

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

FILED
May 14 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P01139 (5)
1. Corporation Name
BW/IP INTERNATIONAL, INC.



Principal Place of Business 200 OCEANGATE, SUITE 900 LONG BEACH CA 90802	Mailing Address 200 OCEANGATE, SUITE 900 LONG BEACH CA 90802
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29		3. Date Incorporated or Qualified 03/07/1984	
4. FEI Number 95-3887956		Applied For Not Applicable		5. Certificate of Status Desired ☐ \$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution ☐ \$5.00 May Be Added to Fees		7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. ☒ Yes ☐ No			

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

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

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

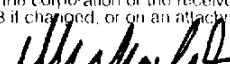
Signature, typed or printed name of registered agent and title, if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P RETHORE, B G 6533 EAST MAVERICK ROAD PARADISE VALLEY AZ 85253 CITY-ST-ZIP	1.1 TITLE	SEE ATTACHED LIST FOR ADDITIONAL OFFICERS AND DIRECTORS
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	V CROSS, E. P. 7 LONG BOAT NEWPORT COAST CA 92657 CITY-ST-ZIP	2.1 TITLE	RENEE HORNBAKER 6272 DORAL DRIVE HUNTINGTON BEACH, CA 92648
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	D GAVIN, JAMESJ. 161 THORNTREE LANE WINNETKA IL	3.1 TITLE	D ROY A. HERBERGER, JR. 5834 NORTH 22 ND PLACE PHOENIX, AZ 85016
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	VCS HANNESSON, JOHN D. 18861 VIA PALATINO IRVINE CA	4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	T ZIV, ZOHAR 20207 PIEDRA CHICA RD MALIBU CA	5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	V TAYLOR, DARRACH G. 18861 WELLINGTON DR. HUNTINGTON BCH. CA	6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I 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

(727) 442-6500

CR2E034 (10/97)

**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 Tel: (562) 491-5022	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
Charles F. Cargile Corporate Controller	BW/IP International, Inc. 200 Oceangate Boulevard Suite 900 Long Beach, CA 90802 Tel: (562) 491-5033	21 Campanero East Irvine, CA 92720 Tel: (714) 832-7490 Wife: Angela
John D. Hannesson Vice President, Secretary and General Counsel	BW/IP International, Inc. 200 Oceangate Boulevard Suite 900 Long Beach, CA 90802 Tel: (562) 491-5052	18661 Via Palatino Irvine, CA 92612 Tel: (714) 509-7020 Wife: Kathy
Renée J. Hornbaker Vice President Finance and Chief Financial Officer	BW/IP International, Inc. 200 Oceangate Boulevard Suite 900 Long Beach, CA 90802 Tel: (562) 491-5030	6272 Doral Drive Huntington Beach, CA 92648 Tel: (714) 960-8648 Husband: Gordon
D.G. (Rick) Taylor Vice President Human Resources	BW/IP International, Inc. 200 Oceangate Boulevard Suite 900 Long Beach, CA 90802 Tel: (562) 491-5013	16661 Wellington Drive Huntington Beach, CA 92649 Tel: (310) 592-5090 Wife: Dee

Officers**Page 2**

<u>Name</u>	<u>Business/phone</u>	<u>Home Address/phone</u>
Richard R. Testwulde Vice President and Seal Division President	BW/IP International, Inc. 200 Oceangate Boulevard Suite 900 Long Beach, CA 90802 Tel: (562) 437-6648	5 Concho Lane Bell Canyon, CA 91307 Tel: (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 Tel: (562) 491-5001	19195 Woodlands Lane Huntington Beach, CA 92648 Tel: (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 Tel: (562) 491-5029	20207 Piedra Chica Road Malibu, CA 90265 Tel: (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 Tel: (562) 491-5025	7921 E. Salinas Court Orange, CA 92669 Tel: (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 Tel: (562) 491-5040	448.31st Street Manhattan Beach, CA 90266 Tel: (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 Tel: (562) 491-5060	972 Hilgard, Apt. 309 Los Angeles, CA 90024 Tel: (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) 228-2162 Fax: (414) 228-3123 Secretary: Kathy Rockow Tel: (414) 228-2163	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
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

Board of Directors

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<u>Name</u>	<u>Business address/phone</u>	<u>Home Address/phone</u>
Bernard G. Rethore	BW/IP International, Inc. Chairman, President and Chief Executive Officer 200 Oceangate Boulevard 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 3353 Michelson Drive Irvine, CA 92698 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 Tel: (213) 486-1276	1203 Patton Way San Marino, CA 91108 Tel: (818) 796-0050 wife – Marsha
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

Board of Directors

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Peter C. Valli
(Chairman Emeritus)

BW/IP International, Inc.
200 Oceangate Boulevard
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