# MITODOOOGAI

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PICK-UP WAIT MAIL
* (Business Entity Name)
(Document Number)
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L. SELLERS FEB 2 2 2011
EXAMINER

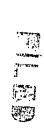
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#### **COVER LETTER**

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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 at (816 ) 292-8158
Name of Person Area Code & Daytime Telephone Number
MAILING ADDRESS: STREET ADDRESS: Division of Corporations Division of Corporations
Registration Section Registration Section P.O. Box 6327 Clifton Building
Tallahassee, FL 32314  2661 Executive Center Circle Tallahassee, FL 32301
Enclosed is a check for the following amount:
\$125.00 Filing Fee \$130.00 Filing Fee & Status Stat



#### 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.

Letter Number: 111A00001709

Leslie Sellers Regulatory Specialist II

www.sunbiz.org

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To:850 245 6030

February 22, 2011



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

Re:

SEMCO LLC

Dear Clerk:

RLB/laa

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.

1908 East Points Frive

A Flakt Woods Company

Calumbia Missouri 65201-3508

579/443-1481

Fox 573/443-6921 Fox 573/443-7749 Fox 573/886-5400

www.senicolivac.com

Robert L. Brown II

Robot & Brown X

WA 2698702.1

## . 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 RUSINESS IN THE STATE OF FLORIDA:

IMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:
SEMCO LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")
f 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 ompany," "L.L.C," "LLC.")
Missouri 3, 44-0668021
(Jurisdiction under the law of which foreign limited liability (FEI number, if applicable) company is organized)
9/3/2010 <sub>5.</sub> Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
Upon registration
(Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability)
1800 E. Pointe Drive
Columbia, MO 65201 (Street Address of Principal Office)
. If limited liability company is a manager-managed company, check here
Robert L. Brown II, 1800 E. Pointe Drive, Columbia, MO 65201
O. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in e jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a anslation of the certificate under oath of the translator must be submitted.)
1. Nature of business or purposes to be conducted or promoted in Florida: Any lawful business
or activities under the laws of this state
Politz Brown & 3
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.)

Typed or printed name of signee

Robert L. Brown II, Manager

### 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 L	lability Company is:
SEMCO LLC	
If unavailable, the alternate to	be used in the state of Florida is:
2. The name and the Florida s	treet address of the registered agent and office are:
CT Corpora	ion System
	(Name)
1200 South	Pine Island Road
FI	orida Street Address (P.O. Box NOT ACCEPTABLE)
Plantation	<sub>FL</sub> 33324
. <del></del>	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 Waltering Lackey Asot 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

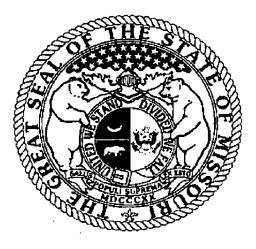
I, ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

#### 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

Polini Carmahan Secretary of State



Certification Number: 13473060-1 Reference:

Verify this certificate online at https://www.sos.mo.gov/businessentity/soskb/verify.asp