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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

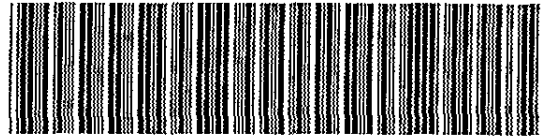
(Business Entity Name)

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2003 MAR 31 PM 12:28
CLYDE W. BRYAN
TALLAHASSEE, FLORIDA

W03-2303
J. BRYAN MAR 27 2003

J. BRYAN MAR 31 2003

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Cal Farley's Boys Ranch Foundation, Inc.
(Name of Corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Scott Robinson
(Name of Person)

Cal Farley's Boys Ranch Foundation, Inc.
(Firm/Company)

P. O. Box 1890
(Address)

Amarillo, TX 79174-0001
(City/State and Zip Code)

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TALLAHASSEE, FLORIDA
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For further information concerning this matter, please call:

Scott Robinson at (806) 373-6600-628
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration 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
Ken Detzner
Secretary of State

January 27, 2003

SCOTT ROBINSON
CAL FARLEY'S BOYS RANCH FOUNDATION, INC.
PO BOX 1890
AMARILLO, TX 79174-0001

SUBJECT: CAL FARLEY'S BOYS RANCH FOUNDATION, INC.
Ref. Number: W03000002303

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TALLAHASSEE, FLORIDA

We have received your document for CAL FARLEY'S BOYS RANCH FOUNDATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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/uniform business 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/uniform business report and penalty fees is \$4,600.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 803A00004994

**LAW OFFICE
OF
JONATHAN D. ACKERMAN**
500 Redland Court, Suite 306
Owings Mills, Maryland 21117

(410) 363-1187
(410) 998-2007 fax
ackermanlaw@comcast.net

FAX COVER SHEET

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DUNN & JOYCE CORPORATIONS
TALLAHASSEE, FLORIDA

DATE: March 28, 2003

TOTAL PAGES (INCLUDING COVER SHEET): 3

PLEASE DELIVER TO:

NAME: JOEY BRYAN

FAX NUMBER: 850-410-1015

OFFICE PHONE: _____

FROM: Jonathan D. Ackerman, Esquire

MESSAGE:

Mr. Bryan –

Attached is the Affidavit on behalf of Cal Farley's Boys Ranch Foundation, Inc. and a copy of the letter from the Florida Department of State. I am putting this package (with the originally executed Affidavit) into the mail today.

Please feel free to call me if you have any questions. Thank you, Jon

THIS TRANSMITTAL IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED, AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. IF THE READER OF THIS TRANSMITTAL IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYEE OR AGENT RESPONSIBLE FOR DELIVERING THE TRANSMITTAL TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE, AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

IF YOU DO NOT RECEIVE ALL OF THESE PAGES, PLEASE CALL AS SOON AS POSSIBLE AT (410) 363-1187.

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TALLAHASSEE, FLORIDA

AFFIDAVIT

"THAT, the Foundation began issuing charitable gift annuities in 1999 with notice to the State of Florida; and

FURTHER THAT, it appears that, among other exemptions, Section 617.1501 (e) exempts solicitations of contracts similar to gift annuities from the requirement to qualify to transact business in the State of Florida; and

FURTHER THAT, it appears that the Foundation erroneously and inadvertently indicated that it had been conducting business in the State of Florida since 1999 in its original filing with the Division of Corporations, State of Florida; however, the Florida Department of Financial Services has recently indicated to the Foundation that it should qualify to transact business in the State in order to obtain approval to issue gift annuities in the State; and

THEREFORE, we are requesting that you grant us the qualification and waive the \$4,600 of fees in this case."

Scott Robinson
Signed

3/25/03
Date

Scott Robinson
Printed Name

Sandra K. King
Notary Signature

Asst. Dir. of Donor Svc.
Title

3-25-03
Date

Cal Farley's Boys Ranch Foundation, Inc.



APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

- 1. Cal Farley's Boys Ranch Foundation, Inc.
2. State of Texas
3. 75-1080987
4. March 15, 1960
5. Perpetual
6. June 1999
7. 600 West 11th St., Amarillo, TX 79101
P. O. Box 1890, Amarillo, TX 79174-0001

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8. See attached
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: HIQ Corporate Services, Inc.
Office Address: 526 E. Park Ave. Ste. 200
Tallahassee, Florida 32301

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.

HIQ CORPORATE SERVICES, INC.
[Signature] PRESIDENT
(Registered agent's signature)

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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. _____

David Saultz, Secretary of the Foundation

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

PURPOSE STATEMENT

Cal Farley's Boys Ranch and Affiliates' purpose is to support the functions and purposes of Cal Farley's Boys Ranch, Cal Farley's Girlstown, U.S.A., Cal Farley's Family Program and the Cal Farley's Boys Ranch Foundation, all sec. 501 (c) (3) organizations, by providing centralized administrative, accounting, management, and fund-raising services.

The Cal Farley organization provides programs and services for at-risk boys and girls from throughout the United States at no charge to parents or relatives. Today, more than 360 children live at the three campus communities of Cal Farley's Boys Ranch, Cal Farley's Girlstown, U.S.A. and Cal Farley's Family Program. The educational needs of Cal Farley's Boys Ranch are met by the Kindergarten through 12th grade Boys Ranch Independent School District (BRISD).

During the fiscal year ending September 30, 2002, Cal Farley's Boys Ranch, Cal Farley's Girlstown, U.S.A., and Cal Farley's Family Program, served a total of 2,462 families and children, either in residence or through other outreach initiatives. The organization provided long term care for 522 boys and girls at the three Cal Farley residential communities. The Alumni Support Program served a total of 534 individuals during the fiscal year. Included in that number were a total of 114 alumni that were provided financial assistance to pursue college or vocational training programs after leaving the residential programs at Cal Farley's Boys Ranch and Cal Farley's Girlstown, U.S.A.

In a nurturing, structured environment, children from pre-school through high school live in group homes and enjoy a variety of academic, vocational, spiritual and extra-curricular activities to help them become responsible and resilient young people. They enjoy opportunities to develop social values and ethical principles while developing into responsible, independent and resilient adults.

Among the high school graduates at Boys Ranch, the average length of stay was three years and seven months; the average among graduates at Girlstown was approximately two and one half years. The average length of stay for children who left before high school graduation was one and one half years. In our ongoing effort to assist families with alternatives when basic residential care is not appropriate, our Information and Referral Specialists referred 2,064 families to alternative service providers.

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Foundation Officers/Directors									
Name	Title	Officer	Address	City	State	Zip	Telephone		
Albertson, Karnt	Vice Chair		2410 Teacha Blvd.	Amarillo	Texas	79106-6023	806-355-5233		
Bivins, Tom			2808 S. Hughes	Amarillo	Texas	79106-3512	806-378-4122		
Herring, James			3204 S. Ong	Amarillo	Texas	79109	806-463-1145		
Moore, Fay	Chairman		2808 S. Travis	Amarillo	Texas	79109-3524	806-353-5375		
Robertson, Alan	Secretary	X	3903 Doris Drive	Amarillo	Texas	79109-5504	806-355-0027		
Sautz, David	Secretary	X	P. O. Box 1990	Amarillo	Texas	79174-0001	806-373-6600		
Storm, Chris	President & CEO	X	P. O. Box 1990	Amarillo	Texas	79102-2413	806-373-4933		

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Gwynn Shea
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for CAL FARLEY'S BOYS RANCH FOUNDATION (filing number: 16362301), a Domestic Nonprofit Corporation, was filed in this office on March 15, 1960.

It is further certified that the entity status in Texas is active.

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TALLAHASSEE, FLORIDA

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on January 08, 2003.



A handwritten signature in cursive script that reads "Gwynn Shea".

Gwynn Shea
Secretary of State