

Document Number Only

**F95000003704**

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 AUG - 1 PM 12:41

tk 8/1

ACRON Kapital und Immobilien GmbH

In English: ACRON Capital and Real Estate Corporation

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Limited Partnership

☐ Reinstatement

2 ☒ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call If Problem

☐ Will Wait

200001550922

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\*\*\*175.00 \*\*\*175.00

☒ Merger

☐ Mark

☐ Other

☐ Change of R.A.

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W.P. Verifier

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CR2E031 (1-89)

## TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION  
DIVISION OF CORPORATIONS

SUBJECT: ACRON Kapital und Immobilien GmbH  
(In English: ACRON Capital and Real Estate Corporation)  
(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", 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:

J. Cullen Aderhold

(Name of Person)

McGuire, Craddock, Strother & Lutes, P.C.

(Firm/Company)

4301 Thanksgiving Tower, 1601 Elm Street

(Address)

Dallas, Texas 75201

(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Cullen Aderhold

(Name of Person)

at ( 214 ) 954 - 6888

Area Code & Daytime Telephone Number

### COURIER ADDRESS:

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

### MAILING ADDRESS:

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

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:

ACRON Kapital und Immobilien GmbH

1. (In English: ACRON Capital and Real Estate Corporation)

(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. Federal Republic of Germany  
(State or country under the law of which it is incorporated)

3. 75-2405435  
(FEC number, if applicable)

4. 1978  
(Date of Incorporation)

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

6. 1995  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 2911 Turtle Creek Boulevard, Suite 300

Dallas, Texas 75219

(Current mailing address)

8. See attached page

(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: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, 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.

CONNIE BRYAN

SPECIAL ASSISTANT SECRETARY

*Connie Bryan*

(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 addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

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

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

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

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

Director: Klaus-Michael Schnitzler

Address: Morsenbroicher Weg 200

D-40470 Dusseldorf, Germany

Director: Heinrich Sturm

Address: Morsenbroicher Weg 200

D-40470 Dusseldorf, Germany

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President and Assistant Secretary: Dale A. Williams

Address: 15 East Fifth Street, Suite 2700

Tulsa, Oklahoma 74103

Vice President: Klaus-Michael Schnitzler

Address: Morsenbroicher Weg 200

D-40470 Dusseldorf, Germany

Secretary: J. Cullen Aderhold

Address: 4301 Thanksgiving Tower, 1601 Elm Street

Dallas, Texas 75201

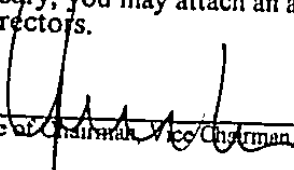
Vice President: Noreen McCorkle

~~Secretary~~

Address: 15 East Fifth Street, Suite 2700

Tulsa, Oklahoma 74103

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

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Klaus-Michael Schnitzler Managing Director  
(Typed or printed name and capacity of person signing application)

Purpose

The purpose of the company is to plan and construct or purchase and sell real estate of all kinds outside of the Federal Republic of Germany, to set up closed-end real-estate investment funds, including all work resulting in this connection, to plan financing transactions, unless these are reserved for statutory credit institutions, to take on and carry out such financing transactions, as well as to act as an intermediary for financing of all kinds. The company is entitled to establish subsidiaries and branch offices."

The company is entitled to carry out all other transactions and take all other measures which appear necessary or useful for serving the purpose of the company. It can also newly set up or acquire other companies, or take a stake in such companies and manage their transactions.



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CERTIFIED TRANSLATION FROM GERMAN INTO ENGLISH

19 c) The planning and building or purchase and sale of real estate of all kinds outside the FRG; the establishment of closed-end real estate funds, including all work involved in this; the planning of financing transactions, insofar as they are not reserved to banks by law; the underwriting and conduct of these transactions; and the arrangement of financing of all kinds.

By resolution of the shareholders' meeting of Dec 22, 1993, § 2 (objects of company) of the Company Agreement is amended, and § 12 (prohibition to compete) is added.

- a) Mar 21, 1994
- b) Shareholders' Resolution p. 189 ff. Company Agreement p. 195 ff.

20 AGENOA Vermögens-Treuhand GmbH, whose name has been changed to ACRON Vermögens-Treuhand GmbH, domiciled in Düsseldorf, has amalgamated with the company on the basis of the Merger Agreement of Aug 22, 1994, the resolution of the shareholders' meeting of AGENOA GmbH, and the resolution of the shareholders' meeting of Aug 22, 1994.

- a) Feb 16, 1995
- b) Shareholders' Resolution pp. 228, 230 Merger Agreement p. 261

Ewald Krandiek is no longer managing director.

21 a) ACRON Kapital und Immobilien GmbH  
Heinrich Sturm,  
Banker,  
Korschenbroich  
General commercial power of representation  
Petra Mehs has expired

By resolution of the shareholders' meeting of Dec 21, 1994, § 1 Par. 1 (name of firm) of the Company Agreement has been changed in.  
Heinrich Sturm has been appointed further managing director of the company.  
He has sole power of representation in all matters.

- a) Apr 13, 1995
- b) Shareholders' Resolution p. 270 Company Agreement p. 276

95 AUG - 1 PM 12:11



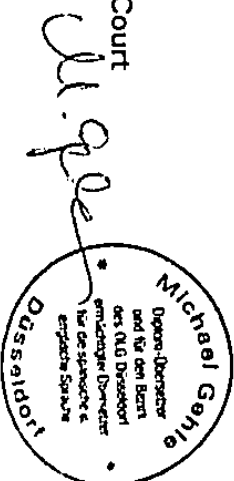
Official Authentication  
(Hague Convention of 5 October 1961)

1. Country: Federal Republic of Germany
- This public document
2. is signed by Court Employee Markworth
3. in his capacity as Clerk of the Court.
4. It is imprinted with the stamp of Düsseldorf Local Court.
- Confirmed
5. in Düsseldorf 6. on April 21, 1995,
7. by the President of Düsseldorf Local Court
8. under No. 91 Ea- 28/95
9. Seal
10. Signature  
(Heetfeld)

I HEREBY CERTIFY THE ABOVE TRANSLATION TO BE A TRUE, COMPLETE AND CORRECT TRANSLATION OF THE ORIGINAL CERTIFICATE.

Düsseldorf, April 2nd, 1995

Stamp: Michael Gehle  
State-certified translator for English and Spanish authorized by the Düsseldorf High Court



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

25 AUG -1 PM 12:42

1  
Registration no.

1

2

- a) Firm name
- b) Seat
- c) Purpose of the company

a) Rohrreinigungs-Wiesel In- und Export GmbH

b) Düsseldorf

c) Trading in rodding tools for pipes, namely the "Wiesel"  
system and other mechanical products.

3

Share capital  
DM

20.000.-

4

Personally liable partners  
Managing directors  
Liquidators

Kurt Priester, businessman, Düsseldorf

6

Legal relationships

Limited liability company  
Partnership agreement dated March 14th 1978.

If only one managing director is appointed, he will represent the company alone. If there are several managing directors, the company will be represented by two managing directors or by one managing director together with one authorized officer. By means of a resolution at the shareholders' meeting, the shareholders can determine that other managing directors are also authorized to represent the company alone.

Kurt Priester can represent the company alone, even if several managing directors have been appointed.

7

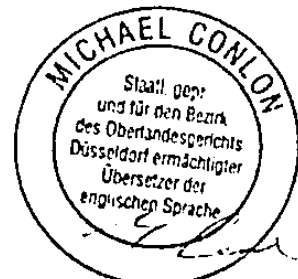
- a) Date of registration and signing
- b) Comments

I HEREBY CERTIFY THE ABOVE TRANSLATION TO BE A TRUE, COMPLETE AND CORRECT  
TRANSLATION OF THE ORIGINAL DOCUMENT.

Neuss, April 11th, 1994

Stamp: Michael Conlon BSC, BDÜ

State-certified translator for English  
authorized by the Düsseldorf High Court



- a) May 10th 1978  
(Illegible signature)
- b) Partnership agreement, page 5 ff  
Personally liable partners from  
HR A 9537

.....  
1  
Registration no.

2  
.....

4  
Personally liable partners  
Managing directors  
Liquidators

Liquidators:  
Dieter Timmermann, tax representative, Gelsenkirchen

.....  
6  
Legal relationships

The company is liquidated.  
Dieter Timmermann, tax representative, Gelsenkirchen, is appointed as  
liquidator. He is, at present, the only liquidator with sole power of  
representation.

.....  
7  
a) Date of registration and signing  
b) Comments

- a) February 3rd 1981  
(Illegible signature)

.....  
1  
Registration no.

3  
.....

2

- a) Firm name  
b) Seat  
c) Purpose of the company

a) KWB Vermögensanlagen GmbH

b) Mediation of investments, equity holdings and financing, as well as  
consultation in such matters.

.....  
I HEREBY CERTIFY THE ABOVE TRANSLATION TO BE A TRUE, COMPLETE AND CORRECT  
TRANSLATION OF THE ORIGINAL DOCUMENT.

Neuss, April 11th, 1994

Stamp: Michael Conlon BSC, 3DU

State-certified translator for English  
authorized by the Düsseldorf High Court



4

Personally liable partners  
Managing directors  
Liquidators

Klaus Bender, solicitor, Düsseldorf  
.....

6

Legal relationships

By resolutions of the shareholders' meeting dated October 29th 1981 and November 12th 1981, the liquidation has been lifted, the liquidator Dieter Timmermann dismissed, the managing director Klaus Bender newly appointed, and the partnership agreement amended in § 1 (Firm name), § 3 (Purpose) and § 8 (Representation).

The company has one or several managing directors. If only one managing director is appointed, he will represent the company alone. If there are several managing directors, the company will be represented by two managing directors or by one managing director together with one authorized officer. By means of a resolution at the shareholders' meeting, the shareholders can determine that certain managing directors are authorized to represent the company alone. They are also entitled to release individual managing directors from the restrictions of § 181 BGB (German Civil Code). If there is only one managing director, he is released from the restrictions of § 181 BGB (German Civil Code).  
.....

7

a) Date of registration and signing  
b) Comments

a) November 26th 1987  
(Illegible signature)

b) Shareholders' resolutions  
page 24ff  
Partnership agreement page 31  
.....

1

Registration no.

4  
.....

4

Personally liable partners  
Managing directors  
Liquidators

Klaus Neuhaus, businessman, Dortmund  
.....

I HEREBY CERTIFY THE ABOVE TRANSLATION TO BE A TRUE, COMPLETE AND CORRECT TRANSLATION OF THE ORIGINAL DOCUMENT.

Neuss, April 11th, 1994

Stamp: Michael Conlon BSC, BDÜ

State-certified translator for English  
authorized by the Düsseldorf High Court



6

Legal relationships

Klaus Nauhaus, businessman, Dortmund, is appointed as managing director.

7

a) Date of registration and signing

b) Comments

a) February 2nd 1982

(Illegible signature)

1

Registration no.

5

6

Legal relationships

Klaus Bender is no longer a managing director

7

a) Date of registration and signing

b) Comments

a) July 14th 1982

(Illegible signature)

1

Registration no.

6

3

Share capital

DM

100,000.-

6

Legal relationships

By resolution of the shareholders' meeting dated November 25th 1982, the share capital has been increased by 80,000.- DM to 100,000.- DM, and the partnership agreement has been amended accordingly in § 6 (Share capital, original capital contributions).

I HEREBY CERTIFY THE ABOVE TRANSLATION TO BE A TRUE, COMPLETE AND CORRECT TRANSLATION OF THE ORIGINAL DOCUMENT.

Neuss, April 11th, 1994

Stamp: Michael Conlon BSC, BDÜ

State-certified translator for English  
authorized by the Düsseldorf High Court



7

- a) Date of registration and signing
- b) Comments

- a) December 9th 1982  
(Illegible signature)

- b) Shareholders' resolution page 51  
Partnership agreement page 55ff

.....  
1

Registration no.

7

.....  
4

Personally liable partners  
Managing directors  
Liquidators

Klaus W. Bender, solicitor, Düsseldorf

.....  
6

Legal relationships

Klaus W. Bender, solicitor, Düsseldorf, is appointed as managing director with sole power of representation and released from the restrictions of § 181 BGB (German Civil Code).

.....  
7

- a) Date of registration and signing
- b) Comments

- a) March 1983  
(Illegible signature)

.....  
1

Registration no.

8

.....  
4

Personally liable partners  
Managing directors  
Liquidators

Kurt Priester, businessman, Ratingen-Eggerscheidt

.....  
I HEREBY CERTIFY THE ABOVE TRANSLATION TO BE A TRUE, COMPLETE AND CORRECT  
TRANSLATION OF THE ORIGINAL DOCUMENT.

Neuss, April 11th, 1994

Stamp: Michael Conlon BSC, BDÜ

State-certified translator for English  
authoriz: 1 by the Düsseldorf High Court



6

Legal relationships

Kurt Priester, businessman, Ratingen-Eggerachdt, is appointed as managing director with sole power of representation.

7

- a) Date of registration and signing
- b) Comments

- a) March 17th 1983  
(Illegible signature)

1

Registration no.

9

6

Legal relationships

The managing director Klaus Neuhaus is authorized to represent the company alone and released from the restrictions of § 181 BGB (German Civil Code). The managing director Kurt Priester is likewise released from the restrictions of § 181 BGB (German Civil Code).

7

- a) Date of registration and signing
- b) Comments

- a) September 29th 1983  
(Illegible signature)

1

Registration no.

10

4

Personally liable partners  
Managing directors  
Liquidators

Kurt Priester and Klaus W. Bender are no longer managing directors.

7

- a) Date of registration and signing
- b) Comments

- a) February 14th 1984

I HEREBY CERTIFY THE ABOVE TRANSLATION TO BE A TRUE, COMPLETE AND CORRECT TRANSLATION OF THE ORIGINAL DOCUMENT.

Neuss, April 11th, 1994

Stamp: Michael Conlon BSC, BDÜ

State-certified translator for English  
authorized by the Düsseldorf High Court



1  
Registration no.

11

4  
.....  
Personally liable partners  
Managing directors  
Liquidators

Andrid Martin, née Metzger, commercial employee, Düsseldorf  
.....

6  
Legal relationships

Klaus Neuhaus is no longer a managing director.  
Andrid Martin, née Metzger, commercial employee, Düsseldorf, is appointed  
as managing director.  
.....

7

a) Date of registration and signing  
b) Comments

a) January 31st 1986  
(Illegible signature)  
.....

1

Registration no.

12

2

a) Firm name  
b) Seat  
c) Purpose of the company

a) ACRON Finanz-Treuhand GmbH

c) Taking on trust activities, particularly in the field of investments,  
the mediation of investments, equity stakes and financing, as well as  
consultation in this area.  
.....

6

Legal relationships

By resolution of the shareholders' meeting dated February 5th 1987, the  
partnership agreement is amended in § 1 (Firm name), § 3, section 1  
(Purpose) and supplemented in § 9 (Annual accounts).

.....  
I HEREBY CERTIFY THE ABOVE TRANSLATION TO BE A TRUE, COMPLETE AND CORRECT  
TRANSLATION OF THE ORIGINAL DOCUMENT.

Neuss, April 11th, 1994

Stamp: Michael Conlon BSC, BDÜ

State-certified translator for English  
authorized by the Düsseldorf High Court



7

- a) Date of registration and signing
- b) Comments

- a) February 10th 1987  
(Illegible signature)

- b) Shareholders' resolution page 95 f  
Partnership agreement page 113 ff

1

Registration no.

13

5

Power of procurator

Individual power of procurator:  
Petra Neils, née Strauch, Wuppertal

7

- a) Date of registration and signing
- b) Comments

- a) September 29th 1988  
(Illegible signature)

1

Registration no.

14

6

Legal relationships

By resolution of the shareholders' meeting dated March 10th 1989, the partnership agreement is amended by joining together the previous §§ 1 and 2 (Firm name, seat). The previous § 3 is now § 2 (Purpose of the company); the following §§ are each displaced by one sub-paragraph. Section 2 of the previous § 6 (now § 5) was deleted without substitution; the previous § 7 was deleted without substitution; the previous § 8 is now § 6 (Management); section 4 was deleted without substitution; new §§ 7 and ... were inserted (Shareholders' meeting, disposition of shares); § 9 was amended (Annual accounts); the previous §§ 10 to 13 were omitted; new §§ 10 and 11 were inserted (Conveyance of land, announcements).

7

- a) Date of registration and signing
- b) Comments

I HEREBY CERTIFY THE ABOVE TRANSLATION TO BE A TRUE, COMPLETE AND CORRECT TRANSLATION OF THE ORIGINAL DOCUMENT.

Neuss, April 11th, 1994

Stamp: Michael Conlon BSC, BDÜ

State-certified translator for English  
authorized by the Düsseldorf High Court



a) March 30th 1989  
(Illegible signature)

b) Shareholders' resolution page 123  
Partnership agreement page 125ff

1  
Registration no.

15

4  
Personally liable partners  
Managing directors  
Liquidators

Klaus-Michael Schnitzler, businessman, Kaarst

6  
Legal relationships

Anstrid Martin, née Metzger, is no longer a managing director.  
Klaus-Michael Schnitzler, qualified bank clerk, Kaarst, is appointed as  
managing director.

7  
a) Date of registration and signing  
b) Comments

a) November 15th 1991  
(Illegible signature)

1  
Registration no.

16

5  
Power of procuration

The power of procuration of Petra Neihs, née Strauch, was supplemented to  
the effect that she is authorized to sell and mortgage real estate.

7  
a) Date of registration and signing  
b) Comments

a) May 20th 1992  
(Illegible signature)

I HEREBY CERTIFY THE ABOVE TRANSLATION TO BE A TRUE, COMPLETE AND CORRECT  
TRANSLATION OF THE ORIGINAL DOCUMENT.

Neuss, April 11th, 1994

Stamp: Michael Conlon BSC, BDÜ

State-certified translator for English  
authorized by the Düsseldorf High Court



1

Registration no.

17

3

Share capital  
DM

200,000.-

300,000.-

4

Personally liable partners  
Managing directors  
Liquidators

Ewald Krandiek, businessman, Münster

6

Legal relationships

By resolution of the shareholders' meeting dated June 29th 1992, the share capital has been increased by 200,000.- DM to 300,000.- DM, and the partnership agreement amended accordingly in § 5 (Share capital).

The managing director Michael Schnitzler is now constantly authorized to represent the company alone and is released from the restrictions of § 181 BGB (German Civil Code).

Ewald Krandiek is appointed as a further managing director.

7

- a) Date of registration and signing
- b) Comments

- a) September 18th 1992  
(Illegible signature)

- b) Shareholders' resolution page 142 RS ff  
Partnership agreement page 157

Column 3 corrected on September 22nd 1992 due to a typing error.  
(Illegible signature)

1

Registration no.

18

I HEREBY CERTIFY THE ABOVE TRANSLATION TO BE A TRUE, COMPLETE AND CORRECT  
TRANSLATION OF THE ORIGINAL DOCUMENT.

Neuss, April 11th, 1994

Stamp: Michael Conlon BSC, BDÜ

State-certified translator for English  
authorized by the Düsseldorf High Court



3

Share capital  
DM

500,000.-

6

Legal relationships

By resolution of the shareholders' meeting dated July 1st 1993, the share capital has been increased by 200,000.- DM to 500,000.- DM, and the partnership agreement amended accordingly in § 5 (Share capital).

7

a) Date of registration and signing  
b) Comments

a) August 31st 1993  
(Illegible signature)

b) Shareholders' resolution page 166

1

Registration no.

19

2

a) Firm name  
b) Seat  
c) Purpose of the company

c) To plan and construct or purchase and sell real estate of all kinds outside of the Federal Republic of Germany, to set up closed-end real-estate investment funds, including all work resulting in this connection, to plan financing transactions, unless these are reserved for statutory credit institutions, to take on and carry out such financing transactions, as well as to act as an intermediary for financing of all kinds.

6

Legal relationships

By resolution of the shareholders' meeting dated December 22nd 1993, the partnership agreement is amended in § 2 (Purpose of the company) and supplemented by § 12 (Prohibition of competition).

I HEREBY CERTIFY THE ABOVE TRANSLATION TO BE A TRUE, COMPLETE AND CORRECT TRANSLATION OF THE ORIGINAL DOCUMENT.

Neuss, April 11th, 1994

Stamp: Michael Conlon BSC, BDÜ

State-certified translator for English  
authorized by the Düsseldorf High Court



7

- a) Date of registration and signing
- b) Comments

a) March 21st 1994  
(Illegible signature)

- b) Shareholders' resolution page 189 ff  
Partnership agreement page 195ff

-----  
I HEREBY CERTIFY THE ABOVE TRANSLATION TO BE A TRUE, COMPLETE AND CORRECT  
TRANSLATION OF THE ORIGINAL DOCUMENT.

Neuss, April 11th, 1994

Stamp: Michael Conlon BSC, BDÜ

State-certified translator for English  
authorized by the Düsseldorf High Court



Stamp: DISTRICT COURT OF DÜSSELDORF

The correspondence of this copy with the entries in the commercial register  
is certified.  
Düsseldorf, March 30th 94

(Illegible signature)

Court employee  
as clerk of the court

-----  
I HEREBY CERTIFY THE ABOVE TRANSLATION TO BE A TRUE, COMPLETE AND CORRECT  
TRANSLATION OF THE ORIGINAL DOCUMENT.

Neuss, April 11th, 1994

Stamp: Michael Conlon BSC, BDÜ

State-certified translator for English  
authorized by the Düsseldorf High Court

