

F9500003000

TRANSMITTAL LETTER

**TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS**

600001425506
-03/09/95--01033--011
*****70.00 *****70.00

SUBJECT: Encore Industries, Inc.
(Name of corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", 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:

Fred P. Bowen II
(Name of Person)
Encore Industries, Inc.
(Firm/Company)
P.O. Box 1008
(Address)
Americus, Georgia 31709
(City, State and Zip Code)

956/21
95 JUN 21 AM 11:47
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DIVISION OF CORPORATIONS

Should you need to call someone concerning this matter, please call 400001522114
96/23/95--01072--027
*****700.00 *****700.00

Fred P. Bowen II at (912) 924-9076
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Name conflict
Doc# L20767



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 10, 1995

FRED P. BOWEN II
ENCORE INDUSTRIES, INC.
PO BOX 1008
AMERICUS, GA 31709

SUBJECT: ENCORE INDUSTRIES, INC.
Ref. Number: W95000005343

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We have received your document for ENCORE INDUSTRIES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

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.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$3361.25.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 895A00010789



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 12, 1995

FRED P. BOWEN II
ENCORE INDUSTRIES, INC.
PO BOX 1008
AMERICUS, GA 31709

SUBJECT: ENCORE INDUSTRIES, INC.
Ref. Number: W95000005343

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DIVISION OF CORPORATIONS
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This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for ENCORE INDUSTRIES, INC..

The referenced application states that the corporation has transacted business in the State of Florida since April 1, 1990. You were notified by letter dated March 10, 1995, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$3361.25 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (904) 487-6091.

Jennifer Sindt
Document Examiner

Letter No. 695A00024463

Enclosure

encore
INDUSTRIES, INC.

May 24, 1995

Ms. Jennifer Sindt, Document Examiner
Florida Department of State-Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Regarding: Letter 695A00024463

Dear Ms. Sindt:

This letter is in response to the above mentioned letter regarding penalties and fees due by Encore Industries, Inc. totaling \$3,361.25. Encore Industries, Inc. was incorporated in 1990 and transacts business primarily in the state of Florida. The Company has filed the appropriate franchise and emergency excise tax returns with the State of Florida for each year it has been in existence in a timely manner. When the Company was incorporated in the state of Georgia, the Company intended to sell its products through independent contractors in the state of Florida and has done so through September of 1994. The persons selling the Company's products in Florida were in all ways treated as independent contractors and reported as such for income and payroll tax reporting purposes. Beginning in October of 1994, however, the Company began selling its products through employees and the use of independent contractors was discontinued at that time. It is our understanding that selling through independent contractors does not constitute "transacting business" in the state of Florida for the purpose of the requirement of obtaining a certificate of authority from the Department of State. However, due to the change in how the Company sells its products in Florida, it is now required to obtain such a certificate and has applied to do so. As evidenced by the timely filing of all other appropriate returns with the State of Florida, it can be demonstrated that the Company makes every effort to properly comply with the laws and regulations of each state in which it operates as it becomes aware of them.

For these reasons, we respectfully request that you waive the penalty of \$500 per year and associated reporting fees which are included in the letter mentioned above. The Company was not required to have a certificate of authority from the Secretary of State until it terminated the use of independent contractors in selling its products late in 1994.

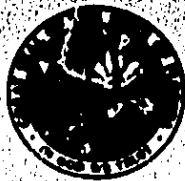
We appreciate any assistance you can provide on this matter. If you have any questions or need additional information, please contact me at your convenience.

Sincerely,



Fred P. Bowen, II
Chairman

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95 JUN 21 AM 11:47



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

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May 30, 1995

Fred P. Bowen, II
Encore Industries, Inc.
P.O. Box 1008
Americus, GA 31709

SUBJECT: ENCORE INDUSTRIES, INC.
Ref. Number: W95000003343

Dear Mr. Bowen,

Thank you for your letter dated May 24, 1995, concerning the application for authority to transact business in Florida submitted by ENCORE INDUSTRIES, INC., a corporation organized under the laws of Georgia.

Your letter indicates that the corporation did not begin transacting business according to s. 607.1501, F.S., until October of 1994. This date differs from the date of April of 1990 that was placed on line six of the application. Our letter of March 10, 1995, requests that a sworn affidavit be submitted if it was determined that erroneous information concerning the date first transacted business was inserted on the application. Please find enclosed a sample affidavit for your convenience. If the affidavit is submitted and indicates the date first transacted business as October of 1994, the penalty fee for transacting business without authority would be adjusted to \$700.

Please be advised that this office has not been granted any authority to waive the statutorily mandated minimum civil penalties for transacting business without authority, pursuant to s. 607.1502(4), F.S. This office does not question ENCORE INDUSTRIES, INC.'s honorable intention to comply with a variety of filing requirements. However, it is the responsibility of this office to notify foreign corporations of the consequences of transacting business without authority and to collect such fees prior to issuing a certificate of authority.

Page two
ENCORE INDUSTRIES, INC.

Therefore this office respectfully requests that ENCORE INDUSTRIES, INC. remit the minimum civil penalties and annual report fees due this office for transacting business without authority. This office will issue ENCORE INDUSTRIES, INC. a certificate of authority to lawfully transact business in Florida when the corrections mentioned in our letter of March 10, 1995, (copy enclosed) are made, and when the affidavit and penalty fee of \$700 are submitted.

If you have any questions concerning the filing of your document, please call (904)487-6095.

Sincerely,

Jennifer Sindt
Document Examiner

encore
INDUSTRIES, INC.

June 19, 1995

Ms. Jennifer Sindt, Document Examiner
Florida Department of State-Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 JUN 21 AM 11:47

Ref. Number: W95000005343

Dear Ms. Sindt:

With reference to your letter of May 30, 1995, we are enclosing the following:

1. Certificate of Existence.
2. Sworn Affidavit.
3. Names and Addresses of Officers and/or Directors.
4. Resolution of Board of Directors.
5. Check in the amount of \$700 for minimum civil penalties and annual report fees for transacting business without authority.

Sincerely,

Vicki Hendrick

Vicki Hendrick
Secretary-Treasurer

Enclosures

AFFIDAVIT

On this day personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgements FRED P. BOWEN, II
(Officer name)

who after having first been duly sworn, upon oath deposes and says as follows:

1. I am CHAIRMAN of ENCORE INDUSTRIES, INC.
(capacity) (corporation name)
a corporation organized under the laws of GEORGIA USA
(state/country)

2. The "Application by Foreign Corporation for Authorization to Transact Business in Florida", submitted to the Florida Department of State, contained erroneous information.

3. ENCORE INDUSTRIES, INC. has not transacted business
(corporation name)

in the State of Florida. The date of APRIL, 1990, as stated in
(erroneous date)

section six (6) of its application is erroneous. The previous activities conducted within the State of Florida by said corporation did not constitute the transaction of business pursuant to section 607.1501, Florida Statutes.

4. The correct date the corporation began conducting its affairs in Florida was October 1984.

Fred P. Bowen II
Affiant/Officer

On this 19 day of June, 1995, Fred P. Bowen II
personally appeared before me,

☒ who is personally known to me
☐ whose identity I proved on the basis of _____

My Commission Expires: 2-9-97

Mary Gillis
Notary Public Signature
MARY Gillis
Notary's Printed Name

Seal

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DIVISION OF CORPORATIONS
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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned FRED P. BOWEN, II, do hereby certify that this Resolution of the Board of Directors of ENCORE INDUSTRIES, INC., a corporation duly organized and existing under the laws of the State of GEORGIA, was duly adopted on JUNE 13, 19 95.

Resolved, that ENCORE INDUSTRIES, INC., organized and existing in the State of GEORGIA, hereby adopts the name ENCORE INDUSTRIES OF GA., INC. for use in Florida.

Dated: 6-13-95

Fred P. Bowen, II, Chairman
Signature of at least one director

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**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. ENCORE INDUSTRIES, INC.
(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. GEORGIA 3. 59-1889577
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4-1990 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 4-1990
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. P.O. Box 1008
Americus, Georgia 31709
(Current mailing address)

8. Wholesale of Building Products
(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: Jeff Meyers

Office Address: 146 Bartow Municipal Airport

Bartow, Florida, 33830
(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.

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

A. DIRECTORS

Chairman: Fred P. Bowen II
Address: P.O. Box 1008 *see attached*
Americus, Georgia 31709

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: _____
Address: _____

Vice President: Jeff Meyers
Address: 146 Bartow Municipal Airport
Bartow, Florida 33830

Secretary: Vicki Hendrick
Address: P.O. Box 1008 *see attached*
Americus, Georgia 31709

Treasurer: Vicki Hendrick
Address: P.O. Box 1008
Americus, Georgia 31709

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

13.

Fred P. Bowen II
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

FRED P. BOWEN II
(Typed or printed name and capacity of person signing application)

ENCORE INDUSTRIES, INC.

Names and Addresses of Officers and/or Directors

Chairman: Fred P. Bowen, II
1414 Felder Street
Americus, Georgia 31709

Vice President: Jeff Meyers
146 Bartow Municipal Airport
Bartow, Florida 33830-0650

Secretary: Vicki Hendrick
1414 Felder Street
Americus, Georgia 31709

Treasurer: Vicki Hendrick
1414 Felder Street
Americus, Georgia 31709

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DIVISION OF CORPORATIONS
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Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 951640210
CONTROL NUMBER : 9008502
DATE INC/AUTH/FILED: 04/06/1990
JURISDICTION : GEORGIA
PRINT DATE : 06/13/1995
FORM NUMBER : 211

ENCORE INDUSTRIES, INC.
PO BOX 1008
ATTN: VICKI
AMERICUS GA 31709

ED. STATIONS
SECRETARY OF CORP.
DIVISION OF CORP.
95 JUN 21 11:14 AM

CERTIFICATE OF EXISTENCE

I, MAX CLELAND, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

ENCORE INDUSTRIES, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above and was incorporated, formed, or authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution or certificate of cancellation with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Max Cleland

MAX CLELAND
SECRETARY OF STATE



CORPORATIONS
656-2817

CORPORATIONS HOT LINE
404-656-2222
Outside Metro-Atlanta

Document Number Only

F95000003000

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

300002163323--2

-05/02/97--01056--005

*****35.00 *****35.00

Enclave Industries, Inc.

dlb/la

Enclave Industries of GA, Inc.

- ☐ Profit
☐ NonProfit
☐ Limited Liability Co.
☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Certified Copy
☐ Call When Ready
☐ Walk In
☐ Mail Out
- ☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call if Problem
- ☐ Merger
☐ Mark
☐ Other UCC Filing
☒ Change of R.A.
☐ Fic. Name
☐ CUS
☐ After 4:30
☒ Pick Up

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Availability
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W.P. Verifier

5/2/97

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

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Change

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Georgia submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Encore Industries, Inc. doing business in Florida as Encore Industries of GA, Inc.

1b. Date of incorporation 4/6/90 Document number 9008502

2. The name and address of the current registered agent and office:
Jeff Meyers

146 Bartow Municipal Airport, Bartow, FL 33830

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)
C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

April 17, 1997
SIGNATURE

DATE

Richard S. Tucker, Secretary

Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE BY:

C T CORPORATION SYSTEM

Randy A. Shelley
(Registered Agent)

DATE

May 1, 1997

Randy A. Shelley,
Assistant Secretary

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045 (7-91)

(FIA. - 2194 - 3/4/92)

FILING FEE: \$35.00