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TRANSMITTAL LETTER

TO:	-	ration Section on of Corpor						
SUBJ	ECT: Th	ne Phillips Fa	mily Foundation		1.1. 66.			
5			(Name of Corpora	non – must inc	iude surrix)			
Dear S	ir or Mad	iam:						
Affairs	in Florid	la", "Certifica	y Foreign Not for Prof ate of Existence", and a conduct its affairs in Fl	check are subn				
Please	return all	corresponde	nce concerning this ma	atter to the foll	owing:	JD4-45	796	
	٠	Jane Scacce				,	۲	
	_		(Name o	of Person)				
	I	Drucker & Sc	accetti, P.C.					
	-		(Firm/C	Company)				
	_							
	1	1845 Walnut	Street, 14th Floor (Ad	ldress)				
	_	76 //	•	-/				
	-	Philadelphia,		and Zip Code)				
For fur	ther infor	mation conce	erning this matter, plea	ase call;				
l C	3#!			045	205 0000		7	
	Scaccetti Name of	Person)	at (665-3960 Daytime Tele	phone Numbe		20
								05
STREET ADDRESS: Registration Section Division of Corporations 409 E. Gaines St. Tallahassee, FL 32399]]]	MAILING AD Registration Sec Division of Cor P. O. Box 6327 Fallahassee, FL	ction porations	SSEE, FLORIDA	"ILED		
Enclose		-	ollowing amount:	•	. arianassee, 1 L	, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	E . 13	
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FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

December 15, 2004

JANE SCACCETTI DRUCKER & SCACCETTI, P.C. 1845 WALNUT STREET, 14TH FLOOR PHILADELPHIA, PA 19103

SUBJECT: THE PHILLIPS FAMILY FOUNDATION

Ref. Number: W04000045796

We have received your document for THE PHILLIPS FAMILY FOUNDATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Please note that this additional suffix is for use in Florida only, and does not affect your filing in Pennsylvania in any way.

Also, line 8 of your application says "See Exhibit A," but no such attachment was included.

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) 245-6958.

Lee Rivers Document Specialist

Letter Number: 904A00069839

DRUCKER & SCACCETTI, P.C.

Certified Public Accountants/Business Advisors

1845 Walnut Street, 14th Floor Philadelphia, PA 19103-4791 Telephone 215-665-3960 Facsimile 215-665-3980

January 5, 2005

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 ATTN: Lee Rivers

> Re: The Phillips Family Foundation Ref. Number: W04000045796

Dear Lee:

We are writing in response to your correspondence regarding the above-referenced corporations Application for Authorization to Conduct Affairs in Florida, a copy of which is enclosed. Your letter indicates that the name of the corporation must contain a corporate suffix. We have hand-written this suffix on the corporation's application.

You also indicated that Exhibit A referenced on line 8 of the application was omitted. We have enclosed this exhibit and apologize for any inconvenience our omission may have caused. This exhibit was inadvertently omitted from the original filing.

This information should be sufficient to complete the processing of The Phillips Family Foundation's Application for Authorization to Conduct Affairs in Florida. If you require additional information please contact me at (215) 665-3960.

Sincerely,

Jane Scaccetti

cc: Tyler Phillips

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2005 JAN 10 PM 1: 43

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 Phillips F	amily Foundation , Inc	٠.		
import in langua	ge as will clearly indicate i	that it is a corporation	ED" or "CORPORATION" or words or n instead of a natural person or partner a corporate suffix by a nonprofit corpo	ship if not so contained
2. Pennsylvania		3	23-2903879	
(State or coun	try under the law of which	it is incorporated)	(FEI number, if applica	ble)
4. May 28, 1997		5.	May 28, 1997 - Perpetual	
(D	ate of Incorporation)		(Duration: Year corp. will cease to e	xist or "perpetual")
6. June 1, 2004	atod office in Florida if wei		sections 617.1501 & 617.1502, F.S, to d	7, 30 3 3
		_	sections 617.1301 & 617.1302, F.S, to d	etermine penaity (tability.)
7. 3645 Ocean D	orive, Vero Beach, FL 32			
		(Principal c	ffice address)	
3645 Ocean D	rive, Vero Beach, FL 32			
		(Current r	nailing address)	7 S
				2005 JAN SECRENT
8. See Exhibit A				
(Purpose(s) of c	orporation authorized in he	ome state or country	to be carried out in the state of Florida	
9. Name and stre	et address of Florida reg	istered agent: (P.C). Box NOT acceptable)	JAN 10 PM AHASSEE, F
<u></u>	<u></u>	.		7 P C
Name [.]	Гуler D. Phillips			1: 43 STATE LORIDA
	,			SE +2
Office Address:	3645 Ocean Drive			P
		- "		
<u> </u>	/ero Beach		_, Florida <u>32963</u>	<u> </u>
	(Ci	ty)	(Zip Code	3)
Having been nan designated in thi further agree to	s application, I hereby comply with the provision	accept the appoint ons of all statutes	ice of process for the above stated of ment as registered agent and agree relative to the proper and complete osition as registered agent.	to act in this capacity. I
the Departme	Certificate of Existence ent of State, by the Secre ander the law of which it	duly authenticate etary of State or other	Acut's signature) d, not more than 90 days prior to dener official having custody of corpo	livery of this application to rate records in the

FILED

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

A. I	,,,	KĿ	CT	ŧ٦	к	

Chairma	n:		
Address:			
Vice Cha	airman;		
		<u> </u>	
Director:			_
Address:			
Director:			
Address:			
B. OF	FICERS		
President	t: Tyler D. Phillips	- Z	2005
Address:	3645 Ocean Drive	ACC.	JAN
	Vero Beach, FL 32963	ASSE	× 0
Vice Pre	sident:	Tric.	
Address:		- S	
		Dr.:	<u>~</u>
-	y: Jill H. Phillips		
Address:	3645 Ocean Drive, Vero Beach, FL 32963		
Treasure	r;		
Address:			
NOTE:	If necessary, you may attach an addendum to the application listing additional officers and/or dir	ectors.	
JA S	Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)		-
14. Tyle	ar D. Phillips, President		_
	(Typed or printed name and capacity of person signing application)		_

EXHIBIT A

The corporation is organized and operated exclusively for religious, charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The corporation's primary purpose shall, without limitation, make gifts, grants or loans to charitable organizations and to further charitable purposes within the meaning of section 501(c)(3) of the Code, and shall engage in any and all lawful activities incidental to the foregoing purposes, except as specifically restricted herein.

The corporation does not contemplate pecuniary gain or profit, incidental of otherwise. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any private person; except that reasonable compensation may be paid for services rendered on behalf of the corporation, and no trustee, director or officer of the corporation or any individual shall be entitled to share in any distribution of any of the assets of the corporation upon its dissolution.

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation; the corporation shall not directly or indirectly participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office (including the publishing or distributing of statements); nor shall the corporation engage in any activities that are unlawful under applicable federal, state or local laws.

The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Code, or the corresponding section of any future federal tax code; the corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code, or the corresponding section of any future federal tax code; the corporation will not retain any excess business holdings as defined in section 4943(c) of the Code, or the corresponding section of any future federal tax code; the corporation will not make any investments in such a manner as to subject it to tax under section 4944 of the Code, or the corresponding section of any future federal tax code; and the corporation will not make any taxable expenditures as defined in section 4945(d) of the Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under sections 170, 2055, or 2522 of the Code, or corresponding section of any future federal tax code, or (c) by a private foundation described in section 509 (a) of the Code and subject to sections 4940 through 4946 of the Code, or corresponding sections of any future federal tax code.

In the event of dissolution of the corporation, whether voluntary or involuntary or by operation of law, the assets of the corporation (a) shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or (b) shall be distributed to the federal government or to a state or local government for a public purpose, or (c) shall be distributed by a court to another organization to be used in such manner as in the judgment of the court will best accomplish the general purposes for which the dissolved organization was organized.

SECRETAKL OF STALE

COMMON WEALTH OF PENNSYLVANIA DEPARTMENT OF STATE

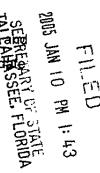
November 09, 2004

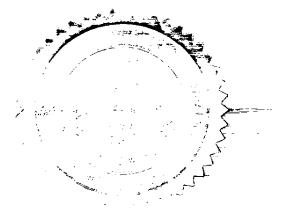
TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

THE PHILLIPS FAMILY FOUNDATION

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





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.

Secretary of the Commonwealth