

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

PROFIT  
CORPORATION  
ANNUAL REPORT  
1999



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

**FILED**  
**May 11, 1999 8:00 am**  
**Secretary of State**

05-11-1999 90041 033 \*\*\*150.00

DOCUMENT # **F95000005665**

1. Corporation Name

**SOUTHWEST AIRLINES CO.**

Principal Place of Business

P.O. BOX 36611  
2702 LOVE FIELD DR.  
DALLAS TX 75235-1611

Mailing Address

P.O. BOX 36611  
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 the current year Intangible  
Personal Property Tax. ☐ Yes ☒ No

2. Principal Place of Business

**21** Suite, Apt. #, etc.

2a. Mailing Address

**26** Suite, Apt. #, etc.

**23** City & State

**28** City & State

**24** Zip **25** Country

**29** Zip **30** Country

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 **COBP** ☐ DELETE

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

TITLE **EVCS** ☐ DELETE

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

TITLE **COOV** ☐ DELETE

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

TITLE **V** ☐ DELETE

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

TITLE **V** ☐ DELETE

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

TITLE **VCFO** ☐ DELETE

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

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE ☐ Change ☐ Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE ☐ Change ☐ Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE **EVP** ☒ Change ☐ Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE **EVP** ☒ Change ☐ Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE ☐ Change ☐ Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE ☐ Change ☐ 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:

*Nan Barry*  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Assistant Secretary 4-29-99

214 792-4000

Date

Daytime Phone #

CR2E034 (11/98)

545365-90041-33

Doc# F950000565

**SOUTHWEST AIRLINES CO.**  
**OFFICERS**  
(As of 03-01-99)

**Herbert D. Kelleher**  
**Chairman of the Board, President and**  
**Chief Executive Officer**  
2702 Love Field Drive  
Dallas, Texas 75235-1611  
DATE ASSUMED OFFICE: 9/22/81

**Gary A. Barron**  
**Executive Vice President**

4431 Holland, Unit A.  
Dallas, Texas 75214  
DATE ASSUMED OFFICE: 11/18/85

**Roger W. Saari**  
**Vice President Fuel Management**  
5205 Mariners Drive  
Plano, Texas 75093  
DATE ASSUMED OFFICE: 9/17/90

**Donna D. Conover**  
**Vice President Inflight Services**  
**And Provisioning**  
2512 Bear Haven  
Grapevine, Texas 75051  
DATE ASSUMED OFFICE: 12/10/84

**Gary C. Kelly**  
**Vice President Finance and**  
**Chief Financial Officer**  
3232 Breton Drive  
Plano, Texas 75025  
DATE ASSUMED OFFICE: 6/30/86

**Nan D. Barry**  
**Assistant Secretary**  
629 Shadowcrest  
Coppell, Texas 75019  
DATE ASSUMED OFFICE: 7/1/92

**Colleen C. Barrett**  
**Secretary and Executive Vice**  
**President**  
4319 Park Lane  
Dallas, Texas 75220  
DATE ASSUMED OFFICE: 3/28/78

**John D. Denison**  
**Executive Vice President Corporate**  
**Services**

3541 Diamond Head  
Plano, Texas 75075  
DATE ASSUMED OFFICE: 3-24-86

**Dave Ridley**  
**Vice President Ground Operations**  
7742 Bryn Mawr  
Dallas, Texas 75225  
DATE ASSUMED OFFICE: 5/1/98

**\*\***  
**Vice President Operations**  
**Planning and Analysis**

DATE ASSUMED OFFICE:

**Ginger Hardage**  
**Vice President Public Relations and**  
**Corporate Communications**  
4663 Fairfax  
Dallas, Texas 75209  
DATE ASSUMED OFFICE: 2/26/96

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

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Don # F950000865

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

**Jim Sokol**  
**Vice President Maintenance and Engineering**  
6565 Patricia Avenue  
Plano, TX 75023  
DATE ASSUMED OFFICE: 3/1/99

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

**Elizabeth Sartain**  
**Vice President Personnel**  
7602 Bantray Circle  
Dallas, Texas 75248  
DATE ASSUMED OFFICE: 2/6/95

**Alan S. Davis**  
**Vice President Internal Audit and Special Projects**  
2713 Aspen Court  
Plano, Texas 75075  
DATE ASSUMED OFFICE: 12/31/92

**Joyce Rogge**  
**Vice President Marketing**  
2020 Branch Hollow  
Carrollton, Texas 75007  
DATE ASSUMED OFFICE: 5/1/98

**Jim Wimberly**  
**Executive Vice President and Chief Operations Officer**  
6737 Briar Cove  
Dallas, Texas 75240  
DATE ASSUMED OFFICE: 5/1/98

**Michael Golden**  
**Vice President Purchasing**  
627 Briar Court  
Kennedale, Texas 76060  
DATE ASSUMED OFFICE: 1/1/97

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

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

**Carolyn Bates**  
**Vice President Reservations**  
1608 Knoxville  
Bedford, Texas 76022  
DATE ASSUMED OFFICE: 1/1/93

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

**Laura Wright**  
**Treasurer**  
637 Briarglen  
Coppell, Texas 75019  
DATE ASSUMED OFFICE: 8/27/98

**Keith Taylor**  
**Vice President Revenue Management**  
2500 Big Horn  
Richardson, Texas 75080  
DATE ASSUMED OFFICE: 2/16/95

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**Ross Holman**  
**Vice President Systems**  
5033 Charles Place  
Plano, Texas 75093  
DATE ASSUMED OFFICE: 3/23/98

\*\* Currently vacant office

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Doc # F950000568

**SOUTHWEST AIRLINES CO.  
BOARD OF DIRECTORS  
(As of 06/03/98)**

**Mr. Herbert D. Kelleher**  
**Chairman of the Board, President  
and Chief Executive Officer**  
2702 Love Field Drive  
Dallas, Texas 75235-1611  
DATE ASSUMED OFFICE: 4/27/76

**Mr. Travis Johnson**  
Johnson & Bowen  
1600 Texas Commerce Bank Bldg.  
El Paso, Texas 79901  
DATE ASSUMED OFFICE: 4/25/78

**Mr. Gene Bishop**  
1601 Elm Street, 47<sup>th</sup> Floor  
Dallas, Texas 75216  
DATE ASSUMED OFFICE: 1/26/77

**Bill Hobby**  
Hobby Interests, LLC  
2131 San Felipe  
Houston, Texas 77019-5620  
DATE ASSUMED OFFICE: 1/17/90

**Mr. Walter Mischer, Sr.**  
Southern Investors Service Co., Inc.  
2727 North Loop West, Suite 200  
Houston, Texas 77008  
DATE ASSUMED OFFICE: 10/25/83

**Ms. June M. Morris**  
4277 Park Terrace Drive  
Salt Lake City, UT 84124  
DATE ASSUMED OFFICE: 1/24/94

**Mr. Sam Barshop**  
Barshop & Oles Company, Inc.  
900 Isom Road, Ste 300  
San Antonio, Texas 78216  
DATE ASSUMED OFFICE: 4/29/75

**Mr. Webb Crockett**  
Fennemore, Craig  
3003 North Central Ave.  
Suite 2600  
Phoenix, Arizona 85012  
DATE ASSUMED OFFICE: 3/17/94

**Mr. Rollin W. King**  
2849 Park Bridge Court  
Dallas, Texas 75219-4848  
DATE ASSUMED OFFICE: 3/15/67