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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SEMCO LLC

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Lori A. Arnold, Paralegal

Name of Person

Spencer Fane Britt & Browne LLP

Firm/Company

1000 Walnut Street, Suite 1400

Address

Kansas City, MO 64106

City/State and Zip Code

larnold@spencerfane.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Peter Mirakian III

Name of Person

at (816) 292-8158

Area Code & Daytime Telephone Number

MAILING ADDRESS:

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

STREET ADDRESS:

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- ☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 20, 2011

LORI A. ARNOLD
SPENCER FANE BRITT & BROWNE LLP
1000 WALNUT STREET, STE. 1400
KANSAS CITY, MO 64106

SUBJECT: SEMCO LLC
Ref. Number: W11000003715

We have received your document for SEMCO LLC, however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$125.00.

The fee for the dissolution of SEMCO, INC. is \$35.00. This office cannot bill a credit card for payment. You must submit a check, cashiers check or money order for each filing.,

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) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 111A00001709

February 22, 2011



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

Re: SEMCO LLC

Dear Clerk:

I presently serve as the Manager of SEMCO LLC, a Missouri limited liability company, which is the surviving entity of a merger completed in 2010 with SEMCO Incorporated, a Missouri corporation. On the date the merger was completed, I was serving as Vice President and Chief Financial Officer of SEMCO Incorporated. On behalf of both entities, I caused to be filed documents to terminate SEMCO Incorporated's authority to transact business in the state of Florida and to obtain such authority for SEMCO LLC. I hereby consent on behalf of SEMCO Incorporated for SEMCO LLC to use the name "SEMCO" in Florida.

If you have any questions, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink that reads "Robert L. Brown II". The signature is written in a cursive style with a large, stylized "R" and "B".

Robert L. Brown II

RLB/laa

A Fine Woods Company

1800 East Pointe Drive
Columbia
Missouri
65201-3508

573/443-1481

Fax 573/443-8821
Fax 573/443-7749
Fax 573/888-5400

www.semcoinc.com

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

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

1. **SEMCO LLC**

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. **Missouri**

(Jurisdiction under the law of which foreign limited liability company is organized)

3. **44-0668021**

(FEI number, if applicable)

4. **9/3/2010**

(Date of Organization)

5. **Perpetual**

(Duration: Year limited liability company will cease to exist or "perpetual")

6. **Upon registration**

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. **1800 E. Pointe Drive**

Columbia, MO 65201

(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:

Robert L. Brown II, 1800 E. Pointe Drive, Columbia, MO 65201

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: **Any lawful business**
or activities under the laws of this state



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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Robert L. Brown II, Manager

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:

SEMCO LLC

If unavailable, the alternate to be used in the state of Florida is:

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

CT Corporation System

(Name)

1200 South 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, Florida Statutes.

Katherine Lackey Katherine Lackey Asst Sec.
(Signature)

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

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING

I, ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

SEMCO LLC
LC1083134

was created under the laws of this State on the 3rd day of September, 2010, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 14th day of January, 2011

A handwritten signature of Robin Carnahan in cursive script.

Secretary of State

