

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

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PROFIT CORPORATION ANNUAL REPORT 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # **P11722** (6)
1. Corporation Name
A. O. SMITH CORPORATION



Principal Place of Business: 11270 W PARK PLACE ONE PARK PLAZA MILWAUKEE WI 53224 US
Mailing Address: PO BOX 23965 MILWAUKEE WI 53223-0965 US

3. Date incorporated or Qualified: 10/08/1986
3a. Date of Last Report: 04/14/1995
4. FEI Number: 36-0619790
5. Certificate of Status Desired: \$8.75 Additional Fees Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s 199.032, Florida Statutes: Yes No

2. Principal Place of Business (21-23) and 2a. Mailing Address (26-30) fields with sub-headers for Suite, City & State, Zip, and Country.

9. Name and Address of Current Registered Agent
**THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent (81-85) fields for Name, Street Address, City, and 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: _____ (NOTE: Registered Agent signature required when running)

12. OFFICERS AND DIRECTORS

TITLE	VP	<input type="checkbox"/> DELETE
NAME	HEINRICH, DONALD M	
STREET ADDRESS	10708 N GAZEBO HILL	
CITY-ST-ZIP	MEQUON WI	
TITLE	CEOP	<input type="checkbox"/> DELETE
NAME	O'TOOLE, ROBERT J.	
STREET ADDRESS	2401 W. CEDAR LANE	
CITY-ST-ZIP	MILWAUKEE WI	
TITLE	EVPC	<input type="checkbox"/> DELETE
NAME	BOMBERGER, GLEN R.	
STREET ADDRESS	4840 SOMERSET CT.	
CITY-ST-ZIP	BROOKFIELD WI	
TITLE	TC	<input type="checkbox"/> DELETE
NAME	KITA, JOHN J	
STREET ADDRESS	426 HIGH ST.	
CITY-ST-ZIP	PEWAUKEE WI	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	O'CONNOR, EDWARD J	
STREET ADDRESS	16615 MARY CLIFF LANE	
CITY-ST-ZIP	BROOKFIELD WI	
TITLE	VPSC	<input type="checkbox"/> DELETE
NAME	ROMOSER, W. D	
STREET ADDRESS	11019 N WYNGATE TRACE	
CITY-ST-ZIP	MEQUON WI	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1 1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1 2 NAME	
1 3 STREET ADDRESS	
1 4 CITY-ST-ZIP	
2 1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2 2 NAME	
2 3 STREET ADDRESS	
2 4 CITY-ST-ZIP	
3 1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3 2 NAME	
3 3 STREET ADDRESS	
3 4 CITY-ST-ZIP	
4 1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4 2 NAME	VP, Treasurer & Controller
4 3 STREET ADDRESS	Kita, John J.
4 4 CITY-ST-ZIP	133 Birch Rd. Delafield, WI
5 1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5 2 NAME	
5 3 STREET ADDRESS	
5 4 CITY-ST-ZIP	
6 1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> 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 is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: John J. Kita John J. Kita VP, Treasurer & Controller 4/24/96 (414)359-4087

CR2E034 (12/95)

A.O. Smith Corporation
List of Officers

Robert J. O'Toole
Chairman, Chief Executive Officer,
and President
2401 W. Cedar Lane
Milwaukee, WI 53217

Charles J. Bishop
Vice President
335 Douglas Lane
Cedarburg, WI 53012

Glen R. Bomberger
Executive Vice President and
Chief Financial Officer
4640 Somerset Ct.
Brookfield, WI 53005

Edward J. O'Connor
V.P. - Human Resources &
Public Affairs
16615 Mary Cliff Lane
Brookfield, WI 53005

John J. Kita
V.P., Treasurer & Controller
133 Birch Rd.
Delafield, WI 53018

Jolene L. Shellman
Assistant Secretary
N27 W30131 Maple Ave.
Pewaukee, WI 53072

W. David Romoser
V.P., General Counsel, & Secretary
11019 N. Wyngate Trace
Mequon, WI 53092

William J. Ring
Assistant Treasurer
W303 N6447 Irene Lane
Hartland, WI 53209

Donald M. Heinrich
V.P. - Business Development
10708 N. Gazebo Hill
Mequon, WI 53092

Patricia K. Ackerman 000 00 0000
Assistant Treasurer
W73 N1005 Poplar Avenue
Cedarburg, WI 53012

Michael J. Cole 000 00 0000
V.P. - Asia
14 Glencree
Holland, MI 49423

Albert E. Medice
V.P. - Europe
Boghall Road
Bray, County WICKLOW
REP OF IRELAND

Business Address:

11270 W. Park Place
Milwaukee, WI 53224

A.O. Smith Corporation
List of Directors

Robert J. O'Toole
Chairman, Chief Executive Officer,
and President
2401 W. Cedar Lane
Milwaukee, WI 53217

Leander W. Jennings
One First National Plaza, #2530
Chicago, IL 60603

Tom H. Barrett
The Goodyear Tire & Rubber Co.
1111 East Market St.
Akron, OH 44316

Dr. Agnar Pytte
Case Western Reserve University
Adelbert Hall - Room 23
2040 Adelbert Rd.
Cleveland, OH 44106

Glen R. Bomberger
Executive Vice President and
Chief Financial Officer
4640 Somerset Ct.
Brookfield, WI 53005

Donald J. Schuenke
Northwestern Mutual Life Ins.
720 E. Wisconsin Ave.
Milwaukee, WI 53202

Russell G. Cleary
Cleary Management Corporation
201 Main Street, Suite 701
LaCrosse, WI 54601

Arthur O. Smith
1050 W. Calumet Road
Milwaukee, WI 53217

Thomas I. Dolan
917 Essex Circle
Kalamazoo, MI 49008

Bruce M. Smith
8160 North Gray Log Lane
Milwaukee, WI 53217