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FILED
May 08 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F95000005665 (3)

1. Corporation Name
SOUTHWEST AIRLINES CO.

Principal Place of Business
P.O. BOX 30611
2702 LOVE FIELD DR.
DALLAS TX 75235-1611

Mailing Address
P.O. BOX 30611
2702 LOVE FIELD DR.
DALLAS TX 75235-1611

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
11/07/1995

4. FEI Number
74-1563240

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 or has paid the current year Intangible
Personal Property Tax due June 30. ☐ Yes ☐ No

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 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

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

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
CORP
KELLEHER, HERBERT D
2707 LOVE FIELD DR.
DALLAS TX 75235-1611

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
EVCS
BARRETT, COLLEEN C
2707 LOVE FIELD DR.
DALLAS TX 75235-1611

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
COOV
BARRON, GARY A
2707 LOVE FIELD DR.
DALLAS TX 75235-1611

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
V
DENISON, JOHN G
2707 LOVE FIELD DR.
DALLAS TX 75235-1611

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
V
KEITH, CAMILLE T
2707 LOVE FIELD DR.
DALLAS TX 75235-1611

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
VCFO
KELLY, GARY C
2707 LOVE FIELD DR.
DALLAS TX 75235-1611

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

6.1 TITLE
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.

SIGNATURE:

Gary C Kelly

4/24/98

CR2E034 (10/97)

SOUTHWEST AIRLINES CO.
OFFICERS
(as of 1/29/98)

Herbert D. Kelleher
Chairman of the Board and
President
2702 Love Field Drive
Dallas, TX 75235-1611
DATE TAKING OFFICE: 9/22/81

Colleen C. Barrett
Secretary and Vice President
Administration
4319 Park Lane
Dallas, TX 75220
DATE TAKING OFFICE: 3/28/78

Gary A. Barron
Executive Vice President
Chief Operations Officer
4431 Holland, Unit A
Dallas, TX 75214
DATE TAKING OFFICE: 11/18/85

John D. Denison
Executive Vice President
Corporate Services
3541 Diamond Head
Plano, TX 75075
DATE TAKING OFFICE: 3/24/86

Roger W. Saari
Vice President Energy & Provisioning
5205 Mariners Drive
Plano, TX 75093
DATE TAKING OFFICE: 9/17/90

James C. Wimberly
Vice President
Ground Operations
6737 BriarCove Dr.
Dallas, TX 75240
DATE TAKING OFFICE: 11/18/85

William Q. Miller, Jr.
Vice President
Inflight Services
159 Highland Meadow
Coppell, TX 75019
DATE TAKING OFFICE: 12/10/84

John D. Owen
Treasurer
4707 Sugar Mill Rd.
Dallas, TX 75244
DATE TAKING OFFICE: 10/15/84

Gary C. Kelly
Vice President Finance
3232 Breton Drive
Plano, TX 75025
DATE TAKING OFFICE: 6/30/86

James F. Parker
Vice President
General Counsel
2825 Daniel Avenue
Dallas, TX 75205
DATE TAKING OFFICE: 2/3/86

Nan D. Barry
Assistant Secretary
629 Shadowcrest
Coppell, TX 75019
DATE TAKING OFFICE: 7/1/92

Ginger Hardage
Vice President Public Relations
4663 Fairfax
Dallas, TX 75209
DATE TAKING OFFICE: 2/26/96

Camille T. Keith
Vice President Special Marketing
3847 Princess Lane
Dallas, TX 75229
DATE TAKING OFFICE: 6/6/84

Ronnie H. Ricks
Vice President
Governmental Affairs
6338 Azalea
Dallas, TX 75230
DATE TAKING OFFICE: 2/3/86

Luke J. Gill
Vice President
Maintenance & Engineering
3801 Bridgewater Dr.
Eagan, MN 55123
DATE TAKING OFFICE: 5/1/95

Michael Golden
Vice President Purchasing
627 Briar Court
Kennedale, TX 76060
DATE TAKING OFFICE: 1/1/97

Paul E. Sterbenz
Vice President Flight Operations
4828 Cape Coral Drive
Dallas, TX 75287
DATE TAKING OFFICE: 10/17/88

Robert E. Jordan
Controller
3109 Clayton Drive
Flower Mound, TX 75028
DATE TAKING OFFICE: 10/1/97

Elizabeth Sartain
Vice President Personnel
7602 Bantray Circle
Dallas, TX 75248
DATE TAKING OFFICE: 2/6/95

Carolyn Bates
Vice President Reservations
1608 Knoxville
Bedford, TX 76022
DATE TAKING OFFICE: 1/1/93

Alan S. Davis
Vice President
Internal Audit & Special Projects
2713 Aspen Ct.
Plano, TX 75075
DATE TAKING OFFICE: 12/31/92

Pete McGlade
Vice President
Schedule Planning
1217 N. Slope
Carrollton, TX 75007
DATE TAKING OFFICE: 7/18/94

Dave Ridley
Vice President Marketing
7742 Bryn Mawr
Dallas, TX 75225
DATE TAKING OFFICE: 7/18/94

Joyce Rogge
Vice President Advertising
2020 Branch Hollow
Carrollton, TX 75007
DATE TAKING OFFICE: 7/18/94

**SOUTHWEST AIRLINES CO.
BOARD OF DIRECTORS
(As of 1/29/98)**

Mr. Herbert D. Kelleher
Chairman of the Board and
President
P. O. Box 36611
Dallas, Texas 75235-1611
DATE TAKING OFFICE: 4/27/76

Mr. Travis Johnson
Johnson & Bowen
1200 Texas Commerce Bank Bldg.
El Paso, TX 79901
DATE TAKING OFFICE: 4/25/78

Mr. Gene Bishop
Lomas Financial Corporation
2001 Bryan, 36th Floor
Dallas, TX 75265-5644
DATE TAKING OFFICE: 1/26/77

Bill Hobby
H & C Communications
3050 Post Oak Blvd., Suite 1330
Houston, TX 77056
DATE TAKING OFFICE: 1/17/90

Mr. Walter Mischer
The Mischer Corporation
2727 North Loop West
Suite 200
Houston, TX 77008
DATE TAKING OFFICE: 10/25/83

Ms. June M. Morris
Morris Air Corporation
260 E. Morris Avenue
Salt Lake City, UT 84115
DATE TAKING OFFICE: 1/24/94

Mr. Sam Barshop
LaQuinta Motor Inns, Inc.
P. O. Box 790064
San Antonio, TX 78279-0064
DATE TAKING OFFICE: 4/29/75

Mr. Webb Crockett
Fennemore, Craig, Von Ammon,
Udol and Powers
Two N. Central Avenue
Suite 2200
Phoenix, AZ 85004
DATE TAKING OFFICE: 3/17/94

Mr. Rollin W. King
1999 Bryan Street
Suite 3330
Dallas, TX 75201
DATE TAKING OFFICE: 3/15/67