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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

100001944221
-09/11/96--01028--002
****470.00 ****470.00

SUBJECT: Cochrane Furniture 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:

W96-18179

Todd Allan, Corporate Controller
(Name of Person)

Cochrane Furniture Company, Inc.
(Firm/Company)

P.O. Box 226
(Address)

Lincolnton NC 28093
(City/State/Zip)

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DIVISION OF CORPORATIONS

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

Todd Allan at (704) 732-1151
(Name of Person) (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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

Dear Sir or Madam:

This will acknowledge your recent request for the form and instructions to register a foreign profit corporation to transact business in Florida. The requirements are as follows:

- Pursuant to section 607.1503(1), Florida Statutes, the attached application must be completed in its entirety.
- The corporation must submit an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of corporate records in the state or country under the law of which it is incorporated. A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.
- There is a \$70.00 registration fee.
- Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$52.50. Please send one check for the total amount made payable to the Florida Department of State.
- The transmittal letter included in this packet should be completed and submitted along with the certificate, application and check. Both the mailing address and courier address are noted in the transmittal letter.

A letter of acknowledgment will be issued free of charge upon registration.

Any further inquiries concerning this matter should be directed to the Qualification/Tax Lien Section by calling (904) 487-6091 or writing Qualification/Tax Lien Section, Division of Corporations, P. O. Box 6327, Tallahassee, FL 32314.



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

August 29, 1996

TODD ALLRAN, CORPORATE CONTROLLER
COCHRANE FURNITURE COMPANY, INC.
PO BOX 226
LINCOLNTON, NC 28093

SUBJECT: COCHRANE FURNITURE COMPANY, INC.
Ref. Number: W96000018179

We have received your document for COCHRANE FURNITURE COMPANY, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

Pursuant to section 607.1502(4) or 617.1502(4), F.S., this office is required to collect a penalty of \$1000 for each year this corporation transacted business in Florida prior to qualification and the appropriate annual report fees that would have been due had the corporation qualified the year it began operation in this state.

However, the \$1000 per year penalty fee is waived, pursuant to laws of Florida 96-212, for any corporation that applies for a certificate of authority between July 1, 1996 and December 1, 1996.

The total amount due this office through December 31, 1996 to cover the back annual report(s) is \$400.00.

Please note that the \$400.00 is separate from the \$70.00 filing fee. The total due is \$470.00.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 196A00040894

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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. Cochrane Furniture 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. North Carolina
(State or country under the law of which it is incorporated)
3. 56-0382516
(FEI number, if applicable)
4. 9/1/29
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Dec. 9, 1994
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. P.O. Box 220
Lincolnton, NC 28093
(Current mailing address)
8. Sale of Furniture at Wholesale
(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 acceptable)
Name: C T Corporation System
Office Address: 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 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.

JENNIFER F AULTMAN
ASSISTANT SECRETARY

(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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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: T. E. Cochrane

Address: 190 Cochrane Road

Lincolnton, NC 28042

Director: Jerry C. Cochrane

Vice-Chairman: 190 Cochrane Road

Lincolnton, NC 28042

Director: Bruce B. Cochrane

Address: 190 Cochrane Road

Lincolnton, NC 28042

Director: Grover S. Elliott

Address: 190 Cochrane Road

Lincolnton, NC 28042

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

Chairman
President: T. E. Cochrane

Address: Same as above

CEU
Vice-President: Jerry Cochrane

Address: Same as above

President
Secretary: Bruce Cochrane

Address: Same as above

Treasurer/Secretary, Vice President of Finance: Grover S. Elliott

Address: Same as above

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

13. Grover S. Elliott Vice Pres & Director
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. GROVER S. ELLIOTT Vice Pres & Director
(Typed or printed name and capacity of person signing application)

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STATE OF NORTH CAROLINA



Department of The
Secretary of State

CERTIFICATE OF EXISTENCE

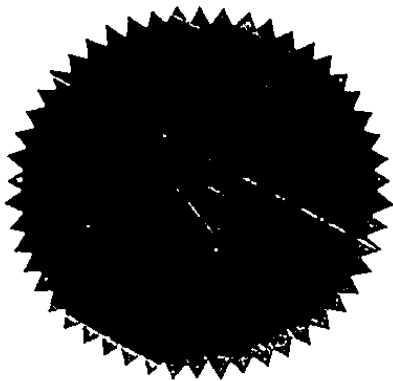
I, **JANICE H. FAULKNER**, Secretary of State of the State
of North Carolina, do hereby certify that

COCHRANE FURNITURE COMPANY, INC.

is a corporation duly incorporated under the laws of the State
of North Carolina, having been incorporated on the 16th day of
August, 1928, with its period of duration being perpetual.

I **FURTHER** certify that the said corporation's articles of
incorporation are not suspended for failure to comply with the
Revenue Act of the State of North Carolina; that the said
corporation is not administratively dissolved for failure to
comply with the provisions of the North Carolina Business
Corporation Act; that its most recent annual report required
by G.S. 55-16-22 has been delivered to the Secretary of State;
and that the said corporation has not filed articles of
dissolution as of the date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my
hand and affixed my official seal at the City of
Raleigh, this 5th day of August, 1996.



Janice H. Faulkner
Secretary of State

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