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COPELITZ & CANTER, P.C.

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KANSAS CITY, MISSOURI 64103-2100
(816) 471-3077 • FAX (816) 471-0900
E-MAIL: copelitz@copelitz.com

SECRETARY OF STATE
TALLAHASSEE, FLORIDA 32301-0001
E-MAIL: copelitz@copelitz.com

July 29, 1996

PLEASE REPLY TO THE ADDRESS ABOVE
200001812102
-08/05/96---01002--002
*****70.00 *****70.00

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

Re: Citizens' Scholarship Foundation of America, Inc.

Dear Madam/Sir:

Enclosed please find the Application by Foreign Not For Profit Corporation for Authorization to Conduct its Affairs in Florida for the above-referenced organization. The filing fee of \$70.00 has been provided, as well as a Certificate of Good Standing.

Should you have any questions or comments concerning this matter, feel free to contact me.

Very truly yours,

Kara L. Cain
Kara L. Cain
Legal Assistant
For the Firm

:klc
Enclosures

cc: Citizens' Scholarship Foundation of America

96 AUG -2 PM 4: 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Handwritten initials

B. Officers:

President: Same as above.
Address: _____

Vice President: _____
Address: _____

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: CORPORATION SERVICE COMPANY
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
Zip Code

11. 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: _____
By: Margaret Pike
CORPORATION SERVICE COMPANY
Authorized Representative

12. 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.

13. William C. Nelson
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. William C. Nelson, President
(Typed or printed name and capacity of person signing application)

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Form attachments
for FL COCA

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TEXT FOR PURPOSE

To develop a better America through education; to assist communities in establishing and adopting appropriate plans for non-profit, non-salaried, democratic, do-it-yourself, grass-roots Citizens' Scholarship Foundation which will provide both academic inspiration and financial aid without regard to race, creed or color to students planning higher education; to unite Citizens' Scholarship Foundation Chapters which subscribe to the Fall River Plan into a National unit and provide stimulation, guidance and organizational assistance; and to hold personal and real property and to act for the purposes permitted to a charitable corporation under Massachusetts General Laws Chapter 180.

LIST OF OFFICERS/DIRECTORS

Dr. Irving A. Fradkin
Founder
624 Florence Street
Fall River, MA. 02720 (508) 672-5170
SSN: DOB: 0- 0- 0 Driver lic:

J. Stephen Putnam
Chair
Robert Thomas Securities
880 Carillon Parkway
St. Petersburg, FL. 33733-2749 (813) 573-8195
SSN: DOB: 0- 0- 0 Driver lic:

Dr. William C. Nelsen
President
1505 Riverview Road
P.O. Box 297
St. Peter, MN. 56082 (507) 931-0400
SSN: DOB: 0- 0- 0 Driver lic:

Marlys C. Johnson
Exec. Vice-Pres.
1505 Riverview Road
P.O. Box 297
St. Peter, MN. 56082 (507) 931-0401
SSN: DOB: 0- 0- 0 Driver lic:

Ellis F. Bullock, Jr.
V-Pres Developmt
8009 34th Avenue South
Suite 1146
Bloomington, MN. 55425 (612) 858-0303
SSN: DOB: 0- 0- 0 Driver lic:

Fred P. Vogel
V-P, Fin & Admin
1505 Riverview Road
P.O. Box 297
St. Peter, MN. 56082 (507) 931-0405
SSN: DOB: 0- 0- 0 Driver lic:

Marquita S. McLean
Secretary / Dir.
McLean/Olohan & Associates
5324 Kenwood Road
Cincinnati, OH. 45227 (513) 271-3351
SSN: DOB: 0- 0- 0 Driver lic:

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As of Apr 1, 96
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Patrick J. Ellingsworth, Esq.
Treasurer / Dir.
Atlantic Richfield Company
515 South Flower St., AP 4801
Los Angeles, CA. 90071 (213) 486-2203
SSN: DOB: 0- 0- 0Driver lic:

Patricia B. Mooney
Clerk
17 Sweetser Street
Wakefield, MA. 01880 (617) 245-5011
SSN: DOB: 0- 0- 0Driver lic:

John A. Wedum
Director
Wedum Foundation, c/o Vesco
6860 Flying Cloud Drive
Eden Prairie, MN. 55344 (612) 941-2678
SSN: DOB: 0- 0- 0Driver lic:

James N. Alexander
Director
Alexander Associates
2129 Central Park Avenue
Evanston, IL. 60201-1801 (708) 475-0034
SSN: DOB: 0- 0- 0Driver lic:

Dr. John E. Bierwirth
Director
Portland Public Schools
501 N. Dixon Street
Portland, OR. 97227 (503) 249-0727
SSN: DOB: 0- 0- 0Driver lic:

Lynn A. Feldhouse
Director
Chrysler Corporation Fund
12000 Chrysler Drive
Highland Park, MI. 48288-0001 (313) 956-5194
SSN: DOB: 0- 0- 0Driver lic:

Manuel N. Gomez, Vice Chancellor
Director
University California, Irvine
Room 405, Administration Bldg.
Irvine, CA. 92717-5180 (714) 824-4804
SSN: DOB: 0- 0- 0Driver lic:

Jose L. Longoria
Director
Pepsi-Cola Company
One Pepsi Way
Somers, NY. 10589-2201 (914) 767-7209
SSN: DOB: 0- 0- 0Driver lic:

Phyllis S. McGrath
Director
GE Fund
3135 Easton Turnpike
Fairfield, CT. 06431 (203) 373-3224
SSN: DOB: 0- 0- 0Driver lic:

Joseph F. Phelan
Director
In-Form, c/o Lambsquarters Farm
415 Wentworth Road
Brookfield, NH. 03872 (603) 522-5162
SSN: DOB: 0- 0- 0Driver lic:

Richard J. Schwab
Director
National Computer Systems
2510 N. Dodge
Iowa City, IA. 52244 (319) 339-6605
SSN: DOB: 0- 0- 0Driver lic:

David C. Smith
Director
KPMG Peat Marwick
14 Steepbank Drive
The Woodlands, TX. 77381 (713) 367-7490
SSN: DOB: 0- 0- 0Driver lic:

Stephen B. Smith
Director
Illinois Tool Works Foundation
P.O. Box 52
Barrington, IL. 60011-0052 (708) 657-4233
SSN: DOB: 0- 0- 0Driver lic:

Thomas E. Terry
Director
Endowments, Inc.
6034 S. Highlands Avenue
Madison, WI. 53705 (608) 233-7702
SSN: DOB: 0- 0- 0Driver lic:

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Ad of Apr 1, 96
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Douglas G. Wardle
Director
ANCHOS Southwest Grill & Bar
10773 Hole Avenue
Riverside, CA. 92505 (909) 352-0240
SSN: DOB: 0- 0- 0Driver lic:

Philip J. Webster
Director
The Webster Group, Inc.
200 Four Falls Corporate Center
Conshohocken, PA. 19428-2968 (610) 832-8010
SSN: DOB: 0- 0- 0Driver lic:

Susan G. Weinberger, Ed.D.
Director
Norwalk Public Schools
125 East Avenue
Norwalk, CT. 06852-6001 (203) 854-4011
SSN: DOB: 0- 0- 0Driver lic:

Gary K. Willis
Director
ZYGO Corporation
P.O. Box 448
Middlefield, CT. 06455-0448 (203) 347-8506
SSN: DOB: 0- 0- 0Driver lic:



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02188

July 8, 1996

TO WHOM IT MAY CONCERN:

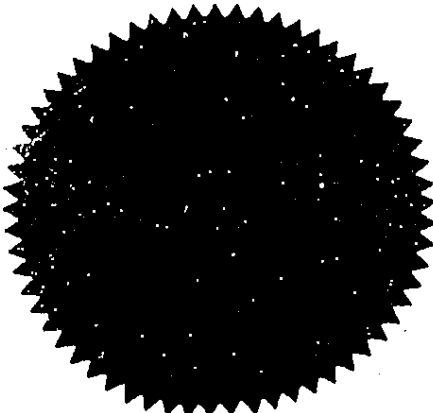
I hereby certify that according to the records of this office

Citizens' Scholarship Foundation of America, Inc.

is a corporation organized on **May 15, 1961** Chapter 180.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 180, Section 26 A, for revocation of the charter of said corporation; that the State Secretary has not received notice of dissolution of the corporation pursuant to Massachusetts General Laws, Chapter 180, Section 11, 11A, or 11B; that said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

FILED
96 AUG -2 PM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

NEM

* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.