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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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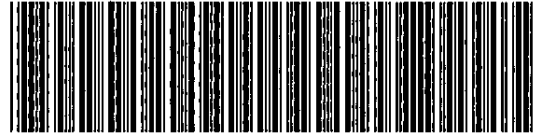
(Business Entity Name)

(Document Number)

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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. THE RAYONIER 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

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

3. 13-6064462

(FEI number, if applicable)

4. DECEMBER 23, 1952

(Date of Incorporation)

5. PERPETUAL

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

6. MAY 1, 2000

(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)

7. 1301 RIVERPLACE BLVD., SUITE 2300, JACKSONVILLE, FL 32207

(Principal office address)

SAME AS ABOVE

(Current mailing address)

8. SEE ATTACHED EXHIBIT A

(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: TRACY K. ARTHUR, ESQ.

Office Address: 1901 ISLAND WALKWAY

FERNANDINA BEACH, Florida 32034


(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.

  
(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: PAUL G. BOYNTON  
Address: 1301 RIVERPLACE BLVD., STE 2300  
JACKSONVILLE, FL 32207

Vice Chairman: \_\_\_\_\_

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

Director: JENNIFER BOTTERBUSCH  
Address: 1301 RIVERPLACE BLVD., STE 2300  
JACKSONVILLE, FL 32207

Director: CHRISTOPHER T. CORR  
Address: 1301 RIVERPLACE BLVD., STE 2300  
JACKSONVILLE, FL 32207

**B. OFFICERS**

President: CHARLES H. HOOD  
Address: 1301 RIVERPLACE BLVD., STE 2300  
JACKSONVILLE, FL 32207

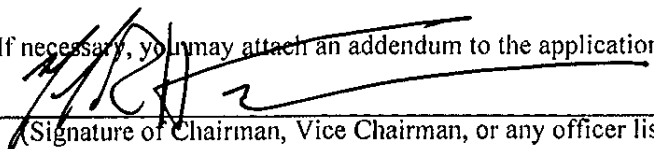
Vice President: \_\_\_\_\_

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

Secretary: MICHAEL R. HERMAN  
Address: 1301 RIVERPLACE BLVD., STE 2300, JACKSONVILLE, FL 32207

Treasurer: MICHAEL H. WALSH  
Address: 1301 RIVERPLACE BLVD., STE 2300, JACKSONVILLE, FL 32207

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. Michael R. Herman, Secretary  
(Typed or printed name and capacity of person signing application)

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ADDENDUM

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION  
FOR AUTHORIZATION TO CONDUCT AFFAIRS IN FLORIDA

THE RAYONIER FOUNDATION, INC.  
(EIN 13-6064462)

Supplemental Information

Item 12, Names and Addresses of Officers and/or Directors:

A. Additional Directors:

<u>Name</u>	<u>Address</u>
Michael R. Herman	1301 Riverplace Blvd., Ste. 2300 Jacksonville, FL 32207
Charles H. Hood	1301 Riverplace Blvd., Ste. 2300 Jacksonville, FL 32207
Jack M. Kriesel	1301 Riverplace Blvd., Ste. 2300 Jacksonville, FL 32207
Helen Rowan	1301 Riverplace Blvd., Ste. 2300 Jacksonville, FL 32207
Nancy L. Wilson	1301 Riverplace Blvd., Ste. 2300 Jacksonville, FL 32207

B. Additional Officers:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Hans E. Vanden Noort	Controller	1301 Riverplace Blvd. Suite 2300 Jacksonville, FL 32207

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**EXHIBIT A**  
**STATEMENT OF CORPORATION'S PURPOSES**

The following are excerpts from the Corporation's Articles of Incorporation setting forth the Corporation's purposes in home state to be carried out in Florida:

**ARTICLE II.**

(a) This corporation is not organized for pecuniary profit or financial gain, and no part of its assets, income or profit shall be distributable to, or inure to the benefit of its members, directors or officers except to the extent permitted under the Not-for-Profit Corporation Law.

(b) The corporation shall have no stockholders, and no part of its net earnings shall enure to the benefit of any private shareholder (if there ever be any), member or other individual.

(c) Subject to the direction of a court of competent jurisdiction, in the event of the dissolution of the corporation, any of its assets which may remain after payment or satisfaction of all proper claims and demands then existing against the corporation, and after lawful provision for the administration or disposition of any property held in trust by or for the corporation, shall be distributed to or among one or more corporations, trusts, community chests, funds or foundations organized and operated exclusively for charitable, religious, scientific, literary or educational purposes, no part of the net earnings of which enures to the benefit of any private shareholder or individual and no substantial part of the activities of which

**ARTICLE III.**

The purposes for which it is to be formed are:

(a) To acquire or receive in any manner and to maintain and administer any property of whatsoever nature, real, personal or mixed, tangible or intangible; to have, hold, control, manage, sell and exchange the same, to invest and re-invest the same and the proceeds thereof, and to collect and receive the income and profits thereof.

(b) To hold and use the said property and the proceeds thereof, to distribute the whole or any part of the said property and proceeds, and to apply the entire income therefrom, after payment of necessary expenses of operation, exclusively for charitable, religious, scientific, literary or educational purposes, (i) by granting free and voluntary aid and assistance to any one or more corporations, trusts, community chests, funds or foundations organized and operated exclusively for charitable, religious, scientific, literary or educational purposes, no part of the net earnings of which enures to the benefit of any private shareholder or individual and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation, and/or (ii) by itself conducting, establishing or maintaining charitable, scientific, literary or educational activities; provided, however, that the corporation shall not engage in any activity in the State of New York which under the provisions of Section 11 of Article II of the Membership Corporations Law requires the approval or consent of any state board, department, commission, officer or of any society, association or other organization.

(c) To do all things necessary and useful for the fulfillment and promotion of its purposes.

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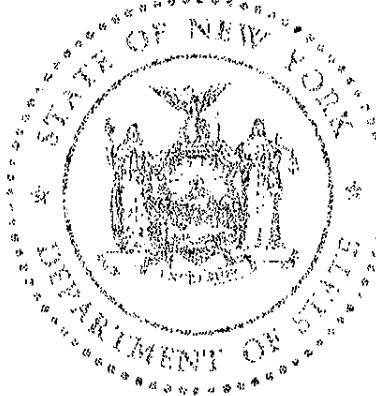
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**State of New York  
Department of State } ss:**

I hereby certify, that the Certificate of Incorporation of THE RAYONIER FOUNDATION was filed on 12/23/1952, under the name of THE RAYONIER FOUNDATION, 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.

A Certificate of Amendment THE RAYONIER FOUNDATION, changing its name to THE ITT RAYONIER FOUNDATION, was filed 07/29/1968.

A Certificate of Amendment THE ITT RAYONIER FOUNDATION, changing its name to THE RAYONIER FOUNDATION, was filed 08/26/1994.



\*\*\*

*WITNESS my hand and the official seal  
of the Department of State at the City of  
Albany, this 11th day of April two  
thousand and fourteen.*

A handwritten signature in cursive script that reads "Anthony Scardino".

*Executive Deputy Secretary of State*