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TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

300001489023
-05/16/95--01112--002
*****70.00 *****70.00

SUBJECT: American Electronics Association
(Name of corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Not For Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign nonprofit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

William H. Phillips, Jr.
(Name of Person)

American Electronics Association
(Firm/Company)

5201 Great America Pkwy
(Address)

Santa Clara, CA 95054
(City, State and Zip Code)

1095-16426

For further information concerning this matter, please call:

Margaret Echeveria at (408) 987-4218.
(Name of Person) 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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 17, 1995

AMERICAN ELECTRONICS ASSOCIATION
% WILLIAM H. PHILLIPS, JR.
5201 GREAT AMERICA PKY.
SANTA CLARA, CA 95054

SUBJECT: AMERICAN ELECTRONICS ASSOCIATION
Ref. Number: W95000010426

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

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

A corporation may not serve as its own registered agent. Please designate an individual, another active domestic corporation, or a foreign corporation authorized to transact business within this state, having a Florida street address identical with that of the registered office.

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.

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 \$2800.00.

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) 487-6094.

Steven Harris
Corporate Specialist

Letter Number: 195A00025267

DECLARATION OF _____

I, William H. Phillips, declare as follows:

1. I am currently the Chief Financial Officer of the American Electronic Association ("AEA"). I have been employed with AEA since August 9, 1977.

2. The AEA is a non-profit trade association. The AEA consists of member electronic companies. The AEA provides various information and other services to its members. [add additional information on functions of AEA] As part of its activities, the AEA produces various publications which it sells to both its members and non-members.

3. The AEA first performed any activities in Florida in 1984. One person was employed there and since then there has been only one employee in Florida. Initially this person worked out of one of the AEA member's offices. The function of this person in Florida was to solicit memberships of companies in the AEA. Approval for all new memberships were made by the Vice President in California. The employee in Florida did not approve any new memberships. The employee also arranged breakfast and other meetings among members of the AEA.

4. The AEA started selling publications to customers in Florida in 1985. The amount of sales in Florida has been quite minimal, approximately a few hundred dollars per month even today. The AEA employee in Florida has not had anything to do with the publication sales. The publication sales are performed by mail order. The AEA office in California would send a flyer to potential customers. Orders would be made by sending them to the AEA's office in California. All approval, filling and processing of the order occurred in California.

5. Section 607.1501(2) provides that the following activities, among others, do not constitute transacting business within the meaning of subsection (1):

....

(b) holding meetings of the board of directors or shareholders or carrying on other activities concerning internal corporate affairs.

....

(f) soliciting and obtaining orders, whether by mail or through employees, agents, or otherwise, if the orders required acceptance outside the state before they become contracts.

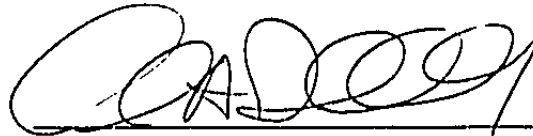
6. The AEA believes that the activities that have occurred in Florida are only activities concerning internal corporate affairs or soliciting orders by mail that require acceptance

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outside Florida. The only goods or services sold by the AEA to customers in Florida are the publication sales. As stated, those orders are processed and approved in California. All new memberships are approved in California. The activities of the employee in Florida are activities concerning the internal corporate affairs of the AEA.

7. Consequently, the AEA believes that erroneous information was submitted on the application concerning the date the AEA first conducted affairs in Florida as defined in section 607.1501. The AEA did not begin transacting business or conducting its affairs in Florida prior to the year the application was submitted.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed this 13th day of July, 1995.

A handwritten signature in dark ink, appearing to be "C. A. D. O. O. Y.", written over a horizontal line.

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZA-
TION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. American Electronics Association, Inc.
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbrevia-
tions 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. "Company" or "Co." may not be used as a corporate
suffix by a nonprofit corporation.)
2. California 3. 94-2148589
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1943 5. Perpetual
(Date of Incorporation) (Duration: Your corp. will cease to exist or "perpetual")
6. 1984
(Date corporation first conducted affairs in Florida -
See sections 617.1501, 617.1502, and 817.155, F.S.)
7. 5201 Great America Pkwy
Santa Clara, CA 95054
(Current mailing address)
8. Provide support and advocacy for electronic firms in FL
(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:
Jo Moskowitz
(Name)
c/o Modcomp, 1650 W McNab Rd, Suite 1062
(Office address)
Fort Lauderdale, Florida, 33340
(City) (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.

[Signature]
(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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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: Robert C. DeHaven

Address: 7629 Kinchloe Road
Clifton, VA 22024

Vice Chairman: William B. Mitchell

Address: 6039 Glenclara
Dallas, TX 75230

Director: Barry Campbell

Address: 16327 Pawtry Court
Bowie, MD 20715

Director: Dennis C. Nau

Address: 334 Hidden Pines Road
Del Mar, CA 92014

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

President: William T. Archey

Address: 501 Hilltop Terrace
Alexandria, VA 22301

Vice President: John Mancini

Address: 12510 Philmont Drive
Herndon, VA 22070

Secretary: Wm. H. Phillips, Jr.

Address: 1647 Calera Creek Heights, Milpitas, CA
95035

Treasurer: same

Address: _____

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

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

William H. Phillips, Jr.
(Typed or printed name and capacity of person signing application)

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 17th day of November, 19 47,

AMERICAN ELECTRONICS ASSOCIATION

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
28th day of August, 1995



Bill Jones
BILL JONES
Secretary of State