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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 21, 2015

BARRY COHEN  
315 SE MIZNER BLVD SUITE 212  
BOCA RATON, FL 33432

SUBJECT: BANNER LEARNING CORP - CHICAGO  
Ref. Number: W15000046495

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

You failed to make the correction(s) requested in our previous letter.

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

Please return the corrected original and one copy of your document, along with 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) 245-6051.

Justin M Shivers  
Regulatory Specialist II  
Registration/Qualification Section

Letter Number: 615A00014444

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Banner Learning Corp - Chicago  
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 Status" 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:

Barry L. Cohen

\_\_\_\_\_  
Name of Person

Banner Learning Corp.

\_\_\_\_\_  
Firm/Company

315 SE Mizner Blvd

\_\_\_\_\_  
Suite 212

\_\_\_\_\_  
Address

Boca Raton, FL 33432

\_\_\_\_\_  
City/State and Zip Code

bcohen@bannerlearning.org

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Barry Cohen

at ( 561 )

477-6996

\_\_\_\_\_  
Name of Person

\_\_\_\_\_  
Area Code

\_\_\_\_\_  
Daytime Telephone Number

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

**STREET/COURIER ADDRESS:**  
Registration 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. Banner Learning Corp - Chicago  
(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.)

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Illinois 3. 46-1909334  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 02/13/13 5. PERPETUAL  
(Date of Incorporation) (Date of duration, if other than perpetual)

6. Not Applicable  
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)

7. 315 SE Mizner Blvd, Suite 212, Boca Raton, FL 33432  
(Principal office address)

(Current mailing address, if different)

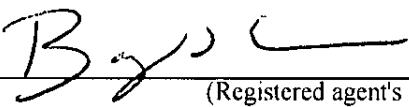
8. Educational and charitable purposes, including operating educational programs for disadvantaged youth.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

Name: Barry L Cohen  
Office Address: 315 SE Mizner, Suite 212  
Boca Raton, Florida 33432  
(City) (Zip Code)

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TALLAHASSEE, FLORIDA  
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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.*

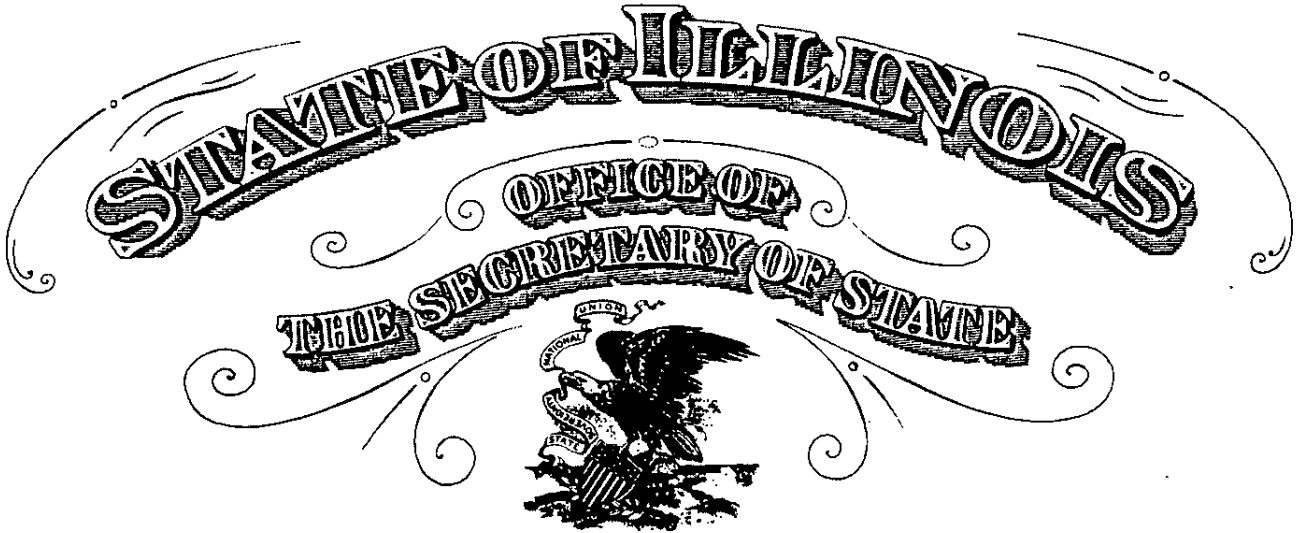
  
(Registered agent's signature)

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.



File Number

6867-734-3



**To all to whom these Presents Shall Come, Greeting:**

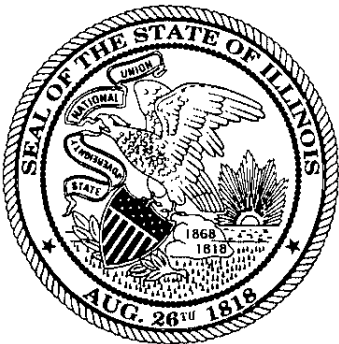
*I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that*

BANNER LEARNING CORP. - CHICAGO, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON FEBRUARY 13, 2013, 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 IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.

AUG 10 AM 11:20  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

**In Testimony Whereof, I hereto set**

*my hand and cause to be affixed the Great Seal of the State of Illinois, this 1ST day of JULY A.D. 2015 .*



*Jesse White*

SECRETARY OF STATE