

F13 000003928

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

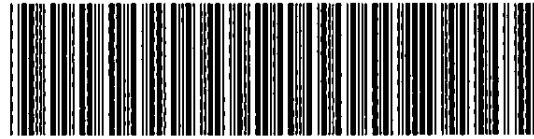
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



400251106994

RECEIVED  
DEPARTMENT OF STATE  
13 SEP 12 PM 3:10

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
13 SEP 12 AM 8:27

Ps 9/13/13

**FLORIDA FILING & SEARCH SERVICES, INC.**  
**P.O. BOX 10662 TALLAHASSEE, FL 32302**  
**155 Office Plaza Dr Ste A Tallahassee FL 32301**  
**PHONE: (800) 435-9371; FAX: (866) 860-8395**

---

**DATE:** 9/12/13

**NAME:** RUSSELL REYNOLDS ASSOCIATES, INC.

**TYPE OF FILING:** APPLICATION

**COST:** 78.75

**RETURN:** CERTIFIED COPY PLEASE

---

**ACCOUNT:** FCA000000015

**AUTHORIZATION:** ABBIE/PAUL HODGE



---

**COVER LETTER**

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

**SUBJECT:** Russell Reynolds Associates, 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," or "Certificate of Good Standing" 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:

Capitol Services Corporate Filings Team  
Name of Person

Capitol Services, Inc.  
Firm/Company

800 Brazos, Suite 400  
Address

Austin, TX 78701  
City/State and Zip code

eric.allen@russellreynolds.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call

Angela Kelley at ( 212 ) 351-2289  
Name of Person Area Code & Daytime Telephone Number

**IMPORTANT: The email address entered here will be utilized for future ANNUAL REPORT NOTIFICATIONS!!**

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

**MAILING ADDRESS:**  
New Filing 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

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. Russell Reynolds Associates, Inc.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "In.," "Co." or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. New York 3. 13-2645137  
(State or country under the law of which it is incorporated) (FEL number, if applicable)

4. October 3, 1969 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 2013  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 200 Park Avenue, Suite 2300 New York, NY 10166  
(Principal office address)

200 Park Avenue, Suite 2300 New York, NY 10166  
(Current mailing address)

8. Transaction of business for global executive search firm  
(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 NOT acceptable)

Name: Capitol Corporate Services, Inc.

Office Address: 155 Office Plaza Dr Ste A

Tallahassee, Florida 32301  
(City) (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, 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.*

Krista Ali  
(Registered agent's signature)

Krista Ali, Assistant Secretary on behalf of Capitol Corporate Services, Inc.

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.

FILED  
13 SEP 12 AM 8:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**A. DIRECTORS**

Chairman: Clarke Murphy

Address: 200 Park Avenue, Suite 2300 New York, NY 10166

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

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

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

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

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

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

**B. OFFICERS**

President: Clarke Murphy

Address: 200 Park Avenue, Suite 2300 New York, NY 10166

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

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

Secretary: Eric Allen

Address: 200 Park Avenue, Suite 2300 New York, NY 10166

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

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

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

13. \_\_\_\_\_

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated here are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Eric Allen, Secretary

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

FILED  
13 SEP 12 AM 8:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Russell Reynolds Associates, Inc.**  
200 Park Avenue, Suite 2300  
New York, NY 10166

**Officers**

Clarke Murphy, President & CEO  
Eric Allen, General Counsel & Secretary  
Patrick Applin, Controller  
Michael Chung, Global Tax Director  
Peter Drummond-Hay, EVP  
Tom Kendall, CFO

**Directors:**

Robert Bauman  
Kevin Carton  
J. Eric Daniels  
David Goode  
Landon Hilliard  
Judith Hope  
Clarke Murphy  
Lord Patten of Barnes  
Rae Sedel  
Jackson Tai  
Horst Teltshick

FILED  
13 SEP 12 AM 8:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**State of New York  
Department of State } ss:**

I hereby certify, that the Certificate of Incorporation of RUSSELL REYNOLDS ASSOCIATES, INC. was filed on 10/03/1969, with perpetual duration, and that a diligent examination has been made of the Corporate Index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.



\*\*\*

*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 11th day of September  
two thousand and thirteen.*

*Anthony Giardina*

Anthony Giardina  
Executive Deputy Secretary of State

201309120179 \* 01

FILED  
13 SEP 12 AM 8:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA