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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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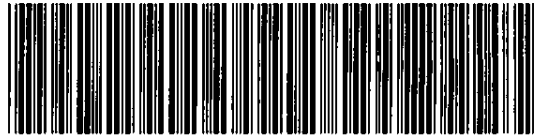
(Business Entity Name)

(Document Number)

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J 12/28/09

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: State Industries 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:

Wendy Grant
(Name of Person)
A. O. Smith Corporation
(Firm/Company)
11270 W. Park Place
(Address)
Milwaukee WI 53224
(City/State and Zip code)

For further information concerning this matter, please call:

Wendy Grant at (414) 359-4147
(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

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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. State Industries, 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. Tennessee 3. 62-0491014
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 02/04/1955 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. We Acquired State Industries, Inc. on 12/28/2001
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 500 Tennessee WALTZ PARKWAY
ASHLAND CITY (Principal office address) TN 37015

500 Tennessee WALTZ PARKWAY, Ashland City
(Current mailing address) TN 37015

8. Manufacturers of water heaters
(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: CORPORATION SERVICE COMPANY

Office Address: 1201 HAYS STREET

TALLAHASSEE, Florida 32301
(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.

CORPORATION SERVICE COMPANY

By: Indy Lynn, Authorized Representative
(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

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Chairman: _____

See the attached

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Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

See the attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. _____

Kenneth J. Maciolek
(Signature of Director or Officer listed in number 12 of the application)

14. _____

Kenneth J. Maciolek Assistant Secretary
(Typed or printed name and capacity of person signing application)

STATE INDUSTRIES, INC.
Directors and Officers as of November 9, 2009

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Directors:
Ajita G. Rajendra
John J. Kita
Charles T. Lauber
Kenneth J. Maciolek

Business Address:
500 Tennessee Waltz Parkway, Ashland City, TN 37015
11270 West Park Place, Milwaukee, WI 53224
500 Tennessee Waltz Parkway, Ashland City, TN 37015
11270 West Park Place, Milwaukee, WI 53224

Officers:
Ajita G. Rajendra

Titles:
President

Business Address:
500 Tennessee Waltz Parkway, Ashland City, TN 37015

Robert Grussing IV

Senior Vice President, GM U.S. Wholesale Water Heaters

500 Tennessee Waltz Parkway, Ashland City, TN 37015

Kevin J. Wheeler

Senior Vice President, GM U.S. Retail Water Heaters

500 Princeton Road, Johnson City, TN 37601

Charles T. Lauber

Senior Vice President, Chief Financial Officer Global Finance

500 Tennessee Waltz Parkway, Ashland City, TN 37015

Steve Anderson

Senior Vice President, Global Operations

500 Tennessee Waltz Parkway, Ashland City, TN 37015

James D. Grasha

Vice President, Water Systems/Integration Lead

500 Tennessee Waltz Parkway, Ashland City, TN 37015

Paul R. Dana

Vice President, Global Product Engineering

500 Tennessee Waltz Parkway, Ashland City, TN 37015

Wei Ding
210038

Vice President, China

336 Yao Xin Ave., Nanjing Economic & Technology
Development Zone, Jiangsu Province, Nanjing, China

Dave Warren

Vice President, International

500 Tennessee Waltz Parkway, Ashland City, TN 37015

Michael E. Parker

Vice President, NA Marketing & Strategic Planning

500 Tennessee Waltz Parkway, Ashland City, TN 37015

Jane M. Sanford

Vice President, Global Human Resources

500 Tennessee Waltz Parkway, Ashland City, TN 37015

Jay Harms

Vice President, Service Operations Customer Satisfaction

500 Tennessee Waltz Parkway, Ashland City, TN 37015

John J. Kita	Treasurer	11270 West Park Place, Milwaukee, WI 53224
<u>Officers:</u>	<u>Titles:</u>	<u>Business Address:</u>
Patricia K. Ackerman	Assistant Treasurer	11270 West Park Place, Milwaukee, WI 53224
James F. Stern	Secretary	11270 West Park Place, Milwaukee, WI 53224
Kenneth J. Maciolek	Assistant Secretary	11270 West Park Place, Milwaukee, WI 53224
Wallace E. Goodwin	President, APCOM a division of State Industries, Inc.	125 Southeast Parkway, Franklin, TN 37064
Christopher L. Cochran	Controller, APCOM a division of State Industries, Inc.	125 Southeast Parkway, Franklin, TN 37064

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STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
312 Rosa L. Parks Avenue
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

A. O. SMITH CORP
ATTN: WENDY L GRANT
11270 WEST PARK PLACE
MILWAUKEE, WI 53224 USA

December 7, 2009

Request Type: Certificate of Existence/Authorization
Request #: 0004069

Issuance Date: 12/07/2009
Copies Requested: 1

Document Receipt

Receipt #: 26820
Payment-Check/MO - A. O. SMITH CORP, MILWAUKEE, WI

Filing Fee: \$20.00
\$20.00

Regarding: STATE INDUSTRIES, INC.

Filing Type: Corporation For-Profit - Domestic
Charter/Qualification Date: 02/04/1955
Status: Active
Duration Term: Perpetual

Control #: 29718
Date Formed: 02/04/1955
Jurisdiction: Cheatham County
Inactive Date:

CERTIFICATE OF EXISTENCE

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that

STATE INDUSTRIES, INC.

- * is a Corporation duly incorporated under the law of this State with a date of incorporation and duration as given above;
- * has paid all fees, taxes and penalties owed to this State which affect the existence/authorization of the business;
- * has filed the most recent corporation annual report required with this office;
- * has appointed a registered agent and registered office in this State;
- * has not filed Articles of Dissolution or Articles of Termination.

Tre Hargett, Secretary of State
Business Services Division

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