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DATE: 09-18-2012

NAME: HARBERT FUND ADVISORS INC

**TYPE OF FILING: APPLICATION BY FOREIGN CORPORATION TO
TRANSACT BUSINESS IN FLORIDA**

COST: \$78.75

RETURN: CERTIFIED COPY

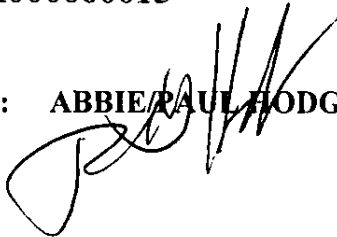
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ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE PAUL HODGE



COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Harbert Fund Advisors, Inc.
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Anne-Marie Myers

Name of Person

Balch & Bingham LLP

Firm/Company

P.O. Box 306

Address

Birmingham, Alabama 35201

City/State and Zip code

pgiven@harbert.net

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

For further information concerning this matter, please call:

Perry Given

Name of Person

at (205) 987-5679

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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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TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.**

1. Harbert Fund Advisors, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co." or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Alabama

(State or country under the law of which it is incorporated)

3. 63-1105440

(FBI number, if applicable)

4. November 4, 1993

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cense to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2100 Third Avenue North, Suite 600, Birmingham, Alabama 35203

(Principal office address)

2100 Third Avenue North, Suite 600, Birmingham, Alabama 35203

(Current mailing address)

8. Own, lease and rent property

(Purpose(s) of corporation authorized in home state or country to be carried out in 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

(City)

, Florida 32301

(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.

Becky Peirce

Becky Peirce
Assistant Vice President

(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 business 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 the application listing additional officers and/or directors.

13. John W. McCullough 9/19/12
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.153, F.S.

14. John W. McCullough, Senior Vice President, General Counsel and Secretary

(Typed or printed name and capacity of person signing application)

**HARBERT FUND ADVISORS, INC.
DIRECTORS AND OFFICERS**

Directors

Raymond J. Herbert	2100 Third Avenue North, Suite 600, Birmingham, AL 35203
Michael D. Luce	2100 Third Avenue North, Suite 600, Birmingham, AL 35203
John W. McCullough	2100 Third Avenue North, Suite 600, Birmingham, AL 35203

Officers

Raymond J. Herbert	Chairman & Chief Executive Officer	2100 Third Ave North, Suite 600, Birmingham, AL 35203
Michael D. Luce	President & Chief Operating Officer	2100 Third Ave North, Suite 600, Birmingham, AL 35203
David A. Boutwell	Executive Vice President & CFO	2100 Third Ave North, Suite 600, Birmingham, AL 35203
Charles D. Miller	Executive Vice President & Global Head of Distribution	2100 Third Ave North, Suite 600, Birmingham, AL 35203
John W. McCullough	Senior Vice President, General Counsel & Secretary	2100 Third Ave North, Suite 600, Birmingham, AL 35203
Michael C. Bauder	Vice President & Chief Compliance Officer	2100 Third Ave North, Suite 600, Birmingham, AL 35203
Sonja J. Keeton	Senior Vice President & Chief Administrative Officer	2100 Third Ave North, Suite 600, Birmingham, AL 35203
J. Conrad Morrison	Assistant Director of Compliance	2100 Third Ave North, Suite 600, Birmingham, AL 35203
Dennie L. Jones	Director of Aviation & Chief Pilot	2100 Third Ave North, Suite 600, Birmingham, AL 35203
Burkin K. Praxler	Assistant Secretary	2100 Third Ave North, Suite 600, Birmingham, AL 35203

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Beth Chapman
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

the entity records on file in this office disclose that Harbert Fund Advisors, Inc.
was formed in Shelby County, Alabama on November 4, 1993. The Alabama
Entity Identification number for this entity is 160-169. I further certify that the
records do not disclose that said entity has been dissolved, cancelled or
terminated.

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TALLAHASSEE, FLORIDA

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In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.

9/17/2012

Date

Beth Chapman

Beth Chapman

Secretary of State