

F990000001266

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: W. T. FARM, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

100002776251--6
-02/15/99--01148--002
*****70.00 *****70.00

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:

W99-3904

ROBERT L. WARREN

(Name of Person)

W. T. YOUNG, INC.

(Firm/Company)

P. O. BOX 1110, 2225 YOUNG DRIVE

(Address)

LEXINGTON, KENTUCKY 40589

(City/State/Zip)

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

E. HUNT RAY III

(Name of Person)

at (606) 231-0541

(Area Code & Daytime Telephone Number)

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DIVISION OF CORPORATIONS
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with
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COURIER ADDRESS:

Qualification/Tax Lien Section
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



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 16, 1999

ROBERT L. WARREN
W.T. YOUNG, INC.
P.O. BOX 1110
LEXINGTON, KY 40589

SUBJECT: W.T. FARM, INC.
Ref. Number: W99000003904

We have received your document for W.T. FARM, 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:

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 \$3465.00.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 199A00006915

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W.T. YOUNG, INC.

February 25, 1999

Mr Michael Mays
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

**AFFIDAVIT OF ROBERT L WARREN VICE
PRESIDENT FINANCE W. T. FARM, INC.**

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Dear Michael:

Pursuant to correspondence from the Florida Department of State(copy enclosed) and a telephone call to you by Hunt Ray, our CPA, the following affidavit is provided:

W. T. Farm, Inc. is a Kentucky Corporation operating solely within Kentucky.

W. T. Farm, Inc. is a partner in Overbrook Farm a Kentucky Partnership with a Thoroughbred Horse Farm located in Kentucky. The farm also includes racing activity at various race tracks throughout the United States.

W. T. Farm, Inc. does not operate within Florida, but does file a Florida Corporate return for Florida race purses received by Overbrook Farm and allocated to W. T. Farm, Inc. for their Partnership Interest.

It is my understanding, pursuant to your telephone call with Hunt Ray, that based on the facts and circumstances listed above there should not be any amount due for penalties or annual fees.

Robert L. Warren
Vice-President Finance
W. T. Farm, Inc.

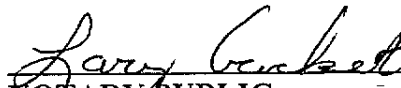
COMMONWEALTH OF KENTUCKY)

)SS.

COUNTY OF FAYETTE)

The foregoing Affidavit, consisting of two pages, including this page, was subscribed and sworn to before me by Robert L. Warren, as true and correct to the best of his knowledge, information and belief on this 26 day of February, 1999.

My commission expires 7/20/2002.


NOTARY PUBLIC
KENTUCKY - STATE AT LARGE

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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. W. T. FARM, 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. KENTUCKY
(State or country under the law of which it is incorporated)
3. 31-1156052
(FEI number, if applicable)
4. 12/23/85
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. P. O. BOX 1110, 2225 YOUNG DRIVE
LEXINGTON, KY 40589
(Current mailing address)
8. General Partner in Partnership That Involves Thoroughbred Horse Racing in Florida
(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: C T Corporation System

Office Address: 1200 S. Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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DIVISION OF CORPORATIONS

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.

**Carol Record
Assistant Secretary**

Carol Record
(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.

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 T. YOUNG, SR.

Address: 222 CHINOE ROAD
LEXINGTON, KY 40502

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: WILLIAM T. YOUNG, JR.

Address: 208 BARROW ROAD
LEXINGTON, KY 40502

Vice President: ROBERT L. WARREN

Address: 3364 CLOVERDALE
LEXINGTON, KY 40502

Secretary: MARY AGNES MINTON

Address: 992 TURKEYFOOT ROAD
LEXINGTON, KY 40502

Treasurer: MARY AGNES MINTON

Address: 992 TURKEYFOOT ROAD
LEXINGTON, KY 40502

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

13. Robert L. Warren
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. ROBERT L. WARREN - VICE-PRESIDENT
(Typed or printed name and capacity of person signing application)

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OFFICE OF RECORDS



John Y. Brown III
Secretary of State

Certificate of Existence

I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

W. T. FARM, INC.

is a corporation duly organized and existing under KRS Chapter 271B, whose date of incorporation is December 23, 1985 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 12th day of January, 1999.

John Y. Brown, III

JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky

tbates/0209688

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