

F07000005357

(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:

Office Use Only



800109681808

09/24/07--01027--007 **70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 OCT 26 PM 4: 31

APPROVED
AND
FILED

B. McKnight OCT 29 2007

W07-47437

COPILEVITZ & CANTER, LLC

ATTORNEYS AT LAW

310 W. 20TH STREET
SUITE 300
KANSAS CITY, MISSOURI 64108
(816) 472-9000 • FAX (816) 472-5000

October 26, 2007

Ms. Becky McKnight
Document Specialist
New Filing Section
Florida Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

07 OCT 26 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Re: Application for Certificate of Authority/Carleton College/Reference No. W07000047437

Dear Ms. McKnight:

Enclosed please find a revised Application for Certificate of Authority to Transact Business being supplied by Carleton College.

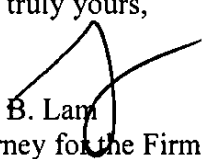
Per your request, the corporation has added the "Inc." suffix to its name to comply with Florida statutes. Additionally, officers and directors have been listed in connection with number 12.

There appears to be some confusion surrounding information supplied on the original application. Specifically, line 6 of the original application has also been amended to reflect that the organization has yet to conduct affairs in Florida as defined under § 617.1501 of the Florida Statutes. Carleton College has no nexus with the State of Florida at present. Carleton College is located in the State of Minnesota and does not maintain an office or otherwise direct its activities to the State of Florida to any degree that would establish minimum contacts with your State. The Application for Certificate of Authority is being filed in advance of a licensing process to allow for the issuance of charitable gift annuities in the State of Florida. There are a number of descriptions under § 617.1501 which specifically describes why Carleton College has not been conducting affairs in the State of Florida prior to this submission. The only transactions which the organization has had with the State are isolated transactions which have been conducted in interstate commerce. Again, Carleton College has no physical nexus with the State of Florida on the date it is filing this application. These facts should adequately address any claims that the organization has been conducting affairs and is therefore not subject to any late fees, fines or penalties.

Ms. Becky McKnight
October 26, 2007
Page 2

Carleton College looks forward to receiving its approved Application to Conduct Affairs in Florida. If you need any additional information, please do not hesitate to contact us.

Very truly yours,


Greg B. Lam
Attorney for the Firm

GBL:d
Enclosure(s)

greglam@cckc-law.com

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 OCT 26 PM 4:30

APPROVED
AND
FILED

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Carleton College
(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:

Barbara Fowler
(Name of Person)

Carleton College
(Firm/Company)

Business Office

One North College Street
(Address)

Northfield, MN 55057
(City/State and Zip Code)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 OCT 26 PM 4:30

APPROVED
AND
FILED

For further information concerning this matter, please call:

Barbara Fowler at (507) 646-4169
(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 25, 2007

BARBAR FOWLER
ONE NORTH COLLEGE STREET
NORTHFIELD, MN 55057

SUBJECT: CARLETON COLLEGE
Ref. Number: W07000047437

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

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

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 \$14,857.50.

14,857.50 Please list any officers/directors in number 12. If additional lines are needed for names, please add an attachment page.

Please return the corrected original and one copy of 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) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 207A00056203

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. Carleton College, 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. MN 3. 41-0694747
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11-14-1866 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. None
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S., to determine penalty liability.)

7. One North College Street, Northfield, MN 55057
(Principal office address)

-Same-
(Current mailing address)

8. Fundraising and Alumni relations
(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: Corporate Creations Network, Inc.

Office Address: 11380 Prosperity Farms Road #221E

Palm Beach Gardens, Florida 33410
(City) (Zip Code)

07 OCT 26 PM 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED

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.

Meg Jall Assistant Secretary
(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 OCT 26 PM 4:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Michael H. Armacost
Address: Stanford University
Encina Hall, RoomE301 Stanford, CA 94305

Vice Chairman: Jack W. Eugster
Address: 2655 Kelly Ave.
Excelsior, MN 55331

Director: Vice-Chair: Martha H. Kaemmer
Address: 345 St. Peter St., Suite 1200
St. Paul, MN 55102

Director: Vice-chair: Keith A. Libbey
Address: 200 So. Sixth St., Suite 4000
Minneapolis, MN 55402

B. OFFICERS


President: Robert A. Oden, Jr.
Address: One North College Street
Northfield, MN 55057

Vice President: _____
Address: _____

Secretary: Kristine A. Cecil
Address: One North College Street, Northfield, MN 55057

Treasurer: Fredrick A. Rogers
Address: One North College Street, Northfield, MN 55057

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. Frederick A. Rogers, Vice President and Treasurer
(Typed or printed name and capacity of person signing application)

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

I, Mark Ritchie, 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: Carleton College

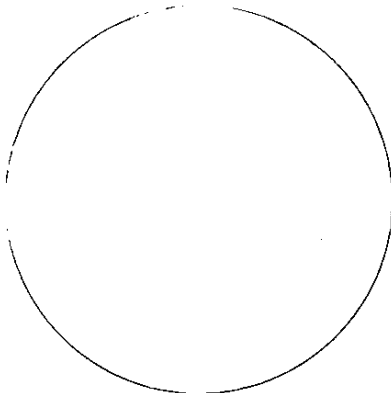
Date Formed: 12/17/1866

Chapter Governed By: 317A

This certificate has been issued on 07/02/07.

07 OCT 26 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



Mark Ritchie
Secretary of State.