

FO7000003285

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

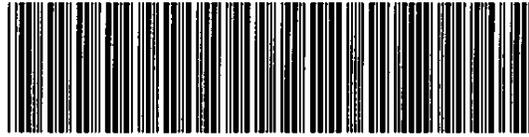
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

W07-23043

Office Use Only



400102197034

06/28/07--01003--012 **6367.50

05/11/07--01051--004 **70.00

SECRETARY OF STATE
TALAHASSEE, FLORIDA

07 JUN 28 PM 3:05

APPROVED
AND
FILED

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: ACT, 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:

Legal Department Attn: Megan Miller
(Name of Person)

ACT, Inc.
(Firm/Company)

500 ACT Drive PO Box 168
(Address)

Iowa City, IA 52243-0168
(City/State and Zip Code)

For further information concerning this matter, please call:

Megan Miller at (319) 337-1686
(Name of Person) (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



June 25, 2007

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

Re: Application for Authorization to Conduct Affairs in Florida
Filed by ACT, Inc.

Dear Sir or Madam:

Enclosed for filing please find the following documents: Letter from the Florida Division of Corporations, a copy of our Application by a Foreign Not For Profit Corporation for Authorization to Conduct its Affairs in Florida, and check in the amount of \$6367.50. We were informed by your office that our corporate name of ACT, Inc was not available, and we should send in a Resolution by our Board of Directors providing an alternate name. That document and its accompanying letter by the CEO are also attached.

Please contact me if your have any questions in finalizing the registration.

Sincerely,

Megan Miller
Paralegal
megan.miller@act.org
319-337-1686

Enclosure

07 JUN 28 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 14, 2007

MEGAN MILLER
ACT, INC.
PO BOX 168
IOWA CITY, IA 52243-0168

SUBJECT: ACT, INC
Ref. Number: W07000023043

We have received your document for ACT, INC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 \$6,367.50.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, and Inc.

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) 245-6928.

Tim Burch
Document Specialist

Letter Number: 807A00033462

**AUDIT AND FINANCE COMMITTEE
ACTION ITEM**



CORPORATE NAME FOR STATE REGISTRATIONS

More and more states are now requiring companies to register with the office of the Secretary of State as a precursor to doing business with their respective state. Staff found, that while researching the registration process within the states, it was not uncommon for ACT's corporate name ("ACT, Inc.") to already be reserved by another company. In such situations, ACT will be required to register to do business under an alternate name. While the requirements vary from state to state, at least one state—Florida—requires a Board resolution approving the use of an alternate name. For this reason, management recommends that the CEO be given authority to select an alternate corporate name in Florida and any other states where ACT's corporate name is reserved, as necessary to register to do business.

The Audit and Finance Committee recommended to the Board of Directors the resolution be approved as stated below.

Resolution

The following resolution was moved (Riley), seconded (Sanders), and carried:

WHEREAS, The Board of Directors of ACT deems it advisable and in the best interest of ACT to register to do business in an alternate name in Florida and other states where ACT's corporate name is already reserved;

BE IT RESOLVED, that the CEO is hereby authorized to select an alternate corporate name in Florida and any other states where ACT's corporate name is already reserved, as necessary to register ACT to do business in such states. The CEO is further authorized to take any and all actions and execute all documents on behalf of ACT which are necessary to accomplish the registration of ACT to do business in such states in such alternate name.

Submitted by:

Roberts T. Jones, Secretary
ACT Board of Directors

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 JUN 28 PM 3:05

APPROVED
AND
FILED

ACT

Board of Directors

Dr. Richard L. Ferguson
CEO and Chairman of the Board
ACT

Ms. Dixie L. Axley
Vice President, Learning and Development
State Farm Insurance Companies

Dr. James E. Bostic, Jr.
Former Executive Vice President,
Environmental, Government Affairs and
Communications
Georgia-Pacific Corporation

Ms. Sarita E. Brown
President
Excelencia in Education, Inc.

Dr. Carl A. Cohn
Superintendent
San Diego City Schools

Mr. Robert Graham
Former U.S. Senator
State of Florida

Dr. Karen A. Holbrook
President
The Ohio State University

Mr. Roberts T. Jones, Secretary
President and CEO
Education and Workforce Policy, LLC

Mr. Mark D. Musick
President Emeritus
Southern Regional Education Board

Dr. Diana G. Oblinger
Vice President
EDUCAUSE

Dr. Charles B. Reed, Lead Director
Chancellor
The California State University System

The Honorable Richard W. Riley
Former Secretary of Education and
Senior Partner
Nelson Mullins Riley & Scarborough, LLP

Dr. J. Theodore Sanders
Executive Chairman
The Cardean Learning Group, LLC

Dr. Belle S. Wheelan
President
Commission on Colleges
Southern Association of Colleges
and Schools

May 8, 2007

State of Florida
Department of State
New Filing Section
P.O. Box 632
Tallahassee, FL 32314

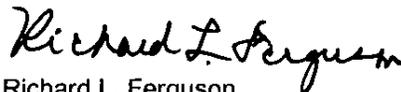
Re: Registration to do business in Florida
Filed by ACT, Inc.

Dear Sir or Madam,

By way of introduction, my name is Richard Ferguson and I am the CEO and Chairman of ACT, Inc. ACT, Inc. is a nonprofit corporation organized under the laws of the State of Iowa. ACT is filing the application for Authorization to Conduct Affairs in Florida (copy enclosed). Your office advised that our corporate name "ACT, Inc." is not available for use. Accordingly, I have attached a Resolution adopted by ACT's Board of Directors authorizing me to choose an alternate name. The alternate name we have elected to use in Florida is "ACT, Inc. of Iowa."

Thank you for your assistance with the matter.

Sincerely,



Richard L. Ferguson
CEO
ACT, Inc.
500 ACT Drive
Iowa City, IA 52243

Enclosures

07 JUN 28 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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. ACT, 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. Iowa 3. 42-0841485
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 08/23/1960 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 01/04/2001
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F S, to determine penalty liability.)
7. 500 ACT Drive Iowa City, IA 52245
(Principal office address)
- 500 ACT Drive PO Box 168 Iowa City, IA 52243-0168
(Current mailing address)

8. To develop and deliver assessment, research, information, and program management services in the broad areas of education and workforce development.
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(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.

William M. Edrington
(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.

APPROVED AND FILED
07 JUN 28 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

07 JUN 28 PM 3:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: See attached for list of Officers and Directors

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached for list of Officers and Directors

Address: _____

Vice President: _____

Address: _____

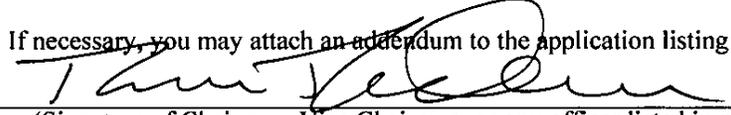
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Thomas J. Goedken - Chief Financial Officer
(Typed or printed name and capacity of person signing application)

Officers and Directors of ACT, Inc.

CEO and Chairman of the Board

Richard L. Ferguson
7 The Woods NE
Iowa City, IA 52240

CFO

Thomas J. Goedken
2640 Auburn Hill Lane NE
Solon, IA 52333

Directors

Dixie L. Axley, CPCU, CLU
Vice President, Learning and Development
State Farm Insurance Companies
One State Farm Plaza, B-2
Bloomington, IL 61710-0001

Mark D. Musick
President Emeritus
Southern Regional Education Board
665 East Pelham Road
Atlanta, GA 30324

James E. Bostic Jr.
Former Executive Vice President Environmental
Government Affairs
and Communications
Georgia-Pacific Corporation
5455 New Wellington Close
Atlanta, GA 30327

Diana G. Oblinger
Vice President
EDUCAUSE
1903 Hillsborough Street
Raleigh, NC 27695

Carl A. Cohn
Superintendent
San Diego City Schools
Eugene Brucker Education Center
4100 Normal Street
2nd Floor, Room 2219
San Diego, CA 92103

Charles B. Reed
Chancellor
The California State University
401 Golden Shore
Long Beach, CA 90802-4210

Senator Bob Graham
6843 Main Street
Miami Lakes, FL 33014

Richard W. Riley
Senior Partner
Nelson Mullins Riley & Scarborough, LLP
101 Constitution Avenue, NW, Suite 900
Washington, DC 20001

Karen A. Holbrook
President
The Ohio State University
205 Bricker Hall
190 North Oval Mall
Columbus, OH 43210-1357

J. Theodore Sanders
Executive Chairman
The Cardean Learning Group
111 N. Canal Street, Suite 455
Chicago, IL 60606

Roberts T. Jones
President
Education and Workforce Policy, LLC
1900 North Beauregard Street Suite 125
Arlington, VA 22311

Belle S. Wheelan
President
Commission on Colleges
Southern Association of Colleges
and Schools
1866 Southern Lane
Decatur, GA 30033-4097

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 JUN 28 PM 3:05

APPROVED
AND
FILED

IOWA

Date: 04/12/2007

SECRETARY OF STATE

504RDN-000054423
ACT, INC.
ACT INC
M. MILLER
PO BOX 168
IOWA CITY, IA 52243

CERTIFICATE OF EXISTENCE

Name: ACT, INC.
Date of Incorporation: 08/23/1960
Duration: PERPETUAL

I, MICHAEL A. MAURO, Secretary of State of the State of Iowa, custodian of the records of incorporations, certify that the nonprofit corporation named on this certificate is in existence and was duly incorporated under the laws of Iowa on the date printed above, that all fees required by the Revised Iowa Nonprofit Corporation Act have been paid by the corporation, that the most recent biennial corporate report has been filed by the Secretary of State, and that articles of dissolution have not been filed.



07 JUN 28 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Michael A. Mauro
MICHAEL A. MAURO SECRETARY OF STATE



APPROVED
ANN