

Division of Corporations

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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6383

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

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TALLAHASSEE, FLORIDA

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**Foreign Limited Liability Company
Kaplan K12 Learning Services, LLC**

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 06 |
| Estimated Charge | \$155.00 |

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Help JAN 06 2014

D. BRUCE

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Kaplan K12 Learning Services, 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:

Richard P. Ghiraldi

Name of Person

Kaplan, Inc.

Firm/Company

395 Hudson Street

Address

New York, NY 10014

City/State and Zip Code

richard.ghiraldi@kaplan.com

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

For further information concerning this matter, please call:

Richard P. Ghiraldi

Name of Person

at (212)

Area Code

974-2779

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

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TALLAHASSEE FLORIDA
CLERK OF THE COURT

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

*IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. Kaplan K12 Learning Services, 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. Delaware

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

3. 80-0784387

(FEI number, if applicable)

4. February, 2012

(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 395 Hudson Street, New York, NY 10014

(Street Address of Principal Office)

6. _____

(Mailing Address)

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

See attached Exhibit A.

8. 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.)



Signature of an authorized person

(In accordance with section 605.0203, 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.)

Christopher Neumann

Typed or printed name of signee

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 DEPARTMENT OF STATE
 TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 or 605.0902 (1)(d), 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:

Kaplan K12 Learning Services, 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:

C T Corporation System

(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 605, Florida Statutes.

C T Corporation System

By: Connie Bryan

(Signature)

Connie Bryan

Assistant Secretary

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Exhibit A

Kaplan K12 Learning Services, LLC

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

| <u>Name</u> | <u>Title</u> | <u>Address</u> |
|-------------------------|-------------------------|---|
| John Polstein | Chief Executive Officer | 395 Hudson Street, New York, NY 10014 |
| Lorin Thomas-Tavel | Chief Operating Officer | 395 Hudson Street, New York, NY 10014 |
| Giuseppe (Seppy) Basili | VP & General Manager | 395 Hudson Street, New York, NY 10014 |
| Mark Friedberg | VP & General Manager | 395 Hudson Street, New York, NY 10014 |
| Mathew Seelye | VP & Treasurer | 6301 Kaplan University Ave, Fort Lauderdale, FL 33309 |
| Janice Block | VP & Secretary | 550 W. Van Buren St., 2nd Floor, Chicago, IL 60607 |
| Jeffrey Elie | VP - Real Estate | 395 Hudson Street, New York, NY 10014 |
| Kevin Corser | Assistant Treasurer | 1015 Windward Ridge Pkwy, Alpharetta, GA 30005 |
| Matthew Griffin | Assistant Secretary | 395 Hudson Street, New York, NY 10014 |
| Christopher Neumann | Assistant Secretary | 395 Hudson Street, New York, NY 10014 |

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TALLAHASSEE FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KAPLAN K12 LEARNING SERVICES, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF JANUARY, A.D. 2014.

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

5109518 8300

140004406

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1028680

DATE: 01-02-14