

PO90000 686 71

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

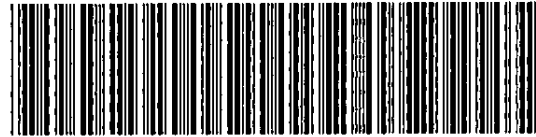
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900159059139

08/14/09--01018--016 \*\*35.00

08/14/09--01018--017 \*\*70.00

RECEIVED

09 AUG 14 AM 11:17

DEPARTMENT OF REVENUE  
DIVISION OF TAX COLLECTIONS  
TALLAHASSEE, FLORIDA

FILED

09 AUG 14 PM 4:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. KOHR

AUG 14 2009

EXAMINER



CT

a Wolters Kluwer business

CT  
1203 Governors Square Blvd.  
Tallahassee, FL 32301-2960

850 222 1092 tel  
850 222 7615 fax  
www.ctlegalsolutions.com

August 14, 2009

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

FILED  
09 AUG 14 PM 11:16  
TALLAHASSEE FLORIDA  
CLERK OF THE COURT  
JENNIFER L. HARRIS

Re: Order #: 7631198 SO  
Customer Reference 1: None Given  
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

SFC Acquisition Corporation (DE)  
Misc - Foreign Corporate Filing - Certificate of Conversion  
Florida

SFC Acquisition Corporation (DE)  
Misc - Foreign Corporate Filing - Articles of Incorporation  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan  
Senior Fulfillment Specialist  
Connie.Bryan@wolterskluwer.com

COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: SFC Acquisition Corporation  
Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Amy C. Bevacqua  
Contact Person

AEA Investors LP  
Firm/Company

55 East 52<sup>nd</sup> St., FL 35  
Address

New York, NY 10055  
City, State and Zip Code

gsawicki@aeainvestors.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Karen Buzzi at (212) 845-4316  
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- ☐ \$105.00 Filing Fees ☐ \$113.75 Filing Fees and Certificate of Status ☐ \$113.75 Filing Fees and Certified Copy ☐ \$122.50 Filing Fees, Certified Copy, and Certificate of Status

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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

FILED  
09 AUG 14 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Certificate of Conversion**

For

**"Other Business Entity"**

Into

**Florida Profit Corporation**

FILED  
09 AUG 14 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

SFC Acquisition Corporation

Enter Name of Other Business Entity

2. The "Other Business Entity" is a Corporation  
(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Delaware  
(Enter state, or if a non-U.S. entity, the name of the country)

on June 15, 2009  
Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

SFC Acquisition Corporation

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 12<sup>th</sup> day of August, 2009.

**Required Signature for Florida Profit Corporation:**

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: [Signature]

Printed Name: Amy C. Bevacqua Title: Vice President

**Required Signature(s) on behalf of Other Business Entity:** [See below for required signature(s).] (Amy C. Bevacqua is also signing above as the Vice President of SFC ACQUISITION CORPORATION, the Delaware entity.)

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of ALL General Partners.

**If Florida Limited Liability Company:**

Signature of a Member or Authorized Representative.

**All others:**

Signature of an authorized person.

**Fees:**

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$ 8.75 (Optional)
Certificate of Status:	\$ 8.75 (Optional)

**ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

**ARTICLE I NAME**

The name of the corporation shall be: **SFC Acquisition Corporation**

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business/mailling address is: **AEA Investors LP  
55 East 52nd St., FL 35  
NY, NY 10055**

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is: **Post secondary education**

**ARTICLE IV SHARES**

The number of shares of stock is: **1,000**

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

List name(s), address(es) and specific title(s):

**Directors**

- ① Damon H. Ball
- ② John F. Cozzi
- ③ Baron J. Carlson

**Officers**

- ① Damon H. Ball, Chairman
- ② John F. Cozzi, President
- ③ Christopher P. Mahan, VP, Treasurer and Asst. Sec.
- ④ Baron S. Carlson, VP, Asst Sec, Asst Treas
- ⑤ Amy C. Bevacqua, VP, Sec, Asst Treasurer
- ⑥ Sanford Krieger, VP
- ⑦ Kevin T. Seltzer, VP, Asst Sec, Asst Treasurer

**ARTICLE VI REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

**CT Corporation System  
1200 South Pine Island Road  
Plantation, FL 33324**

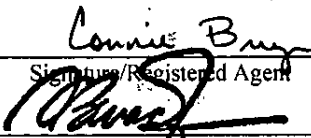

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

**Amy C. Bevacqua  
AEA Investors LP  
55 E 52nd St, FL 35  
NY, NY 10055**

\*\*\*\*\*

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

  
\_\_\_\_\_  
Signature/Registered Agent  
  
\_\_\_\_\_  
Signature/Incorporator

**8/12/2009**  
\_\_\_\_\_  
Date  
**8/12/2009**  
\_\_\_\_\_  
Date

FILED  
09 AUG 14 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA