

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

Apr 18 1997 8:00am
Secretary of StatePROFIT
CORPORATION
ANNUAL REPORT
1997FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P01139 (5)

1. Corporation Name
BW/IP INTERNATIONAL, INC.Principal Place of Business
200 OCEANGATE, SUITE 800
LONG BEACH CA 90802Mailing Address
200 OCEANGATE, SUITE 800
LONG BEACH CA 90802-43023. Date Incorporated or Qualified
03/07/19843a. Date of Last Report
05/28/1996

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip Country

28 Zip Country

24

25

29

30

4. FEI Number

95-3887956

Applied For
Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required6. Election Campaign Financing
Trust Fund Contribution\$5.00 May Be
Added to Fees8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes ☒ Yes ☐ No

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE P ☐ DELETE
NAME RETHORE, B G
STREET ADDRESS 6533 EAST MAVERICK ROAD
CITY- ST- ZIP PARADISE VALLEY AZ 85253TITLE V ☐ DELETE
NAME CROSS, E. P.
STREET ADDRESS 7 LONG BOAT
CITY- ST- ZIP NEWPORT COAST CA 92657TITLE D ☒ DELETE
NAME GAVIN, JAMESJ.
STREET ADDRESS 161 THORNTREE LANE
CITY- ST- ZIP WINNETKA ILTITLE VCS ☐ DELETE
NAME HANNESSON, JOHN D.
STREET ADDRESS 18661 VIA PALATINO
CITY- ST- ZIP IRVINE CATITLE T ☐ DELETE
NAME ZIV, ZOHAR
STREET ADDRESS 20207 PIEDRA CHICA RD
CITY- ST- ZIP MALIBU CATITLE V ☐ DELETE
NAME TAYLOR, DARRACH G.
STREET ADDRESS 16661 WELLINGTON DR.
CITY- ST- ZIP HUNTINGTON BCH. CA

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE ☐ Change ☐ Addition
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY- ST- ZIP
SEE ATTACHED LIST FOR
ADDITIONAL OFFICERS AND
DIRECTORS2.1 TITLE ☐ Change ☐ Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY- ST- ZIP3.1 TITLE ☐ Change ☒ Addition
3.2 NAME D
3.3 STREET ADDRESS ROY A. HERBERGER, JR.
3.4 CITY- ST- ZIP 5834 NORTH 22ND PLACE
PHOENIX, AZ 850164.1 TITLE ☐ Change ☐ Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY- ST- ZIP5.1 TITLE ☐ Change ☐ Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY- ST- ZIP6.1 TITLE ☐ Change ☐ Addition
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY- ST- ZIP

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

MICHAEL S. DUNN, ASST. TREASURER

Date

Daytime Phone #

4/11/97 562-435-3700

CP2E034 (9/96)

**BW/IP, INC.
BW/IP INTERNATIONAL, INC.
OFFICERS**

<u>Name</u>	<u>Business/phone</u>	<u>Home Address/phone</u>
Bernard G. Rethore Chairman, President & Chief Executive Officer	BW/IP International, Inc. 200 Oceangate Boulevard Suite 900 Long Beach, CA 90802 (562) 491-5022	6533 East Maverick Road Paradise Valley, AZ 85253 (602) 991-7237 wife -- Marilyn 525 E. Seaside Way, Apt 1410 Long Beach, CA 90802 (562) 590-5855
Charles F. Cargile Corporate Controller	BW/IP International, Inc. 200 Oceangate Boulevard Suite 900 Long Beach, CA 90802 (562)491-5033	21 Campanero East Irvine, CA 92720 (714) 832-7490 wife -- Angela
Eugene P. Cross Executive Vice President Finance & Chief Financial Officer	BW/IP International, Inc. 200 Oceangate Boulevard Suite 900 Long Beach, CA 90802 (562) 491-5014	7 Longboat Newport Coast, CA 92657 (714) 497-8762 wife -- Joyce
John D. Hannesson Vice President General Counsel and Secretary	BW/IP International, Inc. 200 Oceangate Boulevard Suite 900 Long Beach, CA 90802 (562) 491-5052	18661 Via Palatino Irvine, CA 92612 (714) 509-7020 wife -- Kathy
Renée J. Hornbaker Vice President Business Development	BW/IP International, Inc. 200 Oceangate Boulevard Suite 900 Long Beach, CA 90802 (562)491-5030	6272 Doral Drive Huntington Beach, CA 92648 (714) 960-8648 husband -- Gordon

<u>Name</u>	<u>Business/phone</u>	<u>Home Address/phone</u>
D.G. (Rick) Taylor Vice President Human Resources	BW/IP International, Inc. 200 Oceangate Boulevard Suite 900 Long Beach, CA 90802 (562) 491-5013	16661 Wellington Drive Huntington Beach, CA 92649 (310) 592-5090 wife -- Dee
Richard R. Testwuide Vice President and Seal Division President	BW/IP International, Inc. 200 Oceangate Boulevard Suite 900 Long Beach, CA 90802 (562) 437-6648	5 Concho Lane Bell Canyon, CA 91307 (818) 884-6180 wife -- Beverly
Howard D. Wynn Vice President and Pump Division President	BW/IP International, Inc. 200 Oceangate Boulevard Suite 900 Long Beach, CA 90802 (562) 491-5001	19195 Woodlands Lane Huntington Beach, CA 92648 (310) 536-7067 wife -- Sharon
Zohar Ziv Treasurer and Pump Division World Wide Controller	BW/IP International, Inc. 200 Oceangate Boulevard Suite 900 Long Beach, CA 90802 (562) 491-5029	20207 Piedra Chica Road Malibu, CA 90265 (310) 456-3110 wife -- Danna
Michael S. Dunn Assistant Treasurer Director of Taxes	BW/IP International, Inc. 200 Oceangate Boulevard Suite 900 Long Beach, CA 90802 (562) 491-5025	7921 E. Salinas Court Orange, CA 92669 (714) 289-0598 wife -- Susan
John M. Nanos Assistant Secretary Principal Counsel	BW/IP International, Inc. 200 Oceangate Boulevard Suite 900 Long Beach, CA 90802 (562) 491-5040	448 31st Street Manhattan Beach, CA 90266 (310) 545-6935 wife -- Ann
Mary Jane Young Assistant Secretary Senior Attorney	BW/IP International, Inc. 200 Oceangate Boulevard Suite 900 Long Beach, CA 90802 (562) 491-5060	972 Hilgard, Apt. 309 Los Angeles, CA 90024 (310) 208-4783

**BW/IP, INC.
BW/IP INTERNATIONAL, INC.
BOARD OF DIRECTORS**

<u>Name</u>	<u>Business address/phone</u>	<u>Home Address/phone</u>
Roy A. Herberger, Jr.	American Graduate School of International Management President 15249 N. 59 th Avenue Glendale, AZ 85306 Tel: (602) 978-7200 Fax: (602) 978-9663 Secretary: Sharon Davis	5834 North 22 nd Place Phoenix, AZ 85016 Tel: (602) 957-3707 Fax: (602) 954-6146 Wife -- Pamela
Michael F. Johnston	Johnson Controls, Inc. Vice President and General Manager ASG Interior Systems Business 5757 N. Green Bay Avenue Milwaukee, WI 53201-0591 Tel: (414) 228-2163 Fax: (414) 228-3123 Secretary: Kathy Rockow	3816 W. Marseilles Drive Mequon, WI 53092 Tel: (414) 242-5125
George D. Leal	Dames & Moore Chairman 911 Wilshire Blvd., Suite 700 Los Angeles, CA 90017 Tel: (213) 683-1560 Fax: (213) 628-0015 Secretary -- Jayne Chesebrough	2170 Chaucer Road San Marino, CA 91108 Tel: (818) 796-2600 wife -- Mary Ann
H. J. (Jack) Meany	Farr Company Chairman, President & CEO 2221 Park Place El Segundo, CA 90245 Tel: (310) 536-6406 Fax: (310) 536-9867 Secretary -- Karen Bauers	21 Buggy Whip Drive Rolling Hills Estates, CA 90274 Tel: (310) 541-9007 wife -- Ellie 670 Silver Spur Road, No. 221 Rolling Hills Estates, CA 90274

Board of Directors
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James S. Pignatelli

Tucson Electric
Senior Vice President and
Chief Operating Officer
220 West Sixth Street
Tucson, AZ 85701
P.O. Box 711
Tucson, AZ 85702
Tel: (520) 884-3623
Fax: (520) 884-3991
Exec. Asst. -- Linda Kennedy

3250 E. Windsong Place
Tucson, AZ 85718
Tel: (520) 577-2155
wife -- Dyan

Bernard G. Rethore

BW/IP International, Inc.
Chairman, President and
Chief Executive Officer
200 Oceangate Blvd., Suite
900
Long Beach, CA 90802
Tel: (562) 491-5022
Fax (562) 435-6427
Secretary -- Pat Romero

6533 East Maverick Road
Paradise Valley, AZ 85253
Tel: (602) 991-7237
wife -- Marilyn

525 E. Seaside Way, Apt. 1410
Long Beach, CA 90802
Tel: (562) 590-5855

James O. Rollans

Fluor Corporation
Senior Vice President, Chief
Administrative Officer
3333 Michelson Drive
Irvine, CA 92715
Tel: (714) 975-7380
Fax: (714) 975-5525
Secretary -- Pat Creed

6 Sunset Harbor
Newport Coast, CA 92657
Tel: (714) 644-1802
wife -- Joanne

William C. Rusnack

Arco Products Company
President
1055 West Seventh Street
Suite 3301
Los Angeles, CA 90017-2503
Tel: (213) 486-1275
Fax: (213) 486-0258
Secretary -- Michelle Kaufman

1203 Patton Way
San Marino, CA 91108
Tel: (818) 796-0050
wife -- Marsha

Peter C. Valli

BW/IP International, Inc.
200 Oceangate Blvd., Suite
900
Long Beach, CA 90802
Tel: (562) 435-3700
Secretary -- Maxine Pommier

45 Sea Isle Drive
Long Beach, CA 90803
Tel: (562) 433-1170
Home office phone and fax:
(562) 433-1814
wife -- Chris

Board of Directors
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Jeffrey L. Zelms

The Doe Run Company
President & CEO
1801 Park 270 Drive, Suite 300
St. Louis, MO 63146
Tel: (314) 453-7140
Fax: (314) 453-7198
Secretary: Laura Shaw
Tel: (314) 453-7142

260 Pennington Lane
Chesterfield, MO 63005
Tel: (314) 391-5840
wife -- Carol