

Document Number Only

F96000001478

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

13000001754482
-03/22/96--01063--013
*****70.00 *****70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 22 PM 1:01
Capeland Corporation
d/b/a
Capeland Corporation of Ohio

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FEB 13 1996

Copeland Corporation

ACTION BY THE BOARD DIRECTORS OF COPELAND CORPORATION J. GRILLIN
BY UNANIMOUS WRITTEN CONSENT

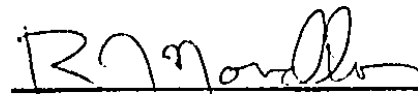
THE UNDERSIGNED, all of the directors of Copeland Corporation, a Delaware corporation (the "Corporation") hereby, unanimously consent to the adoption of the following resolution:

RESOLVED, that for the purpose of being qualified to do business in the state of Florida, that the name of this Company in Florida only, be changed from Copeland Corporation to Copeland Corporation of Ohio. The officers of the Company are hereby empowered and directed to file the necessary forms to qualify Copeland Corporation of Ohio in the state of Florida.

Dated and effective as of February 1, 1996.

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Bruce N. Eckhardt


R. J. Novello


D. M. Ruwe

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. COPELAND 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. Delaware

(State or country under the law of which it is incorporated)

3. 34-4210902

(FEI number, if applicable)

4. July 26, 1971

(Date of Incorporation)

5. Perpetual

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

6. February 1, 1996

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 1675 West Campbell Road, Sidney, Ohio 45365-2479

(Current mailing address)

8. Export sales

(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 System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

J L MILES, ASST. SECRETARY

(Type Name and Title of Officer)

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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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. H. M. Smith, Assistant Secretary
(Typed or printed name and capacity of person signing application)

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
COPELAND CORPORATION**

1. Bruce N. Eckhardt
590 Foxwood Court
Troy, Ohio 45373
2. D. M. Ruwo
1730 Monroe-Concord Drive
Troy, Ohio 45373
3. R. J. Novello
910 Runnymede Road
Dayton, Ohio 45419

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
COPELAND CORPORATION**

1. Bruce N. Eckhardt, Senior Vice President & CFO
590 Foxwood Court
Troy, Ohio 45373
2. D. M. Ruwe, President & CEO
1730 Monroe-Concord Drive
Troy, Ohio 45373
3. J. M. Sebaly, Secretary
31 Walnut Lane
Dayton, Ohio 45419
4. H. M. Smith, Assistant Secretary
7025 Washington Avenue
St. Louis, Missouri 63130
5. R. J. Novello, Chairman & CEO
910 Runnymede Road
Dayton, Ohio 45419

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COPELAND CORPORATION" 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 NINTH DAY OF JANUARY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 22 PM 1:01




Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

7781473

01-09-96