

F96000001900

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

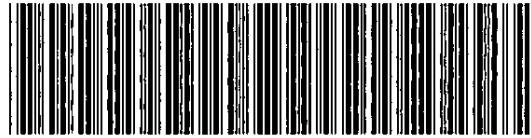
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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08/28/07--01004--020 **52.50

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07 AUG 28 PM 4:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gave OK to
correct current
name.

Amend +
NIC
JF

ZUCKERT SCOUTT & RASENBERGER, L.L.P.

ATTORNEYS AT LAW

888 Seventeenth Street, NW, Washington, DC 20006-3309

Telephone [202] 298-8660 Fax [202] 342-0683

www.zsrlaw.com

JAMES A. HARRIS

DIRECT DIAL (202) 973-7911
jaharris@zsrlaw.com

August 23, 2007

BY MAIL

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

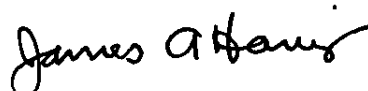
Re: Foundation International Membership Services Administrations,
File No. F96000001900, renamed IAS Administrations, Inc.

Dear Sir or Madam:

Please find enclosed the Amendment to Application for Conducting Affairs in Florida for the above-named non-profit corporation reflecting changes of (1) its name (from Foundation International Membership Services Administrations to IAS Administrations, Inc.) and (2) its jurisdiction of incorporation (from the Netherlands Antilles to Delaware, USA). Also enclosed are certified copies of the Delaware Certificate of Domestication and Delaware Certificate of Incorporation that accomplished the change of name and domicile. Finally, enclosed is a check in the amount of \$52.50 in payment of the filing fee and fee for a certificate of filing and certificate of status.

Please contact me directly if you have any questions or concerns about these documents.

Sincerely,



James A. Harris

Enclosures

cc: IAS Administrations
Paul B. Johnson, Registered Agent

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Foundation Membership Services Administrations, Inc.
(Name of Corporation)

DOCUMENT NUMBER: F96000001900

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

James A. Harris

(Name of Contact Person)

Zuckert, Scoutt & Rasenberger, LLP

(Firm/Company)

888 Seventeenth Street, N.W.

(Address)

Washington, D.C. 20006

(City/State and Zip Code)

For further information concerning this matter, please call:

James A. Harris

(Name of Contact Person)

at (202) 973-7911

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

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

Street Address:

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

NOT FOR PROFIT CORPORATION
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA
(Pursuant to s. 617.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)
F96000001900

(Document Number of Corporation (If known))

1. International
Foundation Membership Services Administrations, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Netherlands Antilles

(Incorporated under laws of)

3. 16 April 1996

(Date authorized to conduct affairs in Florida)

SECTION II

(4-8 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 7 August 2007

5. IAS Administrations, Inc.

(Name of corporation after the amendment, adding suffix "corporation," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. "Company," or "Co.," may not be used as a corporate suffix by a nonprofit corporation)

6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.

(New duration)

(Date)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.

Delaware, USA

(New jurisdiction)

7 August 2007

(Date)

8. If the purpose which the corporation intends to pursue in Florida has changed, indicate new purpose.

N/A

(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation)

9. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Deborah Fraser

(Signature of the chairman or vice chairman of the board, president, or other officer - if in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Deborah Fraser

(Typed or printed name of the person signing)

Chairman

(Title of person signing)

07 AUG 28 PM 4:24
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

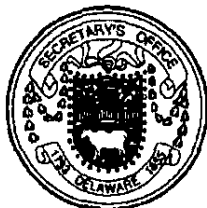
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IAS ADMINISTRATIONS, 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 SEVENTH DAY OF AUGUST, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

4403218 8300

070899559



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5908860

DATE: 08-07-07

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "IAS ADMINISTRATIONS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

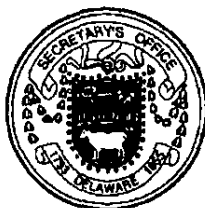
CERTIFICATE OF DOMESTICATION, FILED THE SEVENTH DAY OF AUGUST, A.D. 2007, AT 12:58 O'CLOCK P.M.

CERTIFICATE OF INCORPORATION, FILED THE SEVENTH DAY OF AUGUST, A.D. 2007, AT 12:58 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "IAS ADMINISTRATIONS, INC.".

4403218 8100H

070899559



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5908857

DATE: 08-07-07

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:08 PM 08/07/2007
FILED 12:58 PM 08/07/2007
SRV 070897278 - 4403218 FILE

STATE OF DELAWARE
CERTIFICATION OF DOMESTICATION
FROM A NON-UNITED STATES ENTITY
TO A DELAWARE CORPORATION
PURSUANT TO SECTION 388 OF THE
DELAWARE GENERAL CORPORATION LAW

1. The Non-United States Entity was first formed in the Netherlands Antilles as a foundation on August 18, 1993.

2. The name of the Non-United States Corporation immediately prior to filing this certificate is "Foundation International Membership Services Administrations."

3. The name of the Corporation as set forth in its certificate of incorporation filed in accordance with section 388(b) of the Delaware General Corporation Law is "IAS Administrations, Inc."

4. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the non-United States Entity or any other equivalent thereto under applicable law, immediately prior to the filing of the certificate of corporate domestication, was the Netherlands Antilles.

5. The domestication of the non-United States Entity has been approved in the manner provided for by its Articles of Incorporation and Bylaws as well as by applicable Netherlands Antilles law.

IN WITNESS WHEREOF, the undersigned, being duly authorized to sign on behalf of the domesticating Non-United States Corporation, has executed this certificate on the 6th day of August, A.D. 2007.

By: Deborah Fraser

Name: Deborah Fraser
Print or type

Title: Chairman
Print or type

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:08 PM 08/07/2007
FILED 12:58 PM 08/07/2007
SRV 070897278 - 4403218 FILE

CERTIFICATE OF INCORPORATION

OF

IAS ADMINISTRATIONS, INC.

- FIRST.** The name of the corporation (hereinafter called the "Corporation") is IAS Administrations, Inc.
- SECOND.** The registered office of the Corporation in the State of Delaware shall be located at 1209 Orange Street, in the City of Wilmington, County of New Castle, U.S. Zip Code 19801. The Registered Agent in charge thereof is The Corporation Trust Company.
- THIRD.** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware including, but not limited to, soliciting and receiving funds and applying the principal and income thereof exclusively for charitable, educational, religious, and/or scientific purposes described in Section 501(c)(3) of the United States Internal Revenue Code of 1986, or corresponding provision of any future United States Internal Revenue Law (the "Code"), provided, always, that the Corporation shall never have or exercise any objects or purposes except such as in law be deemed charitable, educational, religious and/or scientific within the meaning of Section 501(c)(3) of the Code. This Corporation shall be a nonprofit Corporation, and the Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
- FOURTH.** The Corporation is not authorized to issue capital stock and shall have no members.
- FIFTH.** The name and address of the incorporator is as follows:
- Deborah Fraser
1311 N. New Hampshire Ave.
Los Angeles, CA 90028
- SIXTH.** The names and addresses of the initial directors are as follows:

| | |
|---|--|
| Deborah Fraser 1311 N. New Hampshire Ave. Los Angeles, CA 90028 | Terrence MacMahon 1311 N. New Hampshire Ave. Los Angeles, CA 90028 |
| George Praag P.O. Box 3335 Curacao, Netherlands Antilles NE 34626 | Carole Warren 1311 N. New Hampshire Ave. Los Angeles, CA 90028 |

SEVENTH. No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

EIGHTH. The affairs of the Corporation are to be managed by the Board of Directors. The number of directors, their qualifications and the manner in which they shall be appointed or elected shall be provided in the Bylaws.

NINTH. Except as provided herein, the regulation of the internal affairs of the Corporation shall be provided in the Bylaws. The books of the Corporation may be kept (subject to any provision contained in the Delaware General Corporation Law) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or the Bylaws.

TENTH. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section (501)(c)(3) of the Code purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing and distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

ELEVENTH. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

TWELFTH. Upon the dissolution of the Corporation or the winding up of its affairs, and after payment or adequate provision is made for its debts and obligations, the remaining assets of the Corporation shall be distributed to one or more organizations described in Section 170(b)(1)(A) (other than in clause (vii) and (viii) thereof) and Section 501(c)(3) of the Code as selected by the Board of Directors.

Dated: August 6, 2007


Deborah Fraser