

Division of Corporations
F10000001249 of 2

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

FOREIGN PROFIT/NONPROFIT CORPORATION

Emerson Retail Services, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

RECEIVED
10 MAR 11 PM 1:05

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2010 MAR 11 AM 10:26

3/12/10

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Emerson Retail Services, 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," or "Certificate of Good Standing" 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:

Kim Olmstead

Name of Person

Emerson Electric Co.

Firm/Company

8000 West Florissant Avenue

Address

St. Louis, MO 63136

City/State and Zip code

ray.weber@emerson.com

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

For further information concerning this matter, please call:

Kim Olmstead

at (314) 553-2438

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. Emerson Retail Services, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co." or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 43-1890283
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 05/17/2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 1640 Airport Road, Suite 109, Kennesaw, GA 30144
(Principal office address)
- 1640 Airport Road, Suite 109, Kennesaw, GA 30144
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (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.

CT Corporation System

By:

Katherine Lackey

(Registered agent's signature)

Katherine Lackey, AGA-SEC.

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.

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

A. DIRECTORS

Chairman: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See 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. Timothy G. Westman

(Signature of Director or Officer listed in number 12 of the application)

14. Timothy G. Westman, Assistant Secretary

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

Directors and Officers Report

Emerson Retail Services, Inc.

Directors

Mark D. Dunson

Director

Primary Address

1640 Airport Road

Suite 104

Kennesaw, Georgia 30144 (United States)

Edgar M. Purvis

Director

Primary Address

1675 West Campbell Road

Sidney, Ohio 45365-0669

John A. Sperino

Director

Primary Address

1675 West Campbell Road

Sidney, Ohio 45365-0669

Officers

Mark D. Dunson

President

Primary Address

1640 Airport Road

Suite 104

Kennesaw, Georgia 30144 (United States)

Scott Kleffer

Vice President, Finance

Primary Address

1640 Airport Road

Kennesaw, Georgia 30144

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Directors/Officers Report

As of March 11, 2010

Emerson Retail Services, Inc.

David C. Moon

Vice President & Assistant Treasurer

Primary Address

8000 W. Florissant
St. Louis, Missouri 63136

Steven J. Santy

Vice President, Product Development & Operations

Primary Address

1640 Airport Road
Kennesaw, Georgia 30144

Richard Torpey

Vice President, Global Sales

Primary Address

1640 Airport Road
Kennesaw, Georgia 30144

David J. Rabe

Treasurer

Primary Address

8000 West Florissant
St. Louis, Missouri 63136

John A. Sperino

Secretary

Primary Address

1675 West Campbell Road
Sidney, Ohio 45365-0669

Timothy G. Westman

Assistant Secretary

Primary Address

8000 West Florissant
St. Louis, Missouri 63136

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EMERSON RETAIL SERVICES, 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 ELEVENTH DAY OF MARCH, A.D. 2010.

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

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

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3229809 8300

100268784

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7862751

DATE: 03-11-10