

Filing and License Fee: \$310.00 minimum



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Destination Vacations 365, Inc.

2. It is incorporated under the laws of Tennessee

3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited" or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4. The date of its incorporation is 12/05/2012 and the period of its duration is Perpetual

5. The address of its principal office is 119 S. Main Street, Suite 500, Memphis, TN 38103

6. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard, Suite 200 (Street Address, not P.O. Box)

Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at that address is Corporation Service Company (City/Town) (Zip Code) (Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are: Sells a membership to a program that offers lodging and vacation packages at discount rates.

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

Table with 2 columns: Name, Address. Rows include David MacMillan, Marcus Gillete, David Halpern, and Cindy Martin, all with address 119 S. Main Street, Suite 500, Memphis, TN 38103.

RECEIVED SECRETARY OF STATE CORPORATIONS DIV 2013 JUN 21 PM 12:08

FILED 1208

JUN 21 2013

BY DJ 199956

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	David MacMillan	119 S. Main Street, Suite 500, Memphis, TN 38103
Vice President	Cindy Martin	119 S. Main Street, Suite 500, Memphis, TN 38103
<del>XXXXX</del> CEO	David Halpern	119 S. Main Street, Suite 500, Memphis, TN 38103
Secretary		

9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1000	COMMON		ALL SHARES HAVE NO PAR VALUE

10. (a) \$<sup>0</sup> = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.

(b) \$<sup>0</sup> = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.

(c) 0% = An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. {divide (b) by (a) and multiply by 100 to obtain the percentage}

11. (a) \$<sup>2,000,000.00</sup> = An estimate of the gross amount of business to be transacted by the corporation during the following year.

(b) \$<sup>15,000.00</sup> = An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year.

(c) .75% = An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year. {divide (b) by (a) and multiply by 100 to obtain the percentage}

12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.

13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing \_\_\_\_\_.

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 06/19/13

  
 \_\_\_\_\_  
 Signature of Authorized Officer of the Corporation

David MacMillan, President

\_\_\_\_\_  
 Type or Print Name of Authorized Officer



STATE OF TENNESSEE  
Tre Hargett, Secretary of State  
Division of Business Services  
William R. Snodgrass Tower  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102

ALEX HEYEN  
801 ADLAI STEVENSON DRIVE  
SPRINGFIELD, IL 62703

June 5, 2013

Request Type: Certificate of Existence/Authorization  
Request #: 0099079

Issuance Date: 06/05/2013  
Copies Requested: 1

Document Receipt

Receipt #: 1061746 Filing Fee: \$22.25  
Payment-Credit Card - TennesseeAnytime Online Payment #: 150695216 \$22.25

Regarding: Destination Vacations 365, Inc.  
Filing Type: Corporation For-Profit - Domestic Control #: 702203  
Formation/Qualification Date: 12/05/2012 Date Formed: 12/05/2012  
Status: Active Formation Locale: TENNESSEE  
Duration Term: Perpetual Inactive Date:  
Business County: SHELBY COUNTY

CERTIFICATE OF EXISTENCE

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that effective as of the issuance date noted above

Destination Vacations 365, Inc.

- \* is a Corporation duly incorporated under the law of this State with a date of incorporation and duration as given above;
- \* has paid all fees, taxes and penalties owed to this State (as reflected in the records of the Secretary of State and the Department of Revenue) which affect the existence/authorization of the business;
- \* has appointed a registered agent and registered office in this State;
- \* has not filed Articles of Dissolution or Articles of Termination. A decree of judicial dissolution has not been filed.

Tre Hargett  
Secretary of State

Processed By: Cert Web User

Verification #: 003162621



# State of Rhode Island and Providence Plantations

**A. Ralph Mollis**

*Secretary of State*

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly  
executed in accordance with the provisions of Title 7 of the General Laws  
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

*Secretary of State*

