

F21000001704

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

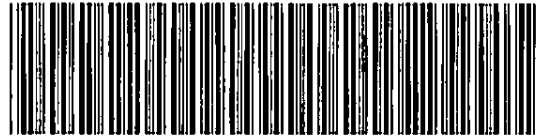
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FIL 670

664-
21283

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Asteria 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," or "Certificate of Good Standing" 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:

Galina Wexler

Name of Person

Asteria Learning Inc

Firm/Company

116 Kestrel Drive

Address

Spring Branch TX 78070

City/State and Zip code

finance@ecslearn.com

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

For further information concerning this matter, please call:

Kristina Marsico

at (830) 302-4530

Name of Person

Area Code

Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

☐ \$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

February 16, 2021

GALINA WEXLER
116 KESTREL DR
SPRING BRANCH, TX 78070

SUBJECT: ASTERIA LEARNING INC.
Ref. Number: W21000021283

We have received your document for ASTERIA LEARNING INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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.

Tracy L Lemieux
Regulatory Specialist II

Letter Number: 321A00003435

**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. Asteria Learning Inc
(Enter name of corporation: must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
- Prepworks or TestSmart
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. 85-2880941
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 9/4/2020 5. _____
(Date of incorporation) (Date of duration, if other than perpetual)
6. 9/24/2020
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 116 Kestrel Drive Spring Branch TX 78070
(Principal office street address)
- _____
(Current mailing address, if different)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Galina Wexler

Office Address: 3390 Mary Street, Office # 143
Coconut Grove, Florida 33133
(City) (Zip code)

9. 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)

10. 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.

11. For initial indexing purposes, list names, titles and addresses of the primary officers and/or directors [up to six (6) total]:

A. DIRECTORS

☐ Chairman Name: Thies Kolln
☐ Vice Chairman Address: 1245 1st Ave SE
☐ Director Cedar Rapids, IA 52402
☒ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: Galina Wexler
☐ Vice Chairman Address: 116 Kestrel Drive
☐ Director Spring Branch, FL 78070
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☒ Other CFO ☐ Other _____


☐ Chairman Name: _____
☐ Vice Chairman Address: _____
☐ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: Mary Jo Eldridge
☐ Vice Chairman Address: 116 Kestrel Drive
☐ Director Spring Branch, FL 78070
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☒ Other CEO ☐ Other _____

☐ Chairman Name: Anthony Coloca
☐ Vice Chairman Address: 3390 Mary Street, Office # 143
☒ Director Coconut Grove, FL 33133
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: _____
☐ Vice Chairman Address: _____
☐ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

12. 
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. Galina Wexler
(Typed or printed name and capacity of person signing application)

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASTERIA 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 THIRD DAY OF MARCH, A.D. 2021.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ASTERIA LEARNING, INC." WAS INCORPORATED ON THE FOURTH DAY OF SEPTEMBER, A.D. 2020.

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



3603766 8300

SR# 20210566399

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 202637992

Date: 03-03-21