



CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 481104 4311863

AUTHORIZATION :

COST LIMIT :

\$178.75

ORDER DATE : January 26, 2017

ORDER TIME : 9:56 AM

ORDER NO. : 481104-025

CUSTOMER NO: 4311863

FOREIGN FILINGS

NAME: VERTICAL MANAGEMENT SYSTEMS,  
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER: \_\_\_\_\_

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Vertical Management Systems, 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:

Ivy M. Shapiro, Paralegal

\_\_\_\_\_  
Name of Person

Blank Rome LLP

\_\_\_\_\_  
Firm/Company

One Logan Square

\_\_\_\_\_  
Address

Philadelphia, PA 19103

\_\_\_\_\_  
City/State and Zip code

rthomas@vmsholdings.com

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

For further information concerning this matter, please call:

Ivy M. Shapiro

215 569-5784  
at ( )

\_\_\_\_\_  
Name of Person

\_\_\_\_\_  
Area Code

\_\_\_\_\_  
Daytime Telephone Number

**STREET/COURIER ADDRESS:**

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

**MAILING ADDRESS:**

Registration 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.*

Vertical Management Systems, Inc.

1. \_\_\_\_\_  
(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. California 3. 27-3275288  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 05/21/1992 5. \_\_\_\_\_  
(Date of incorporation) (Date of duration, if other than perpetual)

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

7. 7 N. Fair Oaks Avenue, Pasadena, CA 91103  
(Principal office address)

\_\_\_\_\_  
(Current mailing address, if different)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, Florida 32301  
(City) (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.*

Corporation Service Company

By: \_\_\_\_\_

(Registered agent's signature)

Melissa Zender  
Asst. Vice President

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: See attached Rider \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: See attached Rider \_\_\_\_\_

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

12.  \_\_\_\_\_

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 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.  \_\_\_\_\_

Chief Executive Officer and President

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

**VERTICAL MANAGEMENT SYSTEMS, INC.**

**RIDER**

**The name, title and address of each officer of Vertical Management Systems, Inc. are as follows:**

<u>Name</u>	<u>Title</u>	<u>Address</u>
Walter P. Maner, IV	Chairman of the Board	555 E. Lancaster Ave, Suite 444, Radnor, PA 19087
Kevin Rafferty	CEO and President	7 N. Fair Oaks Avenue, Pasadena, CA 91103
Michael Chen	Chief Financial Officer	7 N. Fair Oaks Avenue, Pasadena, CA 91103
Robert Ward	Chief Revenue Officer	7 N. Fair Oaks Avenue, Pasadena, CA 91103
Rose Thomas	Secretary and Vice President	7 N. Fair Oaks Avenue, Pasadena, CA 91103
James Ashton	Vice President	555 E. Lancaster Ave, Suite 444, Radnor, PA 19087
Lee Garber	Vice President	555 E. Lancaster Ave., Suite 444, Radnor, PA 19087

**The name and address of each director of Vertical Management Systems, Inc. are as follows:**

<u>Name</u>	<u>Address</u>
Walter P. Maner, IV	555 E. Lancaster Avenue, Suite 444, Radnor, PA 19087
Lee Garber	555 E. Lancaster Avenue, Suite 444, Radnor, PA 19087
James Ashton	555 E. Lancaster Avenue, Suite 444, Radnor, PA 19087

17 JAN 31 AM 2:04  
11-1-11

**State of California**  
**Secretary of State**

**CERTIFICATE OF STATUS**

**ENTITY NAME:**

VERTICAL MANAGEMENT SYSTEMS, INC.

**FILE NUMBER:** C1808410  
**FORMATION DATE:** 05/21/1992  
**TYPE:** DOMESTIC CORPORATION  
**JURISDICTION:** CALIFORNIA  
**STATUS:** ACTIVE (GOOD STANDING)

I, ALEX PADILLA, Secretary of State of the State of California,  
hereby certify:

The records of this office indicate the entity is authorized to  
exercise all of its powers, rights and privileges in the State of  
California.

No information is available from this office regarding the financial  
condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate  
and affix the Great Seal of the State of  
California this day of January 26, 2017.

A handwritten signature in black ink, appearing to read "Alex Padilla".

**ALEX PADILLA**  
Secretary of State