

F03000006206

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

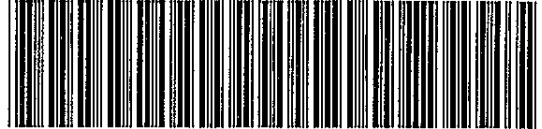
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

12/5 FPC

Office Use Only



400025182454

12/05/03--01064--002 **70.00

MJH

FILED
FEB 10 2004
FBI - MEMPHIS

03 DEC -5 PM 6:35

FILED



December 2, 2003

222 South 9th Street
20th Floor
Minneapolis, MN 55402-3389
612-659-5100 PHONE
888-CAPELLA TOLL FREE
612-659-5061 FAX
www.capellauniversity.edu
info@capella.edu

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

To Whom It May Concern:

Enclosed please find the required documents for Capella University to be registered in the State of Florida. These documents include:

- Transmittal letter
- Application by foreign corporation for authorization to transact business in Florida
- Certificate in Good Standing from the Minnesota Secretary of State
- Check in the amount of \$70.00 for the filing fee

Capella University is an online university licensed by the Florida Commission for Independent Education. Although we have no physical location in Florida, a condition of the annual renewal of our license is to be registered with your office.

Please send all correspondence to my attention at this address: 222 S. Ninth Street, Floor 20, Minneapolis, MN, 55402. If you have any questions, please feel free to contact me at 612-659-5449.

Thank you.

A handwritten signature in cursive script that reads "Sharyl Thompson".

Sharyl Thompson
Regulatory and Assessment Administrator

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Capella University
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Gregory Thom
(Name of Person)

Capella University
(Firm/Company)

222 S. Ninth Street, Floor 20
(Address)

Minneapolis, MN 55402
(City/State and Zip code)

For further information concerning this matter, please call:

Gregory Thom at (612) 659-5470
(Name of Person) (Area Code & Daytime Telephone Number)

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

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 CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Capella University Inc,
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Minnesota 3. 41-1740392
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 1993 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 222 S. Ninth Street, Floor 20, Minneapolis, MN 55402
(Principal office address)

same as above
(Current mailing address)

8. online higher education
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Dr. Pamela Patrick
Office Address: 5911 Riverside Dr.
Port Orange, Florida 32127
(City) (Zip code)

FILED
03 DEC -5 PM 6:35
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.

Pamela K. S. Patrick, Ph.D.
(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 business addresses of officers and/or directors:

A. DIRECTORS see attached list

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Stephen G. Shank

Address: 222 S. Ninth Street, Floor 20

Minneapolis, MN 55402

Vice President: Paul Schroeder

Address: 222 S. Ninth Street, Floor 20

Minneapolis, MN 55402

Secretary: Gregory Thom

Address: 222 S. Ninth Street, Floor 20, Minneapolis, MN 55402

Treasurer: Joseph Gaylord

Address: 222 S. Ninth Street, Floor 20, Minneapolis, MN 55402

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

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Gregory Thom, Secretary

(Typed or printed name and capacity of person signing application)



Capella University Board of Directors

Dr. Wayne Buchanan
Defiance College
301 Washington Ave.
Defiance, OH 43512

Dr. Thomas W. (Bill) Clyburn
1604 89th ST NW
Bradenton, FL34209

Dr. James Gambone
Points Of View, Inc.
1360 North Arm Drive
Orono, MN 55364-9781

Stephanie Chew Grossman
American Express Financial Advisors
1415 E. Wayzata Blvd., Suite 100
Wayzata, MN 55391

Helene Krivosha
2835 O'Reilly Dr.
Lincoln, NE 68502

OR
8008 Kilkenney Way (Nov. 15 - April 15)
Naples, FL 34112

Mike Offerman
Capella University
222 S. Ninth St., Floor 20
Minneapolis, MN 55402

Paul Schroeder
Capella University
222 S. Ninth St., Floor 20
Minneapolis, MN 55402

Steve Shank
Capella University
222 S. Ninth St., Floor 20 (Emeritus)
Minneapolis, MN 55402
Maureen Steinwall
Steinwall, Inc.
1759 116th Ave. NW
Coon Rapids, MN 55448

Dr. Joan Stoner
6301 Roca Road **Board Chair**
Roca, NE 68430

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

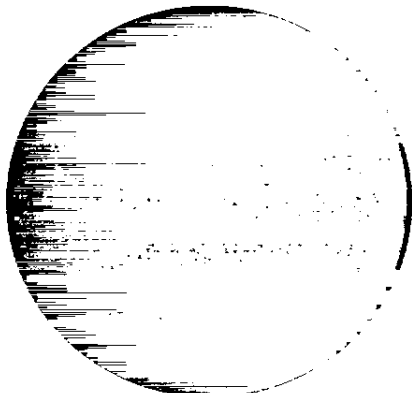
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Capella University, Inc.

Date Formed: 02/11/1993

Chapter Governed By: 302A

This certificate has been issued on 11/24/03.



Mary Kiffmeyer
Secretary of State.