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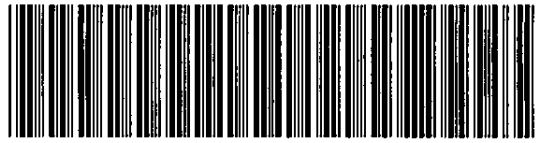
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06 MAY 31 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Carthage College
(Name of Corporation - must include suffix)

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 conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

William Abt
(Name of Person)
Carthage College
(Firm/Company)
2001 Alford Park Dr.
(Address)
Kenosha, WI 53140
(City/State and Zip Code)

For further information concerning this matter, please call:

David Missurelli at (262) 551-5791
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 18, 2006

WILLIAM ABT
CARTHAGE COLLEGE
2001 ALFORD PARK DR.
KENOSHA, WI 53140

SUBJECT: CARTHAGE COLLEGE
Ref. Number: W06000022889

We have received your document for CARTHAGE COLLEGE and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist

Letter Number: 306A00034936

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. Carthage College Corporation
(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. Illinois 3. 37-0661496
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. 1/13/1870 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
- 6. Three gift annuities were issued in May 1990
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)
- 7. 2001 Alford Park Dr., Kenosha, WI 53140
(Principal office address)
- Same as above
(Current mailing address)

8. To issue gift annuity agreements in Florida
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: NRAI Services, Inc.
Office Address: 2731 Executive Park Dr., #4
Weston, Florida 33331
(City) (Zip Code)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
06 MAY 31 PM 2:53

FILED

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.

Melissa Hobbs
(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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: F. Gregory Campbell

Address: 2001 Alford Park Dr.
Kenosha, WI 53140

Vice President: N/A

Address: _____

Secretary: Mark Barmak

Address: 2001 Alford Park Dr., Kenosha, WI 53140

Treasurer: William R. Abt

Address: 2001 Alford Park Dr.
Kenosha, WI 53140

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

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. William R. Abt, VP for Business & Administration
(Typed or printed name and capacity of person signing application)

Treasurer

Board of Trustees

BOARD OF TRUSTEES

Chairman

Edward W. Smeds, '57
President, Operations (retired)
Kraft
Glenview, Ill.
President
Smeds Foundation
Northfield, Ill.

First Vice Chairman

Robert A. Cornog
Chairman of the Board (retired)
Snap-on Incorporated
Kenosha, Wis.

Second Vice Chairman

Susan B. Ruud, '69
Vice President and Corporate Secretary
Ruud Lighting, Inc.
Racine, Wis.

Secretary

Mark E. Barmak
Vice President, Government Affairs (retired)
Abbott Laboratories
Abbott Park, Ill.

Treasurer

William R. Abt
Vice President for Administration and Business
Carthage

President

F. Gregory Campbell
Carthage

College Attorney

Phillip R. Godin
Godin, Geraghty & Puntillo
Kenosha, Wis.

Trustees

Ross A. Anderson, '75
Whyte Hirschboeck Dudek S.C.
Milwaukee

Mary Bishop
President and Chief Marketing Officer (retired)
Leo Burnett USA
Chicago

Steven M. Chapman
Vice President, International
President, International Distributor Business
Cummins Inc.
Columbus, Ind.

Richard M. Christman
Chief Commercial Governance and Supply Chain Officer
The GSI Group, Inc.
Assumption, Ill.

W. Craig Deaton, '72
President
Gateway Mortgage Corporation
Kenosha, Wis.

David R. Duerson
President/CEO
Duerson Foods, LLC
Lincolnshire, Ill.

John W. Fritsch
President
Fritsch Charitable Foundation
Libertyville, Ill.

H. Jeffrey Hamar, '80
President
Galleher, Inc.
Santa Fe Springs, Calif.

Hoyt H. Harper II, '77
Senior Vice President
New Business Development and Marketing Programs
Starwood Hotels and Resorts
Worldwide, Inc.
Boston

Thomas E. Kieso, '73
Chairman of the Board
Wm. F. Meyer Company
Aurora, Ill.

Thomas W. Lentz
Chairman
Global Display Solutions, Inc.
Lima, Ohio

John F. McDonough
Vice President - Marketing and Broadcasting
Chicago Cubs
Chicago

Marilyn Olson
Assistant Director for Colleges and Universities
Evangelical Lutheran Church in America
Chicago

John Pender
Senior Vice President, Chief Investment Officer (retired)
Aid Association for Lutherans
Appleton, Wis.

Gordon Postlewaite, '59
Assistant Superintendent for Administration (retired)
Oswego Community Unit District #308
Oswego, Ill.

Loren H. Semler, '65
President
Semler Industries, Inc.
Franklin Park, Ill.

John R. Sladek, Jr., '65
Vice Chancellor for Research
University of Colorado Health Sciences Center
Denver

Arthur F. Staubitz
Senior Vice President/Portfolio Strategy (retired)
Baxter International, Inc.
Deerfield, Ill.

Catherine Lowry Straz
David A. Straz, Jr., Foundation
Tampa

The Rev. Paul W. Stumme-Diers
Bishop
Greater Milwaukee Synod
Evangelical Lutheran Church in America
Milwaukee

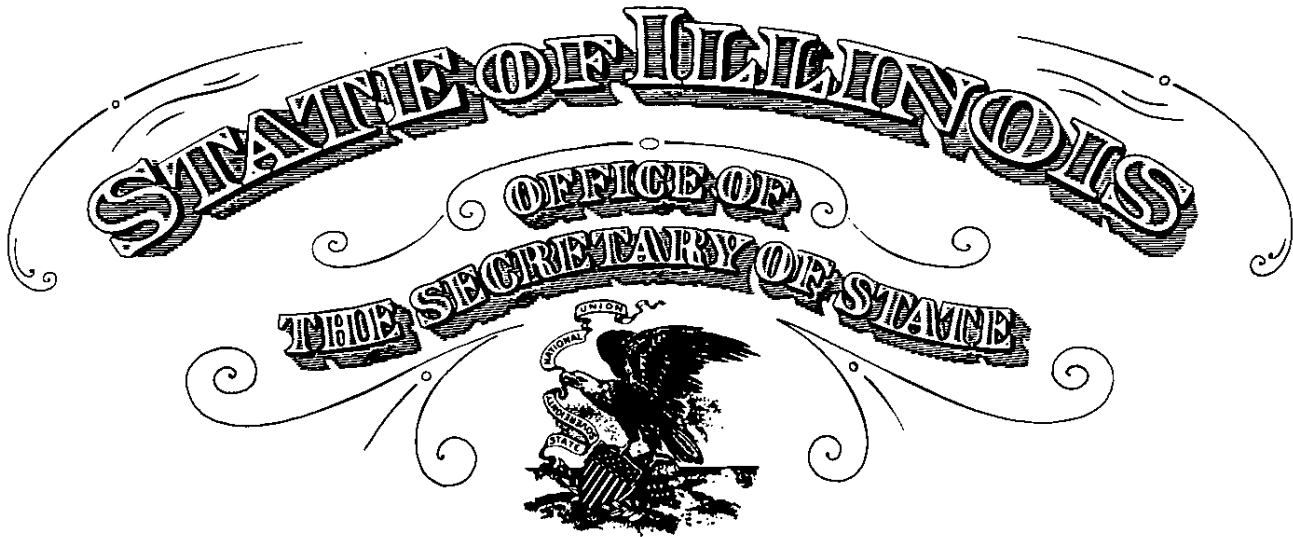
Ralph J. Tenuta
Chairman of the Board
Johnson Bank of Kenosha
Chairman
Tenuta's Inc.
Kenosha, Wis.

Debra S. Waller, '78
Chairman of the Board and Chief Executive Officer
Jockey International, Inc.
Kenosha, Wis.

June Boatman Waller, '63
Trustee
Franklin I. and Irene List Saemann Foundation
Charleston, Ill.

File Number

0023-459-1



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

CARTHAGE COLLEGE, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE JANUARY 13, 1870, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS A DOMESTIC CORPORATION IN GOOD STANDING IN THE STATE OF ILLINOIS*****

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this

2ND

day of MAY A.D. 2006 .



Jesse White

SECRETARY OF STATE