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Florida Department of State  
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**FOREIGN PROFIT/NONPROFIT CORPORATION**

**The Clarks Companies Foundation**

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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 Clarks Companies Foundation Corporation  
(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. Delaware 3. 20-4511300  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 11, 2006 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing  
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)
7. 156 Oak Street, Newton Upper Falls, MA 02464  
(Principal office address)  
same as above  
(Current mailing address)
8. See attached rider  
(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: C T Corporation System  
Office Address: 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.*

By: [Signature]

C T Corporation System

(Registered agent's signature)

**SALVINA AGOSTA-GRAY  
SPECIAL ASSISTANT SECRETARY**

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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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: See attached rider

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. Robert Infantino, President  
(Typed or printed name and capacity of person signing application)

### **PURPOSE**

The foundation intends to make grants to non-profit Section 501©(3) public charities and educational purposes.

The foundation will also provide education scholarship to dependents of the Clarks Companies employees and will therefore solicit participation of through internal publications at its retail store. Additionally, the foundation will solicit contributions or have contributions solicited on its behalf to third parties.

**OFFICERS & DIRECTORS**

Robert Infantino  
President

James Salzano  
Executive Vice President & Chief Financial  
Officer

Jane Feingensen  
Director of Corporate Events & Secretary

David Getts  
Vice President & Director Tax

Karla Jarvis  
Corporate Counsel

Gary Champion  
Senior Vice President Sales

Susan Moran  
Director Public Relations

Steven Lawrence  
Vice President Employee & Organizational  
Services

Margie Glaser  
Sr. Director Employee & Organizational  
Services

**Principal office address for Officers/Directors:**

The Clarks Companies, N.A.  
156 Oak Street  
Newton Upper Falls, MA 02464

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE CLARKS COMPANIES FOUNDATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF SEPTEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS A NON-PROFIT AND NON-STOCK CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THE CLARKS COMPANIES FOUNDATION" WAS INCORPORATED ON THE ELEVENTH DAY OF JANUARY, A.D. 2006.



4092370 8300C  
060841901

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5035178

DATE: 09-12-06