

**Exhibit C**

**To Registration Statement**

**Pursuant to the Foreign Agents Registration Act of 1938, as amended**

**Name of Registrant: Gerson Global Strategic Advisors LLC**

**Name of Foreign Principal: Kingdom of Morocco**

**CERTIFICATE OF FORMATION**

**OF**

**GERSON GLOBAL STRATEGIC ADVISORS LLC**

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

**FIRST:** The name of the limited liability company (hereinafter called the "limited liability company") is Gerson Global Strategic Advisors LLC.

**SECOND:** The address of the registered office and the name and address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

Executed on December 2, 2010



Rachel A. Mynhier  
Authorized Person

**APPLICATION FOR AUTHORITY**  
**OF**  
**GERSON GLOBAL STRATEGIC ADVISORS LLC**

**Under Section 802 of the Limited Liability Company Law**

**Filed by: Zukerman Gore Brandeis & Crossman, LLP**  
**875 Third Avenue**  
**28<sup>th</sup> Floor**  
**New York, NY 10022**

**APPLICATION FOR AUTHORITY  
OF  
GERSON GLOBAL STRATEGIC ADVISORS LLC  
Under Section 802 of the Limited Liability Company Law**

**FIRST:** The name of the foreign limited liability company (the "Company") is:

**GERSON GLOBAL STRATEGIC ADVISORS LLC**

**SECOND:** The jurisdiction of organization of the Company is: Delaware. The date of its organization is: December 2, 2010.

**THIRD:** The county within the State of New York in which the Company is to be located is: New York County.

**FOURTH:** The Secretary of State is designated as the Company's agent upon whom process against it may be served. The address within this State to which the Secretary of State of the State of New York shall mail a copy of any process served against him or her is:

c/o Gerson Global Advisors LLC  
70 East 55<sup>th</sup> Street, 21<sup>st</sup> Floor  
New York, NY 10022

**FIFTH:** The address of the office required to be maintained in the jurisdiction of the Company's formation by the laws of that jurisdiction or, if one is not required, the address of the principal office of the Company is:

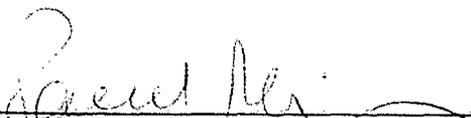
c/o Corporation Service Company  
2711 Centerville Road, Suite 400  
Wilmington, DE 19808

**SIXTH:** The Company is in existence in its jurisdiction of formation at the time of filing of this application.

**SEVENTH:** The name and address of the Secretary of State or other authorized official in the Company's jurisdiction of organization where a copy of its articles of organization is filed, are:

Secretary of State of the State of Delaware  
Division of Corporations  
P.O. Box 898  
Dover, DE 19903

Signed on December 2, 2010

  
Name: Rachel A. Mynhier  
Title: Authorized Person

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "GERSON GLOBAL STRATEGIC ADVISORS LLC", FILED IN THIS OFFICE ON THE SECOND DAY OF DECEMBER, A.D. 2010, AT 6:34 O'CLOCK P.M.

NSD/CES/REGISTRATION  
UNIT

2011 MAR 14 AM 9:23



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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8395655

DATE: 12-02-10

**STATE OF NEW YORK**  
**DEPARTMENT OF STATE**

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of  
the Department of State, at the City of  
Albany, on December 6, 2010.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro  
First Deputy Secretary of State