

SEP 18 2014

NOV 03 2014

FILE NO. E-1953307-4 FILE NO. E-1953307-4

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

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

Read the Instructions C018I

AZ CORPORATION COMMISSION
FILED

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. |

NOV 24 2014

FILE NO. E-1953307-4

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

MacNafta Insurance Services, Inc.

<p>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</p>		
<p>3.1 <input checked="" type="checkbox"/> Name in state or country of incorporation, with no changes - Go to number 4.</p>	<p>3.2 <input type="checkbox"/> Name in state or country of incorporation, with a corporate identifier added to it - Enter the name in number 3.4 below.</p>	<p>3.3 <input type="checkbox"/> 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.</p>
<p>3.4 If you checked 3.2 or 3.3, enter or print the name to be used in Arizona:</p>		

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

5. **DATE OF INCORPORATION IN FOREIGN DOMICILE:** 12/17/2010

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.

To act as an insurance agency.

9. PRINCIPAL OFFICE ADDRESS - FOREIGN DOMICILE STREET ADDRESS - see <i>Instructions C018i</i> - 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 checked="" type="checkbox"/> Yes - go to number 11 and continue. <input type="checkbox"/> No - provide the Arizona physical or street address (not a P.O. Box) below:		
Attention (optional) 1026 East Valley Parkway			Attention (optional)		
Address 1			Address 1		
Address 2 (optional) City Escondido		CA State	92025 Zip	Address 2 (optional) City State Zip	

11. STATUTORY AGENT IN ARIZONA - see <i>Instructions C018i</i> :					
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):		
Paracorp Incorporated					
Statutory Agent Name (required)					
Attention (optional) 300 W Clarendon Avenue #230			Attention (optional)		
Address 1			Address 1		
Address 2 (optional) City Phoenix		AZ State	85013 Zip	Address 2 (optional) City State Zip	
11.3 REQUIRED - the Statutory Agent Acceptance 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 Director Attachment form C082.					
Arturo Agredano					
Director Name 1026 East Valley Parkway			Director Name		
Address 1			Address 1		
Address 2 (optional) Escondido		CA State or Province	92025 Zip	Address 2 (optional) City State or Province Zip	
Country UNITED STATES					
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.							
Arturo Agredano							
Officer Name				Officer Name			
1026 East Valley Parkway							
Address 1				Address 1			
Address 2 (optional)		CA	92025	Address 2 (optional)			
City	UNITED STATES	State or Province	Zip	City		State or Province	Zip
Country				Country			
Date taking office (optional):		Officer title:		Date taking office (optional):		Officer title:	
		President					
Officer Name				Officer 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):		Officer title:		Date taking office (optional):		Officer title:	
Officer Name				Officer 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):		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: _____ Total: 10,000 Per Value: 0
Class: _____ Series: _____ Total: _____ Per 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: 0 Series: 0 Total: 0 Per Value: 0
Class: _____ Series: _____ Total: _____ Per 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

Arturo Agredano

Printed Name

8/22/14
Date

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.
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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
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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 **MO021**

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):

MACNAFTA INSURANCE SERVICES, INC.

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:

Paracorp Incorporated

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.


Signature

Sharon Cooke, Asst. Secretary

8/22/2014

Printed Name

Date

REQUIRED – check only one:

<input type="checkbox"/> Individual as statutory agent: I am signing on behalf of myself as the individual	<input checked="" type="checkbox"/> 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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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:

MacNafta Insurance Services, Inc.

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:
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 Certificate of Disclosure Felony/Judgment Attachment 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 Disclosure Bankruptcy Attachment 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 Incorporator Attachment 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.

Arturo Agredano

Name

1026 East Valley Parkway

Address 1

Address 2

Escondido

CA

92025

City

UNITED STATES

State

Zip

Country

SIGNATURE - see Instructions C003i:

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

Arturo Agredano

Printed Name

8/22/14

Date

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.

Name

Address 1

Address 2

City

State

Zip

Country

SIGNATURE - see Instructions C003i:

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

Date

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 (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

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If you have questions after reading the instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

State of California
Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME:

MACNAFTA INSURANCE SERVICES, INC.

FILE NUMBER: C3341506
FORMATION DATE: 12/17/2010
TYPE: DOMESTIC CORPORATION
JURISDICTION: CALIFORNIA
STATUS: ACTIVE (GOOD STANDING)

I, DEBRA BOWEN, 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 October 28, 2014.

Debra Bowen

DEBRA BOWEN
Secretary of State

3341506

ARTICLES OF INCORPORATION

OF

MACNAFTA INSURANCE SERVICES, INC.

FILED
In the Office of the Secretary of State
of the State of California

DEC 17 2010

I, the person hereinafter referred to as the incorporator, for the purpose of associating to establish a corporation, under the provisions and subject to the requirements of the California law, and hereinafter sometimes referred to as the General Corporation Law of the State of California, do hereby adopt and make the following Articles of Incorporation:

FIRST: The name of the corporation (hereinafter called the corporation) is

MACNAFTA INSURANCE SERVICES, INC.

SECOND: The name of the corporation's initial agent for service of process in the State of California is Arturo Reynoso Agredano and the street address of the said initial agent for service of process is 1026 East Valley Parkway, Escondido, CA 92025. The mailing address and the street address of said initial agent are identical.

THIRD: The number of shares the corporation is authorized to issue is Ten Thousand (10,000), all of which are with no par value. All such shares are of one class and are designated as Common Stock.

FOURTH: The governing board of the corporation shall be styled as a "Board of Directors", and any member of said Board shall be styled as a "Director."

FIFTH: The corporation shall have perpetual existence.

SIXTH: The personal liability of the directors for monetary damages of the corporation is hereby eliminated to the fullest extent permitted by the General Corporation Law of the State of California, as the same may be amended and supplemented.

Articles of Incorporation
MACNAFTA INSURANCE SERVICES, INC.
December 14, 2010

SEVENTH: The corporation shall, to the fullest extent permitted by the General Corporation Law of the State of California, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Law from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Law, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

EIGHTH: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

IN WITNESS WHEREOF, I do hereby execute these Articles of Incorporation on
December 17, 2010.



Mark B. Robinson, Incorporator



I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

SEP 05 2014

Date: FML

Debra Bowen
DEBRA BOWEN, Secretary of State

Chloe Grafwallner

From: Cary Cook <CCook@azinsurance.gov>
Sent: Monday, November 24, 2014 7:33 AM
To: Chloe Grafwallner
Subject: RE: Name Approval Request

A Producer (Agent, Agency, Broker) is not an insurer. We do not object to MacNafta Insurance Services, Inc. making its filing with the Arizona Corporation Commission (ACC). Arizona Revised Statutes § 20-228 is NOT applicable to this Producer. You should submit a copy of this email to the ACC along with your ACC filing.

Gary W. Cook, Chief Financial Compliance Officer
Arizona Department of Insurance
2910 N. 44th St., Suite 210
Phoenix, AZ 85018
(602) 364-3986

From: Chloe Grafwallner [mailto:cgrafwallner@licensingpros.com]
Sent: Monday, November 24, 2014 8:25 AM
To: Cary Cook
Subject: RE: Name Approval Request

Yes, this entity is a Producer Agency, not an insurer.

Thanks!
Chloe Grafwallner
Licensing Professionals

From: Cary Cook [mailto:CCook@azinsurance.gov]
Sent: Monday, November 24, 2014 7:23 AM
To: Chloe Grafwallner
Subject: RE: Name Approval Request

Please confirm that the entity is a Producer (agent, agency, broker) and not an insurer. Thank you.

Gary W. Cook, Chief Financial Compliance Officer
Arizona Department of Insurance
2910 N. 44th St., Suite 210
Phoenix, AZ 85018
(602) 364-3986

From: Chloe Grafwallner [mailto:cgrafwallner@licensingpros.com]
Sent: Monday, November 24, 2014 8:17 AM
To: Cary Cook
Subject: Name Approval Request

Hi Cary,

We are trying to register **MacNafta Insurance Services, Inc.** with the Arizona Corporation Commission and they have requested that we obtain name approval from you to use the word *insurance* in their name.

Please let me know if you need any additional information.

Thanks!

Chloe Grafwallner

Licensing Professionals

P.O. Box 566 | Lynden, WA 98264

77 (888) 543-5432 | Ph (360) 933-1990 | Fax (360) 933-1991

cgrafwallner@licensingpros.com

www.licensingpros.com

Overnight deliveries only:

914 Citadel Drive, Ste. B | Everson, WA 98247



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