SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,
101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101

FORM NO. MBCA-19 (1 of 1) Rev. 8/1/2004

TEL. (207) 624-7752

Articles of Incorporation
pursuant to 13-C MRSA §202
to accompany the following:

Exhibit A

(Check one box only.)

- ☒ Articles of Domestication (13-C MRSA §923)
☐ Articles of Domestication and Conversion (13-C MRSA §942)
☐ Articles of Entity Conversion (13-C MRSA §955.2 or 13-C MRSA §955.3)
☐ Articles/Certificate of Merger or Share Exchange (13-C MRSA §§1106 and 1107)
☐ Articles of Conversion of Partnership (31 MRSA §1093)
☐ Restated Articles of Incorporation (13-C MRSA §1007)

(Check only if applicable)

- ☐ This is a professional corporation* formed pursuant to 13 MRSA Chapter 22-A to provide the following professional services:

(type of professional services)

FIRST: The name of the corporation is Erin Murphy Literary Agency Inc.

SECOND: The Clerk is at: (select either a Commercial or Noncommercial Clerk) – Person must be a Maine resident

- ☐ Commercial Clerk CRA Public Number: _____

(name of commercial clerk)

- ☒ Noncommercial Clerk

Christopher R. Smith

(name of noncommercial clerk)

One Portland Square, Portland, ME 04101

(physical location, not P.O. Box – street, city, state and zip code)

P.O. Box 586, Portland, ME 04112-0586

(mailing address if different from above)

THIRD: Pursuant to 5 MRSA §108.3, the clerk as listed above has consented to serve as the clerk for this corporation.

FOURTH: (Check one box only)

- ☒ There shall be only one class of shares. The number of authorized shares is 1,000 (no par value per share)

(Optional) Name of class: Common Stock

- ☐ There shall be two or more classes or series of shares. The information required by 13-C MRSA §601 concerning each such class and series is set forth in Exhibit ____ attached hereto and made a part hereof.

FIFTH: (Check one box only)

- ☒ The corporation will have a board of directors.
- ☐ There will be no directors; the business of the Corporation will be managed by shareholders (13-C MRSA §743)

SIXTH: (For corporations with directors, each of the following provisions is optional – "X" only if applicable)

- ☐ The number of directors is limited as follows: not fewer than _____ nor more than _____ directors. (13-C MRSA §803)
- ☒ To the fullest extent permitted by 13-C MRSA §202.2.D., a director shall have no liability to the Corporation or its shareholders for money damages for an action taken or a failure to take an action as a director.
- ☐ Except as otherwise specified by contract or in its bylaws, the Corporation shall in all cases provide indemnification (including advances of expenses) to its directors and officers to the fullest extent permitted by law. (13-C MRSA §§202, 857 and 859)

SEVENTH: (Check only if applicable)

- ☐ The Corporation elects to have preemptive rights as defined in 13-C MRSA §641.

EIGHTH: (Check only if applicable)

- ☒ Additional provisions of these Articles of Incorporation are set forth in Exhibit B attached hereto and made a part hereof. (13-C MRSA §202)

*The professional corporation name must contain one of the following: "chartered," "professional corporation," "professional association" or "service corporation" or the abbreviation "P.C.," "P.A." or "S.C.". Examples of professional service corporations are accountants, attorneys, chiropractors, dentists, registered nurses and veterinarians. (This is not an inclusive list – see 13-MRSA §723.7.)

The execution of this certificate constitutes an oath or affirmation, under the penalties of false swearing under 17-A MRSA §453.

Please remit your payment made payable to the Maine Secretary of State.

Submit completed form to: **Secretary of State**
Division of Corporations, UCC and Commissions
101 State House Station
Augusta, ME 04333-0101
Telephone Inquiries: (207) 624-7752 • Email Inquiries: CEC.Corporations@Maine.gov

Form No. MBCA-6-1 (2 of 2) Rev. 7/1/2008

Exhibit B

- NINTH:** Special meetings of shareholders may be called only (i) upon proper written demand of holders of at least 25% of all the votes entitled to be cast on each matter proposed by them to be considered at the meeting or (ii) as otherwise provided in the bylaws of the Corporation. Notice of any meeting of shareholders may be given in any manner permitted by the bylaws, or by any other lawful means.
- TENTH:** As permitted by Sections 202(2)(E) and 852(1)(B) of the Act, the Corporation shall have the power to indemnify any director or officer to the fullest extent permitted by law, including without limitation for conduct with respect to any predecessor or constituent entity, and for conduct that predates this provision. Except as permitted by statute or by a court, the Corporation shall not indemnify a director or officer against liability for (i) receipt of a financial benefit to which such person is not entitled, (ii) an intentional infliction of harm on the Corporation or its shareholders, (iii) an intentional violation of criminal law, or (iv) in the case of a director, an unlawful distribution in violation of Section 833 of the Act.
- ELEVENTH:** Pursuant to Section 743 of the Act, any action required or permitted to be taken at a shareholders' meeting may be taken without a meeting if one or more written consents, setting forth the action taken, are signed by the holders of a majority of the shares of stock entitled to vote on the action (or such greater proportion of shares as is otherwise required for approval of the action) and delivered to the Corporation. A written consent shall reflect the date of the shareholder's signature and is effective only if received by the Corporation within sixty (60) days of the earliest signature date appearing on any duly delivered consent. Approval of an action by written consent shall be deemed effective on the date sufficient consents are duly received by the Corporation, unless an earlier or later effective date is specified by the form of consent. Written notice of the action so taken or to be taken shall be sent, not later than twenty (20) days after the effective date of such action, to all record holders of shares otherwise entitled to be voted on the action; provided, however, that if the Act requires that notice be given to all shareholders whether or not entitled to vote, then written notice of the proposed action must also be given to all nonvoting shareholders at least ten (10) days before the action becomes effective. This provision may be amended or repealed by unanimous written consent of all shareholders pursuant to Section 1003(6) of the Act or by the affirmative vote (or written consent under this Article) of a majority of all voting shares then outstanding, after adoption of such proposal by the Board of Directors and notice of such proposal to all shareholders (whether or not then entitled to vote) in accordance with Section 1003. This Article shall cease to be effective when shares of the Corporation are listed on a national securities exchange or traded as provided in Section 743(4) of the Act. A stock legend stating "The Articles of Incorporation allow shareholder action by majority written consent" (or similar legend) shall constitute a sufficient notation for purposes of Section 743(3) of the Act.