

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, March 28, 2014

This is to certify that the certificate of incorporation of

Dawn's Heart Inc.

was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: March 28, 2014



State Corporation Commission

Attest:

Joel Heck
Clerk of the Commission



(03/08)

ANNUAL CORPORATION REQUIREMENTS

The Commission mails an Annual Assessment Packet, containing a preprinted annual report form and a notice of annual registration fee assessment, to the registered agent of each active domestic and foreign stock and nonstock corporation at the registered office address on file with the Commission approximately 75 days before the annual report and registration fee payment are due.

Annual Report (Sections 13.1-775 and 13.1-936 of the Code of Virginia)

Each active domestic and foreign stock and nonstock corporation is required to file an annual report with the Commission by the last day of the month in which it was incorporated or authorized to transact business in Virginia (the "due date"). There is no fee for filing this form.

Annual Registration Fee – Stock Corporations (Section 13.1-775.1 of the Code of Virginia)

(Not to be confused with charter/entrance fee) The Commission assesses each active domestic and foreign stock corporation an annual registration fee based on the number of shares it is authorized to issue as of the first day of the second month next preceding the month the corporation was incorporated or authorized to transact business in Virginia. **See schedule below.** Payment of the annual registration fee must be received by the Commission by the due date to avoid imposition of a penalty.

Annual Registration Fee – Nonstock Corporations (Section 13.1-936.1 of the Code of Virginia)

(Not to be confused with charter/entrance fee) The Commission assesses each active domestic and foreign nonstock corporation an **annual registration fee of \$25.00** on the first day of the second month next preceding the month the corporation was incorporated or authorized to transact business in Virginia. Payment of the annual registration fee must be received by the Commission by the due date to avoid imposition of a penalty.

ANNUAL REGISTRATION FEE SCHEDULE

NONSTOCK CORPORATION: \$25

STOCK CORPORATION:

<u>Authorized shares</u>	<u>Fee</u>	<u>Authorized shares</u>	<u>Fee</u>	<u>Authorized shares</u>	<u>Fee</u>
1 – 5,000	\$ 100	90,001 – 95,000	\$ 640	180,001 – 185,000	\$ 1180
5,001 – 10,000	130	95,001 – 100,000	670	185,001 – 190,000	1210
10,001 – 15,000	160	100,001 – 105,000	700	190,001 – 195,000	1240
15,001 – 20,000	190	105,001 – 110,000	730	195,001 – 200,000	1270
20,001 – 25,000	220	110,001 – 115,000	760	200,001 – 205,000	1300
25,001 – 30,000	250	115,001 – 120,000	790	205,001 – 210,000	1330
30,001 – 35,000	280	120,001 – 125,000	820	210,001 – 215,000	1360
35,001 – 40,000	310	125,001 – 130,000	850	215,001 – 220,000	1390
40,001 – 45,000	340	130,001 – 135,000	880	220,001 – 225,000	1420
45,001 – 50,000	370	135,001 – 140,000	910	225,001 – 230,000	1450
50,001 – 55,000	400	140,001 – 145,000	940	230,001 – 235,000	1480
55,001 – 60,000	430	145,001 – 150,000	970	235,001 – 240,000	1510
60,001 – 65,000	460	150,001 – 155,000	1000	240,001 – 245,000	1540
65,001 – 70,000	490	155,001 – 160,000	1030	245,001 – 250,000	1570
70,001 – 75,000	520	160,001 – 165,000	1060	250,001 – 255,000	1600
75,001 – 80,000	550	165,001 – 170,000	1090	255,001 – 260,000	1630
80,001 – 85,000	580	170,001 – 175,000	1120	260,001 – 265,000	1660
85,001 – 90,000	610	175,001 – 180,000	1150	265,001 – 270,000	1690
				over 270,000	1700



(03/08)

**CHARTER FEE / ENTRANCE FEE SCHEDULE FOR
DOMESTIC AND FOREIGN CORPORATIONS**

FEE FORMULA

Stock Corporations

Charter/Entrance Fee

(Section 13.1-615.1 of the Code of Virginia)
(See chart below.)

- 1,000,000 or fewer authorized shares in articles of
incorporation, as amended:
\$50 for each 25,000 shares or fraction thereof

- more than 1,000,000 authorized shares: \$2,500

Filing Fee

(Section 13.1-616 of the Code of Virginia)

- \$25

Nonstock Corporations

(Sections 13.1-815.1 and
13.1-816 of the Code of Virginia)

- \$75 (\$50 charter/entrance fee + \$25 filing fee)

CHARTER FEE / ENTRANCE FEE SCHEDULE – STOCK CORPORATION

<u>Authorized shares</u>	<u>Total fees*</u>	<u>Authorized shares</u>	<u>Total fees*</u>
1 - 25,000	\$ 75	500,001 - 525,000	\$1,075
25,001 - 50,000	125	525,001 - 550,000	1,125
50,001 - 75,000	175	550,001 - 575,000	1,175
75,001 - 100,000	225	575,001 - 600,000	1,225
100,001 - 125,000	275	600,001 - 625,000	1,275
125,001 - 150,000	325	625,001 - 650,000	1,325
150,001 - 175,000	375	650,001 - 675,000	1,375
175,001 - 200,000	425	675,001 - 700,000	1,425
200,001 - 225,000	475	700,001 - 725,000	1,475
225,001 - 250,000	525	725,001 - 750,000	1,525
250,001 - 275,000	575	750,001 - 775,000	1,575
275,001 - 300,000	625	775,001 - 800,000	1,625
300,001 - 325,000	675	800,001 - 825,000	1,675
325,001 - 350,000	725	825,001 - 850,000	1,725
350,001 - 375,000	775	850,001 - 875,000	1,775
375,001 - 400,000	825	875,001 - 900,000	1,825
400,001 - 425,000	875	900,001 - 925,000	1,875
425,001 - 450,000	925	925,001 - 950,000	1,925
450,001 - 475,000	975	950,001 - 975,000	1,975
475,001 - 500,000	1,025	975,001 - 1,000,000	2,025

More than 1,000,000 authorized shares: \$2,525

* includes \$25 filing fee

NOTICE TO VIRGINIA CORPORATIONS

Congratulations on successfully forming a Virginia corporation. Please take a few minutes to read the information below, which describes several statutory provisions applicable to corporations.

Corporate name: The certificate of incorporation shows the exact name of the corporation as set forth in its articles of incorporation. If the corporation intends to conduct business in Virginia under a name other than its exact name, it must make the required filings under Virginia's fictitious name statutes. See § 59.1-69 *et seq.* of the Code of Virginia.

Registered agent and registered office: Each corporation is required to maintain in Virginia a registered agent and a registered office at which the registered agent may be found during normal business hours. See §§ 13.1-634 and 13.1-637 of the Code of Virginia for stock corporations and §§ 13.1-833 and 13.1-836 of the Code for nonstock corporations. *The sole duty of the registered agent is to forward to the corporation at its last known address any process, notice or demand that is served on the registered agent.* Official notices and correspondence from the Commission to the corporation will be mailed to the registered agent at the registered office address on file in the office of the clerk of the Commission.

A corporation may change its registered agent and/or registered office information on file with the Commission at any time. The corporation must promptly change its registered agent and registered office information if its registered agent (i) moves his business office, (ii) resigns, dies or ceases to be a resident of Virginia, (iii) ceases to be a member of the Virginia State Bar or an officer or director of the corporation (when that was the basis for his qualification as registered agent), or (iv) is a business entity that has had its existence canceled or terminated or its authority to transact business in Virginia canceled or revoked. To change this information, the corporation must file a Statement of Change on form SCC635/834. This form can be completed and filed online at <https://sccefile.scc.virginia.gov> or obtained as a pre-printed paper form upon request from the Clerk's Office. The Commission does not charge a fee to change the information.

Annual reports and annual registration fees: On the first day of the second month preceding the month in which the corporation was incorporated, the corporation will be assessed an annual registration fee. For a stock corporation, the fee is based on the number of shares of stock that the corporation is authorized to issue, as stated in the articles of incorporation, as amended, on the assessment date. The annual registration fee for nonstock corporations is \$25.00. Notice of the assessment and an annual report form will be mailed to the corporation's registered agent at the registered office address approximately 15 days after the assessment. The Commission must receive the corporation's annual registration fee payment on or before the last day of the month in which the corporation was authorized to transact business in Virginia (the "due date"), or a penalty will be imposed equal to 10% of the fee (but not less than \$10.00). *Postmarks are not considered.* The corporation's annual report must also be received by the due date. If the annual report is not filed or the annual registration fee is not paid on or before the last day of the fourth month after the due date, the corporation's existence will be automatically terminated by operation of law. See §§ 13.1-752, 13.1-775 and 13.1-775.1 of the Code of Virginia for stock corporations and §§ 13.1-914, 13.1-936 and 13.1-936.1 of the Code for nonstock corporations. Annual reports and annual registration fees may be filed and paid online at <https://sccefile.scc.virginia.gov>.

Voluntary dissolution and termination: A Virginia corporation may voluntarily dissolve and terminate its existence by filing articles of dissolution and articles of termination in the Clerk's Office of the Commission. See §§ 13.1-743, 13.1-750 and 13.1-751 of the Code of Virginia for stock corporations and §§ 13.1-904, 13.1-912 and 13.1-913 of the Code for nonstock corporations. Forms and instructions may be obtained from the Clerk's Office. If termination is completed on or before the annual registration fee due date of any year, the annual registration fee assessed for the year will be canceled. If termination is not completed on or before the due date, the fee must be paid. See § 13.1-615 of the Code of Virginia for stock corporations and § 13.1-815 of the Code for nonstock corporations.

Additional assistance: For forms or more information, visit www.scc.virginia.gov/clk/index.aspx or contact the Clerk's Office at (804) 371-9733 or toll-free in Virginia at (866) 722-2551.

Raising capital: If you intend to solicit money or property from other persons to finance the operation of your business, you may need to first file certain information with the Commission's Division of Securities and Retail Franchising pursuant to the Virginia Securities Act. See § 13.1-501 *et seq.* of the Code of Virginia. For more information, visit www.scc.virginia.gov/srf/lawsregs.aspx or contact the Division of Securities and Retail Franchising, P.O. Box 1197, Richmond, VA 23218-1197, (804) 371-9051.

NOTICE TO FOREIGN CORPORATIONS

Welcome to Virginia. Please take a few minutes to read the information below, which describes several statutory provisions applicable to corporations.

Corporate name: The certificate of authority shows the exact name of the corporation as set forth in its articles of incorporation, as amended, or, in the case of a foreign corporation that was required to designate a name for use in Virginia, the designated name followed by the corporation's exact name in parentheses. If the corporation intends to conduct business in Virginia under a name other than its exact name, it must make the required filings under Virginia's fictitious name statutes. See § 59.1-69 *et seq.* of the Code of Virginia.

Registered agent and registered office: Each foreign corporation is required to maintain in Virginia a registered agent and a registered office at which the registered agent may be found during normal business hours. See §§ 13.1-763 and 13.1-766 of the Code of Virginia for stock corporations and §§ 13.1-925 and 13.1-928 of the Code for nonstock corporations. *The sole duty of the registered agent is to forward to the corporation at its last known address any process, notice or demand that is served on the registered agent.* Official notices and correspondence from the Commission to the corporation will be mailed to the registered agent at the registered office address on file in the office of the clerk of the Commission.

A corporation may change its registered agent and/or registered office information on file with the Commission at any time. The corporation must promptly change its registered agent and registered office information if its registered agent (i) moves his business office, (ii) resigns, dies or ceases to be a resident of Virginia, (iii) ceases to be a member of the Virginia State Bar or an officer or director of the corporation (when that was the basis for his qualification as registered agent), or (iv) is a business entity that has had its existence canceled or terminated or its authority to transact business in Virginia canceled or revoked. To change this information, the corporation must file a Statement of Change on form SCC635/834. This form can be completed and filed online at <https://sccefile.scc.virginia.gov> or obtained as a pre-printed paper form upon request from the Clerk's Office. The Commission does not charge a fee to change this information.

Annual reports and annual registration fees: On the first day of the second month preceding the month in which the corporation was authorized to transact business in Virginia, the corporation will be assessed an annual registration fee. For a stock corporation, the fee is based on the number of shares of stock that the corporation is authorized to issue, as stated in the articles of incorporation, as amended, on file with the Commission on the assessment date. The annual registration fee for nonstock corporations is \$25.00. Notice of the assessment and an annual report form will be mailed to the corporation's registered agent at the registered office address approximately 15 days after the assessment. The Commission must receive the corporation's annual registration fee payment on or before the last day of the month in which the corporation was authorized to transact business in Virginia (the "due date"), or a penalty will be imposed equal to 10% of the fee (but not less than \$10.00). *Postmarks are not considered.* The corporation's annual report must also be received by the due date. If the annual report is not filed or the annual registration fee is not paid on or before the last day of the fourth month after the due date, the corporation's authority to transact business in Virginia will be automatically revoked by operation of law. See §§ 13.1-768, 13.1-775 and 13.1-775.1 of the Code of Virginia for stock corporations and §§ 13.1-930, 13.1-936 and 13.1-936.1 of the Code for nonstock corporations. Annual reports and annual registration fees may be filed and paid online at <https://sccefile.scc.virginia.gov>.

Amendments, mergers, domestications and entity conversions: A foreign corporation that files an amendment or merger or instrument of domestication or entity conversion in its home jurisdiction must file an authenticated copy of the document in the Clerk's Office of the Commission within 30 days after the document's effective date. The copy of the document must be duly certified or otherwise authenticated by the Secretary of State or other official having custody of the corporate records in the state or country under whose law the corporation is incorporated. If an amendment, merger or domestication changes the name of the corporation or the state or country of incorporation, the authenticated document must be accompanied by form SCC760/922. If an amendment, merger or domestication increases the number of authorized shares, an additional entrance fee may be due. Contact the Clerk's Office for a fee quote. See §§ 13.1-760 and 13.1-766.1 of the Code of Virginia for stock corporations and §§ 13.1-922 and 13.1-928.1 of the Code for nonstock corporations.

Voluntary withdrawal: A foreign corporation may voluntarily surrender its certificate of authority to transact business in Virginia by filing form SCC767/929, an Application for a Certificate of Withdrawal, in the Clerk's Office of the Commission. See § 13.1-767 of the Code of Virginia for stock corporations and § 13.1-929 of the Code for nonstock corporations. If withdrawal is completed on or before the annual registration fee due date of any year, the annual registration fee assessed for the year will be canceled. If withdrawal is not completed on or before the due date, the fee must be paid. See § 13.1-615 of the Code of Virginia for stock corporations and § 13.1-815 of the Code for nonstock corporations.

Additional assistance: For forms or more information, visit www.scc.virginia.gov/clk/index.aspx or contact the Clerk's Office at (804) 371-9733 or toll-free in Virginia at (866) 722-2551.