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 90033 039 ***150.00

0584115

DOCUMENT # **F94000001840**

1. Corporation Name
WINTHROP RESOURCES CORPORATION

Principal Place of Business	Mailing Address
1015 OPUS CENTER. 9900 BREN ROAD EAST MINNETONKA MN 55343	1015 OPUS CENTER. 9900 BREN ROAD EAST MINNETONKA MN 55343

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualifed: 04/11/1994

2. Principal Place of Business	2a. Mailing Address
21	26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24 Country 25	Zip 29 Country 30

4. FEI Number: 41-1415459 ☐ Applied For ☐ Not Applicable

5. Certifcate 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

9. Name and Address of Current Registered Agent	10. Name and Address of New Registered Agent
CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324	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 _____ DATE
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CP	☒ DELETE	1.1 TITLE	☐ Change ☐ Addition
NAME	MORGAN, JOHN L		1.2 NAME	
STREET ADDRESS	2730 WOOLSEY LANE		1.3 STREET ADDRESS	
CITY-ST-ZIP	WAYZATA MN 55391		1.4 CITY-ST-ZIP	
TITLE	DVT	☒ DELETE	2.1 TITLE	☐ Change ☐ Addition
NAME	MACKENZIE, KIRK A		2.2 NAME	
STREET ADDRESS	10420 BLUFF CIRCLE		2.3 STREET ADDRESS	
CITY-ST-ZIP	CHASKA MN 55318		2. 4 CITY-ST-ZIP	
TITLE	DV	☒ DELETE	3.1 TITLE	☐ Change ☐ Addition
NAME	NORQUAL, JACK A		3.2 NAME	
STREET ADDRESS	9493 OLYMPIA DR.		3.3 STREET ADDRESS	
CITY-ST-ZIP	EDEN PRAIRIE MN 55347		3.4. CITY-ST-ZIP	
TITLE	DS	☒ DELETE	4.1 TITLE	☐ Change ☐ Addition
NAME	WILSON, MARK L		4. 2 NAME	
STREET ADDRESS	320 SOUTH MISSISSIPPI RIVER BLVD.		4.3 STREET ADDRESS	
CITY-ST-ZIP	ST. PAUL MN		4.4 CITY-ST-ZIP	
TITLE	D	☒ DELETE	5.1 TITLE	☐ Change ☐ Addition
NAME	SIMONSON, GERALD W		5.2 NAME	
STREET ADDRESS	5813 JEFF PLACE		5.3 STREET ADDRESS	
CITY-ST-ZIP	EDINA MN 55802		5.4 CITY-ST-ZIP	
TITLE	D	☒ DELETE	6.1 TITLE	☐ Change ☐ Addition
NAME	REYELTS, PAUL C		6.2 NAME	
STREET ADDRESS	1819 JAMES AVENUE SOUTH		6.3 STREET ADDRESS	
CITY-ST-ZIP	MINNEAPOLIS MN		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: Leonard B. Jaye Jr. VP 5-7-99 612-912-5323
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

CR2E034 (11/98)

544971-40033-39
#P9400000 1840

ADDITIONS

WINTHROP RESOURCES CORPORATION

OFFICERS

President
Ronald J. Palmer
15123 Boulder Point Rd.
Eden Prairie, MN 55347

Vice President & CFO
Gary W. Anderson
14771 Waco Street NW
Ramsey, MN 55303

Treasurer
Vacant

Secretary
Joseph T. Green
9900 Bren Road East #1015
Minnetonka, MN 55343

Vice President
Deborah L. Mogensen
7366 Orchid Lane North
Maple Grove, MN 55311

Vice President & General Counsel
Paul L. Gendler
3131 Excelsior Blvd #304
Minneapolis, MN 55416

Vice President of Sales
Steven C. Zola
232 Argonne Circle
Santa Barbara, CA 93105

Vice President
Richard J. Pieper
14 East St Albans Road
Hopkins, MN 55305

Vice President of Sales
Dean J. Stinchfield
88 Hidden Cove Dr
Churchville, PA 18966

Vice President & Controller
Jeffrey L. Ripperton
11610 48th AvenueNorth
Plymouth, MN 55442

Vice President
Steven C. Morgan
3131 Excelsior Blvd, #207
Minneapolis, MN 55416

Vice President & Controller
Leonard L. Lane
6012 Washburn Ave No
Brooklyn Center, MN 55430

ADDITIONS

544971-90033-39
#F9400001840

WINTHROP RESOURCES CORPORATION

DIRECTORS

Ronald J. Palmer
15123 Boulder Point Road
Eden Prairie, MN 55347

William A. Cooper
9900 Bren Road East #1015
Minnetonka, MN 55343

Thomas A. Cusick
9900 Bren Road East
Minnetonka, MN 55343

Gregory J. Pulles
9900 Bren Road East
Minnetonka, MN 55343

Lynn A. Nogaorske
9900 Bren Road East
Minnetonka, MN 55343

Neil W. Brown
9900 Bren Road East
Minnetonka, MN 33545