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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

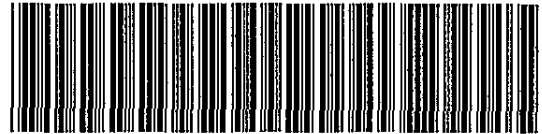
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2003 MAY 13 PM 4:05
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN MAY 14 2003

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: GEORGIA THEATRE COMPANY II
(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:

Dennis P. Merton
(Name of Person)
Georgia Theatre Company II
(Firm/Company)
500 SEA ISLAND ROAD
(Address)
ST. SIMONS ISLAND, GA 31522
(City/State and Zip code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Dennis P. Merton at (912) 634-5192 Ex 26
(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

**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. Georgia Theatre Company II
(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. Georgia 3. 58-1942783
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 5/8/1991 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 5/2/2003
(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. 500 SEA ISLAND ROAD, ST. SIMONS ISLAND, GA 31522
(Principal office address)
500 SEA ISLAND ROAD, ST. SIMONS ISLAND, GA 31522
(Current mailing address)
8. OPERATION of Motion Picture theatre
(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: Rich Otte
Office Address: 10242 Bedford Rd.
Spring Hill, Florida 34608
(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.

Richard W. Otte

(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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: William J. STEMBLER

Address: 140 Shore Rush Drive
St. Simons Island, Ga 31522

Vice Chairman: _____

Address: _____

Director: Anne M. STEMBLER

Address: 140 Shore Rush Drive
St. Simons Island, Ga 31522

Director: John STEMBLER JR

Address: 977 Carter Drive NE
Atlanta, GA 30319

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B. OFFICERS

President: William J. STEMBLER

Address: 140 Shore Rush Drive
St. Simons Island, GA 31522

Vice President: John STEMBLER JR

Address: 977 Carter Drive NE
Atlanta, Ga 30319

Secretary: Dennis P. Merton

Address: 116, Ashley Marsh Drive, Brunswick, GA 31523

Treasurer: Dennis P. Merton

Address: 116 Ashley Marsh Drive, Brunswick, GA 31523

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

13. Dennis P. Merton

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Dennis P. Merton - Secretary/Treasurer

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

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER : K107909
DATE INC/AUTH/FILED: 05/08/1991
JURISDICTION : GEORGIA
PRINT DATE : 05/09/2003
FORM NUMBER : 211

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

GEORGIA THEATRE COMPANY
DENNIS P MERTON
500 SEA ISLAND ROAD
ST SIMONS ISLAND, GA 31522

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that as of the above print date

GEORGIA THEATRE COMPANY II
A GEORGIA PROFIT CORPORATION

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date and has not filed articles of dissolution, certificate of cancellation or any other similar document with the Office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the print date above. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This information is electronically transmitted, issued and certified in accordance with the Georgia Electronic Records and Signatures Act and Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

20030509180824402



Cathy Cox

Cathy Cox
Secretary of State