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Fax Audit No. H97000018183

10/31/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
FROM: FOLEY & LARDNER
CONTACT: KAREN PETERSON
PHONE: (904)359-2000

FAX #: (850)922-4000
ACCT#: 072720000061
FAX #: (904)359-8700

NAME: WACO, INC.

AUDIT NUMBER.....H97000018183

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..4

PAGES..... 6

CERT. COPIES.....1

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Prepared by:

Linda Y. Kelso, Fla. Bar No. 298662
Foley & Lardner
200 Laura Street, Jacksonville, FL 32202
904/359-2000
Fax Audit Number: H97000018183

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WACO OF ALABAMA, INC.

Officer's Certificate

The undersigned, D.W. McArthur, III, the Secretary of WACO, Inc. (the "Corporation") hereby certifies that attached as Exhibit "A" is a true and correct copy of resolutions duly adopted by the Board of Directors of the Corporation and that such resolutions have not been amended, modified or rescinded and remain in full force and effect.

Dated: October 30, 1997


D.W. McArthur, III

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**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
OF WACO, INC.**

October 30, 1997

The undersigned constituting all the members of the Board of Directors of WACO, Inc., an Alabama corporation, hereby unanimously adopt the following resolution and consent to the actions contemplated thereby:

WHEREAS, the Corporation from time to time deems it necessary and appropriate to qualify to do business in foreign jurisdictions; and

WHEREAS, in some instances the name of the Corporation may not be available where another corporation with the same or very similar name has been formed or qualified in that jurisdiction;

IT IS THEREFORE

RESOLVED, that in instances where the corporation's name is not available in a foreign jurisdiction in which the corporation deems it necessary or appropriate to qualify to do business, the Board of Directors hereby adopts the name WACO of Alabama, Inc. or such similar name as may be necessary to comply with the corporate name requirements for such jurisdiction and, in that event, such similar name shall be deemed to have been adopted hereby by the Board of Directors;

RESOLVED, that the officers of the Corporation are hereby authorized to deliver to the Secretary of State or other filing authority a certified resolution documenting the adoption of such name and to cause such resolution to be filed in the minute book of the corporation.

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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. WACO, 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. Alabama
(State or country under the law of which it is incorporated)
3. 59-1635702
(FEI number, if applicable)
4. 12-29-75
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 569 Edgewood Avenue South
Jacksonville, FL 32205
(Current mailing address)
8. Real estate investment and any other business in connection therewith
(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: Sam D. Simpson
Office Address: 569 Edgewood Avenue South
Jacksonville, FL, Florida, 32205
(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.



(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: William A. McArthurAddress: 569 Edgewood Avenue South, Jacksonville, FL 32205Vice Chairman: D.W. McArthur, IIIAddress: 569 Edgewood Avenue South, Jacksonville, FL 32205Director: N.G. Wade, IVAddress: 3207 Okeechepkee RoadTallahassee, FL 32303Director: Charles HerlongAddress: 4051 Barcelona AvenueJacksonville, FL 32207

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

President: William A. McArthurAddress: 569 Edgewood Avenue SouthJacksonville, FL 32205Vice President: D.W. McArthur, IIIAddress: 569 Edgewood Avenue SouthJacksonville, FL 32205Secretary: D.W. McArthur, IIIAddress: 569 Edgewood Avenue SouthJacksonville, FL 32205Treasurer: S.D. SimpsonAddress: 569 Edgewood Avenue, Jacksonville, FL 32205

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. William A. McArthur, Chairman
 Prepared by: Linda T. Foley
 Typed or printed name and capacity of person signing application)
 Foley & Lardner
 200 Laura Street, Jacksonville, FL 32202
 904/359-2000
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12.A continued

Margaret W. Stewart
190 Pasa Fino Road
Enoree, SC 23995

J. Andrew Edwards, III
P.O. Box 579
Tolono, IL 61880

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STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office disclose that WACO, Inc. incorporated in Montgomery County, Montgomery, Alabama on December 29, 1975. I further certify that the records do not disclose that said WACO, Inc. has been dissolved.

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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

October 31, 1997

Date

Jim Bennett

Secretary of State

Prepared by:

Linda Y. Kelso, Fla. Bar No. 298662
Foley & Lardner
200 Laura Street, Jacksonville, FL 32202
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