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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)

ACCT#:

076117000420

CONTACT: MARY M. HANNAH

PHONE: (561)650-0728

FAX #: (561)655-5677

NAME: THE FULLER FOUNDATION, INC.

AUDIT NUMBER.....H98000003999

DOC TYPE.....FOREIGN NON-PROFIT QUALIFICATION

CERT. OF STATUS..0 PAGES..... 3

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TRANSMITTAL LETTER

TO: Qualification/Registration Section
Division of Corporations

SUBJECT: The Fuller Foundation, Inc.
(Name of Corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conducts its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Mary M. Hannah, Legal Assistant
(Name of Person)

Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
(Firm/Company)

777 South Flagler Drive, Suite 500E
(Address)

West Palm Beach, FL 33401
(City, State and Zip Code)

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For further information concerning this matter, please call:

Mary M. Hannah at (561) 650 - 0728
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Kenneth S. Beall, Jr., Esq. FL BAR NO. 4518
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
777 South Flagler Drive, Suite 500E
West Palm Beach, FL 33401 (561) 655-1980

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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 Fuller 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. Delaware
(State or country under the law of which it is incorporated)
3. 75-6015942
(FEI number, if applicable)
4. August 7, 1950
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 2, 1998
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.153, F.S.)
7. c/o J.P. Morgan Florida, S.S.B.
109 Royal Palm Way
Palm Beach, FL 33408
(Current mailing address)
8. Charitable Foundation
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Valdes-Fauli Corporate Services, Inc.
(Name)

777 South Flagler Drive, Suite 500E
(Office address)

West Palm Beach, Florida, 33401
(City) (Zip Code)

D94-11469

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.

VALDES-FAULI CORPORATE SERVICES, INC.

By:

Kenneth S. Beall, Jr.

(Registered agent's signature)

Kenneth S. Beall, Jr., Vice-President

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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: (Street address only- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Director: Geraldine S. Fuller
Address: 100 El Vedado
Palm Beach, FL 33480

Director: Gillian Fuller
Address: 9550 Hidden Valley Road
Beverly Hills, CA 90210

Director: William Fuller Kirkpatrick French
Address: 953 Morhea Drive
Los Angeles, CA 90049

Director: Kenneth S. Beall, Jr.
Address: 777 South Flagler Drive, Suite 500E
West Palm Beach, FL 33401

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Geraldine S. Fuller
Address: 100 El Vedado
Palm Beach, FL 33480

Vice President: Gillian Fuller
Address: 9550 Hidden Valley Road
Beverly Hills, CA 90210

Secretary: Kenneth S. Beall, Jr.
Address: 777 So. Flagler Dr., Ste. 500E, West Palm Beach, FL 33401

Treasurer: William Fuller Kirkpatrick French
Address: 953 Morhea Drive, Los Angeles, CA 90049

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Kenneth S. Beall*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

Kenneth S. Beall, Jr., Secretary
(Typed or printed name and capacity of person signing application)

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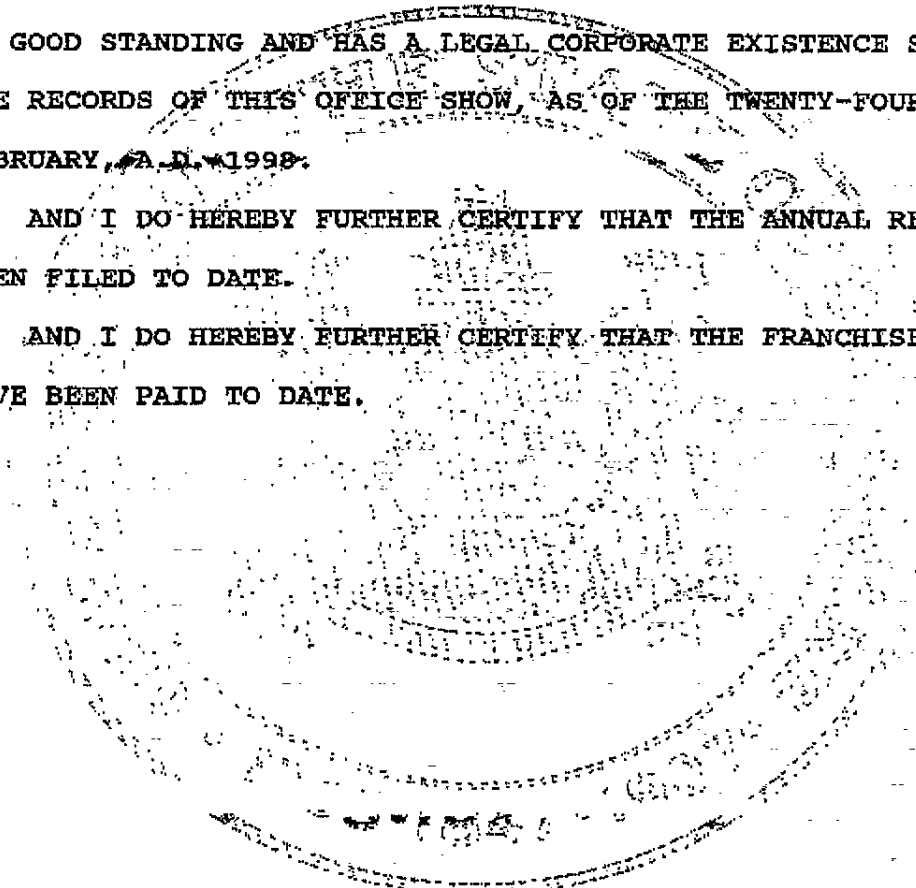
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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE FULLER 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 TWENTY-FOURTH DAY OF FEBRUARY, A. D. 1998.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8937056
DATE: 02-24-98