

F08000001287

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

734
\$1150.00
W08-11628



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 MAR 20 AM 11:40

3/24/08

COVER LETTER

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

08 MAR 20 AM 11:40

TO: New Filing Section
Division of Corporations

SUBJECT: Comdevco, Inc., an Arizona Corporation
(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:

Keith Taylor, Jr.

(Name of Person)

Comdevco, Inc.

(Firm/Company)

2130 E. Camino El Ganado

(Address)

Tucson, AZ 85718

(City/State and Zip code)

For further information concerning this matter, please call:

Keith Taylor, Jr.

(Name of Person)

at (520) 577-9517

(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

KARL M. SCHMITZ, III, P.A.
ATTORNEY AT LAW

1123 OVERCASH DRIVE
DUNEDIN, FLORIDA 34698
TELEPHONE: 727-450-0778
FACSIMILE: 888-225-3202

March 17, 2008

File no. Taylor/Comdev

Ms. Clareth Golden
Florida Department of State – Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 MAR 20 AM 11:40

Re: COMDEVCO, INC. Application to Transact Business by Foreign Corporation
Ref Number: W08000011628
Letter Number: 408A00013758

Dear Ms. Golden:

My office represents COMDEVCO, Inc. in connection with the above referenced Application. I am in receipt of a copy of your March 5, 2008 letter to Keith Taylor, Jr., a copy of which is attached. In your letter, you indicate that a \$1,000.00 fine is due for failing to timely file/seek authority to transact business within the State of Florida, as well as UBR fee for 2007. This correspondence is in reply.

Although Comdevco, Inc. was incorporated in February 1981, contact with the state of Florida did not take place until July 1, 2007, and at that time only by virtue of acquiring a limited ten (10%) interest in a piece of real property located in Hillsborough County, Florida. The acquisition of this percentage ownership interest was for the purposes of estate planning. A copy of the Quit-Claim Deed vesting the ten percent interest in COMDEVCO is attached hereto.

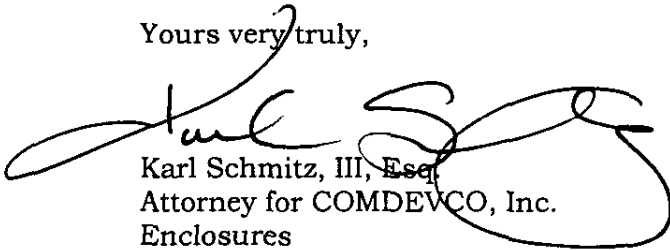
At the time the transfer took place, the principals of COMDEVCO believed that COMDEVCO was exempt under F.S. 607.1501 (2)(m) from the requirements of obtaining a certificate of authority¹. Further, the statutory language of F.S. 607.1501(3) makes it clear that the exemption list is not "exhaustive", and COMDEVCO could have the reasonable belief that its minority ownership interest did not trigger the application requirements. The reason for filing at this time is in an abundance of caution, as COMDEVCO may be required to seek redress within the courts of the State of Florida in connection with the real property and its ownership interest.

Accordingly, COMDEVCO respectfully requests that the State review and reconsider the application filing and penalty fees in light of the foregoing. In the event the State determines that COMDEVCO's ownership interest in the real property does not constitute an allowable exemption under F.S. 607.1501(2), I would request that the State waive any penalty, as COMDEVCO could

reasonably believe that based upon the wording of the statute, the grounds for exemption from filing in this case do exist.

I look forward to hearing from you at your earliest convenience.

Yours very truly,



Karl Schmitz, III, Esq.
Attorney for COMDEVCO, Inc.
Enclosures

Cc: K. Taylor

ⁱ The Official Comment to Model Business Code Act Section 15.01 states: "But the passive owning of real estate for investment purposes does not constitute transaction business. See section 15.01(b)(9)." COMDEVCO, Inc., fall within this definition as set forth in Comment. COMDEVCO does not have employees, is not involved with the selling of personal property, does not conduct intra-state business or commerce, nor does it retain an office within the State of Florida.

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 5, 2008

KEITH TAYLOR, JR.
2130 E. CAMINO EL GANADO
TUCSON, AZ 85718

SUBJECT: COMDEVCO, INC.
Ref. Number: W08000011628

We have received your document for COMDEVCO, INC. 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 \$1,150.00.

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: 408A00013758

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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. Comdevco, Inc.
(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. Arizona 3. 95-2800288
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/26/81 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 07/01/2007
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2130 E. Camino El Ganado, Tucson, AZ 85718
(Principal office address)

same as above

(Current mailing address)

8. Real Estate acquisitions, management and consulting
(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: Karl M. Schmitz, III

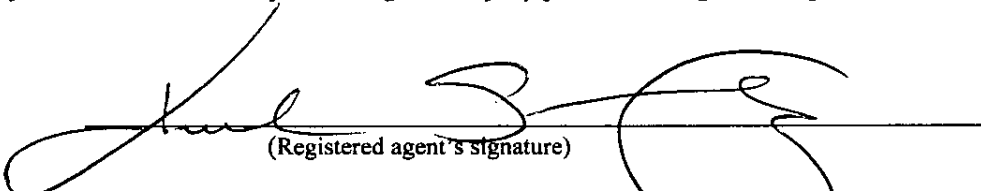
Office Address: 1123 Overcash Dr.

Dunedin, Florida 34698
(City) (Zip code)

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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.

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

A. DIRECTORS

Chairman: Keith Taylor, Jr.

Address: 2130 E. Camino El Ganado, Tucson, AZ 85718

Vice Chairman: _____

Address: _____

Director: Brenda Taylor

Address: 2130 E. Camino El Ganado, Tucson, AZ 85718

Director: Wayne B. Taylor

Address: 1206 W. 9th St., Mesa, AZ 85201

B. OFFICERS

President: Keith Taylor, Jr.

Address: 2130 E. Camino El Ganado, Tucson, AZ 85718

Vice President: Wayne B. Taylor

Address: 1206 W. 9th St., Mesa, AZ 85201

Secretary: Brenda Taylor

Address: 2130 E. Camino El Ganado, Tucson, AZ 85718

Treasurer: Brenda Taylor

Address: 2130 E. Camino El Ganado, Tucson, AZ 85718

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. Keith Taylor, Jr., President

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

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STATE OF ARIZONA



Office of the CORPORATION COMMISSION

CERTIFICATE OF GOOD STANDING

To all to whom these presents shall come, greeting:

I, Brian C. McNeil, Executive Director of the Arizona Corporation Commission, do hereby certify that

*****COMDEVCO, INC.*****

a domestic corporation organized under the laws of the State of Arizona, did incorporate on February 26, 1981.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said corporation is not administratively dissolved for failure to comply with the provisions of the Arizona Business Corporation Act; and that its most recent Annual Report, subject to the provisions of A.R.S. sections 10-122, 10-123, 10-125 & 10-1622, has been delivered to the Arizona Corporation Commission for filing; and that the said corporation has not filed Articles of Dissolution as of the date of this certificate.

This certificate relates only to the legal existence of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 12th Day of February, 2008, A. D.




Executive Director

By 

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