

# F03000004642

## TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: S. Clarke International, 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:

Freda L. Clarke

(Name of Person)

S. Clarke International, Inc.

(Firm/Company)

4650 SW 51st St., Suite 701

(Address)

Davie, FL 33314

(City/State and Zip code)

400004536164--5

-08/15/01--01044--012

\*\*\*\*\*78.75 \*\*\*\*\*78.75

For further information concerning this matter, please call:

Freda Clarke

(Name of Person)

at ( 954 ) 587-7380

(Area Code & Daytime Telephone Number)

09/12/03--01016--014 \*\*2600.00

### 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

FILED  
03 SEP 10 PM 3:53  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 20, 2001

FREDA L. CLARKE  
S. CLARKE INTERNATIONAL, INC.  
4650 SW 51ST STREET, SUITE 701  
DAVIE, FL 33314

11/8/97

SUBJECT: S. CLARKE INTERNATIONAL, INC.  
Ref. Number: W01000019281

We have received your document for S. CLARKE INTERNATIONAL, INC. and your check(s) totaling \$78.75. 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 \$4,600.00.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 801A00047502



FLORIDA DEPARTMENT OF STATE

Ken Detzner  
Secretary of State

January 8, 2003

FREDA L. CLARKE  
S. CLARKE INTERNATIONAL, INC.  
4650 SW 51ST STREET, SUITE 701  
DAVIE, FL 33314

SUBJECT: S. CLARKE INTERNATIONAL, INC.  
Ref. Number: W01000019281

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for S. CLARKE INTERNATIONAL, INC..

The referenced application states that the corporation has transacted business in the State of Florida since November 1, 1997. You were notified by letter dated August 20, 2001, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$4600.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

6,000.00  
Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (850) 487-6051.

Diane Cushing  
Corporate Specialist      Letter No. 203A00001004

Enclosure



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

April 17, 2003

FREDA L. CLARKE  
S. CLARKE INTERNATIONAL, INC.  
4650 SW 51ST STREET, SUITE 701  
DAVIE, FL 33314

SUBJECT: S. CLARKE INTERNATIONAL, INC.  
Ref. Number: W01000019281

**CERTIFIED MAIL #7000 1530 0000 2408 0240 RETURN RECEIPT  
REQUESTED**

This letter constitutes notice that the Department of State (Department) intends to pursue all legal remedies provided in Sections 607.0130(3) and 607.1502(4)/617.01301 and 617.502(4)/608.502(4), Florida Statutes, because of the failure of S. CLARKE INTERNATIONAL, INC. to pay the appropriate penalties and fees incurred by the transacting of business in Florida without authority. I have enclosed a copy of the applicable Florida Statutes, for your review.

The application submitted by S. CLARKE INTERNATIONAL, INC. for authority to transact business in Florida indicates that the entity transacted business in Florida prior to qualifying. As a result, associated penalties and fees imposed by Section 607.1502(4)/617.1502(4)/608.502(4), Florida Statutes, are due and owing the Department.

Penalties and fees in the amount of \$6900.00 are now due. To avoid further penalty, payment must be remitted within 45 days of receipt of this letter. Please make your check payable to the Department of State and forward it to this office.

In the event the date business was first transacted in Florida is incorrect or the activity falls under an enumerated exemption provided in Section 607.1501(2)/617.1501(2)/608.501(2), Florida Statutes, please provide this office with an affidavit to that effect. If it is determined that the affidavit establishes either circumstance, all penalties and fees previously imposed will either be withdrawn or will be recalculated in accordance with the corrected information, and the application will be processed accordingly. If you have any questions regarding this matter, please telephone (850) 245-6051. I look forward to your response.

Sincerely,

Gerard T. York, Assistant General Counsel

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Enclosures Letter No. 803A00023142

May 9, 2003

Mr. Gerard T. York  
Assistant General Counsel  
Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Dear Mr. York:

I am writing this letter in response to the attached letter regarding S. Clarke International in the hopes that we can resolve the issue without your pursuing legal remedies.

If I may, please, explain how this situation developed. When we moved to Florida in 1995 and started our business here under the name of Clarke Waste Systems (properly registered and all fees current!), S. Clarke International, an Oregon corporation, was basically dormant. Then as we grew Clarke Waste Systems, we began to do more and more international business in the Islands and South America. I wanted a way to track these international sales separately so I got the "bright idea" of having Clarke Waste Systems transfer inventory to S. Clarke International at cost and S. Clarke International sell to the end customers. In my mind (and after consultation with our accountant) this was just my way of accounting for this type of sales. Our accountant's opinion was that as long as we were selling at cost (with no profit involved) this would be OK.

Additionally, in early 2001 we were beginning to work with SunTrust Bank to obtain financing to build a new building for Clarke Waste Systems in Pompano Beach. There were reams and reams of documentation that they required, one item being certificates of good standing for both Clarke Waste Systems and S. Clarke International. Well, at this point, I didn't have one for S. Clarke International since I had only been using it for "bookkeeping purposes" so I sent in the application form for a registration of a foreign corporation and as a result of my honesty in giving the 1997 date as "start of business" I was assessed with the fine of \$4,600.

When I explained this situation to the bank they agreed that for their purposes, if I dissolved S. Clarke International and processed all sales through Clarke Waste Systems, their requirements were satisfied. Which is what I did. S. Clarke International had been formed in the State of Oregon and remained an active corporation there until dissolution on August 22, 2001.

State of Florida  
Division of Corporations  
May 9, 2003  
Page 2

You may also be wondering why it took so long for me to respond. After I received your first letter, I spoke to both my accountant and attorney. They were both surprised at my predicament and said "why don't you just sit on it for awhile and see what happens". Well, I did and I now see what happens.

If after reading my explanation of the circumstances, you still determine I owe the entire fine, I will pay it (hopefully with payment arrangements). I would only ask that you take into consideration that this was not done with any fraudulent intent or to avoid any payments. In fact, S. Clarke International somehow was sent intangible tax returns and I filled those out and paid whatever tax was due.

Thank you for your consideration in this matter. I look forward to hearing from you.

Very truly yours,

A handwritten signature in cursive script that reads "Freda L. Clarke". The signature is written in dark ink and is positioned above the printed name.

Freda L. Clarke

P.S. Please change the address for all S. Clarke International correspondence to  
2651 N.W. 48<sup>th</sup> St., Pompano Beach, FL 33073. Phone (954) 587-7380.  
Thanks.

TO: Gerry York, General Counsel's Office  
FROM: Gretchen S. Harvey, Registration Section  
DATE: May 28<sup>th</sup>, 2003  
SUBJECT: S. CLARKE INTERNATIONAL, INC.  
REFERENCE: W01000019281

Pursuant to Ms. Clarke's letter of May 9<sup>th</sup>, the attached documents and correspondence are being forwarded to you for appropriate handling.

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

/gsh

FAX (954) 587-3264





**FLORIDA DEPARTMENT OF STATE**  
**Glenda E. Hood**  
**Secretary of State**  
**OFFICE OF THE GENERAL COUNSEL**

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

**TO FAX NUMBER: 954-587-3164**

**Please deliver the following pages to:**

**NAME: Freda Clarke**

**COMPANY: S. Clarke International, Inc.**

**CITY/STATE: Davie, Florida**

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

**DATE/TIME:         05/30/03 11:49 AM**

**NUMBER OF PAGES (including transmittal sheet):2**

**FROM FAX:         850/245-6127**

**COMMENTS:** Thank you for contacting the Florida Department of State. This facsimile is in response to your letter of May 9, 2003 and our conversation today regarding annual report fees and statutory penalties due from S. Clarke International, Inc. We would offer to settle this matter of annual report fees and statutory penalties for the amount of \$2,600.00, reflecting annual report fees from \$600.00 and statutory penalties of \$2,000.00 assessed at the statutory minimum. This offer remains in effect until August 30, 2003.

Upon receipt of a check for \$2,600.00 payable to the Department of State, Division of Corporations, I will instruct the Division of Corporations to close its file

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regarding S. Clarke International, Inc. Please mail the check to this attorney at:  
Office of General Counsel, 500 South Bronough Street, Room 123, R. A. Gray  
Building, Tallahassee, Florida 32399-0250.

Please do not hesitate to contact me at 850-245-6514 should you have any questions.

**500 SOUTH BRONOUGH STREET • ROOM 123, R. A. GRAY  
BUILDING • TALLAHASSEE, FLORIDA 32399-0250**

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. S. Clarke International, 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. Oregon

(State or country under the law of which it is incorporated)

3. 93-1046816

(FEI number, if applicable)

4. 2-11-91

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 11-97

(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. 4650 SW 51<sup>st</sup> St., Suite 701, Davie, FL 33314

(Principal office address)

Same

(Current mailing address)

8. Export sales of solid waste equipment and repair parts.

(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: Freda L. Clarke

Office Address: 4650 SW 51<sup>st</sup> St., Suite 701

Davie

(City)

Florida 33314

(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.*

Freda L. Clarke

(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.

FILED  
03 SEP 10 PM 3:53  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

A. DIRECTORS

Chairman: Steven D. Clarke

Address: 4650 SW 51<sup>st</sup> St., Suite 701  
Davie, FL 33314

Vice Chairman: Freda L. Clarke

Address: 4650 SW 51<sup>st</sup> St., Suite 701  
Davie, FL 33314

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: Steven D. Clarke

Address: 4650 SW 51<sup>st</sup> St., Suite 701, Davie, FL 33314

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Freda L. Clarke

Address: 4650 SW 51<sup>st</sup> St., Suite 701, Davie, FL 33314

Treasurer: Freda L. Clarke

Address: 4650 SW 51<sup>st</sup> St., Suite 701, Davie, FL 33314

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

13. Freda L. Clarke

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

14. FREDA L. CLARKE, Secretary-Treasurer

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

CERTIFICATE

# State of Oregon

OFFICE OF THE SECRETARY OF STATE  
Corporation Division

I, BILL BRADBURY, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

**S. CLARKE INTERNATIONAL, INC.**

was

incorporated

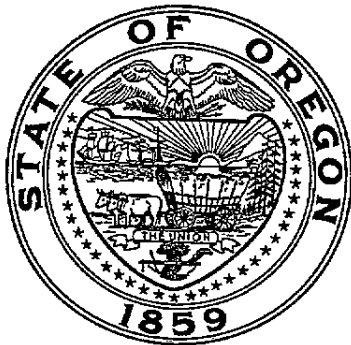
under the Oregon

**Business Corporation Act**

on

**February 11, 1991**

and is active on the records of the Corporation Division as of the date of this certificate.



In Testimony Whereof, I have hereunto set my hand and affixed hereto the Seal of the State of Oregon.

BILL BRADBURY, Secretary of State

By

*Debra L. Virag*

Debra L. Virag  
August 7, 2001