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ATTORNEYS AT LAW
ONE PACIFIC PLACE, SUITE 800
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OMAHA, NE 68124
PHONE 402.390.9500
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KOLEY ■ JESSEN

April 16, 2010

Florida Department of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Bellevue University
Our File No. 1388-0006

Dear Sir or Madam:

Enclosed are duplicate originals of the Application by Foreign Not For Profit Corporation for Authorization to Conduct its Affairs for Bellevue University for filing with your office. Also enclosed is our Firm check in the amount of \$70.00 to cover the filing fee and a Certificate of Good Standing issued by the Nebraska Secretary of State. Please return a file-stamped original of the Application to me in the enclosed envelope.

Should you have any questions regarding the enclosed, please do not hesitate to contact us.

Sincerely yours,



Diane L. Nelsen
Paralegal

Enclosures

cc: Mike Warner (via email, w/o enc.)
Margaret C. Hershiser (via email, w/o enc.)
Ryan J. Sevcik (via email, w/o enc.)

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: BELLEVUE UNIVERSITY, INC.
Name of Corporation – must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", or "Certificate of Good Standing" and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

DIANE L. NELSEN
Name of Person

KOLEY JESSEN P.C., L.L.O.
Firm/Company

1125 SOUTH 103 STREET, SUITE 800
Address

OMAHA, NE 68124
City/State and Zip Code

MIKE.WARNER@BELLEVUE.EDU
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

DIANE L. NELSEN at (402) 343-3752
Name of Person Area Code & Daytime Telephone Number

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

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$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

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. BELLEVUE 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. NEBRASKA 3. 47-0491571
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. NOVEMBER 26, 1965 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. MAY 1, 2010
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)

7. 1000 GALVIN ROAD SOUTH, BELLEVUE, NE 68005
(Principal office address)

1000 GALVIN ROAD SOUTH, BELLEVUE, NE 68005
(Current mailing address)

8. PROVIDE POST-SECONDARY ONLINE EDUCATIONAL INSTRUCTION
(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 **NOT** acceptable)

Name: NRAI SERVICES, INC.

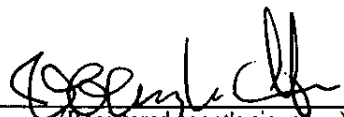
Office Address: 2731 EXECUTIVE PARK DR., STE. 4

WESTON, Florida 33331
(City) (Zip Code)

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TALLAHASSEE, FLORIDA

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.

 ASST. SEC.
(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: SEE ATTACHED EXHIBIT "A"

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: SEE ATTACHED EXHIBIT "B"

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. MARY HAWKINS, PRESIDENT
(Typed or printed name and capacity of person signing application)

EXHIBIT "A"

BELLEVUE UNIVERSITY

Directors

| <u>Name</u> | <u>Address</u> |
|-------------------------|--|
| Roy Smith (Emeritus) | 601 North 108 Circle, Omaha, NE 68154 |
| William F. Dyer | 11924 Arbor Street, #100, Omaha, NE 68144 |
| Henry Davis | 3001 "L" Street, Omaha, NE 68107 |
| Susan Dennis | 1021 Galvin Road South, Bellevue, NE 68005 |
| Keith Edquist | 12005 North 72 Street, Omaha, NE 68122 |
| William P. Esping | 2828 Routh Street, Suite 500, Dallas, TX 75201 |
| Marshall E. Faith | 2027 Dodge Street, Omaha, NE 68102 |
| Charles T. Hagel | 9900 Nicholas Street, Suite 325, Omaha, NE 68114 |
| Deryl Hamann | 1500 Woodmen Tower, Omaha, NE 68102 |
| Thomas Harvey | 3215 Cuming Street, Omaha, NE 68131 |
| John Kotouc | P.O. Box 2146, Omaha, NE 68103 |
| Andrew Nelsen | 11818 L Street, Omaha, NE 68137 |
| John Nelson | 11516 Miracle Hills Drive, Suite 102, Omaha, NE 68154 |
| Douglas Riley | 4400 N. Scottsdale Road, Suite 9-333, Scottsdale, AZ 85251 |
| George Venteicher | 15504 Spaulding Plaza, Suite C8, Omaha, NE 68116 |
| Charles Wilson | P.O. Box 288, Red Oak, IA 51566 |
| Michael C. Lebens | 1044 North 115 Street, Suite 400, Omaha, NE 68154 |
| Robert Howard | 136 California Street, Suite 400, Omaha, NE 68103 |
| Lynn Boyer | 9727 Fieldcrest Drive, Omaha, NE 68114 |
| Pete Ricketts | 1209 Harney Street, Suite 260, Omaha, NE 68102 |
| Sid Dinsdale | 13131 West Dodge Road, Omaha, NE 68154 |
| Cindy Bay | 11211 Pierce Plaza, Omaha, NE 68144 |

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TALLAHASSEE, FLORIDA

EXHIBIT "A"

Madeline Rucker

Mutual of Omaha Plaza, Omaha, NE 68175

Elizabeth Murphy

1325 North 136 Avenue, Omaha, NE 68154

Larry Courtnage

13609 California Street, Omaha, NE 68154

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TALLAHASSEE, FLORIDA

EXHIBIT "B"

BELLEVUE UNIVERSITY

Officers

| <u>Office</u> | <u>Name</u> | <u>Address</u> |
|--|----------------|--|
| President | Mary Hawkins | 1000 Galvin Road South, Bellevue, NE 68005 |
| Chancellor | John Muller | 1000 Galvin Road South, Bellevue, NE 68005 |
| Executive Vice President for Strategic Initiatives | Michael Echols | 1000 Galvin Road South, Bellevue, NE 68005 |
| Vice President of Academic Affairs | Donna McDaniel | 1000 Galvin Road South, Bellevue, NE 68005 |
| Vice President of Administration | Jerry Blasig | 1000 Galvin Road South, Bellevue, NE 68005 |
| Assistant Vice President of Finance and Accounting | Craig Erwin | 1000 Galvin Road South, Bellevue, NE 68005 |
| Assistant Vice President of Human Resources | Mike Warner | 1000 Galvin Road South, Bellevue, NE 68005 |

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TALLAHASSEE, FLORIDA

STATE OF

NEBRASKA



United States of America,
State of Nebraska } ss.

Department of State
Lincoln, Nebraska

I, John A. Gale, Secretary of State of Nebraska do hereby certify;

BELLEVUE UNIVERSITY

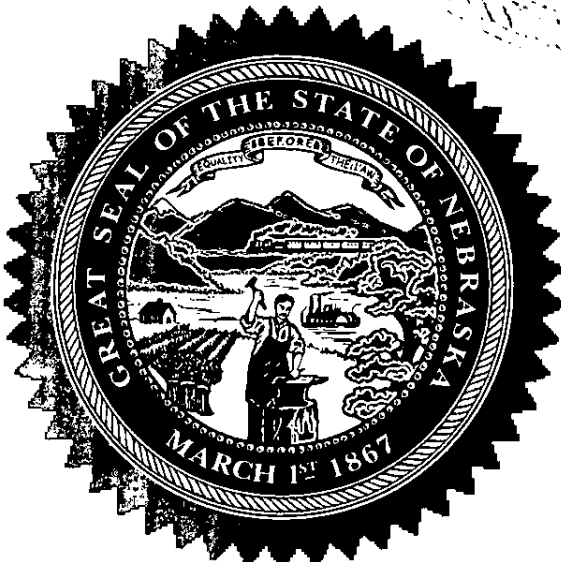
was duly incorporated as a nonprofit corporation under the laws of this state on November 26, 1965 and do further certify that no biennial reports or biennial fees assessed are delinquent; articles of dissolution have not been filed and said corporation is in existence as of the date of this certificate.

In Testimony Whereof,

I have hereunto set my hand and affixed the Great Seal of the State of Nebraska on April 13, 2010.

John A. Gale
SECRETARY OF STATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's financial condition or business activities and practices.