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FOREIGN NON-PROFIT QUALIFICATION

The Foley Family Charitable Foundation, Inc.

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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. **The Foley Family Charitable 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. **California**

(State or country under the law of which it is incorporated)

3. **77-0472642**

(FEI number, if applicable)

4. **12/23/97**

(Date of Incorporation)

5. **Perpetual**

(Duration: Year corp. will cease to exist or "perpetual")

6. **Upon Qualification**

(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 617.153, F.S.)

7. **601 Riverside Avenue, 12th Floor, Jacksonville, FL 32204**

(Principal office address)

601 Riverside Avenue, 12th Floor, Jacksonville, FL 32204

(Current mailing address)

8. **Charitable, religious, scientific, literary and/or educational 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: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: **Gregory S. Lane**

Office Address: **601 Riverside Avenue, 12th Floor**

Jacksonville

(City)

Florida 32204

(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.

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

A. DIRECTORS

Chairman: SEE EXHIBIT A

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

14. William P. Foley, II Chairman
(Typed or printed name and capacity of person signing application)

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EXHIBIT A

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

A. DIRECTORS

William P. Foley, II

3500 Sunnyside Drive
Jacksonville, FL 32207

Carol J. Foley

3500 Sunnyside Drive
Jacksonville, FL 32207

Alan L. Stinson

17823 Hollyridge Road
Jacksonville, FL 32256

Frank P. Willey

79 Ponte Vedra Blvd.
Ponte Vedra Beach, FL 32082

Edward E. Dewey

4030 Alcazar Avenue
Jacksonville, FL 32207

B. OFFICERS

Lindsay E. Foley - President

1110 E. Almond Avenue
Orange, CA 92866

Carol J. Foley - Secretary and
Chief Financial Officer

3500 Sunnyside Drive
Jacksonville, FL 32207

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SECRETARY OF STATE

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the **23rd day of December, 1997**, **THE FOLEY FAMILY CHARITABLE FOUNDATION** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; 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, 2004.



Kevin Shelley
KEVIN SHELLEY
Secretary of State