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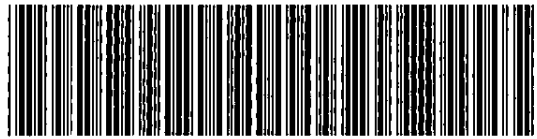
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers MAR 10 2009

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Nichols College 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:

Cynthia L. Brown  
(Name of Person)

Nichols College Corporation  
(Firm/Company)

Nichols College

PO Box 5000  
(Address)

Dudley, Massachusetts 01571  
(City/State and Zip Code)

For further information concerning this matter, please call:

Cynthia L. Brown at ( 508 ) 213-2215  
(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

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**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. Nichols College 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. Massachusetts**

**3. 04-2104778**

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

(FBI number, if applicable)

**4. January 25, 1932**

(Date of Incorporation)

**5. Perpetual**

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

**6. N/A**

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

**7. Center Road, Dudley MA 01571**

(Principal office address)

**PO Box 5000, Dudley, MA 01571**

(Current mailing address)

**8. See Purpose as described in attached Nichols College Continuation Sheet IIA**

(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: **NRAI Services, Inc.**

Office Address: **2731 Executive Park Drive, Suite 4**

**Weston**

(City)

**Florida 33331**

(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)

**Denise Bell, Asst. Secy.**

**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:

**A. DIRECTORS**

Chairman: Robert J. Vaudreuil

Address: 64 Birchwood Drive

Holden, MA 01520

Vice Chairman: John H. McClutchy

Address: 11 Molly Lane

Darien, CT 06820-2929

Director: Kurt R. Harrington

Address: 14300 Brickhowe Court

Darnestown, MD 20874

Director: Constantine Alexander

Address: 3 Whittier Street

Cambridge, MA 02140 (see attached for additional Directors)

**B. OFFICERS**

President: Debra M. Townsley

Address: PO Box 5000

Dudley, MA 01571

Vice President: Susan K. Tellier

Address: PO Box 5000

Dudley, MA 01571

Secretary: Constantine Alexander

Address: 3 Whittier Street, Cambridge, MA 02140

Treasurer: Kurt R. Harrington

Address: 14300 Brickhowe Court, Darnestown, MD 20874

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

13. Debra M. Townsley

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

14. Debra M. Townsley, Ph.D., President

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

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TALLAHASSEE, FLORIDA

**NICHOLS COLLEGE BOARD OF TRUSTEES**  
(Additional Directors per Application by Foreign Not For Profit Corporation For  
Authorization To Conduct Its Affairs In Florida)

**Randall V. Becker**  
77 Bates Point Road  
Webster, MA 01570

**James W. Coghlin Sr.**  
6 Almondwood Circle  
Shrewsbury, MA 01545

**Mary C. DeFeudis**  
44 Fisher Street  
Northborough, MA 01532

**Asuman Goksel**  
Cemiltopuzlu cad. TIBAS +  
F Blok D 18  
Fenerbahce/Istanbul  
Turkey

**David F. Lombard**  
51 Patricia Avenue  
Dalton, MA 01226

**Robert E. Miller**  
202 Searles Road  
Pomfret Center, CT 06259

**Robbie P. Munce**  
50 Dustin Street  
Berlin, NH 03570

**Martin J. Power**  
1712 Morse Street  
Houston, TX 77019

**Dominic C. Varisco**  
35 Second Street  
Newport, RI 02840

**Charles Zabriskie Jr.**  
22 Salem Road  
Wellesley Hills, MA 02481

**Jane T. Birkhead**  
7555 Indian Hill Road  
Cincinnati, OH 45243

**John H. Davis**  
101 Woodsley Road  
Longmeadow, MA 01106

**Robert F. Dorsey**  
228 Ticino Court  
New Bern, NC 28562

**Robert B. Kuppenheimer**  
4627 Tremont Lane  
Corona del Mar, CA 92625

**Peter L. Lynch**  
112 Harbourmaster Court  
Ponte Vedra Beach, FL 32082

**Senator Richard T. Moore**  
235 Williams Street  
Uxbridge, MA 01569

**James F. Paulhus**  
5 Fenwick Circle  
Auburn, MA 01501

**R. Joseph Salois**  
31 Sibley Road  
Sutton, MA 01590

**William J. Weyand**  
6805 Alberly Lane  
Cincinnati, OH 45243

NICHOLS COLLEGE  
CONTINUATION SHEET IIA

To establish and maintain an educational institution for general educational purposes, and more particularly to provide courses for executive and business training; to grant the degree of Associate in Business Administration as authorized by c. 323 of the Acts of 1938; to grant the degrees of Bachelor in Business Administration, Bachelor of Science in Business Administration, Bachelor of Science in Public Administration, Bachelor of Arts, Master of Business Administration; to grant honorary doctorates to individuals deemed by the Board of Trustees to be worthy of that honor; to grant the degrees of Bachelor of Science and Bachelor of Engineering Technology as had been offered at the Central New England College of Technology (this degree authority is to be in effect until June 30, 1993 and is restricted only to students originally enrolled in the programs of the Central New England College of Technology); to own, rent, lease, buy or sell real estate for all purposes incidental to the carrying out of all other purposes for which the corporation is organized; to establish and maintain scholarships providing for free tuition in any educational institution established and maintained by the corporation for worthy students, and more particularly those students residing in the Town of Dudley, Massachusetts; to establish and maintain a library for the benefit of the students of any educational institution established and maintained by the corporation and for the gratuitous use of the citizens of the Town of Dudley; to provide lecture courses and other methods of promoting the ethical, social and intellectual culture in the community in which any educational institution established and maintained by the corporation is located; to carry on any activity permitted to a corporation formed under c. 180 of the Massachusetts General Laws.



*The Commonwealth of Massachusetts*  
*Secretary of the Commonwealth*  
*State House, Boston, Massachusetts 02133*

William Francis Galvin  
Secretary of the  
Commonwealth

February 20, 2009

TO WHOM IT MAY CONCERN:

I hereby certify that according to records in this office, Nichols Inc. was incorporated under the General Laws of this Commonwealth on January 25, 1932.

I also certify that under the provisions of Chapter 62 of the Acts of 1933, March 7, 1933, the name of said corporation was changed to Nichols Junior College.

I further certify that by Articles of Amendment filed here January 21, 1959, the name of said corporation was changed to Nichols College of Business Administration.

I also certify that by Articles of Amendment filed here August 18, 1971, the name of said corporation was changed to Nichols College.

I also certify that Restated Articles of Organization were filed in this office May 15, 1992 pursuant to Massachusetts General Laws, Chapter 180, Section 7, and that from and after the effective date thereof, the Restated Articles of Organization shall be deemed for all purposes to have superseded the original Articles of Incorporation and amendments shall constitute the Articles of Organization of the corporation.

I further certify that the following amendments to the Restated Articles of Organization appear of record here, namely:-

Articles of Amendment	Filed	February	27, 2007
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I also certify that no other amendments to the Restated Articles of Organization appear of record here and said corporation still has legal existence.

In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth

