

F 980000006098

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: United Management, Inc.  
(Name of corporation - must include suffix)

900002448219--3  
-03/05/98--01065--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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:

W98-5020

Thomas H. Brinker  
(Name of Person)

p. 578

Don M. Casto Organization  
(Firm/Company)

209 East State Street  
(Address)

Columbus, Ohio 43215  
(City/State/Zip)

FILED  
98 NOV -3 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
WR 11/3

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

Thomas H. Brinker  
(Name of Person)

at ( 614 ) 228-5331  
(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

CHRISTOPHER A. DETZEL, P.A.

ATTORNEY AT LAW

SUITE 202

540 E. HORATIO AVENUE

MAITLAND, FLORIDA 32751

CHRISTOPHER A. DETZEL  
MASTER OF LAWS IN TAXATION

TELEPHONE  
(407) 645-1165  
FACSIMILE  
(407) 645-3466

PLEASE REPLY TO:  
P. O. BOX 941030  
MAITLAND, FLORIDA 32794-1030

March 3, 1998

Qualifications/Tax Lien Sec.  
DIVISION OF CORPORATIONS  
STATE OF FLORIDA  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: United Management, Inc.  
Registration of Foreign Corporation

Dear Sir or Madam:

Enclosed is a Transmittal Letter along with the applicable documents being submitted on behalf of United Management, Inc. to register said corporation as a foreign corporation authorized to transact business in Florida.

The enclosed check for \$78.75 is for payment of the filing fee; the designation of registered agent; and for return of a Certificate of Status.

Please return all correspondence and documents to Thomas H. Brinker at the address reflected on the enclosed transmittal letter.

If you have any questions please call the undersigned.

Sincerely yours,

  
Christopher A. Detzel

CAD/jp



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

March 6, 1998

THOMAS H. BRINKER  
DON M. CASTO ORGANIZATION  
209 EAST STATE STREET  
COLUMBUS, OH 43215

SUBJECT: UNITED MANAGEMENT, INC.  
Ref. Number: W98000005020

We have received your document for UNITED MANAGEMENT, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

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 \$1,150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business 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 in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers  
Document Examiner

Letter Number: 698A00012387



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

2nd

June 11, 1998

DON M. CASTO, III, PRESIDENT  
DON M. CASTO ORGANIZATION  
209 EAST STATE STREET  
COLUMBUS, OH 43215

SUBJECT: UNITED MANAGEMENT, INC.  
Ref. Number: W98000005020

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 UNITED MANAGEMENT, INC..

The referenced application states that the corporation has transacted business in the State of Florida since October 17, 1997. You were notified by letter dated March 6, 1998, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$1150.00 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 (850) 487-6091.

Lee Rivers  
Document Specialist      Letter No. 698A00032799

Enclosure

August 6, 1998

209 EAST STATE STREET  
COLUMBUS, OHIO 43215

PHONE  
(614) 228-5331

FAX  
(614) 469-8376

Mr. Lee Rivers  
Document Specialist  
Florida Department of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: United Management, Inc.  
Application by a Foreign Corporation for  
authorization to transacted business in Florida  
Letter Numbers 698A00012387 and 698A00032799

Dear Mr. Rivers:

I am responding to your letters dated March 6, 1998 and June 11, 1998 referred to above. A brief history as to what has occurred will help clarify our situation.

United Management, Inc. is incorporated in the State of Ohio and manages several companies which own shopping centers and operate under the trade name of The Don M. Casto Organization. United Management, Inc. also employs all the personnel who work at the various companies under The Don M. Casto Organization. It acts as a "common paymaster" to reduce the number of payroll tax filings with the various the Federal, State and Local taxing authorities.

A new business venture is planned for Florida. The actual shopping center will be owned by Winter Park Town Center, Limited which is registered as a limited partnership in the State of Florida (Document # A 97000001919).

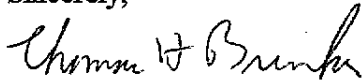


The problem has been that the actual management company of Winter Park Town Center, Limited was to be a new Florida corporation, but employee was hired effective October 17, 1997 without such new corporation being formed. United Management, Inc. paid the employee and related payroll taxes with the expectation of being reimbursed when the new corporation was formed. Additional employees were hired in 1998 and I was informed that United Management, Inc. would be the Florida management company. I therefore asked our legal counsel to prepare the necessary application to register United Management, Inc. as a foreign corporation in Florida. Subsequent to filing the application, I was informed that the new Florida corporation idea was being reconsidered; I then received your March 6, 1998 letter and as of today I still do not have the final decision on what we are going to do. This decision will be made by the end of August, 1998.

Based on the information you provided regarding Florida Statute 607.1501, I believe that United Management, Inc. has not transacted business itself in the State of Florida. United Management, Inc. has incurred payroll costs which is expected to be reimbursed from the proposed new corporation. The October 17, 1997 date was used solely because that is when the first employee in Florida was hired.

With the information provided, please advise what our status would be and what should be done next.

Sincerely,



Thomas H. Brinker, CPA  
Controller

THB/lmg



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 10, 1998

THOMAS H. BRINKER, CPA  
DON M. CASTO ORGANIZATION  
209 EAST STATE STREET  
COLUMBUS, OH 43215

SUBJECT: UNITED MANAGEMENT, INC.  
Ref. Number: W98000005020

Thank you for your letter of August 6, 1998. Please note that you must submit a sworn (notarized) affidavit in order to correct your original application.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business 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 in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 298A00041465



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

October 15, 1998

≈ 3

THOMAS H. BRINKER, CONTROLLER  
DON M. CASTO ORGANIZATION  
209 EAST STATE STREET  
COLUMBUS, OH 43215

SUBJECT: UNITED MANAGEMENT, INC.  
Ref. Number: W98000005020

Attached is a copy of a letter we sent you August 10, responding to your letter of August 6. Because we have previously sent a first and second notice of penalties due, we must soon turn the file over to our General Counsel. It appears that you may wish to submit a sworn affidavit to correct your original application; if this is the case, please submit the affidavit as soon as possible. I am enclosing a fill-in-the-blank affidavit.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 198A00051119



November 2, 1998

Mr. Lee Rivers  
Document Specialist  
Florida Department of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32314

209 EAST STATE STREET  
COLUMBUS, OHIO 43215

PHONE  
(614) 228-5331

FAX  
(614) 469-8376

RE: United Management, Inc.  
Application by a Foreign Corporation for  
Authorization to Transact Business in Florida  
Letter Numbers: 298A00041465 and 198A00051119

Dear Mr. Rivers:

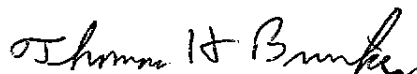
Thank you for sending the Affidavit to correct our original application. The completed Affidavit is enclosed.

Management has concluded that United Management, Inc. will be the company who will do business in Florida. Our application should have represented a February 27, 1998 start-of-business in Florida date because that is the date that Winter Park Town Center, Ltd. began business, and that is the entity that necessitated United Management, Inc. doing business in Florida.

We apologize for the delay in responding to your previous correspondence, but there were other options being considered, including forming a separate corporation in Florida. We should not have filed the original application until all options had been resolved.

Please contact me if there are any questions or comments. Thank you.

Sincerely,



Thomas M. Brinker, CPA  
Treasurer  
United Management, Inc.

Enclosures



## AFFIDAVIT

On this day personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgements Don M. Casto III  
(Officer name)

who after having first been duly sworn, upon oath deposes and says as follows:

1. I am President of United Management, Inc.  
(capacity) (corporation name)

a corporation organized under the laws of Ohio  
(state/country)

2. The "Application by Foreign Corporation for Authorization to Transact Business in Florida" submitted to the Florida Department of State, contained erroneous information

3. United Management, Inc. has not transacted business in the State of Florida. The date of October 17, 1997, as stated in section 607.1501(6) of its application is erroneous. The previous activities conducted within the State of Florida by said corporation did not constitute the transaction of business pursuant to section 607.1501, Florida Statutes. The correct date is February 23, 1998  
(erroneous date)

4. The correct date the corporation shall begin conducting its affairs in Florida shall be upon qualification by the Florida Department of State.



AFFIANT/OFFICER

On this 2 day of November, 1998, Don M. Casto III personally appeared before me,

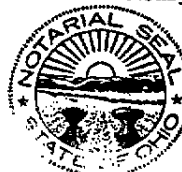
☒ who is personally known to me  
☐ whose identity I proved on the basis of \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

  
Notary Public Signature

Notary's Printed Name

Seal



**BENNA S. WATERFIELD**  
Notary Public, State of Ohio  
My Commission Expires 06-20-2001

FILED  
98 NOV -3 PM 12:31  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

**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. United Management, 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. Ohio 3. 31-0685557  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 20, 1954 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. October 17, 1997  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155))

7. 209 East State Street, Columbus, Ohio 43215  
(Current mailing address)

8. Management Corporation  
(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)**

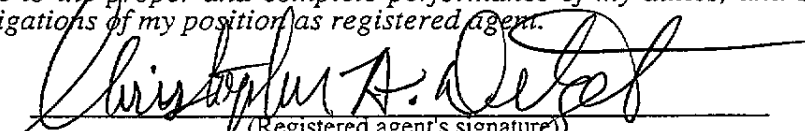
Name: Christopher A. Detzel, Esq.

Office Address: 540 East Horatio Avenue, Suite 202

Maitland, Florida, 32894-1030  
(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.

**FILED**  
**98 NOV -3 PM 12:31**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

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: Names of all Directors: Don M. Casto III

Address: Frank S. Benson III

Nancy Casto Benson

Vice Chairman: William G. Casto

Address: Harley C. Schofield

Ann Casto Moran

Director: Nancy Benson Wibbelsman

Address: Address for Directors is:

209 East State Street

Director: Columbus, Ohio 43215

Address: \_\_\_\_\_

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

President: Don M. Casto III

Address: 209 East State Street, Columbus, OH 43215

Vice President: Frank S. Benson III

Address: 209 East State Street, Columbus, OH 43215

Secretary: Don M. Casto III

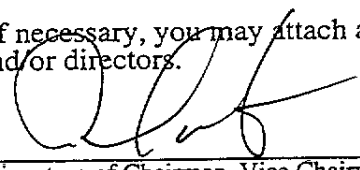
Address: 209 East State Street, Columbus, OH 43215

Treasurer: Frank S. Benson III

Address: 209 East State Street, Columbus, Ohio 43215

Assistant Secretary: Harley C. Schofield  
209 East State Street, Columbus, OH 43215

**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. Don M. Casto III President  
(Typed or printed name and capacity of person signing application)

FILED  
98 NOV - 3 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE.

}

*I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations and Miscellaneous filings; that said records show UNITED MANAGEMENT, INC., an Ohio corporation, Charter No. 335293, having its principal location in Columbus, county of Franklin, was incorporated on November 20th, 1964 and is currently in GOOD STANDING upon the records of this office.*

FILED  
98 NOV -3 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



WITNESS my hand and official  
seal at Columbus, Ohio this  
23rd day of February, A.D., 1998

*Bob Taft*

Bob Taft  
Secretary of State