

FD2000003183

TRANSMITTAL LETTER

FILED
2002 JUN 21 AM 9:36
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: Greenleaf Capital Management Corp
(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:

Geofrey J. Greenleaf
(Name of Person)
Greenleaf Capital Management Corp
(Firm/Company)
20600 Chagrin Blvd., Suite 803
(Address)
Shaker Hts., Ohio 44122
(City/State and Zip code)

For further information concerning this matter, please call:

600005917546--7
-06/24/02--01025--001
*****70.00 *****70.00

Geofrey J. Greenleaf at (216) 752-8900
(Name of Person) (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:

- \$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

J. BRYAN JUN 24 2002

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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1. Greenleaf Capital Management Corporation (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 (State or country under the law of which it is incorporated) 3. 34-1186795 (FEI number, if applicable)

4. 1/12/76 (Date of incorporation) 5. Perpetual (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.)

7. 433 West Fourth St., Boca Grande, Florida 33921 (Principal office address)

Same as Above (Current mailing address)

8. Investment Advisory (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: Geoffrey J. Greenleaf

Office Address: 5000 Gasparilla Rd

Boca Grande, Florida 33921 (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.

[Handwritten signature] (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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Geoffrey J. Greenleaf

Address: 20600 Chagrin Blvd., Suite 803
Shaker Hts., Ohio 44122

Vice Chairman: _____

Address: _____

Director: Ensign J. Cowell

Address: 20600 Chagrin Blvd., Suite 803
Shaker Hts., Ohio 44122

Director: S. Sterling McMillan III

Address: 20600 Chagrin Blvd., Suite 803
Shaker Hts., Ohio 44122

B. OFFICERS

President: Geoffrey J. Greenleaf

Address: 20600 Chagrin Blvd., Suite 803
Shaker Hts., Ohio 44122

Vice President: Ensign J. Cowell

Address: 20600 Chagrin Blvd., Suite 803
Shaker Hts., Ohio 44122

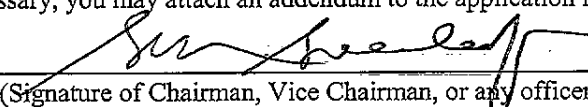
Secretary: Ensign J. Cowell

Address: 20600 Chagrin Blvd., Suite 803, Shaker Hts., Ohio 44122

Treasurer: Geoffrey J. Greenleaf

Address: 20600 Chagrin Blvd., Suite 803, Shaker Hts., Ohio 44122

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)

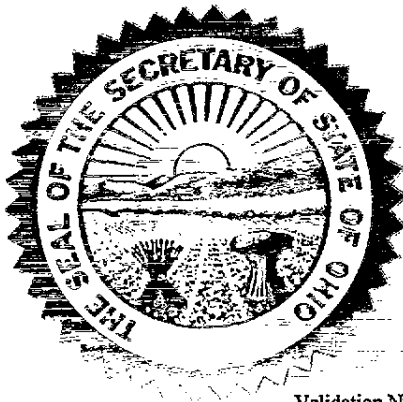
14. Geoffrey J. Greenleaf, President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

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 GREENLEAF CAPITAL MANAGEMENT CORPORATION, an Ohio Corporation, Charter No. 475980, having its principal location in Cleveland, County of Cuyahoga, was incorporated on January 12, 1976, and is currently in GOOD STANDING upon the records of this office.

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Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 31st day of May, A.D. 2002.

J. Kenneth Blackwell
Ohio Secretary of State