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MAY 11 - 6 A 8:24
SECURITY
MAY 11 2004

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: United States Space Foundation (Colorado), 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:

Mr. James Banke, Registered Agent

(Name of Person)

United States Space Foundation (Colorado), Inc.

(Firm/Company)

707 Mullet Drive, Suite 201

(Address)

Port Canaveral, Florida 32920

(City/State and Zip Code)

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SECRET
TALLAHASSEE, FL 32314

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For further information concerning this matter, please call:

Charles R. Lucy, Esq.

(Name of Person)

at (719) 475-7730

(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:

- | | | | |
|---|---|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input checked="" type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|---|---|---|



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 17, 2004

MR. JAMES BANKE
707 MULLET DRIVE STE. 201
PORT CANAVERAL, FL 32920

SUBJECT: UNITED STATES SPACE FOUNDATION(COLORADO), INC.
Ref. Number: W04000018821

We have received your document for UNITED STATES SPACE FOUNDATION(COLORADO), INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

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.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 104A00033841

**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. United States Space Foundation (Colorado), 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. Colorado

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

3. _____

(FEI number, if applicable)

4. February 12, 1999

(Date of Incorporation)

5. Perpetual

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

6. April 1, 2004

(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)

7. 707 Mullet Drive, Suite 201, Port Canaveral, Florida 32920

(Principal office address)

707 Mullet Drive, Suite 201, Port Canaveral, Florida 32920

(Current mailing address)

8. To serve as corporate media contact and spokesperson for the Space Foundation.

(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: Mr. James Banke

Office Address: 707 Mullet Drive, Suite 201

Port Canaveral, _____, Florida 32920

(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:

A. DIRECTORS

Chairman: Mr. John Higginbotham, Chairman

Address: SpaceVest, 11911 Freedom Drive, Suite 500
Reston, VA 20190

Vice Chairman: The Honorable Robert S. Walker, Chairman

Address: Wexler & Walker Public Policy Associates, 1317 F Street, NW, Suite 600
Washington, DC 20004

Director: See attached Addendum for listing of all directors

Address:

Director:

Address:

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SECRETARY
TALLAHASSEE FL

B. OFFICERS

President: Mr. John Higginbotham

Address: SpaceVest, 11911 Freedom Drive, Suite 500
Reston, VA 20190

Vice President: The Honorable Robert S. Walker

Address: Wexler & Walker Public Policy Associates, 1317 F Street, NW, Suite 600
Washington, DC 20004

Secretary: General Thomas S. Moorman, Jr., USAF (Retired)

Address: c/o Booz-Allen & Hamilton, 8283 Greensboro Drive, McLean, VA 22102

Treasurer: Dr. Jaleh Daie, Managing Partner, Aurora Equity, LLC

Address: 1850 Sand Hill Road, Building 2, No 26, Palo Alto, CA 93404

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.

(Typed or printed name and capacity of person signing application)

Addendum to Response to No. 12(A) of Application by Foreign Not For Profit Corporation for Authorization to Conduct It's Affairs in Florida:

Names and Street Addresses for all Directors:

Directors:

Dr. William F. Ballhaus, Jr.
President & CEO
The Aerospace Corporation
2350 East El Segundo Blvd.
El Segundo, CA 90245-2934

Dr. Guion S. Bluford, President
Aerospace Technology Group
P. O. Box 549
North Olmsted, OH 44070

Mr. Wes Bush, President
Northrop Grumman Space Technology
One Space Park
Bldg. E-2 11000
Redondo Beach, CA 90278

Mr. Lou Dobbs
Host - Lou Dobbs Tonight
CNN
5 Penn Plaza, 20th Floor
New York, NY 10001

General Howell M. Estes, III, USAF (Retired), President
Howell Estes & Associates, Inc.
830 Pollux Drive
Colorado Springs, CO 80906

Mr. William McDonald "Mac" Evans
8 Halldorson Crescent
Kanata, Ontario, Canada K2K 2C4

Mr. Paul Graziani, President & CEO
Analytical Graphics, Inc.
40 General Warren Blvd.
Malvern, P 19355-1317

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Mr. Marc Holtzman, President
University of Denver
2199 South University Blvd.
Mary Reed Building, Room 101
Denver, CO 80208

Mr. Lon C. Levin, Vice President
Mobile Satellite Ventures
Co-Founder and Senior Vice President
XM Satellite Radio
1500 Eckington Place, NE
Washington, DC 20002-2194

Mr. Richard P. MacLeod, President Emeritus
Space Foundation
3484 Hill Circle
Colorado Springs, CO 80904

Ms. Joanne M. Maguire, Deputy to Executive Vice President
Vice President, Special Programs
Lockheed Martin Space Systems Company
P. O. Box 179, MS: 1105
Denver, CO 80201-0179

Mr. Michael I. Mott, Vice President & General Manager
The Boeing Company – NASA Systems
13100 Space Center Blvd., M/S HB4-22
Houston, TX 77059

General John L. Piotrowski, USAF (Retired), Vice President
Science Applications International Corporation
3060 Cedar Heights
Colorado Springs, CO 80904

VADM Richard H. Truly, USN (Retired), Director
National Renewable Energy Lab
1617 Cole Boulevard
Golden, CO 80401-3393

Dr. Neal DeGrasse Tyson, Director
Hayden Planetarium
Rose Center for Earth & Science
79th Street & Central Park West, 5th Floor
New York, NY 10024



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, DONETTA DAVIDSON, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

UNITED STATES SPACE FOUNDATION (COLORADO)
(COLORADO NONPROFIT CORPORATION)

FILE # 19991028371 WAS FILED IN THIS OFFICE ON February 12, 1999
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: June 23, 2004

Donetta Davidson

SECRETARY OF STATE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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