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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850)617-6383

From:
Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)205-8842
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.

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FOREIGN PROFIT/NONPROFIT CORPORATION
Walton International Group (USA), Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	$70.00

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JUL 0 2 2015
D. BRUCE

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Walton International Group (USA), 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:

Christine Silver
Name of Person

Walton International Group (USA), Inc.
Firm/Company

4800 N. Scottsdale Rd., Ste. 4000
Address

Scottsdale, AZ 85251
City/State and Zip code

csilver@walton.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Christine Silver at (480) 586-9321
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. Walton International Group (USA), 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. Arizona
(State or country under the law of which it is incorporated)

3. 86-0751315
(FEI number, if applicable)

4. January 21, 1994
(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. 4800 North Scottsdale Road, Suite 4000, Scottsdale, Arizona 85251
(Principal office address)

Same as above
(Current mailing address)

8. 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)

9. **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: [signature] Connie Bryan Assistant Secretary
(Registered agent's signature)

10. 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.

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

A. DIRECTORS

Chairman: William K. Doherty

Address: 2300, 605 5th Avenue, S.W.
Calgary, Alberta T2P 3H5

Vice Chairman:

Address:

Director: Robert D. Leinbach

Address: 4800 N. Scottsdale Rd., Ste. 4000
Scottsdale, AZ 85251

Director: Matthew M. Kelster

Address: 4800 N. Scottsdale Rd., Ste. 4000
Scottsdale, AZ 85251

B. OFFICERS

President: Carey Herbert

Address: 4800 N. Scottsdale Rd., Ste. 4000
Scottsdale, AZ 85251

Vice President:

Address:

Secretary: Wayne G. Souza

Address: 4800 N. Scottsdale Rd., Ste. 4000, Scottsdale, AZ 85251

Treasurer: Chief Financial Officer: Gordon A. Price

Address: 4800 N. Scottsdale Rd., Ste. 4000, Scottsdale, AZ 85251

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

12. Wayne G. Souza
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.

13. Wayne G. Souza, Secretary
(Typed or printed name and capacity of person signing application)

STATE OF ARIZONA

Office of the

CORPORATION COMMISSION

CERTIFICATE OF GOOD STANDING

To all to whom these presents shall come, greeting:

I, Jodi A. Jerich, Executive Director of the Arizona Corporation Commission, do hereby certify that

****WALTON INTERNATIONAL GROUP (USA), INC.****

a domestic corporation organized under the laws of the State of Arizona, did incorporate on January 21 1994.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said corporation is not administratively dissolved for failure to comply with the provisions of the Arizona Business Corporation Act; and that its most recent Annual Report, subject to the provisions of A.R.S. sections 10-122, 10-123, 10-125 & 10-1622, has been delivered to the Arizona Corporation Commission for filing; and that the said corporation has not filed Articles of Dissolution as of the date of this certificate.

This certificate relates only to the legal existence of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 30th day of June, 2015, A. D.

Jodi A. Jerich, Executive Director

By: 1257397