

FO200004738

TRANSMITTAL

TO: Registration Section
Division of Corporations

SUBJECT: Rockhurst University Continuing Education Center, 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", 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:

Mr. Dave Gulseth

(Name of Person)

900007200389--1
-08/19/02--01054--013
*****87.50 *****87.50

Rockhurst University Continuing Education Center, Inc.

(Firm/Company)

6901 W. 63rd St.

(Address)

Overland Park, KS 66202

(City/State and Zip Code)

FILED
02 SEP 16 PM 5:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Mr. Dave Gulseth

(Name of Person)

at (913)-432-7755

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

15

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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

BK



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 3, 2002

DAVE GULSETH
ROCKHURST UNIV. CONTINUING ED. CENTER
6901 WEST 63RD STREET
OVERLAND PARK, KS 66020

SUBJECT: ROCKHURST UNIVERSITY CONTINUING EDUCATION CENTER,
INC.

Ref. Number: W02000025401

We have received your document for ROCKHURST UNIVERSITY CONTINUING EDUCATION CENTER, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Please note that we are also RETAINING your \$87.50 payment.

As part of your application, you submitted the attached list of officers, directors, and trustees, but none of the names have designations. Please list the office held by each person.

Please return 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) 245-6914.

Buck Kohr
Corporate Specialist

Letter Number: 202A00050793

FILED
02 SEP 16 PM 5:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Rockhurst College Continuing Education Center, Inc.

6901 West 63rd Street • Overland Park, Kansas 66202 • 913-432-7755 • FAX 1-913-432-0824

<http://www.natsem.com>

02 SEP 16 PM 5:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED

Tuesday, September 10

Mr. Buck Kohr
Corporate Specialist
Florida Department of State
P.P.Box 6327
Tallahassee FL 32314

RE: Rockhurst University Continuing Education Center
Ref. Number W02000025401

Dear Mr. Kohr:

I apologize for not including the titles of the officers and directors. Attached is such a list.
Please let me know if I need to supply further information.

Sincerely:

David Gulseth
VP Finance
Dagulseth@natsem.com
Voice (913) 432-7755, ext 3002
Fax (913) 432-6718

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:

FILED
SEP 16 PM 4:40
TALLAHASSEE
STATE OF FLORIDA

1. Rockhurst University Continuing Education Center, 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. Kansas (State or country under the law of which it is incorporated) 3. 43-1576558 (FEI number, if applicable)

4. 05/02/1991 (Date of Incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. 7-1-2002 (Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)

7. 6901 W. 63rd St. Overland Park, KS 66202 (Principal office address)

Same as above (Current mailing address)

8. See attached statement #1 (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 or Mail Drop Box **NOT** acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip Code)

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.

X SEE ATTACHED - NEXT PAGE
(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.

ACCEPTANCE OF APPOINTMENT

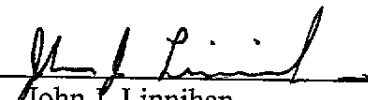
FILED
22 SEP 16 PM 5:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: **Rockhurst College Continuing Education Center, Inc.**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: July 22, 2002

C T CORPORATION SYSTEM

By 
John J. Linnihan
Assistant Vice President

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

A. DIRECTORS

Chairman: See attached statement #2

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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

14. DAVID GULSETH V.P. FINANCE
(Typed or printed name and capacity of person signing application)

FILED
02 SEP 19 PM 5:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 SEP 19 PM 5:40
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rockhurst College Continuing Education Center, Inc.

Rockhurst College ("Rockhurst" or the "College") was founded as a Jesuit college in 1910. The purpose of this new institution was to provide college education opportunities to young men in the Kansas City area. The 80 year history of the College shows a continuous commitment to reach-out and provide more valuable education services to the growing number of people whom the College serves. From a humble beginning, today the College is a comprehensive co-educational college which integrates liberal arts and science education with sound career preparation. The College offers undergraduate, graduate and continuing education programs in arts and humanities, natural and social sciences, health sciences, education and business administration. Rockhurst has long been a community and business education leader by providing educational opportunities for businesses, government and non-profit organizations.

Students at Rockhurst come from a wide range of ages, geographic regions and ethnic backgrounds. Founded as a not-for-profit organization and governed by an independent board of trustees, the College continues its dedication to its distinctive mission of providing educational excellence in the Jesuit tradition and contemporary services in response to the needs and concerns of students, faculty and the larger community.

On September 2, 1910, Rockhurst was officially incorporated and chartered under the laws of the state of Missouri with the power to grant "such degrees and academic honors as are conferred by colleges and universities in the United States." Accredited by the North Central Association of Colleges and Schools, Rockhurst enjoys membership in more than 20 other associations of higher education. The College enrolls approximately 3,000 students and has awarded more than 12,000 bachelor and master degrees during its history. Former Presidents Truman and Kennedy have accepted honorary degrees from the institution during their respective Presidential terms.

Rockhurst possesses a dynamic vision that is continually updated to best answer the needs of students and society. Throughout its history, the College has been an innovator in education.

In 1933, for example, the College recognized a need that persons working in careers needed to continue their personal development but could not sacrifice their income by attending classes full time. Rockhurst developed and pioneered the

02 SEP 16 PM 5:40
FILED
TALLAHASSEE FLORIDA
SECRETARY OF STATE

School of Commerce and Finance that offered evening programs that allowed students to earn degrees. It also established with this program the tradition that it maintains today as the premier provider of business education in the Kansas City area.

Rockhurst continued this innovation and reached out to business students with special day and night school programs for America's veterans returning from World War II. Rockhurst has developed cooperative business education programs which provide students with practical business experiences with fundamental classroom instruction with local companies. Rockhurst was also among the first to establish a "School of Management" within the college. This School, with broad support from the business community and a permanent endowment from the Hall Family Foundation, provides a very special education to those enrolled. Rockhurst inaugurated a small business development center serving special education and training needs of entrepreneurs.

This dedication to meeting the needs of students and the community is the result of an enlightened vision and mission focused on scholastic excellence. Rockhurst has adopted a "Big-Picture" view for over 80 years. In May, 1989 this perspective was again emphasized with a strategic plan that called for the College to continue to operate a full, lively co-educational campus at home and extends its efforts again by reaching into communities across America to provide localized educational services.

The incorporation and development of the Rockhurst College Continuing Education Center, Inc. (the "Corporation") will deliver a consistently excellent form of business and education unlike any other available.

The Corporation was formed as a Kansas Not-For-Profit Corporation on May 2, 1991. The Corporation has issued five thousand (5,000) shares to its sole shareholder, Rockhurst College an accredited Jesuit educational institution. (Articles, By-Laws and IRS exemption letters of Rockhurst College attached as Exhibits C, D, and E, respectively). Rockhurst is listed in volume 2, at page 410, in IRS Pub. 78 (Rev. 1/90) "Cumulative List of Organizations Described in Section 170(c) of the Internal Revenue Code of 1986" as an IRC § 501(c)(3) public charity.

The Corporation was formed for the stated purpose of providing educational seminars to instruct individuals to improve their business or professional capabilities. It is also formed to enable Rockhurst to accomplish its mission as a Jesuit institution of higher learning. In connection with these goals, the Corporation plans to acquire the assets and

02 SEP 16 PM 5:40
FILED
SECRETARY OF STATE
TALLAHASSEE

business of National Seminars, Inc., ("NSI"), a Kansas profit corporation founded in 1984. The Corporation will continue the business of NSI with its current facilities and employees. NSI is an "S" corporation owned principally by Mark R. Truitt (58%) and his brother Gary M. Truitt (30%) with the remaining shares owned by the immediate families of Mark and Gary Truitt. It is anticipated that Mark Truitt and Gary Truitt will be employees of the corporation.

NSI conceives, researches, develops, markets and produces a wide variety of business training seminars directed to middle management, supervisory and office personnel. NSI designs the seminars primarily for presentation to the public and hires independent contractors as trainers. NSI also provides books and tapes of the various seminar topics. NSI's curriculum and educational mission is compatible with and complimentary to those of Rockhurst College.

NSI currently offers more than 25 seminar programs on such topics as time management, handling difficult people, telephone skills, leadership and supervisory skills and business writing skills. Seminars are held at universities, community convention centers, and major hotels throughout the country or on-site to the employees of a particular organization. Most seminars are priced under one hundred dollars (\$100) to serve the broadest possible market. Seminars are designed to conform to the guidelines of the National Task Force on the Continuing Education. In addition, many states and National Professional Associations and licensing boards grant continuing education credit for attendance at NSI Seminars. The half-day and one-day workshops are promoted primarily by direct mail advertisements and catalogues.

The acquisition of NSI's assets by the Corporation will allow for the availability of additional research and curriculum services that benefit the Rockhurst mission of providing community education for the benefit of the public.

Training and education are vital ingredients of America's economic competitiveness. A well trained and skilled workforce has always been the difference between America's economic might and others. Today that advantage is slipping to other competing nations. A collaboration of education, government and business is necessary to put national education and training on top of the nation's agenda in the 1990's. America's position can be preserved by building and expanding the abilities of American workers and organizations, and Rockhurst's strategic plan is a giant step towards serving the needs for available and affordable business education across America.

Because the Corporation has recently been organized, it is still in its formative stage. At this point, the only activities being carried on currently are those necessary and preparatory to implement the Corporation's goals. Before the Corporation becomes fully operational, it will be necessary to obtain the IRS determination of IRC § 501(c)(3) status sought by this application, so as to access the operating assets and financial support which will enable the Corporation to commence and conduct its activities.

In furtherance of these purposes, the Corporation intends to direct its initial activities primarily towards instruction of the public on subjects useful to the individual and beneficial to the community. To achieve its goals, the Corporation shall plan, sponsor and conduct seminars, forums, panels and the like which shall be open to the general public and conducted at various locations throughout the country.

It is expected that the topics addressed will provide instruction, training and/or information to attendees on a wide variety of general purpose and/or particular subject matters (e.g., stress/conflict management, phone/interpersonal skills, handling difficult people, time management, fundamental office skills, leadership and supervisory skills, self-image enhancement, personal decision making, job interviewing skills, project management, budgeting skills, communication/presentation/writing skills, negotiation skills, filing/information management). The Corporation shall present each of its topics at seminars in a thoroughly objective and balanced manner. Even in instances where a particular viewpoint or position on a given issue will be suggested or recommended, there shall be included an adequate description, documentation and analysis of competing viewpoints or positions, so as to permit an attendee to form an independent conclusion. By no means are the Corporation's activities expected or intended to be a vehicle for the expression of unsupported opinion or advocacy. Nor is it expected that these activities will principally serve "social club" or fraternal interests and/or the informal dissemination of subjective or personal opinions or experiences. Indeed, most of the topics are expected to be of a non-controversial nature directed towards personal and professional self-instruction, self-help and self-improvement.

The Corporation's governing body and its officers, with assistance from the college, shall ultimately select or approve the number and subject matter and topics of the seminars. The Corporation will contract with unrelated third parties, who are otherwise engaged as full or part-time public speakers with a background particularly suited for the seminar topic (e.g., university professors, business and health care professionals,

FILED
SEP 16 19 54 PM '90
TALLAHASSEE
FILED
SEP 16 19 54 PM '90
TALLAHASSEE

or provide seminars and training programs instructing individuals to improve their professional capabilities (Rev. Rul. 74-16; Rev. Rul. 65-298, Rev. Rul. 68-504). The IRS has also extended IRC § 501(c)(3) status to organizations that provide what would normally be considered "personal services," where dissemination of educational instruction topic is deemed beneficial to the individual and the community. Under this rationale, IRS has favorably classified organizations that provide marriage counseling services (Rev. Rul. 70-640; Rev. Rul. 78-99), educate expectant mothers and the public in childbirth methods (Rev. Rul. 66-255), counsel widows to assist them in their problems caused by their spouse's death (Rev. Rul. 74-595), or provides training in musical or sports skills (Rev. Rul. 67-392; Rev. Rul. 65-2, as amplified by, Rev. Rul. 77-365).

It is expected and intended that the Corporation's organization, operation and activities will come within the scope of, and be consistent with, the aforementioned authorities.

02 SEP 16 PM 5:40
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

02 SEP 16 PM 5:40
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

#2
Statement

ROCKHURST COLLEGE CONTINUING EDUCATION

FORM 990, PART V - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS

FR. EDWARD KINERK, SJ
C/O ROCKHURST COLLEGE
1100 ROCKHURST ROAD
KANSAS CITY, MO 64110

GARY WEINBERG
6901 W. 63RD STREET
SHAWNEE MISSION, KS 66202

ROBERT A. LONG
929 HOLMES STREET
KANSAS CITY, MO 64106

MICHAEL J. VAN DYKE
4520 MAIN STREET, STE. 1100
KANSAS CITY, MO 64111

HANK FRIGON
8400 WEST 110TH. STE. 200
OVERLAND PARK, KS 66210

AUBREY RICHARDSON
1020 EAST 8TH STREET
KANSAS CITY, MO 64106

SUSAN STANTON
4801 ROCKHILL ROAD
KANSAS CITY, MO 64110

ROGER MCCOY
ROCKHURST UNIVERSITY
1100 ROCKHURST ROAD
KANSAS CITY, MO 64110

THOMAS A. MCCULLOUGH
333 W. 11TH STREET, 5TH FLOOR
KANSAS CITY, MO 64105

MARK TRUITT
6901 W. 63RD STREET
SHAWNEE MISSION, KANSAS 66202

GARY TRUITT
6901 W. 63RD STREET
SHAWNEE MISSION, KS 66202

JANETTE NOVAK
6901 W. 63RD STREET
SHAWNEE MISSION, KS 66202

ROBERT O'NEIL
6901 W. 63RD STREET
SHAWNEE MISSION, KS 66202

DAVID GULSETH
6901 W. 63RD STREET
SHAWNEE MISSION, KS 66202

CLYDE WENDEL
1000 W. 56TH ST.
KANSAS CITY, MO 64113

DAVID WELTE
707 W. 47TH ST.
KANSAS CITY, MO 64112

FILED
02 SEP 16 PM 5:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
02 SEP 16 PM 5:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

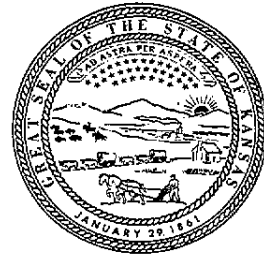
Rockhurst University Continuing Education Center, Inc.
Listing of Officers, Directors, and Trustees

Fr Edward Kinerk, SJ	Director	President
Gary Weinberg	Director	
Robert Long	Director	
Michael Van Dyke	Director	Secretary
Hank Frigon	Director	
Aubrey Richardson	Director	
Susan Stanton	Director	
Roger McCoy	Director	
Thomas McCullough	Director	
Clyde Wendel	Director	
David Welte	Director	
Mark Truitt		Executive Director
Gary Truitt		Managing Director
Janette Novak		V.P. Marketing
Robert O'Neil		Chief Information Officer
David Gulseth		Chief Financial Officer

FILED
02 SEP 16 PM 5:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF KANSAS

OFFICE OF
SECRETARY OF STATE
RON THORNBURGH



To all to whom these presents shall come, Greetings:

FILED
02 SEP 10 PM 5:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, RON THORNBURGH, Secretary of State of the state of Kansas, do hereby certify that I am the custodian of records of the State of Kansas relating to corporations and that I am the proper official to execute this certificate.

I FURTHER CERTIFY THAT

ROCKHURST UNIVERSITY CONTINUING EDUCATION CENTER,
INC.

is a regularly and properly organized not for profit corporation under the laws of the state of KANSAS, having been incorporated in Kansas on the 2nd day of May, A.D. 1991 and has paid all fees due this office and is in good standing according to records now on file in the office of Secretary of State.



In testimony whereof:
I hereto set my hand and cause
to be affixed my official seal.
Done at the City of Topeka, this
22nd day of July, A.D. 2002

RON THORNBURGH
SECRETARY OF STATE