

FO2000005177

TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Dana Investment Advisors, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

(10) 10/14 FOR CORP C6+US

400006585894--2  
-07/23/02--01032--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",  
"Certificate of Existence", 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:

W02-21362

Michael Stewart, Compliance Officer

(Name of Person)

Dana Investment Advisors, Inc.

(Firm/Company)

15800 W. Bluemound Rd., Suite 250

(Address)

Brookfield, WI 53005

(City/State and Zip code)

For further information concerning this matter, please call:

Michael Stewart

(Name of Person)

at ( 262 ) 782-8658

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

MAILING ADDRESS:

Registration 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

FILED  
02 OCT 14 AM 9:04  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 24, 2002

MICHAEL STEWART, COMPLIANCE OFFICER  
DANA INVESTMENT ADVISORS, INC.  
15800 W. BLUEMOUND RD., SUITE 250  
BROOKFIELD, WI 53005

SUBJECT: DANA INVESTMENT ADVISORS, INC.  
Ref. Number: W02000021362

We have received your document for DANA INVESTMENT ADVISORS, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$13,976.25.

Please return 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) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 202A00045005



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

August 14, 2002

MICHAEL STEWART, COMPLIANCE OFFICER  
DANA INVESTMENT ADVISORS, INC.  
P.O. BOX 1067  
BROOKFIELD, WI 53008

SUBJECT: DANA INVESTMENT ADVISORS, INC.  
Ref. Number: W02000021362

We have received your document for DANA INVESTMENT ADVISORS, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

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Please return 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) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 202A00045005



DANA INVESTMENT ADVISORS, INC.

September 30, 2002

Florida Dept. of State  
C/O Division of Corporations  
Attn: Michelle Hodges  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Ms. Hodges,

My firm is currently requesting permission to conduct business within the state of Florida as a foreign corporation. I am writing in response to your letter dated August 14, 2002 (a copy of which is attached hereto) which indicated that a civil penalty has been assessed against our firm due to our past business dealings within the state. Dana Investment Advisors had previously registered as an investment advisor with the State of Florida's Division of Securities. In conjunction with that filing, Dana received a legal opinion (also attached hereto) that its business activities did not give rise to those activities covered by the foreign corporation registration statutes, and therefore need not register. A copy of the controlling case law is also attached, In re: F. A. Spina and Company, Inc. Dana has previously conducted its limited business dealings within the State Florida based upon this exemption. Going forward, Dana would like to open an office located within the State of Florida, which prompted the filing request in question. It is our sincere belief that Dana did not violate Florida Statute Section(s) 607.1502(4), 617.1502(4), 608.502(4), and therefore Dana should not be liable for the civil penalty that you referred to in your original letter. In light of this information, it is with the deepest respect that I ask you to reconsider Dana's original application to conduct business within the state of Florida as a foreign corporation, and to further approve such application without the resulting civil penalties in question. Thank you for your consideration of this matter.

Best Regards,

Michael C. Stewart, JD CFA CFP  
Senior Vice President  
Compliance Officer

Encl. / 3

First Wisconsin Plaza  
P.O. Box 2113  
Madison, Wisconsin 53701-2113  
608/251-5000  
FAX 608/251-9166

Attorneys at Law in  
Milwaukee and Madison, Wisconsin  
West Palm Beach and Naples, Florida  
Phoenix, Arizona

**Quarles & Brady**

March 13, 1990

Dana Investment Advisors, Inc.  
Post Office Box 1067  
Brookfield, WI 53008-1067

Attn.: Gerald E. Denor  
Senior Vice President-Administration

Re: Qualification as Foreign Corporation in Florida

Gentlemen and Mesdames:

In connection with your application to become licensed as an investment adviser in the State of Florida, you have asked whether Dana Investment Advisors, Inc. ("Dana") would also be required to file an application for authority to transact business as a foreign corporation in Florida. You have informed us that Dana will not maintain any offices or permanently station any personnel in Florida. Rather, Dana's only contacts with Florida will be sales activity through telephone calls, mail and occasional sales visits by its employees, which are generally initiated from the firm's Wisconsin offices and by independent contractors who may, or may not be, located in Florida. We understand that all orders procured in Florida will be subject to acceptance outside of Florida before they become binding.

Based upon our review of the relevant Florida statutes, we believe that Dana could conduct the activities set forth above without filing an application for authority to transact business in Florida. More specifically, section 607.304 of the Florida Business Corporation Act, provides that a corporation whose activities are limited, inter alia, to "[s]oliciting or procuring orders, whether by mail or through employees, agents or otherwise, where such orders require acceptance without this state before becoming binding contracts," "[e]ffecting sales through independent contractors" or "[t]ransacting any business in interstate commerce" is not transacting business in Florida for purposes of the requirement of authority to transact business as a foreign corporation in Florida. Therefore, it is our opinion that section 607.304 would exempt Dana from the obligation to file an application for authority to transact business in Florida.

Any change in the facts set forth above could, of course, affect the availability of the exemption.

DANA RECEIVED

MAR 16 1990

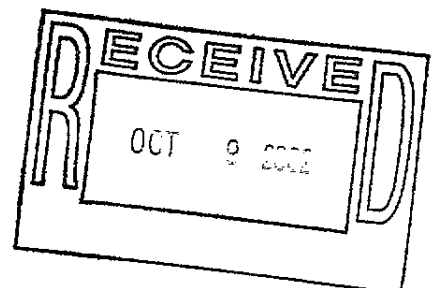
TO: Gerry York, General Counsel's Office  
FROM: Gretchen S. Harvey, Registration Section  
DATE: October 9<sup>th</sup>, 2002  
SUBJECT: DANA INVESTMENT ADVISORS, INC.  
REFERENCE: W02000021362

Pursuant to Mr. Stewart's letter of September 30<sup>th</sup>, the attached documents and correspondence are being forwarded to you for appropriate handling.

Please note the attached documents appear to meet the filing requirements stipulated in Chapter 607, Florida Statutes, with the exception of any penalty or annual report fees that may be due this office.

Should you have any further questions concerning this matter, please do not hesitate to get in touch.

/gsh





# *Department of State*

## *Memorandum Office of the General Counsel*

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TO: File

FROM: Gerard York, Assistant General Counsel

DATE: October 9, 2002

RE: Dana Investment Advisors, Inc.

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Based on my review of the file and the information received from the corporation, it is my recommendation that this file be closed. Corporation erroneously represented on its July 23, 2002 application it had transacted business in Florida since 1990, notwithstanding the fact its activities do not come within the definition of "transacting business" under section 607.1501, Florida Statutes. Accordingly, no penalties or past annual report fees are due. Corporation wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended that corporation be issued a certificate of authority.

/gty

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. Dana Investment Advisors, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or  
words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a  
natural person or partnership if not so contained in the name at present.)

2. Wisconsin

(State or country under the law of which it is incorporated)

3. 391512278

(FEI number, if applicable)

4. March 19, 1985

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. April 1, 1990

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 15800 W. Bluemound Rd. Suite 250, Brookfield WI 53005

(Principal office address)

P.O. Box 1067 Brookfield WI 53008

(Current mailing address)

8. Provider of investment advisory services

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(Zip code)

FILED  
02 OCT 14 AM 9:04  
TALLAHASSEE FLORIDA

10. 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.*

Carole Harlan

CAROLE HARLAN, AUTHORIZED SIGNER

(Registered agent's signature)

11. 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.



12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Michael L. Dang

Address: 15800 W. Bluemound Rd, #250 Brookfield WI 53005

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: Michael L. Dang

Address: 15800 W. Bluemound Rd, #250 Brookfield WI 53005

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Gerald Denor

Address: 15800 W. Bluemound Rd, #250 Brookfield WI 53005

Treasurer: Mark Mirsberger

Address: 15800 W. Bluemound Rd, #250 Brookfield WI 53005

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Corporate Secretary

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

DOM.  
180-181 185

United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

Greetings:

I do hereby certify that

DANA INVESTMENT ADVISORS, INC.

is a domestic corporation organized under the laws of this state and that its date of incorporation is March 19, 1985.

I further certify that an Amendment was filed on September 17, 1986, changing the name from DANA REGISTERED INVESTMENT ADVISORS, INC., to the present name of DANA INVESTMENT ADVISORS, INC.

I further certify that corporation has, within its most recently completed report year, filed an annual report required under ss. 180.1622, 180.1921 or 181.1622, Wis. Stats., and that it has not filed articles of dissolution.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department on July 11, 2002.



Dave Duecker, Administrator  
Department of Financial Institutions

BY:

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.