

F98000002142

TRANSMITTAL LETTER

TO: Qualification Registration Section
Division of Corporations

SUBJECT: Herbalife Family Foundation
(Name of Corporation)

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 conducts its affairs in Florida.

w98-8441

Please return all correspondence concerning this matter to the following:

Joan Kardashian (Name of Person)
Herbalife Family Foundation
(Firm/Company)
1800 Century Park EAST
(Address)
Los Angeles, California 90067
(City, State and Zip Code)

left u-mail 4/14
advised "corporation" per
Ms. Kardashian, via phone,
4/15/98

For further information concerning this matter, please call:

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*****78.75 *****78.75

Joan Kardashian at 310 410-9600 # 32664
(Name of Person) Area Code & Daytime Telephone Number

COURIER 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

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TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 15, 1998

JOAN KARDASHIAN
HERBALIFE FAMILY FOUNDATION
1800 CENTURY PARK EAST
LOS ANGELES, CA 90067

SUBJECT: HERBALIFE FAMILY FOUNDATION
Ref. Number: W98000008441

We have received your document for HERBALIFE FAMILY FOUNDATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 498A00020131

**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. Herbalife Family Foundation Corporation
(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. California 3. 95-4487544
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 2, 1994 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)

7. 1800 Century Park East
Los Angeles, California 90067
(Current mailing address)

8. Charitable purposes
(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:

Corporation Service Company
(Name)
1201 Hays Street
(Office address)
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. 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.

J. E. Costelloe
(Registered agent's signature)
J.E. Costelloe, Asst. Secretary

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

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

Chairman: Mark Hughes

Address: Herbalife Family Foundation 1800 Century Park East

Los Angeles, California 90067

Vice Chairman: N/A

Address: _____

Director: Samantha Faulkner

Address: Herbalife Family Foundation 1800 Century Park East

Los Angeles, California 90067

Director: N/A

Address: _____

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

President: Suzan Hughes

Address: Herbalife Family Foundation 1800 Century Park East

Los Angeles, California 90067

Vice President: N/A

Address: _____

Secretary: Christopher Fair

Address: Herbalife Family Foundation 1800 Century Park East

Treasurer: Los Angeles, California 90067

Address: Timothy Gerrity, Treasurer Herbalife Family Foundation

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

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

Samantha Faulkner

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

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 2nd day of March, 1998

HERBALIFE FAMILY FOUNDATION

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

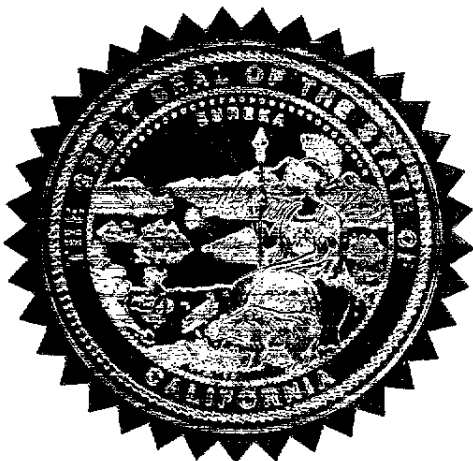
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

March 2, 1998



Secretary of State

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TALLAHASSEE FLORIDA