

Document Number Only

F98000003041

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

600002538196--6
-05/28/98-01065-015
*****70.00 *****70.00

W98-12215

Schlage Lock Company

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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| Name |
| Availability |
| Document Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.P. Verifier |

MAY 28 1998

Thanks,
Jeff

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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DIVISION OF CORPORATION

May 28, 1998

CT CORPORATION SYSTEM

SUBJECT: SCHLAGE LOCK COMPANY
Ref. Number: W98000012215

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We have received your document for SCHLAGE LOCK COMPANY 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 date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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 (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 398A00030051

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. SCHLAGE LOCK 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. CALIFORNIA
(State or country under the law of which it is incorporated)
3. 94-0846090
(FEI number, if applicable)
4. March 7, 1925
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. up to qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. c/o Ingersoll-Rand Company
200 Chestnut Ridge Road, Woodcliff Lake, NJ 07675
(Current mailing address)
8. See attached Addendum
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T CORPORATION SYSTEM
Charles W Meyer
(Registered agent's signature) (Officer)
CHARLES W. MEYER
SPECIAL ASST. SECRETARY
(Type Name and Title of Officer)

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

Chairman: B. D. Jellison
and President
Address: c/o Ingersoll-Rand Company
200 Chestnut Ridge Road, Woodcliff Lake, NJ 07675

Vice Chairman: N/A

Address: _____

Director: P. Nachtigal

Address: c/o Ingersoll-Rand Company
200 Chestnut Ridge Road, Woodcliff Lake, NJ 07675

Director: G. E. Swimmer

Address: c/o Ingersoll-Rand Company
200 Chestnut Ridge Road, Woodcliff Lake, NJ 07675

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

President: B. D. Jellison

Address: c/o Ingersoll-Rand Company
200 Chestnut Ridge Road, Woodcliff Lake, NJ 07675

Vice President: C. V. Havill

Address: c/o Ingersoll-Rand Company
200 Chestnut Ridge Road, Woodcliff Lake, NJ 07675

Secretary: R. G. Heller

Address: c/o Ingersoll-Rand Company
200 Chestnut Ridge Road, Woodcliff Lake, NJ 07675

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Addendum to Application by Schlage Lock Company
to Transact Business in the State of Florida

12. continued (names and addresses of Officers and/or Directors)

OFFICERS

R. L. Steinman - Vice President
c/o Ingersoll-Rand Company
200 Chestnut Ridge Road
Woodcliff Lake, NJ 07675

D. Regnery - Controller
c/o Ingersoll-Rand Company
200 Chestnut Ridge Road
Woodcliff Lake, NJ 07675

DIRECTORS

R. G. Heller
c/o Ingersoll-Rand Company
200 Chestnut Ridge Road
Woodcliff Lake, NJ 07675

B. Elliott
c/o Ingersoll-Rand Company
200 Chestnut Ridge Road
Woodcliff Lake, NJ 07675

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Vice President
and

Treasurer: B. Elliott

Address: c/o Ingersoll-Rand Company

200 Chestnut Ridge Road, Woodcliff Lake, NJ 07675

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. R. G. Heller

Secretary

(Typed or printed name and capacity of person signing application)

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RESTATED ARTICLES OF INCORPORATION,

of

FRAM

SCHLAGE LOCK COMPANY

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are citizens and residents of the State of California, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of California.

AND WE HEREBY CERTIFY:

FIRST: That the name of said corporation shall be
SCHLAGE LOCK COMPANY.

SECOND: The purposes for which this corporation is formed are to manufacture, construct, develop, improve, purchase, acquire, contract for, take, own, hold, handle, sell, pledge, mortgage and deal in building hardware, locks and kindred articles used in building construction and hardware used for all purposes whatsoever; to engage in carrying on a general manufacturing business, and to manufacture, deal in, purchase and sell personal property of every kind and description; to buy, sell, own, hold, lease, mortgage, pledge and otherwise acquire, deal in and dispose of personal property of every description; to buy, sell, own, hold, lease, mortgage and otherwise acquire, deal in and dispose of patents and letters patent, trade marks, trade names, and similar property, rights and privileges, in and of the United States, and of all foreign countries;

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To buy, sell, own, hold, lease, mortgage and otherwise acquire, deal in and dispose of real estate of every description; to purchase, acquire, contract for, construct, improve, take, own, hold, lease, operate, manage, sell, mortgage, dispose of and deal in buildings of every description, including works, stores, depots and the like; to issue bonds or promissory notes, and to secure the same by mortgage or deed of trust or other security upon the property and franchise of this corporation, or otherwise, and to sell the same.

To issue, own, hold, sell, purchase, pledge, accept in pledge, assign, accept by assignment, and in any and all ways, and in any and all methods and means deal in the stock of the corporation hereby formed, and in the stock of any other corporation; to prescribe the terms and conditions upon which the stock of this corporation shall be issued, and the conditions under which the same shall be held; to regulate the manner of sale or disposition thereof by the stockholders and to impose limitations and restrictions upon the rights to transfer the same.

To subscribe for, underwrite, purchase, hold, sell, pledge and otherwise acquire, deal in and dispose of any security or evidence of debt created by any other corporation engaged in any business whatsoever, and in general, to do any and all things necessary, proper, suitable, convenient, auxiliary or appurtenant to the same, and to the carrying on of the same, or any of them, and to the proper conduct, operation and management of any and all affairs and business of this corporation, and to engage in any and all lawful business

whatsoever necessary or convenient in connection with the business of this corporation.

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State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 7th day of March, 19 25,

SCHLAGE LOCK COMPANY

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

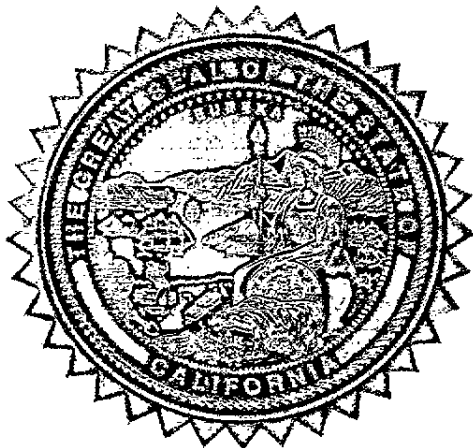
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

May 22, 1998



Bill Jones

Secretary of State