

F06000006364



ACCOUNT NO. : 072100000032

REFERENCE : 891669 4379493

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
00 NOV 15 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Peterson

ORDER DATE : November 8, 2000

ORDER TIME : 10:07 AM

ORDER NO. : 891669-050

CUSTOMER NO: 4379493

CUSTOMER: Ms. Sandy Bainbridge
Cnf Transportation Inc.
3240 Hillview Avenue

Palo Alto, CA 94304

7000003464207--7

FOREIGN FILINGS

NAME: CON-WAY NOW, INC.

80080005882 *(7)*

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

RECEIVED
00 NOV 15 AM 10:43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Janna Wilson -- EXT# 1155

EXAMINER: _____

BK 11/15

TRANSMITTAL LETTER

FILED
00 NOV 15 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: Con-Way NOW, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

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:

Jerome Suarez

(Name of Person)

c/o CSC The United States Corporation Company

(Firm/Company)

Suite 100, 2730 Gateway Oaks Drive

(Address)

Sacramento, CA, 95833

(City/State and Zip code)

For further information concerning this matter, please call:

Jerome Suarez

(Name of Person)

at (800) 222 2122

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|---|

**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.

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TALLAHASSEE, FLORIDA

1. Con-Way NOW, 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. Delaware 3. applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 17, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
c/o CNF Transportation Inc., 3240 Hillview Avenue
7. Palo Alto, CA 94304
(Principal office address)
3240 Hillview Avenue, Palo Alto, CA 94304
(Current mailing address)
Emergency air and ground delivery service from a single source. To engage in any act or activity for which corporations may be organized.
8. _____
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

(City)

(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.

Corporation Service Company

By: Bobbie Hall

(Registered agent's signature)

Bobbie Hall, Assistant Vice President

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. EBERHARD G.H. SCHMOLLER, SECRETARY

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

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Directors, Officers Report

Con-Way NOW, Inc.

10/23/2000
FILED
00 NOV 15 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIRECTORS

J. Edwin Conaway

SSN: 412-90-6843
Primary Address: 4840 Venture Drive, #100
Ann Arbor, MI 48108

Director

Gerald L. Detter

SSN: 185-34-9479
Primary Address: 110 Parkland Plaza
Ann Arbor, MI 48103

Director

Gregory L. Quesnel

SSN: 544-44-9555
Primary Address: CNF Transportation Inc.
3240 Hillview Avenue
Palo Alto, CA 94304

Director

Chutta Ratnathicam

SSN: 542-78-2029
Primary Address: 3240 Hillview Avenue
Palo Alto, CA 94304

Director

Eberhard G. H. Schmoller

SSN: 567-58-0007
Primary Address: 3240 Hillview Avenue
Palo Alto, CA 94304

Director

OFFICERS

Gregory L. Quesnel

SSN: 544-44-9555
Primary Address: CNF Transportation Inc.
3240 Hillview Avenue
Palo Alto, CA 94304

Chairman of the Board

J. Edwin Conaway

SSN: 412-90-6843
Primary Address: 4840 Venture Drive, #100
Ann Arbor, MI 48108

President and Chief Executive Officer

Don C. Fegtly

SSN: 431-17-9523
Primary Address: 4840 Venture Drive, #100
Ann Arbor, MI 48108

Director of Sales

Matthew J. Kloss

SSN: 270-50-4750
Primary Address: 4840 Venture Drive, #100
Ann Arbor, MI 48108

Director of Operations

Eberhard G. H. Schmoller

SSN: 567-58-0007
Primary Address: 3240 Hillview Avenue
Palo Alto, CA 94304

Secretary

Kevin C. Schick

SSN: 357-46-1700
Primary Address: 110 Parkland Plaza
Ann Arbor, MI 48103

Treasurer

Charles J. Dragon

SSN: 286-40-2668
Primary Address: 1717 N.W. 21st Street
Portland, OR 97209-1797

Assistant Secretary

Scott J. Engers

SSN: 545-92-6301
Primary Address: 110 Parkland Plaza
Ann Arbor, MI 48103

Assistant Secretary

Debra F. Schramm

SSN: 541-62-4492
Primary Address: 1717 N.W. 21st Avenue
Portland, OR 97209

Assistant Secretary

J. Craig Boretz

SSN: 546-82-8228
Primary Address: 1717 N.W. 21st Avenue
Portland, OR 97209-1797

Assistant Treasurer

Mark C. Thickpenny

SSN: 322-48-2802
Primary Address: 3240 Hillview Avenue
Palo Alto, CA 94304

Assistant Treasurer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State


PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CON-WAY NOW, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF NOVEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
00 NOV 15 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA





Edward J. Freel, Secretary of State

3302223 8300

AUTHENTICATION: 0782149

001563217

DATE: 11-09-00