

F96000002868

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: North American Chemical Company
(Name of corporation - must include suffix)

926/10
95 JUN 10 AM 9:32
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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:

Mary Boalman
(Name of Person)

000001705340
-02/02/96--01068--003
*****78.05 *****78.05

North American Chemical Company
(Firm/Company)

000001705340
-04/17/96--01024--001
*****600.00 *****600.00

8300 College Boulevard
(Address)

W96-2623

Overland Park, KS 66210
(City/State/Zip)

000001705340
-06/12/96--01012--004
***3000.00 ***3000.00

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

Mary Boalman
(Name of Person)

at (913) 344-9247
(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



North American Chemical Company

January 26, 1996

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 10 AM 9:32

RE: North American Chemical Company
FEIN: 13-3579263

Dear Sir or Madam:

This letter is in response to the enclosed notice dated November 16, 1995 inquiring as to whether or not North American Chemical Company's, (Taxpayer's), business activities in the State of Florida constituted transacting business in Florida. Enclosed is a completed "Application by Foreign Corporation for Authorization to Transact Business in Florida", along with all requested attachments and a check in the amount of \$78.75.

Please accept my apologies for the delay in responding to your notice. Taxpayer only recently realized its need to become authorized in Florida due to the presence of small amounts of its inventory in Florida. As Taxpayer's inventory in Florida represented only .1% of its total inventory, it becomes conceivable why this oversight occurred. While the tax and accounting departments of Taxpayer always exercise ordinary care and prudence to ensure compliance with all state filing requirements, a slight change in circumstances sometimes results in temporary noncompliance. This noncompliance, however, is not due to willful neglect on the part of Taxpayer. Taxpayer, therefore, respectfully requests abatement of any penalties.

If you have any questions or need additional information, please do not hesitate to contact me at (913) 344-9247. Thank you for your assistance.

Mary L. Baalman
Senior Tax Analyst

enclosures

cc: Philip M. Burright



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 5, 1996

MARY BAALMANN
NORTH AMERICAN CHEMICAL COMPANY
8300 COLLEGE BLVD.
OVERLAND PARK, KS 66210

SUBJECT: NORTH AMERICAN CHEMICAL COMPANY
Ref. Number: W96000002623

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DIVISION OF CORPORATIONS
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We have received your document for NORTH AMERICAN CHEMICAL COMPANY and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

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 \$3600.00.

In order for the Department of State (Department) to consider NORTH AMERICAN CHEMICAL COMPANY'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 federal corporation income tax returns
- 2) a check made payable to the Florida Department of State in the amount of \$600.00, 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 NORTH AMERICAN CHEMICAL COMPANY'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) 487-6095.

Jennifer Sindt

Document Examiner

Letter Number: 896A00004845



North American Chemical Company

April 10, 1996

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

RE: North American Chemical Company
FEIN: 13-3579263
Ref. Number: W9600002623

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 JUN 10 AM 9:32

Dear Sir or Madam:

This letter is in response to the enclosed letter dated February 5, 1996 requesting copies of North American Chemical Company's, (Taxpayer's) federal corporate income tax return for the last 5 years and a check in the amount of \$600.

As requested, enclosed is a check for \$600. Also enclosed are copies of applicable pages from Taxpayer's federal corporate income tax returns for the last 5 years. Please note that Taxpayer files a consolidated federal return on a fiscal year basis with its fiscal year end being the last Saturday in March of each year. Taxpayer was included in a consolidated federal return filed under North American Chemical Company and Subsidiaries for the fiscal years ended March 1991, March 1992 and March 1993 and September 1993. On September 25, 1993, the shareholders of Taxpayer exchanged their shares of stock for shares of stock in Harris Chemical Group in a transaction described in IRC Section 351. As a result of this transaction, Taxpayer terminated their consolidated group and elected to file a consolidated federal return with its parent, Harris Chemical Group beginning with the taxable year ended March 1994.

If you have any questions or need additional information, please do not hesitate to contact me at (913) 344-9247. Thank you for your assistance.

Sincerely,

Mary L. Baalman
Senior Tax Analyst

enclosures

cc: Philip Burright



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

13 May, 1996

Mary L. Baalmann:
North American Chemical Company
8300 College Boulevard
Overland Park, KS 66210

Re: Request for Penalty Waiver

Dear Ms. Baalmann:

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 North American Chemical Company.

As of the date above, the total amount of penalties owed by this corporation is \$3,000.00. 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 904/414-5536.

Respectfully,

Gerard T. York
Assistant General Counsel

GTY/sd

Enclosure

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 JUN 10 AM 9:32

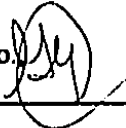
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JUN 4 1996

DEPARTMENT
OFFICE OF THE SECRETARY



Department of State
Memorandum Office of the General Counsel

TO: File
FROM: Gerard T. York, Assistant General Counsel
DATE: June 5, 1996
RE: North American Chemical Co. 

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

GTY/gty

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DIVISION OF CORPORATIONS
96 JUN 10 AM 9:32

**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. North American Chemical Company
(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. 13-3579263
(FEI number, if applicable)

4. June 6, 1990
(Date of Incorporation)

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

6. September 1993
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 8300 College Boulevard
Overland Park, KS 66210
(Current mailing address)

8. Wholesale sales of inorganic chemicals
(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: 1200 South Pine Island Rd

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.

see attached
(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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 10 AM 9:32

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 schedule

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached schedule

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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DIVISION OF CORPORATIONS
96 JUN 10 AM 9:32

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

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

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

ACCEPTANCE OF APPOINTMENT


RE: NORTH AMERICAN CHEMICAL COMPANY

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: January 17, 1996

C T CORPORATION SYSTEM

By


John J. Linnihan
Assistant Vice President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 10 AM 9:32

NORTH AMERICAN CHEMICAL COMPANY OFFICERS AND DIRECTORS

OFFICERS	NAME	ADDRESS
Chief Operating Officer	Michael R. Boyce	8300 College Boulevard Overland Park, Kansas 66210
President	William S. Holt	8300 College Boulevard Overland Park, Kansas 66210
Vice President and Chief Financial Officer	Emanuel J. Di Teresi	399 Park Avenue - 32nd Floor New York, New York 10022
Senior Vice President/Technology and Development	Jacob C. Huang	13068 Main Street Trona, California 93562
Vice President, Secretary and General Counsel	Donald G. Kilpatrick	399 Park Avenue - 32nd Floor New York, New York 10022
Vice President/Operations	Carl F. Monk	13217 Main Street Trona, California 93562
Vice President, Treasurer and Assistant Secretary	Richard J. Nick	399 Park Avenue - 32nd Floor New York, New York 10022
Vice President and Controller	Gerald A. Gasparovich	8300 College Boulevard Overland Park, Kansas 66210
Vice President/ Human Resources	William J. Sichko, Jr.	8300 College Boulevard Overland Park, Kansas 66210
Vice President, Assistant Secretary and Associate General Counsel	Matthew J. Dowd	399 Park Avenue - 32nd Floor New York, New York 10022
Assistant Secretary and Assistant Treasurer	Susan E. Day	8300 College Boulevard Overland Park, Kansas 66210
Assistant Secretary	Philip M. Burright	8300 College Boulevard Overland Park, Kansas 66210

DIRECTORS	NAME	ADDRESS
Chairman	John E. Crick	8300 College Boulevard Overland Park, Kansas 66210
Vice Chairman	Emanuel J. Di Teresi	399 Park Avenue - 32nd Floor New York, New York 10022
Director	William S. Holt	8300 College Boulevard Overland Park, Kansas 66210
Director	Gerald A. Gasparovich	8300 College Boulevard Overland Park, Kansas 66210
Director	Donald G. Kilpatrick	399 Park Avenue - 32nd Floor New York, New York 10022

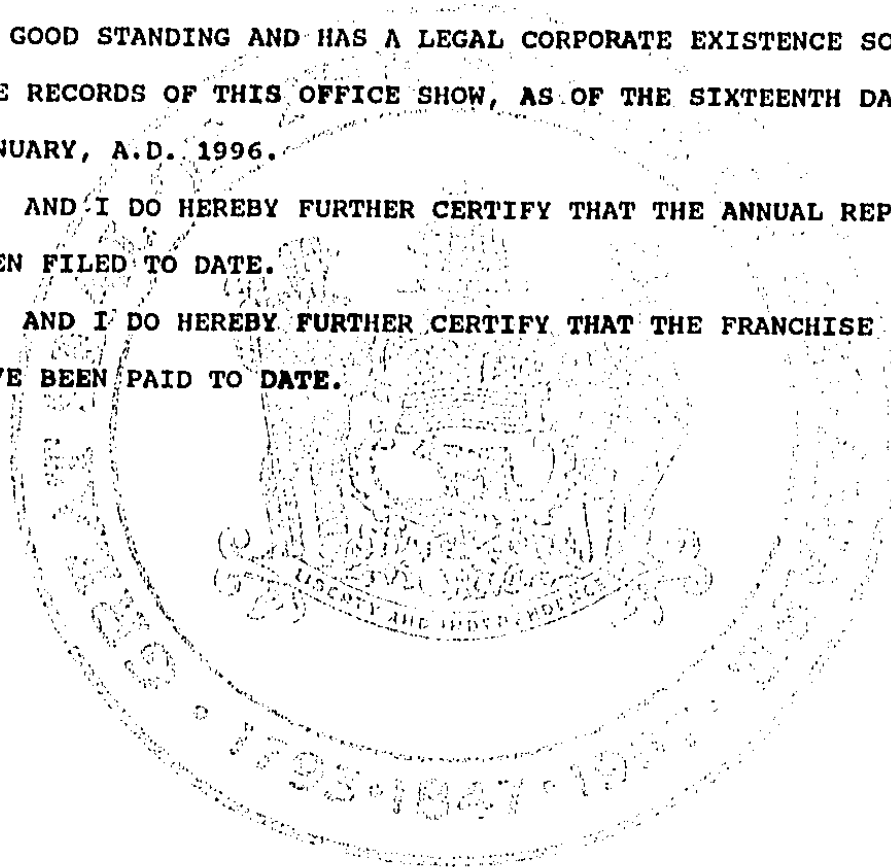
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NORTH AMERICAN CHEMICAL COMPANY" 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 SIXTEENTH 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 JUN 10 AM 9:32



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION:

7790782

DATE:

01-16-96