

F100000005706

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H10000277682 3)))



H100002776823AEC0

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
Fax Number : (850)678-5368

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

FOREIGN PROFIT/NONPROFIT CORPORATION

Georgia Aquarium, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	10
Estimated Charge	570.00

FILED
 2010 DEC 29 PM 4:42
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

RECEIVED
 10 DEC 29 PM 4:57
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

T. Burch DEC 30 2010

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Georgia Aquarium, 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:

Jan R. Ezell, Corporate Paralegal

Name of Person

Alston & Bird LLP

Firm/Company

1201 West Peachtree Street

Address

Atlanta, GA 30309-3424

City/State and Zip Code

sallic@georgiaaquarium.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jan R. Ezell

Name of Person

at (404)

881-7442

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. Georgia Aquarium, 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. Georgia 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/5/2000 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 617.1301 & 617.1302, F.S. to determine penalty liability.)
7. 225 Baker Street, NW, Atlanta, GA 30313-1809
(Principal office address)
- 225 Baker Street, NW, Atlanta, GA 30313-1809
(Current mailing address)

8. operation of an oceanarium and other charitable purposes
(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 System

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.

CT Corporation System

By: _____

(Registered agent's signature)
Danny Verdecchia, Jr. Asst. 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.

FILED

2010 DEC 29 PM 4:42

STATE OF FLORIDA
TALLAHASSEE, FL 32304

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

A. DIRECTORS

Chairman: See attached

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: See attached

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

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

13.

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

14.

David J. Kimmel, President & Chief Operating Officer
(Typed or printed name and capacity of person signing application)

**ATTACHMENT TO
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA
FOR
GEORGIA AQUARIUM, INC.**

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

A. DIRECTORS

Director:	Bernie Marcus
Address:	225 Baker Street, NW Atlanta, Georgia 30313
Director:	Billi Marcus
Address:	225 Baker Street, NW Atlanta, Georgia 30313
Director:	Mark Becker
Address:	225 Baker Street, NW Atlanta, Georgia 30313
Director:	Frank Blake
Address:	225 Baker Street, NW Atlanta, Georgia 30313
Director:	Dennis Cooper
Address:	225 Baker Street, NW Atlanta, Georgia 30313
Director:	Pete Correll
Address:	225 Baker Street, NW Atlanta, Georgia 30313
Director:	Ralph de la Vega
Address:	225 Baker Street, NW Atlanta, Georgia 30313
Director:	Bob Fornaro
Address:	225 Baker Street, NW Atlanta, Georgia 30313

FILED
2010 DEC 29 PM 4:42
CLERK OF DISTRICT COURT
JULIA A. HARRIS
TALLAHASSEE, FLORIDA

Director: James S. Grien
 Address: 225 Baker Street, NW
 Atlanta, Georgia 30313

Director: Ed Holland
 Address: 225 Baker Street, NW
 Atlanta, Georgia 30313

Director: Paul Houghton
 Address: 225 Baker Street, NW
 Atlanta, Georgia 30313

Director: Phil Jacobs
 Address: 225 Baker Street, NW
 Atlanta, Georgia 30313

Director: Jim Jacoby
 Address: 225 Baker Street, NW
 Atlanta, Georgia 30313

Director: Steve Koonin
 Address: 225 Baker Street, NW
 Atlanta, Georgia 30313

Director: Conrad Lautenbacher
 Address: 225 Baker Street, NW
 Atlanta, Georgia 30313

Director: Michael A. Leven
 Address: 225 Baker Street, NW
 Atlanta, Georgia 30313

Director: John Morgan
 Address: 225 Baker Street, NW
 Atlanta, Georgia 30313

Director: Michael Morris
 Address: 225 Baker Street, NW
 Atlanta, Georgia 30313

Director: Timothy J. Pakenham
 Address: 225 Baker Street, NW
 Atlanta, Georgia 30313

FILED
 2010 DEC 29 PM 4:42
 OFFICE OF THE
 ATTORNEY GENERAL
 TALLAHASSEE, FLORIDA

FILED

2010 DEC 29 PM 4:42

CLERK OF STATE
TALLAHASSEE, FLORIDA

Director: Gary Peacock
Address: 225 Baker Street, NW
Atlanta, Georgia 30313
Director: Ray Robinson
Address: 225 Baker Street, NW
Atlanta, Georgia 30313
Director: Rick Slagle
Address: 225 Baker Street, NW
Atlanta, Georgia 30313
Director: Derek Smith
Address: 225 Baker Street, NW
Atlanta, Georgia 30313
Director: Kathy Walters
Address: 225 Baker Street, NW
Atlanta, Georgia 30313
Director: David J. Kimmel
Address: 225 Baker Street, NW
Atlanta, Georgia 30313

B. OFFICERS

Chairman: Bernie Marcus
Address: 225 Baker Street, NW
Atlanta, Georgia 30313
Vice-Chairman: Michael A. Leven
Address: 225 Baker Street, NW
Atlanta, Georgia 30313
President and
Chief Operating
Officer: David J. Kimmel
Address: 225 Baker Street, NW
Atlanta, Georgia 30313
Treasurer: James S. Grien
Address: 225 Baker Street, NW
Atlanta, Georgia 30313

Secretary: Timothy J. Pakenham

Address: 225 Baker Street, NW
Atlanta, Georgia 30313

FILED

2010 DEC 29 PM 4:42

SECRETARY OF STATE
FALL ARRESTED/PRODA

Control No. 0044568

STATE OF GEORGIA

Secretary of State

Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF EXISTENCE

I, Brian P. Kemp, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

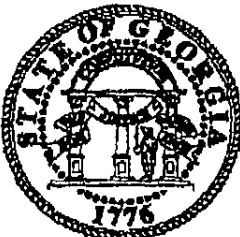
GEORGIA AQUARIUM, INC.

Domestic Non-Profit Corporation

was formed or was authorized to transact business on 10/05/2000 in Georgia. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 29th day of December, 2010

B. P. Kemp

Brian P. Kemp
Secretary of State

FILED
2010 DEC 29 PM 4:13
FALLS STREET, GEORGIA