

JOHNSON • SMITH
ATTORNEYS AT LAW

F98000005327

Joy R. Wardzella
Paralegal
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September 11, 1998

VIA FEDERAL EXPRESS

Department of State
Corporations Division
409 East Gaines St.
Tallahassee, FL 32399

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-09/23/98--01035--001
*****70.00 *****70.00

Re: Galbreath Incorporated

Dear Sir or Madam:


Enclosed please find the original and two (2) copies of the Application by Foreign Corporation for Authorization Transact Business in Florida for the above-referenced corporation.

Please file the enclosed with your office, file-stamp the copies and return a copy to me in the enclosed, self-addressed, stamped envelope.

Our check in the amount of \$100 is enclosed for the filing fee, along with a check in the amount of \$50 for the expedition fee.

If you have any questions relative to the enclosed, please give me a call.

Sincerely,


Joy R. Wardzella,
Paralegal

\jrw

Enclosures

cc: Donald K. Densborn, Esquire (w/o encl.)
Jeff D. Weinstein, Esquire (w/o encl.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 23 AM 10:10
#9/23



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 14, 1998

JOY R. WARDZELLA
JOHNSON & SMITH
ONE INDIANA SQUARE, SUITE 1800
INDIANAPOLIS, IN 46204-4407

SUBJECT: GALBREATH INCORPORATED
Ref. Number: W98000020886

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

The check for \$70.00 is being returned for signature.

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.

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator


Letter Number: 598A00046464

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned James R. Herrman, do hereby certify that this Resolution of the Board of Directors of Galbreath Incorporated, a corporation duly organized and existing under the laws of the State of Indiana, was duly adopted on September 18, 1998. Be it resolved, that Galbreath Incorporated, organized and existing in the State of Indiana, hereby adopts the name Galbreath Incorporated of Indiana for use in Florida.

Dated: 9-18-98


Signature of either Chairman, Vice Chairman or any officer

JAMES R. HERRMAN
Type or print name

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DIVISION OF CORPORATIONS
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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. Galbreath Incorporated
(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. Indiana
(State or country under the law of which it is incorporated)
3. 35-1867754
(FEI number, if applicable)
4. August 12, 1991
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 1998
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. Rosser Drive, Winamac, Indiana 46996

(Current mailing address)

8. See attached Exhibit A
(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: 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 obligations of my position as registered agent.

C T CORPORATION SYSTEM

(Registered agent's signature) (Officer)

Jeffrey R. Graves, Assistant Secretary
(Type Name and Title of Officer)

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DIVISION OF CORPORATIONS
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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: James R. Herrman

Address: 1718 E. Jefferson Blvd., South Bend, IN 46617

Director: Daniel J. Jagla

Address: 11320 N. Meadowbrook Dr., Mequon, WI

B. OFFICERS Please see attached Exhibit B

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

13. Timothy R. Foster
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. Timothy R. Foster, V.P. Finance
(Typed or printed name and capacity of person signing application)

EXHIBIT A

Authorized Business or Activities under Articles of Incorporation (IN):

- (1) To operate the business of designing, manufacturing and distributing equipment used for the collection, handling and transportation of liquid and solid waste and other material handling equipment, including without limitation, roll-off hoists, roll-off containers, self-dumping hoppers, roll-off and intermodel liquid sludge containers, waste compactors, dump trailers, transfer trailers, roll-off trailers and automobile transportation equipment.
- (2) To acquire by purchase, exchange, lease, hire or otherwise, and to hold, own, improve, develop, subdivide, plat, manage, operate, license, lease as lessee, let as lessor, sell, convey, mortgage, either alone or in conjunction with others, real estate of every kind, character, description, and wheresoever situation, and any interest therein.
- (3) To purchase, construct, fabricate, assemble, process, sell, trade, distribute and otherwise deal in industrial, commercial, and other buildings and structures of every kind and character, real, personal or mixed, tangible and intangible, and irrespective of location.
- (4) To engage in a general investment business, including the investment in, and the acquisition, holding and disposal of, and the dealing with, property of every kind and character, real, personal or mixed, tangible and intangible, and irrespective of location.
- (5) To acquire by purchase, exchange, lease, hire or otherwise, and to hold mortgage, pledge, hypothecate, exchange, sell, deal with and dispose of, alone or in syndicates or otherwise in conjunction with others, stocks, bonds, notes, evidences of debt or ownership, contracts, options, commodities, securities, and other personal property, tangible or intangible, of every kind, character and description, wheresoever situated, and any interest therein.
- (6) To purchase, take, receive, subscribe for or otherwise acquire, and to own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and to otherwise use and deal in and with, shares or other interests in, or obligations of, other individuals, domestic or foreign corporations, associations or partnerships, for whatever purpose or purposes formed or operating, and direct or indirect obligations of any government, state, territory, governmental district or any municipality or of any instrumentality thereof.
- (7) To acquire by purchase, exchange, lease, hire or otherwise, all or any part of the goodwill, rights, property and business of any person, entity, partnership, association, or corporation; to pay for the same in cash, stock, bonds, or other

obligations of the Corporation, or otherwise; to hold, utilize, deal with in any manner, and dispose of the whole, or any part, of the rights and property so acquired, and to assume in connection therewith any liabilities of such person, entity, partnership, association, or corporation; and to conduct in any lawful manner the whole, or any part, of the business thus acquired.

- (8) To make any guaranty, or act as surety with respect to any obligation, stock, dividend, security, indebtedness, interest, contract or other undertaking.
- (9) To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, partnership, joint venture, syndicate or cooperative association with any corporation, association, partnership, individual or other legal entity or group, for the carrying on of any business which the Corporation is authorized to carry on, or any business or transaction deemed necessary, convenient, expedient, or incidental to the carrying out of any of the purposes or powers of the Corporation.
- (10) To borrow or raise monies for any of the purposes of the Corporation, and, from time to time, without limitation as to amount, to draw, make, accept, endorse, execute, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof, and the interest thereon, by mortgage on, or pledge, conveyance or assignment in trust of, the whole or any part of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired to sell, pledge or otherwise dispose of such securities or other obligation of the Corporation for its corporate purposes.
- (11) To acquire by purchase, exchange or otherwise, and to hold, sell, transfer, reissue or cancel the shares of its own capital stock, or any securities or other obligations of the Corporation, in the manner and to the extent now or hereafter permitted by the laws of the State of Indiana, except that the Corporation shall not use its funds or other assets for the purchase of its own shares of stock if the capital of the Corporation is or would thereby become impaired, and except that shares of its own capital stock beneficially owned by the Corporation shall not be voted directly or indirectly by the Corporation.
- (12) To enter into, make, perform, carry out, or cancel and rescind, contracts and other obligations for any lawful purposes pertaining to the business of the Corporation.
- (13) To act in any state or nation, in which the Corporation may lawfully act, as principal or as agent or representative for any individual, association, corporation, or legal entity, respecting business which the Corporation is authorized to transact.
- (14) In general, to carry on all other business which is or may be appropriately, expediently or conveniently carried on as a part of, or in connection with, any of

the foregoing purposes of the Corporation, to have the capacity to act possessed by natural persons; and, subject to any limitations of restrictions imposed by law or by these Articles of Incorporation to have and exercise all of the general rights, privileges and powers permitted to be had and exercised by the provisions of the Indiana Business Corporation Law (I.C. 23-1 *et seq.*) (the "Act").

- (15) To perform all lawful acts permitted by the Act, and any future acts amendatory thereof of supplemental thereto.
- (16) It is the intention that the purposes specified in the foregoing clauses of this Articles shall, except where otherwise expressed in said Article, be in no wise limited or restricted reference to or interference from the terms of any clause of this or any other article in the Articles of Incorporation, but that the purpose specified in each of the clauses of this article shall be regarded as independent purposes. It is also the intention that the foregoing clauses shall be construed both as purposes and powers, and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers which the Corporation may have under the present or future laws of the State of Indiana.

EXHIBIT B

Name	No. & Street	City	State	Zip
<u>Officers</u>				
President: James R. Herrman	1718 E. Jefferson Blvd.	South Bend	IN	46617
V.P. Admin: Jerry R. Howe, Jr.	560 Sycamore Lane	Winamac	IN	46996
V.P. Finance, Timothy R. Foster	1225 E. S.R. 14	Winamac	IN	46996
V.P. Sales, Gregory L. Podell	1727 W. Westwin Rd.	Winamac	IN	46996
Secretary, Timothy R. Foster	1225 E. S.R. 14	Winamac	IN	46996
Treasurer, Timothy R. Foster	1225 E. S.R. 14	Winamac	IN	46996
Asst. Secretary, Donald K. Densborn	One Indiana Sq., Ste. 1800	Indianapolis	IN	46204
<u>Directors</u>				
James R. Herrman, Director	1718 E. Jefferson Blvd.	South Bend	IN	46617
Daniel J. Jagla, Director	11320 N. Meadowbrook Dr.	Mequon	WI	

STATE OF INDIANA

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

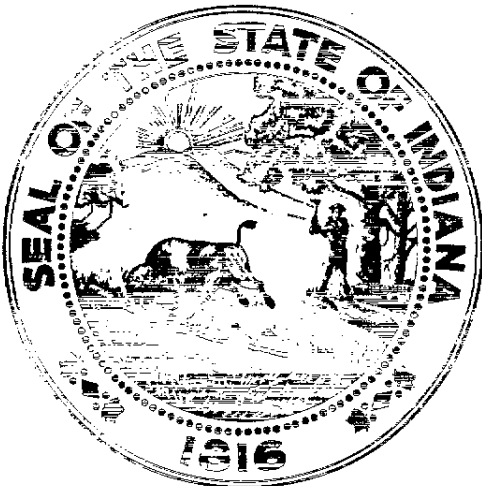
I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that records of this office disclose that

GALBREATH INCORPORATED

filed Articles of Incorporation on August 12, 1991, and is a corporation duly organized and existing under and by virtue of the laws of the State of Indiana.

I further certify this corporation has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Thirty-first day of August, 1998.

Sue Anne Gilroy

SUE ANNE GILROY, Secretary of State

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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K7
Deputy