

# F99000004250

## TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: SFT, Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

800002928778-8  
-07/12/99-01104-006  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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:

Pamala M. Sullivan  
(Name of Person)  
SFT, Inc.  
(Firm/Company)  
6629 W. Central Avenue  
(Address)  
Toledo, Ohio 43617-1098  
(City/State/Zip)

99 AUG 13 AM 8:30  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Pamala M. Sullivan at ( 419 ) 843-8200  
(Name of Person) (Area Code & Daytime Telephone Number)

### STREET ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

### MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee    
  \$78.75 Filing Fee & Certificate of Status    
  \$78.75 Filing Fee & Certified Copy    
  \$87.50 Filing Fee, Certificate of Status & Certified Copy

F99-4250

Name Availability	RS-18
Document Examiner	[Signature]
Updater	[Signature]
Updater Verifier	[Signature]
ACKNOWLEDGEMENT	[Signature]
Certificate of Status & Certified Copy	[Signature]



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 19, 1999

PAMELA SULLIVAN  
6629 W. CENTRAL AVENUE  
TOLEDO, OH 43617-1098

SUBJECT: SFT, INC.  
Ref. Number: W99000016579

We have received your document for SFT, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$9465.00.

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 (850) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 599A00036963

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**SFT, Inc.**  
6629 W. Central Avenue  
Toledo, Ohio 43617  
(419) 843-8200  
FAX (419) 843-8020

August 5, 1999

Ms. Tammi Cline  
Document Specialist  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Dear Ms. Cline:

Enclosed please find an Affidavit and a copy of your July 19, 1999 letter.

If you have any questions or require additional information, please contact me.

Very truly yours,

Pamala M. Sullivan  
Manager of Marketing

PMS/yjb  
Encl.

080599.E01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
99 AUG 19 AM 8:30

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# RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Ronald C. Lutwen, do hereby certify  
(Name)

that this Resolution of the Board of Directors of SFT, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Ohio,

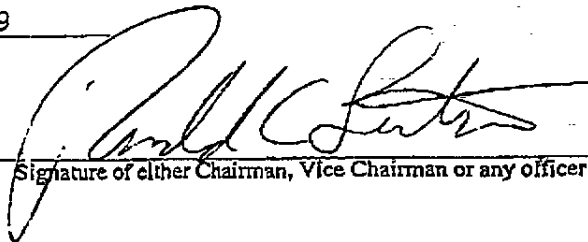
was duly adopted on March 17, 19 80.

Be it resolved, that SFT, Inc.,  
(Corporate Name)

organized and existing in the State of Ohio, hereby adopts the name

SFT Consulting Engineers, Inc. for use in Florida.

Dated: July 23, 1999



Signature of either Chairman, Vice Chairman or any officer

Ronald C. Lutwen, Chairman

Type or print name

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TALLAHASSEE, FLORIDA

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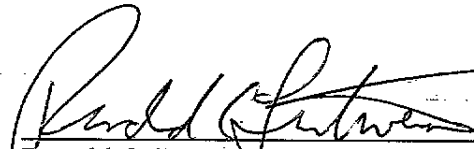
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COUNTY OF LUCAS

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, after being first duly sworn, deposes and says as follows:

1. The undersigned is the President of SFT, INC, an Ohio corporation (the "Corporation").
2. On or about July 8, 1999, the Corporation submitted an application for authorization to transact business ("the Application") in the State of Florida.
3. Although the Application states that the Corporation first transacted business in Florida on February 12, 1991, such statement is inaccurate.
4. The Corporation has not transacted business in the State of Florida prior to the date hereof.
5. The undersigned has engaged counsel licensed to practice law in the State of Florida and has been advised by such counsel that the Corporation's past activities do not constitute transacting business within the state of Florida. Counsel's opinion is based upon the following factors:
  - a. The Corporation's sole past activity in Florida has been to provide preliminary engineering services to a single Florida-based client. Such engineering services, consisting of feasibility analysis, project cost reviews and related services were performed by the Corporation at its offices in Ohio. Other than occasional visits to its client in Florida, communications between the Corporation and its client were made through the mail, telephone, and other instrumentalities of interstate commerce.
  - b. The Corporation's bills were rendered from its offices in Ohio and payments were made to the Corporation in Ohio.
  - c. The Corporation does not maintain an office or any other facility in Florida or have employees in Florida.
6. The undersigned states that the above statements are true to his knowledge, information and belief.

FURTHER AFFIANT SAYETH NOT.

  
Ronald C. Lutwen, President

SWORN TO AND SUBSCRIBED BEFORE ME this 5<sup>th</sup> day of August, 1999.

  
Notary Public

My Commission Expires:

MARY ELLEN KLAEGE  
Notary Public, State of Ohio  
My Commission Expires Nov. 7, 2003

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

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

1. SFT, 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. Ohio 3. 34-1306095  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 17, 1980 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. February 12, 1991  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 6629 W. Central Avenue  
Toledo, Ohio 43617-1098  
(Current mailing address)

8. Consulting Engineers  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Macauley Whiting, Jr.

Office Address: 163 E. Morse Blvd., Suite 200

Winter Park, Florida, Florida, 32789  
(Zip code)

**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.*

Macauley Whiting Jr  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not 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: (Street address **ONLY** - P.O. Box **NOT** acceptable)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: Ronald C. Lutwen

Address: 6629 W. Central Avenue

Toledo, Ohio 43617

Vice Chairman: Daniel L. Knott

Address: 6629 W. Central Avenue

Toledo, Ohio 43617

Director: William F. Braatz

Address: 6629 W. Central Avenue

Toledo, Ohio 43617

Director: Joseph M. Hulderman

Address: 6629 W. Central Avenue

Toledo, Ohio 43617

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: Ronald C. Lutwen

Address: 6629 W. Central Avenue

Toledo, Ohio 43617

Vice President: Daniel L. Knott

Address: 6629 W. Central Avenue

Toledo, Ohio 43617

Secretary: Mary Ellen Klaege

Address: 6629 W. Central Avenue

Toledo, Ohio 43617

Treasurer: Mary Ellen Klaege

Address: 6629 W. Central Avenue

Toledo, Ohio 43617

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

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ronald C. Lutwen, President

(Typed or printed name and capacity of person signing application)

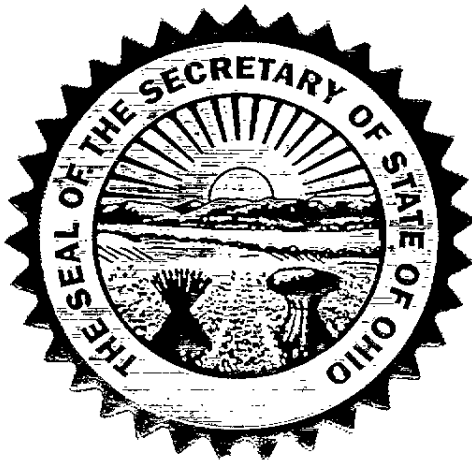
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SECRETARY OF STATE  
COLUMBUS, OHIO

UNITED STATES OF AMERICA  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE.



*I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show SFT, INC., an Ohio corporation, Charter No. 551561, having its principal location in Sylvania Twp., County of Lucas, was incorporated on March 17<sup>th</sup>, 1980 and is currently in **GOOD STANDING** upon the records of this office.*

*WITNESS my hand and official  
seal at Columbus, Ohio on  
July 1, 1999*



A handwritten signature in cursive script that reads "J. Kenneth Blackwell".

J. Kenneth Blackwell  
Secretary of State