

# F99000005550

## TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: NulWall Systems, Incorporated  
(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:

John F. Moye  
(Name of Person)

NulWall Systems, Inc.  
(Firm/Company)

P.O. Box 271  
(Address)

Armuchee, Georgia 30105  
(City/State/Zip)

000002844000--6  
-10/26/99--01073--001  
\*\*\*\*\*465.00 \*\*\*\*\*465.00

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

000002844000--6  
-04/19/99--01113--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

John F. Moye at (706) 235-0500 = W99-9293  
(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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13  
AL  
09 OCT 25 PM 2:00



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 20, 1999

JOHN F. MOYE  
NUWALL SYSTEMS, INC.  
P.O. BOX 271  
ARMUCHEE, GA 30105

SUBJECT: NUWALL SYSTEMS, INC.  
Ref. Number: W99000009293

We have received your document for NUWALL SYSTEMS, 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:

Please be specific as to the date your corporation first transacted business in Florida. This office is required to collect a civil penalty and annual report fees for past years the corporation was required to have authority.

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) 487-6094.

Agnes Lunt  
Document Specialist

Letter Number: 199A00020337

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 OCT 25 PM 2:00

LAW OFFICES OF MICHAEL MORAN

1800 SECOND STREET  
SUITE 850  
SARASOTA, FLORIDA 34236

MICHAEL A. MORAN  
DAVID A. ALTIER  
MICHAEL T. ROBERTSON

941/366-1800  
FAX 941/954-7101

July 12, 1999

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

Re: NuWall Systems, Inc., Ref. No. W99000009293

Dear Ms. Lunt:

Enclosed is a sworn affidavit complete with a statement indicating that erroneous information listed on the application and the correct date that NuWall Systems, Inc. began transacting business in Florida pursuant to Section 607.1401, Florida Statutes.

If you need further information regarding this filing, please call me at (941) 366-1800.

Sincerely,



David Altier

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 OCT 25 PM 2:00



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 12, 1999

DAVID ALTIER, ESQ.  
1800 SECOND STREET  
SUITE 850  
SARASOTA, FL 34236

SUBJECT: NUWALL SYSTEMS, INC.  
Ref. Number: W99000009293

We have received your document for NUWALL SYSTEMS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 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.

The document must contain the entity's complete mailing address.

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) 487-6094.

Agnes Lunt  
Document Specialist

Letter Number: 299A00040782

FILED STATE  
DIVISION OF CORPORATIONS  
99 OCT 25 PM 2:00

LAW OFFICES OF MICHAEL MORAN

1800 SECOND STREET  
SUITE 850  
SARASOTA, FLORIDA 34236

MICHAEL A. MORAN  
DAVID A. ALTIER  
MICHAEL T. ROBERTSON

941/366-1800  
FAX 941/954-7101

August 26, 1999

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

Re: NuWall Systems, Inc., Ref. No. W99000009293

Dear Ms. Lunt:

I spoke with you earlier regarding the possibility of reducing the civil penalty of \$1,000 for each year that NuWall Systems, Inc. transacted business in Florida. Section 607.1501(4) provides for a civil penalty of not less than \$500 or more than \$1,000 for each year during which a corporation transacts business in Florida without a certificate of authority.

According to your Letter No. 299A00040782, dated August 12, 1999, NuWall Systems, Inc. would be required to pay report and penalty fees of \$3465.00. Payment of this amount would pose a substantial hardship on the corporation. First, NuWall Systems, Inc. was under the mistaken impression that it was not required to obtain authorization because it was providing services through an independent contractor. Secondly, NuWall Systems, Inc. is a family-owned business that has fallen on difficult times due to several delinquent accounts receivables and the illness of its President. NuWall Systems has been forced to temporarily suspend its operations and dismiss its employees because of these difficulties.

NuWall Systems, Inc. sincerely wishes to comply with the Department of State and pay its delinquent annual report fees and penalties, but it cannot afford the \$1,000 yearly penalty for transacting business in Florida without authorization. I respectfully request that the Department of State consider reducing the penalty fees to the \$500 per year level or some similar compromise.

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
99 OCT 25 PM 2:00

Letter to Department of State  
August 25, 1999  
Page Two

If you need any further information regarding this request,  
please call me at (941) 366-1800.

Sincerely,

A handwritten signature in black ink, appearing to read "David Altier", written over a horizontal line.

David Altier

cc/enc/

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
SEP 01 25 PM 2:00

**AFFIDAVIT**

FILED STATE  
SECRETARY OF COMMERCE  
93 OCT 25 PM 2:00

STATE OF Georgia

COUNTY OF Floyd

BEFORE ME, the undersigned authority, personally appeared,  
JOHN MOYE, who after being duly sworn, deposes and says:

1. I am an duly authorized agent of NUWALL SYSTEMS, INC.,  
a Georgia corporation.

2. Erroneous information was listed on NUWALL SYSTEMS,  
INC.'s Application By Foreign Corporation For Authorization To  
Transact Business In Florida.

3. NUWALL SYSTEMS, INC.'s Application stated that the date  
it first transacted business in Florida was "about 1994 or  
before," when that date represented the date of NUWALL SYSTEMS,  
INC.'S incorporation in Georgia.

4. NUWALL SYSTEMS, INC.'s Application should have stated  
that January 15, 1996 was the date that NUWALL SYSTEMS, INC. first  
transacted business in Florida as defined in Florida Statute  
607.1501.

**FURTHER THE AFFIANT SAYETH NOT**

  
JOHN MOYE

STATE OF Georgia

COUNTY OF Floyd

The foregoing instrument was acknowledged before me this  
15 day of June, 1999, by JOHN MOYE,

who is personally known to me or who did produce \_\_\_\_\_  
as identification and who did/did not take an oath.

My Commission expires:

04/08/00

Jay Littlejohn  
Notary Public

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 OCT 25 PM 2:00



LAW OFFICES OF MICHAEL MORAN

1800 SECOND STREET  
SUITE 850  
SARASOTA, FLORIDA 34236

MICHAEL A. MORAN  
DAVID A. ALTIER  
MICHAEL T. ROBERTSON

941/366-1800  
FAX 941/954-7101

October 5, 1999

RECEIVED  
OCT 07 1999

Mr. Gerald York  
Department of State  
General Counsel's Office  
LL10, The Capitol  
Tallahassee, FL 32399-0250

Office of General Counsel  
Department of State

Re: NuWall Systems, Inc., Ref. No. W99000009293

Dear Mr. York:

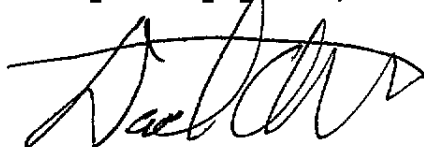
I spoke with you recently about reducing the civil penalty of \$1,000 for each year that NuWall Systems, Inc. transacted business in Florida without authorization. You indicated that a substantial reduction of the current \$3465.00 in report and penalty fees could be had if NuWall Systems, Inc. could provide copies of its Federal Income Tax returns.

I have enclosed NuWall Systems, Inc.'s Federal Income Tax Returns for 1998, 1997, and 1996. As you can see, NuWall's income for 1998 and 1997 was under \$3,000.00, and its 1996 return shows a loss of over \$30,000.00. I hope these returns provide all the information you need for a reduction in NuWall's penalty fees.

After reviewing these documents, please let me know the amount NuWall Systems, Inc. must pay to obtain authorization to transact business in Florida.

Thank-you for your attention to this matter.

Very truly yours,



David Altier

**Copies furnished to:**  
NuWall Systems, Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 OCT 25 PM 2:00



# *Department of State*

## *Memorandum Office of the General Counsel*

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TO: File

FROM: Gerard York, Assistant General Counsel

DATE: October 14, 1999

RE: NuWall Systems, Inc.

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Based on my review of the file and the payments received from this profit corporation, it is my recommendation that this file be closed. Profit corporation has paid outstanding report fees from 1996 of \$465 and foreign non-qualified penalties are not collectable due to minimal cash flow for this entity, which wishes to be qualified to conduct its affairs in the State of Florida. Accordingly, it is recommended this corporation be issued a certificate of authority.

/gty

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
59 OCT 25 PM 2:00

**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. NuWall Systems, 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. GEORGIA 3. 58-2110994  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 13, 1994 5. Continuing  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. ~~About 1994~~ OR ~~before~~ January 15, 1996  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. PO Box 271  
ARMuchee, Ga 30105  
(Current mailing address)

8. Application of Paint; Textures; Wallcoverings  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

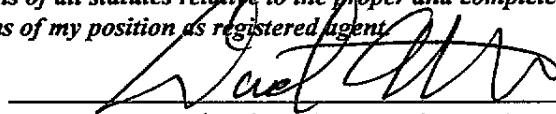
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: DAVID ALTIER

Office Address: 1800 SECOND STREET SUITE 850  
SARASOTA, Florida, 34236  
(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)

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.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
199 OCT 25 PM 2:00

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: John F. Moye

Address: 554 Floyd Springs Rd N.E.

Armuchee, Georgia 30105

Vice President: VERA M. Middleton

Address: 5692 Lakeside Drive

Union City, GA. 30291

Secretary: Sarah A. Moye

Address: 554 Floyd Springs Rd. N.E.

Armuchee, GA. 30105

Treasurer: SARAH A. Moye

Address: 554 Floyd Springs Rd N.E.

Armuchee, GA. 30105

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

13. John F. Moye  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John F. Moye, President  
(Typed or printed name and capacity of person signing application)

# Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : K90990991  
CONTROL NUMBER : K410256  
DATE INC/AUTH/FILED : 03/21/1994  
JURISDICTION : GEORGIA  
PRINT DATE : 04/09/1999  
FORM NUMBER : 211

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 OCT 25 PM 2:00

DAVID ALTIER  
1800 2ND ST., STE. 850  
SARASOTA FL 34236

## CERTIFICATE OF EXISTENCE

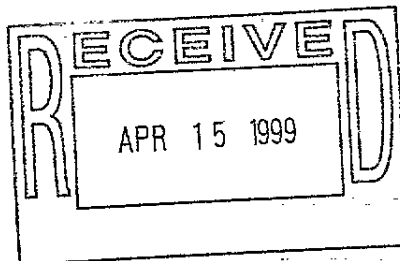
I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

### NUWALL SYSTEMS, INC. A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



*Cathy Cox*  
CATHY COX  
SECRETARY OF STATE