

F00000006921

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Phillips Foods, 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:

Dean Flowers
(Name of Person)

Phillips Foods, Inc.
(Firm/Company)

137 S. Warwick Ave.
(Address)

Baltimore, MD 21231
(City/State/Zip)

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

Dean Flowers at (410) 947-0780
(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

700003375397-4
-08/29/00--01006--002
*****70.00 *****70.00

700003375397-4
-12/14/00--01021--004
*****500.00 *****500.00

700003375397-4
-12/14/00--01021--005
*****150.00 *****150.00

FILED
00 DEC 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FL 32304
F00-6921



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 31, 2000

DEAN FLOWERS
137 S. WARWICK AVENUE
BALTIMORE, MD 21231

SUBJECT: PHILLIPS FOODS, INC.
Ref. Number: W00000021558

We have received your document for PHILLIPS FOODS, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

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/uniform business 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/uniform business report and penalty fees is \$1150.00.

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: 400A00046669

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00 DEC 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. Phillips Foods, 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. Maryland 3. 521624247
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 02/21/89 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 01/01/99
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 137. South Warwick Ave
Baltimore, MD 21231
(Current mailing address)

8. Produce and sell seafood and transact other lawful business
(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: CT Corporation System

Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

Korri A. Behler

(Registered agent's signature)
KORRI A. BEHLER

Special Assistant Secretary

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)

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09 DEC 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Stephen Phillips

Address: 137 South Warwick Ave
Baltimore, MD 21223

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Mark Sneed

Address: 137 South Warwick Ave
Baltimore, MD 21223

Vice President: _____

Address: _____

Secretary: Dean Flowers

Address: 137 South Warwick Ave
Baltimore, MD 21223

Treasurer: Dean Flowers

Address: 137 South Warwick Ave
Baltimore, MD 21223

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

13. Dean E Flowers
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Dean E Flowers CFO/Secretary
(Typed or printed name and capacity of person signing application)

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00 DEC 13 PM 5:00
SECRETARY OF STATE
BALTIMORE, MD

STATE OF MARYLAND
Department of Assessments and Taxation

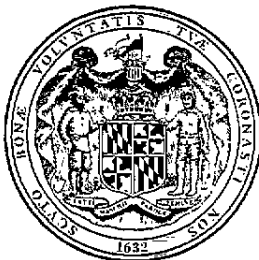
I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT PHILLIPS FOODS, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS AUGUST 03, 2000.



Paul B. Anderson
Charter Division





137 South Warwick Ave
Baltimore, MD 21223

Jeffrey Levine
Ph: (410) 947-8250 x 143
Fax: (410) 947-9737
Email: jlevine@phillipsfoods.com
August 7, 2000

Qualification/Tax Lien Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

FILED

09 DEC 13 PM 5:00

SECRETARY OF STATE
TALLAHASSEE, FL 32304

DEPT STATE

(AUTO)

THE FOLLOWING FILE(S) ERASED

FILE	FILE TYPE	OPTION	TEL NO.	PAGE	RESULT
052	MEMORY TX		614109479737	02/02	OK

ERRORS

1) HANG UP OR LINE FAIL 2) BUSY 3) NO ANSWER 4) NO FACSIMILE CONNECTION



FLORIDA DEPARTMENT OF STATE

Katherine Harris

Secretary of State

OFFICE OF THE GENERAL COUNSEL

FILED
NOV 28 PM 5:00
SECRETARY OF STATE
1110 N. W. 11th Ave

FACSIMILE TRANSMITTAL

TO FAX NUMBER: (410) 947-9737

Please deliver the following pages to:

NAME: Mr. Dean Flowers



137 South Warwick Ave
Baltimore, MD 21223

Jeffrey Levine
Ph: (410) 947-8250 x 143
Fax: (410) 947-9737
Email: jlevine@phillipsfoods.com
December 8, 2000

Office of General Counsel, LL-10
Attn: Gerard T. York
The Capitol
Tallahassee, FL 32399-0250

Dear Mr. York,

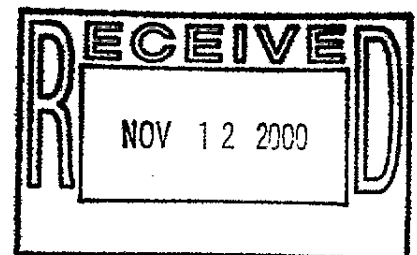
Enclosed please find the \$500 payment in accordance with your fax. I'm also enclosing a copy of the fax just to be sure you know exactly what this is in reference to. We look forward to receiving the Certificate of Authority. Please do not hesitate to contact me should you have any questions.

Best regards,

A handwritten signature in dark ink, appearing to read "Jeffrey Levine".

Jeffrey Levine

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NOV 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FL 32399





FLORIDA DEPARTMENT OF STATE

Katherine Harris

Secretary of State

OFFICE OF THE GENERAL COUNSEL

FACSIMILE TRANSMITTAL

TO FAX NUMBER: (410) 947-9737

Please deliver the following pages to:

NAME: Mr. Dean Flowers

COMPANY: Phillips Food, Inc.

CITY/STATE: Baltimore, Maryland

**SENDER: Gerard T. York, Esq.,
Assistant General Counsel**

DATE/TIME: 11/28/00 6:20 PM

NUMBER OF PAGES (including transmittal sheet):2

FROM FAX: 850/922-5763 (Suncom 292-5763)

COMMENTS: This communication is further to our conversation regarding annual report fees and statutory penalties which would be assessed against Phillips Food, Inc. under section 607.1502(4), Florida Statutes.

An application filed with the Division of Corporations indicates Phillips Food, Inc. has transacted business in Florida since 1999. Accordingly, an amount of \$1000.00 is due, reflecting statutory penalties of \$1000.00. We would, however, offer to settle the issue of foreign non-qualified penalties from Phillips Food, Inc., for the sum of \$500.00, reflecting penalties from 1999 of \$500.00 assessed at the statutory minimum of \$500.00 per year. This offer remains in effect until December 31, 2000.

NO DEC 13 PM 5:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

\$ 500.⁰⁰
211

Upon completion of the application and receipt of a check in that amount payable to the Department of State, Division of Corporations, I will instruct the Division of Corporations to issue Phillips Food, Inc. a Certificate of Authority to transact business in Florida. Please mail the check to this attorney at: Office of General Counsel, LL-10, The Capitol, Tallahassee, Florida 32399-0250.

Please do not hesitate to contact me should you have any questions.

If there are any problems in receiving this transmission, call Cara at 850/414-5536 or Suncom 994-5536.

LL-10 • THE CAPITOL • TALLAHASSEE, FLORIDA 32399-0250

Legal Fees

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris

Secretary of State

OFFICE OF THE GENERAL COUNSEL

F A C S I M I L E T R A N S M I T T A L

TO FAX NUMBER: (410) 947-9737

Please deliver the following pages to:

NAME: Mr. Dean Flowers

COMPANY: Phillips Food, Inc.

CITY/STATE: Baltimore, Maryland

SENDER: Gerard T. York, Esq.,
Assistant General Counsel

A handwritten signature in black ink, appearing to be "GY", written over the printed name of the sender.

DATE/TIME: 11/28/00 6:20 PM

NUMBER OF PAGES (including transmittal sheet):2

FROM FAX: 850/922-5763 (Suncom 292-5763)

FILED
00 DEC 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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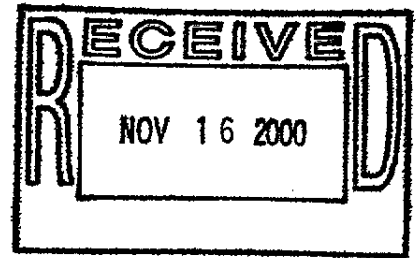
LL-10 • THE CAPITOL • TALLAHASSEE, FLORIDA 32399-0250

FILED

00 DEC 13 PM 5:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Gerry York, General Counsel's Office
FROM: Gretchen S. Harvey, Registration Section
DATE: November 14TH, 2000
SUBJECT: PHILLIPS FOODS, INC.
REFERENCE: W00000021558



Pursuant to Mr. Flowers' letter of October 20TH, the attached documents and correspondence are being forwarded to you for appropriate handling.

Please note the attached documents appear to meet the filing requirements stipulated in Chapter 607, Florida Statutes, with the exception of any penalty or annual report fees that may be due this office.

Should you have any further questions concerning this matter, please do not hesitate to get in touch.

/gsh

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00 DEC 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



137 South Warwick Ave
Baltimore, MD 21223

Dean Flowers
Ph: (410) 947-0780
Fax: (410) 947-9737
Email: dflowers@phillipsfoods.com
October 20, 2000

Division of Corporation
P.O Box 6327
Tallahassee, Florida 32314

Re: Phillips Foods, Inc.
Letter Number 400A00046669

To Whom It May Concern:

We are responding to your letter dated August 31, 2000 assessing a civil penalty of \$1,000 for transacting business prior to qualification.

When the company made the decision to begin transacting business in the State of Florida we were not aware of the requirement to pre-register to do business. As an S-Corporation we were under the impression that we need only file an information return our initial year to inform Florida of our S-status. This form was filed in a timely manner.

Phillips Foods, Inc. strives to be an asset to the states in which it does business by providing jobs and otherwise enhancing the State's economy. The corporation makes every effort to comply with all state reporting requirements. The corporation filed the appropriate registration form with the Florida Secretary of State immediately upon learning of Florida's pre-registration requirement. We regret any inconvenience the late filing may have caused.

In as much as the failure to file the forms in advance was not because of willful neglect we respectfully request the \$1,000 civil penalty be abated. Enclosed is a \$150 check for the Annual Report/Uniform Business Report Fees stated in the letter.

If you have questions or need additional information please call me.

Best regards



Dean Flowers

FILED
00 DEC 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: December 12, 2000

RE: Phillips Food, Inc.

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1999 of \$150.00 and foreign nonqualified penalties of \$500.00 assessed at the statutory minimum. Corporation wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty

FILED
00 DEC 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA