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FOREIGN NON-PROFIT QUALIFICATION
THE HEDGES FAMILY CHARITABLE FOUNDATION

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 29, 2001

ROETZEL & ANDRESS

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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

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Shawn Logan
Document Specialist

FAX Aud. #: H01000074125
Letter Number: 401A00039308

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. The Hedges Family Charitable Foundation, Inc., an Illinois not-for-profit 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. Illinois 3. 65-0626753
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 1, 1997 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. February 15, 2001
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)
7. 801 Laurel Oak Drive, Fifth Floor, Naples, Florida 34108
(Principal office address)
801 Laurel Oak Drive, Fifth Floor, Naples, Florida 34108
(Current mailing address)

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8. All business allowed under the law.
(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: Mark J. Price, Esq.
c/o Roetzel & Andress, LPA

Office Address: 850 Park Shore Drive, Trianon Centre - Third Floor

Naples, Florida 34103
(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.



(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:

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A. DIRECTORS

Chairman: James R. Hedges IV

Address: 3055 Fort Charles Drive
Naples, Florida 34102

Vice Chairman: Lund M. Hedges

Address: 3055 Fort Charles Drive
Naples, Florida 34102

Director: Malone M. Koenig

Address: 2323 Canyon Drive
Los Angeles, California 90068

Director: Catherine S. Jackson

Address: 11234 Tangelo Terrace
Bonita Springs, Florida 34135

B. OFFICERS

President: James R. Hedges IV

Address: 3055 Fort Charles Drive
Naples, Florida 34102

Vice President:

Address:

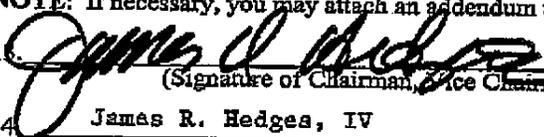
Secretary: Lund M. Hedges

Address: 3055 Fort Charles Drive, Naples, Florida 34102

Treasurer: Catherine S. Jackson

Address: 11234 Tangelo Terrace, Bonita Springs, Florida 34135

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

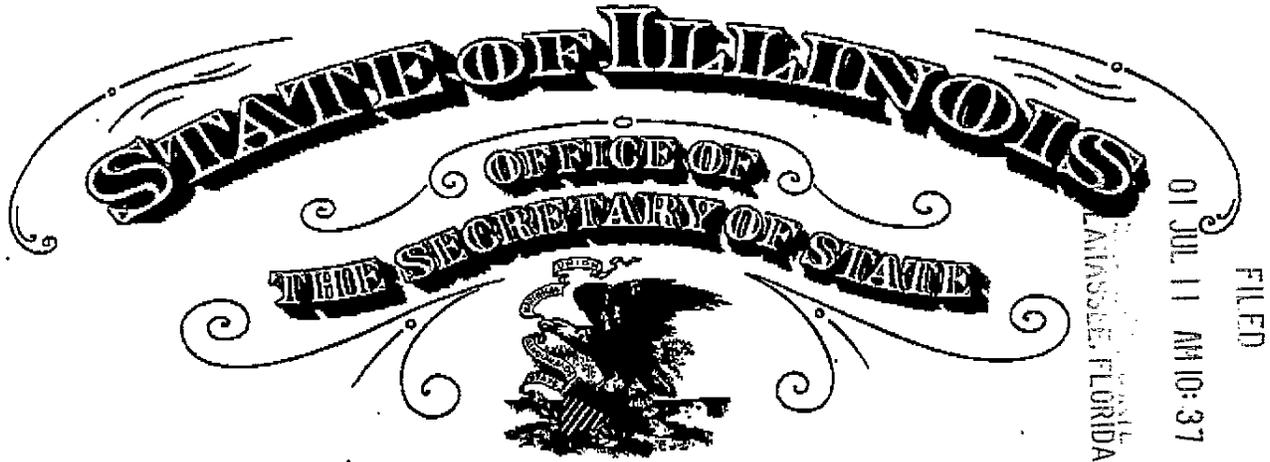
1. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14 James R. Hedges, IV
(Typed or printed name and capacity of person signing application)

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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

THE HEDGES FAMILY CHARITABLE FOUNDATION, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE DECEMBER 19, 1995, 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 A DOMESTIC CORPORATION IN GOOD STANDING 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 2ND **day of** JULY **A.D.** 2001 .

Jesse White

SECRETARY OF STATE