

# M00000000657

**KRING, COHEN,  
SAGESER &  
BESTEN, PSC**

**CERTIFIED PUBLIC ACCOUNTANTS**

400 OLD VINE  
SUITE 202  
LEXINGTON, KENTUCKY 40507

City/State/Zip

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

FILED  
00 APR - 6 AM 8:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
*[Signature]*

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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M00-657  
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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 7, 2000

KRING, COHEN, SAGESER & BESTEN, PSC  
400 OLD VINE  
SUITE 202  
LEXINGTON, KY 40507

SUBJECT: W.T. YOUNG, LLC  
Ref. Number: W00000006036

FILED  
00 APR -6 AM 8:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for W.T. YOUNG, LLC, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$1175.00.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

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/uniform business 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/uniform business report and penalty fees is \$1050.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, 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, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt  
Document Specialist

Letter Number: 000A00012522

**KRING, COHEN, SAGESER & BESTEN, PSC**  
**CERTIFIED PUBLIC ACCOUNTANTS**

400 OLD VINE STREET  
SUITE 202  
LEXINGTON, KENTUCKY 40507-1570

E. HUNT RAY III, CPA, CFP  
Email hunt@kcsbcpa.com

TELEPHONE 606-231-0541  
FACSIMILE 606-231-0592

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Re: W.T. Young, LLC

Please find enclosed the documents requested and checks for the filing fee and registered agent designation fee. Listed below is an explanation of the business transacted by the Company.

W.T. Young, LLC is a Kentucky LLC operating solely within Kentucky.  
W.T. Young, LLC is a partner in Overbrook Farm a Kentucky Partnership with a Thoroughbred Horse Farm located in Kentucky. The farm also includes racing activity at various race tracks throughout the United States.  
W.T. Young LLC does not operate in Florida, but does file a Florida Corporate return for Florida race purses received by Overbrook Farm and allocated to W.T. Young LLC. for there Partnership interest.

The Company was formed on August 23, 1999 and was the surviving entity in a merger with W. T. Young, Inc. The Corporation received a K-1 from the Partnership from December 1998 that was required to be listed on the fiscal year August 31, 1999 Corporate Return. This income was earned prior to the merger, but the LLC retained the same Federal ID number of the Corporation and was required to file a tax return for income earned prior to and subsequent to the merger. I am not sure that all the operations in Florida for the fiscal year 1999 were not performed prior to the merger.

W.T. Young LLC is enclosing the forms and all filing fees per your request. The Company respectfully requests abatement of the \$1,000.00 civil penalty for transacting business prior to qualification. The Company has always attempted to comply with all Florida Statutes and file all Returns timely. The Company does not operate or have a business presence in Florida except for the allocation of Partnership profits. The Company contacted Florida to notify them that the entity would be filing the same tax filings and under the same Federal ID number, to make sure of proper filing of all reports. The Company was then sent documents to file the Merger and reregister the Company. The Company completed and returned all documents as soon as possible.

Sincerely,



E. Hunt Ray III, CPA

FILED  
00 APR - 6 AM 8:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. W. T. YOUNG, LLC  
(Name of foreign limited liability company)

2. KENTUCKY 3. 61-0545498  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. AUGUST 23, 1999 5. PERPETUAL  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. AUGUST 23, 1999  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 2225 YOUNG DRIVE  
LEXINGTON, KENTUCKY 40589  
(Street address of principal office)

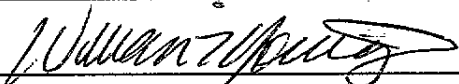
8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:  
SEE ATTACHED SCHEDULE I

FILED  
00 APR - 6 AM 8: 15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: PARTNER IN  
A THOROUGHBRED PARTNERSHIP ENGAGED IN HORSE RACING IN FLORIDA

  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

W. T. YOUNG, JR.  
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

W. T. YOUNG, LLC

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

1200 S. Pine Island Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

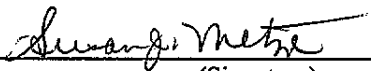
Plantation,

FL

33324

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..*



(Signature)

Susan J. Metze, Asst. Secretary

**\$ 100.00 Filing Fee for Application**  
**\$ 25.00 Designation of Registered Agent**  
**\$ 30.00 Certified Copy (optional)**  
**\$ 5.00 Certificate of Status (optional)**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 APR -6 AM 8:15

FILED

SCHEDULE I

William T. Young, Jr. 2225 Young Drive, P. O. Box 1110, Lexington, Kentucky 40589.

William T. Young as Trustee of the William T. Young Revocable Trust U/T/A dated July 5, 1999, and for the William T. Young Family Foundation, Inc. 2225 Young Drive, P. O. Box 1110, Lexington, Kentucky 40589.

Bank One as Trustee of Irrevocable Trust dated May 9, 1979 and Grandchildren's Trust dated December 28, 1976. 201 East Main Street, Lexington, Kentucky 40507



**John Y. Brown III  
Secretary of State**

**Certificate of Existence**

I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

**W. T. YOUNG, LLC**

is a limited liability company duly organized and existing under KRS Chapter 275, whose date of organization is August 23, 1999.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 275.190 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 14<sup>th</sup> day of February, 2000.

  
\_\_\_\_\_  
JOHN Y. BROWN III

Secretary of State  
Commonwealth of Kentucky

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