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FOREIGN PROFIT/NONPROFIT CORPORATION

The Clarks Companies Foundation

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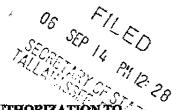
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APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

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:

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SECRETARY OF STATE 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:
Treasures:
Address:
NOTE: If necessary, you may sitach an addendum to the application listing additional officers and/or directors.
13 Ild John 2
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
4. Robert Infantino, President (Typed or printed name and capacity of person signing application)

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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

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE CLARES 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 MON-STOCK CORPORATION.

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

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

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Warriet Smith Hinden. Secretary of State

AUTHENTICATION: 5035178

DATE: 09-12-06

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