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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: USS Constitution Museum Foundation, 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:

Adrian Bresler
(Name of Person)

USS Constitution Museum
(Firm/Company)

P.O. Box 1812
(Physical Address: Charlestown Navy Yard
Bldg 22
(Address) Boston, MA 02129)
Boston, MA 02129
(City/State and Zip Code)

For further information concerning this matter, please call:

Adrian Bresler at (617) 426-1812 x 111
(Name of Person) (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 ☐ \$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. USS Constitution Museum Foundation, 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. Massachusetts 3. 04-2505888
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 25, 1972 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. Charlestown Navy Yard Building 22, Boston, MA 02129
(Principal office address)
P.O. Box 1812, Boston, MA 02129
(Current mailing address)
8. The Museum brings stories of USS Constitution across the country to educate adults and children about the War of 1812 and the beginning of the Republic.
(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: James Fendell

Office Address: 7979 NW 21st Street -

Doral, Florida 33102
(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.


(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.

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

(see attached list)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: James Stokes

Address: Bingham McCutchen

1 Federal St.
Boston, MA 02110

Vice President: James Hawkes

Address: 5 Norton Point

Manchester, MA 01944

Gary Kearney

319 Longwood Ave

Boston, MA 02115

William Rice

Anchor Capital
One Post Office Sq
Boston, MA
02109

Secretary: Paul McDonough

Address: 64 Walker Street

Charlestown, MA 02129

Treasurer: William White

Address: P.O. Box 845

Red Bank, NJ 07701

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. James Stokes, Chairman
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. James C. Stokes, Chairman
(Typed or printed name and capacity of person signing application)

**USS CONSTITUTION MUSEUM
BOARD OF TRUSTEES**

RADM Stanley W. Bryant
1 Ironwood Way
West Newbury, MA 01985
H: 978-510-1221

Mr. Philip C. Chadwick, CPA
15 Castle Road
Norfolk, MA 02056

Mr. David D. Corbett
New Directions, Inc.
66 Long Wharf
Boston, MA 02110-3620

Mr. Derek Davis
Greenberg Traurig, LLP
One International Place
Boston, MA 02110

Mr. Ronald M. Egalka
Rampart Investment Management
1 International Place, 14th floor
Boston, MA 02110

Mr. Laurence D. Fitzmaurice
17 Garrison Road
Wellesley, MA 02482

Hon. Paul W. Garber
1 Bernardo O' Higgins Circle
Brighton, MA 02135-7840

Mr. James B. Hawkes
5 Norton's Point
Manchester, MA 01944

Dr. Gary P. Kearney
319 Longwood Ave
Boston, MA 02115

COL Andrew J. Ley, USMCR (Ret)
36 Country Club Road
Dedham, MA 02026

Trustees Page 2

Mr. Caleb Loring, Jr.
P.O. Box 235
Prides Crossing, MA 01965-0235

Mr. Rashaun Martin
113 Sumner Street #52
E Boston, MA 02128

Mr. William Martin
301 Glen Road
Weston, MA 02193

Mr. Paul F. McDonough, Jr.
64 Walker Street
Charlestown, MA 02129

Ms. Patricia L. McGlynn
99 Chestnut Street
Weston, MA 02493

Mr. John D. Mulattieri
417 Gallivan Blvd.
Dorchester, MA 02124

Ms. Suzanne Reid
155 Salten Point Road
Barnstable, MA 02636

Mr. William Phipps Rice
Anchor Capital Advisors, Inc.
One Post Office Square, Suite 3850
Boston, MA 02109

Mrs. Mary Beth Sandman
93 Abbot Rd
Wellesly, MA 02481

Mr. Stewart Steffey, Jr.
34 Bemis Road
Dedham, MA 02026

Mr. James C. Stokes
Bingham McCutchen LLP
1 Federal Street
Boston, MA 02110

Trustees Page 3

Mr. Thomas Vecchiolla
Raytheon Integrated Defense Systems
50 Apple Hill Drive
MS: T3TL7
Tewksbury, MA 01876-0901

Ms. Allison R. Walk
Bernstein Investments
53 State Street
Boston, MA 02109

Mr. William White
P.O. Box 845
Red Bank, NJ 07701



The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

October 6, 2008

TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

USS CONSTITUTION MUSEUM FOUNDATION, INC.

is a domestic corporation organized on **September 25, 1972 (Chapter 180)**.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 180 section 26 A, for revocation of the charter of said corporation; that the State Secretary has not received notice of dissolution of the corporation pursuant to Massachusetts General Laws, Chapter 180, Section 11, 11A, or 11B; that said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Processed By crm

In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth