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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers OCT 06 2009

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: LZB Manufacturing, 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:

Lynn Schultz

Name of Person

La-Z-Boy Incorporated

Firm/Company

1284 North Telegraph Road

Address

Monroe, MI 48162

City/State and Zip code

legal@la-z-boy.com

E-mail address: (to be used for future annual report notification)

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For further information concerning this matter, please call:

Lynn Schultz

at (734) 241-4414

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

**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. LZB Manufacturing, 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. Michigan

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

3. 33-1098685

(FEI number, if applicable)

4. August 5, 2004

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 2009

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

7. 1284 North Telegraph Road, Monroe MI 48162

(Principal office address)

1284 North Telegraph Road, Monroe MI 48162

(Current mailing address)

8. Furniture manufacturing and distribution

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida 33324

(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.

**Laura Broderick
Assistant Secretary**

By: C T Corporation System
Laura Broderick
(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: See attached list

Address: _____

Vice Chairman: See attached list

Address: _____

Director: See attached list

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list

Address: _____

Vice President: See attached list

Address: _____

Secretary: See attached list

Address: _____

Treasurer: See attached list

Address: _____

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

13. James P. Klarr
(Signature of Director or Officer listed in number 12 of the application)

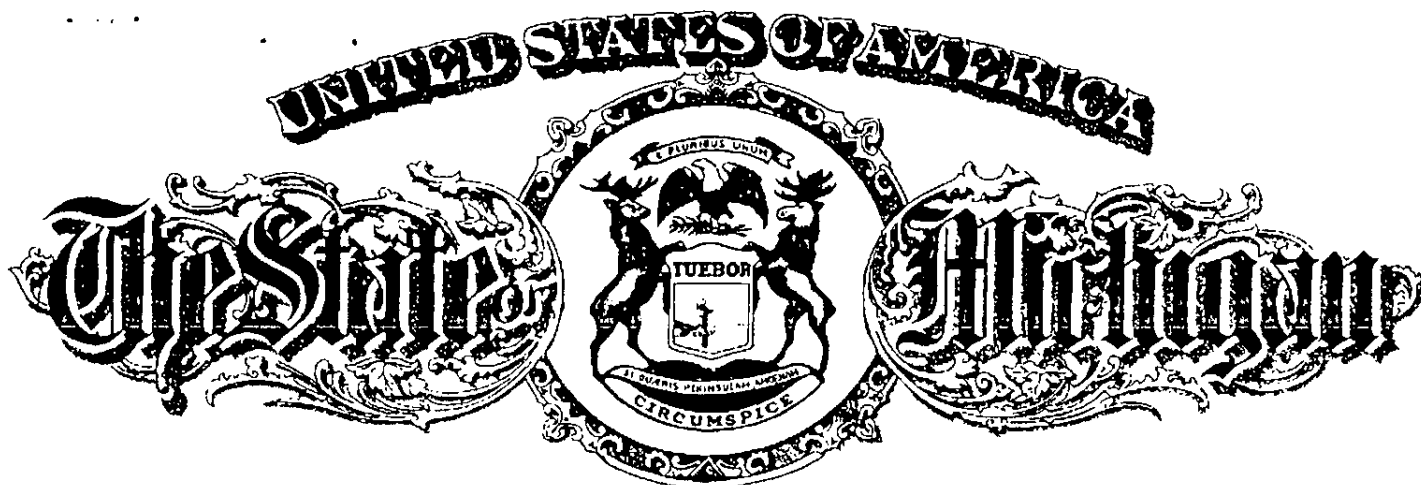
14. James P. Klarr, Vice President, Secretary

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

LZB Manufacturing, Inc.**Officers & Directors**

Office	Name	Director	Work Address
President & Chief Executive Officer	Kurt L. Darrow	<input checked="" type="checkbox"/>	1284 N. Telegraph Rd. Monroe, MI 48162
Senior Vice President and Chief Financial Officer	Louis M. Riccio, Jr.	<input checked="" type="checkbox"/>	1284 N. Telegraph Road Monroe, MI 48162
Senior Vice President, Operations	David A. Layman	<input type="checkbox"/>	1284 N. Telegraph Road Monroe, MI 48162
Vice President & Treasurer	Michael S. Skrzypczak	<input type="checkbox"/>	1284 N. Telegraph Rd. Monroe, MI 48162
Vice President, Secretary	James P. Klarr	<input type="checkbox"/>	1284 N. Telegraph Rd. Monroe, MI 48162
Vice President & Controller	Margaret L. Mueller	<input checked="" type="checkbox"/>	1284 N. Telegraph Rd. Monroe, MI 48162
Assistant Secretary	R. Rand Tucker	<input type="checkbox"/>	1284 N. Telegraph Road Monroe, MI 48162

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TALLAHASSEE, FLORIDA



Department of Energy, Labor & Economic Growth

Lansing, Michigan

This is to Certify That

LZB MANUFACTURING, INC.

was validly incorporated on August 5, 2004, as a Michigan profit corporation, 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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TALLAHASSEE, FLORIDA

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In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 25th day of September, 2009.

Director

Bureau of Commercial Services