

SEP 26 2014

FILE NO. 5-19550007

Clear Form

Print Form

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**APPLICATION FOR AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN ARIZONA**

Read the Instructions C018i

1. ENTITY TYPE - check only one to indicate the type of entity applying for authority:

- | | |
|--|--|
| <input checked="" type="checkbox"/> FOR-PROFIT CORPORATION | <input type="checkbox"/> INSURER |
| <input type="checkbox"/> NONPROFIT CORPORATION | <input type="checkbox"/> SAVINGS AND LOAN ASSOCIATION |
| <input type="checkbox"/> PROFESSIONAL CORPORATION | <input type="checkbox"/> CREDIT UNION |
| <input type="checkbox"/> CLOSE CORPORATION | <input type="checkbox"/> TRUST COMPANY |
| <input type="checkbox"/> BUSINESS TRUST | <input type="checkbox"/> COOPERATIVE MARKETING ASSOCIATION |
| <input type="checkbox"/> BUSINESS DEVELOPMENT CORP. | <input type="checkbox"/> ELECTRIC COOPERATIVE NON-PROFIT MEMBERSHIP ASSOC. |
| <input type="checkbox"/> CORPORATION SOLE | <input type="checkbox"/> NONPROFIT ELEC. GENERATION AND TRANSMISSION COOPERATIVE CORP. |

2. NAME IN STATE OR COUNTRY OF INCORPORATION (FOREIGN NAME) - enter the exact, true name of the foreign corporation:

Houghton Capital Corporation

3. NAME TO BE USED IN ARIZONA (ENTITY NAME) - *see Instructions C018i* - identify the name the foreign corporation will use in Arizona by checking 3.1, 3.2, or 3.3 (check only one), and follow instructions

3.1 ☒ Name in state or country of incorporation, with no changes -
Go to number 4.

3.2 ☐ Name in state or country of incorporation, with a corporate identifier added to it -
Enter the name in number 3.4 below.

3.3 ☐ Fictitious name (check this only if the foreign corporation's name in its state or country of incorporation is not available for use in Arizona) -
Enter the name in number 3.4 below.

3.4 If you checked 3.2 or 3.3, enter or print the name to be used in Arizona:

4. FOREIGN DOMICILE - list the state or country in which the foreign corporation is incorporated: Texas

5. DATE OF INCORPORATION IN FOREIGN DOMICILE: November 26, 1991

6. DURATION - the duration or life period of the foreign corporation is **presumed to be perpetual unless** one of the boxes is checked below *and* the blanks are filled in:

- ☐ The corporation's life period will end after the expiration of _____ years (enter a number of years).
☐ The corporation's life period will end on this **date** _____ (enter a date).
☐ The corporation's life period will end upon the occurrence of this **event**:

_____ (describe an event).

7. PURPOSE - the foreign corporation's purpose is to engage in any or all lawful business or affairs in which corporations may engage in the state or country under whose law the foreign corporation is incorporated, subject to the following **limitations**, if any (*leave this blank if there are no limitations on the corporation's purpose*):

8. **CHARACTER OF BUSINESS** - briefly describe the character of business or affairs the foreign corporation initially intends to conduct in Arizona. NOTE that the character of business or affairs that the foreign corporation ultimately conducts is not limited by the description provided.
- operation of self-storage facilities

9. PRINCIPAL OFFICE ADDRESS - FOREIGN DOMICILE STREET ADDRESS - see Instructions C018i - give the physical or street address (not a P. O. Box) of the foreign corporation required to be maintained in its state or country of incorporation, or, if not so required, of the foreign corporation's statutory agent in its state or country of incorporation:	10. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS: Is the Arizona known place of business street address the same as the street address of the statutory agent? <input type="checkbox"/> Yes - go to number 11 and continue. <input checked="" type="checkbox"/> No - provide the Arizona physical or street address (not a P.O. Box) below:
Houghton Capital	Securlock At Casa Grande
Attention (optional) 350 International Plaza III	Attention (optional) 517 North Colorado Street
Address 1 14241 Dallas Parkway	Address 1
Address 2 (optional) City Dallas	Address 2 (optional) City Casa Grande
TX State Zip 75254	AZ State AZ Zip 85122

11. STATUTORY AGENT IN ARIZONA - see Instructions C018i:			
11.1 REQUIRED - give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent:		11.2 OPTIONAL - mailing address in Arizona of statutory agent (can be a P.O. Box):	
C T Corporation System			
Statutory Agent Name (required)			
Attention (optional) 2390 E. Camelback Road		Attention (optional)	
Address 1		Address 1	
Address 2 (optional) City Phoenix		Address 2 (optional) City	
AZ State AZ Zip 85016		State Zip	
11.3 REQUIRED - the <u>Statutory Agent Acceptance</u> form M002 must be submitted along with this Application For Authority.			

12. DIRECTORS - list the name and business address of each and every Director of the corporation. If more space is needed, check this box <input type="checkbox"/> and complete and attach the <u>Director Attachment</u> form C082.			
Steven Houghton			
Director Name 350 International Plaza III		Director Name	
Address 1 14241 Dallas Parkway		Address 1	
Address 2 (optional) Dallas		Address 2 (optional)	
TX State or Province Zip 75254		State or Province Zip	
City UNITED STATES		City	
Country		Country	
Date taking office (optional):		Date taking office (optional):	

Director Name				Director Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City	State or Province		Zip	City	State or Province		Zip
Country				Country			
Date taking office (optional):				Date taking office (optional):			
Director Name				Director Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City	State or Province		Zip	City	State or Province		Zip
Country				Country			
Date taking office (optional):				Date taking office (optional):			
13. OFFICERS - list the name and business address of all principal Officers of the corporation. If more space is needed, check this box <input type="checkbox"/> and complete and attach the Officer Attachment form C085.							
Steven Houghton				Andrew G Smith			
Officer Name				Officer Name			
350 International Plaza III				350 International Plaza III			
Address 1				Address 1			
14241 Dallas Parkway				14241 Dallas Parkway			
Address 2 (optional)				Address 2 (optional)			
Dallas	TX	75254		Dallas	TX	75254	
City	UNITED STATES		State or Province	City	UNITED STATES		State or Province
Country				Country			
Date taking office (optional):		Officer title:		Date taking office (optional):		Officer title:	
		CEO				President	
Steven Houghton							
Officer Name				Officer Name			
350 International Plaza III							
Address 1				Address 1			
14241 Dallas Parkway							
Address 2 (optional)				Address 2 (optional)			
Dallas	TX	75254					
City	UNITED STATES		State or Province	City			State or Province
Country				Country			
Date taking office (optional):		Officer title:		Date taking office (optional):		Officer title:	
		Secretary					
Officer Name				Officer Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City			State or Province	City			State or Province
Country				Country			
Date taking office (optional):		Officer title:		Date taking office (optional):		Officer title:	

- 14. FOR-PROFITS ONLY - SHARES AUTHORIZED** - see *Instructions C018i* - list the class (common, preferred, etc.) and total number of shares the foreign corporation is AUTHORIZED to issue. This information must match the original Articles of Incorporation plus any amendments thereto. If more space is needed, check this box ☐ and complete and attach the Shares Authorized Attachment form C087.

Class: Common Series: A Total: 10,000 Par Value: \$0.01

Class: _____ Series: _____ Total: _____ Par Value: _____

- 15. FOR-PROFITS ONLY - SHARES ISSUED** - see *Instructions C018i* - list each class/series of authorized shares and give the total number and par value of shares of that class that have been ISSUED. If no shares of that class have been issued, put the number zero. If more space is needed, check this box ☐ and complete and attach the Shares Issued Attachment form C097.

Class: Common Series: A Total: 10,000 Par Value: \$0.01

Class: _____ Series: _____ Total: _____ Par Value: _____

- 16. NONPROFITS ONLY - MEMBERS** - check one box only:

Does the foreign nonprofit corporation have members? ☐ Yes ☐ No

- 17. PROFESSIONAL CORPORATIONS ONLY - PROFESSIONAL SERVICES** - if "professional corporation" is checked in number 1, briefly describe the type of professional services the corporation will render (examples: accounting, medical, law firm):

18. PROFESSIONAL CORPORATIONS ONLY - PROFESSIONAL LICENSE:

By the signature appearing on this document, the foreign professional corporation certifies under penalty of perjury that at least one-half of its shareholders who are entitled to vote for the election of directors, and at least one-half of its directors, and its president, are licensed in one or more states to render a professional service described in the foreign professional corporation's articles of incorporation.

NOTE: You must attach a statement from the licensing authority in Arizona for the profession showing that at least one of the professional corporation's shareholders or employees is licensed in Arizona to render that professional service. (See A.R.S. § 10-2245.)

SIGNATURE: By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature: 

Printed Name Andrew G Smith

Date 9-18-2014

REQUIRED - check only one:

<input type="checkbox"/> I am the Chairman of the Board of Directors of the corporation filing this document.	<input checked="" type="checkbox"/> I am a duly-authorized Officer of the corporation filing this document.	<input type="checkbox"/> I am a duly authorized bankruptcy trustee , receiver, or other court-appointed fiduciary for the corporation filing this document.
--	--	--

Filing Fee: \$175.00 (regular processing)
Expedited processing - add \$35.00 to filing fee.
All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

STATUTORY AGENT ACCEPTANCE

Please read Instructions M002i

1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Article of Incorporation):

Houghton Capital Corporation

2. **A.C.C. FILE NUMBER** (if entity is already incorporated or registered in AZ):

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

C T Corporation System

STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 3 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.



Ternell Kearney Asst. Secretary

09/23/2014

Signature

Printed Name

Date

REQUIRED – check only one:



Individual as statutory agent: I am signing on behalf of myself as the individual



Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.

Filing Fee: none (regular processing)

Expedited processing – (available only if this form is submitted by itself) add \$35.00 to filing fee.

All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007

Fax: 602-542-4100

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Submit

Print Form

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

CERTIFICATE OF DISCLOSURE*Read the Instructions C003i***1. ENTITY NAME** – give the exact name of the corporation in Arizona:

Houghton Capital Corporation

2. A.C.C. FILE NUMBER (If already incorporated or registered in AZ):Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>**3. Check only one of the following to indicate the type of Certificate:**

- ☒ Initial (accompanies formation or registration documents)
- ☐ Annual (credit unions and loan companies only)
- ☐ Supplemental to COD filed _____ (supplements a previously-filed Certificate of Disclosure)

4. FELONY/JUDGMENT QUESTIONS :

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

4.1	Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.2	Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: <ul style="list-style-type: none"> a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction? 	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are YES , you MUST complete and attach a form C004.		

5. BANKRUPTCY QUESTION:

5.1 Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in **any other corporation** (not the one filing this Certificate) on the bankruptcy or receivership of the **other corporation**?

☐ Yes☒ No

5.2 If the answer to number 5.1 is **YES**, you **MUST** complete and attach a Certificate of form C005.

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:

Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

Steven Houghton

Name
14241 Dallas Parkway
Address 1
350 International Plaza III
Address 2
Dallas TX 75254
City State Zip
Country UNITED STATES

SIGNATURE - see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I intend to affix my electronic signature and (or through my physical signature appearing below) I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature

Steven Houghton

Printed Name

Date

9-18-2014

REQUIRED - check only one:

- ☐ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
☒ **Officer** - I am an officer of the corporation submitting this Certificate.
☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Andrew G Smith

Name
14241 Dallas Parkway
Address 1
350 International Plaza III
Address 2
Dallas TX 75254
City State Zip
Country UNITED STATES

SIGNATURE - see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I intend to affix my electronic signature and (or through my physical signature appearing below) I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature

Andrew Smith

Printed Name

Date

9-18-2014

REQUIRED - check only one:

- ☐ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
☒ **Officer** - I am an officer of the corporation submitting this Certificate.
☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None
All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

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C003.001
Rev: 2010

Arizona Corporation Commission - Corporations Division
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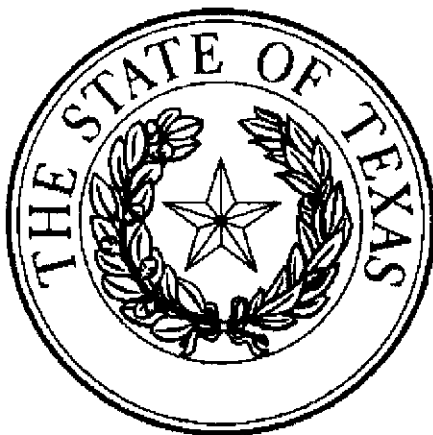
Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for HOUGHTON CAPITAL CORPORATION (file number 121332400), a Domestic For-Profit Corporation, was filed in this office on November 26, 1991.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on September 23, 2014.



NANDITA BERRY

Nandita Berry
Secretary of State



Office of the Secretary of State

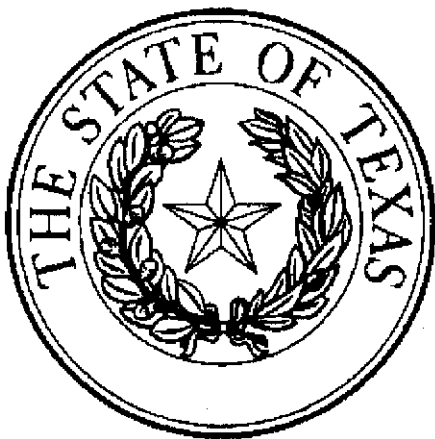
The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

HOUGHTON CAPITAL CORPORATION
Filing Number: 121332400

Articles Of Incorporation
Articles Of Amendment

November 26, 1991
August 04, 1995

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on September 26, 2014.



NANDITA BERRY

Nandita Berry
Secretary of State

ARTICLES OF INCORPORATION

OF

CFF INVESTMENTS, INC.

FILED
In the Office of the
Secretary of State of Texas

NOV 26 1991

Corporations Section

ARTICLE ONE

The name of the Corporation is CFF INVESTMENTS, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the Corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Texas Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000). The shares shall have a par value of One Cent.

ARTICLE FIVE

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of \$1,000.00.

ARTICLE SIX

The street address of its initial Registered Office, and the name of its initial Registered Agent at this address is as follows:

Steve Houghton
8432 Sterling, Suite 203
Irving, Texas 75063

ARTICLE SEVEN

The number of initial Directors is one (1). The name and address of the initial Director is:

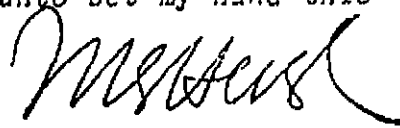
Steve Houghton
8432 Sterling, Suite 203
Irving, Texas 75063

ARTICLE EIGHT

The name and address of the Incorporator is:

Marilyn S. Hershman
408 W. 17th Street, Suite 101
Austin, Texas 78701-1207
(512) 474-2002

IN WITNESS WHEREOF: I have hereunto set my hand this
26th day of November, 1991.



Marilyn S. Hershman, Incorporator

FILED
In the Office of the
Secretary of State of Texas

AUG 4 1995

Corporations Section

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF CFF INVESTMENTS, INC.**

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned Texas corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE

The name of the corporation is CFF INVESTMENTS, INC.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the sole shareholder of the corporation on July 17, 1995:

"The name of the corporation is Houghton Capital Corporation"

The amendment alters and amends Article I of the Articles of Incorporation of CFF Investments, Inc. dated November 26, 1991 and filed November 26, 1991.

ARTICLE THREE

The number of shares of the corporation outstanding at the time of the adoption was 10,000; and the number of shares entitled to vote on the amendment was 10,000.

ARTICLE FOUR

The holders of all of the shares outstanding and entitled to vote on the amendment have signed a consent in writing adopting the amendment. Attached is an original executed Unanimous Consent of Shareholder.

ARTICLE FIVE

The amendment provides that the name of CFF Investments, Inc., a Texas corporation be changed to Houghton Capital Corporation

Date: July 25, 1995

CFF INVESTMENTS, INC.,
a Texas Corporation

By. 

Steven P. Houghton, President

**UNANIMOUS WRITTEN CONSENT OF
SOLE SHAREHOLDER TO THE
ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
CFF INVESTMENTS, INC.**

The undersigned sole shareholder of record of CFF INVESTMENTS, INC., a Texas corporation, whose shares constitute all of the issued and outstanding shares of the corporation, hereby consents to the adoption of Articles of Amendment to the Articles of Incorporation, which amendment will change the name of the corporation to Houghton Capital Corporation

IN WITNESS WHEREOF, the undersigned shareholder of record has signed its name and the date of signing and the number of shares of the corporation held by it of record on said date:

<u>Name</u>	<u>Date</u>	<u>Number of Shares</u>
Steven P. Houghton	7/17/95	10,000

By: 
Steven P. Houghton