

9500005916

JAMES C. MINAMAN, JR.
H. FRANKLIN PERRITT, JR.
VICTOR M. MALSACH, JR.
GERALD W. WEDDON
WILLIAM L. THOMPSON, JR.
NICHOLAS V. PULIGNANO, JR.
WILLIAM M. CORLEY
JEFFREY F. BARBOUR
KAREN C. HOFFMAN
ADAM G. ADAMS, III
LINDA C. INGHAM
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CHRISTOPHER D. GRAY
GARY S. STERE
DANIEL A. NICHOLAS
STEPHEN B. GALLAGHER
M. SCOTT THOMAS
GREGORY A. LAWRENCE
EDWARD K. COTTRELL
COURTNEY R. GRIMM
LEIGH A. STUDDARD
JAMES A. HOENER

OF COUNSEL
RANDAL C. FAIRBANKS

ROBERT P. MARKS (1979-1982)
SAM R. MARKS (1983-1973)
HARRY T. GRAY (1980-1978)
FRANCIS P. CONROY, II (1983-1981)
DELBRIDE L. CHENE (1987-1988)

SUITE 800
1800 RIVERPLACE BOULEVARD
JACKSONVILLE, FLORIDA 32207
POST OFFICE BOX 447
JACKSONVILLE, FLORIDA 32201
TELEPHONE (904) 388-0800
TELECOPIER (904) 388-8440

October 24, 1995

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

RE: Jaxport Terminal Railway Company, Inc.

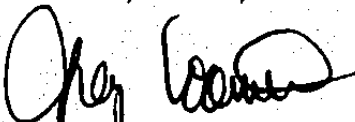
Dear Sirs/Madames:

Enclosed please find an application by foreign corporation for authorization to transact business in Florida prepared by Jaxport Terminal Railway Company, Inc. and a check in the amount of \$70.00 for your filing fee.

Please forward to the undersigned a certificate reflecting Jaxport's registration with the State.

Yours very truly,

MARKS, GRAY, CONROY & GIBBS


Gregory A. Lawrence

GAL/cn
Enclosures

cc: Mr. Ray Nichols
(w/encl)

100001621371
-10/26/95--01083--016
*****70.00 *****70.00

W95-21122
100001621371
-11/16/95--01022--001
*****522.20 *****522.20

300001654113
-12/06/95--01037--021
***1500.00 ***1500.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 5 PM 2:33

mtm



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 31, 1995

MICHAEL KLINGLE
% JAXPORT TERMINAL RAILWAY CO., INC.
P.O. BOX 2624
VICTORIA, TX 77902

SUBJECT: JAXPORT TERMINAL RAILWAY COMPANY, INC.
Ref. Number: W95000021622

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We have received your document for JAXPORT TERMINAL RAILWAY COMPANY, 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):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 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 \$4000.00.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 095A00048701

MARKS, GRAY, CONROY & GIBBS

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

JAMES C. RHAMAN, JR.
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TELEPHONE (904) 388-0800
TELECOPIER (904) 388-8440

November 13, 1995

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

RE: Request for Abatement of Penalties against
Jaxport Terminal Railway, Inc.

Dear Mr. Mays:

Previously, Jaxport Terminal Railway Co. Inc. forwarded to you an application and filing fee for registering a foreign corporation to transact business in the state of Florida. By letter dated October 31, 1995 (your letter No.: 095A00048701), you returned the application and filing fee to Jaxport and indicated that Jaxport owed penalties for not registering to do business for the years 1991 to the present.

In accordance with our telephone conversations, please consider the following to be a request for an abatement of the penalties against Jaxport under Florida Statute §607.1502. Enclosed please find a check in the amount of \$522.20 which represents the past due annual report fees on behalf of Jaxport. In addition, as you requested, U.S. tax returns for the previous four years are enclosed. (Jaxport was not in existence five years ago).

Jaxport is a corporation organized in the state of Texas operating a railway switching service in Jacksonville, Florida. While in the process of organizing their business in Jacksonville, Jaxport attempted to comply with all applicable local and state laws. Jaxport sought and obtained its license to do business in Jacksonville, Florida, a copy of which is enclosed. While doing so, Jaxport specifically inquired whether any other actions were necessary prior to transacting business, and were told that nothing else needed to be done.

As indicated above, Jaxport's failure to register with the Department of State was completely unintentional and was the result of erroneous information provided by the Jacksonville Business Licensing office.

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MARKS, GRAY, CONROY & GIBBS

November 13, 1995
Page Two

In addition, Jaxport is operating on a very limited budget, as the taxable income reflected on the tax returns indicate. The proposed penalty would cause financial hardship on the part of a company that is still in the building process.

Jaxport respectfully requests the Florida Department of State to abate the proposed penalties in this case and accept the application of Jaxport Terminal Railway Company, Inc. to transact business in the state of Florida.

Thank you for your prompt attention to this matter. Please do not hesitate to call if you have any questions.

Yours very truly,

MARKS, GRAY, CONROY & GIBBS

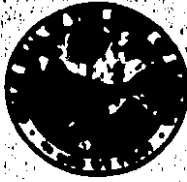

Gregory A. Lawrence

GAL/ch
Enclosures

cc: K. R. Nichols

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

\$1500 by
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DIVISION OF CORPORATIONS

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27 November 1995

Mr. Michael Klinge
Jaxport Terminal Railway Company, Inc.
Post Office Box 2624
Victoria, Texas 77902

Dear Mr. Klinge:

Re: Request for Penalty Waiver for Jaxport Terminal Railway Company, Inc.

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 Jaxport Terminal Railway Company, Inc.

As of the date above, the total amount of penalties owed by this corporation is \$3,478. 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 904/414-5536.

Respectfully,

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.

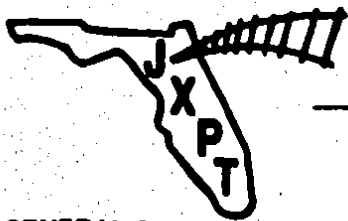
(2) The successor to a foreign corporation that transacted business in this state without a certificate of authority and the assignee of a cause of action arising out of that business may not maintain a proceeding based on that cause of action in any court in this state until the foreign corporation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

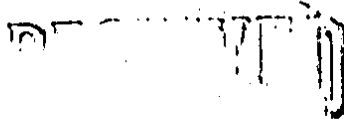
(5) Notwithstanding subsections (1) and (2), the failure of a foreign corporation to obtain a certificate of authority does not impair the validity of any of its contracts, deeds, mortgages, security interests, or corporate acts or prevent it from defending any proceeding in this state.

History.—s 137, ch. 89-154, s. 5, ch. 91-214



JAXPORT TERMINAL RAILWAY

GENERAL OFFICE:
120 E. Constitution
P.O. Box 2624
Victoria, Texas 77902-2624
Ph. (512) 573-2078
FAX (512) 573-1838



DEC 4 1995

DIVISION OFFICE:
2700 Talleyrand Ave.
P.O. Box 2217
Jacksonville, Florida 32203-2217
Ph. (904) 355-8817
FAX (904) 356-9016

Office of General Counsel
Department of State

November 29, 1995

Mr. Marc W. Dunbar
Assistant General Counsel
Florida Department of State
LL10 - The Capitol
Tallahassee, FL 32399-0250

Ref: Penalties owed by Jaxport Terminal Railway pursuant
section 607.1502, Florida Statutes

Dear Mr. Dunbar:

As per your phone conversation with Greg Lawrence, please
find enclosed check #20297 in the amount of \$1,500.00.
This will satisfy the total amount of penalties due to the
Florida Department of State from Jaxport Terminal Railway.

I understand that upon receipt of this check, you will
process our application by foreign corporation for
authorization to transact business in Florida.

If you have any questions, please feel free to contact me
at (512) 573-2078 or Greg Lawrence at (904) 398-0900.

Thank you for your kind cooperation in getting this matter
resolved.

Sincerely,

Debra L. Bednorz
Asst. Secretary/Treasurer

DLB/rs
Enclosure

cc: K.R. Nichols
JXPT

Greg Lawrence
Marks, Gray, Conroy & Gibbs

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95 DEC -5 PM 2:33

MARKS, GRAY, CONROY & GIBBS
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

JAMES C. SHAMAM, JR.
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POST OFFICE BOX 447
JACKSONVILLE, FLORIDA 32201
TELEPHONE (904) 398-0800
TELECOPIER (904) 398-8440

November 30, 1995

Mr. Marc Dunbar
Office of General Counsel
Department of State
LL10-Z Capitol
Tallahassee, FL 32399-0250

RE: Jaxport Terminal Railway Company, Inc.

Dear Mr. Dunbar:

This letter confirms our telephone conversation today during which you agreed to reduce all outstanding penalties and fees owed by Jaxport Terminal Railway Co. Inc. to a total of \$1500.00. As we discussed, once Jaxport has forwarded \$1500.00 to you, you will have the application placed in line for processing.

Shortly after our telephone conversation, I contacted Jaxport and they indicated that they would be mailing you a check. Please contact me immediately if there are any other questions regarding Jaxport's application to do business in the state of Florida.

Best regards.

Sincerely,

MARKS, GRAY, CONROY & GIBBS

Gregory A. Lawrence
Gregory A. Lawrence

GAL/ch
cc: Mr. Ray Nichols

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DIVISION OF CORPORATIONS
95 DEC -5 PM 2:33
DEC 4 1995
Office of General Counsel
Department of State



Department of State
Memorandum Office of the General Counsel

TO: File

FROM: Marc W. Dunbar, Assistant General Counsel

DATE: December 4, 1995

RE: Jaxport Terminal Railway

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 and now wishes to be qualified to do business in this state.

FILED
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DIVISION OF CORPORATIONS
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MWD/mwd

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: JAXPORT TERMINAL RAILWAY COMPANY, INC.
(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:

Michael Klinge

(Name of Person)

Jaxport Terminal Railway Company, Inc.

(Firm/Company)

P.O. Box 2624

(Address)

Victoria, TX 77902

(City/State/Zip)

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DIVISION OF CORPORATIONS

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

Michael Klinge

(Name of Person)

at (512) 573-2078

(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 Section
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:**

1. JAXPORT TERMINAL RAILWAY COMPANY, 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. TEXAS
(State or country under the law of which it is incorporated)
3. 74-2561933
(FEI number, if applicable)
4. September 25, 1991
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. October 1991
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. P.O. Box 2624
Victoria, TX 77902
(Current mailing address)
8. Railroad
(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: Gregory A. Lawrence
Office Address: 1200 Riverplace Blvd, Suite 800
Jacksonville, , Florida, 32207
(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.

Gregory A. Lawrence
(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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DIVISION OF CORPORATIONS
95 DEC -5 PM 2:38

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: K.R. Nichols

Address: 120 E. Constitution Victoria, TX 77901

Vice Chairman: O.L. Nichols

Address: 120 E. Constitution Victoria, TX 77901

Director: Debra L. Bednorz Matthew S. Bednorz

Address: 120 E. Constitution 120 E. Constitution
Victoria, TX 77901 Victoria, TX 77901

Director: Michael S. Klinge Ronda G. Louderman Robert B. Tomb

Address: 120 E. Constitution 120 E. Constitution 120 E. Constitution
Victoria, TX 77901 Victoria, TX 77901 Victoria, TX 77901

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

President: K.R. Nichols

Address: 120 E. Constitution
Victoria, TX 77901

Vice President: _____

Address: _____

Secretary: O.L. Nichols

Address: 120 E. Constitution
Victoria, TX 77901

Treasurer: O.L. Nichols

Address: 120 E. Constitution
Victoria, TX 77901

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. _____

K.R. Nichols

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

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TEXAS COMPTROLLER OF PUBLIC ACCOUNTS

JOHN SHARP • COMPTROLLER • AUSTIN, TEXAS 78774

CERTIFICATION OF ACCOUNT STATUS

THE STATE OF TEXAS

COUNTY OF TRAVIS

I, John Sharp, Comptroller of Public Accounts of the State of Texas, DO
HEREBY CERTIFY that according to the records of this office

JAXPORT TERMINAL RAILWAY COMPANY INC.

is, as of this date, in good standing with this office having no franchise
tax reports or payments due at this time.

This certificate is valid through the date that the next franchise tax report
will be due, 05-15-96.

This certificate is not valid for the purpose of dissolution, merger or
withdrawal.

GIVEN UNDER MY HAND AND
SEAL OF OFFICE in the City of
Austin, this 3RD day of
OCTOBER, 1995 A.D.

JOHN SHARP
Comptroller of Public Accounts

Charter/C.O.A. number: 000089581-9

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DIVISION OF CORPORATIONS

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F95000005916

STATE OF FLORIDA
OFFICE OF THE COMPTROLLER
APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: Seagort Terminal Railway Co. Inc. EIN or SS#: 74-2561933

Address: P.O. Box 2624
Victoria, TX 77902

Amount: 225 Date Paid 7-24-96
Reason for claim: F95000005916 duplicate
filed with AD

Certified true and correct this 19th day of August, 19 96.

Signature Michael S. Weig

* Must be completed if authority is other than Section 215.26, Florida Statutes.

For Agency Use Only

Agency recommends approval of above claim and submits the following information to substantiate the claim: Amount of recommended refund \$ 225

The amount requested above was originally deposited into the State Treasury, as a part of the funds deposited on State Treasurer's Receipt No. 907410618 dated 7-24-96

Name of Account 45202130001453000000000010000

Statutory Authority for Collection 607

It is requested that payment be made from the following account:

NAME OF ACCOUNT: 452021300014530000000022002000

Certified true and correct this _____ day of _____, 19 _____

Department of State, Division of Corporations
(Agency)

(Authorized Signature and Title)