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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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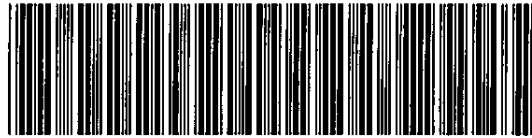
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OF COUNSEL
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John H. Binning

Rembolt • Ludtke

Rembolt Ludtke LLP
Attorneys at Law

Lincoln • Seward

February 6, 2007

VIA UPS NEXT DAY AIR

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301


RE: Used Textbook Association Corporation

Dear Sir/Madam:

Enclosed for filing on behalf of Used Textbook Association Corporation is an Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida. I have also enclosed a current Certificate of Existence for the association as issued by the Delaware Secretary of State, and a check in the amount of \$70.00 to cover the filing fees. Once the application has been filed, please return a file stamped copy of the application to me in the return, overnight envelope that is enclosed.

If you have any questions, please do not hesitate to contact me.

Sincerely,



Michelle Falgione
Paralegal

MDF/G:\WDOX\clients\30825\000\00115308.WPD
Enclosures
cc: Sue Riedman (w/enclosures)

1201 Lincoln Mall, Suite 102
Lincoln, Nebraska 68508
P 402.475.5100
F 402.475.5087
www.remboltludtke.com

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Used Textbook Association Corporation

(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:

Alan D. Slattery, Esq.

(Name of Person)

REMBOLT LUDTKE LLP

(Firm/Company)

1201 Lincoln Mall, Suite 102

(Address)

Lincoln, Nebraska 68508

(City/State and Zip Code)

For further information concerning this matter, please call:

Alan D. Slattery, Esq.

(Name of Person)

at (402) 475-5100

(Area Code & Daytime Telephone Number)

MAILING ADDRESS:

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

STREET/COURIER ADDRESS:

New Filing 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. **Used Textbook Association 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. **Delaware**

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

3. **20-5462063**

(FEI number, if applicable)

4. **August 22, 2006**

(Date of Incorporation)

5. **Perpetual**

(Duration: Year corp. will cease to exist or "perpetual")

6. **February 1, 2007**

(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)

7. **663 North 132nd Street, Omaha, Nebraska 68154**

(Principal office address)

663 North 132nd Street, Omaha, Nebraska 68154

(Current mailing address)

8. The nature of the business or purposes to be conducted or promoted are to receive, administer and expend funds to promote and represent the lawful common business interests of, and in doing so, to improve business conditions among members primarily engaged in the wholesale acquisition and sale of used textbooks for higher education within the meaning of Section 501 (c) (6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(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: **The CT Corporation System**

Office Address: **1200 South Pine Island Road**

Plantation

(City)

Florida 33324

(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.

Joseph A. Badami **Asst. Secy. CT Corporation System**
(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.

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

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DIVISION OF CORPORATIONS

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A. DIRECTORS

Chairman: Barry Major, Director

Address: 4700 South 19th Street
Lincoln, NE 68512

Vice Chairman: _____

Address: _____

Director: Park Anders, Director

Address: 1936 N. Shiloh Drive
Fayetteville, AR 72704

Director: Additional Directors are attached in an addendum hereto

Address: _____

B. OFFICERS

President: Barry Major

Address: 4700 South 19th Street
Lincoln, NE 68512

Vice President: Tom Ebert

Address: 59 Market Street
Newark, NJ 07102

Secretary: Tim Tichenor

Address: 5005 N. Street Road 27 Business, Bloomington, IN 47404

Treasurer: Brent Dyer

Address: 8501 Technology Circle, Greenville, TX 75402

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. Barry Major, President

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

**Addendum to
Application by Foreign Not For Profit Corporation for Authorization to Conduct its
Affairs in Florida
for
Used Textbook Association**

12.A. Additional Directors.

Jim Sims, Director
3333 US Hwy 641 N.
Murray, KY 42071

Tim Tichenor, Director
5005 N. Street Rd. 37 Business
Bloomington, IN 47404

Tom Ebert, Director
59 Market Street
Newark, NJ 07102

Brent Dyer, Director
8501 Technology Circle
Greenville, TX 75402

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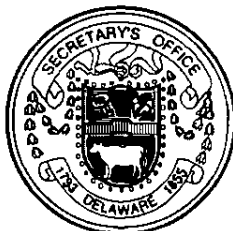
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "USED TEXTBOOK ASSOCIATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF JANUARY, A.D. 2007.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5385646

DATE: 01-26-07