

F96000003915

TRANSMITTAL LETTER

REGISTRATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

FD-960 (Rev. 1-78)
-05/01/96--01001--013
*****500.00 *****500.00

THE EMPIRE COMPANY, INC.

(Name of corporation - must include suffix)

696 92.72

Madam:

and "Application by Foreign Corporation for Authorization to Transact Business in Certificate of Existence", and check are submitted to register the above referenced corporation to transact business in Florida.

All correspondence concerning this matter to the following:

CINDY KNOLL

(Name of Person)

ARTHUR ANDERSEN

(Firm/Company)

171 Monroe Ave NW, 7th Floor

(Address)

Grand Rapids, MI 49503

(City, State and Zip Code)

700001802107
-05/01/96--01001--013
*****70.00 *****70.00

700001802107
-07/08/96--01039--001
*****200.00 *****200.00

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

KNOLL

(Name of Person)

at (616) 356-5100

Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32399

MAILING ADDRESS:

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTHUR ANDERSEN

ARTHUR ANDERSEN & CO. SC

May 30, 1996

Ms. Jennifer Shadt
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: The Empire Company, Inc.
Ref. #: W96000009272

Arthur Andersen LLP

171 Monroe Avenue NW
Grand Rapids MI 49503-2683
616 451 2071

Dear Jennifer:

We are responding to your notice regarding the above referenced taxpayer's Application To Do Business in Florida. The following items are addressed:

1. A new corporate name has been adopted for use by the Board of Directors - see Board Resolution enclosed.
2. The registered agent has been listed on the application; such agent has also signed the application.
3. The application has been signed by an authorized officer of the company.
4. A certificate of goodstanding from the State of Michigan is enclosed.

Your notice also stated that there would be a \$1,000 penalty imposed for late filing. The Empire Company, Inc. began doing business in Florida on November 1, 1995 as a result of a newly leased facility located in Georgia. In setting up the organization to do business in Georgia, the Florida application was not filed until early 1996. There was no intent by the taxpayer to avoid registering to do business in Florida, and it did so as soon as it became aware of the requirements. Therefore, we respectfully request abatement of any penalties related to doing business in the state before the taxpayer became registered.

If you have any questions, please do not hesitate to call me.

Very truly yours,

ARTHUR ANDERSEN LLP

By


Cynthia J. Knoll



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthum
Secretary of State

May 1, 1996

**CINDY KNOLL
ARTHUR ANDERSEN
171 MONROE AVE. NW, 7TH FL.
GRAND RAPIDS, MI 49503**

SUBJECT: THE EMPIRE COMPANY, INC.
Ref. Number: W96000009272

We have received your document for THE EMPIRE 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):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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 \$1200.00.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 696A00020976

ARTHUR
ANDERSEN

ARTHUR ANDERSEN & CO. SC

June 24, 1996

Ms. Jennifer Sindt
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Arthur Andersen LLP

171 Monroe Avenue NW
Grand Rapids MI 49503-2683
616 451 2071

Dear Jennifer:

The following items are enclosed in response to your notice dated June 5, 1996 (attached):

- Copies of the corporation's last two federal corporation income tax returns. You had requested the last five years; however, Empire has been in its current existence for the last two years.
- A check to the Florida Department of State for \$200.
- A Resolution of Board of Directors adopting a name for use in Florida.

Upon receipt of the above items, please file Empire's "Application by Foreign Corporation for Authorization to Transact Business in Florida".

If you have any questions, please do not hesitate to call me at (616)356-5116.

Very truly yours,

ARTHUR ANDERSEN LLP

By


Cynthia J. Knoll

LV0411KH

Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

June 5, 1996

CINDY KNOLL
ARTHUR ANDERSEN
171 MONROE AVE. NW, 7TH FL.
GRAND RAPIDS, MI 49503

SUBJECT: THE EMPIRE COMPANY, INC.
Ref. Number: W96000009272

We have received your letter and corrected application; however, the application still has not been filed. The name that you have adopted, EMPIRE OF FLORIDA, INC., is also not available for use. Please adopt another name. If you have any questions concerning name availability, please call me at the number listed below.

In order for the Department of State (Department) to consider THE EMPIRE COMPANY, 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 federal corporation income tax returns

2) a check made payable to the Florida Department of State in the amount of \$200.00, 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 THE EMPIRE COMPANY, 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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 096A00027991



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

9 July, 1996

Cynthia J. Knoll
Arthur Andersen, LLP
171 Monroe Avenue NW
Grand Rapids, MI 49503-2683

RE: Empire Company / Ref. # W 96000009272
Statutory Penalties

RECEIVED
JUL 31 1996

Dear Ms. Knoll:

DEPARTMENT OF STATE
OFFICE OF THE SECRETARY

This letter will confirm our telephone conversation of this date.

According to Empire Company's Application by Foreign Corporation for Authorization to Transact Business in Florida, filed with the Division of Corporations in April, 1996, it has transacted business in the State of Florida since October 1, 1995. Upon receipt of a check payable to the Department of State, Division of Corporations, in the amount of \$500.00 in settlement of all penalties for the unauthorized transaction of business, I will instruct the Division of Corporations to issue a Certificate of Authority and qualify Empire Company to do business in the State of Florida. Please mail the check to the undersigned attorney at the Office of General Counsel, LL-10, The Capitol, Tallahassee, FL 32399.

Should you have any questions, feel free to contact me at (904) 414-5536.

Respectfully,

Gerard T. York
Assistant General Counsel

GTY/gty



THE EMPIRE COMPANY, INC.
8181 Logistle Drive
P.O. Box 17
Zeeland, Michigan 49464-0017
Local (616) 772-7272 • Fax (616) 772-7020

Writer's Direct Dial ()

RECEIVED

JUL 31 1996

DEPARTMENT OF REVENUE
OFFICE OF THE SECRETARY

July 17, 1996

Gerard T. York
Assistant General Counsel
Office of General Counsel, LL-10
The Capitol
Tallahassee, FL 32399

Dear Gerard:

Enclosed is a check for \$500 in settlement of all penalties for the unauthorized transaction of business in the State of Florida. Per the attached letter, please instruct the Division of Corporations to issue a Certificate of Authority for The Empire Company (Empire) which will qualify Empire to do business in Florida.

We appreciate your assistance regarding this matter.

Sincerely,

Beth Bettlejewski

Beth Bettlejewski

Gerard



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel *LY*

DATE: July 31, 1996

RE: Empire Company, 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 and now wishes to be qualified to do business in this state.

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Stephen J. Johandes, III, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

The Empire Company, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Michigan,

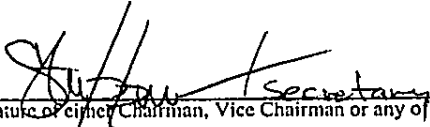
was duly adopted on May 31, 19 96.

Be it resolved, that The Empire Company, Inc.,
(Corporate Name)

organized and existing in the State of Michigan, hereby adopts the name

Empire of Michigan, Inc. for use in Florida.

Dated: 5/31/96



Signature of either Chairman, Vice Chairman or any officer

Stephen J. Johandes, III

Type or print name

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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. THE EMPIRE 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. MICHIGAN
(State or country under the law of which it is incorporated)
3. 312-3135188
(FEI number, if applicable)
4. 10/1/93
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 10/1/95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 8181 LOGISTIC DRIVE P.O. Box 17
ZEELAND, MI 49464-0017
(Current mailing address)
8. Solicitation of Sales
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida;

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DIVISION OF CORPORATIONS
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9. Name and street address of Florida registered agent:

Name: CT CORPORATION SYSTEM
Office Address: ^{c/o} CT Corporation System; 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.

Claudia L. Raker
(Registered agent's signature)

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: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See Statement Attached
Address: _____

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

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

President: See Stmt Attached
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] Secretary
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Stephen J. Johandes III, CFO
(Typed or printed name and capacity of person signing application)

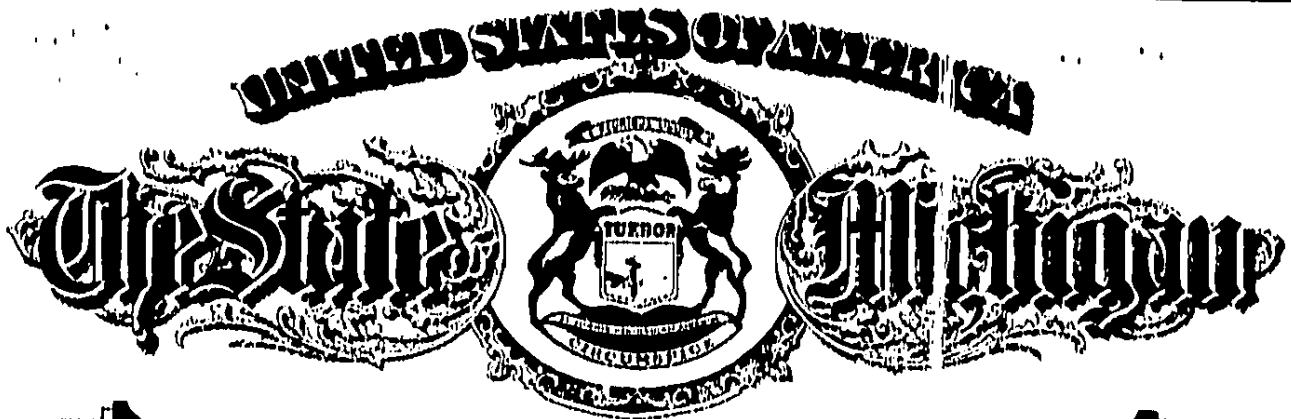
THE EMPIRE COMPANY, INC.
CORPORATE OFFICERS

Thomas H. Highley, CEO
8181 Logistic Drive
Zeeland, MI 49464
1(800) 438-0283

Stephen J. Johandes III, CFO
8181 Logistic Drive
Zeeland, MI 49464
1(800) 438-0283

Stephen R. Grossman, VP of Operations
8181 Logistic Drive
Zeeland, MI 49464
1(800) 438-0283

Floyd E. Dally, VP of Sales
8181 Logistic Drive
Zeeland, MI 49464
1(800) 438-0283



Lansing, Michigan

This is to Certify That

THE EMPIRE COMPANY, INC.

was validly incorporated on September 24, 1993, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 24th day of May, 1996.

Carl L. Lipp, Director

SEAL APPEARS ONLY ON ORIGINAL

Corporation, Securities and Land Development Bureau

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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