

F96000004717

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

500001949635
-09/17/96--01155--011
***3600.00 ***3600.00

SUBJECT: Eljer Manufacturing, 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:

Rusty Boaz
(Name of Person)
Eljer Industries, Inc.
(Firm/Company)
17120 Dallas Parkway
(Address)
Dallas, Texas 75248
(City, State and Zip Code)

W95-14114
9/13
400001536414
-07/13/95--01007--001
*****70.00 *****70.00

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

Rusty Boaz, Corp. Tax Manager at (214) 407-2644
(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 Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 13, 1995

RUSTY BOAZ
ELJER INDUSTRIES, INC.
17120 DALLAS PARKWAY
DALLAS, TX 75248

SUBJECT: ELJER MANUFACTURING, INC.
Ref. Number: W95000014114

We have received your document for ELJER MANUFACTURING, 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):

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.

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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 695A00033690



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 17, 1995

RUSTY BOAZ
ELJER INDUSTRIES, INC.
17120 DALLAS PARKWAY
DALLAS, TX 75248

SUBJECT: ELJER MANUFACTURING, INC.
Ref. Number: W95000014114

We have received your document for ELJER MANUFACTURING, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that ELJER MANUFACTURING, INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates January 1, 1993, as the initial date of transacting business in the State of Florida. Please contact this office concerning the date first transacted business in Florida.

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 \$2,400.00.

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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 795A00051013

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 23, 1996

RUSTY BOAZ, CORPORATE TAX MANAGER
ELJER INDUSTRIES, INC.
17120 DALLAS PARKWAY
DALLAS, TX 75248

SUBJECT: ELJER MANUFACTURING, INC.
Ref. Number: W95000014114

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for ELJER MANUFACTURING, INC..

This office received information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, which indicates that the corporation has transacted business in the State of Florida since January 1, 1993. You were notified by letter dated November 17, 1995, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$2400.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (904) 487-6091.

Lee Rivers
Document Examiner Letter No. 096A00008010

Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 26, 1996

BROOKS F. SHERMAN, CFO
ELJER MANUFACTURING, INC.
17120 DALLAS PARKWAY
DALLAS, TX 75248

SUBJECT: ELJER MANUFACTURING, INC.
Ref. Number: W95000014114

CERTIFIED MAIL #P 348 067 012 RETURN RECEIPT REQUESTED

This is the Department of State's third request for information to establish the date ELJER MANUFACTURING, INC. first transacted business in Florida. Failure to respond to this letter may result in legal action against the corporation pursuant to Sections 607.0130(3) and 607.1502(4), Florida Statutes (copies enclosed).

Based upon information provided by the Florida Department of Revenue, it appears that ELJER MANUFACTURING, INC. has transacted business in Florida since January 1, 1993. This date is not the same as the date indicated on the corporation's previously submitted application.

If erroneous information was listed on the application or the date the corporation began conducting its affairs in Florida falls under an enumerated exemption provided for in Section 607.1501, Florida Statutes (copy enclosed), an affidavit to clarify this discrepancy must be sent to this office.

Until this office is notified otherwise, penalties and fees in the amount of \$2400.00 are now due. To avoid further penalty, either payment or an affidavit must be remitted within 45 days of receipt of this letter. Please make your check payable to the Department of State and send it to the address indicated below. If you have any questions regarding this matter, please telephone (904) 487-6091.

I look forward to your response.

Sincerely,

A handwritten signature in dark ink, appearing to read "M. Dunbar", is written over a faint, circular official stamp.

Marc W. Dunbar, Assistant General Counsel

Enclosures Letter No. 596A00019955

DIVISIONS OF FLORIDA DEPARTMENT OF STATE

Office of the Secretary of State
Office of Administrative Services
Office of Legal Affairs
Office of Public Affairs
Office of Records Management
Office of Information Technology
Office of Intergovernmental Relations
Office of Legislative Services

MEMBER OF THE FLORIDA CABINET



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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Florida Palm Beach County Preservation Board
Florida Pinellas Preservation Board
Florida St. Augustine Preservation Board
Florida Tallahassee Preservation Board
Florida Tampa Hillsborough County Preservation Board

RINGLING MUSEUM OF ART

15 August, 1996

Brooks F. Sherman, CFO
Eljer Manufacturing, Inc.
17120 Dallas Parkway
Dallas, TX 75248

Dear Mr. Sherman:

Re: Outstanding Penalties and Fees Owed by Eljer Manufacturing, Inc.

The purpose of this letter is to, once again, advise you of outstanding penalties and fees owed by Eljer Manufacturing, Inc. to the Department of State. Attached please find a copy of past correspondence and sections 607.1501 and 607.1502, Florida Statutes, which further describe this matter.

As of the date above, the total amount of penalties and fees owed by this corporation is \$3,600.00. This figure represents the minimum statutory amount permitted under section 607.1502, Florida Statutes.

As a courtesy, I have enclosed with this letter a copy of the civil complaint that will be filed in this matter in the Leon County Circuit Court on August 30, 1996. You will note from the complaint that in addition to the statutory penalties described above, the Department will seek filing fees and costs for this action.

It is unfortunate that we have, thus far, not been able to resolve this matter through other means. If you have any questions, you may contact me at 904/414-5536.

Respectfully,

Gerard T. York
Assistant General Counsel

GTY/sd
Enclosures



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: September 12, 1996

RE: Elger Manufacturing, Inc.

Based on the payment received from this corporation, it is my recommendation that this file be closed and this corporation be qualified to do business in Florida. Corporation has paid all outstanding report fees and penalties and wishes to be qualified to do business in Florida.

GTY/gty

ELJER INDUSTRIES

17120 Dallas Parkway • P.O. Box 870001 • Dallas, Texas 75287-0001
Direct Dial (214) 407-7235
Fax (214) 407-7238

Mark L. Weinrub
Corporate Counsel

September 10, 1996

Mr. Gerard T. York
Assistant General Counsel
Florida Department of State
The Capitol
Tallahassee, FL 32399-0250

RE: Settlement of Fines & Penalties pertaining to Certificate of Authority

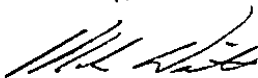
Dear Mr. York:

As per our discussion on September 9, 1996, please find enclosed check no. 11292 from Eljer Manufacturing, Inc. in the amount of \$3600.00 together with a current Certificate of Corporate Existence. This payment represents a negotiated settlement of all outstanding penalties and fees sought by the State of Florida for Eljer's alleged failure to obtain a Certificate of Authority to transact business in the State of Florida. Each party is to bear the burden of its own costs and attorneys fees related to this action.

Prior to negotiating this check, please provide me with an appropriate release or correspondence documenting that this matter has been fully resolved to the satisfaction of the State of Florida.

Thank you for your continued cooperation.

Sincerely,



Mark L. Weinrub

bb
enc.

cc: B.F. Sherman (w/enc.)
R. Boaz (w/enc.)

RECEIVED
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DEPARTMENT OF STATE
OFFICE OF THE SECRETARY

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

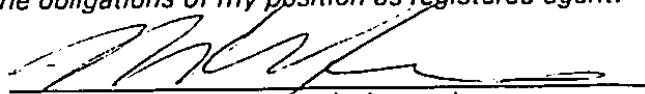
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:*

1. Eljer Manufacturing, 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. Delaware 3. 36-3114796
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 6, 1981 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 1993
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 17120 Dallas Parkway
Dallas, Texas 75248
(Current mailing address)
8. Sale of heating, air conditioning, plumbing, and ventilation products.
(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: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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DIVISION OF STATE
CORPORATIONS
SEP 13 1991 3:48

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.


(Registered agent's signature)
M. E. Jones, Asst. Secretary

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~~: President: Scott G. Arbuckle

Address: 17120 Dallas Parkway
Dallas, Texas 75248

~~VIC~~~~CHAIRMAN~~: Vice President: George W. Hanthorn

Address: Same as above

Director: Brooks F. Sherman

Address: Same as above

Director: George W. Hanthorn

Address: Same as above

B. OFFICERS

President: Scott G. Arbuckle

Address: Same as above

Vice President: Brooks F. Sherman

Address: Same as above

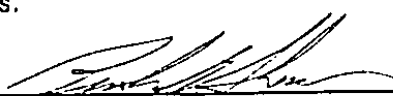
Secretary: George W. Hanthorn

Address: Same as above

Treasurer: Brooks F. Sherman

Address: Same as above

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)

14. Brooks F. Sherman, Vice President - Chief Financial Officer
(Typed or printed name and capacity of person signing application)

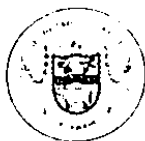
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ELJER MANUFACTURING, INC." 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 TWENTY-SECOND DAY OF JUNE, A.D. 1995.

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.




Edward J. Freel, Secretary of State

0907770 8300

950139094

AUTHENTICATION

DATE

7548830

06-22-95

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ELJER MANUFACTURING, INC." 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 TWENTY-FIRST DAY OF AUGUST, 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.

RECEIVED
DIVISION OF CORPORATIONS
05 SEP 13 PM 3:48



Edward J. Freel

Edward J. Freel, Secretary of State

0907770 8300

960244623

AUTHENTICATION:

DATE:

8076393

08-21-96