

F99000005129

CT CORPORATION SYSTEM

1201 Peachtree Street, NE
Atlanta, GA 30361
Tel. 404 888 7796
Fax 404 888 7795

April 5, 1999

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

400002833274--6
-04/08/99--01070--002
*****78.75 *****78.75

Re: NK Lawn & Garden Co.

400002833274--6
-10/05/99--01044--001
***4065.00 ***4065.00

Dear Sir or Madam:

W99-8521
F99-5129

As requested by counsel, we enclose for filing an Application for Certificate of Authority on behalf of this company, together with funds in payment of the required fees. This document should be filed as soon as possible.

A-698

Evidence of the filing should be returned to:
Paula D. Potter, Accounting Manager
NK Lawn & Garden Co.
PO Box 24028
Chattanooga, TN 37422-4028

If you have any questions or if for any reason the filing cannot be effected promptly, please notify Ms. Potter at her office of the details by calling (423) 954-2934.

Very truly yours,

John Harris

John Harris
Customer Specialist

jh

Enclosure(s)

✓Cc: Paula D. Potter

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TALLAHASSEE FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 9, 1999

PAULA D. POTTER, ACCOUNTING MANAGER
NK LAWN & GARDEN CO.
PO BOX 24028
CHATTANOOG, TN 37422-4028

SUBJECT: NK LAWN & GARDEN CO.
Ref. Number: W99000008521

We have received your document for NK LAWN & GARDEN CO. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that NK LAWN & GARDEN CO. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates November 1, 1993, as the initial date of transacting business in the State of Florida. Please contact this office concerning the date first transacted business in Florida.

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 \$7,065.00.

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 Specialist

Letter Number: 799A00018117



NK LAWN & GARDEN CO.
6072 Shallowford Road
Chattanooga, Tennessee 37421
P.O. Box 24028
Chattanooga, Tennessee 37422-4028

August 18, 1999

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: NK Lawn & Garden Co. Ref. Number: W99000008521

To Whom It May Concern:

I am writing in response to your letter dated April 9, 1999. This letter states that our Application for Authority to Transact Business in Florida, and payment of \$78.75 have been received, but not filed. I apologize for the delay in replying to that letter. After seeing the large amount being charged to us in fees and penalties, I decided to do more research.

When I received the first letter along with the application, I forwarded everything to our accounting firm. They responded that we did need to register. That is when I filed the original application, which you now have. After receiving the letter on April 9, I forwarded the information to our attorney's office. After much debate, they complied with our accounting firm.

I have spoken to Lee Rivers and he explained that more than likely the figure of \$7,065.00 is the maximum penalty for our situation. I would like to kindly request a waiver, or at least a reduction in penalties and fees. NK does want to continue to do business in Florida, and is very interested in complying with all rules and regulations, I must confess that I did not know this statute existed. I have only been in this position for one year, and mistakenly assumed all taxes, rules and regulations had been met. Please consider this request knowing that your decision will be expedited upon notification.

Cordially,

A handwritten signature in cursive script that reads 'Paula D. Potter'.

Paula D. Potter
Controller
(423) 954-2934

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TALLAHASSEE FLORIDA

PHONE: (423) 499-4488
FAX: (423) 499-0276

954 2911



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: August 30, 1999

RE: NK Lawn & Garden Company

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 1993 of \$1065 and foreign non-qualified penalties for the same period of \$3000.00 assessed at the statutory minimum of \$500.00 per year 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

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TALLAHASSEE FLORIDA

**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. NK Lawn + Garden Company
(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. U.S.A. - Delaware
(State or country under the law of which it is incorporated)
3. 13-3593975
(FEI number, if applicable)
4. June 6, 1990
(Date of Incorporation)
5. Perpetual
(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. 6072 Shallowford Rd.
Chattanooga TN 37421
(Current mailing address)
8. Wholesale Seed Packet Distribution
(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 acceptable)**
Name: CT Corporation Systems
Office Address: 1200 South Pine Island Rd
Plantation, Florida, 33324
(Zip Code)

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TALLAHASSEE, FLORIDA

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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.

Mary R. Adams
(Registered agent's signature)

**MARY R. ADAMS
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)

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

Chairman: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See Attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

13. Steve J. Streber
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Steve J. Streber, Vice President
(Typed or printed name and capacity of person signing application)

**Officers and Directors
NK Lawn & Garden Company
1999**

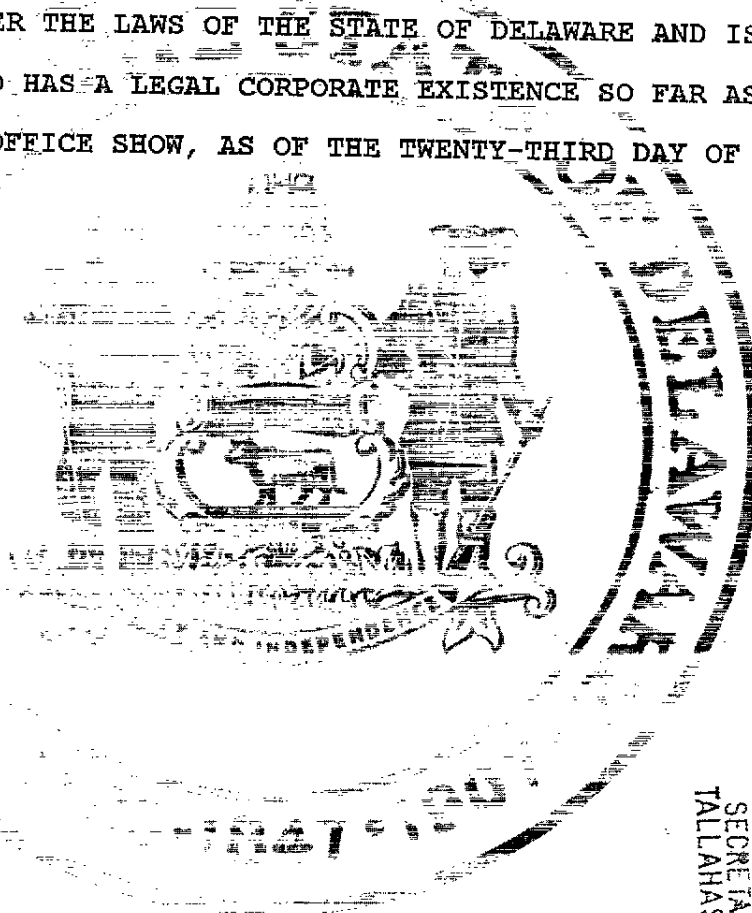
<u>Name</u>	<u>Title</u>	<u>Address</u>
William G. Abel	President and CEO Director	NK Lawn and Garden Co. 6072 Shallowford Road Chattanooga, TN 37421
Steve J. Streber	Vice-President - Finance and Administration	NK Lawn and Garden Co. 6072 Shallowford Road Chattanooga, TN 37421
Steven F. Wright	Vice-President - Production and Procurement	NK Lawn and Garden Co. 3701 Amnicola Highway Chattanooga, TN 37406
Fred C. Danforth	Director	Capital Resource Partners 175 Portland Street, Suite 300 Boston, MA 02114
Richard Schreiber	Director	Dimeling, Schreiber & Park 1629 Locust Street Philadelphia, PA 19103
John O'Mara	Director	Citicorp Venture Capital 399 Park Avenue, 14th Floor New York, NY 10043

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TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NK LAWN & GARDEN CO." 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 TWENTY-THIRD DAY OF MARCH, A.D. 1999.



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TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2232478 8300

991098384

DATE: 9643172

03-23-99