

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

**FILED**  
**May 03, 1999 8:00 am**  
**Secretary of State**

05-03-1999 90128 061 \*\*\*150.00  
05-03-1999 90128 062 \*\*\*\*\*8.75

**PROFIT  
CORPORATION  
ANNUAL REPORT  
1999**



FLORIDA DEPARTMENT OF STATE  
**Katherine Harris**  
Secretary of State  
DIVISION OF CORPORATIONS

**DOCUMENT # 815881**

1. Corporation Name

**THE SOUTHLAND CORPORATION**

Principal Place of Business

2711 N. HASKELL AVE.  
P.O. BOX 711  
DALLAS TX 75221-0711

Mailing Address

2711 N. HASKELL AVE.  
P.O. BOX 711  
DALLAS TX 75221-0711

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

01/02/1962

4. FEI Number

75-1085131

Applied For

Not Applicable

5. Certificate of Status Desired ☒

**\$8.75** Additional  
Fee Required

6. Election Campaign Financing  
Trust Fund Contribution ☐

**\$5.00** May Be  
Added to Fees

8. This corporation owes the current year Intangible  
Personal Property Tax. ☐ Yes ☐ No

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

23 City & State

27 City & State

24 Zip Country

28 Zip Country

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**CT CORPORATION SYSTEM  
1200 S. PINE ISLAND ROAD  
PLANTATION FL 33324**

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

**FL**

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	PCEO	<input type="checkbox"/> DELETE
NAME	MATTHEWS, CLARK J II	
STREET ADDRESS	7005 STEFANI	
CITY-ST-ZIP	DALLAS TX 75225	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	MATTHEWS, CLARK J II	
STREET ADDRESS	7005 STEFANI	
CITY-ST-ZIP	DALLAS TX 75225	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	WEST, JAMES K	
STREET ADDRESS	#8 SHADYWOOD PLACE	
CITY-ST-ZIP	RICHARDSON TX 75080	
TITLE	VGC	<input type="checkbox"/> DELETE
NAME	SMITH, BRYAN F JR.	
STREET ADDRESS	#7 HALLSIRE CT	
CITY-ST-ZIP	DALLAS TX 75225	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	HARRIS, JOHN	
STREET ADDRESS	2110 HONTOON ROAD	
CITY-ST-ZIP	DELAND FL 32720	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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 required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:

*James K. West*  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/2/99

214/828-7173

Date

Daytime Phone #

CR2E034 (11/98)

# THE SOUTHLAND CORPORATION

F.E.I.D. #75-1085131

February, 1999

STREET ADDRESS  
2711 N. HASKELL AVE.  
DALLAS, TX 75204-2906

MAILING ADDRESS  
P. O. BOX 711  
DALLAS, TX 75221-0711

## LIST OF OFFICERS AND DIRECTORS

OFFICER	TITLE	HOME ADDRESS	DATE/PLACE OF BIRTH
MASATOSHI ITO SS # - NONE	CHAIRMAN OF THE BOARD & DIRECTOR	1-25-16, MINAMIAZABU MINATO-KU, TOKYO, JAPAN	APRIL 30, 1924 TOKYO, JAPAN
TOSHIFUMI SUZUKI SS # - NONE	VICE CHAIRMAN OF THE BOARD & DIRECTOR	3-26-6, KICHIOJI-MINAMIMACHI MUSASHINO-SHI, TOKYO, JAPAN	DECEMBER 1, 1932 NAGANO, JAPAN
CLARK J. MATTHEWS, II SS #456-50-5363	PRESIDENT, CHIEF EXECUTIVE OFFICER, SECRETARY & DIRECTOR	7005 STEFANI DALLAS, TX 75225	OCTOBER 1, 1936 ARKANSAS CITY, KS
JAMES W. KEYES SS #033-46-8529	EXECUTIVE VICE PRESIDENT, CHIEF OPERATING OFFICER & DIRECTOR	16316 ASHBURNE DALLAS, TX 75248	MARCH 17, 1955 WORCESTER, MA
EZRA SHASHOUA SS #360-44-4905	TREASURER & ASST. SECRETARY	8833 KENTON DRIVE DALLAS, TX 75231	FEBRUARY 9, 1955 ISRAEL
BRYAN F. SMITH, JR. SS #459-76-8692	SR. VICE PRESIDENT, GENERAL COUNSEL & ASST. SECRETARY	#7 HALLSHIRE COURT DALLAS, TX 75225	JANUARY 6, 1953 DALLAS, TX
RODNEY A. BREHM SS #530-36-7700	SENIOR VICE PRESIDENT	2 HORIZON POINT FRISCO, TX 75034	SEPTEMBER 3, 1947 MINDEN, NE
JOHN W. HARRIS SS #437-66-3954	VICE PRESIDENT, FLORIDA DIVISION	21110 HONTOWN ROAD DELAND, FL 32720	JULY 28, 1946 AUSTIN, TX
DON E. THOMAS SS #458-11-4587	VICE PRESIDENT & CONTROLLER	4129 DUNDEE LANE PLANO, TX 75093	NOVEMBER 16, 1958 HAMILTON, TX
DAVID A. URBEL SS #128-30-0587	VICE PRESIDENT, FINANCE	4062 MODLIN FORT WORTH, TX 76107	JULY 29, 1941 AMSTERDAM, NY
PAUL L. BUREAU, JR. SS #367-42-4273	VICE PRESIDENT & ASST. SECRETARY CORPORATE TAX	6457 GLENDORA AVENUE DALLAS, TX 75230	FEBRUARY 24, 1942 ESCANABA, MI

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JAMES K. WEST SS #430-88-7337	ASSISTANT SECRETARY	#8 SHADYWOOD PLACE RICHARDSON, TX 75080	DECEMBER 29, 1949 FORDYCE, AR
M. TODD McELROY SS #223-72-0371	ASSISTANT SECRETARY	406 SHEFFIELD DRIVE RICHARDSON, TX 75081	NOVEMBER 27, 1948 SAN DIEGO, CA
YOSHITAMI ARAI SS # - NONE	DIRECTOR	3-26-18 KAMIKITAZAWA SETAGAYA-KU, TOKYO 156 JAPAN	MAY 5, 1931 CHIBA, JAPAN
TIM ASHIDA SS #551-78-9569	DIRECTOR	535 CUMBERLAND ROAD GLENDALE, CA 91202	SEPTEMBER 13, 1939 TOKYO, JAPAN
JAY W. CHAI SS #099-32-6058	DIRECTOR	15 BAYBERRY LANE GREENWICH, CT 06831	FEBRUARY 11, 1934 TAEQUA, KOREA
GARY J. FERNANDES SS #455-66-2045	DIRECTOR	3508 BEVERLY DRIVE DALLAS, TX 75205	AUGUST 10, 1943 SAN ANGELO, TX
MASAAKI KAMATA SS # - NONE	DIRECTOR	6-10-2, SHIMODAMACHI KOHOKU-KU, YOKOHAMA-SHI KANAGAWA, JAPAN	JULY 30, 1939 OSAKA, JAPAN
KAZUO OTSUKA SS # - NONE	DIRECTOR	2-25-36 NISHITSURUMA YAMATO-SHI, KANAGAWA 242 JAPAN	MAY 5, 1946 KANAGAWA, JAPAN
ASHER O. PACHOLDER SS #221-26-8457	DIRECTOR	19 WINDERMERE LANE HOUSTON, TX 77063	MARCH 19, 1937 WARSAW, POLAND
NOBUTAKE SATO SS # - NONE	DIRECTOR	6-79-9, HANAKOGANEI KODAIRA-SHI, TOKYO 187 JAPAN	AUGUST 8, 1938 NIIGATA, JAPAN
MASAAKI ASAKURA SS #576-49-7675	DIRECTOR	3111 WELBORN STREET, #1302 DALLAS, TX 75219	OCTOBER 30, 1942 TOKYO, JAPAN

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