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LAW OFFICES OF
DAVID H. HILBURN, P.C.
5580 Peterson Lane, Suite 145
Dallas, Texas 75240

David H. Hilburn
Richard H. Peebles - Of Counsel

TEL: (972) 503-9441
FAX: (972) 503-9442

3-11-98

Date

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

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-03/18/98--01076--002
*****78.75 *****78.75

TO: Qualification/Registration Section
Division of Corporations

SUBJECT: Barkett Family Foundation, Inc.

Dear Sir or Madam:

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

We have enclosed a check for \$78.75 for registration and for a certificate of status

Please return all correspondence concerning this matter to the following:

Richard H. Peebles
David H. Hilburn, P.C.
5580 Peterson Lane, Suite 145
Dallas, TX 75240

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DIVISION OF CORPORATIONS
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LC
3/18

For further information concerning this matter, please call:

Richard H. Peebles at (972) 503-9441. Thank you.

Very truly yours,

Richard H. Peebles

Richard H. Peebles
RHP/dhh/jf/4,7
s:appl.bar

F98-1552

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

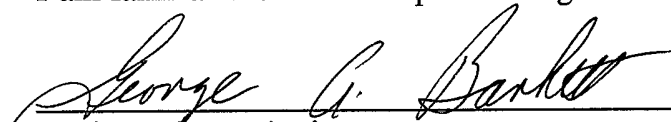
*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:*

1. Barkett Family Foundation, Inc.
Name of Corporation
2. Texas
State
3. 58-2372150
FEI Number
4. November 7, 1997
Date of Incorporation
5. Perpetual
Duration (year corp. will cease to exist or "perpetual")
6. February, 1998
Date corporation first conducted affairs in Florida
7. 5580 Peterson Lane, Suite 250, LB 10
Dallas, TX 75240
Current Mailing Address
8. Charitable and educational activities
Purpose(s) of corporation
9. **Name and street address of Florida registered agent:**

Dr. George A. Barkett
2606 Paloma Dr.
Vero Beach, Florida 32960

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.

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12. Names and addresses of officers and/or directors

A. DIRECTORS

Chairman: Dr. George A. Barkett
2606 Paloma Dr.
Vero Beach, Florida 32960

Director: Sue Tremaine Barkett
2606 Paloma Dr.
Vero Beach, Florida 32960

Director: Andrea Tremaine Barkett
3200 Sagehill Dr.
Billings, Montana 59101

Director: G. Douglas Barkett
1696 Monarch Ridge Circle
El Cajon, California 92109

B. OFFICERS

President: Dr. George A. Barkett
2606 Paloma Dr.
Vero Beach, Florida 32960

Vice President: None

Secretary: Sue Tremaine Barkett
2606 Paloma Dr.
Vero Beach, Florida 32960

Treasurer: Sue Tremaine Barkett
2606 Paloma Dr.
Vero Beach, Florida 32960

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

13.


Signature of any officer listed in number 12)

Dr. George A. Barkett, President

Typed name and capacity of person signing

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The State of Texas

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IT IS HEREBY CERTIFIED that
Articles of Incorporation of

BARKETT FAMILY FOUNDATION, INC.
File No. 1466936-01

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on November 13, 1997.*




Antonio O. Garza, Jr.
Secretary of State

PH