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Mar 16, 1999 8:00 am
Secretary of State

03-16-1999 90028 004 ****70.00

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**NONPROFIT
CORPORATION
ANNUAL REPORT
1999**



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F98000002769

1. Corporation Name
RICHARD KING MELLON FOUNDATION, INC.

Principal Place of Business
PO BOX 690
LIGONIER PA 15658

Mailing Address
PO BOX 690
LIGONIER PA 15658



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21		26		05/15/1998	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22		27		25-1127705	
City & State		City & State		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23		28		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
Zip		Zip		24	
Country		Country		25	
29		30			

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
SPIELVOGEL, LEONARD 101 SO. COURTENAY PARKWAY, STE. 201 MERRITT ISLAND FL 32952-4855		81 Name	
		82 Street Address (P.O. Box Number is Not Acceptable)	
		83	
		84 City	
		FL 85 Zip Code	

11. Pursuant to the provisions of Sections 617.0502 and 617.0508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of, Section 617.0503, Florida Statutes.

SIGNATURE *[Signature]* DATE 3/10/99

Signature of principal, partner, or registered agent and, if applicable, (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MELLON, SEWARD P	1.2 NAME	
STREET ADDRESS	ROUTE 381 - ROLLING ROCK FARMS	1.3 STREET ADDRESS	
CITY-ST-ZIP	LIGONIER PA 15658	1.4 CITY-ST-ZIP	
TITLE	V	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WATSON, MICHAEL	2.2 NAME	
STREET ADDRESS	ROUTE 381 - ROLLING ROCK FARMS	2.3 STREET ADDRESS	
CITY-ST-ZIP	LIGONIER PA 15658	2.4 CITY-ST-ZIP	
TITLE	S	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	IZZO, SCOTT D	3.2 NAME	
STREET ADDRESS	ROUTE 381 - ROLLING ROCK FARMS	3.3 STREET ADDRESS	
CITY-ST-ZIP	LIGONIER PA 15658	3.4 CITY-ST-ZIP	
TITLE	T	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	MILTENBERGER, ARTHUR D	4.2 NAME	
STREET ADDRESS	ROUTE 381 - ROLLING ROCK FARMS	4.3 STREET ADDRESS	
CITY-ST-ZIP	LIGONIER PA 15658	4.4 CITY-ST-ZIP	
TITLE	C	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MELLON, RICHARD P	5.2 NAME	
STREET ADDRESS	ROUTE 381 - ROLLING ROCK FARMS	5.3 STREET ADDRESS	
CITY-ST-ZIP	LIGONIER PA 15658	5.4 CITY-ST-ZIP	
TITLE	VC	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	MATHIESON, ANDREW W	6.2 NAME	
STREET ADDRESS	ROUTE 381 - ROLLING ROCK FARMS	6.3 STREET ADDRESS	
CITY-ST-ZIP	LIGONIER PA 15658	6.4 CITY-ST-ZIP	
		VC	
		Mason Walsh, Jr.	
		Route 381 - Rolling Rock Farms	
		Ligonier, PA 15658	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: *[Signature]* **SIGNATURE REQUIRED**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
MICHAEL WATSON

2-25-99 (412) 392-2800
Date Daytime Phone #

CR2E037 (1/98)