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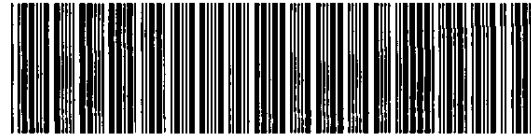
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 FEB -7 PM 3:03

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Jonas Brothers' Change for the Children 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:

Glenn Nordlinger

Name of Person

The Nordlinger Group

Firm/Company

250 W. 57th Street, Suite 2003

Address

New York, NY 10107

City/State and Zip Code

gnordlinger@tngmusic.com

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

For further information concerning this matter, please call:

Glenn Nordlinger

Name of Person

at (212)

684-5103

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 14, 2010

GLENN NORDLINGER
THE NORDLINGER GROUP
250 W. 57TH STREET, SUITE 2003
NEW YORK, NY 10107

SUBJECT: JONAS BROTHERS' CHANGE FOR THE CHILDREN
FOUNDATION
Ref. Number: W10000048358

We have received your document for JONAS BROTHERS' CHANGE FOR THE CHILDREN FOUNDATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name must contain a word that will clearly indicate that it is a corporation. This word may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return the corrected original and one copy of 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) 245-6962.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 410A00024403

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. Jonas Brothers' Change for the Children 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. Delaware 3. 61-1559147
(State or country under the law of which it is incorporated) (EIT number, if applicable)
4. April 8, 2008 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. n/a
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability)
7. c/o The Nordlinger Group, 250 W. 57th Street, Suite 2003, New York, NY 10107
(Principal office address)
- Same
(Current mailing address)

8. To raise funds to support organizations that motivate and inspire children to face adversity.
(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 Rd.
Plantation Florida 33324
(City) (Zip Code)

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TALLAHASSEE, FLORIDA

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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.

JoAnne McCarthy
(Registered agent's signature)
Joanne McCarthy
Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the date 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

Chairman: (See attached list of officers/directors)

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

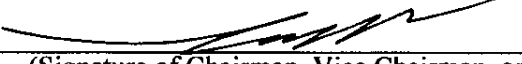
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Glenn Nordlinger, Treasurer
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jonas Brothers Change for the Children Foundation Inc.

Officers & Directors

Paul Kevin Jonas - President
c/o The Nordlinger Group
250 W. 57th St., Suite 2003
New York, NY 10107
212.684.5103

Philip McIntyre - Vice President
c/o Philymack, Inc.
1416 N. La Brea Avenue
Hollywood, CA 90028
310.820.3180

Glenn Nordlinger - Treasurer
c/o The Nordlinger Group
250 W. 57th St., Suite 2003
New York, NY 10107
212.684.5103

John McMahon - Managing Director
c/o MSL Philanthropy
11 Penn Plaza, 5th Floor
New York, NY 10001
212.946.2747.

Paul Kevin Jonas II - Board Member
c/o The Nordlinger Group
250 W. 57th St., Suite 2003
New York, NY 10107
212.684.5103

Joseph Jonas - Board Member
c/o The Nordlinger Group
250 W. 57th St., Suite 2003
New York, NY 10107
212.684.5103

Nicholas Jonas - Board Member
c/o The Nordlinger Group
250 W. 57th St., Suite 2003
New York, NY 10107
212.684.5103

Delaware

The First State

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JAN 21 - 1 PM 3:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "JONAS BROTHERS' CHANGE FOR THE CHILDREN FOUNDATION" 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 TWENTY-FIRST DAY OF JANUARY, A.D. 2011.

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



4530637 8300C

110066045

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8509553

DATE: 01-21-11