

#M13000004134

(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



100249107461

FILED  
13 JUN 28 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

06/24/13--01049--006 \*\*130.00

K. SALY  
EXAMINER  
JUN 28 2013



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 25, 2013

VIRGINIA COLLEGE, LLC  
BRANDON S FEE  
3660 GRANDVIEW PKWY, STE. 300  
BIRMINGHAM, AL 35243

SUBJECT: CULINARD, LLC  
Ref. Number: W13000036563

We have received your document for CULINARD, LLC and your check(s) totaling \$130.00. 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.

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

If you have any questions concerning the filing of your document, please call (850) 245-6870.

Karen A Saly  
Regulatory Specialist II

Letter Number: 613A00015872

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Culinard, LLC

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Brandon S Fee

Name of Person

Virginia College, LLC

Firm/Company

3660 Grandview Parkway, Suite 300

Address

Birmingham, AL 35243

City/State and Zip Code

brandon.fee@ecacolleges.com

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

For further information concerning this matter, please call:

Brandon Fee

Name of Person

at ( 205 ) 329-7913

Area Code & Daytime Telephone Number

**MAILING ADDRESS:**

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

**STREET ADDRESS:**

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

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee

☒ \$130.00 Filing Fee &  
Certificate of Status

☐ \$155.00 Filing Fee &  
Certified Copy

☐ \$160.00 Filing Fee, Certificate  
of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. Culinard, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Alabama, USA

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 63-1263534

(FEI number, if applicable)

4. August 23, 2000

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. Not Applicable

(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 3660 Grandview Parkway, Suite 300, Attn: Licensing

Birmingham, AL 35243

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:

See attached

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Restaurant (Cafe)

  
\_\_\_\_\_  
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any 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.)

Thomas A. Moore, Jr; CEO & Treasurer

Typed or printed name of signee

FILED  
13 JUN 28 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE  
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Culinard, LLC

If unavailable, the alternate to be used in the state of Florida is:

\_\_\_\_\_

2. The name and the Florida street address of the registered agent and office are:

NRAI Services, Inc.

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation

FL

33324

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.*

By: Lanita Raney

Lanita Raney, Assistant Secretary

(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Beth Chapman  
Secretary of State

P. O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the  
Great and Principal Seal of said State, do hereby certify that**

the entity records on file in this office disclose that Culinard, LLC was formed in  
Montgomery County, Alabama on August 23, 2000. The Alabama Entity  
Identification number for this entity is 671-598. I further certify that the records  
do not disclose that said entity has been dissolved, cancelled or terminated.



20130621000000586

In Testimony Whereof, I have hereunto set my  
hand and affixed the Great Seal of the State, at the  
Capitol, in the city of Montgomery, on this day.

6/21/2013

Date

*Beth Chapman*

Beth Chapman

Secretary of State

### Ownership Structure

#### Education Corporation of America and Select Subsidiaries d/b/a Virginia College, Golf Academy of America, and Ecotech Institute

<u>Name, Title</u>	<u>Address</u>	<u>% Owned</u>
San Diego Golf Academy (A California Corporation)	See Education Corporation of America (below)	100%
<i>Parent Corporation of San Diego Golf Academy:</i>		
Medical Career Center, Inc. (A Florida Corporation)	See Education Corporation of America (below)	100%
<i>Parent Corporation of Medical Career Center, Inc.:</i>		
Virginia College, LLC (An Alabama Limited Liability Company)	See Education Corporation of America (below)	100%
<i>Parent Corporation of Virginia College, LLC:</i>		
Education Corporation of Alabama (An Alabama Corporation)	See Education Corporation of America (below)	100%
<i>Parent Corporation of Education Corporation of Alabama:</i>		
Education Corporation of America (A Delaware Corporation)	3660 Grandview Parkway, Suite 300 Birmingham, AL 35243 (205) 329-7900	100%

Shareholder owning voting stock of Education Corporation of America aggregating at least 10% (calculated on a fully diluted basis):

Willis Stein & Partners III, LP	1101 Skokie Boulevard, Suite 260 Northbrook, IL 60062 (312) 422-2400	76%
---------------------------------	--	-----

Officers of Education Corporation of America and Each Subsidiary:

Thomas A. Moore, Jr., President, Chief Executive Officer, and Treasurer  
Christopher Boehm, Exec. VP and Chief Financial Officer  
Roger L. Swartzwelder, Exec. VP, Chief Compliance Officer, General Counsel, and Secretary  
Charles Trierweiler, Exec. VP and Chief Marketing Officer  
Michael Williams, Exec. VP of Human Resources and People Development

Directors of Education Corporation of America and Each Subsidiary:

Avy Stein, Chairman  
John Bakalar  
Christopher Boehm  
John P. Frazee, Jr.  
Gary Kerber  
Christopher Larson  
Michael Lavin  
Thomas A. Moore, Jr.  
Michael Moskow  
Matt Shafer  
John Willis

Revision Date: 4/18/13