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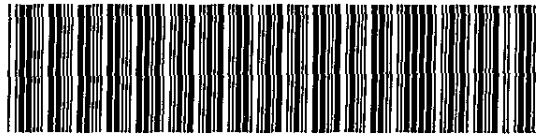
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JB
3-4-03

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Auburn University Foundation, Inc.
(Name of Corporation – must include suffix)

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 conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Julie Bonner, Esq.

(Name of Person)

Spain & Gillon, L.L.C.

(Firm/Company)

2117 Second Avenue North

(Address)

Birmingham, AL 35203

(City/State and Zip Code)

For further information concerning this matter, please call:

Pamela Amos or
Julie Bonner

(Name of Person)

at (205) 328-4100

(Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration 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

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TALLAHASSEE, FLORIDA

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AND
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**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. Auburn University Foundation, Inc.
(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. Alabama 3. 63-6022422
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 9, 1960 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. see attached
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)
7. 317 So. College Street
Auburn, Alabama 36849
(Current mailing address)
8. develop and increase contributions to Auburn University to advance its educational purposes by encouraging gift, grants and donations.
(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:
C T CORPORATION SYSTEM
(Name)
c/o C T CORPORATION SYSTEM, 1200 S. Pine Island Rd.,
(Office address)
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.

C T CORPORATION SYSTEM

Dale W. Morris

DALE W. MORRIS

ASSISTANT VICE PRESIDENT

(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.

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

A. DIRECTORS

SEE ATTACHED

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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. Donald L. Large, Jr.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Donald L. Large, Jr., Treasurer
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

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AND
FILED

Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida:

Question 6:

Auburn University Foundation qualified with the Office of Insurance Regulation in 2000 to issue gift annuities in the State of Florida. The Foundation did not believe that issuing these gift annuities constituted "doing business" in Florida and registration was not required by the Office of Insurance Regulation at that time.

We have just received the attached letter from the Office of Insurance Regulation stating that registration with the Secretary of State's office was necessary to issue gift annuities. After discussion with a representative in the Office of Insurance, we learned that this was the first year that their office was notifying people of this requirement.

AND
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TALLAHASSEE, FLORIDA

Updated 9/01

*Preferred Mailing Address

**AUBURN UNIVERSITY FOUNDATION
BOARD OF DIRECTORS
2002-2003**

<u>NAME & ADDRESS</u>	<u>TERM EXPIRES</u>	<u>PHONE/FAX NUMBER</u>
<u>Mr. J. Glimmer Blackburn '50</u> *Blackburn, Maloney & Schuppert PC P.O. Box 1469 (201 Second Ave. SE) Decatur, AL 35602-1469 RES: 2006 Brookmeade Road Decatur, AL 35601 E-Mail: bmsatty@aol.com	2 nd 3-Yr Term 2003	OFF: 256/353-7826 FAX: 256/353-5511 RES: 256/353-2584 Spouse: Dorry
<u>Mr. Claude I. Carter '41</u> *Carter Investment Co. P.O. Box 2010 Daphne, AL 36526-4006 RES: P.O. Box 339 Montrose, AL 36559-0339 E-Mail: cissyh@hccic.com	2 nd 3-Yr Term 2005	OFF: 251/626-5811 FAX: 251/626-6527 RES: 251/626-0589 Spouse: Ruth
<u>Mr. James Daniel Cassady</u> *Merrill Lynch, Pierce, Fenner & Smith, Inc. Carmichael Center 4001 Carmichael Road Suite 500, 5 th Floor Montgomery, AL 36106 RES: 1832 Radcliffe Road Montgomery, AL 36106 E-Mail: danny_cassady@ml.com	1 st 3-Yr Term 2003	OFF: 334/409-5800 FAX: 334/409-5853 RES: 334/271-4035
<u>Dr. Ann Draughon Cousins '54</u> Nonami Enterprises, Inc. Atlanta, Georgia 30308-2265 *RES: 3920 Brookhaven Drive, NE Atlanta, Georgia 30319-2808 E-Mail: mistipee@bellsouth.net	1 st 3-Yr Term 2004	OFF: 404/233-4339 FAX: 404/231-0423 RES: 404/231-3750 Spouse: Thomas
<u>Mrs. Betty M. DeMent '71</u> Vice President for Alumni Affairs *317 S. College Street Auburn, AL 36849 RES: 287 Windy Hill Rd. Auburn, AL 36830 E-Mail: dement@alumni.Auburn.edu	Executive VP	OFF: 334/844-1134 FAX: 334/844-4003 RES: 334/821-9388 Spouse: Don
<u>Mr. John V. Denson '58</u> *Samford, Denson, Horsley, Pettay & Bridges *P. O. Box 2345 709 Avenue A Opelika, Alabama 36803 RES: 400 North 8 th Street Opelika, Alabama 36801 E-Mail: sdhobb@mindspring.com	1 st 3-Yr Term 2004	OFF: 334/745-3504 FAX: 334/745-3506 RES: 334/749-9684 Spouse: Rose Ann

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TALLAHASSEE, FLORIDA

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AND
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Mr. Glenn E. Estess Jr. '76

Attorney at Law

*Spain & Gillon, L.L.C.

The Zinszer Building

2117 Second Avenue, N.

Birmingham, AL 35203

RES: 3740 North Woodbridge Road

Birmingham, AL 35223

E-Mail: gee@spain-gillon.com

Legal Counsel

OFF: 205/581-8217

FAX: 205/324-8866

RES: 205/967-3201

Spouse: Terri

Dr. Ben S. Glimmer '26

President (Retired)

American Tel & Tel Co.

*RES: 2800 Jiles Road, NW, Apt. 109

Kennesaw, GA 30144

Emeritus

Dr. Elmer B. Harris '62

Chairman & CEO

Center for Public Policy

1901 6th Avenue North

Suite 2020

Birmingham, AL 35203

*RES: 80 Bulldog Circle

Cropwell, Alabama 35054

E-Mail: ebhgsh@aol.com2nd 3-Yr Term
2004

OFF: 205/488-5894

FAX: 205/488-5896

RES: 205/525-5655

FAX: 205/525-4417

Spouse: Glenda

Mr. William F. 'Hank' Hayes '65

*RES: Spring & Fall

11434 Old Works Drive

Frisco, Texas 75035-8508

*RES: Summer & Winter

560 Red Rock Road

Durango, CO 81301

E-Mail: wfhayes@earthlink.net1st 3-Yr Term
2004

RES: 214/387-4846 (TX)

FAX: 214/387-4915 (TX)

RES: 970/382-8908 (CO)

FAX: 970/375-9165 (CO)

Spouse: Brenda

Mr. William F. Heard '56

*Bill Heard Enterprises

P. O. Box 8749

Columbus, GA 31917

RES: 2715 Averett Drive

Columbus, Georgia 31906

1st 3-Yr Term
2005

OFF: 706/323-1111

FAX: 706/321-9488

Spouse: Sara

Mrs. Sally Jones Hill '63

*RES: 11 Grove Isle Drive, Apt. 501

Coconut Grove, FL 33133

E-Mail: SAJQHILL@aol.comVice President
2nd 3-Yr Term
2005

RES: 305/854-2669

FAX: 305/858-4658

Spouse: James M. (DVM)

Mr. D. Dwayne Hoven '64

808 South Ride

Tallahassee, Florida 32303-5136

E-Mail: hovmi@aol.com1st 3-Yr Term
2004

RES: 850/422-3028

FAX: 850/422-3304

Spouse: Mary Louise

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<u>Dr. Charles D. Hudson '50</u> *Hutchinson-Traylor Insurance Agency P.O. Box 1148 (206 W Haralson St.) LaGrange, GA 30241-1148 RES: 407 Country Club Road LaGrange, GA 30240 E-Mail: cdh@hutchinson-traylor.com	1 st 3-Yr Term 2003	OFF: 706/884-3031 FAX: 706/883-8915 RES: 706/882-2829 Spouse: Ida
<u>Mr. L. Phillip Humann, Jr. '67</u> *President, CEO, Chairman Sun Trust Banks, Inc. 303 Peachtree Street Atlanta, Georgia 30308 RES: 721 West Wesley Road NW Atlanta, Georgia 30327-1279 E-Mail: phil.humann@suntrust.com	1 st 3-Yr Term 2004	OFF: 404/588-8249 FAX: 404/827-8173 RES: 404/355-3689 Spouse: Jane
<u>Dr. Donald L. Large, Jr. '75</u> *Executive Vice President 107 Samford Hall Auburn, AL 36849 RES: 813 South Dean Road Auburn, AL 36830 E-Mail: largedl@auburn.edu	Treasurer	OFF: 334/844-4650 FAX: 334/844-6179 RES: 334/821-4423 Spouse: Becky
<u>Dr. James E. Martin '54</u> President Emeritus RES: 1013 Bethel Road, SE Decatur, AL 35603-5815 E-Mail: jmartin184@aol.com	Emeritus	RES: 256/773-8201 FAX: 256/751-3431 Spouse: Ann
<u>Mr. Charles D. McCrary '73</u> *President & CEO Alabama Power Company 600 North 18 th Street Birmingham, AL 35203 RES: 1704 Indian Creek Drive Birmingham, Alabama 35243 E-Mail: cdmccrary@southernco.com	1 st 3-Yr Term 2005	OFF: 205/257-2243 FAX: 205/257-5100 RES: 205/969-0268 Spouse: Phyllis
<u>Dr. D. R. McGinnis</u> *Vice President for Development 317 South College Street Auburn, AL 36849 RES: 697 Kings Way Auburn, AL 36830 E-Mail: mcgindr@auburn.edu	Executive VP	OFF: 334/844-1139 FAX: 334/844-4023 RES: 334/501-6327 Spouse: Michele

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Dr. Guin A. Nance Ex-officio
 *Chancellor
 Auburn University at Montgomery
 P. O. Box 244023 7440 East Drive
 Montgomery, AL 36124-4023 Montgomery, AL 36117
 RES: P. O. Box 1065
 Millbrook, AL 36054
 E-Mail: gnance@mickey.aum.edu

OFF: 334/244-3602
 FAX: 334/244-3920
 RES: 334/285-7667

Dr. Cecil Lloyd Nix, DMD '59 1st 3-Yr Term
 *RES: 2146 Bethel Road 2003
 Decatur, AL 35603
 E-Mail: gbacknix@aol.com

RES: 256/355-3758
 FAX: 256/340-0098
 Spouse: Sandy

Dr. Harry M. Philpott Emeritus
 Retired-President
 Auburn University
 *RES: P.O. Box 3037
 626 Cary Drive
 Auburn, AL 36830
 E-Mail: hphilpott@aol.com

RES: 334/887-3364
 Spouse: Polly

Mr. William 'Bill' Earl Porter '57 Ex-officio
 *RES: 1556 Creekstone Circle
 Birmingham, AL 35243

RES: 205/979-4625
 FAX: 205/979-6807
 Beach: 850/534-0077
 Spouse: Donna

Mr. B. Phil Richardson '50 2nd 3-Yr Term
 *RES: 3241 Warrenton Road 2005
 Montgomery, Alabama 36111
 Retired Executive Vice President
 ALFA Insurance Company
 E-Mail: bor112525@aol.com

RES: 334/263-7945
 Spouse: Jackie

Mr. Morris W. Savage '59 2-Yr Term**
 *President (Law Firm)
 Bankhead, Savage & Stephens
 P.O. Box 462 (311 West 18 Street)
 Jasper, AL 35501
 RES: 1201 College Hill Road
 Jasper, AL 35501

OFF: 205/384-4574
 FAX: 205/384-4575
 RES: 205/384-3525

Mr. Gordon Mack Sherman '57 1st 3-Yr Term
 *Principal
 Lamon & Sherman Consulting, LLC
 1950 North Park Place
 Suite 125
 Atlanta, Georgia 30339
 RES: 8306 Hewlett Road
 Atlanta, Georgia 30350-3505
 E-Mail: gordon.sherman@lamonsherman.com
gordosherman@aol.com

OFF: 770/933-0060
 FAX: 770/933-0065
 RES: 770/394-4681
 Spouse: Miriam

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5

Mr. Albert J. Smith, Jr. '47
 *3335 Del Monte Drive
 Houston, Texas 77019-3103
 E-Mail: AlbertSmith@houston.rr.com

2nd 3-Yr Term
 2005

RES: 713/528-5424
 FAX: 713/528-5517
 Spouse: Jule

Dr. Watson Robbins Taylor, Sr.
 *Standard-Taylor Industries, Inc.
 P.O. Box 1309
 Montgomery, AL 36104
 RES: P.O. Box 1
 Letohatchie, AL 36047
 E-Mail: standardroofing@mindspring.com

2nd 3-Yr Term
 2004

OFF: 334/265-1262
 FAX: 334/834-0239
 RES: 334/277-8968
 Spouse: Ernestine

Dr. William F. Walker
 *President
 Auburn University
 107 Sanford Hall
 Auburn, AL 36849
 RES: 650 Jennifer Drive
 Auburn, AL 36830
 E-Mail: walkewf@auburn.edu

Ex-officio

OFF: 334/844-4650
 FAX: 334/844-8179
 RES: 334/887-8444
 Spouse: Myma

Mr. John Thomas Walter, Jr. '55
 *RES: 3701 Centenary Drive
 Dallas, Texas 75225-5124
 E-mail: tom.walter@charter.net

2nd 3-Yr Term
 2003

RES: 214/368-3793
 FAX: 214/369-1462
 Spouse: Jean

Dr. Earle C. Williams '51
 Retired CEO
 BDM International, Inc.
 *RES: January - April
 8473 Bay Colony Drive #704
 Naples, Florida 34108
 *RES: May - December
 715 Potomac Knolls Drive
 McLean, VA 22102-1421
 E-Mail: ewillms@aol.com

President
 2nd 3-Yr Term
 2004

RES: 941/598-3764 (FL)
 FAX: 941/598-3949 (FL)
 RES: 703/893-7210 (VA)
 FAX: 703/893-1906 (VA)
 Spouse: June

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** In order to complete the class of 2003, will be eligible to serve one two-year term followed by one three-year term.

Linda Caudle
 317 South College St.
 Auburn, AL 36849

Secretary

Linda Caudle is not a director.

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office disclose that Auburn University Foundation incorporated in Lee County, Auburn, Alabama on January 27, 1960. I further certify that the records do not disclose that said Auburn University Foundation has been dissolved.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

November 26, 2002

Date


Jim Bennett

Secretary of State