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DIVISION OF CORPORATIONS
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W07-51487

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: GivingNet, Inc.
(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:

Caroline R. Heine

(Name of Person)

GivingNet, Inc.

(Firm/Company)

462 S. Fourth Street, Suite 2420

(Address)

Louisville, KY 40202

(City/State and Zip Code)

For further information concerning this matter, please call:

Debbie Coleman

(Name of Person)

at (502) 581-0804

(Area Code & Daytime Telephone Number)

MAILING ADDRESS:

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

STREET/COURIER ADDRESS:

New Filing 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

- 35.00

35.00

\$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

October 17, 2007

CAROLINE R. HEINE
462 S. FOURTH STREET, SUITE 2420
LOUISVILLE, KY 40202

SUBJECT: GIVINGNET, INC.
Ref. Number: W07000051487

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

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence or certificate of good standing, which usually consists of a single sheet of paper, that clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence or certificate of good standing from the same office that provided you with the certified copy.

The certificate of existence must be issued within the last 90 days by the Secretary of State which has custody of the records in the jurisdiction under the laws of which the above listed entity is incorporated/organized.

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) 245-6921.

Maryanne Dickey
Document Specialist Supervisor

Letter Number: 307A00061132

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

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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. GivingNet, Inc.
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of the 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. 61-1363687
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. march 1, 2000 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. 462 S. Fourth Street, Suite 2420 Louisville, KY 40202
(Principal office address)

same as above
(Current mailing address)

8. Provide products, services and funds to non-profit organizations. Our services will include infrastructure support and professional services to non-profit organizations.
(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: CT Corporation

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.

Carol Rocco
(Registered agent's signature)
Carol Rocco
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.

12. Names and addresses of officers and/or directors: *See attachment*

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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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. *Carla E. Dearing*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Carla E. Dearing, President & CEO
(Typed or printed name and capacity of person signing application)

GivingNet, Inc.
(Formerly Community Foundations Of America)
BOARD ROSTER

<p>John G. Davies President <u>Baton Rouge Area Foundation</u> 402 North Fourth Street Baton Rouge, LA 70802 Tel. (225) 387-6126 FAX (225) 387-6153 e-mail: jdavies@braf.org</p>	<p>Carla E. Dearing President and CEO <u>Community Foundations of America</u> 462 S. Fourth Avenue, Ste 405 Louisville, KY 40202 Tel. (502) 581-0815 FAX (502) 581-0802 e-mail: cdearing@cfamerica.org</p>
<p>William Ginsberg (Vice Chair) President and CEO <u>Community Foundation for Greater New Haven</u> 70 Audubon Street New Haven, CT 06510 Tel. (203) 777-2386 ext. 223 FAX (203) 785-8054 e-mail: wginsberg@cfgnh.org</p>	<p>Teri Hansen (Treasurer) President/CEO <u>Gulf Coast Community Foundation of Venice</u> 601 Tamiami Trail South Venice, FL 34285 Tel. (941) 486-4601 FAX (941) 486-4699 e-mail: thansen@gulfcoastcf.org</p>
<p>Lawrence Hough (Chair) Past Board Chair <u>Community Foundation for National Capital Region</u> Stuart Mill Capital, Inc. 252 N. Washington Street Falls Church, VA 22046 Tel. (703) 533-2461 ext. 105 FAX (703) 533-2463 e-mail: lhough@stuartmillcap.com</p>	<p>Kathryn E. Merchant President & CEO <u>The Greater Cincinnati Foundation</u> 200 West Fourth Street Cincinnati, OH 45202-2603 Tel. (513)241-2880 Direct Line (513) 768-6111 FAX (513) 768-6131 e-mail: merchantk@greatercincinnatiifdn.org</p>
<p>Larry E. Rosenberger Board Chair <u>Marin Community Foundation</u> Fair, Isaac and Company, Inc. Vice President, Research & Development <u>Home address:</u> 200 Smith Ranch Road San Rafael, CA 94903 Tel. (415) 491-5154 (direct) FAX (415) 444-5043 e-mail: larryrosenberger@yahoo.com</p>	<p>John (Jack) Sherwin, Jr. Chairperson <u>The Sherwick Fund</u> Mid-Continent Ventures, Inc. President 1422 Euclid Avenue, Suite 545 Cleveland, OH 44115 Tel. (216) 696-6663 FAX (216) 696-3944 e-mail: hanna545@aol.com</p>
<p>Christel C. Slaughter, Ph.D. Past Board Member <u>Baton Rouge Area Foundation</u> SSA Consultants Partner 9331 Bluebonnet Blvd. Baton Rouge, LA 70810 Tel. (225) 769-2676 FAX (225) 767-6802 e-mail: cslaughter@consultssa.com</p>	<p>George Sweet Past Board Member <u>Central Indiana Community Foundation</u> 12821 E. New Market St., Suite 200 Carmel, IN 46032 Tel. (317) 574-3400 FAX (317) 574-3919 e-mail: georges@brenwick.com</p>

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Delaware

The First State

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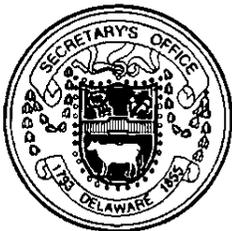
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GIVINGNET, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF NOVEMBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THE SAID "COMMUNITY FOUNDATIONS OF AMERICA, INC." FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "GIVINGNET, INC.", ON THE TWENTY-NINTH DAY OF JUNE, A.D. 2007, AT 4:54 O'CLOCK P.M.

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

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6130637

DATE: 11-03-07