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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

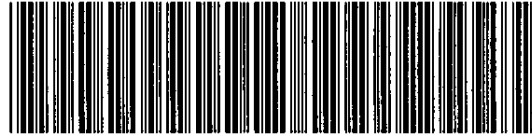
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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~~W15000044448~~

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Live Oak Banking Company
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:

Justin D. Wilson
Name of Person

Live Oak Banking Company
Firm/Company

16801 Greenspoint Park Drive, Suite 395
Address

Houston, Texas 77060
City/State and Zip code

justin.wilson@liveoakbank.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Justin D. Wilson at (910) 212-4948
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



FLORIDA OFFICE OF FINANCIAL REGULATION

www.FLOFR.com

DREW J. BREAKSPEAR
COMMISSIONER

July 7, 2015

Mr. Justin D. Wilson
16801 Greenspoint Park Dr.
Suite 395
Houston, TX 77060

Re: Live Oak Banking Company

Dear Mr. Wilson:

Reference is made to your recent letter requesting approval to register the above-referenced fictitious name with the Florida Secretary of State by Live Oak Banking Company, which is a North Carolina state-chartered bank headquartered in Wilmington, North Carolina.

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banco," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner in its corporate name. Therefore, this Office will not object to the use of the above referenced name being registered to transact business in the state of Florida. However, this correspondence is not intended to grant the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,

A handwritten signature in black ink, appearing to read "M. Barry Gilman".

M. Barry Gilman
Director
Division of Financial Institutions

BG:dlb

cc: Lyn Shoffstall, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 29, 2015

JUSTIN D WILSON
16801 GREENSPOINT PARK DRIVE, SUITE 395
HOUSTON, TX 77060 US

SUBJECT: LIVE OAK BANKING COMPANY
Ref. Number: W15000044448

We have received your document for LIVE OAK BANKING COMPANY and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the words BANK, BANC, BANCO, BANQUE, BANKER, BANKING, TRUST COMPANY, SAVINGS AND LOAN ASSOCIATION, SAVINGS BANK or CREDIT UNION, or words of similar import in any context or any manner must be obtained from the Office of Financial Regulation, pursuant to section 655.922(2a), Florida Statutes.

* Letter from Florida Office of Financial Regulation dated 7/7/15 attached.

Enclosed is a "Corporate Name Approval Request" form to be completed and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Institutions, resubmit the document and the approval letter to the Division of Corporations for filing. The Office of Financial Institutions' phone number is 850-410-9800.

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) 245-6051.

Yasemin Y Sulker
Regulatory Specialist II

Letter Number: 015A00013636

July 14

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. Live Oak Banking Company

(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. North Carolina 3. 800182298
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 02/25/2008 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. No business activity conducted in Florida to date

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

7. 1741 Tiburon Drive, Wilmington, NC 28403

(Principal office address)

1741 Tiburon Drive, Wilmington, NC 28403

(Current mailing address)

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15 JUL 14 PM 12:15
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TALLAHASSEE, FLORIDA

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

Name: InCorp Services, Inc.
Office Address: 17888 67th Court North
Loxahatchee, Florida 33470
(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.

[Signature] on behalf of InCorp Services, Inc.
(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: James S. Mahan, III

Address: 1741 Tiburon Drive
Wilmington, NC 28403

Vice Chairman: William L. Williams, III

Address: 1741 Tiburon Drive
Wilmington, NC 28403

Director: Neil L. Underwood

Address: 1741 Tiburon Drive
Wilmington, NC 28403

Director: David G. Lucht

Address: 1741 Tiburon Drive
Wilmington, NC 28403

B. OFFICERS

President: Neil L. Underwood

Address: 1741 Tiburon Drive
Wilmington, NC 28403

Vice President: Steve Jackson

Address: 1741 Tiburon Drive
Wilmington, NC 28403

Secretary: Lynn Burney

Address: 1741 Tiburon Drive, Wilmington, NC 28403

Treasurer: Betty Norris

Address: 1741 Tiburon Drive, Wilmington, NC 28403

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TALLAHASSEE, FLORIDA

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 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. Steve Jackson, Executive Vice President

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

ADDENDUM "A"

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

ITEM 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.

Attached, please find a certified copy of the Certificate of Existence for Live Oak Banking Company that was issued by the North Carolina Department of the Secretary of State on June 22, 2015.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



NORTH CAROLINA

Department of the Secretary of State

CERTIFICATE OF EXISTENCE

I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify that

LIVE OAK BANKING COMPANY

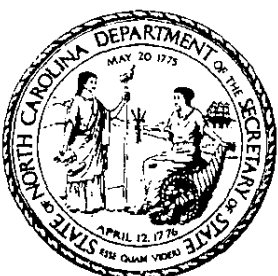
is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 25th day of February, 2008, with its period of duration being Perpetual.

I FURTHER certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 22nd day of June, 2015.

Elaine F. Marshall

Secretary of State



Scan to verify online.

ADDENDUM "B"

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

ITEM 11. NAMES AND BUSINESS ADDRESS OF OFFICERS AND/OR DIRECTORS

Attached, please find a copy of the current Officers and Directors for Live Oak Banking Company.

Live Oak Banking Company

Board of Directors

William H. Cameron
6400 Quail Run
Wilmington, NC 28409

Diane B. Glossman
2820 River Road
New Hope, PA 18938

Dr. Glen F. Hoffsis
269 Glenstone Cir.
Harrogate, TN 37752

H. Kel Landis, III
2710 Rosedale Ave.
Raleigh, NC 27607

David G. Lucht
1741 Tiburon Drive
Wilmington, NC 28403

James S. Mahan, III – (Chairman)
1741 Tiburon Drive
Wilmington, NC 28403

Milton E. Petty
203 Benjamin Court
Burlington, NC 27215

Jerald L. Pullins
99 Brookwood Lane
New Canaan, CT 06840

Neil L. Underwood
1741 Tiburon Drive
Wilmington, NC 28403

William L. Williams, III – (Vice Chairman)
1741 Tiburon Drive
Wilmington, NC 28403

Officers

James S. Mahan, III, Chairman & CEO
1741 Tiburon Drive
Wilmington, NC 28403

Neil L. Underwood, President
1741 Tiburon Drive
Wilmington, NC 28403

David G. Lucht, Chief Risk Officer
1741 Tiburon Drive
Wilmington, NC 28403

S. Brett Caines, CFO
1741 Tiburon Drive
Wilmington, NC 28403

Steve Jackson, EVP
1741 Tiburon Drive
Wilmington, NC 28403