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(Requestor's Name)

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(City/State/Zip/Phone #)

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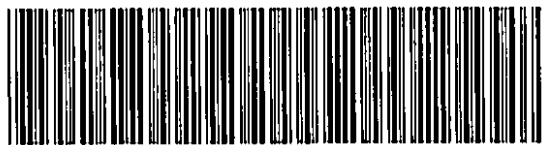
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W18-83728

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09/14/18--01017--014 **70.00

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2018 NOV -6 PM 3:05
CLERK OF SUPERIOR COURT
JULIA H. SWEET (0910)

D. BRUCE
NOV 07 2018



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 19, 2018

RAQUEL BOMBARDIER
DORSEY & WHITNEY LLP
50 SOUTH 6TH STREET
MINNEAPOLIS, MN 55402

SUBJECT: LUTHER COLLEGE (CORP)
Ref. Number: W18000083728

We have received your document for LUTHER COLLEGE (CORP) and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Written approval and clearance of the terms "UNIVERSITY" and "COLLEGE" must be obtained from the Department of Education, pursuant to section 1005.03, Florida Statutes. The address is:

Commission of Independent Education
Florida Department of Education
325 W. Gaines St., Suite 1414
Tallahassee, FL 32399-0400
(850) 245-3200

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RECEIVED

FILED

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) 245-6051.

Deborah Bruce
Corporate Records Supervisor

Letter Number: 918A00019482

RAQUEL D. BOMBARDIER
Legal Secretary/Registration Assistant
(612) 340-5656
FAX (612) 340-2868
Bombardier.raquel@dorsey.com

October 30, 2018

Florida Department of State
Division of Corporations
Registration Section
PO Box 6327
Tallahassee, FL 32314

Re: Luther College
EIN: 42-0680466
Our File No. 300241-4
Letter Number: 918A00019482

Dear Registration Section:

Thank you for your letter dated September 19, 2018 (enclosed). On behalf of Luther College, please find enclosed a copy of the Florida Department of Education's letter dated October 24, 2018 in response to Luther College's request to approve or provide clearance of the term "College," which was denied because Luther College does not intend to operate a postsecondary educational institution in Florida and as such, the Department of Education does not possess authority to resolve this request according to Florida's 5th District Court of Appeals ruling (attached).

Luther College employs a Florida resident who will be working remotely in the state of Florida, which triggers Luther College to register as a foreign non-profit corporation that conducts affairs in Florida.

Please let me know what Luther College will need to do in order to satisfy its registration, which was initially filed with your office – your office is already in receipt of the supporting documents as follows:

- 1) Cover Letter
- 2) Application by Foreign Non-Profit Corporation for Authorization to Conduct its Affairs in Florida
- 3) Board Roster
- 4) Certificate of Existence dated 9/5/18
- 5) Registration fee in the amount of \$70

Thank you.

Sincerely,


Raquel D. Bombardier

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2018 NOV - 6 PM 3:06
TALLAHASSEE, FL 32314

Enclosures

c: Chuck Riha



State Board of Education

Marva Johnson, *Chair*

Andy Tuck, *Vice Chair*

Members

Gary Chartrand

Ben Gibson

Tom Grady

Michael Olenick

Joe York

Pam Stewart

Commissioner of Education

October 24, 2018

Raquel D. Bombardier
Dorsey & Whitney LLP
50 South 6th Street, #1500
Minneapolis, MN 55402

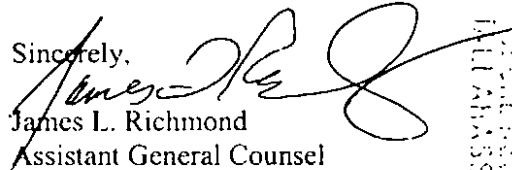
Dear Ms. Bombardier:

I am an attorney with the Department of Education that works with the Commission for Independent Education. I have been provided with your correspondence dated October 1, 2018 regarding Luther College. I'm sorry that you have encountered difficulty qualifying to do business in the State of Florida through the Department of State. It is my understanding that Luther College does not intend to operate a postsecondary educational institution in Florida. Unfortunately, in these circumstances, the Department of Education does not possess authority to resolve the difficulty in the manner suggested by the Department of State.

Chapter 1005, Florida Statutes, pertains to the Commission for Independent Education which licenses private, postsecondary educational institutions in Florida. While Section 1005.03, Florida Statutes, appears to empower the Commission with the ability to restrict the use of the words "college" and "university" in business names, Florida's 5th District Court of Appeal ruled that the Commission's predecessor had no such authority in the context of a business that was not subject to regulation by the Commission. I have appended a copy of the opinion in that case for your reference.

The Commission is therefore unable to act on your request for approval and clearance for Luther College to register that name in Florida. I am sorry I cannot be of assistance but if you would like to discuss the matter, I can be reached at (850) 245-0442 or via e-mail at james.richmond@fldoe.org.

Sincerely,


James L. Richmond
Assistant General Counsel

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TALLAHASSEE, FLORIDA

academic degrees or college credit. The Board also ruled that Crosby could not use the term "college" to describe its teaching program.

Crosby is a management consulting firm which assists its clients in improving the quality of their products and services. An unincorporated division of the company, known as Quality College, maintains classroom facilities in Winter Park, Florida, and conducts seminars on the quality improvement process. It does not furnish or offer to furnish a degree or instruction leading toward college credit or an academic degree beyond the secondary level.

On July 31, 1985, Crosby received a letter from the Board notifying Crosby that no private college or university may operate in Florida or use the words "college" or "university" in its name without prior express authority from the Board. Crosby responded and at a September 1985 meeting of the Board it was informally determined that Crosby's Quality College did not require licensure. The question of whether it could use the word "college" in its name was left open and unresolved.

Crosby thereafter filed a formal petition for declaratory statement and a hearing was held. On December 13, 1985, the Board issued a final order and ruled as follows:

3. That PCA is not required to obtain licensure from the Board for the activities of its Quality College Division because the division does not furnish or offer to furnish any sort of academic degree beyond the secondary level or college credit. Its activities do not fall within the definition of a 'college' in section 246.021(1), Florida Statutes (1983), nor is it 'operating in Florida' as that term is used in Rule 6E-1.03(8) and 6E-1.03(1), Florida Administrative Code.

4. PCA is not, however, entitled to use the term 'college' with respect to the activities of its Quality College division.

The Board was proceeding under section 246.121(1), (2), Florida Statutes, which provides:

(1) The designated use of the title, 'college' or 'university' in combination with any series of letters, numbers, or words shall be restricted in this state to degree-granting colleges accredited as defined in s.246.021(1) or licensed under ss.246.011-246.151 or such colleges as were in active operation and using such designation on April 1, 1970, except with respect to branches or divisions of the parent corporation.

(2) Effective October 1, 1982, no person alone or in concert with others may *492 use the term 'university' or 'college' as part of the name or other designation of any nonpublic college in this state without authorization from the Board. However, no public college licensed under ss.246.011-246.151 on October 1, 1982, shall be required to change its name to comply with this subsection. The Board shall adopt rules for authorizing nonpublic colleges to use the term 'university' or 'college' as part of their names or designations, which rules shall consider the qualification of the institution to award degrees and may include minimum standards similar to those prescribed by law for licensing.

The overall issue on appeal is whether the Board correctly denied Crosby the use of the name "college." The Board has interpreted section 246.121, to mean that only degree-granting institutions which are accredited, licensed, or exempt because they were in active operation and using the term on April 1, 1970, are eligible to use the word "college." The Board in this case itself determined that it had no jurisdiction over Crosby because its activities did not fall within the statutory definition of those that the Board is empowered to regulate.

¹¹¹ ¹²¹ Statutes should be construed in light of the manifest purpose to be achieved by the legislation. *Van Pelt v. Hilliard*, 75 Fla. 792, 78 So. 693 (1918); *Curry v. Lehman*, 55 Fla. 847, 47 So. 18 (1908); *Tampa-Hillsborough County v. K.E. Morris Alignment*, 444 So.2d 926 (Fla.1983). The cardinal rule of statutory construction is that a statute should be construed so as to ascertain and give effect to the legislative intent expressed in the statute. *City of Tampa v. Thatcher Glass Corporation*, 445 So.2d 578 (Fla.1984); *Deltona Corp. v. Florida Public Service Commission*, 220 So.2d 905 (Fla.1969). When a statute is susceptible of and in need of interpretation or construction, it is axiomatic that courts should endeavor to avoid giving it an interpretation that will lead to an absurd result. *State ex rel. Florida Industrial Commission v. Willis*, 124 So.2d 48 (Fla. 1st DCA 1960), *cert. denied*, 133 So.2d 323 (Fla.1961); *Tampa-Hillsborough v. Morris*.

¹³¹ The Board's interpretation would prohibit the use of "college" and its counterpart "university" by any other person or entity for any other purpose. Such an interpretation of the statute would mean that the Roman Catholic College of Cardinals would be required to seek permission of the Board before it could convene in Florida and that permission would have to be denied based on the Board's precedent in this case. All the businesses and shops that surround the University of

RAQUEL D. BOMBARDIER
Legal Secretary/Registration Assistant
(612) 340-5656
FAX (612) 340-2868
Bombardier.raquel@dorsey.com

September 10, 2018

Florida Department of State
Division of Corporations
Registration Section
PO Box 6327
Tallahassee, FL 32314

Re: **Luther College**
EIN: 42-0680466
Our File No. 300241-4

FILED
2018 NOV -6 PM 3:06
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

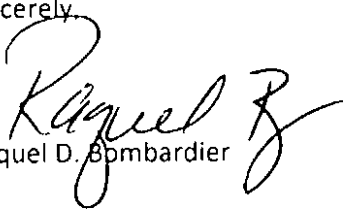
Dear Registration Section:

On behalf of Luther College ("Luther"), please find enclosed for filing the following documents with respect to its foreign qualification to do business in Florida:

- 1) Cover Letter
- 2) Application by Foreign Non-Profit Corporation for Authorization to Conduct its Affairs in Florida
- 3) Board Roster
- 4) Certificate of Existence dated 9/5/18
- 5) Registration fee in the amount of \$70

If you have any questions regarding this filing, please contact me immediately. Otherwise, we look forward to receiving a letter of acknowledgment. Thank you.

Sincerely,


Raquel D. Bombardier

Enclosures

c: Chuck Riha

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Luther 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", or "Certificate of Status" 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:

Raquel Bombardier

Name of Person

Dorsey & Whitney LLP

Firm/Company

50 South 6th Street

Address

Minneapolis, MN 55402

City/State and Zip Code

bombardier.raquel@dorsey.com

E-mail address: (to be used for future annual report notification)

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2018 NOV -6 PM 3:25
TALLAHASSEE FLORIDA

For further information concerning this matter, please call:

Raquel Bombardier at (612) 340-5656

Name of Person Area Code Daytime Telephone Number

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
Registration 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. Luther College (Corp.)

(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.)

N/A

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Iowa 3. 42-0680466

(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/1/1865

5. N/A

(Date of Incorporation)

(Date of duration, if other than perpetual)

6. 10/1/18

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

7. 700 College Drive, Decorah, IA 52101

(Principal office address)

700 College Drive, Decorah, IA 52101

(Current mailing address, if different)

8. Educational institution with an employee in the state of Florida

(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: Angela Kratchmer

Office Address: 427 Santander Avenue #302

Coral Gables

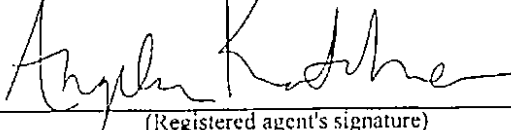
(City)

Florida 33134

(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)

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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TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

12. Names and addresses of officers and/or directors

A. DIRECTORS

Chairman: Wendy (Jaycox) Davidson
Address: 700 College Drive
Decorah, IA 52101

Vice Chairman: J. Robert Paulson
Address: 700 College Drive
Decorah, IA 52101

Director: Jeffrey Anderson
Address: 700 College Drive
Decorah, IA 52101

Director: Peter Espinosa
Address: 700 College Drive
Decorah, IA 52101

B. OFFICERS

President: Paula J. Carlson
Address: 700 College Drive
Decorah, IA 52101

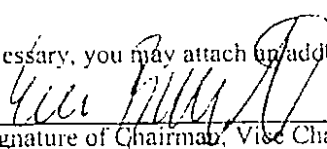
Vice President: Kevin Kraus
Address: 700 College Drive
Decorah, IA 52101

Secretary: Susan Sorlien
Address: 700 College Drive, Decorah, IA 52101

Treasurer: Eric Runestad
Address: 700 College Drive, Decorah, IA 52101

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STATE OF IOWA
TALLAMASSEE COUNTY

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

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

14. Eric Runestad Vice President for Finance & Administration
(Typed or printed name and capacity of person signing application)

Board of Regents - as of 6/1/2018

Chairperson Wendy (Jaycox) Davidson '92, Chicago, Ill.

Vice Chairperson J. Robert Paulson '78, Medina, Minn.

Secretary Susan Sorlien '73, Bonita Springs, Fla.

Treasurer Eric Runestad, Luther College vice president for finance and administration

President of the College Paula J. Carlson

Members

Jeffrey Anderson '84 (2019)

Partner and shareholder, Associated Anesthesiologists, P.C.; Anesthesiologist, Unity Point Iowa Methodist Medical Center, Des Moines, Iowa

Ann Bentdahl '85 (2021)

Retired, President and CEO, Minneapolis Heart Institute Foundation, Edina, Minn.

Michael Burk (2021)

Bishop, Southeastern Iowa Synod of the ELCA, Iowa City, Iowa

Wendy (Jaycox) Davidson '92 (2019)

President, U.S. Specialty Channels Division, Kellogg Co., Chicago, Ill.

Shannon (Miller) Duvall '95 (2022)

President and Chief Development Office, Catholic Health Initiatives National Foundation, Castle Rock, CO

Peter Espinosa '81 (2021)

Founder, chairman of Pulpit Rock Brewing Company, and owner of BottleTree Properties, Edina Minn., and Decorah, Iowa.

Dennis Flatness '68 (2020)

President and CEO, USI Midwest (formerly WFL), St. Louis, Mo.

Chris Gade '86 (2022)

Chair, Department of Public Affairs Mayo Clinic, Rochester, Minn.

Allen Green '76 (2020)

Dean of Equity and Inclusion, Sarah Lawrence College, Bronxville, NY

Katherine Johnson-Becklin (2021)

Educational consultant, gifted and talented specialist, Monona, Wis.

Sandee Joppa '87 (2019)

Human resources coach/counselor, Joppa Consulting, LLC, Plymouth, Minn.

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STATE OF IOWA
JAILHOUSE FILE 1010A

David "Chip" Norris '82 (2022)

Group president, Alerus Financial Corporation, Champlin, Minn.

Michael T. Osterholm '75 (2020)

Regents Professor and Director of the Center for Infectious Disease Research and Policy, University of Minnesota, Minneapolis, Minn.

J. Robert Paulson, Jr. '78 (2021)

President, CEO, and Director, NxThera, Inc., Maple Grove, Minn.

Connie Plaehn '75 (2022)

Retired, Managing Director, JPMorgan Asset Management, New York, N.Y.

Anjela Shutts '93 (2022)

Partner/attorney, Whitfield & Eddy, PLC, Des Moines, Iowa

Arne M. Sorenson '80 (2020)

President, Chief Executive Officer, Marriott International, Inc., Washington, D.C.

Susan K. Sorlien '73 (2022)

Retired, President, Dealer Store Division, Sears Corporation, Bonita Springs, Fla.

Jon M. Stellmacher (2019)

Retired, Senior Vice President, Chief of Staff and Administration, Thrivent Financial, Appleton, Wis.

James A. Thomsen '86 (2021)

President, Thrivent Financial Holdings, Minneapolis, Minn.

Diane Thormodsgard '72 (2022)

Retired, Vice Chairman, Wealth Management & Securities Services, U.S. Bancorp, Bonita Springs, Fla.

Paul M. Torgerson '73 (2019)

Senior Vice President, Chief Administrative Officer, and General Counsel, HealthEast Care System, St. Paul, Minn.

Chinyere Ukabiala (2020)

College Ombudsperson, Grinnell College, Urbandale, Iowa

Lance Vander Linden '79 (2020)

Chairman, National Bankruptcy Services; Of Counsel, Brice, Vander Linden & Wernick, P.C., Dallas, Texas

Judy Vijums '88 (2019)

Managing Director, HCI Equity Partners, Minneapolis, Minn.

James Young '81 (2019)

Chief Financial Officer and Board Member, Ally Bank, Bloomington, Minn.

The year in parentheses after each name indicates the expiration year of that Regent's current four-year term. Those with an asterisk are in their third and final term.

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2010 NOV -6 PM 3:05
STATE OF MINN.
FALLS CITY

**IOWA SECRETARY OF STATE
PAUL D. PATE**



CERTIFICATE OF EXISTENCE

Date: 9/5/2018

Name: LUTHER COLLEGE (504RDN - 87630)

Date of Incorporation: 2/1/1865

Duration: PERPETUAL

I, Paul D. Pate, Secretary of State of the State of Iowa, custodian of the records of incorporations, certify the following for the nonprofit corporation named on this certificate:

- a. The entity is in existence and duly incorporated under the laws of Iowa.
- b. All fees required under the Revised Iowa Nonprofit Corporation Act due the Secretary of State have been paid.
- c. The most recent biennial report required has been filed with the Secretary of State.
- d. Articles of dissolution have not been filed.

Certificate ID: CS156202

To validate certificates visit:

sos.iowa.gov/ValidateCertificate

A handwritten signature in black ink, reading "Paul D. Pate".

Paul D. Pate, Iowa Secretary of State