

12/28/07

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

COVER LETTER

07 DEC 28 PM 4:22

TO: New Filing Section
Division of Corporations

SUBJECT: Terra Management 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:

Robert Ingold

(Name of Person)

Terra Management Company

(Firm/Company)

1427 W. Saginaw, Suite 200

(Address)

East Lansing, MI 48823

(City/State and Zip code)

For further information concerning this matter, please call:

Julia Skinner

(Name of Person)

at (517) 664-4124

(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

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November 20, 2007

ROBERT INGOLD
1427 W. SAGINAW
SUITE 200
EAST LANSING, MI 48823

SUBJECT: TERRA MANAGEMENT COMPANY
Ref. Number: W07000057035

We have received your document for TERRA MANAGEMENT COMPANY and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the corrected original and one copy of 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) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 907A00066739

**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. Terra Management Company

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

TMC Management Co.

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

2. Michigan

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

3. 38-3382533

(FEL number, if applicable)

4. November 25, 1997

(Date of incorporation)

5. Perpetual

(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. 1427 W. Saginaw, Suite 200, East Lansing, MI 48823

(Principal office address)

1427 W. Saginaw, Suite 200, East Lansing, MI 48823

(Current mailing address)

8. Any lawful purpose including real estate management

(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: Eric Koche

Office Address: 3300 Bonita Beach Road Suite 153

Bonita Springs

(City)

34134, Florida

(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.

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

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A. DIRECTORS

Chairman: Scott A. Chappelle, Sole Director

Address: 1427 W. Saginaw, Suite 200

East Lansing, MI 48823

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Scott A. Chappelle

Address: 1427 W. Saginaw, Suite 200

East Lansing, MI 48823

Vice President: Evert Kramer

Address: 1427 W. Saginaw, Suite 200

East Lansing, MI 48823

Secretary: Scott A. Chappelle

Address: 1427 W. Saginaw, Suite 200, East Lansing, MI 48823

Treasurer: Scott A. Chappelle

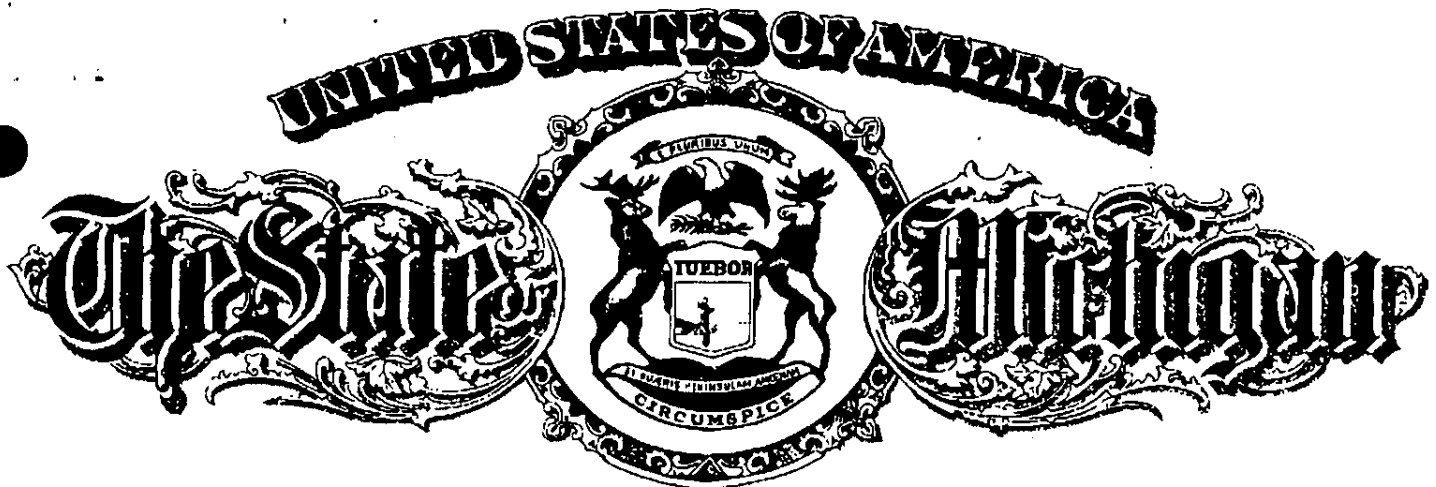
Address: 1427 W. Saginaw, Suite 200, East Lansing, MI 48823

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

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

14. Scott A. Chappelle, Sole Director/President

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



Michigan Department of Labor & Economic Growth

Lansing, Michigan

This is to Certify That

TERRA MANAGEMENT COMPANY

Michigan profit corporation was validly incorporated on November 25, 1997, and said corporation is validly in existence under the laws of this state.

This certificate is issued pursuant to the provisions of 1972 PA 284, as amended, to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 11th day of October, 2007.

Andrew S. Mitchell, Director

Bureau of Commercial Services