

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

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PROFIT CORPORATION ANNUAL REPORT 1999

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



FILED

99 FEB 16 PH 12: 17

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA



DO NOT WRITE IN THIS SPACE

DOCUMENT # **F95000001671**
 1. Corporation Name
MICROSOFT CORPORATION

Principal Place of Business: **ONE MICROSOFT WAY, REDMOND WA 98052-6399**
 Mailing Address: **% CORPORATION SERVICE COMPANY, 1201 HAYS STREET, TALLAHASSEE FL 32301**

3. Date Incorporated or Qualified: **04/06/1995**
 4. FEI Number: **91-1144442**
 5. Certificate of Status Desired: Additional Fee Required: **\$8.75**
 6. Election Campaign Financing Trust Fund Contribution: May Be Added to Fees: **\$5.00**
 8. This corporation owes the current year Intangible Personal Property Tax: Yes No

2. Principal Place of Business (21-24) and Mailing Address (25-30) fields with sub-sections for Suite, City & State, Zip, and Country.

9. Name and Address of Current Registered Agent
CORPORATION SERVICE COMPANY, 1201 HAYS STREET, TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent (81-85) fields for Name, Street Address, City, and 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 date if applicable) (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEO	11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GATES, WILLIAM H III	12 NAME	
STREET ADDRESS	ONE MICROSOFT WAY	13 STREET ADDRESS	
CITY-ST-ZIP	REDMOND WA 98052-6399	14 CITY-ST-ZIP	
TITLE	D	21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ALLEN, PAUL G	22 NAME	
STREET ADDRESS	110-110TH AVENUE N.E., SUITE 530	23 STREET ADDRESS	
CITY-ST-ZIP	BELLEVUE WA 98004	24 CITY-ST-ZIP	
TITLE	D	31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MARQUARDT, DAVID F	32 NAME	
STREET ADDRESS	2480 SAND HILL RD., SUITE 101	33 STREET ADDRESS	
CITY-ST-ZIP	MENLO PARK CA 94025	34 CITY-ST-ZIP	
TITLE	D	41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	O'BRIEN, ROBERT D	42 NAME	
STREET ADDRESS	1988 SHENANDOAH DRIVE E.	43 STREET ADDRESS	
CITY-ST-ZIP	SEATTLE WA 98112	44 CITY-ST-ZIP	
TITLE	D	51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	REED, WM. GARY JR.	52 NAME	
STREET ADDRESS	1201 THIRD AVENUE BLDG., 49TH FLOOR	53 STREET ADDRESS	
CITY-ST-ZIP	SEATTLE WA 98101-3009	54 CITY-ST-ZIP	
TITLE	D	61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HACKBORN, RICHARD A	62 NAME	
STREET ADDRESS	2895 LOS ALTOS DRIVE	63 STREET ADDRESS	
CITY-ST-ZIP	MERIDIAN IL 63642	64 CITY-ST-ZIP	

500002776815

Handwritten initials and date: *KSP 2/16/99*

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(c), 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, and all other like empowered

SIGNATURE: *Robert A. Eselman*
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: **Robert A. Eselman, Assistant Corporate Secretary**
 Date: **02/11/99** (425) 882-8080
 Daytime Phone #

CR2E034 (11/98)

2

**Attachment to Profit Corporation Annual Report
Microsoft Corporation
Florida Corporation No.: F95000001671**

MICROSOFT CORPORATION

DIRECTORS AND OFFICERS

The business address for the following officers and Directors is as follows, unless otherwise indicated:

Microsoft Corporation
One Microsoft Way
Redmond, WA 98052-6399

The term of office for all officers is of indefinite duration.

NAME	OFFICER	DIRECTOR	TITLE(S)
William H. Gates, III 3509 43 rd Avenue NE Seattle, WA 98105	X	X	Chairman of the Board; Chief Executive Officer
Paul G. Allen The Paul Allen Group 110-110 th Avenue NE Suite 530 Bellevue, WA 98004		X	Director
David F. Marquardt Technology Venture Investors 2480 Sand Hill Road Suite 101 Menlo Park, CA 94025		X	Director
Robert D. O'Brien - RETIRED 1988 Shenandoah Drive E. Seattle, WA 98112		X	Director
Wm. Gary Reed, Jr. Simpson Investmest Company 1201 Third Avenue Building 49 th Floor Seattle, WA 98101-3009		X	Director
Jon A. Shirley - RETIRED P.O. Box 685 Medina, WA 98039		X	Director
Richard A. Hackborn - RETIRED 2895 Los Altos Drive Meridian, IL 83642		X	Director

3

Jill E. Barad Mattel, Inc. 333 Continental Blvd. El Segundo, CA 90245		X	Director
James E. Allchin 8431 Woodland Cove Drive Kirkland, WA 98034	X		Sr. Vice President
Orlando Ayala 25410 NE 108 th Street Redmond, WA 98053	X		Sr. Vice President
Robert J. Bach 2777 91 st Place NE Bellevue, WA 98004	X		Vice President
Steven A. Ballmer 3832 Hunts Point Road Bellevue, WA 98004	X		President
Richard Brass 1726 Howell Place Seattle, WA 98122	X		Vice President
Brent Callinicos 2512 - 261 st Ct. N.E. Redmond, WA 98053	X		Assistant Treasurer
Bradley M. Chase 3507 72 nd Avenue SE Mercer Island, WA 98040	X		Vice President
Frank M. Clegg (Canadian citizen) 2365 Prince John Blvd. Mississauga, Ont. CANADA L5K 2J2	X		Vice President
David W. Cole 6110 208th Avenue NE Redmond, WA 98053	X		Vice President
John G. Connors 7623 Overlake Drive West Bellevue, WA 98004	X		Vice President; Chief Information Officer
Jean-Philippe Courtois 6045 155 th Avenue S.E. Bellevue, WA 98006	X		Vice President
Patrick de Smedt Rotselaarlaan 39 3080 Tervuren BELGIUM	X		Vice President
Jon S. DeVaen 417 84th Avenue NE Medina, WA 98039	X		Vice President
Richard R. Devenuti 14355 SE 77 th Pl. Newcastle, WA 98059	X		Vice President
Moshe T. Dunie 16964 NE 37 th Place Bellevue, WA 98008	X		Vice President
Kimberly T. Ellwanger 933 Harvest, SE Tumwater, WA 98501	X		Assistant Secretary

4

Robert A. Eshelman 6621 57th Avenue NE Seattle, WA 98115	X		Assistant Secretary
Richard W. Fade 1635 204th Place NE Redmond, WA 98053	X		Vice President
Dianne L. Gregg 155 Greystone Lane Sudbury, MA 01776	X		Vice President
Paul H. Gross 12107 NE 107 th Street Kirkland, WA 98033	X		Vice President
Jean-François Heitz 16482 SE 58 th Place Bellevue, WA 98006	X		Treasurer
Robert J. Herbold 13658 NE 37th Place Bellevue, WA 98005	X		Executive Vice President; Chief Operating Officer
Frank M. Higgins 4773 E. Mercer Way Mercer Island, WA 98040	X		Group Vice President
Samir Jadallah 9022 NE 40 th Place Bellevue, WA 98004	X		Vice President
Laura M. Jennings 9022 NE 40 th Place Bellevue, WA 98004	X		Vice President
Kevin Johnson 19402 NE 143 rd Place Woodinville, WA 98072	X		Vice President
John J. Jolley 2203 Federal Avenue East Seattle, WA 98102-4143	X		Assistant Treasurer
Joachim Kempin (German citizen) 9033 Lk. Washington Blvd. NE Kirkland, WA 98004	X		Sr. Vice President
Pieter Knook No. 101 Moto-Azabu Terrace Apts. 11-5, Moto-Azabu 2-Chome Minato-ku Tokyo 106 0046 JAPAN	X		Vice President
Harel Kodesh 3518 NE 168 th Avenue Bellevue, WA 98008	X		Vice President
Thomas Koll 7733 Westwood Lane Mercer Island, WA 98040	X		Vice President
Michel Lacombe (French citizen) 5 Impasse des vignes 91370 Verrieres Le Buisson France	X		Sr. Vice President

6

John Leftwich (French citizen) La Chataigneraie de Retz Allee Frederic Passy 78240 Chambourcy France	X		Vice President
Lewis C. Levin 1526 Lake Wash. Blvd. So. Seattle, WA 98144	X		Vice President
Moshe Lichtman 16525 NE 28 th Street Bellevue, WA 98008	X		Vice President
John H. Ludwig 17655 SE 45th Place Bellevue, WA 98006	X		Vice President
Gregory B. Maffei 1210 - 42 nd Avenue E. Seattle, WA 98112	X		Vice President; Chief Financial Officer
Paul A. Maritz 14000 SE 50th Street Bellevue, WA 98006	X		Group Vice President
John B. Mason 4811 E. Mercer Way Mercer Island, WA 98040	X		Assistant Secretary
Robert L. McDowell 3401 Evergreen Point Road Bellevue, WA 98004	X		Vice President
Robert L. Muglia 2209 205th Avenue SE Issaquah, WA 98027	X		Vice President
Craig J. Mundie 7009 204th Drive NE Redmond, WA 98053	X		Sr. Vice President
Cameron D. Myhrvold 2122 W. Ames Lake Dr., NE Redmond, WA 98053	X		Vice President
Nathan P. Myhrvold 3441 134th Avenue NE Bellevue, WA 98005	X		Group Vice President
John F. Neilson 3360 E. Laurelhurst NE Seattle, WA 98105	X		Vice President
William H. Neukom 621 36th Avenue Seattle, WA 98122	X		Sr. Vice President; Secretary
Umberto Paolucci Corso Plebisciti 12 20129 Milan ITALY	X		Vice President
Jeffrey S. Raikes 3555 E. Laurelhurst Drive NE Seattle, WA 98105	X		Group Vice President
Richard Rashid 18601 NE 133rd Street Woodinville, WA 98072	X		Vice President

6

Jon Reingold One Microsoft Way Redmond, WA 98052-6399	X		Vice President
Darryl E. Rubin 17707 NE 141st Street Redmond, WA 98052	X		Vice President
Mauricio Santillán Razo Arteaga y Salazar 114 Casa 2 Contadero Mexico DF 05500 MEXICO	X		Vice President
Stephen A. Schiro Medina Post Office General Delivery Medina, WA 98039-9999	X		Vice President
Steven J. Sinofsky 711 E. Denny Way, Apt. 307 Seattle, WA 98122-2258	X		Vice President
Bradford L. Smith 9665 Lake Wash. Blvd. NE Bellevue, WA 98004	X		Assistant. Secretary
Mary E. Snapp 1500 - 38 th Avenue Seattle, WA 98112	X		Assistant Secretary
Charles G. Stevens 8422 Ridge Road Bellevue, WA 98004	X		Vice President
Rick Thompson 4721 91 st Avenue, NE Bellevue, WA 98004	X		Vice President
Richard Chia-Tsing Tong 9168 NE 25 th Place Bellevue, WA 98004	X		Vice President
H. Brian Valentine 857 Windsor Drive S.E. Redmond, WA 98053	X		Vice President
David Vaskevitch 13425 NE 50 th Street Bellevue, WA 98005	X		Vice President
Joseph L. Vetter 60 Mac Bain Avenue Alherton, CA 94027	X		Vice President
Deborah N. Willingham 16525 SE 49th Street Bellevue, WA 98006	X		Vice President

7



ACCOUNT NO. : 072100000032
REFERENCE : 135182 4726922
AUTHORIZATION : Patricia Pijuta
COST LIMIT : \$ 150.00

ORDER DATE : February 15, 1999
ORDER TIME : 10:18 AM
ORDER NO. : 135182-010
CUSTOMER NO: 4726922
CUSTOMER: Ms. Tamara Steinke
Microsoft Corp Law & Corp
1 Microsoft Way Bldg 8
Po Box 97017
Redmond, WA 980520000

ANNUAL REPORT FILING

NAME: MICROSOFT CORPORATION

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie L. Glisar

EXAMINER'S INITIALS:

SEP 15 1999
FBI - SEATTLE