

CT CORPORATION SYSTEM

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CORPORATION(S) NAME

Ketchum, Incorporated

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20598

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TALLAHASSEE, FLORIDA

- Profit
- Nonprofit
- Foreign
- Limited Partnership
- LLC
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- Will Wait
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- Other
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Availability
Document
Examiner
Updater
Verifier
W.P. Verifier

8/23/01

Order#: 4612145

Ref#: _____

Amount: \$ _____

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Examiner	
Updater	
Updater	
Verifier	
Acknowledgement	
W.P. Verifier	

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

FF \$70.00

Ketchum, Inc.



Fund-Raising
Counsel

Three Gateway Center
Suite 1726
Pittsburgh, PA 15222
412-281-1481

12770 Merit Drive
Suite 900
Dallas, TX 75251
972-404-7584

800-242-2161
Fax 972-450-4477
www.rsi-ketchum.com

August 9, 2001

Secretary of State
Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

RE: Ketchum, Incorporated
EIN#75-2587302

Dear Madam:

Ketchum, Incorporated ("Ketchum"), a Texas corporation formed March 3, 1995, wishes to qualify to do business in Florida pursuant to the Application by Foreign Corporation for Authority to Transact Business (the "Application") included herewith and presented to you for filing.

Ketchum provides consulting services primarily to not-for-profit organizations with an emphasis in fund raising and other financial services. Ketchum has periodically provided consulting service in Florida. We have understood that because Ketchum has no physical presence in the state of Florida it was not necessary for Ketchum to qualify to do business in Florida.

It is our desire to do all things required by your state and to always be in good standing. Accordingly, we have reconsidered the criteria for registration and are submitting the enclosed Application. We respectfully request that you accept and approve it as being filed in good faith and excuse us for submitting our Application subsequent to the date that we first did business in Florida.

Please feel free to contact me at 972-450-6311 if you have any questions or comments or would like to discuss this matter.

Sincerely,

Larry T. Landrum
Senior Vice President and Secretary

Enclosure

**AFFIDAVIT
ADDENDUM TO APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA
SUBMITTED TO THE STATE OF FLORIDA
SUBMITTED IN BEHALF OF KETCHUM, INCORPORATED**

State of Texas
County of Dallas

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TALLAHASSEE FLORIDA

On this the 2nd day of October, 2001, before me, a notary public in and for the County of Dallas, Texas, personally appeared Larry T. Landrum, Senior Vice President and Secretary of Ketchum, Incorporated (the "Corporation"), a Texas corporation formed March 3, 1995, and known to me to be a credible person of lawful age, who being duly sworn, on oath deposes and says:

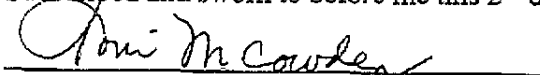
1. I am the Senior Vice President and Secretary of the Corporation, FEI # 75-2587302, and I have actual knowledge of the business carried on by the Corporation.
2. The Corporation provides consulting services primarily to not-for-profit organizations with an emphasis in fund raising and other financial services.
3. Corporate business policy requires that all contracts must be approved and accepted at the Corporation's headquarters and corporate office located at 12770 Merit Drive, Suite 900, Dallas, Texas 75251. The Corporation has entered into contracts with organizations located in Florida (the "State") and each and all of those certain contracts were approved at 12770 Merit Drive, Suite 900, Dallas, Texas 75251.
4. The Corporation has submitted its application and the State has requested clarification of the date business was first transacted in the State.
5. It is my understanding that the State has adopted the Revised Model Act. Pursuant to Florida Statutes Annotated, Title XXXVI, Sec. 607.1501(2)(f) of the State statutes which state in part that: "The following activities, among others, do not constitute transacting business within the meaning of subsection (1): ... (f) soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside this state before they become contracts;..."
6. Based on my understanding of the above-referenced State statute, as of the date first written above, the Corporation has not transacted business in the State.

This AFFIDAVIT is hereby given in behalf of Ketchum, Incorporated

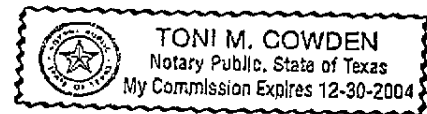
By: 

Larry T. Landrum
Senior Vice President and Secretary

Subscribed and sworn to before me this 2nd day of October, 2001.



Toni M. Cowden, Notary Public
My commission expires 12/30/04



(NOTARY SEAL)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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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. Ketchum Incorporated
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "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.)
- ✓ 2. Texas 3. 75-2587302
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. 03/03/1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
- 6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
- 7. 12770 Merit Drive, Suite 900, Dallas, TX 75251
(Principal office address)
- same
(Current mailing address)

8. Provide consulting services primarily to not-for-profit organizations with an emphasis in fund raising and other financial services.
(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 or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

By: [Signature] C. Morales
(Registered agent's signature) Special Asst. 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.

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

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

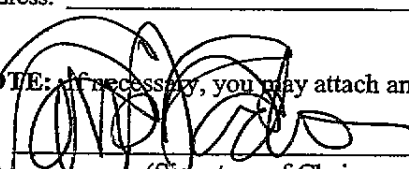
Secretary: _____

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. ^{SR.} Larry T. Landrum, Vice President & SECRETARY
(Typed or printed name and capacity of person signing application)

KETCHUM, INC.

List of Officers & Directors

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Directors:

Ben G. Gill
Carl W. Hefton
Bill R. Wilson
Dale V. Kessler

Officers:

Chief Executive Officer
President
Executive Vice President
Executive Vice President
Senior Vice President
Senior Vice President and Treasurer
Senior Vice President and Secretary
Senior Vice President
Senior Vice President
Senior Vice President
Senior Vice President
Senior Vice President
Senior Vice President
Senior Vice President
Vice President, Human Resources
Vice President
Vice President, Marketing
Vice President
Assistant Treasurer

Ben G. Gill
Robert E. Carter
Carl W. Hefton
Elliott S. Oshry
Troy L. Fields, III
L. Edward Jones, Jr.
Larry T. Landrum
Schuyler D. Lehman
Patricia S. Pirtle
Frank S. Pisch
Roy H. Temper
Charles E. Trimble
Pamela J. Autrey
Donald J. Cawrse
Kelley E. Underhill
Mark J. Zachary
Edna L. Coppedge

Business address for all officers & directors:

**12770 Merit Drive, Suite 900
Dallas, Texas 75251**



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TALLAHASSEE, FLORIDA

The State of Texas

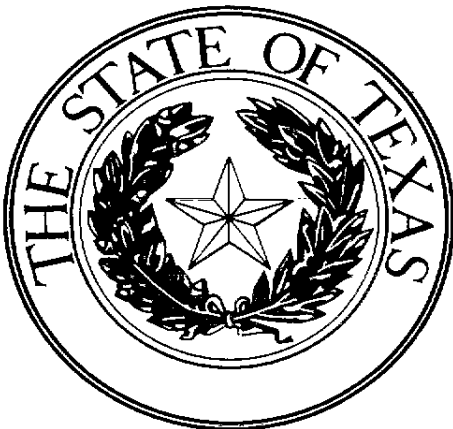
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

KETCHUM, INCORPORATED
File No. 1347431

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

*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 July 31, 2001.*



Henry Cuellar

Henry Cuellar BAM
Secretary of State