

F00000002535

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 5/8

300003242533--9
-05/08/00--01083--001
*****70.00 *****70.00

Corporation(s) Name

Apex Learning Inc.

☒ Profit
☐ Nonprofit

☐ Amendment

☐ Merger

☒ Foreign
☐ LLC

☐ Dissolution
☐ Withdrawal

☐ Mark

☐ Limited Partnership
☐ Reinstatement
☐ UCC ☐ 1 or ☐ 3

☐ UBR
☐ Fictitious Name

☐ Other
☐ Ch. RA

***Special Instructions**

☐ Certified Copy
☐ Parts/amends/mergers ☐ Other-See Above

☐ Photocopies

☐ CUS

☒ Walk in

☒ Pick-up

☐ Will Wait

Please Return Filed Stamped
Copies To:

Carol Clark

Thank You!

Handwritten signature/initials

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -8 PM 12:11

RECEIVED
00 MAY -8 AM 11:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

FILED
SECRETARY OF STATE
MAY - 8 PM 2:11
ED TON

FILED
SECRETARY OF STATE
MAY - 8 PM 2:11
ED TON

- FILED
SECRETARY OF STATE
MAY - 8 PM 2:11
ED TON

FILED
SECRETARY OF STATE
MAY - 8 PM 2:11
ED TON

FILED
SECRETARY OF STATE
MAY - 8 PM 2:11
ED TON

FILED
SECRETARY OF STATE
MAY - 8 PM 2:11
ED TON

FILED
SECRETARY OF STATE
MAY - 8 PM 2:11
ED TON

- FILED
SECRETARY OF STATE
MAY - 8 PM 2:11
ED TON

- FILED
SECRETARY OF STATE
MAY - 8 PM 2:11
ED TON

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: SEE ATTACHED ADDENDUM FOR LIST OF ALL DIRECTORS

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: SEE ATTACHED ADDENDUM FOR LIST OF ALL OFFICERS

Address: _____

Vice President: _____

Address: _____

Secretary: _____

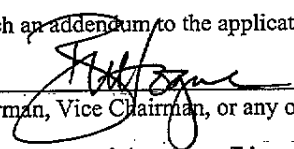
Address: _____

Treasurer: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -8 PM 2:11

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

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

14. Bert W. Hogue, Vice President - Finance and Administration
(Typed or printed name and capacity of person signing application)

**ADDENDUM TO
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA
OF
APEX LEARNING INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -8 PM 2:11

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

A. DIRECTORS:

Bert Kolde, Chairman
Vulcan Northwest Inc.
110 - 110th Avenue N.E., Suite 550
Bellevue, WA 98004

Edward S. Harris
Vulcan Northwest Inc.
110-110th Avenue NE, Suite 550
Bellevue, WA 98004

Sally G Narodick
Apex Learning Inc.
110-110th Avenue NE, Suite 210
Bellevue, WA 98004

H. Christopher Whittle
Edison Schools
800 S. Gay Street, Suite 1230
Knoxville, TN 37929

Stephen Distler
Warburg, Pincus
466 Lexington Avenue
New York, NY 10017

B. OFFICERS:

President and Chief Executive Officer:
Address: 110-110th Avenue NE, Suite 210
Bellevue, WA 98004

Sally G. Narodick

Vice President and Chief Technical Officer:
Address: 110-110th Avenue NE, Suite 210
Bellevue, WA 98004

David Gedye

Vice President - Finance and Administration,
Chief Financial Officer and Secretary:
Address: 110-110th Avenue NE, Suite 210
Bellevue, WA 98004

Bert W. Hogue

Vice President of Product Development:
Address: 110-110th Avenue NE, Suite 210
Bellevue, WA 98004

Carrie W. Krueger

Vice President of Academic Affairs:
Address: 110-110th Avenue NE, Suite 210
Bellevue, WA 98004

Bryan Barnett

Vice President and General Manager of
Teacher Training:
Address: 110-110th Avenue NE, Suite 210
Bellevue, WA 98004

Paul Bloom

Assistant Secretary :
Address: 1111 Third Avenue, Suite 3400
Seattle, WA 98101-3299

Allen D. Israel

STATE of WASHINGTON



SECRETARY of STATE

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -8 PM 2:11

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,

hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

APEX LEARNING INC.

I FURTHER CERTIFY that the records on file in this office show that the

above named profit corporation was formed under the laws of the

State of Washington and was issued a Certificate of Incorporation

in Washington on December 16, 1998.

I FURTHER CERTIFY that as of the date of this certificate, no Articles of Dissolution

have been filed, and that the corporation is duly authorized to

transact business in the corporate form in the State of Washington.



Date: May 2, 2000

Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital


SBE
Ralph Munro, Secretary of State