

COVER LETTER

FILED
2008 OCT 20 P 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: New Filing Section
Division of Corporations

SUBJECT: Spruce Computer Systems, 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:

Mary Jane Tifft

(Name of Person)

Spruce Computer Systems, Inc.

(Firm/Company)

9 Cornell Road

(Address)

Latham, NY 12110

(City/State and Zip code)

For further information concerning this matter, please call:

Mary Jane Tifft

(Name of Person)

at (518) 783-6613 x117

(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

**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. Spruce Computer Systems, 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. Delaware

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

3. 14-1670373

(FEI number, if applicable)

4. 09/11/1985

(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. 9 Cornell Road, Latham, NY 12110

(Principal office address)

9 Cornell Road, Latham, NY 12110

(Current mailing address)

8. sales and maintenance of computer software

(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: Warren EngelOffice Address: 4055 Collingswood RoadPensacola

(City)

, Florida 32514

(Zip code)

10. Registered agent's acceptance: WARREN ENGEL

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.

Warren Engel

(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.

2008 OCT 20 P 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Raymond P. McQuade

Address: 9 Cornell Road, Latham, NY 12110

Vice President: _____

Address: _____

Secretary: Mary Jane Tifft

Address: 9 Cornell Road, Latham, NY 12110

Treasurer: _____

Address: _____

FILED
2008 OCT 20 P 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

13. Mary Jane Tifft
(Signature of Director or Officer listed in number 12 of the application)

14. Mary Jane Tifft, Secretary
(Typed or printed name and capacity of person signing application)



SPRUCE COMPUTER SYSTEMS, INC.
BOARD OF DIRECTORS & OFFICERS

Raymond P. McQuade – President
Spruce Computer Systems, Inc.
9 Cornell Road
Latham, NY 12110
Phone: 518-783-6613

Hugh C. Bell
163 Ferris Hill Road
New Canaan, CT 06840

Robert Fitzpatrick
Spruce Computer Systems, Inc.
9 Cornell Road
Latham, NY 12110
Phone: 518-783-6613

Jan Novack
Dykes Lumber Company, Inc.
PO Box 857, 1901-25 Park Avenue
Weehawken, NJ 07087
Phone: 201-867-0391

Jon Hallgren
Curtis Lumber Company, Inc.
885 Route 67
Ballston Spa, NY 12020
Phone: 518-885-5311

Thomas Donovan
Marvin and Company, PC
11 British American Boulevard
Latham, NY 12110
Phone: 518-785-0134

Mary Jane Tiff – Secretary
Spruce Computer Systems, Inc.
9 Cornell Road
Latham, NY 12110
Phone: 518-783-6613

FILED
2008 OCT 20 P 2:42
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 "SPRUCE COMPUTER SYSTEMS, INC." 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 EIGHTH DAY OF OCTOBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

FILED
2008 OCT 20 P 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2070986 8300

081024294



You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6901580

DATE: 10-08-08