

F950000055 10

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

500001507929
-05/03/95--01002--016
****70.00 ****70.00

SUBJECT: Lazy Lane Farms, Inc.
(Name of corporation)

W45-6452

400001637474
-11/15/95--01107--003
***2500.00 ***2500.00

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:

Vicki H. Sapp
(Name of Person)
Lazy Lane Farms, Inc.
(Firm/Company)
800 17th Street, NW, #201
(Address)
Washington, DC 20006
(City, State and Zip Code)

100001597921
-09/29/95--01029--001
***861.25 ***861.25

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

Vicki H. Sapp at (202) 789-2130
(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



Department of State
Memorandum Office of the General Counsel

TO: File

FROM: Marc W. Dunbar, Assistant General Counsel

DATE: November 7, 1995

RE: Lazy Lane Farms, Inc.

Based on a review of the file and the payment provided by this corporation, it is my recommendation that this file be closed and this corporation be qualified to do business. This corporation has paid all outstanding penalties and fees in the amount of \$3,361.25 and now wishes to be qualified to do business in this state.

MWD/mwd



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

March 29, 1995

CERTIFIED MAIL #E 761 034 330

Virginia L. White
Lazy Lane Farms, Inc.
P. O. Box 282
Upperville, VA 22176

RE: Lazy Lane Farms, Inc.
#W95000005452

Dear Ms. White:

It has been brought to my attention that the above mentioned entity may be transacting business in the State of Florida. I have searched the records of this office and have found no record of any filing for Lazy Lane Farms, Inc., a corporation organized under the laws of Delaware.

Section 607.1501, Florida Statutes (copy enclosed), states that a foreign corporation may not transact business in this State without obtaining a certificate of authority from the Florida Department of State. Further, s. 607.1502(4), F.S., authorizes the Division of Corporations to collect all fees and taxes, and a penalty between \$500.00 and \$1,000.00 for each year and any part thereof that a foreign corporation has transacted business in Florida without proper authority.


THE DIVISION OF CORPORATIONS RECOMMENDS THAT CORPORATE DOCUMENTS BE REVIEWED BY YOUR LEGAL COUNSEL. THE DIVISION IS A FILING AGENCY AND AS SUCH DOES NOT RENDER ANY LEGAL, ACCOUNTING, OR TAX ADVICE. THE PROFESSIONAL ADVICE OF YOUR LEGAL COUNSEL TO ASCERTAIN EXACT COMPLIANCE WITH ALL STATUTORY REQUIREMENTS IS STRONGLY RECOMMENDED.

Please review s. 607.1501(2), F.S. to determine whether Lazy Lane Farms, Inc.'s activities in Florida constitute the transaction of business. If Lazy Lane Farms, Inc. requires a certificate of authority, submit the enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida". If after reviewing s. 607.1501(2), F.S., it is determined that said corporation does not need to obtain authority, please provide a written response to that effect within thirty (30) days to avoid the necessity of further action.

March 22, 1995
Lamy Lane Farms, Inc.
Page two (2)

If you have any questions regarding this matter, please call (904) 487-6091, or write the Foreign Qualification Section, P.O. Box 6326, Tallahassee, Florida 32314.

Sincerely,

A handwritten signature in cursive script that reads "Greta Lott".

Freta Lott, Corporate Specialist Supervisor

FL/fl

Enclosures: Sections 607.1501 through 607.1532, Florida Statutes.
"Application by Foreign Corporation for Authorization to Transact
Business in Florida".



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 9, 1995

VICKI H. SAPP
LAZY LANE FARMS, INC.
800 17TH ST., N.W., #301
WASHINGTON, DC 20006

SUBJECT: LAZY LANE FARMS, INC.
Ref. Number: W95000005452

We have received your document for LAZY LANE FARMS, 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):

Section 607.1502(4), 617.1502(4) or 608.502(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 entity 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.

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) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 995A00028481

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242



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 23, 1995

VICKI H. SAPP
LAZY LANE FARMS, INC.
800 17TH ST., N.W., #301
WASHINGTON, DC 20006

SUBJECT: LAZY LANE FARMS, INC.
Ref. Number: W95000005452

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 LAZY LANE FARMS, INC..

The referenced application states that the corporation has transacted business in the State of Florida since January 1, 1990. You were notified by letter dated June 9, 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 \$ 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.

Freta Lott
Corporate Specialist Supervisor Letter No. 895A00039343

Enclosure

LAZY LANE FARMS, INC.

800 17TH ST. NW #301

WASHINGTON, D. C. 20006

Tel 202/789-2130

Fax 202/822-6749

August 28, 1995

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

Re: Lazy Lane Farms, Inc.
Reference Number: W95000005452

Dear Sirs/Mesdames:

We recently filed an "Application by Corporation for Authorization to Transact Business in Florida." The application has been returned to us. On the application we stated that we had first transacted business in Florida in the first calendar quarter of 1990. Lazy Lane Farms, Inc. (LLF) is in the business of agricultural production, breeding and raising thoroughbred horses for market, and thoroughbred horse racing. Since the first calendar quarter of 1990 LLF has brought thoroughbred racehorses into Florida on a temporary basis for the purposes of racing. The horses were handled by an independent trainer. We have never had any employees in the state of Florida. We did not believe that by bringing racehorses into the state on an irregular temporary basis constituted "doing business" in Florida.

We concede that perhaps we have increased our racing activities in the state by bringing in more racehorses on a more frequent basis -- however the racehorses have only ever been in Florida on a temporary basis. We have, in fact, won some races in the state. As a result of winnings and the report of earnings from the racetrack, LLF's name was sent to your office. Your office then sent us the aforementioned application.

Upon receipt of your application I determined through discussions with our farm manager that we plan to continue to race in the state of Florida. Based on this I agreed that we should in fact register to do business in the state. The application was completed and the application fees sent to your office. The letter accompanying the returned application, copy attached, states that you intend to assess fees in the amount of \$3,361.25 for unpaid prior annual report and penalty fees. We respectfully request that you review this assessment for the following reasons:

Florida Department of State
Division of Corporations
August 28, 1995
page two

(1) Such an approach by the state of Florida does not encourage compliance. Why should a business attempt to comply with your laws if you respond by assessing unreasonable fees and penalties? What encouragement is there for a corporation to respond to the questions on your application honestly?

(2) We will allow our application to become "abandoned" and cease all racing operations in the state of Florida. This is not an idle claim and is made with the blessing of the farm manager. Our racehorse stable is not an inconsequential one, having produced the 1991 Preakness and Belmont winner, Hansel. The racing fans and pari-mutuel bettors of Florida would lose the advantage of watching and betting on horses from a significant racehorse stable.

I hope that we can reach an outcome that satisfactorily meets with your requirement and that allows us to continue to bring our thoroughbred racehorses to the state of Florida. I hope that you will be able to respond to our request for a review of the assessment in sufficient time that our application will not become "abandoned."

Thank you for your attention and consideration.

Very truly yours,



Vicki H. Sapp
Tax Director



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 11, 1995

VICKI H. SAPP
LAZY LANE FARMS, INC.
800 17TH ST., N.W., #301
WASHINGTON, DC 20006

SUBJECT: LAZY LANE FARMS, INC.
Ref. Number: W95000005452

In order for the Department of State (Department) to consider LAZY LANE FARMS, INC.'s request for consideration to reduce or waive the civil penalties due this office for transacting business in violation of s. 607.1501, F.S., this office requires the following be submitted:

- 1) copies of the corporation's last five corporation income tax returns
- 2) a check made payable to the Florida Department of State in the amount of \$861.25, covering the annual report fees due this office. (Note: this office does not have statutory authority to waive or reduce past annual report fees that would have been collected had the corporation properly qualified.)

Please submit the above information and past annual report fees along with a copy of this letter to my attention. The Department's General Counsel will review and consider LAZY LANE FARMS, INC.'s request for waiver or reduction of the civil penalties due this office only when the above information and annual report fees have been received.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 795A00041709

LAZY LANE FARMS, INC.

800 17TH ST NW #301

WASHINGTON D C 20006

TEL 202/789-2130

FAX 202/822-6749

September 20, 1995

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

Attn.: Ms. Freta Lott

Re: Lazy Lane Farms, Inc.
Ref. Number: W95000005452

Dear Ms. Lott:

In response to your letter dated September 11, 1995, a copy of which is attached, I enclose the following:

(1) A check in the amount of \$861.25 covering annual report fees.

(2) Copies of corporate income tax returns (Federal) for the past five years covering fiscal years ending: 9/30/94, 9/30/93, 9/30/92, 9/30/91 and 9/30/90.

I again would like to reiterate that in our efforts to become registered to do business in the state of Florida we have answered all questions forthrightly. We believe that we should not be penalized in our attempts to honestly comply with the requirements for doing business in your state. Our contact with Florida has been very small in relation to a large racehorse operation that is located primarily in the state of Virginia. We have never had any employees in the state of Florida, and our horses have only ever been in your state on a temporary and irregular basis. If our horses generate no winnings while in Florida, then we also have no "sales" factor in your state. Based on the above we respectfully request that all contemplated penalties be waived.

If you have further questions please call me at (202) 789-2130.

Very truly yours,

Vicki H. Sapp

Vicki H. Sapp
Tax Director



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

5 October, 1995

Ms. Vicki H. Sapp
Tax Director
Lazy Lane Farms, Inc.
800 17th Street, Northwest #301
Washington, D.C. 20006

Re: Request for Penalty Waiver

Dear Ms. Sapp:

The purpose of this letter is to advise you that the Department of State cannot waive the penalties imposed as a result of the unauthorized business activities in the State of Florida by Lazy Lane Farms, Inc.

As of the date above, the total amount of penalties owed by this corporation is \$2,500.00. These penalties are pursuant to section 607.1502, Florida Statutes, a copy of which is enclosed for your reference. If litigation is necessary to collect these penalties, the corporation may also be liable for additional fees and costs associated with filing suit.

If you wish to resolve this matter, please direct your payment to my attention at the address below. If I have not received payment within thirty days, I will assume that you are not willing to resolve this matter without litigation and will proceed accordingly. If you have any questions regarding this correspondence, you may contact me at 904 488-3684.

Respectfully,

A handwritten signature in dark ink, appearing to read "Marc W. Dunbar".

Marc W. Dunbar

Assistant General Counsel

MWD/sm

Enclosure

607.1502 Consequences of transacting business without authority. —

(1) A foreign corporation transacting business in this state without a certificate of authority may not maintain a proceeding in any court in this state until it obtains a certificate of authority.

(2) The successor to a foreign corporation that transacted business in this state without a certificate of authority and the assignee of a cause of action arising out of that business may not maintain a proceeding based on that cause of action in any court in this state until the foreign corporation or its successor obtains a certificate of authority.

(3) A court may stay a proceeding commenced by a foreign corporation or its successor or assignee until it determines whether the foreign corporation or its successor requires a certificate of authority. If it so determines, the court may further stay the proceeding until the foreign corporation or its successor obtains the certificate.

(4) A foreign corporation which transacts business in this state without authority to do so shall be liable to this state for the years or parts thereof during which it transacted business in this state without authority in an amount equal to all fees and taxes which would have been imposed by this act upon such corporation had it duly applied for and received authority to transact business in this state as required by this act. In addition to the payments thus prescribed, such corporation shall be liable for a civil penalty of not less than \$500 or more than \$1,000 for each year or part thereof during which it transacts business in this state without a certificate of authority. The Department of State may collect all penalties due under this subsection and may bring an action in circuit court to recover all penalties and fees due and owing the state.

(5) Notwithstanding subsections (1) and (2), the failure of a foreign corporation to obtain a certificate of authority does not impair the validity of any of its contracts, deeds, mortgages, security interests, or corporate acts or prevent it from defending any proceeding in this state.

History — s. 137, ch. 89-154, § 1, 11-9-1984.

LAZY LANE FARMS, INC.

800 17th St NW #301

WASHINGTON, D C 20006

TEL 202/789-2130

FAX 202/822-6749

November 6, 1995

Mr. Marc W. Dunbar, Esq.
Assistant General Counsel
Florida Department of State
Lower Level 10
The Capitol
Tallahassee, FL 32399-0250

VIA FEDERAL EXPRESS - PRIORITY OVERNIGHT

Dear Mr. Dunbar:

Enclosed is our check number 102045 in the amount of \$2,500.00 in payment of penalties for our business activities within the state of Florida. We do not wish this matter to be litigated and presume that any efforts you have may towards litigation have been suspended. Please call me if you have any questions.

Very truly yours,



Vicki H. Sapp
Tax Director

**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. Lazy Lane Farms, 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. Delaware 3. 52-1587814
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/9/88 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 800 17th Street, N.W., #301
Washington, DC 20006
(Current mailing address)

8. Agricultural; Thoroughbred Breeding & Racing
(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: C T Corporation Systems

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.

A.D. Hamilton
(Registered agent's signature)
A.D. Hamilton, Spec. Asst. Secy.

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:

A. DIRECTORS

Chairman: Joe L. Alibritton
Address: 5615 Kirby Drive, #310
Houston, TX 77005

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: Lawrence I. Hobert
Address: 800 17th Street, N.W., #301
Washington, DC 20006

Vice President: _____
Address: _____

Secretary: Virginia L. White
Address: 5615 Kirby Drive, #310
Houston, TX 77005

Treasurer: _____
Address: _____

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. Virginia L. White Secretary/Treasurer
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LAZY LANE FARMS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF MAY, A.D. 1995.

RECEIVED
MAY 24 1995
OFFICE OF THE SECRETARY OF STATE
DELAWARE



Edward J. Freel

Edward J. Freel, Secretary of State

WILMINGTON, DELAWARE

2172078 8300

950110041

DATE 7513147

05-22-95