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TALLAHASSEE, FLORIDA

JAN 25 2016
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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Thomas W. Smith 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 Status" 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:

Donna I. Epstein, Esq.

Name of Person

Loeb, Block & Partners LLP

Firm/Company

505 Park Avenue, 8th Floor

Address

New York, NY 10022

City/State and Zip Code

depstein@loebblock.com

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

For further information concerning this matter, please call:

Donna Epstein

Name of Person

at (212) 755-5510

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:

- | | | | |
|--|--|---|---|
| <input checked="" type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$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. **Thomas W. Smith 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.)

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

2. **Delaware**

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

3.

(FEI number, if applicable)

4. **04/01/2015**

(Date of Incorporation)

5.

Perpetual

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

6. **NA**

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

7. **2200 Butts Road, # 320, Boca Raton, FL 33431**

(Principal office address)

c/o Loeb, Block & Partners LLP, 505 Park Avenue, New York, NY 10022

(Current mailing address)

8. **Principal donor of foundation resides and works in Florida**

(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: **Lori S. Curley**

Office Address: **2200 Butts Road, # 320**

Boca Raton

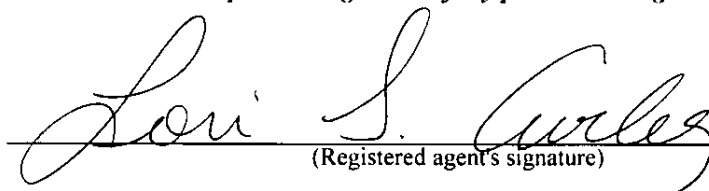
(City)

Florida **33431**

(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.


(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: Thomas W. Smith

Address: 2200 Butts Road, # 320
Boca Raton, FL 33431

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Thomas W. Smith

Address: 2200 Butts Road, # 320
Boca Raton, FL 33431

Vice President: Diane G. Smith

Address: 2200 Butts Road, # 320
Boca Raton, FL 33431

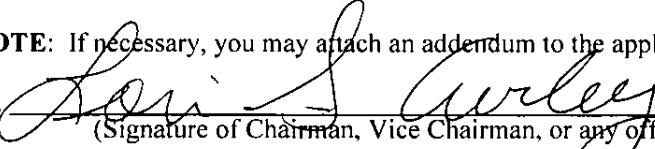
Secretary: Lori S Curley

Address: 2200 Butts Road, # 320, Boca Raton, FL 33431

Treasurer: Lori S. Curley

Address: 2200 Butts Road, # 320, Boca Raton, FL 33431

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. Lori S. Curley, Secretary/Treasurer

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

FILED
16 JAN 20 PM 2:47
CLERK OF DISTRICT COURT
MARIETTA, GEORGIA

THOMAS W. SMITH FOUNDATION, INC.

TAXPAYER ID #

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

QUESTION 12B: Additional Officers

Vice-President: James Piereson

Address: 264 Milard Avenue

Sleepy Hollow, NY 10591

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16 JAN 20 PM 2:47
TOLSON SEC. FLORIDA

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THOMAS W. SMITH FOUNDATION, INC." 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 THIRTEENTH DAY OF JANUARY, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS AN EXEMPT CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THOMAS W. SMITH FOUNDATION, INC." WAS INCORPORATED ON THE FIRST DAY OF APRIL, A.D. 2015.



5721168 8300C

SR# 20160207277

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

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 201668907

Date: 01-13-16