

F970000006718

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

900002374869--3
-12/17/97--01059--002
*****70.00 *****70.00

W97-28127

The TPA, Inc.

d/b/a

The TPA of Florida, Inc.

- | | | |
|--|---|---|
| ☒ Profit | ☐ Amendment | ☐ Merger |
| ☐ NonProfit | ☐ Dissolution/Withdrawal | ☐ Mark |
| ☐ Limited Liability Co. | ☐ Annual Report | ☐ Other |
| ☒ Foreign | ☐ Reservation | ☐ Change of R.A. |
| ☐ Limited Partnership | ☐ Photo Copies | ☐ Fictitious Name Filing |
| ☐ Reinstatement | ☐ CUS | |
| ☐ Certified Copy | ☐ Call When Ready | ☐ After 4:30 |
| ☐ Call if Problem | ☒ Walk In | ☒ Pick Up |
| ☐ Will Wait | ☐ Mail Out | |

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

DEC 17 1997

Thanks,
Jeff

97 DEC 17 11:55
97 DEC 19 AM 10:19
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

12/19



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 17, 1997

CT CORPORATION SYSTEM

ATTN: Jeff

SUBJECT: THE TPA, INC.
Ref. Number: W97000028127

We have received your document for THE TPA, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The addition of the words "of Florida" is not considered to distinguish one name from another. Please adopt a different name for use in Florida; a blank resolution form is attached for your convenience. Please feel free to call the number below to check the availability of any name you wish to adopt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 397A00059303

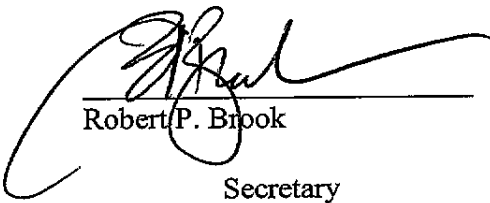
RECEIVED
97 DEC 19 AM 9:40
DIVISION OF CORPORATION

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Robert P. Brook, do hereby certify that this Resolution of the Board of Directors of The TPA, Inc., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on December 12, 1997.

Resolved, that The TPA, Inc. organized and existing in the State of Delaware, hereby adopts the name The TPA of Delaware, Inc. for use in Florida.

Dated:


Robert P. Brook
Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 19 AM 10:19

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. The TPA, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 06-1151127
(FEI number, if applicable)
4. September 22, 1997
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 5995 Opus Parkway, S110, Minnetonka, Minnesota 55343
(Current mailing address)
8. Third party administration for employee benefit plans.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 DEC 19 AM 10:19

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Susan J. Wanner - Asst. Secy
(Registered agent's signature) (Officer)

Susan J. Wanner, Assistant Secretary

(Type Name and Title of Officer)

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.

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

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 19 AM 10:19

Treasurer: _____

Address: _____

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

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert Parker Brook, President _____
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 19 AM 10:19

Directors and Officers
The TPA, Inc.

SOLE DIRECTOR:

William E. Sagan

OFFICERS:

1. Full Legal Name: William E. Sagan
Title(s): Chief Executive Officer and Chief Financial Officer
Social Security No. 191-42-5689

Residence Addr: 1300 French Creek Drive
Wayzata, MN 55391

Business Addr: 5995 Opus Parkway - S110
Minnetonka, MN 55343
2. Full Legal Name: Robert P. Brook
Title(s): President and Secretary
Social Security No. 565-98-7191

Residence Addr: 453 Highcroft Road
Wayzata, MN 55391

Business Addr: 5995 Opus Parkway - S110
Minnetonka, MN 55343
3. Full Legal Name: Andrew Thompson
Title(s): Vice President
Social Security #: 477-50-0433

Residence Addr: 104 Sweet Bay Rd
Longwood, Florida 32779

Business Addr: 2300 Maitland Center Parkway
Maitland, FL 32751
4. Full Legal Name: Mark Davis
Title: Vice President
Social Security #: 539-64-4750

Residence Addr: 12825 N. 103rd Place
Scottsdale, AZ 85260

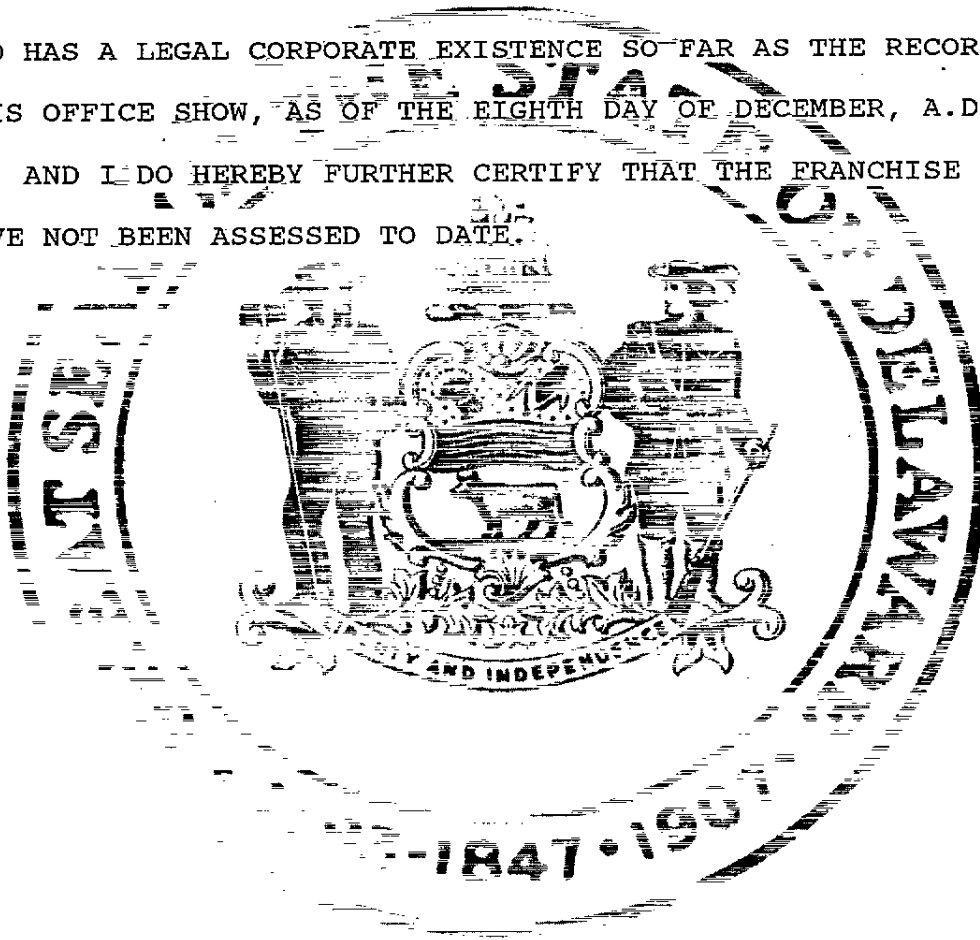
Business Addr: 7878 North 16th Street
Phoenix, AZ 85020

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 19 AM 10:19

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE TPA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF DECEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 19 AM 10:19




Edward J. Freel, Secretary of State

AUTHENTICATION:

2798959 8300

DATE:

8795315

971416719

12-08-97