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(Requestor's Name)

(Address)

{Address}

(City/State/Zip/Phone #)

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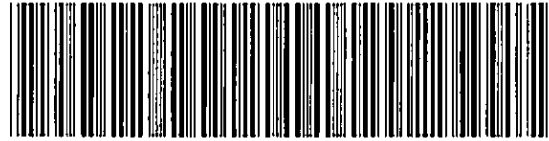
(Business Entity Name)

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NOV 16 2017
J. HARRIS

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 913940 7574759

AUTHORIZATION :

COST LIMIT : \$ 70.00



ORDER DATE : November 14, 2017

ORDER TIME : 12:02 PM

ORDER NO. : 913940-050

CUSTOMER NO: 7574759

FOREIGN FILINGS

NAME: BUCKEYE PARTNERS FOUNDATION

XXXX QUALIFICATION (TYPE: NP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Roxanne Turner -- EXT# 62969

EXAMINER: _____

**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. Buckeye Partners Foundation Corporation

(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 3. 81-5053545
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/12/2016 5. Perpetual
(Date of Incorporation) (Date of duration, if other than perpetual)

6. Upon filing
(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 Buckeye Partners, L.P., One Greenway Plaza, Suite 600, Houston, TX 77046
(Principal office address)

(Current mailing address, if different)

8. Provide aid to employees and their families and any and all other charitable activities under 501(c) (3) of the IRS code
(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.

Corporation Service Company

By: Roxanne Turner

(Registered agent's signature)

Roxanne Turner
Asst. 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.

12. Names and addresses of officers and/or directors

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: See attached _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Clark C. Smith _____

Address: One Greenway Plaza, Suite 600 _____

Houston, TX 77046 _____

Vice President: _____

Address: _____

Secretary: Todd J. Russo _____

Address: One Greenway Plaza, Suite 600, Houston, TX 77046 _____

Treasurer: Keith E. St.Clair _____

Address: One Greenway Plaza, Suite 600, Houston, TX 77046 _____

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. Todd J. Russo, Secretary _____
(Typed or printed name and capacity of person signing application)

Buckeye Partners Foundation
Directors

Clark C. Smith, One Greenway Plaza, Suite 600, Houston, TX 77046

Keith E. St.Clair, One Greenway Plaza, Suite 600, Houston, TX 77046

Todd J. Russo, One Greenway Plaza, Suite 600, Houston, TX 77046

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MAIL ROOM

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BUCKEYE PARTNERS 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 FOURTEENTH DAY OF NOVEMBER, A.D. 2017.

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 "BUCKEYE PARTNERS FOUNDATION" WAS INCORPORATED ON THE TWELFTH DAY OF OCTOBER, A.D. 2016.



6180461 8300C

SR# 20177080600

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: 203568964

Date: 11-14-17