CT CERCETION STEM 1111015265

CORPORATION(S) NAME		SECT TALL	~
Resource Services, Inc.		EE C	- 1
		3138	m
			2 0
		FLORIDA	<u>N</u>
			<u>39</u>
			
		40000456	 55994 <i></i> -9
		88/31/91 *****78.	
		******!U.	
	12059		·····
	0.010.0	08/31/1	01056008
. 1			'
Profit	() Amendment	() Merger	(7)
() Nonprofit	() Total dia Maria I	-	
(VForeign	() Dissolution/Withdrawal () Reinstatement	() Mark	()
() Limited Partnership	() Annual Report	() Other	 /
()LLC	() Name Registration	() Change of RA	
	() Fictitious Name	Ú UCC	<u> </u>
() Certified Copy	() Photocopies	() CUS	
() Call When Ready	() Call If Problem	() After 4:30	76°C
(x) Walk In	() Will-Wait	(x) Pick Up	0.
() Mail Out		(5)	
Availability VI	3a\49\		
Name Availability	8/31/01	Order#: 4612069	
Document Examiner	Shanks Shane 2523		
Examiner Undater	Melan 1032>	\\Ref#:	
Updater Unteler			
Verifier Verifyer			
W.P. Verifier Asknowledgement	Se / soude	Amount: \$	
#. P. Verityer	To: Brenda Tadlock		
.	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \		= \$70°
660 East Jefferson Street Tallahassee, FL 32301	1	/ FF	- N.101
Tel. 850 222 1092	1	/	
Fax 850 222 7615		/	
	\ /	•	
A CCH LEGAL INFORMATION	SERVICES COMPANY		•



RESOURCE SERVICES, INC.

August 9, 2001

FILED PM 2: 39
OI DOT -9 PM 2: 39
SECRETARISSEE, FLORIDA
SECRETARISSEE, FLORIDA

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

RE: Resource Services, Inc.

EIN#75-1428286

Dear Madam:

Resource Services, Inc. ("RSI"), a Texas corporation formed September 5, 1973, 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.

RSI provides consulting services primarily to not-for-profit organizations with an emphasis in fund raising and other financial services. Many of our clients have a significant emphasis placed on religious and spiritually based endeavors. RSI has periodically provided consulting service in Florida. We have understood that because RSI has no physical presence in the state of Florida it was not necessary for RSI 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

Senior Vice President and Secretary

Enclosure

12770 MERIT DRIVE, SUITE 900, DALLAS, TEXAS 75251 972•404•7513 FAX 972•450•4477 www.rsi-ketchum.com



AFFIDAVIT

ADDENDUM TO APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION

TO TRANSACT BUSINESS IN FLORIDA SUBMITTED TO THE STATE OF FLORIDA SUBMITED IN BEHALF OF RESOURCE SERVICES, INC.

State of Texas County of Dallas

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 Resource Services, Inc. (the "Corporation"), a Texas corporation formed September 5, 1973, 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 # 75-1428286, 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 FFIRAVITIE hereby given in behalf of Resource Services, Inc.

Larry T. Lardrum

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

TONI M. COWDEN
Notary Public, State of Texas
My Commission Expires 12-30-2004

(NOTARY SEAL)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBM REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA Resource Services, Inc. (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 (State or country under the law of which it is incorporated) Perpetual 4, 09/05/1973 (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual") (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) (Current mailing address) provide consulting services primarily to not-for-profit organizations with an emphasis in fund raising and other financial 8. 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) C T Corporation System Name: Office Address: 1200 South Pine Island Road Plantation Florida 33324 (Zip code) (City) 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. Maria Ozaeta C T Corporation System **Assistant Secretary** Marua Gaeta
(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 business addresses of officers and/or directors:

A. DIRE	CTORS				
Chairman:	SEE ATTACHMENT		150		
A ddress:			最易可		
Addiess		· · · · · · · · · · · · · · · · · · ·		-	
_			Ha n		
Vice Chair	man:		- F ST 2:	•	
Address: _			- Ser 19		
					
Dimenton			•		
				- , %	
Address: _			. ,		
_	·		 	÷	
Director:				<	
Address:					
-					
B. OFFI	CERS				
President:	SEE ATTACHMENT	 	<u> </u>		
Address:					
_					
-			,	Ξ,	
Vice Presi	dent:				
Address:				t.	
Secretary			·····		
			_	- 14 -	
Address:				3 1,5 887	
Treasurer:			<u> </u>	r=12	
Address:					
NOTE:	necessary, you may aylach an addendum to the application listing a				
`	(Signature of Chairman, Vice Chairman, or any officer listed	in number 12 of the a	pplication)		
14. Larry	SR. 7 T. Landrum, Vice President \$ SECRETARY				
(Typed or printed name and capacity of person signing application)					

RESOURCE SERVICES, INC.

List of Officers & Directors

Directors:

Ben G. Gill Carl W. Hefton Bill R. Wilson

Dale V. Kessler (AOVISORY)

Officers:

Chief Executive Officer

President

Executive Vice President Senior Vice President Senior Vice President Senior Vice President

Senior Vice President and Treasurer

Senior Vice President

Senior Vice President and Secretary

Senior Vice President Senior Vice President

Vice President, Human Resources

Vice President Vice President

Vice President, Marketing

Vice President Assistant Treasurer

Business address for all officers & directors:

12770 Merit Drive, Suite 900 Dallas, Texas 75251 FILED

OT -9 PM 2: 39

SECRETARS OF STATE
TALLAHASSEE, FLORIDA

Ben G. Gill Bill R. Wilson Carl W. Hefton Earl H. Craig Nilon H. Elliott Troy L. Fields, III L. Edward Jones, Jr. James M. Keith Larry T. Landrum Patricia S. Pirtle James H. Runyan Pamela J. Autrey Roger L. Boatman Richard H. Blackmon B. Jeff Campbell Richard J. Caperton Roy D. Collins Ernest W. Cummins David H. Manting James L. Sanderson Robert B. Shultz W. Douglas Turner

Kelley E. Underhill

Allen J. Walworth

Edna L. Coppedge



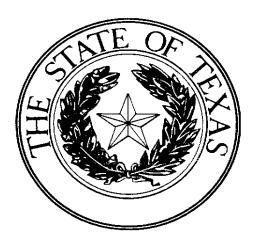
The State of Texas.

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that Articles of Incorporation of

RESOURCE SERVICES, INC. File No. 33050500

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 August 18, 2001.

> Henry Cuellar Secretary of State BAM