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THOMPSON COBURN

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August 27, 1999

Tonie R. Hampton
Legal Assistant
314-552-6180
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VIA FEDERAL EXPRESS

Florida State Department
Qualification/Tax Lien Section
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

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*****87.50 *****87.50

Re: Jim Thompson & Co., Inc.

W99-20418

Ladies and Gentlemen:

In order to obtain authority for Jim Thompson & Co., Inc., a Delaware corporation, to transact business in the State of Florida, enclosed herewith for filing are the following documents:

1. An executed Application by Foreign Corporation for Authorization to Transact Business in Florida and Transmittal Letter;
2. A certified Certificate of Good Standing from the State of Delaware;
3. A letter of acceptance from CT Corporation System to act as registered agent in Florida; and
4. A check made payable to the Florida Department of State in the amount of \$87.50.

Should you have any questions or comments concerning any of the above, or if you should require any further documentation, please do not hesitate to contact the undersigned.

Thank you for your attention to this matter.

Very truly yours,

THOMPSON COBURN LLP

By: Tonie R. Hampton
Tonie R. Hampton

8 pgs

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Enclosures

cc: Benjamin H. Hulsey, Esq. (w/encls.)
Laura K. Thompson (w/o encls.)

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Jim Thompson & Co., Inc.
(Name of corporation - must include suffix)

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:

Tonie R. Hampton
(Name of Person)

Thompson Coburn LLP
(Firm/Company)

One Mercantile Center, Suite 3432
(Address)

St. Louis, Missouri 63101
(City/State/Zip)

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

Tonie R. Hampton at (314) 552-6180
(Name of Person) (Area Code & Daytime Telephone Number)

STREET 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

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 2, 1999

TONIE R. HAMPTON
THOMPSON COBURN
ONE MERCANTILE CENTER
ST. LOUIS, MO 63101-1693

SUBJECT: JIM THOMPSON & CO., INC.
Ref. Number: W99000020418

We have received your document for JIM THOMPSON & CO., INC. and your check(s) totaling \$87.50. 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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 499A00043844

THOMPSON COBURN

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Attorneys at Law*

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September 7, 1999

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VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399
Attention: Mr. Lee Rivers

Re: Jim Thompson & Co., Inc.

Dear Mr. Rivers:

In connection with Jim Thompson & Co., Inc. and pursuant to your letter to me of September 2, 1999, enclosed is the corrected first page of the Application by Foreign Corporation for Authorization to Transact Business in Florida (the "Application") (said first page of the Application was returned to me with the September 2, 1999 letter). The corrected page of the Application answers item number 6, the date the company first transacted business in Florida, as "upon qualification," per the instructions set forth in your September 2, 1999 letter, a copy of which is also enclosed.

Should you need anything further, please do not hesitate to contact me.

Thank you for your attention to this matter.

Very truly yours,

THOMPSON COBURN LLP

By: 

Tonie R. Hampton

**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. Jim Thompson & Co., 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. Delaware 3. 13-3691946
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 6, 1993 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1 Jim Thompson Way
Blackwell, Missouri 63626
(Current mailing address)
8. Any act permitted of corporations in Delaware
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

CONSENT ATTACHED HERETO

(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)

ACCEPTANCE OF APPOINTMENT

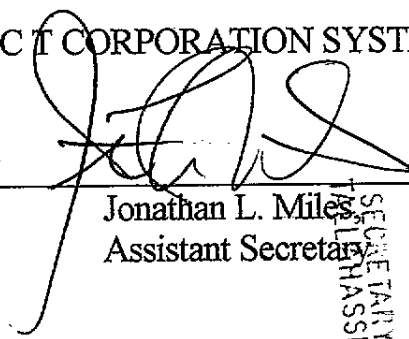
RE: JIM THOMPSON & CO., INC.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: August 20, 1999

C T CORPORATION SYSTEM

By


Jonathan L. Miles
Assistant Secretary

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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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: James Thompson

Address: 1 Jim Thompson Way

Blackwell, Missouri 63626

Chief Financial Officer: _____

~~Vice President~~

Laura K. Thompson

Address: 1 Jim Thompson Way

Blackwell, Missouri 63626

Vice President--Operations: _____

~~Secretary~~

Wayne Campbell

Address: 1 Jim Thompson Way

Blackwell, Missouri 63626

Vice President--Sales: _____

~~Treasurer~~

Charlie Salerno

Address: 1 Jim Thompson Way

Blackwell, Missouri 63626

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

13. Laura K. Thompson
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Laura K. Thompson Chief Financial Officer
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "JIM THOMPSON & CO., INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF AUGUST, A.D. 1999.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

08-11-99

DATE: