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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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206-47758

D. Brown NOV 28 2006

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ATTORNEYS AT LAW

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New York Office

November 15, 2006

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314
Attn: Doris Brown
Document Specialist

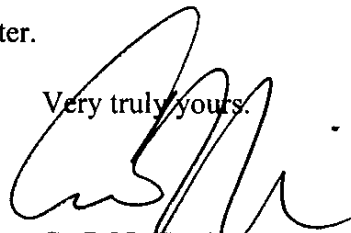
Re: United Service Organizations, Inc.
Your Reference No: W06000047758

Dear Ms. Brown:

In response to your letter of November 1, 2006 I am enclosing the Application which has been completed pursuant to your cover letter.

Thank you for your assistance in this matter.

Very truly yours,



CAROL ILASI
Legal Assistant

CI:jw



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 1, 2006

CAROL ILASI, L.A.
PERLMAN & PERLMAN, LLP
41 MADISON AVE., SUITE 4000
NEW YORK, NY 10001

SUBJECT: UNITED SERVICE ORGANIZATIONS, INC.
Ref. Number: W06000047758

We have received your document for UNITED SERVICE ORGANIZATIONS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity's date of incorporation/organization must be listed in the document.

The document must contain both the street address of the principal office and the mailing address of the entity.

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) 245-6972.

Doris Brown
Document Specialist

Letter Number: 006A00064588

COVER LETTER

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TO: Registration Section
Division of Corporations

2006 NOV 28 P 3: 52

SUBJECT: UNITED SERVICE ORGANIZATIONS, INC.
(Name of Corporation – must include suffix)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Carol Iasi, Legal Assistant

(Name of Person)

Perlman & Perlman, LLP

(Firm/Company)

41 Madison Avenue

Suite 4000

(Address)

New York, New York 10001

(City/State and Zip Code)

For further information concerning this matter, please call:

Carol Iasi

(Name of Person)

at (212) 889-0575

(Area Code & Daytime Telephone Number)

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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

**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. United Service Organizations, 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. District of Columbia 3. 13-1610451
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11-26-1980 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 10-01-2006
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)
7. 2711 Wilson Boulevard, Suite 1200, Arlington, VA 22201
(Principal office address)
- Same
(Current mailing address)

8. To provide morale, welfare and recreation-type services to our military and their families
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(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.

Corporation Service Company
By: Joyce L. Markley
(Registered agent's signature)

**Joyce L. Markley
as its agent**

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:

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A. DIRECTORS

Chairman: SEE ATTACHED LIST

2005 NOV 28 P 3: 52

Address:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: Edward A. Powell

Address: 2111 Wilson Boulevard

Arlington, Virginia 22201

Vice President: Bob Hoff

Address: 2111 Wilson Boulevard

Arlington, Virginia 22201

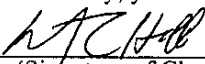
Secretary: John Hanson

Address: 2111 Wilson Boulevard

Treasurer:

Address:

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. Robert Hoff, Vice-President/Controller

(Typed or printed name and capacity of person signing application)

USO WORLD BOARD OF GOVERNORS

(AS OF OCTOBER 18, 2006)

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Fay Beauchine
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Carlson Companies
703 Carlson Parkway
Minnetonka, MN 55305

Jed Becker
President
Eurpac Service, Inc.
101 Merritt 7 Corporate Park
Norwalk, CT 06851

Susan M. Brooks
Director, Customer Advocacy
Motorola, Inc
101 Tournament Drive
Horsham, PA 19044

Raymond P. Caldiero
Chairman, The Sequoia Group
958 Hillside Rd
Fairfield, CT 06824

Valencia Campbell
Decision Consultant
1300 Mercantile Lane STE 100-H2
Largo, MD 20774

ADM Henry G. Chiles, Jr. USN (Ret)
Alexandria, VA

RADM Philip J. Coady, USN (Ret)
Annandale, VA

Will A. Courtney, CPM
Courtney & Courtney Properties
5322 Wedgmont Circle North
Ft. Worth, TX 76133

Charles M. Dubroff
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9616 East A.W. Tillinghast Dr
Scottsdale, AZ 85262-2972

James T. Dyke, Jr.
President

Jim Dyke & Associates, LLC
46A State Street
Charleston, SC 29401

Janice K. Emmert
Hinsdale, IL

Lee Gabler
Partner and Co-Chairman
Creative Artists Agency
9830 Wilshire Blvd
Beverly Hills, CA 90212-1825

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President and Chief Executive Officer
Vanguard Corporation
2440 Implala Drive
Carlsbad, CA 92010

John Gioia
9524 Mt Vernon Landing
Alexandria, VA 22309

John Gottschalk
President and CEO
Omaha World Herald Co.
World Herald Sq
14th and Dodge Streets
Omaha, NE 68102

Darrell J. Irions
Executive Director
St. Petersburg Housing Authority
3250 5th Ave North
St. Petersburg, FL 33713

The Honorable Debra Lee James
Business Unit General Manager & SV8301
Greensboro Drive
MS E11-7
SAIC Corp.
McLean, VA 22102

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Chairman, Hanwha Group
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Seoul, Korea 100-797

RADM Thomas C. Lynch, USN (Ret)
Senior Vice President
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575 7th Street, NW
Suite 400
Washington, DC

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5990 Topeka Way
Castle Rock, CO 80109

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President & CEO
TriWest Healthcare Alliance
15451 North 28th St
Phoenix, AZ 85053

William G. Moll
Chairman
Clear Channel Television
200 East Basse Rd
San Antonio, TX 78209

Curt Motley
Manager
Monterrey Peninsula Artists
124 12th Avenue South
Nashville, TN 37203

GEN. Richard B. Myers
Former Chairman
Joint Chiefs of Staff
Arlington, VA

Dr. Michael H. O'Shea
Parade Magazine
858 Ocean Avenue
Sea Bright, NJ 07760

Paul J. Ostling
Chief Operating Officer
Ernst & Young Global Limit
Becket House
1 Lambeth Palace Rd
London, England SE1 7EU

The Honorable Edward A. Powell
President and CEO
USO World Headquarters
211 Wilson Blvd
Arlington, VA 22201

The Honorable Joe Reeder
Greenberg Traurig
800 Connecticut Ave. NW
Washington, DC 20006

Ed Reilly
President and CEO
American Management Association
1601 Broadway, 6th floor
New York, NY 10019

Richard T. Schlosberg, III
9901 IH-10 West
Suite 800
San Antonio, TX 78230

Fusao Sekiguchi
Chairman and CEO
VSN, Inc.
The Third Anzen bldg
4-16-25 Shibaura Minato-Ku
Tokyo, Japan 108-0023

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

USO WORLD BOARD OF GOVERNORS

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Vice Chairman
S & K Sales Co
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Stamford, CT 06901

Frank Daniel Stella
Chairman
FD Stella Products Company
7000 Fenkell Avenue
Detroit, MI 48238

James H. Terry, II
Vice President National Sales
Coca-Cola
1 Coca-Cola Plaza, NW USA 1335
Atlanta, GA 30313

LTC Joseph H. Wehrle, Jr.
President, P&C Insurance
USAA
9800 Fredricksburg Road
San Antonio, TX 78288

SGM Marshall M. Williams, Ph.D, USA (Ret)
Director, Homeland Security
General Dynamics
Corporate Headquarters
2941 Fairview Park Drive
Falls Church, VA 22042-4513

Alicin Williamson
Vice President, Corporate Responsibility
MTV Networks
1515 Broadway, 34th Floor
New York, NY 10036

Ed Wilson
President, FOX Television Networks
10201 West Pico Blvd
Los Angeles, CA 90035

Ambassador Frank G. Wisner
Vice Chairman, External Affairs
American International Group, Inc.
70 Pine St. 18th floor
New York, NY 10270

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2008 NOV 28 P 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 26th day of November, 1980 *Articles of Incorporation of:*

UNITED SERVICE ORGANIZATIONS, INCORPORATED


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 19th day of October, 2006.

PATRICK J. CANAVAN, PSY. D.
DIRECTOR

Business and Professional Licensing Administration


PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Anthony A. Williams
Mayor