

Law Offices

HOLLAND & KNEER

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Jacksonville  
Lakeland  
Miami

Orlando  
St. Petersburg  
Tampa  
Washington, D.C.  
West Palm Beach

April 5, 1995

BILL TOWNSEND  
904-425-6836

300001500719  
-05/30/95--01002--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

VIA HAND DELIVERY

Mr. Hart Collins  
Senior Corporate Section Administrator  
Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

*Called 4/5 - will send  
application*

Re: FM Realty Co. (DOR)

Dear Hart:

Fei: 24-0795989

*65-7406*

*rk 5/24*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAY 26  
11:26

The above-referenced client of our office has received notice from your Department concerning its registration with the Division of Corporations.

As you know, the mere fact of filing corporate income tax returns with the Department does not necessarily mean the corporation is "doing business" in a manner which would require registration with the Division of Corporations. A corporate income tax return is required if the corporation has nexus for tax purposes; nexus can be based upon the ownership of realty in a state.

Section 607.1501(2)(m), Florida Statutes specifies that the bare ownership or holding of title to realty in Florida does not necessitate registration with the Division because it does not constitute "doing business."

Furthermore, Section 607.1501(2), Florida Statutes, clearly states that the listing of the activities in that section are a non-exhausting list of activities which do not constitute "transacting business" in Florida.

The enclosed affidavit of Frank M. Henry establishes that when FM Realty purchased realty it was not purchased for investment purposes. When the realty was purchased it was for intercorporate purposes. Subsequent to the purchase, the property was renovated and used by a sister corporation and payments were made to FM Realty by the sister corporation in order to pay off the mortgage

Mr. Hart Collins  
April 5, 1995  
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which was used to finance the renovation of the property. The lease of the property began in mid-1993.

In view of the non-exclusive nature of the listing in Section 607.1501(2), Florida Statutes, and the facts of the present situation it was reasonable of our client to not register with the Division.

However, our client, FM Realty, wishes to voluntarily register and obtain a certificate of authority in the event that the nature of its activities in Florida should change in the future. Therefore, the effective date of its registration should be 1995.

We have enclosed a completed Application by Foreign Corporation for Authority to Transact Business in Florida together with our client's check in the amount of \$70.00. Please issue the appropriate certificate as soon as practicable.

If you have any questions, please contact the undersigned.

Sincerely,

HOLLAND & KNIGHT



William D. Townsend

WDT/tt

Enclosures

TAL-59378



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

**May 5, 1995**

**WILLIAM D. TOWNSEND, ESQ.  
HOLLAND & KNIGHT  
PO DRAWER 810  
TALLAHASSEE, FL 32302-0810**

**SUBJECT: FM REALTY CO.  
Ref. Number: W95000007406**

**We have received your document for FM REALTY CO. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:**

**A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.**

**Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.**

**If you have any questions concerning the filing of your document, please call (904) 487-6092.**

**Hart Collins  
Senior Corporate Section Administrator**

**Letter Number: 695A00022001**

**AFFIDAVIT OF FRANK M. HENRY**

**STATE OF PENNSYLVANIA)  
COUNTY OF LUZERNE)**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAY 26 PM 1:27

BEFORE ME, the undersigned authority, personally appeared  
FRANK M. HENRY who being duly sworn deposes and says:

1. He is the President of F-M Realty Company, a Pennsylvania corporation, and is a resident of the State of Pennsylvania.
2. Affiant executes this affidavit in his capacity as the President of F-M Realty Company.
3. In December 1992, F-M Realty Company purchased an improved parcel of property which was not used for a business purpose until July 1, 1993.
4. Payments of rent were made to F-M Realty Company by a corporation after July 1, 1993, for purposes of paying the mortgage used to finance the renovation of the second parcel of property.
5. This parcel of property was never advertised for lease but was purchased, renovated and kept for intercorporate purposes.
6. The officers and directors of F-M Realty Company did not consider the company to be engaged in the transaction of business beyond the holding of title to realty.

FURTHER AFFIANT SAYETH NOT.

Frank M. Henry  
Frank M. Henry

SWORN TO AND SUBSCRIBED before me this 28<sup>th</sup> day of March,  
1995, by Frank M. Henry, a person of lawful age, who is  
personally known to me or who has produced -- as identifica-  
tion and who did/did not take an oath.

Helen P. O'Neil  
NOTARY PUBLIC

Helen P. O'Neil  
(Print Name)

My Commission Expires:

NOTARIAL SEAL  
HELEN P. O'NEIL, NOTARY PUBLIC  
WILKES-BARRE, LUZERNE COUNTY, PA.  
MY COMMISSION EXPIRES NOVEMBER 20, 1997

# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:

1. F-M Realty Company  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Pennsylvania 3. 24-0795989  
(State or country under the law of which it is incorporated) (FBI number, if available)

4. November 23, 1949 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or perpetual)

6. July 1, 1993  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.150 F.S.)

7. P.O. Box 1007  
Wilkes-Barre, PA 18773  
(Current mailing address)

8. To Buy, Sell, Lease, Hold and in general deal in real estate  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Intrastate Registered Agent Corporation

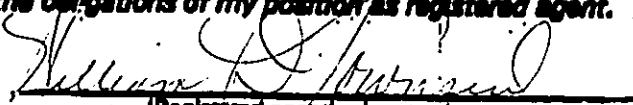
Office Address: Suite 3000, 701 Brickell Avenue

Miami, FL 33131

Florida, (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.*

  
(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.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAY 26 PM 1:15

**12. Names and addresses of officers and/or directors:****A. DIRECTORS**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Frank M. Henry

Address: P.O. Box 1007 N/A

Wilkes-Barre, PA 18773

Director: Dorothea W. Henry

Address: P.O. Box 1007

Wilkes-Barre, PA 18773

**B. OFFICERS**

President: Frank M. Henry

Address: P.O. Box 1007

Wilkes-Barre, PA 18773

Vice President: N/A

Address: \_\_\_\_\_

Secretary: Dorothea W. Henry

Address: P.O. Box 1007

Wilkes-Barre, PA 18773

Treasurer: Frank M. Henry

Address: P.O. Box 1007

Wilkes-Barre, PA 18773

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

**13.**

*Frank M. Henry*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

**14.**

Frank M. Henry, President

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



COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

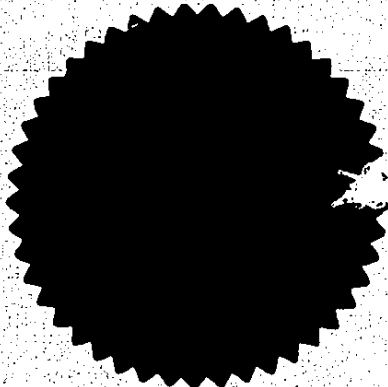
MAY 16, 1995

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

F-M REALTY COMPANY

is duly incorporated under the laws of the Commonwealth of Pennsylvania  
and remains a subsisting corporation so far as the records of this office  
show, as of the date herein.



IN TESTIMONY WHEREOF, I have  
hereunto set my hand and caused  
the Seal of the Secretary's  
Office to be affixed, the day  
and year above written.

Secretary of the Commonwealth

DPOS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAY 26 PM 1:27