

55-130115

SEAL OF THE STATE OF ILLINOIS  
OFFICE OF  
THE SECRETARY OF STATE



Property of Cook County Clerk's Office

55-130115

**Whereas**, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF THE M. W. KELLOGG COMPANY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

*Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.*

**In Testimony Whereof**, *I have set my hand and cause to be affixed the Great Seal of the State of Illinois.*

*at the City of Springfield, this* 12TH *day of* SEPTEMBER *AD 19* 88 *and of the Independence of the United States the two hundred and* 13TH



*Jim Edgar*  
SECRETARY OF STATE

Submit in Duplicate

**JIM EDGAR**  
Secretary of State  
State of Illinois

Remit payment in Certified Check,  
Cashiers' Check or a Money Order,  
payable to "Secretary of State".  
**DO NOT SEND CASH!**

### APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN ILLINOIS

This Space For Use By Secretary of State	
Date	9-12-88
License Fee	\$ 1.50
Franchise Tax	\$ 35.00
Filing Fee	\$ 75.00
Penalties	\$
Clerk	D # 100.50

Pursuant to the provisions of "The Business Corporation Act of 1983" the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Illinois and submits the following statement:

1. The name of the corporation is \_\_\_\_\_  
shall contain the word "corporation", "company", "incorporated"

The M. W. Kellogg Company

or limited, or shall contain an abbreviation of one or more of such words

(To be completed only if the corporate name is not available)

and, the name which it elects to assume for use in Illinois, hereby agreeing NOT to use its corporate name in the transaction of business in Illinois, is N/A

2. State or Country of Incorporation Delaware Date of Incorporation 12-22-87 Period of Duration Perpetual

3. The address of its principal office, wherever located, is Three Greenway Plaza East, Suite 210, Houston, Texas 77046-0395

and the address of its principal office in Illinois is None

4. The name and address of its registered agent and its registered office in Illinois are

Registered Agent C T CORPORATION SYSTEM  
First Name Middle Name Last Name

Registered Office c/o C T CORPORATION SYSTEM, 208 S. La Salle Street  
Number Street Suite # & P.O. box none is not acceptable

Chicago 60604 Cook  
City Zip Code County

5. The states and countries in which it is admitted or qualified to transact business are Texas

6. The names and respective residential addresses of its officers and directors are

	No & Street	City	State	Zip
President				
Secretary	See Attached			
Director				
Director				
Director				

501 1361145

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7. The purpose or purposes for which it is organized and which it proposes to pursue in the transaction of business in this State are:

If not sufficient space to cover this part, add one or more sheets of this size

To engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware and permitted under the Illinois Business Corporation Act.

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8. The number of shares which it is authorized to issue and which it has issued are:

Class	* Par Value	Number of Shares Authorized	Number of Shares Issued
Common	1.00	10,000	10

\* A declaration as to a "par value" is optional, unless the articles of incorporation make a declaration. When no reference to par value is desired, indicate "na".

9. The amount of paid-in capital\*\* is

\$1,000

\*\* "Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.

10. (a) —Give an estimate of the total value of all the property of the corporation for the following year \$ 27,000,000
- (b) —Give an estimate of the total value of all the property of the corporation for the following year that will be located in Illinois \$ -0-
- (c) —State the estimated total business of the corporation to be transacted by it everywhere for the following year \$400,000,000
- (d) —State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois \$ 1,060,918

## 11. INTERROGATORIES

- (a) To what office or offices will all contracts with the corporation be forwarded for final acceptance? **Three Greenway Plaza East, Suite 210, Houston, Texas 77046-0395**
- (b) The number of shares of all classes owned by residents of Illinois is **None**
- (c) The number of shares of all classes owned by non-residents of Illinois is **10 shares**
- (d) Is the corporation transacting business in this State at this time? **No**
- (e) If your answer is in the affirmative, state the exact date on which it commenced to transact business in Illinois.

12. This application is accompanied by a copy of the articles of incorporation, as amended, duly authenticated by the proper officer of the State or Country wherein it is incorporated, which certification is not more than ninety (90) days old.

• PROPERTY as used in this application is all applicable property of the corporation, real, personal, tangible, intangible, or mixed, without qualifications.

••• When the corporation, either in Illinois or outside the State of Illinois, is a party to a contract, it shall be deemed to have accepted the contract for the purpose of computing the time for payment of the same, when the contract is made in Illinois, and when the contract is made outside the State of Illinois, when the contract is made in Illinois.

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File No

Form BCA-13.15

APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS

Filing Fee \$75.00 plus applicable license fee  
and franchise tax

FILED PAID  
SEP 13 1988

SEP 13 1988  
JIM EDGAR  
Secretary of State

Corporation Department  
Secretary of State  
Springfield, Illinois 62756  
Telephone 217 - 782-6961

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COOK COUNTY RECORDER

88-436116 \* D # 2367

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The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true

Dated 23 August 19 88 attested by Becky L. Higgins  
*Becky L. Higgins*  
Signature of Secretary or Assistant Secretary  
Becky L. Higgins, Asst. Secy.  
(Type or Print Name and Title)

by The M. W. Kellogg Company  
*[Signature]*  
Name of Corporation  
(Signature of President or Vice President)

Thomas E. Giles, Vice President  
(Type or Print Name and Title)

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## DIRECTORS' ADDRESSES

Donald C. Vaughn, Chairman  
President and Chief Executive Officer  
3525 University Blvd.  
Houston, Texas 77005

J. J. Murphy  
5603 Dittmar Place  
Dallas, Texas 75229

B. D. St. John  
14930 Lace Haven Circle  
Dallas, Texas 75248

R. W. Ytterberg  
6562 Briarmeade Drive  
Dallas, Texas 75240

## OFFICERS' ADDRESSES

Kenneth J. Allen  
Vice President and Director, Kellogg Plant Services  
2807 Deer Hollow Drive  
Kingwood, Texas 77345

James H. Andrews  
Vice President, Government Affairs  
10155 Hillington Court  
Viera, Virginia 22180

Richard T. Arnott  
Vice President, Sales Administration  
11515 Lakeside Place Drive  
Houston, Texas 77077

David L. Bartlett  
Vice President, Personnel and Administration  
12122 Attlee Drive  
Houston, Texas 77077

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**Stephen C. Burrell**  
*Vice President, Western Hemisphere Sales*  
Wellingrove House  
Woodcock Hill  
Rickmansworth, Herts. WD3 1PT  
England

**Robert M. Timmons**  
*Vice President, Western Hemisphere Sales*  
3027 W. Steenbank Circle  
Sugarland, Texas 77379

**James J. Degan**  
*Vice President, North American Operations*  
14826 Broadgreen Drive  
Houston, Texas 77079

**Thomas E. Giles**  
*Vice President, General Counsel and Secretary*  
2309 Quenby  
Houston, Texas 77005

**R. C. Goode, Jr.**  
*Vice President and Director, Contract Management*  
15726 Craighurst  
Houston, Texas 77059

**Albert G. Luke**  
*Vice President, Far East Sales*  
79 Farrer Drive  
Hex 13-03 Somerville Park  
Singapore 1026

**Thomas J. Ryan**  
*Vice President, Business Development*  
851 Silvergate  
Houston, Texas 77079

**Patrick F. O'Leary**  
*Vice President, Subsidiary Operations*  
13815 Court of Lords  
Houston, Texas 77069

**Peter M. Evans**  
*Vice President, Construction*  
3214 Willow Terrace Drive  
Kingwood, Texas 77345

**Doy F. Cole**  
*Vice President, European Operations*  
#22 Woodford Square  
London W14 8PB

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Albert J. Stanley  
Vice President, Worldwide Sales  
1802 B. Potomac  
Houston, Texas 77057

Peter A. Waldheim  
Vice President and Director, Engineering Operations  
734 Herrick Court  
Katy, Texas 77450

Donald R. McGrath  
Vice President, Finance and Controller  
16322 Brook Forest Drive  
Houston, Texas 77059

Jason P. Smith  
Treasurer  
5623 Bordley  
Houston, Texas 77056

Pamela J. Bell  
Assistant Treasurer  
444 Wilcrest  
Houston, Texas 77042

Ronald F. Best  
Assistant Secretary  
10318 Briar River  
Houston, Texas 77042

Becky L. Higgins  
Assistant Secretary  
7322 Torquay Lane  
Houston, Texas 77074

Brenda J. Little  
Assistant Secretary  
11954 River Meadow  
Meadows, Texas 77477

Robert A. Parker  
Assistant Secretary  
70 Paxton Road  
Chiswick  
London W42QX  
England

Edward R. Swift  
Assistant Secretary  
3707 Palmetto Creek  
Kingwood, Texas 77339

Secretary of Cook County Clerk's Office

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*David Macfarlane*  
*Assistant Secretary*

*Richard L. Walker*  
*Assistant Controller*  
*4614 Almarco Drive*  
*Baytown, Texas 77521*

*Richard Markiewicz*  
*Assistant Controller*  
*15187 Diana Lane*  
*Houston, Texas 77062*

*Robert E. Levy*  
*Vice President, Technology Development*  
*2211 Golden Pond*  
*Kingwood, Texas 77345*

**BUSINESS ADDRESS FOR EACH OFFICER/DIRECTOR IS AS FOLLOWS:**

**THE M.W. KELLOGG COMPANY**  
**1300 THREE GREENWAY PLAZA**  
**HOUSTON, TEXAS 77046**

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