

F990000004925

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: NEW CHAPTER, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

300002947703--8
-08/02/99--01116--012
*****78.75 *****78.75

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:

300002947703--8
-09/23/99--01088--003
*****650.00 *****650.00

KELLI ROONEY

(Name of Person)

NEW CHAPTER, INC.

(Firm/Company)

P.O. Box 1947

(Address)

BRATTLEBORD, VT

(City/State/Zip)

W99-18313

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

KELLI ROONEY

(Name of Person)

at (802) 257-2723

(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

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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



NEWCHAPTER®

August 25, 1999

Agnes Lunt
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Ref Number: W99000018313
Letter Number: 299A00039993

Dear Ms. Lunt:

I have received your letter requesting annual report and penalty fees.

I am requesting that you reevaluate this request and consider the following circumstances:

We are a manufacturer and wholesaler of food supplements located and incorporated in the State of Vermont. Natural Food Stores order our products for retail sales in their stores. Previously, we have only had employees located in the State of Vermont and anyone else involved in the sale of our products nationally was an independent contractor. We have never transacted any business in Florida other than Retail establishments purchasing our products wholesale out of Vermont.

The only change to this operation occurred when the corporation decided to directly hire some sales representatives that were not located within Vermont. Our first hire was an employee who resides in the State of Florida. This employee is a traveling sales representative who performs the same functions that the independent contractors across the country did, they now just work solely for our corporation instead of representing several companies.

Upon deciding to directly hire this employee, we contacted our Certified Public Accountant's office to handle the filing of all necessary paperwork in your state. The Accountant informed us that all the necessary paperwork had been filed, which included withholding, unemployment, etc. We were advised by them that nothing else was needed.

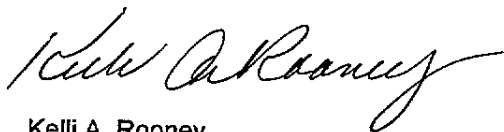
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We later discovered that our Workers' Compensation insurance package did not include the State of Florida, and it was during the application process for the Workers' Compensation in Florida that we were requested to provide a *"registration number of your business on file with the Division of Corporations, Department of State's Office (NOTE: your partnership may not have one, but all corporations must have one...)"*. I have attached a copy of this form as an example of what I speaking of. This may mean for companies incorporated in the State of Florida only, but it doesn't state that. It states that all corporations must have one. Therefore, we filed an application to obtain one, trying, as we understood we had been, to follow all laws in your state.

Please contact me at your earliest convenience to discuss this if you will. I am unclear as to whether we really do need to be filing for this. Again, our accountant had informed us that all the necessary filings were complete. Am I to assume then that this is not a necessary filing, and it is listed on the Workers' Compensation application for **Florida** Corporations only, and does not apply to a Vermont Corporation??

I thank you for your attention to this matter. I look forward to your response.

Sincerely,



Kelli A. Rooney
Project Manager
New Chapter, Inc.

Enclosure

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 6, 1999

KELLI ROONEY
NEW CHAPTER, INC.
P.O. BOX 1947
BRATTLEBORO, VT 05302

SUBJECT: NEW CHAPTER, INC.
Ref. Number: W99000018313

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We have received your document for NEW CHAPTER, 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 \$1150.00.

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 notarized 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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 299A00039993



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: September 21, 1999

RE: New Chapter, 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 1998 of \$150.00 and foreign non-qualified penalties of \$ 500.00 assessed at the statutory minimum of \$500.00 per year. Corporation wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty

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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. NEW CHAPTER, 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. VERMONT 3. 03-0301418
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1/2/86 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 11/1/98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 22 HIGH ST., 4TH FLR
P.O. BOX 1947, BRATTLEBORD, VT 05302
(Current mailing address)

8. WHOLESALE REPRESENTATION OF FOOD SUPPLEMENTS
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

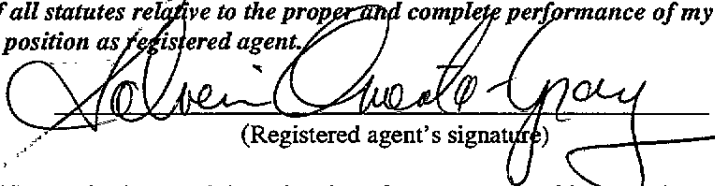
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System

Office Address: c/o CT Corporation System 1200 South Pine Island Rd.
Plantation, Florida, 33324
(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)

**SALVINA AMENTA-GRAY
SPECIAL ASSISTANT SECRETARY**

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)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: PAUL SCHULICK

Address: 222 KIPLING RD.
BRATTLEBORD, VT 05301

Vice Chairman: THOMAS M. NEWMARK

Address: 704 CORDELL COURT
ST. LOUIS, MO 63132

Director: <u>RUTH AUSTIN</u>	<u>JAKOB MEDVE</u>	<u>ALAN JOHNSON</u>
Address: <u>RRI BOX 291</u> <u>PUTNEY, VT 05346</u>	<u>8251 MARYLAND AVE</u> <u>ST. LOUIS, MO 63105</u>	<u>7733 FORSYTH BLVD</u> <u>ST. LOUIS, MO 63105</u>
Director: <u>DR. RICHARD SARNAT</u>	<u>HERB LEWIS</u>	<u>DR. PETER D'ADAMO</u>
Address: <u>2926 WILMETTE AVE</u> <u>WILMETTE, IL 60091</u>	<u>47 HALLIWELL DR.</u> <u>STAMFORD, CT 06902</u>	<u>218 BENEDICT HILL RD.</u> <u>NEW CANAAN, CT 06840</u>

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

President: THOMAS M. NEWMARK

Address: 704 CORDELL COURT
ST. LOUIS, MO 63132

Vice President: HERB LEWIS

Address: 47 HALLIWELL DR.
STAMFORD, CT 06902

Secretary: TREASURER RUTH AUSTIN

Address: RRI BOX 291
PUTNEY, VT 05346

CEO
Treasurer: PAUL SCHULICK

Address: 222 KIPLING RD.
BRATTLEBORD, VT 05301

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

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. RUTH AUSTIN, SECRETARY / TREASURER
(Typed or printed name and capacity of person signing application)

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STATE OF VERMONT
OFFICE OF SECRETARY OF STATE

Certificate of Good Standing

I, Deborah L. Markowitz, Secretary of State of the State of Vermont, do hereby certify that according to the records of this office

NEW CHAPTER, INC.

a corporation formed under the laws of the State of Vermont

was filed for record in this office on January 2, 1986

I further certify that the corporation has perpetual duration, that its most recent annual report is on file, and that articles of dissolution have not been filed.

July 21, 1999

Given under my hand and the seal
of the State of Vermont, at
Montpelier, the State Capital

Deborah L. Markowitz

Deborah L. Markowitz
Secretary of State



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