

F96 000002248

1154184 ONTARIO LTD.
d/b/a CANAC KITCHENS
C/O KOHLER CO., TAX DEPARTMENT
444 HIGHLAND DRIVE
KOHLER, WI 53044

W96-8777

April 16, 1996

500001790305
-04/23/96--01067--012
*****70.00 *****70.00

Gentlemen:

RE: F.E.I.N. 98-0157983

Enclosed please find "Application by Foreign Corporation for Authorization to Transact Business in Florida" for 1154184 Ontario Ltd., d/b/a Canac Kitchens. Also enclosed is a Certificate of Good standing from the province of Ontario, Canada, and our check in the amount of \$70.00 in payment of registration fees.

1154184 Ontario Ltd. is a wholly owned subsidiary of Kohler Ltd., an Ontario Corporation, which is owned by Kohler Co., Kohler, Wisconsin. Any questions pertaining to the attached should be addressed to my attention at Kohler Co. My phone number is 414-457-4441, Ext. 2826.

Sincerely,

Debra K. Schmidt

Debra K. Schmidt

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

Enclosures

96 MAY -6 AM 11:22
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

April 24, 1996

1154184 ONTARIO LTD.
KOHLER CO., TAX DEPT.
444 HIGHLAND DR., DEBRA SCHMIDT
KOHLER, WI 53044

SUBJECT: 1154184 ONTARIO LTD.
Ref. Number: W96000008777

We have received your document for 1154184 ONTARIO LTD. and your check(s) totalling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

Please delete the reference to "d/b/a Canac Kitchens" out of section number 1 of the application. If wish transact business in Florida under a fictitious name, you will need to complete the attached Fictitious Name Packet.

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: 196A00019283

*1154184 ONTARIO LTD.
D/B/A CANAC KITCHENS*

JANUARY 2, 1996

OFFICERS

Chairman of the Board

*Herbert V. Kohler, Jr.
441 Green Tree Road
Kohler, WI 53044*

President

*Karl J.W. Marens
185 John Street
Thornhill, Ontario
Canada L3T 1V8*

Secretary

*Natalie A. Black
Route 1
Oostburg, WI 53070*

Asst. Secretary

*Frank Archibald
17 Douglas Drive
Toronto, Ontario, Canada M4W 2B2*

DIRECTORS

Herbert V. Kohler, Jr. - 441 Green Tree Road, Kohler, WI 53044

Frank A Archibald - 17 Dougals Drive, Toronto, Ontario, Canada M4W 2B2

FILED
96 MAY -6 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. 1154184 Ontario Ltd., (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. Canada
(State or country under the law of which it is incorporated)

3. 98-0157983
(FEI number, if applicable)

4. 12/20/95
(Date of Incorporation)

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

6. 1/2/96
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. Kohler Co., Tax Dept.
444 Highland Drive, Kohler, WI 53044
(Current mailing address)

8. Sales promotion, distribution and installation of kitchen cabinets
(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: CT Corporation System

Office Address: c/o CT Corporation System, 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 state 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.


(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.

FILED
96 MAY -6 AM 11:10
TALLAHASSEE
SECRETARY OF STATE

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: See attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached list

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

For 1154184 Ontario Ltd.

14. J. T. Von Der Vellen, Vice Pres.-Taxation
(Typed or printed name and capacity of person signing application)

FILED
96 MAY - 6 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ministry of
Consumer and
Commercial Relations

Business Division
Companies Branch
303 University Ave. Suite 200
Toronto ON M5G 2M2

Ministère de
la Consommation
et du Commerce

Division des affaires commerciales
Direction des compagnies
303 ave University Toronto 200
Toronto ON M5G 2M2



Certificate of Status Certificat de Statut Documentaire

This is to certify that according to the
records of the companies branch

Je certifie par les présentes que, conformément
aux dossiers de la Direction des compagnies,

1154184 ONTARIO LIMITED

Ontario Corporation No.

Numéro matricule de la personne morale en Ontario

001154184

is a corporation incorporated, amalgamated
or continued under the laws of
the Province of Ontario.

est constituée, fusionnée ou prorogée en vertu
des lois de la province de l'Ontario.

The corporation came into existence on

La personne morale a été fondée le

NOVEMBER 01 NOVEMBRE, 1995

and has not been dissolved.

et n'a pas été dissoute.

Dated

Fait le

APRIL 01 AVRIL, 1996

Controller of Records
Contrôleur des dossiers

FILED
96 MAY -6 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KOHLER CO.

BOARD OF DIRECTORS RESOLUTION

by the Executive Committee Acting as the Board
pursuant to Article V, Section 2 of the Bylaws)

SUBJECT: APPOINTMENT OF JOSEPH T. VON DER VELLE AS ATTORNEY-IN-FACT
FOR SUBSIDIARY TAX MATTERS

RESOLVED that Kohler Co., with respect to all majority owned, direct and indirect subsidiaries of the corporation, and any partnership, association or other legal or commercial entity in which the corporation or any majority owned subsidiary has a controlling interest, including such entities as may be hereafter created or acquired,

HEREBY APPOINTS its Vice President-Taxation, Joseph T. Von Der Vellen, for so long as he is employed by Kohler Co. in that capacity, its true and lawful attorney-in-fact to represent the aforesaid entities severally before all taxing authorities, including without limitation the U.S. Treasury Department (I.R.S., Customs, and A.T.& F.); the revenue departments of the several states, and the taxing authorities of foreign countries, with respect to all tax matters; including without limitation all income, franchise, sales, property, payroll, and excise taxes, and customs duties;

and said Joseph T. Von Der Vellen is hereby authorized to sign returns, and receive all notices, communications, and confidential information, and to receive checks, with respect to all such tax matters for all said entities, and to represent all of said entities as attorney-in-fact before any examining agents, audit managers, or appellate officers, or their functional equivalents however named, in any proceedings before said tax authorities.

F96000002248

1154184 ONTARIO LIMITED
CO KOHLER CO., TAX DEPARTMENT
444 HIGHLAND DRIVE
KOHLER, WI 53044

October 4, 1996

800001974138--0
-10/15/96--01114--009
*****35.00 *****35.00

Gentlemen:

RE: Document Number F96000002248

We enclose an "Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida," for 1154184 Ontario Limited. Also enclosed is our check for \$35.00 in payment of filing fees due.

1154184 Ontario Ltd. is a wholly owned subsidiary of Kohler Ltd., an Ontario Corporation, which is owned by Kohler Co., Kohler, Wisconsin. We have enclosed a copy of the Board of Directors Resolution, appointing Joseph T. Von Der Vellen as attorney-in-fact for subsidiary tax matters. As such, Mr. Von Der Vellen has signed the enclosed forms.

Should you have any questions, please contact the Kohler Co., Tax Department, at (414) 457-4441.

Sincerely,

Debra K. Schmidt

Debra K. Schmidt
Tax Analyst

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Enclosures

BA 1489888

FILED
56 OCT 18 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W7H00
10-18

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

LTD., (CORPORATION)

1154184 Ontario Limited

(Name of Corporation)

Ontario, Canada

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

c/o Kohler Co. Tax Dept., 444 Highland Drive

(Mailing Address)

Kohler, WI 53044

(City/State/Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

V.Pres.-Taxation Kohler Co.

Title

J. T. Von Der Vellen

Typed or printed name

10/8/96

Date

FILED
96 OCT 18 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA