

F13000004244

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

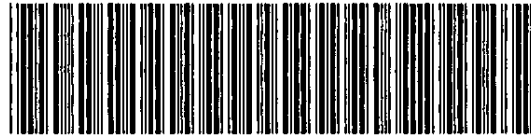
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Oxbow Sulphur 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:

Lisa M. Forepaugh

Name of Person

Oxbow Carbon LLC

Firm/Company

1601 Forum Place, Suite 1400

Address

West Palm Beach, Florida 33401

City/State and Zip code

lisa.forepaugh@oxbow.com

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

For further information concerning this matter, please call:

Lisa M. Forepaugh

Name of Person

at (561) 907-5441

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. Oxbow Sulphur 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. Delaware 3. 13-3230619
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 7-31-1984 5. perpetual
(Date of incorporation) (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. 1601 Forum Place, Suite 1400 West Palm Beach, FL 33401
(Principal office address)

1601 Forum Place, Suite 1400 West Palm Beach, FL 33401
(Current mailing address)

8. Purchasing, marketing, logistics and other services relating to all forms of sulphur and fertilizer
(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: David W. Clark

Office Address: 1601 Forum Place, Suite 1400

West Palm Beach, Florida 33401
(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.

[Handwritten signature of David W. Clark]

(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Eric P. Johnson

Address: 1601 Forum Place, Suite 1400

West Palm Beach, FL 33401

Director: Michael F. McAuliffe

Address: 1601 Forum Place, Suite 1400

West Palm Beach, FL 33401

B. OFFICERS

President: William Zisson

Address: 1601 Forum Place, Suite 1400

West Palm Beach, FL 33401

Vice President: Gregory Berezny

Address: 1601 Forum Place, Suite 1400

West Palm Beach, FL 33401

Secretary: Michael F. McAuliffe

Address: 1601 Forum Place, Suite 1400 West Palm Beach, FL 33401

Treasurer: Benjamin L. Klein

Address: 1601 Forum Place, Suite 1400 West Palm Beach, FL 33401

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

13. _____

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 W. Clark Assistant Secretary

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

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Oxbow Sulphur Inc.

Officers

William Zisson

President

First Elected: 1/6/2011

William D. Parmelee

Chief Financial Officer

First Elected: 1/6/2011

Eric P. Johnson

Executive Vice President

First Elected: 5/1/2012

Mark Whittemore

Executive Vice President-Commercial

First Elected: 1/6/2011

Gregory Berezny

Vice President

First Elected: 1/6/2011

Steven Lassonde

Vice President-Railcar Operations

First Elected: 1/6/2011

Nita Schovajsa

Vice President-Supply Chain

First Elected: 1/6/2011

Mark Stewart

Vice President

First Elected: 1/6/2011

Michael Verachtert

Vice President-Business Development

First Elected: 7/2/2012

Benjamin L. Klein

Treasurer

First Elected: 1/6/2011

Michael F. McAuliffe

Secretary

First Elected: 3/11/2013

David W. Clark

Assistant Secretary

First Elected: 1/6/2011

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OXBOW SULPHUR 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 TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OXBOW SULPHUR INC." WAS INCORPORATED ON THE THIRTY-FIRST DAY OF JULY, A.D. 1984.

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

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

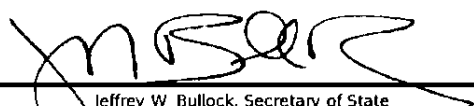
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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0763301

DATE: 09-25-13