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CT CORPORATION

Division of Corporations

Florida Department of State
Division of Corporations
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Account Number : FCA000000023
Phone : (850) 222-1092
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DIVISION OF CORPORATIONS

FOREIGN NON-PROFIT QUALIFICATION

The Philadelphia Foundation, Inc.

Certificate of Status	0
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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 Philadelphia 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. Pennsylvania 3. 23-1581832
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. September 7, 1989 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
- 6. Upon qualification
(Date corporation first conducted Affairs in Florida - See sections 617.1301, 617.1302, and 617.133, F.S.)
- 7. 1234 Market Street, Suite 1800, Philadelphia, PA 19107
(Principal office address)
- 8. Same as above
(Current mailing address)
- 9. The Philadelphia Foundation is a community foundation, a pool of 600 charitable funds, entrusted to us for long-term philanthropic good. We invest and administer these funds prudently, and award the distributions as grants and scholarships to local nonprofit organizations, exactly as the donors intend.
(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: CT Corporation System
 Office Address: c/o CT Corporation System
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.

CT Corporation System

By: *Ann J. Williams*
(Registered agent's signature)

Ann J. Williams, Assistant Vice President

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- 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: Board of Managers - Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: H. Craig Lewis

Address: 1234 Market Street, Suite 1800, Philadelphia, PA 19107-3794

Vice President: Ellen P. Foster

Address: 1234 Market Street, Suite 1800, Philadelphia, PA 19107-3794

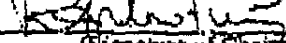
Secretary: R. Andrew Swinney

Address: 1234 Market Street, Suite 1800, Philadelphia, PA 19107-3794

Treasurer: Eric Frait

Address: 1234 Market Street, Suite 1800, Philadelphia, PA 19107-3794

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. R. Andrew Swinney, Secretary
(Typed or printed name and capacity of person signing application)



BOARD OF MANAGERS

Peggy Ann Amsterdam
1234 Market Street, Suite 1800
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Chair, Board of Managers
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COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

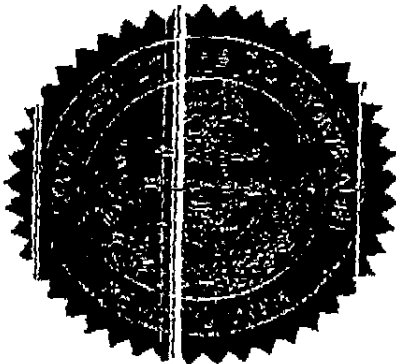
September 16, 2004

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT:

THE PHILADELPHIA FOUNDATION, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains subsisting so far as the records of this office show, as of the date herein.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Perth C. Conto's
Secretary of the Commonwealth

dpos

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