

# FO3000000533

TRANSMITTAL LETTER

FILED

TO: Registration Section  
Division of Corporations

03 FEB -3 AM 9:04

STATE  
TALLAHASSEE, FLORIDA

SUBJECT: Federated Student Finance Corporation

VIA CERTIFIED MAIL 7001 1940 0000 7567 4407

800006981858--3

-08/08/02--01080--005

\*\*\*\*\*78.75 \*\*\*\*\*78.75

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 address.

Debra Strahl, assistant secretary  
Federated Student Finance Corporation  
2600 Washington Avenue  
Waco, Texas 76710

800006981858

02/03/03--01088--017 \*\*2122.50

W002-23078

For further information concerning this matter, please call Murray Watson, Jr. at 254/753-0913.

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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

AL

Enclosed is a check for the following amount.

- |   |  |  |  |
|---|--|--|--|
| <input type="checkbox"/> \$70.00 filing fee | <input type="checkbox"/> \$78.75 filing fee<br>& cert. of status | <input checked="" type="checkbox"/> \$78.75 filing fee<br>& certified copy | <input type="checkbox"/> \$87.50 filing fee,<br>cert. of status,<br>& certified copy |
|---|--|--|--|

800006981858

02/03/03--01088--018 \*\*78.75

**BRAZOS HIGHER EDUCATION SERVICE CORPORATION, INC.**

2600 Washington Ave.

P.O. Box 1308

Waco, Texas 76703-1308

(254) 753-0915

Fax (254) 754-0267

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03 FEB -3 AM 9:04

RECEIVED FOR STATE  
TALLAHASSEE, FLORIDA

**OFFICERS:**

John E. Davis  
CHAIRMAN

Harold W. McNabb  
VICE CHAIRMAN

Murray Watson, Jr.  
PRESIDENT

Tom Robertson  
EXECUTIVE VICE PRESIDENT

**DIRECTORS:**

Mr. Ed Burleson  
Mr. John H. Chiles  
Mr. John E. Davis  
Mr. Paul D. Marable, Jr.  
Mr. Harold W. McNabb  
Mrs. Joyce Packard  
Mr. John Perry  
Mr. Floyd Prather  
Mr. David F. Smith, Jr.  
Mrs. Dorothy Talbot  
Dr. Joseph Velez  
Mr. Robert E. Weathers

October 8, 2002

Agnes Lunt  
Document Specialist  
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Federated Student Finance Corporation  
Ref#: W02000023078

Dear Ms. Lunt:

We have received your letter of August 9, 2002, granting us 60 days to respond regarding our failure to file the Application by Foreign Not-for-profit Corporation for Authority to Conduct Its Affairs in Florida in April 2000 for Federated Student Finance Corporation.

Federated Student Finance Corporation began business in Florida as U.S. Education Finance Corporation. While U.S. Education Finance Corporation has been our affiliate, we do not have immediate access to all of its records. We therefore have been in the process of trying to discover whether the above document was filed timely in April 2000 by directors of U.S. Education Finance Corporation under U.S. Education Finance Corporation. To evidence our efforts, we enclose a copy of the letter of September 19, 2002, requesting this information from U.S. Education Finance Corporation.

As of yet, we have received no reply and are thereby requesting an extension of 30 days, in which our application is not to be abandoned, so that we may receive a definite answer from U.S. Education Finance Corporation and complete our application with your office.

FILED

If time is of the essence, please contact us collect at the above number. Thank you for -3 AM 9: 04  
your time and effort, and we look forward to hearing from you.

STATE  
TALLAHASSEE, FLORIDA

Sincerely,

Murray Watson, Jr.

MW/vt  
Encl.



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

August 9, 2002

DEBRA STRAHL  
2600 WASHINGTON AVE.  
WACO, TX 76710

SUBJECT: FEDERATED STUDENT FINANCE CORPORATION  
Ref. Number: W02000023078

We have received your document for FEDERATED STUDENT FINANCE CORPORATION and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$2122.50.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

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) 245-6094.

Agnes Lunt  
Document Specialist

Letter Number: 402A00047561

FILED  
03 FEB -3 AM 9:04  
FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Ken Detzner  
Secretary of State

FILED  
03 FEB -3 AM 9:0  
TALLAHASSEE, FLORIDA

January 9, 2003

DEBRA STRAHL  
2600 WASHINGTON AVE.  
WACO, TX 76710

SUBJECT: FEDERATED STUDENT FINANCE CORPORATION  
Ref. Number: W02000023078

This letter is in response to the application by foreign corporation/limited liability company for authorization to transact business in Florida that was previously submitted to this office for FEDERATED STUDENT FINANCE CORPORATION.

The referenced application states that the entity has transacted business in the State of Florida since April 1, 2000. You were notified by letter dated August 9, 2002, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the entity is liable for \$2122.50 in appropriate fees and penalties as set forth in Section 607.1502(4)/617.1502(4)/608.502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the entity first transacted business in Florida, that the entity did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Registration Section at (850) 245-6051.

Registration Section  
Division of Corporations Letter No. 503A00000812

Enclosure

**BRAZOS HIGHER EDUCATION SERVICE CORPORATION, INC.**

FILED

03 FEB - 2 DIRECTORS:

**OFFICERS:**

John E. Davis  
CHAIRMAN

Harold W. McNabb  
VICE CHAIRMAN

Murray Watson, Jr.  
PRESIDENT

Tom Robertson  
EXECUTIVE VICE PRESIDENT

2600 Washington Ave.  
P.O. Box 1308  
Waco, Texas 76703-1308  
(254) 753-0915  
Fax (254) 754-0267

Mr. Ed Burleson  
Mr. John H. Chiles  
Mr. John E. Davis  
Mr. Paul D. Marable, Jr.  
Mr. Harold W. McNabb  
Mrs. Joyce Packard  
Mr. John Perry  
Mr. Floyd Prather  
Mr. David F. Smith, Jr.  
Mrs. Dorothy Talbot  
Dr. Joseph Velez  
Mr. Robert E. Weathers

January 24, 2003

**VIA FEDERAL EXPRESS**

Agnes Lunt  
Document Specialist  
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Federated Student Finance Corporation  
Ref#: W02000023078

Dear Ms. Lunt:

Thank you kindly for extending until November 9 our deadline to respond in reference to the application by a foreign nonprofit to conduct affairs in Florida. We have since determined that we in fact did not file the application upon commencing business in April, 2000, and are thereby forwarding to your office the following:

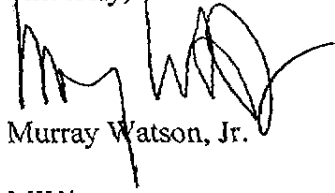
- a check for \$2,122.50 to the Florida Department of State
- the Florida DOS letter assessing the \$2122.50 fine
- the application for a nonprofit to transact business in FL
- a check for \$78.50 to the Florida Department of State for processing of the application

- the latest letter of January 9 (postmarked January 14<sup>th</sup>) giving us another 30 days to respond

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03 FEB -3 AM 9:04

Please contact us collect if there is any other information that you may need. Thank you  
for your time and attention to this matter. TATE  
TALLAHASSEE, FLORIDA

Sincerely,



Murray Watson, Jr.

MW/vt

Encl.

FILED  
FEB -3 AM 9:04

**APPLICATION BY FOREIGN NOT-FOR-PROFIT CORPORATION  
FOR AUTHORITY 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. Federated Student Finance 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. Texas

(State or country under the law of which it is incorporated)

3. 74-2536239

(FEI number, if applicable)

4. April 3, 1989

(date of incorporation)

5. perpetual

(duration)

6. April 2000

(date corporation first conducted affairs in Florida)

7. 2600 Washington Avenue, Waco, TX 76710

(principal office address)

2600 Washington Avenue, Waco, TX 76710

(current mailing address)

8. originator of and secondary market for student loans

(purpose(s) of corporation authorized in home state to be carried out in the state of Florida)

9. Mr. Henry B. Howard, [REDACTED]

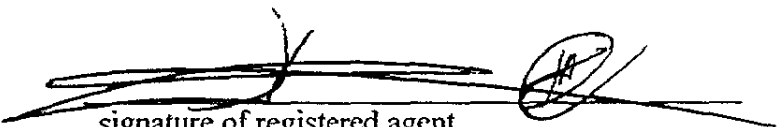
600 Brickell Avenue, Suite 400

Miami, FL 33131

(name and street address of Florida registered agent)

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.

  
signature of registered agent

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

Name

Address

Joe A. Brownfield

2825 Lake Air Drive  
Waco, TX 76710

John E. Davis

2637 Woodmont Circle  
Waco, TX 76710

John M. Hawes, Jr.

307 Crescent Road  
Waco, TX 76710

Norman L. Hay, Jr.

5901 Mt. Rockwood Circle  
Waco, TX 76710

Paul D. Marable, Jr.

4101 Lyle Avenue  
Waco, TX 76710

Harold W. McNabb

4005 Old Mill Road  
Waco, TX 76710

Mrs. Joyce Packard

308 Guittard Street  
Waco, TX 76706

Floyd Prather

4528 Westchester Street  
Waco, TX 76710

David F. Smith, Jr.

4103 Old Mill Road  
Waco, TX 76710

Robert E. Weathers

5000 Lake Highland  
Waco, TX 76710

B. OFFICERS

Name and Title

Address

Harold W. McNabb,  
Chairman

4005 Old Mill Road  
Waco, TX 76710

John E. Davis,  
Vice Chairman

2637 Woodmont Circle  
Waco, TX 76710

Murray Watson, Jr.,  
President

2600 Washington Avenue  
Waco, TX 76710

Ricky Turman,  
Secretary/Treasurer

2600 Washington Avenue  
Waco, TX 76710

13.

(signature of Chairman, Vice Chairman, or any officer listed in Number 12 of this application)

14. Murray Watson, Jr., President

(name and capacity of person signing this application)

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03 FEB -3 AM 9:04

CLERK OF STATE  
TALLAHASSEE, FLORIDA

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Gwyn Shea  
Secretary of State

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03 FEB -3 AM 9:04

**Office of the Secretary of State**

U.S. DEPARTMENT OF STATE  
FALL ANNUAL STATE  
ATTACHMENT, FLORIDA

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for FEDERATED STUDENT FINANCE CORPORATION (filing number: 110999401), a Domestic Nonprofit Corporation, was filed in this office on April 03, 1989.

**It is further certified that the entity status in Texas is active.**

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on August 02, 2002.



*Gwyn Shea*

Gwyn Shea  
Secretary of State