

**FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00**

**FILED**

**Mar 20 1998 8:00am  
Secretary of State**

|   |   |   |
|---|---|---|
| PROFIT CORPORATION ANNUAL REPORT<br><b>1998</b> |  | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|---|---|---|

**DOCUMENT # 808433 (7)**

1. Corporation Name  
**HONEYWELL, INC.**



|  |  |
|--|--|
| Principal Place of Business<br><b>HONEYWELL PLAZA<br/>MINNEAPOLIS MN 55408</b> | Mailing Address<br><b>HONEYWELL PLAZA<br/>MINNEAPOLIS MN 55408</b> |
|--|--|

DO NOT WRITE IN THIS SPACE

|                                      |                           |
|--------------------------------------|---------------------------|
| 2. Principal Place of Business<br>21 | 2a. Mailing Address<br>26 |
| Suite, Apt. #, etc.<br>22            | Suite, Apt. #, etc.<br>27 |
| City & State<br>23                   | City & State<br>28        |
| Zip<br>24                            | Country<br>25             |
|                                      | Zip<br>29                 |
|                                      | Country<br>30             |

|  |   |  |
|--|---|--|
| 3. Date Incorporated or Qualified<br><b>01/02/1951</b>   |   |  |
| 4. FEI Number<br><b>41-0415010</b>   | Applied For<br><input type="checkbox"/> | Not Applicable<br><input type="checkbox"/> |
| 5. Certificate of Status Desired<br><input checked="" type="checkbox"/>  | <b>\$8.75 Additional Fee Required</b>   |  |
| 6. Election Campaign Financing Trust Fund Contribution<br><input type="checkbox"/>   | <b>\$5.00 May Be Added to Fees</b>      |  |
| 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.<br><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |   |  |

9. Name and Address of Current Registered Agent

**THE PRENTICE-HALL CORPORATION SYSTEM, INC.  
1201 HAYES ST.  
STE 105  
TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

|   |             |
|---|-------------|
| 81 Name   |             |
| 82 Street Address (P.O. Box Number is Not Acceptable) |             |
| 83  |             |
| 84 City   | 85 Zip Code |

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

| 12. OFFICERS AND DIRECTORS                             |  | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |  |
|--|--|---|--|
| TITLE<br><b>C</b>                                      | <input type="checkbox"/> DELETE            | 1.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME<br><b>BONSIGNORE, M R</b>                         |  | 1.2 NAME  |  |
| STREET ADDRESS<br><b>1201 YALE PL.</b>                 |  | 1.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP<br><b>MINNEAPOLIS MN 55403</b>             |  | 1.4 CITY-ST-ZIP                                       |  |
| TITLE<br><b>VP</b>                                     | <input type="checkbox"/> DELETE            | 2.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME<br><b>PALAZZARI, P. M</b>                         |  | 2.2 NAME  |  |
| STREET ADDRESS<br><b>13205 38TH AVE NORTH</b>          |  | 2.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP<br><b>PLYMOUTH MN</b>                      |  | 2.4 CITY-ST-ZIP                                       |  |
| TITLE<br><b>V</b>                                      | <input type="checkbox"/> DELETE            | 3.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME<br><b>GRAYSON, E D</b>                            |  | 3.2 NAME  |  |
| STREET ADDRESS<br><b>HONEYWELL PLAZA P. O. BOX 524</b> |  | 3.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP<br><b>MINNEAPOLIS MN</b>                   |  | 3.4 CITY-ST-ZIP                                       |  |
| TITLE<br><b>VP</b>                                     | <input type="checkbox"/> DELETE            | 4.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME<br><b>STRANGHOENER, L. W</b>                      |  | 4.2 NAME  |  |
| STREET ADDRESS<br><b>2035 KIMBERLY ST.</b>             |  | 4.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP<br><b>PLYMOUTH MN</b>                      |  | 4.4 CITY-ST-ZIP                                       |  |
| TITLE<br><b>VPT</b>                                    | <input checked="" type="checkbox"/> DELETE | 5.1 TITLE   | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME<br><b>SALEH, P.N.</b>                             |  | 5.2 NAME  |  |
| STREET ADDRESS<br><b>6949 SOUTHDALE ROAD</b>           |  | 5.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP<br><b>EDINA MN</b>                         |  | 5.4 CITY-ST-ZIP                                       |  |
| TITLE<br><b>P</b>                                      | <input type="checkbox"/> DELETE            | 6.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME<br><b>FERRI, G.</b>                               |  | 6.2 NAME  |  |
| STREET ADDRESS<br><b>HONEYWELL PLAZA P.O. BOX 524</b>  |  | 6.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP<br><b>MINNEAPOLIS MN</b>                   |  | 6.4 CITY-ST-ZIP                                       |  |

5.1 TITLE  Change  Addition

5.2 NAME **K. M. GIBSON**

5.3 STREET ADDRESS **170 83 CANDLEWOOD PKWY**

5.4 CITY-ST-ZIP **EDEN PRAIRIE, MN 55347**

6.1 TITLE **500002464585**

6.2 NAME **-03/23/98--01013--016**

6.3 STREET ADDRESS **\*\*\*158.75**

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as provided in Section 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

**Kathleen M. Gibson**  
Vice President Secretary

CR2E034 (10/97)

1/25/98

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HONEYWELL INC.  
ELECTED OFFICERS

| <u>NAME</u>   | <u>LEGAL ADDRESS</u>  | <u>BUSINESS ADDRESS</u>   |
|---|---|---|
| B. A Beaty<br>Vice President & Treasurer<br>288-42-3421                                     |   | Honeywell Plaza<br>Minneapolis, MN 55408                                |
| M. R. Bonsignore<br>Chairman & CEO<br>579-54-3298   | 1201 Yale Place<br>Minneapolis, MN 55403                    | Honeywell Plaza<br>Minneapolis, MN 55408                                |
| F. B. Emerson<br>V.P. Communications<br>144-40-7790   | 1314 Marquette Ave., #901<br>Minneapolis, MN 55403          | Honeywell Plaza<br>Minneapolis, MN 55408                                |
| G. Ferrari<br>President &<br>Chief Operating Officer<br>999-92-5082                         | 1314 Marquette Place<br>Minneapolis, MN 55403               | Honeywell Plaza<br>Minneapolis, MN 55408                                |
| K. M. Gibson<br>Vice President & Corporate<br>Secretary<br>168-44-5187                      | 17083 Candlewood Parkway<br>Eden Prairie, MN 55347          | Honeywell Plaza<br>Minneapolis, MN 55408                                |
| J. K. Gilligan<br>President, Solutions & Services<br>Home & Building Control<br>071-46-1493 | 4612 Drexel Avenue<br>Edina, MN 55424                       | Honeywell Plaza<br>Minneapolis, MN 55408                                |
| E. D. Grayson<br>Vice President &<br>General Counsel<br>478-38-9046                         | 1705 Emerson Ave. So.<br>Minneapolis, MN 55403              | Honeywell Plaza<br>Minneapolis, MN 55408                                |
| W. M. Hjerpe<br>President, Honeywell Europe,<br>Middle East & Africa<br>030-42-1719         | Ave de Tervuren<br>396, Boite 5<br>B-1150 Brussels, Belgium | Honeywell Europe SA<br>3, Ave du Bourget, 3<br>B-1140 Brussels, Belgium |
| P. M. Palazzari<br>Vice President &<br>Controller<br>475-52-6761                            | 13205 38th Ave. No.<br>Plymouth, MN 55441                   | Honeywell Plaza<br>Minneapolis, MN 55408                                |

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R. E. Peterson  
Vice President, Technology  
470-52-1824

535 Tomlyn Avenue  
Shoreview, MN 55126

3660 Technology Drive  
Minneapolis, MN 55418

J. T. Porter  
Vice President, Corporate  
Human Resources  
479-66-6208

3365 Shadyview Lane  
Plymouth, MN 55447

Honeywell Plaza  
Minneapolis, MN 55408

W. L. Sanders  
Vice President  
Information Systems  
507-48-4348

931 Maple Road  
Flossmoor, IL 60422

Honeywell Plaza  
Minneapolis, MN 55408

D. K. Schwanz  
President, Space & Aviation  
Systems Business  
477-46-7414

9403 E. Via Montoya  
Scottsdale, AZ 85255-5075

21111 N. 19th Ave.  
Phoenix, AZ 85027

L. W. Stranghoener  
Vice President  
Chief Financial Officer  
398-60-5777

2035 Kimberly Ct.  
Plymouth, MN 55447

Honeywell Plaza  
Minneapolis, MN 55408

M. I. Tambakeras  
President, Industrial Control  
561-43-5727

6815 E. Caballo Dr.  
Paradise Valley, AZ 85253

16404 N Black Canyon Hwy.  
Phoenix, AZ 85023

Albrecht Weiss  
President, H&BC Products  
Business  
474-33-2849

1314 Marquette Ave.  
Minneapolis, mn 55440

Honeywell Plaza  
Minneapolis, MN 5548

06/27/97

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**HONEYWELL INC.  
DIRECTORS**

| <b><u>NAME</u></b>  | <b><u>LEGAL ADDRESS</u></b>                                 | <b><u>BUSINESS ADDRESS</u></b>   |
|---|---|--|
| A. J. Baciocco, Jr.<br>President<br>570-26-1577   | 747 Pitt Street<br>Mt. Pleasant, SC 29464-5022              | The Baciocco Group, Inc.<br>747 Pitt St.<br>Mt. Pleasant, SC 29464-5022  |
| E. E. Bailey<br>John C. Hower Professor of<br>Public Policy & Management<br>051-32-4265 | 253 Mountwell Avenue<br>Haddonfield, NJ 08033               | The University of PA<br>The Wharton School<br>3100 Steinberg Hall-<br>Dietrich Hall<br>Philadelphia, PA 19104-6372 |
| M. R. Bonsignore<br>Chairman and CEO<br>579-54-3298                                     | 1201 Yale Place.<br>Minneapolis, MN 55403                   | Honeywell Plaza<br>Minneapolis, MN 55408   |
| W. H. Donaldson<br>Co-Founder, Sr. Advisor<br>084-24-4584                               | 860 United Nations Plaza<br>New York, NY 10017              | Donaldson, Lufkin & Jenrette<br>277 Park Ave., 18th Floor<br>New York, NY 10172                                    |
| G. Ferrari<br>President &<br>Chief Operating Officer<br>999-92-5082                     | 1314 Marquette Place<br>Minneapolis, MN 55403               | Honeywell Plaza<br>Minneapolis, MN 55408   |
| R. D. Fullerton<br>Chairman--Executive<br>Committee<br>429-75-8147                      | 484 Russell Hill Road<br>Toronto, Ontario<br>Canada M5P 2S7 | Canadian Imperial Bank of<br>Commerce<br>Commerce Court West<br>Suite 3620<br>Toronto, Ontario, Canada<br>M5L 1A2  |
| J. J. Howard<br>Chairman and CEO<br>208-26-1960   | 3127 Casco Circle<br>Wayzata, MN 55391                      | Northern States Power Co.<br>414 Nicollet Mall, 5th Fl.<br>Minneapolis, MN 55401-1993                              |

**B. E. Karatz**  
Chairman, President and CEO  
476-48-5027

2121 La Mesa Drive  
Santa Monica, CA 90402

**Kaufman & Broad Home  
Corporation**  
10990 Wilshire Blvd., 7th fl.  
Los Angeles, CA 90024

**A. B. Rand**  
Executive Vice President  
578-58-1420

500 Woodbine Road  
Stamford, CT 06903

**Xerox Corporation**  
800 Long Ridge Road  
P.O. Box 1600  
Stamford, CT 06904

**S. G. Rothmeier**  
Chairman, President and CEO  
476-50-9780

P.O. Box 11901  
St. Paul, MN 55111

**Great Northern Capital**  
332 Minnesota Street  
Suite W-1099  
St. Paul, MN 55101

**M. W. Wright**  
Chairman, President and CEO  
468-38-3329

2222 Huntington Point Rd.  
Minnetonka Beach, MN 55391

**SUPER VALU, INC.**  
11840 Valley View Rd.  
Minneapolis, MN 55344

(officer2)