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(Requestor's Name)

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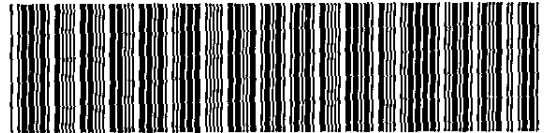
(Business Entity Name)

(Document Number)

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Mountain State University

January 28, 2003

Department of State
Division of Corporation
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

W03-3372

To Whom It May Concern:

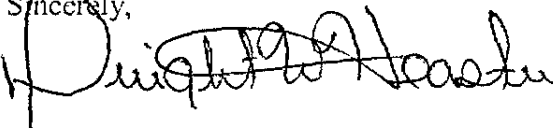
Enclosed please find our "Application by Foreign Not For Profit Corporation for Authorization to Conduct its Affairs in Florida." Please accept this application as initial recognition of our interest in the state of Florida. Additionally, please direct any correspondence or registration to Mountain State University, General Counsel's Office P.O. Box 9003, Beckley, West Virginia 25802-9003.

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The North Central Association of Colleges and Schools Commission on Institution of Higher Education accredit Mountain State University. The Board of Trustees and the Administration of Mountain State University have shown interest in providing educational opportunities to individuals in the State of Florida. Mountain State University will be including the documents from the Florida Department of State and an application to the Florida Department of Education.

Thank you for your prompt attention in this process. We look forward to developing educational opportunities to the citizens of Florida through Mountain State University.

Sincerely,



Dwight W. Heaster
Administrative Assistant to General Counsel



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

February 5, 2003

DWIGHT W. HEASTER
MOUNTAIN STATE UNIVERSITY, INC.
BOX 9003
BECKLEY, WV 25802-9003

SUBJECT: MOUNTAIN STATE UNIVERSITY, INC.
Ref. Number: W03000003372

We have received your document for MOUNTAIN STATE UNIVERSITY, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

Please provide street addresses for your officers and directors. If street addresses cannot be provided, please indicate this by writing "N/A" beside the P.O. Box addresses.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Written approval and clearance of the terms "UNIVERSITY" and "COLLEGE" must be obtained from the Department of Education, pursuant to section 246.121(4), Florida Statutes. The address is :

Department of Education
Board of Independent Colleges
107 W. Gaines St.
Room 209, Collins Bldg.
Tallahassee, FL 32399
(850) 488-8695

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) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 203A00007693

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Mountain State University

February 28, 2003

Mr. Lee Rivers, Document Specialist
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

RE: Letter Number: 203A00007693

Dear Mr. Rivers:

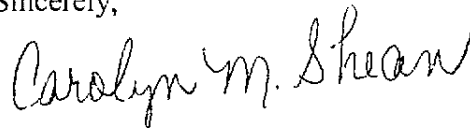
As per the conversation Ms. Elizabeth Layne Diehl, General Counsel for Mountain State University, had with your Company today, enclosed please find the signed Application By Foreign Not For Profit Corporation For Authorization To Conduct Its Affairs In Florida.

The application fee of \$70.00 mentioned in your letter to us was sent Overnight yesterday by Postal Express Mail. The Tracking Number is EK492836835US, and the check number sent for payment is 122741 from Mountain State University, Inc.

I apologize for the delay in having these documents processed properly in a timely fashion.

If I can be of any further assistance, please do not hesitate to contact me.

Sincerely,



Carolyn M. Shean
Administrative Assistant to General Counsel

Enclosures

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 4, 2003

LAYNE DIEHL
MOUNTAIN STATE UNIVERSITY, INC.
BOX 9003
BECKLEY, WV 25802-9003

SUBJECT: MOUNTAIN STATE UNIVERSITY, INC.
Ref. Number: W03000003372

Thank you for returning your corrected application and letter. As noted in our previous letter, you must have written approval and clearance of the term "University;" please refer to the enclosed copy of our previous letter. Finally, the \$70 you sent and which you discussed with Brenda Tadlock by telephone, has not yet been received in this section.

Please return 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) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 003A00013582

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May 19, 2003

Mr. Lee Rivers, Document Specialist
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

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RE: Letter Number 003A00013582

Dear Mr. Rivers:

As per our telephone conversation this morning, please find enclosed a copy of your letter to me (the above referenced letter) and the document which gives us written approval and clearance to use the term "University."

I hope this will satisfy all the requirements needed to revive our application. If you have any questions or if I can be any further assistance, do not hesitate to contact me. My direct number is (304) 929-1478.

Sincerely,

A handwritten signature in cursive script that reads "Carolyn M. Shean".

Carolyn M. Shean
Administrative Assistant to General Counsel

Enclosures



FLORIDA DEPARTMENT OF EDUCATION

STATE BOARD OF EDUCATION

F. PHILIP HANDY, Chairman

Members

SALLY BRADSHAW

LINDA J. EADS, Ed. D.

T. WILLARD FAIR

CHARLES PATRICK GARCIA

JULIA L. JOHNSON

WILLIAM L. PROCTOR, Ph.D.

April 22, 2003

Dr. Charles H. Polk, President
Mountain State University
P.O. Box 9003
Beckley, WV 25802

Dear Dr. Polk:

This is to confirm the action of the Commission for Independent Education, taken at its meeting on March 21, 2003, regarding Mountain State University.

The Commission voted to grant Approved Applicant Status, with the conditions noted in the attachment, for a period of six months .

Included in the decision was a directive to:

- ☒ Delegate to the Executive Director the authority to issue the Provisional License when all conditions have been met.
- ☐ Bring the matter back before the Commission to determine that all conditions are met for granting the Provisional License.

Under Approved Applicant Status, the institution shall not advertise, share information with the news media implying future operations, solicit or recruit students, collect fees or tuition from or on behalf of students, offer programs of study, hold classes, or engage in any activity not specifically approved by the Commission and noted in this letter. The applicant shall not use the terms "licensed" or "authorized" or in any way indicate to the public or to other agencies that it has approval to operate from the Commission or the State of Florida. Any questions from the public or the news media shall be directed to the Commission staff.

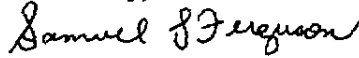
JIM HORNE
Commissioner of Education

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The granting of Approved Applicant Status is not a guarantee that a Provisional License or higher status will be attained, and shall not be represented as such. An Approved Applicant Status is a recognition that the proposed institution has submitted a complete application for a Provisional License, and does not imply that any current or future operation is or will be approved by the Commission.

Please feel free to contact Mary T. Hamm at 850-488-9504 if you have any questions.

Sincerely,



Samuel L. Ferguson
Executive Director

Attachment

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COMMISSION FOR INDEPENDENT EDUCATION
AGENCY CLERK

STATE OF FLORIDA
COMMISSION FOR INDEPENDENT EDUCATION

CLERK

DATE

Samuel J. Ferguson

4/08/03

IN RE: APPLICATION OF MOUNTAIN STATE UNIVERSITY
FOR PROVISIONAL LICENSURE

NOTICE OF INTENT TO APPROVE LICENSURE WITH CONDITIONS

COMES NOW the Commission for Independent Education (hereinafter "the Commission") with its Order of **CONDITIONAL APPROVAL** of your application for Provisional Licensure.

1. The Commission for Independent Education reviewed and considered your application at a duly-noticed public meeting held on March 21, 2003, in Tallahassee, Florida.

2. Based on the foregoing, it is therefore **ORDERED** that the application for Provisional Licensure is approved upon the following conditions:

- A. Receipt of a copy of Lease,
- B. Receipt of copy of the most recent Fire Inspection Report,
- C. Receipt of copy of Certificate of Occupancy.

These conditions must be met by and all information received at the Commission office by May 20, 2003.

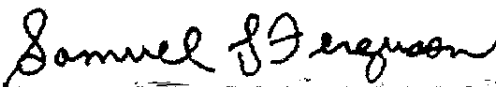
3. The Commission delegates the authority to assess compliance with this order and authorizes issuance of the provisional license when its Executive Director finds the applicant has met the above listed conditions.

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4. If the applicant does not abide by this order and the materials required by this order are not received by the deadline, the application shall be considered denied.

This Order becomes effective upon filing with the Commission for Independent Education.

DONE AND ORDERED, this 8th day of April, 2003.


Samuel Ferguson, Executive Director

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NOTICE TO APPLICANT

You may seek review of this Order, pursuant to Sections 120.569 and 120.57, Florida Statutes, by filing a petition with the Executive Director of the Commission, 2650 Apalachee Parkway, Suite A, Tallahassee, Florida, 32301, within 21 days of receipt of this Order. If you dispute any material fact upon which the Board's decision is based, you may request a hearing before an administrative law judge pursuant to Section 120.57(1), Florida Statutes; your petition must contain the information required by Rule 28-106.201, Florida Administrative Code, **including a statement of the material facts which are in dispute**. If you do not dispute any material fact, you may request a hearing before the Board pursuant to Section 120.57(2), Florida Statutes; your petition must include the information required by Rule 28-106.301, Florida Administrative Code.

Pursuant to Section 120.573, Florida Statutes, you are hereby notified that mediation pursuant to that section is not available.

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing has been furnished by certified mail to Charles H. Polk, Mountain State University, 2710 Rew Circle, Suite 100, Ocoee, FL 34761, this 9 day of April, 2003.

Frank A. Parker
7851

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MOUNTAIN STATE UNIVERSITY

FLORIDA ADMINISTRATIVE OFFICE:

2710 Rew Circle, Suite 100

Ocoee, FL 34761

Phone: (304) 253-7351

Official Website: <http://www.mountainstate.edu/>

Administrator: Charles H. Polk, President

COMMISSION DATE: March 21, 2003

Reviewed By: Mary Hamm

Last Action Approved: NA (New School Application)

Date Approved: NA

Projected Enrollment: FT – 100

SEEKING APPROVAL OF: Provisional License

SCHOOL HISTORY:

Mountain State University was founded as Beckley College in 1933. Located West Virginia, the nonprofit institution began as a junior college. The decade of the 1990s included the transition from a two-year to a four-year college, and then to a master's level institution. The global view taken by the new administration resulted in the need for a name change; thus Mountain State University was born in August 2001. The University is a not-for-profit, independent institution serving more than 3,000 students from 43 states and a host of other countries. Its offerings include not only traditional, classroom-based academic studies, but also innovative programs in distance learning, nontraditional credit options, and collaboration with a variety of industry and education partners.

Mountain State University continues its mission of providing quality programs designed to lead to gainful employment for its graduates. The University remains committed to its founding philosophy that every individual should have the opportunity to obtain an education and maximize his or her human potential.

MISSION STATEMENT

The mission of Mountain State University is to provide quality graduate and undergraduate academic programs. The University seeks to educate a diverse student population, providing these students with the knowledge and skills necessary to attain both academic and career goals and to enrich their communities. (To view the statement in its entirety, please see Standard 2)

ACCREDITING AGENCY:

The Commission on Institutions of Higher Learning and a member of the North Central Association of Colleges and Schools (NCA CAS)

PROPOSED DEGREE OFFERINGS: beginning March 2003

60 Hour Degree Completion

Bachelor of Science
Organizational Leadership

Master of Science
Strategic Leadership

COMMENTS:

Standard 3 Administrative Organization: Staff resume will be forwarded to the Commission Office as hired.

Standard 4 Educational Program and Curricula: 1) If the prospective student has not completed the 60 credit hours required to be admitted into the Bachelor's Program, the student may be provided the necessary coursework to complete these hours by MSU on a contractual basis; 2) Bachelor students will attend class on the designated day one day per week to turn in assignments, attain assistance if necessary, have an organized class session. Master level students do not have this requirement; 3) Students will carry a full-time load. Classes are strictly scheduled with beginning and ending dates. Students take only one course through its completion date before beginning the next course. This applies to both degree offerings.

Standard 7 Faculty: Staff resume will be forwarded to the Commission Office as hired.

Standard 9 Physical Facility: MSU currently has a very informal agreement with a company in Ocoee to use office space there for the purposes of start up. No courses will be offered until the appropriate classroom space can be found either through either collaborating agreements with other companies and institutions or through lease or purchase of enough space for appropriate classrooms in Florida.

CONTINGENCIES: 1) Copy of the Lease or Collaborative Agreement, 2) Fire Inspection, 3) Certificate of Occupancy

STAFF RECOMMENDATION:

Approve the Provisional License contingent upon the following: 1) Copy of the Lease or Collaborative Agreement, 2) Fire Inspection, and 3) Certificate of Occupancy. The Executive Director will issue the Provisional License when the contingencies are fulfilled. All contingencies must be received at the Commission Office within 60 days of the date of this Commission Meeting.

**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. Mountain State University, Inc.
(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.)
2. West Virginia 3. 550370128001
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 1933 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Approval of this Application
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)
7. 609 South Kanawha Street Beckley, WV 25801
(Principal office address)
P.O. Box 9003 Beckley, WV 25802-9003
(Current mailing address)
8. Education and All other purposes lawful 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 or Mail Drop Box **NOT** acceptable)

Name: Matthew W. Lonam

Office Address: 8733 Bristol Park Drive

Orlando, Florida 32836
(City) (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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Mona Wiseman

Address: 609 South Kanawha
Beckley, WV 25801

Vice Chairman: John Hedrick

Address: 109 MacTaggart Drive
Beckley, WV 25801

Director: Sara B. Otto

Address: 108 Lewis Street
Beckley, WV 25801

Director: Dr. Cheryl P. Melkonian 2nd Vice President

Address: 626 Club Circle
Daniels, WV 25832

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B. OFFICERS

President: Dr. Charles H. Polk

Address: P. O. Box 9003 609 South Kanawha Street
Beckley, WV 25801

Vice President: James Silosky

Address: P.O. Box 9003 609 South Kanawha Street
Beckley, WV 25802-9003

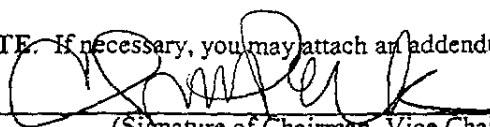
Secretary: Cynthia D. Alexander

Address: P.O. Box 9003 Beckley, WV 25802-9003 609 South Kanawha St

Treasurer: Dr. Susan Miller

Address: P.O. Box 9003 Beckley, WV 25802-9003 609 South Kanawha Street

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

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

14. Dr. Charles H. Polk, President
(Typed or printed name and capacity of person signing application)

ADDENDUM

Director: Max Beard

Address: 6130 Edgewood Terrace

Alexandria, VA 22307

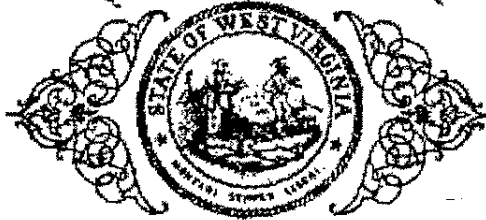
Director: Dr. Harriet Cabell-Walker

Address: 8309 Mariner Circle

Tuscaloosa, AL 35404

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State of West Virginia



Certificate

*I, Joe Manchin III, Secretary of State of the
State of West Virginia, hereby certify that*

MOUNTAIN STATE UNIVERSITY, INC.

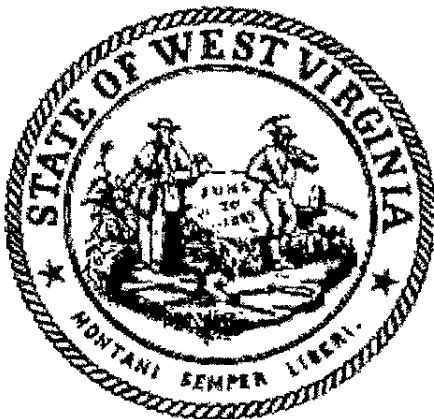
was incorporated under the laws of West Virginia and a Certificate of Incorporation was issued by my office. The corporation has not been dissolved according to my records.

I further certify that the Tax Commissioner of West Virginia advises me that the corporation paid all annual license taxes that are now due and that the corporation is in existence and in good standing with the State of West Virginia.

Accordingly, I hereby issue this

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CERTIFICATE OF EXISTENCE



*Given under my hand and the
Great Seal of the State of
West Virginia on this day of
December 9, 2002*

Secretary of State