

X F99000004329 X

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Souvenir City of Perdido Key, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam: 00789-00134-00071

W99-12049

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:

George Franklin
(Name of Person)
Souvenir City
(Firm/Company)
14550 Perdido Key Drive
(Address)
Perdido Key FL 32507
(City/State/Zip)

200002881522-1
-05/20/99-01090-001
****78.75 ****78.75

200002881522-1
-08/19/99-01058-003
****4526.25 ****4526.25

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
AUG 19 AM 9:39
FILED

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

George Franklin at (850) 492-2320
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Document Examiner	W.H.
Updater	W.H.
Updater	
Verifier	
Acknowledger	
W. P. Verger	

FO(P)
W.H.
W.H.
8/20

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

PF \$4,526.25
FF 70.00
Cus 8.75



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 8, 1999

GEORGE FRANKLIN
14550 PERDIDO KEY DRIVE
PERDIDO KEY, FL 32507

SUBJECT: SOUVENIR CITY OF PERDIDO KEY, INC.
Ref. Number: W99000012049

We have received your document for SOUVENIR CITY OF PERDIDO KEY, 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 \$10,526.25.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 199A00028498

MURCHISON & SUTLEY, L.L.C.

Attorneys at Law

Mary E. Murchison
Laurence P. Sutley
David J. Thies
Spencer E. Davis, Jr.*

Of Counsel:
William E. Scent
*Also Licensed in Florida

(334) 943-1579
(334) 943-2675 Fax

Street Address:

1600 N. McKenzie Street
Foley, Alabama 36535

Mailing Address:

Post Office Box 1320
Foley, Alabama 36536

July 20, 1999

Division of Corporations
Attn: Gerald York, General Counsel
Post Office Box 6327
Tallahassee, Florida 32314

Re: Souvenir City of Perdido Key, Inc.

Dear Mr. York:

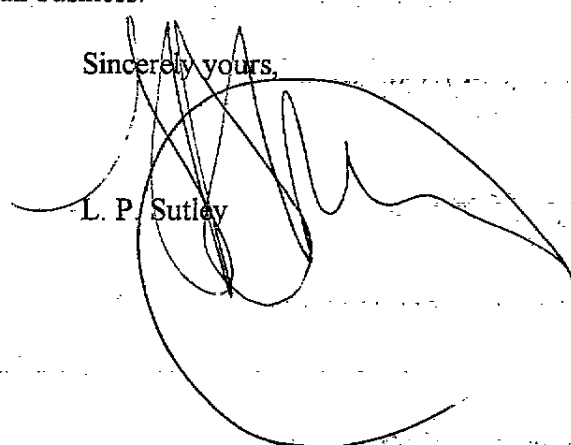
I represent a small family-owned business by the name of Souvenir City of Perdido Key, Inc., a small souvenir and gift shop on the outskirts of Pensacola along Perdido Key near the border with Alabama. Back in 1990 this company purchased business licenses, received tax identification numbers, and began selling souvenirs, shells, and other items to the tourists that drove along the beach road. Each year since its inception it has filed tax returns, filed employees' taxes, purchased business licenses, and did every other act it thought it was supposed to do in order to pay its fair share of its tax responsibilities. A few years after going into business it was sold to the current stockholders who are the daughter and son-in-law of the original owner. At no time in the past has it ever been sued, nor has it ever been cited for failure to abide by any state law, regulation, or other mandatory requirement of law. In fact, until it received a letter dated June 8, 1999, from the Florida Department of State, a copy attached, no one had any idea that the business had not complied with all of the rules or regulations. I pulled the original file in my office to determine what, if any, activity had taken place with this small family-run business as I had not heard from them in many years, and discovered that the last notation in my file was from 1992. The failure to file qualifications to do business was inadvertent at best and never designed to attempt to circumvent any obligation of the corporation in any way. A quick perusal of the tax and other records required to be filed in Escambia County, Florida, or with the State of Florida will reveal that in all respects this small family-run business has never failed to file any documents, pay any tax, or do any other thing requested or required by the State.

My client is requesting a remittance of the penalty fees in full with the caveat that all back reporting fees must be paid, and appropriate documents requesting qualification to

do business within the State being filed. I have enclosed copies of the forms requesting the State of Florida to allow this small company to qualify to do business in the State, as well as certificate in good standing with the State of Alabama from its Secretary of State, and this request for remittance of the penalty. It seems to me the purpose of civil penalties is to punish those who, for whatever reasons, choose to attempt to circumvent the laws of a particular state or governmental entity, usually for personal gain, without regard to the responsibilities inherent of such businesses to the communities in which they operate. That is not the case here, nor has it ever been. Souvenir City of Perdido Key has employed and paid Florida residents to work, paid all fees, expenses, and taxes when requested or required when they were known to be paid, has not conducted its business in a manner to clog up the Florida courts with pointless/useless or frivolous litigation and is only requesting the remittance of the civil penalty because the purpose for the penalty and the remedial action for which it is imposed is inappropriate in this instance. Your consideration to this matter would be greatly appreciated especially in light of the State's demand for this huge sum of money to this small business.

Sincerely yours,

L. P. Sutley



LPS/gd

cc: Certificate of Good Standing-Alabama



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 23, 1999

L.P. SUTLEY, ESQUIRE
MURCHISON & SUTLEY, L.L.C.
PO BOX 1320
FOLEY, AL 36536

SUBJECT: SOUVENIR CITY OF PERDIDO KEY, INC.
Ref. Number: W99000012049

- ✓ We have received your document for SOUVENIR CITY OF PERDIDO KEY, 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:
- ✓ The certificate of existence must be issued within the last 90 days by the Secretary of State which has custody of the records in the jurisdiction under the laws of which the above listed entity is incorporated/organized.
- ✓ A photocopy of the certificate of existence is not acceptable.
- ✓ Your letter dated July 20, 1999, requesting a reduction/abatement of penalty fees has been forwarded to Mr. Gerald York for appropriate consideration. Meanwhile, we suggest that you contact the Alabama Secretary of State's office regarding the certificate of existence.
- ✓ We apologize for having failed to mention this deficiency in our letter of June 8, 1999.
- ✓ If you have any questions concerning the filing of your document, please call (850) 487-6911.

Brenda Tadlock
Sr. Corporate Section Administrator

Letter Number: 799A00037822



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

TO: Gerry York, Asst. General Counsel

FROM: Brenda L. Tadlock, Supervisor, Registration Section

DATE: July 23, 1999

SUBJECT: SOUVENIR CITY OF PERDIDO KEY, INC. (W99000012049)

Pursuant to Mr. L.P. Sutley's letter of July 20, 1999, which is attached, we are forwarding the attached documentation regarding SOUVENIR CITY OF PERDIDO KEY, INC. for your information and review.

Please be advised the file appears to meet the filing requirements stipulated by the Florida Statutes with the exception of a certificate of existence and any annual report or penalty fees that may be due this office.

I have notified Mr. Sutley that his letter has been forwarded to you for appropriate consideration and that a certificate of existence is needed to complete the filing. Please refer to my letter dated July 23, 1999.

Should you have any questions concerning this matter, please do not hesitate to contact me.

/blt

Attachments

RECEIVED
JUL 26 1999

Office of General Counsel
Department of State

www.Sunbiz.org



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
OFFICE OF THE GENERAL COUNSEL

F A C S I M I L E T R A N S M I T T A L

TO FAX NUMBER: (334) 943-2675

Please deliver the following pages to:

NAME: Laurence P. Sutley, Esq.,

COMPANY: Representing: Souvenir City of Perdido Key, Inc.

CITY/STATE: Foley, Alabama

SENDER: Gerard T. York, Esq.,
Assistant General Counsel

DATE/TIME: 07/28/99 1:18 PM

NUMBER OF PAGES (including transmittal sheet):2

FROM FAX: 850/922-5763 (Suncom 292-5763)

COMMENTS: Thank you for contacting the Florida Department of State. This facsimile is in response to your letter of July 20, 1999, and our conversation today.

Souvenir City of Perdido Key, Inc., has filed an application for a Certificate of Authority indicating it has transacted business in Florida since 1990, in which case \$10526.25 in annual report fees and penalties is now due. To avoid litigation, however, we would offer to settle this matter of annual report fees and statutory penalties for the amount of \$4526.25, reflecting annual report fees from 1990 of \$1526.25 and statutory penalties assessed in a lump sum of \$3000 to avoid litigation. Upon receipt of a check for \$4526.25 payable to the Department of State, Division of

Corporations, I will instruct the Division of Corporations to issue Souvenir City of Perdido Key, Inc. a Certificate of Authority to transact business in Florida. Please mail the check to this attorney at: Office of General Counsel, LL-10, The Capitol, Tallahassee, Florida 32399-0250. Please do not hesitate to contact me should you have any questions.

If there are any problems in receiving this transmission, call Jane at 850/414-5536 or Suncom 994-5536.

LL-10 • THE CAPITOL • TALLAHASSEE, FLORIDA 32399-0250



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: August 9, 1999

RE: Souvenir City of Perdido Key, Inc.

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1990 of \$1526.25 and foreign non-qualified penalties for the same period of \$3000.00 assessed in a lump sum to avoid litigation and wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty

MURCHISON & SUTLEY, L.L.C.
Attorneys at Law

Mary E. Murchison
Laurence P. Sutley
David J. Thies
Spencer E. Davis, Jr.*

Of Counsel:
William E. Scent
*Also Licensed in Florida

(334) 943-1579
(334) 943-2675 Fax

Street Address:
1600 N. McKenzie Street
Foley, Alabama 36535

Mailing Address:
Post Office Box 1320
Foley, Alabama 36536

August 17, 1999

Division of Corporations
Attn: Brenda
Post Office Box 6327
Tallahassee, Florida 32314

Re: **Souvenir City of Perdido Key, Inc.**

Dear Brenda:

Enclosed is the certificate you requested from the State. If you need anything else, please let me know. Thanks for your help.

Sincerely yours,


Gay Dean

Enclosure

c: Souvenir City of Perdido Key

**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. Souvenir City of Perdido Key, 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 3. 621428709
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4/18/90 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 5/17/90
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 14550 Perdido Key Drive
Perdido Key FL 32507
(Current mailing address)
8. retail
(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: George Franklin

Office Address: 14550 Perdido Key Drive
Perdido Key, Florida, 32507
(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.

[Signature]
(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.

99 AUG 19 AM 9:38

FILED

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: George Franklin

Address: 14550 Perdido Key Drive
Perdido Key FL 32507

Vice President: _____

Address: _____

Secretary: Andrew Franklin

Address: 14550 Perdido Key Drive
Perdido Key FL 32507

Treasurer: _____

Address: _____

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)

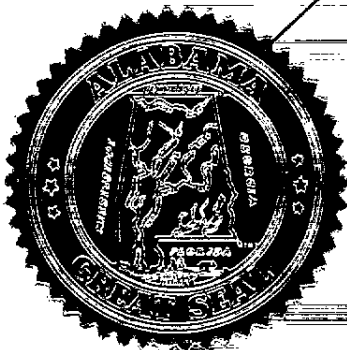
14. GEORGE O. FRANKLIN IV PRESIDENT

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

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 Souvenir City of Perdido Key, Inc. incorporated in Baldwin County, Foley, Alabama on April 18, 1990. I further certify that the records do not disclose that said Souvenir City of Perdido Key, Inc. has been dissolved.



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.

August 16, 1999

Date

A handwritten signature in cursive script, reading "Jim Bennett".

Jim Bennett

Secretary of State