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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BOYS & GIRLS CLUBS OF AMERICA
(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:

Michael P. Carey
(Name of Person)

W05-55580

Boys & Girls Clubs of America
(Firm/Company)

1230 W. Peachtree Street, NW
(Address)

Atlanta, GA 30309-3447
(City/State and Zip Code)

For further information concerning this matter, please call:

Michael Carey
(Name of Person)

at (404) 487-5854
(Area Code & Daytime Telephone Number)

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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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 19, 2005

MICHAEL P. CAREY
BOYS & GIRLS CLUBS OF AMERICA
1230 W. PEACHTREE STREET, NW
ATLANTA, GA 30309-3447

SUBJECT: BOYS & GIRLS CLUBS OF AMERICA
Ref. Number: W05000055580

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TALLAHASSEE, FLORIDA

We have received your document for BOYS & GIRLS CLUBS OF AMERICA and your check(s) totaling \$78.75. 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 suffix is for use in Florida only, and does not affect your filing in the District of Columbia in any way.

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

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: 305A00072547

**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. Boys & Girls Clubs of America 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. Washington, DC 3. 13-5562976
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 6, 1956 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. _____
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)
7. 1230 W. Peachtree ST. NW Atlanta, GA 30309-3447
(Principal office address)
- _____ (Current mailing address)
8. Social Services not-for-profit organization
(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 **NOT** acceptable)
Name: Corp. Service Company
Office Address: 1201 Hays ST.
Tallahassee, Florida 32301
(City) (Zip Code)

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TALLAHASSEE, FLORIDA

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.

Jane S. Krayer
(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: Anne Szostak

Address: 70 Stimson Ave.

Providence, RI 02906

Elect. Vice Chairman: Rick Goings

Address: P.O. Box 2353

Orlando, FL 32802-2353

Treasurer Director: Gary Wendt

Address: 39 Wilshire Dr.

Greenwich, CT 06831

Secretary Director: Ronald Gidwitz

Address: 200 S. Wacker Dr. ST. 4000

Chicago, IL 60609

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TALLAHASSEE FLORIDA

B. OFFICERS

President: Roxanne Spilleff

Address: 1230 W. Peachtree ST., NW

Atlanta, GA 30309

Vice President: Kurt Aschermann

Address: 1230 W. Peachtree ST., NW

Atlanta, GA 30309

Asst. Secretary: Kristine Morain

Address: 1230 W. Peachtree ST., NW Atlanta, GA 30309

Asst. Treasurer: Anand Mehta

Address: 1230 W. Peachtree ST., NW

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. Anand S. Mehta
(Typed or printed name and capacity of person signing application)



**BOYS & GIRLS CLUBS
OF AMERICA**

BOARD OF GOVERNORS

OFFICERS

Honorary Co-Chairmen
President George W. Bush
First Lady Laura Bush

Edward M. Liddy
Chairman Emeritus

M. Anne Szostak
Chairman of the Board

Rick Goings
Chairman-Elect

Roxanne Spillett
President

John F. Antioco
Ann M. Fudge
Ronald T. LeMay
Rev. Edward A. Malloy, C.S.C.
Michael E. Tennenbaum
Vice Chairmen

Gary C. Wendt
Treasurer

Ronald J. Gidwitz
Secretary

REGIONAL CHAIRMEN

Don H. Davis, Jr.
Midwest

Dana G. Mead
Northeast

Emil J. Brolick
Pacific

Martin E. Hanaka
Southeast

Matthew K. Rose
Southwest

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TALLAHASSEE, FLORIDA

BOARD OF GOVERNORS

Hank Aaron

Senior Vice President, Atlanta Braves
Owner, Hank Aaron BMW
Atlanta, GA

Wayne Allen

Houston, TX
Governor Emeritus

David W. Anderson

Chairman Emeritus
Famous Dave's of America, Inc.
Edina, MN

John F. Antioco

Chairman and CEO
Blockbuster Inc.
Dallas, TX

Jessica Bibliowicz

Chairman and CEO
National Financial Partners
New York, NY

Gerald W. Blakeley, Jr.

President
Blakeley Investment Co.
Boston, MA

Life Member, Board of Governors

Emil J. Brolick

President and Chief Concept Officer
Taco Bell Corporation
Irvine, CA

The Honorable Arnold I. Burns

Chairman
The QuanStar Group, LLC
New York, NY

Michael D. Capellas

President and CEO
MCI
Ashburn, VA

Hays Clark

Hobe Sound, FL

Anthony P. Conza

Founder and Chairman Emeritus
Blimpie International, Inc.
Woodstock, NY

Jean C. Crystal

New York, NY

Don H. Davis, Jr.

Chairman Emeritus
Rockwell Automation
Milwaukee, WI

Thomas J. Falk

Chairman and Chief Executive Officer
Kimberly-Clark Corporation
Dallas, TX

Gary J. Fernandes

Dallas, TX

Donald G. Fisher

Chairman Emeritus and Founder
Gap Inc.
San Francisco, CA

Thomas P. Flanagan

Vice Chairman
Deloitte & Touche LLP
Chicago, IL

Robert W. Fowler

Ponte Vedra Beach, FL
Life Member, Board of Governors

Eugene Freedman

Chairman Emeritus
Enesco Group, Inc.
Itasca, IL

Ann M. Fudge

Chairman and CEO
Young & Rubicam Brands
and Y&R Advertising
New York, NY

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Moore Gates, Jr.
Princeton, NJ
Life Member, Board of Governors

Ronald J. Gidwitz
Partner
GCG Partners
Chicago, IL

Rick Goings
Chairman and Chief Executive Officer
Tupperware Corporation
Orlando, FL

Ken Griffey, Jr.
Cincinnati Reds
Cincinnati, OH

George V. Grune
Ponte Vedra Beach, FL
Life Member, Board of Governors

Martin E. Hanaka
Chairman Emeritus
The Sports Authority
Fort Lauderdale, FL

Peter L. Haynes
Yarmouth, ME

Daniel R. Hesse
Chief Executive Officer
Local Telecommunications Division
Sprint Corporation
Overland Park, KS

Ronald T. LeMay
Chairman
octobercapital
Westwood, KS

Pedro Lichtinger
President, Pfizer Animal Health
Vice President, Pfizer Inc
New York, NY

Edward M. Liddy
Chairman and CEO
Allstate Insurance Company
Northbrook, IL

Rev. Edward A. Malloy, C.S.C.
President Emeritus
University of Notre Dame
Notre Dame, IN

Dana G. Mead
Chairman of the Corporation
Massachusetts Institute of Technology
Cambridge, MA

Jeremiah Milbank
Charlottesville, VA
Life Member, Board of Governors

Jeremiah Milbank, III
Chairman and CEO
Milbank Winthrop & Co.
New York, NY

Peter C. Morse
President
Morse Partners, Ltd.
West Conshohocken, PA

J. Christopher Reyes
Chairman of the Board
Reyes Holdings, LLC
Rosemont, IL

Matthew K. Rose
Chairman, President & CEO
Burlington Northern Santa Fe Corporation
Fort Worth, TX

Wayne R. Sanders
Retired Chairman
Kimberly-Clark Corporation
Dallas, TX

C. J. Silas
Bartlesville, OK
Life Member, Board of Governors

Roxanne Spillett
President
Boys & Girls Clubs of America
Atlanta, GA

Jack L. Stahl
President and CEO
Revlon, Inc.
New York, NY

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M. Anne Szostak
Providence, RI

Michael E. Tennenbaum
Senior Managing Partner
Tennenbaum Capital Partners, LLC
Santa Monica, CA

Allan R. Tessler
Chairman of the Board
Epoch Investment Partners
Wilson, WY

Denzel Washington
Los Angeles, CA

Gary C. Wendt
Greenwich, CT

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TALLAHASSEE, FLORIDA

Revised November 16, 2005

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



C E R T I F I C A T E

THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the 6th day of **August , 1956** *Articles of Incorporation of:*

BOYS & GIRLS CLUBS OF AMERICA

The above named corporation is duly incorporated and existing pursuant to and by virtue of the Nonprofit Corporation Act of the District of Columbia and authorized to conduct its affairs in the District of Columbia as of the date mentioned above.

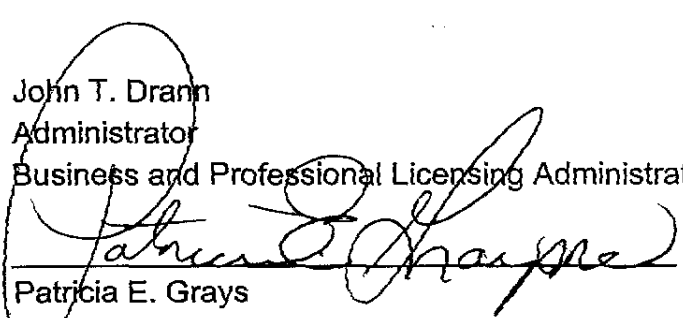
WE FURTHER CERTIFY that the above entitled corporation is at the time of issuance of this certificate in Good Standing , according to the records of the Corporations Division having filed all reports required by the District of Columbia Nonprofit Corporation Act.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this **15th** day of **September , 2005** .

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SEAL OF THE DISTRICT OF COLUMBIA
TALPAIN, DISTRICT OF COLUMBIA

Patrick J. Canavan, Psy. D.
Director

John T. Drann
Administrator
Business and Professional Licensing Administration


Patricia E. Grays
Superintendent of Corporations
Corporations Division

Anthony A. Williams
Mayor