

JAN 19 2016

FILE NO. F-20020948

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

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:

My Pillow, Inc.

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: Minnesota

5. DATE OF INCORPORATION IN FOREIGN DOMICILE: 07/01/2009

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.

Retail store for My Pillow products

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 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:		
Attention (optional) 343 82nd Street			Attention (optional) 7700 W Arrowhead Towne Center		
Address 1 Suite 102			Address 1 Arrowhead Mall		
Address 2 (optional) City Chaska		MN State Zip 55318	Address 2 (optional) City Glendale		AZ State Zip 85308

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):		
National Registered Agents, Inc.					
Statutory Agent Name (required)					
Attention (optional) 3800 N. Central Avenue			Attention (optional)		
Address 1 Suite 460			Address 1		
Address 2 (optional) City Phoenix		AZ State Zip 85012	Address 2 (optional) City		State Zip
11.3 REQUIRED – the <u>Statutory Agent Acceptance form M002</u> 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 form C082</u> .					
Michael Lindell – Chairman			Thomas W. Clapp – Vice Chairman		
Director Name 343 E. 82nd St.			Director Name 343 E. 82nd St.		
Address 1 Suite 102			Address 1 Suite 102		
Address 2 (optional) Chaska		MN State or Province Zip 55318	Address 2 (optional) Chaska		MN State or Province Zip 55318
City Country	UNITED STATES		City Country	UNITED STATES	
Date taking office (optional):			Date taking office (optional):		

Wayne Belisle				Kim Rasmussen			
Director Name 343 E. 82nd St.				Director Name 343 E. 82nd St.			
Address 1 Suite 102				Address 1 Suite 102			
Address 2 (optional) Chaska		MN	55318	Address 2 (optional) Chaska		MN	55318
City Country	UNITED STATES	State or Province	Zip	City Country	UNITED STATES	State or Province	Zip
Date taking office (optional):				Date taking office (optional):			
James Furlong				Jessica Maskovich			
Director Name 343 E. 82nd St.				Director Name 343 E. 82nd St.			
Address 1 Suite 102				Address 1 Suite 102			
Address 2 (optional) Chaska		MN	55318	Address 2 (optional) Chaska		MN	55318
City Country	UNITED STATES	State or Province	Zip	City Country	UNITED STATES	State or Province	Zip
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 <u>Officer Attachment</u> form C085.							
Michael Lindell – Chief Executive Officer				Thomas W. Clapp – President, Secretary, Treasurer			
Officer Name 343 E. 82nd St.				Officer Name 343 E. 82nd St.			
Address 1 Suite 102				Address 1 Suite 102			
Address 2 (optional) Chaska		MN	55318	Address 2 (optional) Chaska		MN	55318
City Country	UNITED STATES	State or Province	Zip	City Country	UNITED STATES	State or Province	Zip
Date taking office (optional):		Officer title:		Date taking office (optional):		Officer Title:	
James Furlong – President Show Management				Jessica Maskovich – Chief Operating Officer			
Officer Name 343 E. 82nd St.				Officer Name 343 E. 82nd St.			
Address 1 Suite 102				Address 1 Suite 102			
Address 2 (optional) Chaska		MN	55318	Address 2 (optional) Chaska		MN	55318
City Country	UNITED STATES	State or Province	Zip	City Country	UNITED STATES	State or Province	Zip
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 Country		State or Province	Zip	City Country		State or Province	Zip
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: 10,000,000 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: _____ Total: 2,183,065 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): _____

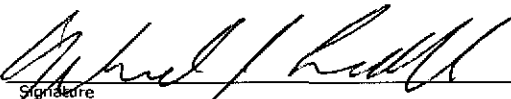
- 18. PROFESSIONAL CORPORATIONS ONLY – PROFESSIONAL LICENSE:**

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

Michael J. Lindell, CEO

Printed Name

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.
--	--	--

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.

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

My Pillow, 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: <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 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.

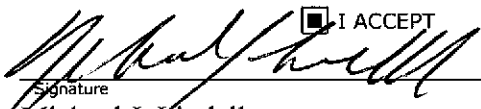
SIGNATURE REQUIREMENTS:	
Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of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

Michael J. Lindell

Name		
343 E. 82nd St.		
Address 1		
Suite 102		
Address 2		
Chaska	MN	55318
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 acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

 Signature
 Michael J. Lindell
 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.

Name		
Address 1		
Address 2		
City	State	Zip
Country		

SIGNATURE – see Instructions C003i:

By typing or entering my name and 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	Mail: Arizona Corporation Commission - Corporate Filings Section
All fees are nonrefundable - see Instructions.	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.

