

F95000005086

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

000001255516
-08/18/94--01030--001
*****70.00 *****70.00

SUBJECT: Boan Contracting Company, Inc
(Name of corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

J. MacDonald Russell, Jr.
(Name of Person)
Hartley, Hickman & Russell
(Firm/Company)
P.O. Box 583
(Address)
Greenville, Alabama 36037
(City, State and Zip Code)

000001612120
-10/16/95--01085--001
***5061.25 ***5061.25

Should you need to call someone concerning this matter, please call:

J. MacDonald Russell, Jr. at (205) 382- - 6618
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

10/19

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 19 AM 11:39



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 9, 1994

J. MACDONALD RUSSELL, JR.
P.O. BOX 583
GREENVILLE, AL 36037

SUBJECT: BOAN CONTRACTING COMPANY, INC.
Ref. Number: W94000017427

We have received your document for BOAN CONTRACTING COMPANY, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

Please state the exact year the corporation began transacting business in Florida in section 6.

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 494A00036445



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 18, 1994

J. MACDONALD RUSSELL, JR.
HARTLEY, HICKMAN & RUSSELL
PO BOX 583
GREENVILLE, AL 36037

SUBJECT: BOAN CONTRACTING COMPANY, INC.
Ref. Number: W94000017427

We have received your document for BOAN CONTRACTING COMPANY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

Section 607.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business in Florida prior to qualification and the appropriate charter tax and annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. Please complete the enclosed form INHSE37 and contact this office for the charter tax due. The amount entitled this office in annual report fees and penalty fees is \$9391.25.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 794A00037905

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

HARTLEY, HICKMAN & RUSSELL

ATTORNEYS-AT-LAW
415 E. COMMERCE STREET, SUITE 101
GREENVILLE, ALABAMA 36037-0583

P. RICHARD HARTLEY
FRANK A. HICKMAN
J. MACDONALD RUSSELL, JR.

P.O. BOX 583
TELEPHONE 205-382-6618
TELECOMER 205-382-5183

October 5, 1994

Mr. Hart Collins
Senior Corporate Section Administrator
Florida Dept. of State
P. O. Box 6327
Tallahassee, Florida 32314

Request Extension 10/7

Re: Boan Contracting Company, Inc.
Reference Number W94000017427
Letter Number 794A00037905

Dear Mr. Collins:

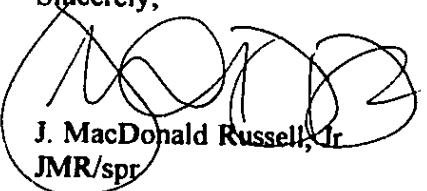
Called - did not receive

I have enclosed herewith the completed page of the application to transact business in Florida.

When we originally submitted the application to do business in Florida, I simply asked the Comptroller of the company when he could first remember going down to Florida to do a job and stated that he thought it was approximately 1977 which was filled in on the application. Had I known that Florida would assess penalties continuously since 1977 I would have the Comptroller do a much more thorough review of the records to determine if in fact we have transacted business in Florida at all according to your Statutory definitions. I have asked the Comptroller to begin examining the company's records but this may take longer than the sixty day period referred to in your letter. I would appreciate a response to this letter indicating whether or not the response deadline can be extended.

With kindest regards, I am

Sincerely,


J. MacDonald Russell, Jr.
JMR/spr

c: Mr. Cliff Abbott
Boan Contracting Company, Inc.



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 5, 1994

J. MACDONALD RUSSELL, JR.
HARTLEY, HICKMAN & RUSSELL
PO BOX 583
GREENVILLE, AL 36037

SUBJECT: BOAN CONTRACTING COMPANY, INC.
Ref. Number: W94000017427

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for **BOAN CONTRACTING COMPANY, INC.**

The referenced application states that the corporation has transacted business in the State of Florida since January 1, 1977. You were notified by letter dated August 18, 1994, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$9391.25 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (904) 487-6091.

Hart Collins
Senior Corporate Section Administrator Letter No. 594A00051850

Enclosure



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 1, 1995

J. MACDONALD RUSSELL, JR.
HARTLEY, HICKMAN & RUSSELL
PO BOX 583
GREENVILLE, AL 36037

SUBJECT: BOAN CONTRACTING COMPANY, INC.
Ref. Number: W94000017427

**CERTIFIED MAIL #P 348 066 546
RETURN RECEIPT REQUESTED**

This letter constitutes notice that the Department of State (Department) intends to pursue all legal remedies provided in Sections 607.0130(3) and 607.1502(4), Florida Statutes, because of the failure of BOAN CONTRACTING COMPANY, INC. to pay the appropriate penalties and fees incurred by the transacting of business as a foreign corporation in Florida without authority. I have enclosed a copy of Sections 607.0130(3), 607.1501 and 607.1502, Florida Statutes, for your review.

The application submitted by BOAN CONTRACTING COMPANY, INC. for authority to transact business in Florida indicates that the corporation transacted business in Florida prior to qualifying. As a result, associated penalties and fees imposed by Section 607.1502(4), Florida Statutes, are due and owing the Department.

Penalties and fees in the amount of \$9391.25 are now due. To avoid further penalty, payment must be remitted within 15 days of receipt of this letter. Please make your check payable to the Department of State and forward it to this office.

In the event the date business was first transacted in Florida is incorrect or the activity falls under an enumerated exemption provided in Section 607.1501(2), Florida Statutes, please provide this office with an affidavit to that effect. If it is determined that the affidavit establishes either circumstance, all penalties and fees previously imposed will either be withdrawn or will be recalculated in accordance with the corrected information, and the application will be processed accordingly. If you have any questions regarding this matter, please telephone (904) 487-6091. I look forward to your response.

Sincerely,

Douglas D. Sunshine, Assistant General Counsel

HARTLEY & HICKMAN
ATTORNEYS AT LAW
415 E. COMMERCIAL STREET, SUITE 101
P.O. BOX 583
GREENVILLE, ALABAMA 36037-0583

P. RICHARD HARTLEY
FRANK A. HICKMAN

TELEPHONE 334-382-6618
TELECOMMER 334-382-5183

October 11, 1995

Via Federal Express.

Mr. Marc Dunbar
Florida Department of State
Capital Building
Tallahassee, Florida 32314

RECEIVED

RE: Boan Contracting Company, Inc.
Reference No.: W94000017427

OCT 12 1995

Dear Marc:

D. PAULSON OCT 17
OFFICE

Pursuant to our conversation this morning, enclosed herewith you will find Boan Contracting Company's check made payable to the Florida Department of State in the amount of \$5,061.25. This check represents:

Registration fees:	\$1,061.25
Penalties:	<u>\$4,000.00</u>
Total:	\$5,061.25.

It is my understanding based on our settlement agreement that Boan Contracting Company, Inc., will be forthwith qualified to do business in Florida as a foreign corporation and that all matters relating to failure to properly qualify in years past are now fully resolved. If this is incorrect, please advise.

Thank you for your assistance with this matter and once the documentation has been issued reflecting that Boan is properly qualified, please forward the same to me.

With kindest regards, I am

Cordially yours,



P. Richard Hartley
PRH\arg

c: Mr. Alan Boan



Department of State

Memorandum Office of the General Counsel

File

FROM: Marc W. Dunbar, Assistant General Counsel

DATE: October 12, 1995

RE: Boan Contracting Company, Inc.

Based on a review of the file and the affidavit provided by this corporation, it is my recommendation that this file be closed and this corporation be qualified to do business in Florida. This corporation corrected the date on its application for when it began transacting business in this state. In addition, it has paid all outstanding penalties and fees accrued since that date. Given this full payment and the filed affidavit, it is my recommendation that this file be closed and this corporation qualified to do business.

MWD/mwd

**STATE OF ALABAMA
COUNTY OF BUTLER**

AFFIDAVIT

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS**

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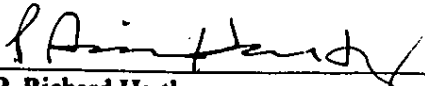
Before me, the undersigned authority, a notary public in and for Butler County, Alabama, personally appeared P. Richard Hartley, Attorney at Law, P.O. Box 583, Greenville, Alabama 36037-0583, who after being duly sworn by me, did state and depose upon his oath as follows:

1. I am general counsel for Boan Contracting Company, Inc., an Alabama corporation with its principal place of business at Highway 31, North, Greenville, Alabama 36037.
2. As general counsel for Boan Contracting Company, Inc., in July, 1994, I submitted an Application by Foreign Corporation for Authorization to Transact Business in Florida.
3. In paragraph 6 of the application, it was indicated that Boan Contracting Company, Inc., first began to transact business in the State of Florida during the year 1977.
4. That information was incorrect and a search of the business records of Boan Contracting Company, Inc., indicates that the first work accomplished by Boan Contracting Company, Inc., in Florida was in 1980.
5. Boan Contracting Company, Inc., is now and at all material times has been in the business of constructing pipelines for governmental agencies.
6. Boan Contracting Company, Inc., primarily operates in the State of Alabama but on occasion bids jobs in the State of Florida.
7. A review of the records of Boan Contracting Company, Inc., indicates that Boan Contracting Company, Inc., did work for governmental agencies in the State of Florida during the years 1980, 1981, 1984, 1985, 1986, 1992, 1994 and 1995. To the best of Boan's information, knowledge and belief, Boan did not bid on contracts within the State of Florida in any years other than the years listed in this paragraph.

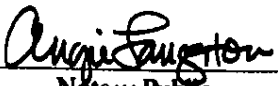
8. Boan Contracting Company, Inc., intends to continue bidding jobs and, hopefully, doing business within the State of Florida. Therefore, Boan Contracting Company, Inc., desires to be appropriately and properly registered as a foreign corporation doing business within the State of Florida.

9. This affidavit is given for the purpose of correcting the application previously submitted and, also, for the purpose of attempting to compromise the assessment made by the Florida Department of State based on the application, as submitted. It is the position of Boan Contracting Company, Inc., that an assessment against a corporation for doing business in the State of Florida when in fact no business was done in the State of Florida is an unconstitutional violation of due process.

Respectfully submitted on this the 6th day October, 1995.


P. Richard Hartley
Attorney for Boan Contracting Company, Inc.
P.O. Box 583
Greenville, Alabama 36037
(334) 382-6618
(334) 382-5183 facsimile

Sworn to and subscribed before me on this the 6th day of October, 1995.


Notary Public

My Commission Expires: 9/18/97

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

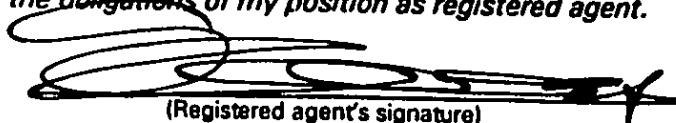
**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Boan Contracting Company, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Alabama
(State or country under the law of which it is incorporated)
3. 63-0422932
(FEI number, if applicable)
4. April 30, 1960
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 1977
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. P.O. Box 778
Greenville, Alabama 36037
(Current mailing address)
8. Construction Company and all other legal purposes
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent:**
Name: Scott R. Nabors, Esq.
Office Address: 456 Harrison Avenue
Panama City, Florida, 32401
(Zip Code)

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DIVISION OF CORPORATIONS
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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, at more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Alan D. Boan

Address: P.O. Box 778, Highway 31, North
Greenville, Alabama 36037

Vice Chairman: Barry E. Boan

Address: P.O. Box 778, Highway 31, North
Greenville, Alabama 36037

Director: Laurice D. Boan

Address: P.O. Box 778, Highway 31, North
Greenville, Alabama 36037

Director: Dean E. Boan

Address: P.O. Box 778, Highway 31, North
Greenville, Alabama 36037

B. OFFICERS

President: Barry E. Boan

Address: P.O. Box 778, Highway 31, North
Greenville, Alabama 36037

Vice President: Alan D. Boan

Address: P.O. Box 778, Highway 31, North
Greenville, Alabama 36037

Secretary: Laurice D. Boan

Address: P.O. Box 778, Highway 31, North
Greenville, Alabama 36037

Treasurer: Laurice D. Boan

Address: P. O. Box 778, Highway 31, North
Greenville, Alabama 36037

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

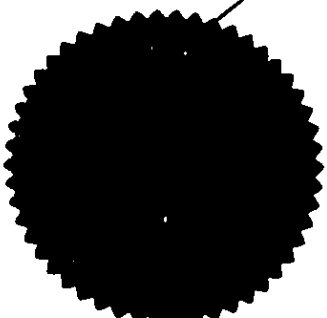
13. Alan D. Boan
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. ALAN D. BOAN
(Typed or printed name and capacity of person signing application)

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office disclose that Boan Contracting Co., Inc. incorporated in Butler County, Greenville, Alabama on April 30, 1960. I further certify that the records do not disclose that said Boan Contracting Co., Inc. has been dissolved.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

June 28, 1994

Date

Jim Bennett

Jim Bennett

Secretary of State