

F0900000/889

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAHASSEE, FLORIDA

FILED

EP 5/11/09

1090000015031

## COVER LETTER

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

**SUBJECT:** Paice 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:

William F. Leimkuhler

(Name of Person)

Paice Corporation

(Firm/Company)

43 Salem Straits Rd

(Address)

Darien, CT 06820

(City/State and Zip code)

For further information concerning this matter, please call:

Bill Leimkuhler

(Name of Person)

at ( 203 ) 655-0696

(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

March 31, 2009

WILLIAM F. LEIMKUHLER  
43 SALEM STRAITS RD.  
DARIEN, CT 06820

SUBJECT: PAICE CORPORATION  
Ref. Number: W09000015031

We have received your document for PAICE CORPORATION 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.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 245-6062.

Eula Peterson  
Regulatory Specialist II

Letter Number: 909A00010793

**Paice Corporation**  
*Power Amplified Internal Combustion Engines*

**William F. Leimkuhler**  
**General Counsel & Secretary**  
**bleimkuhler@paice.net**

May 1, 2009

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314  
Attn: Ms. Eula Peterson  
Regulatory Specialist II

Re: Paice Corporation  
Application by Foreign Corporation for  
Authorization to Transact Business in Florida  
Ref. Number W09000015031

Dear Ms. Peterson:

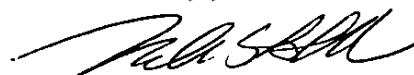
I enclose the following relating to the above reference application:

1. Original letter for the Department dated March 31, 2009 requesting additional information.
2. Affidavit of William F. Leimkuhler, an officer of Paice Corporation and Paice LLC, stating that Paice Corporation and Paice LLC are business entities that are owned and managed by the same persons and that such persons desire both entities to transact business in the State of Florida.
3. Original certificate issued on April 27, 2009 by the State of Delaware, the state of incorporation of Paice Corporation, as to the good standing of Paice Corporation.

If you have any questions or require additional information regarding the pending application, please do not hesitate to call me at 203-655-0696.

Thank you for your assistance in this matter.

Sincerely yours,



William F. Leimkuhler

## AFFIDAVIT

The undersigned, WILLIAM F. LEIMKUHLER, hereby states, represents and warrants as follows:

1. This affidavit is being provided to the Division of Corporations of the Florida Department of State in connection with the application by Paice Corporation for authorization to transact business in Florida.
2. The Division of Corporations requested this affidavit in order to support the request of Paice Corporation to use the name "Paice Corporation" in Florida notwithstanding the existence of Paice LLC (a related entity) as an entity already authorized to transact business in Florida.
3. The undersigned is the Secretary and General Counsel of both Paice Corporation and Paice LLC.
4. The undersigned states that the Board of Directors of Paice Corporation is comprised of exactly the same persons as the Board of Managers of Paice LLC and the officers of Paice Corporation consist of exactly the same persons as the officers of Paice LLC
5. The undersigned states that the majority investors in Paice Corporation constitute the same persons and entities as the majority investors of Paice LLC.
6. It is the opinion of the undersigned that there is no confusion that will result from the operation of Paice Corporation and Paice LLC as separate entities in Florida

Dated this 29<sup>th</sup> day of April, 2009



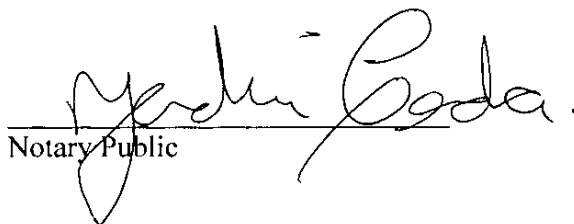
William F. Leimkuhler  
Secretary of Paice Corporation and Paice LLC

RECEIVED  
DIVISION OF CORPORATIONS  
FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA  
09 MAY -6 PM 4:05

STATE OF CONNECTICUT, TO WIT:

I HEREBY CERTIFY that on this \_\_\_\_ day of April, 2009, before me, the subscriber, a Notary Public of the State of Connecticut, personally appeared William F. Leimkuhler, who acknowledged himself to be the Secretary of each of PAICE CORPORATION, and PAICE LLC and that he, as such Secretary, being authorized so to do, executed the foregoing affidavit, for the purposes therein contained, by signing in my presence.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Notary Public

YENDRI X. CERDA  
NOTARY PUBLIC  
MY COMMISSION EXPIRES AUGUST 31, 2012

**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. Paice Corporation**

(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. 52-1913069**

(FEI number, if applicable)

**4. October 18, 1994**

(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. 22957 Shady Knoll Drive, Bonita Springs, FL 34135**

(Principal office address)

**43 Salem Straits Rd, Darien CT 06820**

(Current mailing address)

**8. Any lawful purpose, including ownership interest in Paice LLC**

(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: **Robert S. Oswald**

Office Address: **22957 Shady Knoll Drive**

**Bonita Springs**

(City)

**34135**

(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.

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

**A. DIRECTORS**

Chairman: Frances Keenan

Address: 111 South Calvert St., Suite 2300  
Baltimore, MD 21202

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

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

Director: David S. Hirsch

Address: 37 West 12th St., Apt. PHC  
New York, NY 10011

Director: George R. Kempton

Address: 3991 Gulf Shore Blvd North, #101  
Naples, FL 34103

**B. OFFICERS**

President: Robert S. Oswald

Address: 22957 Shady Knoll Drive  
Bonita Springs, FL 34135

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

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

Secretary: William F. Leimkuhler

Address: 43 Salem Straits Rd, Darien, CT 06820

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

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

**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. William F. Leimkuhler, Secretary

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

RECEIVED  
FLORIDA  
MAY -6 PM 11:05  
TALLAHASSEE, FLORIDA

PAICE CORPORATION

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA

CONTINUATION SHEET -- Question 12 (Directors)

Additional Directors:

Robert S. Oswald  
22957 Shady Knoll Drive  
Bonita Springs, FL 34135

Robert J. Templin  
605 Robin Dale Drive  
Austin, TX 78734

Joseph D. Tydings  
1825 Eye Street NW  
Washington, DC 20006

09 JAN -6 PM 1:05  
STATE  
TALLAHASSEE, FLORIDA

# Delaware

PAGE 1

*The First State*

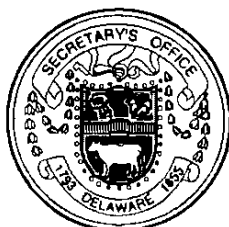
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAICE CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF APRIL, A.D. 2009.


511-107  
09 MAY -6 PM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2444789 8300

090344696

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7267616

DATE: 04-27-09