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Jun 01 1998 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1998	 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 843396 (3)
1. Corporation Name
PAYCHEX, INC.



Principal Place of Business Mailing Address
911 PANORAMA TRAIL SOUTH 911 PANORAMA TRAIL SOUTH
ROCHESTER NY 14625 ROCHESTER NY 14625

3. Date Incorporated or Qualified
06/08/1979
4. FEI Number
16-1124166
Applied For
Not Applicable

2. Principal Place of Business 2a. Mailing Address
21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
22 City & State 27 City & State
23 Zip 28 Country 29 Zip 30 Country

5. Certificate of Status Desired ☐ \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution ☐ \$5.00 May Be Added to Fees
7. Is this nonprofit corporation a homeowners association? ☐ Yes ☐ No
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. ☒ Yes ☐ No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CT CORPORATION SYSTEM
1200 SOUTH PINE ISLAND RD.
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 617.0502 and 617.1508, 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 617.0503, 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

TITLE	D	<input type="checkbox"/> DELETE
NAME	BRINCKMAN, DONALD	
STREET ADDRESS	1000 NORTH RANDALL RD	
CITY-ST-ZIP	ELGIN IL	
TITLE	VM	<input type="checkbox"/> DELETE
NAME	POLISSENI, EUGENE R	
STREET ADDRESS	16 BEAUCLAIRE LANE	
CITY-ST-ZIP	FAIRPORT NY	
TITLE	V	<input type="checkbox"/> DELETE
NAME	RUSSO, EDMUND S	
STREET ADDRESS	43 MENDONSHIRE HEIGHTS	
CITY-ST-ZIP	HONEOYE FALLS NY	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	TUREK, WALTER	
STREET ADDRESS	3 MANDALAY RIDGE	
CITY-ST-ZIP	PITTSFORD NY	
TITLE	VTD	<input type="checkbox"/> DELETE
NAME	CLARK, G. THOMAS	
STREET ADDRESS	911 PANORAMA TRL S	
CITY-ST-ZIP	ROCHESTER NY	
TITLE	D	<input type="checkbox"/> DELETE
NAME	SEBO, J ROBERT	
STREET ADDRESS	911 PANORAMA TRL S	
CITY-ST-ZIP	ROCHESTER NY	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	915 Spring Tide Drive
3.4 CITY-ST-ZIP	Newport Beach, CA 92660
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	D
5.3 STREET ADDRESS	700002543557
5.4 CITY-ST-ZIP	-06/02/98--01017--044
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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

 John M. Morphy 4/24/98

716-385-6666

CR2E037 (10/97)

BOARD OF DIRECTORS

<u>Name</u>	<u>Address</u>	<u>Term Expires</u>
Donald Brinckman (1)(3)	Safety-Kleen Corp. 1000 North Randall Road Elgin, IL 60123	10/98
Steven D. Brooks (1)(4)	Donaldson, Lufkin & Jenrette 3000 Sand Hill Rd., Bldg. 3, Suite 190 Menlo Park, CA 94025	10/98
G. Thomas Clark (1)(2)	1492 East Avenue Rochester, NY 14610	10/98
B. Thomas Golisano (2)	212 Whistle Stop Pittsford, NY 14534	10/98
Phillip Horsley (2)(3)(4)	Horsley Bridge Partners 505 Montgomery Street San Francisco, CA 94111	10/98
Grant Inman (3)(4)	Four Orinda Way Building D, Suite 150 Orinda, CA 94563	10/98
Harry P. Messina, Jr. (1)	Woods, Oviatt, Gilman, Sturman & Clarke 44 Exchange Street Rochester, NY 14614	10/98
J. Robert Sebo (3)	Five Woods Hole Court Pittsford, NY 14534	10/98
B. Thomas Golisano	<u>Officers</u> 212 Whistle Stop Pittsford, NY 14534	<u>Title</u> President, Chairman and CEO
Daniel A. Canzano	150 Miles Cutting Lane Pittsford, NY 14534	Vice President/ Information Tech.
William G. Kuchta	7209 Hertfordshire Way Victor, NY 14564	Vice President/ Organizational Devel
John M. Morphy (4)(5)	51 Vineyard Hill Fairport, NY 14450	Vice President/CFO and Secretary
Eugene R. Polisseni	16 Beauclaire Lane Fairport, NY 14450	Vice President/ Marketing
Diane Rambo	37 Stonewood Drive Fairport, NY 14450	Vice President/ Electronic Network
Edmund S. Russo	915 Spring Tide Drive Newport Beach, CA 92660	Vice President/ Operations
Walter Turek	3 Mandalay Ridge Pittsford, NY 14534	Vice President/ Sales

- (1) Member of Audit Committee
- (2) Member of Executive Committee
- (3) Member of Compensation Committee
- (4) Investment Committee - John Morphy is Ex officio of the committee
- (5) Ex officio of 401(k) Plan Committee - (Committee consists of Rick Girard, Fran Provino, Kathy Interlicchia, Mike Nesbitt and Paul Davidson)

The term for all officers is indefinite

10/98