

11/15/2013 12:06 From 8506176381

Division of Corporations

F/3000004984

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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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

RE-SUBMIT

Please retain original filing
date of submission 11/14

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

Email Address: _____

RECEIVED
13 NOV 15 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FOREIGN PROFIT/NONPROFIT CORPORATION
ANDREWS MCMEEL DISTRIBUTION CORP.**

Certificate of Status	0
Certified Copy	0
Page Count	087
Estimated Charge	\$70.00

K 11/18/13

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November 15, 2013

C T CORPORATION SYSTEM

FLORIDA DEPARTMENT OF STATE
Division of Corporations

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TALLAHASSEE, FLORIDA

SUBJECT: ANDREW MCMEEL DISTRIBUTION CORP.
REF: W13000063288

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The Officer (Vice-President) that signed the document MUST be listed in the appropriate space in Line #12.

If you have any further questions concerning your document, please call (850) 245-6052.

Thomas Chang
Regulatory Specialist II
New Filing Section

FAX Aud. #: H13000252177
Letter Number: 913A00026493

RE-SUBMIT
Please retain original filing
date of submission 11/14

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Andrews McMeel Distribution Corp.

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:

Name of Person

Firm/Company

Address

City/State and Zip code

LHinmon@amuniversal.com

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

For further information concerning this matter, please call:

Name of Person

at (_____)

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. Andrews McMeel Distribution Corp.

(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. Missouri

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

3. 46-3323665

(FEI number, if applicable)

4. 07/19/2013

(Date of incorporation)

5. Perpetual

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

6. 08/01/2013

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

7. 1130 Walnut Street, Kansas City, MO 64106

(Principal office address)

same

(Current mailing address)

8. To distribute books, calendars, and other goods and materials for resale

(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)

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.

C T Corporation System

By: Jordan Brown

(Registered agent's signature)

Jordan Brown, Asst. Secretary

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: John McMeel

Address: 1130 Walnut Street

Kansas City, MO 64106

Vice Chairman: Hugh Andrews

Address: 1130 Walnut Street

Kansas City, MO 64106

Director: Les Hinmon

Address: 1130 Walnut Street

Kansas City, MO 64106

Director: _____

Address: _____

B. OFFICERS

President: John McMeel

Address: 1130 Walnut Street

Kansas City, MO 64106

Vice President: Hugh Andrews

Address: 1130 Walnut Street

Kansas City, MO 64106

Secretary: Hugh Andrews

Address: 1130 Walnut Street, Kansas City, MO 64106

Treasurer: Les Hinmon

Address: 1130 Walnut Street, Kansas City, MO 64106

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. Katey Judd, Vice President

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

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STATE OF FLORIDA
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TALLAHASSEE, FLORIDA

Power of Attorney

NOTICE IS HEREBY GIVEN THAT *Andrews McMeel Distribution Corp.* ("Corporation"), a corporation incorporated under the laws of the State of Missouri, does hereby appoint Crystal McKenzie, Christine Rein, Kelly Lettmann, Michelle Donato, Mandy Hendricks, Dareth Jeffers, Russell Kopp, Collin Menkhuis, Alan Stachura, Dana Young, Britni Wige, Erin Franceschi, Sarah Revelle, Ryan Nelson, Natalie Robertson, and Traci Houck, Katey Judd and Mark Williams (but only for so long as each of them, respectively, remains an employee of CT Corporation or an affiliate thereof) as attorney-in-fact for the Corporation to act for the Corporation in the Corporation's name for the limited purposes authorized herein.

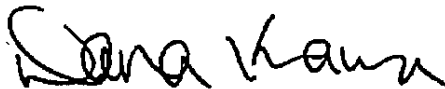
The Corporation hereby grants its attorney-in-fact the power to execute the documents necessary to file annual reports, annual registrations, registrations or qualifications and forms of similar import on behalf of the Corporation in any state and the District of Columbia.

This Power of Attorney expires when revoked by the Corporation.

IN WITNESS WHEREOF the undersigned have executed this Power of Attorney on the sixth day of November, 2013.



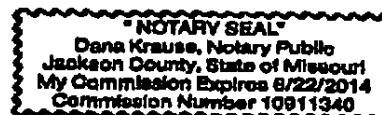
Les Hinmon, Treasurer



Sworn to and subscribed before me
this 6th day of November, 2013.

Notary Public, State of Missouri
Commission Expires: 6/22/2014

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13 NOV 14 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



STATE OF MISSOURI



Jason Kander
Secretary of State

**CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING**

13 NOV 14 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, JASON KANDER, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

**ANDREWS MCMEEL DISTRIBUTION CORP.
01328952**

was created under the laws of this State on the 19th day of July, 2013, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 12th day of November, 2013

A handwritten signature of Jason Kander in black ink.

Secretary of State

