

F99000000865  
TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Pacific Harbor Capital, Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Susan Phillips  
 \_\_\_\_\_  
 (Name of Person)

Pacific Harbor Capital, Inc.  
 \_\_\_\_\_  
 (Firm/Company)

825 NE Multnomah St., Suite 2000  
 \_\_\_\_\_  
 (Address)

Portland, OR 97232  
 \_\_\_\_\_  
 (City/State/Zip)

600002748576--6  
-01/20/99-01106-005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

W99-1516

FILED  
SECRETARY OF STATE  
DIVISION OF PARTICIPATION  
99 FEB 15 AM 9:54

Should you need to call someone concerning this matter, please call:

Susan Phillips at ( 503 ) 813-7072  
(Name of Person) (Area Code & Daytime Telephone Number)

902/15

**STREET ADDRESS:**  
Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**  
Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 21, 1999

SUSAN PHILLIPS  
PACIFIC HARBOR CAPITAL, INC.  
825 NE MULTNOMAH ST., STE. 2000  
PORTLAND, OR 97232

SUBJECT: PACIFIC HARBOR CAPITAL, INC.  
Ref. Number: W99000001516

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We have received your document for PACIFIC HARBOR CAPITAL, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that PACIFIC HARBOR CAPITAL, INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates January 1, 1988, as the initial date of transacting business in the State of Florida. Please contact this office concerning the date first transacted business in Florida.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$12596.25.

If it is determined that the corporation's previous activities in Florida that warranted compliance with Florida's revenue laws did not constitute the transaction of business within the meaning of s. 607.1501, F.S., please provide a sworn affidavit to that effect.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt  
Document Examiner

Letter Number: 999A00002785



825 N.E. Multnomah Street, Suite ~~775~~ 2000  
Portland, Oregon 97232-2152  
503/797-7200 FAX: 503/797-6331

February 10, 1999

Jennifer Sindt  
Florida Department of State of Delaware  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

Re: Pacific Harbor Capital, Inc.  
Ref. Number: W99000001516

Dear Ms. Sindt:

Pursuant to your correspondence of January 21, 1999 (copy enclosed) and our telephone conversation today, enclosed is an affidavit stating that we are exempt under 607-1501(i).

We recently merged another of our companies, PacifiCorp Credit, Inc. (which was authorized to do business in Florida), into Pacific Harbor Capital, Inc., a Delaware corporation. Due to the nature of the business activities of PacifiCorp Credit, Inc., after its merger into Pacific Harbor Capital, Inc. it became necessary to qualify Pacific Harbor Capital, Inc. to do business in Florida. Prior to this merger, Pacific Harbor Capital, Inc.'s only business in Florida was that we had airplanes landing in the state and were therefore required to file with the Revenue Department, however we were exempt from having to qualify to do business under 607-1501(i).

Assuming that the above explanation and attached Affidavit answer your questions, it would be appreciated if you would take whatever steps are necessary to complete the application of Pacific Harbor Capital, Inc. to do business in the state of Florida.

Thank you for your assistance and if you have any further questions, my direct telephone number is (503) 813-7072.

Sincerely,

Susan Phillips  
Legal Assistant

Enclosure

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DIVISION OF CORPORATIONS  
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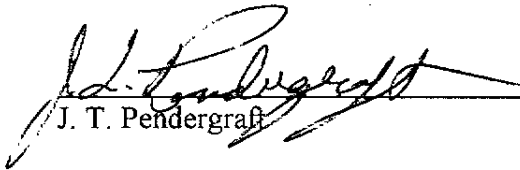
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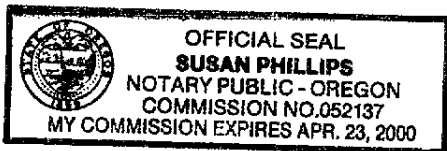
STATE OF OREGON            )  
  ) ss.  
County of Multnomah        )

J.T. Pendergraft, first having duly affirmed, deposes and says:

1. I am Assistant Secretary of Pacific Harbor Capital, Inc. and in that capacity am familiar with the affairs of Pacific Harbor Capital, Inc., a Delaware corporation.
2. Although Pacific Harbor Capital, Inc.'s previous activities in Florida did warrant compliance with Florida's revenue laws, it's activities did not constitute the transaction of business within the meaning of Florida Statute 607.1501 and is exempt under subsection (i) thereof (transacting business in interstate commerce).

  
J. T. Pendergraft

SUBSCRIBED AND SWORN to before me this 10<sup>th</sup> day of February, 1999.



  
Notary Public for Oregon

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Pacific Harbor Capital, Inc.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 93-0881619  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 15, 1985 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 1999  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 825 NE Multnomah St., Suite 2000  
Portland, OR 97232  
(Current mailing address)

8. equipment leasing  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)


Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324  
(Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Registered agent's signature)

Jack Caskey, Assistant Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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SECRETARY OF STATE  
DIVISION OF CORPORATE RECORDS  
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12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Craig N. Longfield

Address: 825 NE Multnomah St., Suite 2000  
Portland, OR 97232

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: SEE EXHIBIT A ATTACHED FOR A COMPLETE LIST OF OFFICERS

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

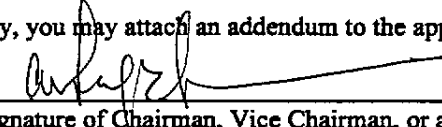
Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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DIVISION OF CORPORATIONS  
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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Craig N. Longfield, President  
(Typed or printed name and capacity of person signing application)

PACIFIC HARBOR CAPITAL, INC.

OFFICERS

Craig N. Longfield	President
Reynold Roeder	Vice President
Jon Michael Luce	Vice President
Peter J. Craven	Controller
William E. Peressini	Treasurer
Bruce N. Williams	Assistant Treasurer
John F. Fryer	Assistant Treasurer
Sally A. Nofziger	Secretary
Lenore M. Martin	Assistant Secretary
J.T. Pendergraft	Assistant Secretary
Glenn Brooks	Assistant Secretary

ADDRESS OF ALL OFFICERS:

825 NE Multnomah St., Suite 2000  
Portland, OR 97232

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DIVISION OF CORPORATIONS  
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State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PACIFIC HARBOR CAPITAL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF JANUARY, A.D. 1999.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 15 AM 9:54



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

2052824 8300

DATE: 9508312

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01-07-99