

FD6000003983

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

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06 JUN -6 PM 4:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CS:6-7

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** THE FECHHEIMER BROTHERS COMPANY  
(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:

Brian Lofft  
(Name of Person)  
The Fechheimer Brothers Co.  
(Firm/Company)  
4545 Marlbury Rd  
(Address)  
Cincinnati, OH 45242  
(City/State and Zip code)

For further information concerning this matter, please call:

Brian Lofft at (513) 792-1607  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

New Filing 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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 26, 2006

BRIAN LOFFT  
4545 MALSBARY RD.  
CINCINNATI, OH 45242

SUBJECT: THE FECHHEIMER BROTHERS COMPANY  
Ref. Number: W06000024490

We have received your document for THE FECHHEIMER BROTHERS COMPANY and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 \$22,696.25.

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) 245-6047.

Carolyn Lewis  
Document Specialist

Letter Number: 306A00037176

*Diane Cushing*  
850-245-6913

# F E C H H E I M E R

4545 Malsbary Road  
Cincinnati, Ohio 45242

Phone: 513-793-5400 Fax: 513-793-7819

June 6, 2006

Carolyn Lewis  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Dear Ms. Lewis:

Thank you for being so helpful in our phone conversation yesterday, 6/6/06. I spoke with Diane from your office later in the day and she helped me to understand the Florida statute 607.1501 that governs the definition of "transacting business" in Florida. Based upon this statute, our activity in Florida does not constitute "transacting business". I have spelled this out below:

1. Our main activity in Florida is selling through independent distributors. This is exempted in section 607.1501 (2) (e).
2. We have one customer that we sell product directly to them from our Ohio warehouse. This would constitute simple interstate commerce and is exempted in section 607.1501 (2) (i). We collect sales taxes on this direct sale and submit these sales taxes to the State of Florida.

Based upon these facts and the applicable statutes, our activities do not constitute "transacting business" in the State of Florida. We would still like to obtain a Certificate of Authority from the Department of State. We have corrected our original submission and included it in this mailing. I believe that you kept our original check for \$87.50 as payment for the filing fee and provides us with a Certificate of Status and a Certified Copy.

I appreciate all of your help in this matter. Do not hesitate to contact me if there are any questions.

Sincerely,



Daniel J. Dudley

Vice President and Chief Financial Officer

**Fechheimer Brothers Company**

4545 Malsbary Rd.  
Cincinnati, OH 45242  
513-793-5400



**Wear It With Pride**

**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. THE FECHHEIMER BROTHERS COMPANY  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 31-1060330  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 13, 1986 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 4545 Marlbury Rd; Cincinnati; OH 45242  
(Principal office address)

Same  
(Current mailing address)

8. For profit corp. uniform sales  
(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 NOT acceptable)

Name: \_\_\_\_\_

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

\_\_\_\_\_, Florida \_\_\_\_\_  
(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.*

\_\_\_\_\_  
(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  
JUN 16 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

See attached

# 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. THE FECHHEIMER BROTHERS COMPANY  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 31-1000330  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 13, 1986 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 4545 Malsberry Rd; Cincinnati; OH 45242  
(Principal office address)

same

(Current mailing address)

8. For profit corp. uniform sales  
(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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 S. Pine Island Rd.

Plantation, Florida 33324  
(City) (Zip code)

FILED  
06 JUN -6 PM 4:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## 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.

Carol Reed, Asst. Secretary  
(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: Michael A. Goldberg  
Address: 4545 Malsbary Rd Cincinnati OH 45242

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

Director: Robert E. Bennett  
Address: 4545 Malsbary Rd Cincinnati OH 45242

Director: David D. Hoguet  
Address: 4545 Malsbary Rd Cincinnati OH 45242

**B. OFFICERS**

President: David D. Hoguet  
Address: 4545 Malsbary Rd Cincinnati OH 45242

Vice President: CFO Daniel Dudley  
Address: 4545 Malsbary Rd Cincinnati OH 45242

Secretary: Fred G. Feldman  
Address: 4545 Malsbary Rd Cincinnati OH 45242

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

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

13. Daniel Dudley  
(Signature of Director or Officer listed in number 12 of the application)

14. Daniel Dudley, Vice President + CFO  
(Typed or printed name and capacity of person signing application)

FILED  
06 JUN -6 PM 4:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE FECHHEIMER BROTHERS COMPANY" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF MARCH, A.D. 2006.



0906526 8300

060295762

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4627983

DATE: 03-29-06