m98000001608

TRANSMITTAL LETTER

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To:	Qualification	/Tax Lien Section			
	Division of C				
SUE	BJECT:	John W. St	one Oil Distribut	or L.L.C.	
202		(Name of co	orporation - must include su	iffix)	
Dea	r Sir or Madam:				
The	enclosed "Annli	cation by Foreign Corpora	tion for Authorization to Ti	ransact Business in Flor	ida",
"Ce	rtificate of Existe	ence", and check are submi	itted to register the above re	eferenced foreign corpor	ration to
tran	sact business in I	Florida.	:	700002685	·
Plea	ase return all corr	respondence concerning th	is matter to the following:	-11/12/98	01031005 *****78.75
		Thomas .	J. Willis, Sr.	70000 2685	4979.
		(Name of Person)	-12/29/98 -12/29/98 ****215.00	01063001
		John W. Stone	Oil Distributor	L.L.C.	
			(Firm/Company)		
		י פו	D. Box 2010	<u> </u>	<u> </u>
			(Address)		
		G	tna. La. 70054		
		<u> </u>	tna, La. 70054 (City/State/Zip)		86 SIAIG
			(City/Ballar 2.4p)	(8 1.S.C. 3.3.S.C.
Sh	ould you need to	call someone concerning	this matter, please call:	;	FILE OF CO
					2 3 3 5 5 5 5 5 5 5 5 5 5
	Thomas J.	Willis, Sr. at (504) 366-34	401 <u> </u>	OF STATE RPORATION
	(Name of	Person)	(Area Code & Daytime	Telephone Number)	# 50 m
					S
Name					
	TREET ADDRE	SS:	MAILING AD	DRESS:	
Document _	1:C - ti/T I	Cian Spation	Qualification/T	ax Lien Section	
ران ب _{اسال} ن بدد. انا	ualification/Tax I ivision of Corpor	ations	Division of Con		
	9 E. Gaines St		P.O. Box 6327		-
	a llahassec, FL -32	2399	Tallahassee, FI	32314 C. TAX	15.0)
Updater			•	R. ACERT FEE	
Verifyer		mainable	biguoup ,	*	
Acknowledge	men t ညိုင်	oughours.	prefucuso 1		-8 - 12
W. P. Verifye	r iJCC	- AMICHE 10		N. DAIK	
vv. F. vernye				DALANCE DU REFUND	
J. C.	age	~ 00 0C	8001000	114 0116	<u>.</u> .



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

November 19, 1998

THOMAS J. WILLIS, SR. P.O. BOX 2010 GRETNA, LA 70054

SUBJECT: JOHN W. STONE OIL DISTRIBUTOR L.L.C.

Ref. Number: W98000026074

We have received your document for JOHN W. STONE OIL DISTRIBUTOR L.L.C. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

You have complete an application for a corporation to be authorized to transact business in Florida. You should have completed the application for a limited liability company to be authorized to transact business in Florida. Please complete the attached form and make all corrections that this letter advises you to do.

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) 487-6913.

Diane Cushing Corporate Specialist

Letter Number: 098A00055566

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:

John W. Stone Oi (Nar	.l _Dist。 L.L ne of foreign limited	liability compan	y)		
Louisiana isdiction under the law of which foreign limpany is organized)					
March 29, 1996 (Date of Organization)		Perp Duration: Year li exist or "perpetua	etual mited liability cor l")	npany will co	ease
Upon Qualif (Date first transacted business	fication in Florida. (See sect	ions 608.501, 608	3,502, and 817.155	5, F.S.) 😡	SIVIO
87 First St	treet		<u> </u>	<u> </u>	0
Gretna, La	. 70054	<u>-</u>	<u> </u>	29	or co
	(Street address of pri	incipal office)		P	공
t name, title, and business address of 1 manage the foreign limited liability	y company in Flo	rida: (attach ac	iditional page in	i necessary	₽
I manage the foreign limited liability NAME & ADDRESS:	y company in Flo	nda: (attach ad	DDRESS:	i necessary	₹5
I manage the foreign limited liabilit	y company in Flo TITLE: Pres. Hwy.	nda: (attach ad	DDRESS:	i necessary	₽
I manage the foreign limited liability NAME & ADDRESS: John W. Stone, Jr. 12266 Belle Chasse	y company in Flo TITLE: Pres. Hwy.	nda: (attach ad	DDRESS:	i necessary	₽
NAME & ADDRESS: John W. Stone, Jr. 12266 Belle Chasse Belle Chasse, La. 7	y company in Flo TITLE: Pres. Hwy. 0047	NAME & A	DDRESS:	i necessary	₽
I manage the foreign limited liability NAME & ADDRESS: John W. Stone, Jr. 12266 Belle Chasse	y company in Flo TITLE: Pres. Hwy. 0047	NAME & A	DDRESS:	i necessary	₽
NAME & ADDRESS: John W. Stone, Jr. 12266 Belle Chasse Belle Chasse, La. 7 Thomas J. Willis, S 4825 Ithaca Street	y company in Flo TITLE: Pres. Hwy. 0047	NAME & A	DDRESS:	i necessary	₽
NAME & ADDRESS: John W. Stone, Jr. 12266 Belle Chasse Belle Chasse, La. 7 Thomas J. Willis, S 4825 Ithaca Street	y company in Flo TITLE: Pres. Hwy. 0047	NAME & A	DDRESS:	i necessary	₹5
NAME & ADDRESS: John W. Stone, Jr. 12266 Belle Chasse Belle Chasse, La. 7 Thomas J. Willis, S 4825 Ithaca Street	y company in Flo TITLE: Pres. Hwy. 0047	NAME & A	DDRESS:	i necessary	₹5

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	e of the Limited Liability Company is:	
	John W. Stone Oil Dist. L.L.C.	
2. The nam	e and the Florida street address of the registered agent and office are:	
	Corporation Service Company (Name)	SECI
	Tallahassee, Al. 32301	N OF CO
	Florida street address (P.O. Box NOT ACCEPTABLE))RP OF S
		TATE ATTONS

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.

Aylua M. White (Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of	-
John W. Stone Oil DistL.I.C. certifies:	e management
1) the above named limited liability company has at least one member;	
2) the total amount of cash contributed by the member(s) is	\$ 216,691;
3) if any, the agreed value of property other than cash contributed by member(s) (A description of the property is attached and made a part hereto.) and	is \$ <i>§0,763,351</i> ;
4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is (This total includes amounts from 2 and 3 above.)	outed PRETARY PIL
The state of the s	ED OF STATE ORPORATIONS PM 3: 41
Signature of a member or an authorized representative of a (In accordance with section 608.408(3), Florida Statutes, the execution of affidavit constitutes an affirmation under the penalties of perjury that the stated herein are true.)	f this
John W. Stone, JrPresi Typed or printed name of signee	dent .
- J p to the printer hand to be believe	

Filing Fee: \$250.00 for Application and Affidavit

CONSOLIDATED BALANCE SHEET

John W. Stone Oil Distributor, L.L.C. and subsidiary (Ralph's Fleet, Inc.)

·		March 31	
		<u> 1998</u>	1997
	<u>ASSETS</u>		-
Current assets			
Cash	•	\$ 1,070,807	\$ 216,691
Accounts receivable - Trade, net of			
allowance for doubtful accounts			
1998 and 1997 \$101,679		21,123,279	29,147,418
Accounts receivable - Other	-	425,825	-
Prepaid and refundable income taxes		475,144	- '
Due from employees		7,030	29,604
Inventories, at cost		20,754,651	13,321,282
Other current assets		46,880	396,490
Total current assets		43,903,616	43,111,485
Investments and other assets			
Investment in partnership - Rawls & Co		1,252,090	1,239,021
Debt issue cost (Net of accumulated	,.	1,202,000	1,200,021
amortization 1998 \$115,983; 1997 \$8	0 296)	62,453	98,140
Cash surrender value of officers' life	0,200)	02,400	00,140
insurance	· · =	214,288	162,134
Utility and other deposits		17,156	15,887
Total investments and other asset			<u> </u>
Total investments and other asset	.S	1,545,987	1,515,182
Property and equipment			
Land		3,299,402	3,241,216
- Automotive equipment		1,438,793	1,326,622
Tugs		5,988,269	6,583,940
Barges		18,256,012	17,724,996
Machinery and equipment		5,047,926	4,986,529
Furniture and fixtures	-	278,332	278,332
Leasehold improvements		23,726,304	22,830,569
Construction in progress		5,584,063	674,219
		63,619,101	57,646,423
Less accumulated depreciation		23,301,958	21,293,048
Total property and equipment		40,317,143	36,353,375
room broker of awa edarbment			
Total		\$ 85,766,746	\$ 80,980,042

	March 31	
	<u>1998</u>	<u>1997</u>
<u>LIABILITIES AND MEMBERS' EQ</u>	VITIUQ	
Current liabilities		· · · · · · · · · · · · · · · · · · ·
Accounts payable - Trade	8,336,513	\$ 4,892,148
Notes payable - Banks	27,073,363	28,135,149
Current portion of long-term debt	2,684,143	2,541,599
Income taxes payable	- ,-	431,810
Other accrued expenses	879,325	1,012,681
Total current liabilities	38,973,344	37,013,387
Long-term liabilities		
Annuity payable	242,062	261,225
Deferred compensation payable	417,532	634,605
Notes payable - Banks	19,073,000	16,796,000
Subordinated notes payable	9,665,574	10,000,000
Accrued interest - Subordinated debt	787,397	447,566
	30,185,565	28,139,396
Less current portion included above	2,684,143	$\underline{2,541,599}$
Total long-term liabilities	27,501,422	25,597,797
Deferred credits Deferred income taxes	4,687,073	4,563,430
3 02022 04 1200 1200 1200 1200 1200 1200		· · · · · · · · · · · · · · · · · · ·
Commitments and contingencies (Notes 10 and 13)		<u> </u>
Members' equity Preferred membership units, par value \$10		
per unit; 1,000 units authorized and issued	10,000	10,000
Ordinary membership units, par value \$10	•	
per unit; 1,000 units authorized, 250	=	· - =
units issued	2,500	2,500
Retained earnings (Exhibit C)	14,592,407	_13,792,928
Total stockholders' equity	14,604,907	13,805,428
Total	\$ 85,766,746	\$ 80,980,042

ALL ASSETS LOCATED IN GRETNA, LA

As Secretary of State. of the State of Louisiana. I do hereby Certify that

the Articles of Organization of

JOHN W. STONE OIL DISTRIBUTOR, L.L.C.

Domiciled at GRETNA, LOUISIANA,

Were filed in this Office and a Certificate of Organization was issued on March 29, 1996,

I further certify that no Certificate of Dissolution has been issued.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

Secretary of State

