



**COVER LETTER**

**FILED**  
2009 JUL -6 P 2:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** AFS-USA, 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:

Suzanne Cook  
(Name of Person)

AFS, Intercultural Programs  
(Firm/Company)

Field Finance

2356 University Ave.W, Ste 424  
(Address)

St.Paul, MN 55114-1892  
(City/State and Zip Code)

For further information concerning this matter, please call:

Suzanne Cook at ( 651 ) 647-6337 x2245  
(Name of Person) (Area Code & Daytime Telephone Number)

**MAILING ADDRESS:**  
New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET/COURIER ADDRESS:**  
New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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

**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. AFS-USA, Inc.  
(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. Illinois 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July, 8th, 1991 5. perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. \_\_\_\_\_  
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)

One Whitehall Street, 2nd floor  
New York, NY 10004-2148  
(Principal office address)

2356 University Ave W, #424  
St. Paul, MN 55114-1892  
(Current mailing address)

8. Foreign Student Exchange  
(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 **NOT** acceptable)

Name: CT CORPORATION SYSTEM

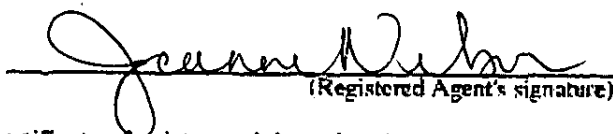
Office Address: 1200 S Pine Island Rd

Plantation Florida 33324-4413  
(City) (Zip Code)

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**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)

**Jeanne Nelson**  
**Assistant Secretary**

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

**A. DIRECTORS**

Chairman: See attachment

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

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

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

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

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

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

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

**B. OFFICERS**

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

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

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

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

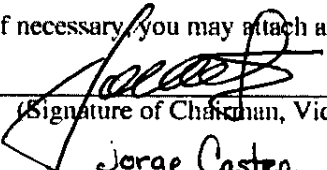
Secretary: \_\_\_\_\_

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. Jorge Castro, President  
(Typed or printed name and capacity of person signing application)



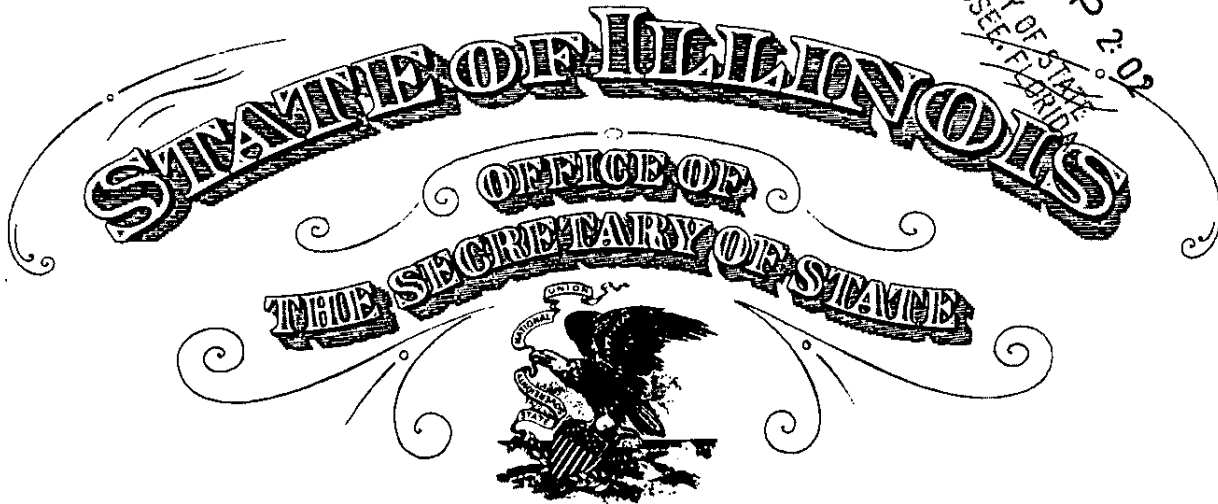
**AFS-USA Board of Directors**  
As of April 01, 2009

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<u>NAME</u>	<u>OFFICE</u>	<u>MAILING ADDRESS</u>
Mike Sherman	Board Chair	One Whitehall St. 2 <sup>nd</sup> Floor, New York, NY 10004
Gerry Bair	Director	One Whitehall St. 2 <sup>nd</sup> Floor, New York, NY 10004
Betty McManus	Director	One Whitehall St. 2 <sup>nd</sup> Floor, New York, NY 10004
Bill Meserve	Director	One Whitehall St. 2 <sup>nd</sup> Floor, New York, NY 10004
Vincenzo Morlini	Director	One Whitehall St. 2 <sup>nd</sup> Floor, New York, NY 10004
Chris Nelson	Director	One Whitehall St. 2 <sup>nd</sup> Floor, New York, NY 10004
Damian Pisanelli	Director	One Whitehall St. 2 <sup>nd</sup> Floor, New York, NY 10004
Mary Portfield	Director	One Whitehall St. 2 <sup>nd</sup> Floor, New York, NY 10004
Tsugido Scullion	Director	One Whitehall St. 2 <sup>nd</sup> Floor, New York, NY 10004
John Shuck	Director	One Whitehall St. 2 <sup>nd</sup> Floor, New York, NY 10004
Keith Stock	Director	One Whitehall St. 2 <sup>nd</sup> Floor, New York, NY 10004
Judy Weyand	Director	One Whitehall St. 2 <sup>nd</sup> Floor, New York, NY 10004
Jorge A. Castro	President	One Whitehall St. 2 <sup>nd</sup> Floor, New York, NY 10004
Kerry McCullum	VP/Corp Secretary	One Whitehall St. 2 <sup>nd</sup> Floor, New York, NY 10004

File Number 5645-315-6

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**To all to whom these Presents Shall Come, Greeting:**

*I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that*

AFS-USA, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON JULY 08, 1991, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



**In Testimony Whereof, I hereto set**  
*my hand and cause to be affixed the Great Seal of*  
*the State of Illinois, this 7TH*  
*day of MAY A.D. 2009*

*Jesse White*

Authentication #: 0912701636

Authenticate at: <http://www.cyberdriveillinois.com>

SECRETARY OF STATE