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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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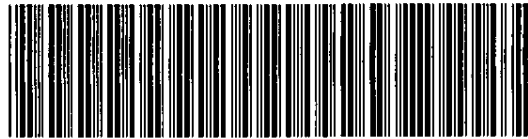
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/29/2011 3:02:01

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Thornton Transportation 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:

Joy Criss

Name of Person

Thorntons Inc.

Firm/Company

10101 Linn Station Rd., Suite 200

Address

Louisville, Kentucky 40223

City/State and Zip code

JCriss@thorntonsinc.com

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

For further information concerning this matter, please call:

Andrew Nystrom at (502) 425-8022 x 214

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.*

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TALLAHASSEE, FLORIDA

1. Thornton Transportation Inc.

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

Thornton Transporation Inc. - Florida

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

2. Kentucky

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

3. 61-0962756

(FEI number, if applicable)

4. 11/15/1979

(Date of incorporation)

5. Perpetual

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

6. N/A

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

7. 10101 Linn Station Rd., Suite 200, Louisville, KY 40223

(Principal office address)

10101 Linn Station Rd., Suite 200, Louisville, KY 40223

(Current mailing address)

8. To engage in any and all business enterprises for which corporations may be organized.

(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

(City)

, Florida 33324

(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

Katie Szramek

Assistant Secretary

Katie Szramek

(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 Attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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. DA. Bridgers

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. David A. Bridgers, Vice President and General Counsel

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

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TALLAHASSEE, FLORIDA

**Attachment for Question 12 on Thornton Transportation Inc.'s Application
by a Foreign Corporation for Authorization to Transact Business in Florida.**

Thorntons Inc.

10101 Linn Station Rd.
Suite 200
Louisville, Kentucky 40223

Thornton, James H.

10101 Linn Station Rd.
Suite 200
Louisville, Kentucky 40223

Director/Chairman of the Board

Thornton, Matthew A.

10101 Linn Station Rd.
Suite 200
Louisville, Kentucky 40223

President/Chief Executive Officer/Director

Stackhouse, Brenda M.

10101 Linn Station Rd.
Suite 200
Louisville, Kentucky 40223

Director/Executive Vice-President

Campbell, H. Alexander

500 West Jefferson Street
Suite 2800
Louisville, Kentucky 40202-2898

Secretary

Bridgers, David A.

10101 Linn Station Rd.
Suite 200
Louisville, Kentucky 40223

Vice President/Secretary

Kamer, Christopher R.

10101 Linn Station Rd.
Suite 200
Louisville, Kentucky 40223

Chief Financial Officer

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TALLAHASSEE, FLORIDA

Commonwealth of Kentucky
Elaine N. Walker, Secretary of State

Elaine N. Walker
Secretary of State
P. O. Box 718
Frankfort, KY 40602-0718
(502) 564-3490
<http://www.sos.ky.gov>

Certificate of Existence

Authentication number: 120857

Visit <https://app.sos.ky.gov/ftshow/certvalidate.aspx> to authenticate this certificate.

I, Elaine N. Walker, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

THORNTON TRANSPORTATION, INC.

is a corporation duly incorporated and existing under KRS Chapter 14A and KRS Chapter 271B, whose date of incorporation is November 15, 1979 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that Articles of Dissolution have not been filed; and that the most recent annual report required by KRS 14A.6-010 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 15th day of December, 2011, in the 220th year of the Commonwealth.



Elaine N. Walker

Elaine N. Walker
Secretary of State
Commonwealth of Kentucky
120857/0154465

SECRETARY OF STATE
JAIL AUSTIN, FLORIDA

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