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KOLEY ■ JESSEN

April 16, 2010

Florida Department of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

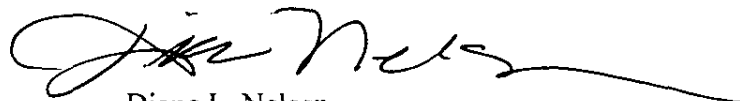
Re: Bellevue University
Our File No. 1388-0006

Dear Sir or Madam:

Enclosed are duplicate originals of the Application by Foreign Not For Profit Corporation for Authorization to Conduct its Affairs for Bellevue University for filing with your office. Also enclosed is our Firm check in the amount of \$70.00 to cover the filing fee and a Certificate of Good Standing issued by the Nebraska Secretary of State. Please return a file-stamped original of the Application to me in the enclosed envelope.

Should you have any questions regarding the enclosed, please do not hesitate to contact us.

Sincerely yours,



Diane L. Nelsen
Paralegal

Enclosures

cc: Mike Warner (via email, w/o enc.)
Margaret C. Hershiser (via email, w/o enc.)
Ryan J. Sevcik (via email, w/o enc.)

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: BELLEVUE UNIVERSITY, INC.
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", or "Certificate of Good Standing" 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:

DIANE L. NELSEN
Name of Person

KOLEY JESSEN P.C., L.L.O.
Firm/Company

1125 SOUTH 103 STREET, SUITE 800
Address

OMAHA, NE 68124
City/State and Zip Code

MIKE.WARNER@BELLEVUE.EDU
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

DIANE L. NELSEN at (402) 343-3752
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

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. BELLEVUE UNIVERSITY, 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. NEBRASKA 3. 47-0491571
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. NOVEMBER 26, 1965 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. MAY 1, 2010
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)

7. 1000 GALVIN ROAD SOUTH, BELLEVUE, NE 68005
(Principal office address)

1000 GALVIN ROAD SOUTH, BELLEVUE, NE 68005
(Current mailing address)

8. PROVIDE POST-SECONDARY ONLINE EDUCATIONAL INSTRUCTION
(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.

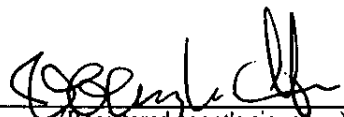
Office Address: 2731 EXECUTIVE PARK DR., STE. 4

WESTON, Florida 33331
(City) (Zip Code)

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TALLAHASSEE, FLORIDA

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.

 ASST. SEC.
(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 EXHIBIT "A"

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: SEE ATTACHED EXHIBIT "B"

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. *Mary Hawkins*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. MARY HAWKINS, PRESIDENT
(Typed or printed name and capacity of person signing application)

EXHIBIT "A"

BELLEVUE UNIVERSITY

Directors

<u>Name</u>	<u>Address</u>
Roy Smith (Emeritus)	601 North 108 Circle, Omaha, NE 68154
William F. Dyer	11924 Arbor Street, #100, Omaha, NE 68144
Henry Davis	3001 "L" Street, Omaha, NE 68107
Susan Dennis	1021 Galvin Road South, Bellevue, NE 68005
Keith Edquist	12005 North 72 Street, Omaha, NE 68122
William P. Esping	2828 Routh Street, Suite 500, Dallas, TX 75201
Marshall E. Faith	2027 Dodge Street, Omaha, NE 68102
Charles T. Hagel	9900 Nicholas Street, Suite 325, Omaha, NE 68114
Deryl Hamann	1500 Woodmen Tower, Omaha, NE 68102
Thomas Harvey	3215 Cuming Street, Omaha, NE 68131
John Kotouc	P.O. Box 2146, Omaha, NE 68103
Andrew Nelsen	11818 L Street, Omaha, NE 68137
John Nelson	11516 Miracle Hills Drive, Suite 102, Omaha, NE 68154
Douglas Riley	4400 N. Scottsdale Road, Suite 9-333, Scottsdale, AZ 85251
George Venteicher	15504 Spaulding Plaza, Suite C8, Omaha, NE 68116
Charles Wilson	P.O. Box 288, Red Oak, IA 51566
Michael C. Lebens	1044 North 115 Street, Suite 400, Omaha, NE 68154
Robert Howard	136 California Street, Suite 400, Omaha, NE 68103
Lynn Boyer	9727 Fieldcrest Drive, Omaha, NE 68114
Pete Ricketts	1209 Harney Street, Suite 260, Omaha, NE 68102
Sid Dinsdale	13131 West Dodge Road, Omaha, NE 68154
Cindy Bay	11211 Pierce Plaza, Omaha, NE 68144

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TALLAHASSEE, FLORIDA

EXHIBIT "A"

Madeline Rucker

Mutual of Omaha Plaza, Omaha, NE 68175

Elizabeth Murphy

1325 North 136 Avenue, Omaha, NE 68154

Larry Courtnage

13609 California Street, Omaha, NE 68154

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TALLAHASSEE, FLORIDA

EXHIBIT "B"

BELLEVUE UNIVERSITY

Officers

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Mary Hawkins	1000 Galvin Road South, Bellevue, NE 68005
Chancellor	John Muller	1000 Galvin Road South, Bellevue, NE 68005
Executive Vice President for Strategic Initiatives	Michael Echols	1000 Galvin Road South, Bellevue, NE 68005
Vice President of Academic Affairs	Donna McDaniel	1000 Galvin Road South, Bellevue, NE 68005
Vice President of Administration	Jerry Blasig	1000 Galvin Road South, Bellevue, NE 68005
Assistant Vice President of Finance and Accounting	Craig Erwin	1000 Galvin Road South, Bellevue, NE 68005
Assistant Vice President of Human Resources	Mike Warner	1000 Galvin Road South, Bellevue, NE 68005

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TALLAHASSEE, FLORIDA

STATE OF

NEBRASKA



United States of America,
State of Nebraska } ss.

Department of State
Lincoln, Nebraska

I, John A. Gale, Secretary of State of Nebraska do hereby certify;

BELLEVUE UNIVERSITY

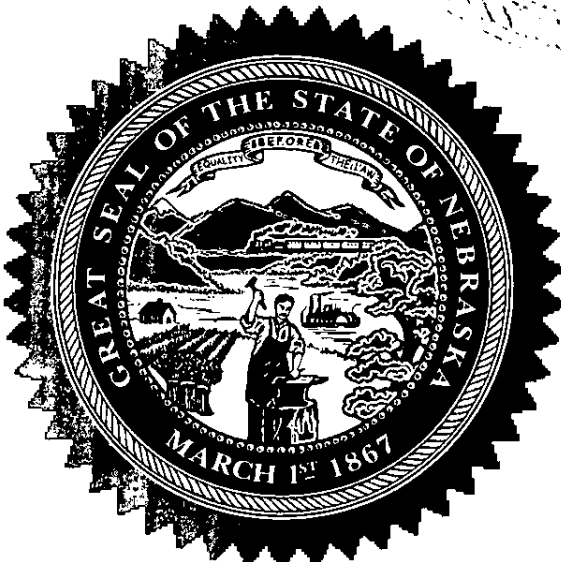
was duly incorporated as a nonprofit corporation under the laws of this state on November 26, 1965 and do further certify that no biennial reports or biennial fees assessed are delinquent; articles of dissolution have not been filed and said corporation is in existence as of the date of this certificate.

In Testimony Whereof,

I have hereunto set my hand and affixed the Great Seal of the State of Nebraska on April 13, 2010.

John A. Gale
SECRETARY OF STATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's financial condition or business activities and practices.