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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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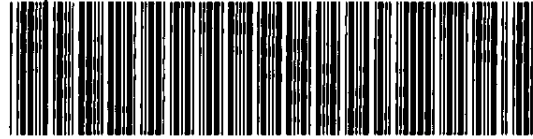
(Business Entity Name)

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COVER LETTER

TO: New Filing Section  
Division of Corporations

SUBJECT: THE POSSE 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", or "Certificate of Good Standing" 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:

Rosanna Aybar  
Name of Person

THE POSSE FOUNDATION, INC.  
Firm/Company

14 Wall St - Suite 816D  
Address

New York, N.Y. 10005  
City/State and Zip Code

Rosanna@possefoundation.org  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Rosanna Aybar at (212) 405-1691 EXT. 235  
Name of Person Area Code & Daytime Telephone Number

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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. THE POSSE 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. New York 3. 13-3840394  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. 01/05/1995 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. 14 Wall Street - 8A, New York, N.Y. 10005  
(Principal office address)
- \_\_\_\_\_ same as above \_\_\_\_\_  
(Current mailing address)
- 8. Educational not for profit organization  
(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: Larissa Ramos

Office Address: 1101 Brickell Ave, suite 1000N

Miami, Florida 33132  
(City) (Zip Code)

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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.*

Larissa Ramos  
(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.

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

**A. DIRECTORS**

Chairman: JEFF VBBEN

Address: 14 Wall Street - 8A60

New York, NY 10005

Vice Chairman: Anthony DeNicola

Address: 14 Wall Street - 8A60

Director: (see attached list)

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: Deborah Bial

Address: 14 Wall Street - 8A60

New York, NY 10005

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 of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Deborah Bial, President  
(Typed or printed name and capacity of person signing application)

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**State of New York**  
**Department of State** } **ss:**

I hereby certify, that the Certificate of Incorporation of THE POSSE FOUNDATION, INC. was filed on 01/05/1995, as a Not-for-Profit Corporation and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

\*\*\*

*WITNESS my hand and the official seal  
of the Department of State at the City of  
Albany, this 21st day of September two  
thousand and seven.*

*Special Deputy Secretary of State*

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**Deborah Bial**, The Posse Foundation

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Secretary

**Philip M. Pead**, President & CEO, Eclipsys Corporation; Chair, Posse Atlanta Advisory Board

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**Michael Ainslie**, Posse Chair Emeritus; Trustee, Vanderbilt University

**Anson M. Beard, Jr.**, Advisory Director, Morgan Stanley

**Eric Beckman**, Ares Management LLC; Chair, Posse Los Angeles Advisory Board

**Robbie Oxnard Bent**, Private Sector

**Ronald Crutcher**, President, Wheaton College

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**Richard D. Fain**, Chairman & Chief Executive Officer, Royal Caribbean Cruises Ltd.

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**Steven M. Lefkowitz**, President, CI Capital Partners

**Eric N. Macey**, Founder and Partner, Novack and Macey LLP; Chair, Posse Chicago Advisory Board

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**Garrett Moran**, Senior Managing Director, The Blackstone Group

**Diane B. Patrick, Esq.**, Partner, Ropes & Gray LLP; First Lady of Massachusetts

**Frank Sesno**, Professor of Media and Public Affairs and Director of Public Policy and Media Institute, George Washington University; Special Correspondent, CNN; Chair, Posse D.C. Advisory Board

**Eugene B. Shanks, Jr.**, Corporate Director, Private Sector; Trustee, Vanderbilt University

**Brad Singer**, Senior Executive Vice President and Chief Financial Officer, Discovery

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Communications

**David A. Thomas**, Professor, Harvard Business School

**Timothy H. Ubben**, Founding Chairman, Posse Chicago; Retired Founder and  
Chairman, Lincoln Capital Management; Trustee, DePauw University

**John D. Wiley**, Chancellor Emeritus, University of Wisconsin-Madison

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