

F06000004258

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Name Change
Amend

01/14/14--01023--001 **43.75

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2014 JAN 14 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DDR

1/22/14

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: TrueNorth Securities, Inc.
Name of Corporation

DOCUMENT NUMBER: FO6000004258

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Janell Johnson

Name of Contact Person

TrueNorth Securities, Inc.

Firm/Company

8200 E. 32nd Street North

Address

Wichita, KS 67226

City/State and Zip Code

jane@truenorthcorp.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Patrice Downing

at (316) 266-6542
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☒ \$43.75 Filing Fee & Certificate of Status

 **\$43.75 Filing Fee & Certified Copy**
(Additional copy is enclosed)

 **\$52.50 Filing Fee,
Certificate of Status &
Certified Copy**
(Additional copy is
enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FO6000004258

(Document number of corporation (if known))

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. TrueNorth Securities, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Kansas

(Incorporated under laws of)

3. June 19, 2006

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 12-31-13

5. TrueNorth, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Margaret E. Hornbeck

(Typed or printed name of person signing)

SVP, COO

(Title of person signing)

2887453

53-14

RESTATED AND AMENDED ARTICLES OF INCORPORATION**OF****TRUENORTH, INC.**

(The Corporation was originally incorporated as TrueNorth Securities, Inc.
by Articles of Incorporation filed
with the Kansas Secretary of State on June 23rd, 2000)

IT IS HEREBY CERTIFIED that the following Restated and Amended Articles of Incorporation which restate and integrate the Corporation's Articles of Incorporation, as originally filed and as heretofore amended and supplemented, were duly set forth, proposed, approved, and declared advisable by a resolution duly adopted by the Corporation's Board of Directors pursuant to their unanimous written consent filed with the minutes of the Board. The Amendments to Articles I - XI were further approved and adopted by the stockholder of the Corporation in accordance with the provisions of K.S.A. Section 17-6605 and amendments thereto, and the General Corporation Code of the State of Kansas, and that these Restated and Amended Articles of Incorporation constitute all of the Articles of Incorporation of the Corporation and do hereby supersede the Corporation's Articles of Incorporation originally filed as heretofore supplemented or amended.

IT IS FURTHER CERTIFIED that the capital of the Corporation will not be reduced under or by reason of said Restated and Amended Articles of Incorporation.

ARTICLE IName

The name of the Corporation is:

TRUENORTH, INC.

ARTICLE IIRegistered Office and Resident Agent

The address of the Corporation's registered office in the State of Kansas is 8200 E. 32nd St. North, Wichita, Sedgwick County, Kansas 67227. The name of its registered agent at such address is David L. Strohm. The Corporation shall, however, be authorized and empowered to transact and engage in business in any and all other states, territories, and countries, without limitation, both within and without the United States of America.

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ARTICLE III

Purpose

The Corporation is organized for profit, and the nature of the business and the purposes of the Corporation are:

- a. To engage in the business of selling investment securities as a broker-dealer registered under the provisions of the Securities Exchange Act of 1934, as amended;
- b. To engage in financial planning, pension plan administration, money management advisory and consulting and related business;
- c. To engage in the insurance brokerage business, and any related business; and
- d. To engage in any act or activity for which corporations may be organized under the Kansas General Corporation Code, as now in effect and as hereafter amended or modified.

ARTICLE IV

Capital Stock

The total authorized capital of the Corporation is 100,000 shares of common stock having a par value of \$1.00 per share. Each of such shares, as and when issued, shall be fully paid and non-assessable.

ARTICLE V

Incorporator

The name and mailing address of the Corporation's incorporator is:

Name

Address

SueAnn V. Schultz

3024 SW Wanamaker Rd.
Suite 203
Topeka, Kansas 66614

ARTICLE VI

Board of Directors

A. The business and affairs of the Corporation shall be managed and conducted by a Board of Directors consisting of one or more members who need not be stockholders, the exact number to be fixed and determined by the Board of Directors, with full authority in the Board of Directors to vary said number at any time and from time to time. Until and unless the Board of Directors shall determine otherwise, the Board of Directors shall consist of not less than three (3) or more than nine (9) members. The powers of the incorporator shall terminate upon the filing of these Articles of Incorporation with the Kansas Secretary of State. The names and mailing addresses of the persons who shall serve as the original directors of the Corporation until the first annual meeting of stockholders or until their successors are elected and qualified, or until their earlier death, resignation or removal, are:

<u>Name</u>	<u>Address</u>
David L. Strohm	3200 E. 32 nd St. North Wichita, KS 67226
Margaret E. Hornbeck	3200 E. 32 nd St. North Wichita, KS 67226
Susan L. Pool	3200 E. 32 nd St. North Wichita, KS 67226

B. The Board of Directors shall have full power and authority to manage the Corporation and any and all of its assets, properties, businesses, and affairs, including the right to elect such officers and assistant officers and to designate and appoint such agents and employees as the Board of Directors deems advisable and to allow them suitable compensation, and shall have any and all additional powers and authority, not inconsistent with the express terms of these Articles of Incorporation, that are expressly or impliedly granted to or invested in the Board by the statutes or laws of the State of Kansas, as now in effect and as hereafter amended or modified. Unless otherwise provided in the bylaws of the Corporation, the election of directors by written ballot shall be required only if requested by a stockholder entitled to vote at said election.

C. No director of the Corporation shall be held personally liable to the Corporation or its stockholders for breach of fiduciary duty as a director except for liability (i) for any breach of a director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the provisions of K.S.A. § 17-6424 and amendments thereto, or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this paragraph C shall be

prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation serving at the time of such repeal or modification.

ARTICLE VII

Compromise or Arrangement

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them or between this Corporation and its stockholders or any class of them, any court of competent jurisdiction within the State of Kansas, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of K.S.A. § 17-6901 and amendments thereto, or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of K.S.A. § 17-6808 and amendments thereto, may order a meeting of the creditors or class of creditors, or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

ARTICLE VIII

Bylaws

The original bylaws of the Corporation shall be adopted by the Board of Directors. Thereafter, the power to adopt, alter, amend, or repeal the Corporation's bylaws, in whole or in part, at any time and from time to time, shall be vested concurrently in the stockholders and in the Board of Directors of the Corporation, but the authority of the Board of Directors with respect to bylaws shall at all times remain subject to the superior authority of the stockholders.

ARTICLE IX

Perpetual Existence

The Corporation shall have perpetual existence.

ARTICLE X

No Preemptive Rights

No stockholder of the Corporation shall have any preemptive right to subscribe to any additional issue of shares of the Corporation's common stock or to any security issued by the Corporation that is convertible into one or more shares of the Corporation's common stock.

ARTICLE XI

Indemnification

A. The Corporation shall indemnify any director or officer of the Corporation who was, is, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (collectively a "Proceeding") by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, trustee, partner, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, to the fullest extent permitted by the Kansas General Corporation Code as now in effect and as hereafter amended. Such right to indemnification shall be a contract right and shall include the right to be paid by the Corporation for expenses incurred in defending any Proceeding in advance of its final disposition to the fullest extent permitted under the Kansas General Corporation Code as now in effect and as hereafter amended.

B. The rights conferred in paragraph A shall not be exclusive of any other right to indemnification which any person may have or hereafter acquire under any statute, bylaw, agreement, contract, resolution of the Board of Directors or stockholders of the Corporation, or otherwise.

IN WITNESS WHEREOF, I have hereunto subscribed my name at Topeka, Kansas, on this 30th day of December, 2013.

TRUENORTH, INC.,
a Kansas corporation

By: SueAnn V. Schultz

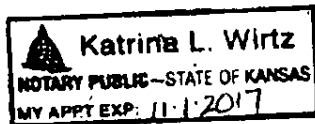
Name: SueAnn V. Schultz

Title: Secretary & General Counsel

STATE OF KANSAS)
) SS.
SHAWNEE COUNTY)

BE IT REMEMBERED, that on this 30th day of December, 2013,
before me, a Notary Public within and for the County and State aforesaid, came
Sue Ann V. Schultz, who is personally known to me and known to me to be
the same person who executed the foregoing Articles of Incorporation, and said person
duly acknowledged before me her execution of the same as and for her free and voluntary
act and deed, for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial
seal at Topeka, Kansas, on the day, month and year last above written.



Katrina L. Wirtz
Notary Public

My commission expires:

11-1-2017

Notary Printed Name:

Katrina L. Wirtz



I hereby certify this to be a true and
correct copy of the original on file.
Certified on this date: Jan 6, 2014
KRIS W. KOBACH
Secretary of State Kris W. Kobach