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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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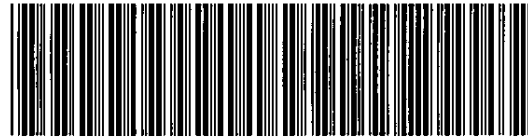
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TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: INTERNATIONAL CORPORATE GOVERNANCE NETWORK CLG
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:

KERRIE WARING
Name of Person

INTERNATIONAL CORPORATE GOVERNANCE NETWORK
Firm/Company

16 PARK CRESCENT

Address

LONDON W1B 1AH (UK)
City/State and Zip Code

kerrie.waring@icgn.org
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kerrie Waring at (0044) 207 612 7098
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

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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. INTERNATIONAL CORPORATE GOVERNANCE NETWORK CO.
(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. UNITED KINGDOM 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 08 JANUARY 2008 5. _____
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. N/A (12 DECEMBER 2011)
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)
7. 16 PARK CRESCENT, LONDON, W1B 1AH, UK
(Principal office address)
8. - as above -
(Current mailing address)
9. educational conference on 12 2 13 december 2011
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(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.

Doreen Wallace
(Registered agent's signature)

Doreen Wallace
Assistant Vice President

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

A. DIRECTORS

see attached

Chairman: Christianna Wood

Address: _____

Vice Chairman: Michelle Edkins

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Executive Director: Carl Rosén

Address: 16 Park Crescent, London, W1B 1AH, UK

Vice President: N/A

Address: _____

Secretary: KERRIE WARING

Address: 16 Park Crescent, London, W1B 1AH, UK

Treasurer: N/A

Address: _____

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

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

14. KERRIE WARING
(Typed or printed name and capacity of person signing application)

**ICGN Board Member
& Manager Contact Details (2011- 2012)**

<p>Christy Wood, Chairman, ICGN</p> <p>330 Old Y Road Golden, CO 80401 USA</p>	<p>Christopher Ailman, Chief Investment Officer, CalSTRS</p> <p>100 Waterfront Place West Sacramento, CA 95605 USA</p>
<p>Rick Bennett, Executive Chairman, GMI</p> <p>56 Northport Drive Portland, Maine 04103 USA</p>	<p>Erik Breen, Head of Responsible Investing, Senior Vice President, Robeco</p> <p>Coolsingel 120, 3000 AZ Rotterdam, The Netherlands</p>
<p>Arnaud de Bresson, Managing Director, Paris EUROPLACE</p> <p>39, rue Cambon 75 001 Paris</p>	<p>Frank Curtiss, Head of Corporate Governance, RPMI Railpen</p> <p>2nd Floor, Camomile Court 23 Camomile Street London EC3A 7LL UK</p>
<p>Michelle Edkins, Managing Director Corporate Governance & Responsible Investment, BlackRock</p> <p>400 Howard Street San Francisco, CA 94105 United States</p>	<p>Sandra Guerra, Principal, Better Governance</p> <p>Rua Diogo Jacome, 518-BL3-apt. 232 – SP 04512-001 Sao Paulo Brazil</p>
<p>Carol Hansell, Senior Partner, Davies Ward Phillips & Vineberg LLP</p> <p>44th Floor, 1 First Canadian Place Toronto, Canada M5X 1B1</p>	<p>David Pitt-Watson, Chair, Hermes Fund Asset Management</p> <p>1 Portsoken Street London, E1 8HZ UK</p>
<p>Nasser Saidi, Executive Director, Hawkamah Institute for Corporate Governance</p> <p>Gate Village Building 2, 1st Level P.O. Box 506767, Dubai U.A.E</p>	<p>Yoshiko Takayama, Managing Director J-Eurus IR Co., Ltd</p> <p>Arche Kojimachi 2F, 1-10-13 Kojimachi Chiyoda-ku, Tokyo 102-0083 Japan</p>

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THE COMPANIES ACT 2006

Company No. **6467372**

The Registrar of Companies for England and Wales hereby certifies that
INTERNATIONAL CORPORATE GOVERNANCE NETWORK

was incorporated under the **Companies Act 1985**

as a limited company on the **8th January 2008**

Given at Companies House, the **22nd September 2011**

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TALLAHASSEE, FLORIDA

J L WATTS

for the Registrar of Companies



Companies House