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(Requestor's Name)

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(City/State/Zip/Phone #)

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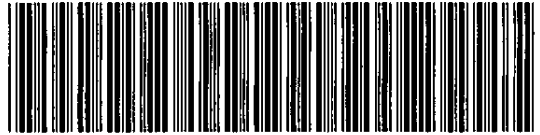
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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08 DEC 18 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

117

Knowledge Learning Corporation®

Where Lifetime Learning Begins®

Rachel Broughton
Corporate Paralegal II
Corporate & Regulatory Affairs

Knowledge Learning Corporation •
650 NE Holladay Street, Suite 1400
Portland, OR 97232
(503) 736-6961 - direct
(503) 872-16-91 - facsimile
rbroughton@klcorp.com

December 15, 2008

SENT VIA UPS OVERNIGHT DELIVERY

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

RE: *Application for Certificate of Authority for Foreign Corporation – KC Distance Learning, Inc.*

Dear Sir/Madam:

Enclosed are an original and one copy of an Application by Foreign Corporation for Authorization to Transact Business in the State of Florida for KC Distance Learning, Inc. Also enclosed is a check in the amount of \$87.50 to cover the filing fees associated with the application and the fees associated with obtaining a Certificate of Status and Certified Copy of the Certificate of Authority.

Please file the original application and forward the filed-stamped copy along with the Certificate of Status and Certificate of Authority to the following:

KC Distance Learning, Inc.
c/o Knowledge Learning Corporation
Attn: Rachel Broughton
650 NE Holladay Street, Suite 1400
Portland, OR 97232

Should you have any questions regarding the application or the instructions contained herein, please do not hesitate to contact me directly at 503.736.6961.

Best Regards,


Rachel Broughton

/rb
Enclosures

cc: Rene Gonzalez (via electronic mail w/o enclosures)

KLC 114590v1

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: KC Distance Learning, Inc.
(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:

Rachel Broughton

(Name of Person)

KC Distance Learning, Inc. c/o Knowledge Learning Corporation

(Firm/Company)

650 NE Holladay Street, Suite 1400

(Address)

Portland, OR 97232

(City/State and Zip code)

For further information concerning this matter, please call:

Rachel Broughton at (503) 736.6961
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

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

MAILING ADDRESS:

New Filing 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. KC Distance Learning, 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. Delaware 3. 63-1120500
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 24, 1994 5. _____
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. December 1, 2008
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 650 NE Holladay Street, Suite 1400, Portland, OR 97232
(Principal office address)

650 NE Holladay Street, Suite 1400, Portland, OR 97232
(Current mailing address)

8. Provider of distance learning programs.
(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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, FL, Florida 33324
(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.



(Registered agent's signature)

Liezel Barraca, Assistant Secretary/LB

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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SECRETARY OF STATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS *

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS *

President: _____

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 Director or Officer listed in number 12 of the application)

14. **Rene Gonzalez, Assistant Corporate Secretary**

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

* Please see the attached Exhibit A.

APPROVED
AND
FILED EXHIBIT A

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Management Structure	
Entity Name	KC Distance Learning, Inc.
Exported On	12/12/2008 12:54:24 PM CST

Name	Title	Title Role
Milken, Lowell J.	Director	Director
Maslen, Peter	Director	Director
Thornton, Felicia	Director	Director
Maron, Stanley E.	Director	Director
Hnanicek, John	Director	Director
Young, Caprice	Director	Director
Axtman, Mike	Director	Director
Young, Caprice	President and Chief Executive Officer	Officer
Muskovich, John A.	Executive Vice President and Chief Financial Officer	Officer
Sims, John	Executive Vice President, General Counsel and Secretary	Officer
Axtman, Mike	Vice President, IQ Academies	Officer
Benitez, Jim	Vice President, Aventa Course Sales	Officer
Solis, Robert	Vice President, Keystone	Officer
Snell, Jim	Vice President, Information Technology	Officer
Leof, Anton	Vice President, Regulatory Compliance and Government Affairs	Officer
Kislak, Pamela	Vice President, Marketing	Officer
Maron, Stanley E.	Corporate Secretary	Officer
Gonzalez, Rene	Assistant Corporate Secretary	Officer

Delaware

The First State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KC DISTANCE LEARNING, INC." 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 AUGUST, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "KC DISTANCE LEARNING, INC." WAS INCORPORATED ON THE TWENTY-FOURTH DAY OF MAY, A.D. 1994.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

2405049 8300

080898301



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6811150

DATE: 08-25-08