

**Florida Department of State**  
Division of Corporations  
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Division of Corporations  
Fax Number : (850) 205-0383

**From:**

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
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**FOREIGN PROFIT QUALIFICATION**

**F. Rodgers Insulation, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

**Electronic Filing Menu**

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## 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. F. Rodgers Insulation, 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. California 3. 68-0107475  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 09/29/1986 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 01/01/2004  
(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. 7775 Las Positas Road, Livermore, CA 94550  
(Principal office address)  
same  
(Current mailing address)
8. Construction  
(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: c/o C T Corporation System  
Office Address: 1200 South Pine Island Road  
Plantation, Florida 33324  
(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.

**C T Corporation System**

**By:**

(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.

**UNANIMOUS WRITTEN CONSENT OF THE INCORPORATOR  
OF  
F. RODGERS INSULATION OF FLORIDA, INC.**

The undersigned Incorporator of F. Rodgers Insulation of Florida, Inc. ("Corporation"), the sole incorporator of the Corporation, hereby adopts the following resolutions by unanimous written consent:

**Consent to Foreign Qualification**

WHEREAS, the Corporation was duly incorporated under the laws of the State of Florida on August 29, 2003.

WHEREAS, the Corporation has not held an initial meeting to issue stock, elect its Board of Directors and officers, or transact other initial business of the Corporation.

WHEREAS, the State of Florida has indicated that it will not allow F. Rodgers Insulation, Inc. to register as a foreign corporation because of the similarity of its name to the name of the Corporation.

NOW, THEREFORE, be it:

RESOLVED, that the Corporation consents to F. Rodgers Insulation, Inc.'s qualification as foreign corporation in the State of Florida.

**Omnibus Resolution**

RESOLVED, that the Incorporator is authorized to take any action, including the execution of any documents or certificates, as is deemed necessary or appropriate to carry out the purposes of the foregoing resolutions.

RESOLVED FURTHER, that any action taken by the Incorporator, prior to the date of the adoption of the foregoing resolutions, and that are within the authority conferred by said resolutions, are hereby ratified, adopted, and approved.

This Unanimous Written Consent of the Incorporator may be executed in one or more counterparts, each of which shall be deemed an original, and all of which shall together be deemed one and the same instrument.

DATED: January 12, 2004

  
GARRET D. MURAL, Incorporator

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CLERK OF  
ALABAMA  
COUNTY

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

**A. DIRECTORS**

Chairman: Frank Rodgers

Address: 7775 Las Positas Road  
Livermore, CA 94550

Vice Chairman: \_\_\_\_\_

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

Director: Kimber Dittmore

Address: 7775 Las Positas Road  
Livermore, CA 94550

Director: Victor DuBois

Address: 7775 Las Positas Road  
Livermore, CA 94550

**B. OFFICERS**

**SEE ATTACHMENT**

President: Mark Stoker

Address: 7775 Las Positas Road  
Livermore, CA 94550

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

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

Secretary: Diane McGuire

Address: 7775 Las Positas Road Livermore, CA 94550

Treasurer: Kimber Dittmore

Address: 7775 Las Positas Road Livermore, CA 94550

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

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

14. [Typed Name]  
(Typed or printed name and capacity of person signing application)

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**Officers & Directors**

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1. Full Name: Kimber Dittmore  
Officer/Director: Officer, Director  
Officer's Title: Chief Executive Officer and Treasurer  
Director's Title: Other Director  
Business Address: 7775 Las Positas Road  
City: Livermore  
State: CA  
ZIP Code: 94550
  
2. Full Name: Diane McGuire  
Officer/Director: Officer  
Officer's Title: Secretary  
Business Address: 7775 Las Positas Road  
City: Livermore  
State: CA  
ZIP Code: 94550
  
3. Full Name: Mark Stoker  
Officer/Director: Officer  
Officer's Title: President  
Business Address: 7775 Las Positas Road  
City: Livermore  
State: CA  
ZIP Code: 94550
  
4. Full Name: Matt Warner  
Officer/Director: Officer  
Officer's Title: Controller  
Business Address: 7775 Las Positas Road  
City: Livermore  
State: CA  
ZIP Code: 94550
  
5. Full Name: Mick McGuire  
Officer/Director: Director  
Officer's Title: Other Director  
Director's Title: Other Director  
Business Address: 7775 Las Positas Road  
City: Livermore  
State: CA  
ZIP Code: 94550
  
- Full Name: Frank Rodgers  
Officer/Director: Director

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Officer's Title:  
Director's Title:  
Business Address:  
City:  
State:  
ZIP Code:

Chairman  
7775 Las Positas Road  
Livermore  
CA  
94550

APPROVAL  
AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**SECRETARY OF STATE**

**CERTIFICATE OF STATUS  
DOMESTIC CORPORATION**

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the 29th day of September, 1986, F. RODGERS INSULATION, INC. became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of December 24, 2003.

*Kevin Shelley*  
KEVIN SHELLEY  
Secretary of State