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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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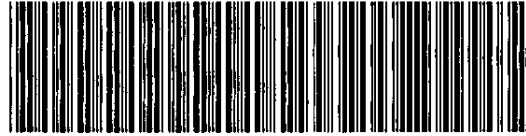
(Business Entity Name)

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CLARK PARTINGTON HART LARRY BOND & STACKHOUSE

ATTORNEYS AT LAW

Pensacola • Destin • Tallahassee

Carolyn R. Ward
Direct (850) 436-6473
Direct Fax (850) 208-7100
cward@cphlaw.com

November 7, 2011

Division of Corporations
New Filing Section
Post Office Box 6327
Tallahassee, FL 32314

**Re: The Great Books Foundation, Inc., an Illinois Nonprofit Corporation -
Application for Authorization to Transact Business in Florida**

Dear Division of Corporations:

Enclosed for filing are the following qualification documents:

1. Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida;
2. Good Standing Certificate from Illinois Secretary of State; and
3. Check in the amount of \$936.25 for the following fees:

Annual report fees of \$61.25 per year for 1998 – 2011	\$ 857.50
Filing Fee	\$70.00
Certified Copy	\$ 8.75

In addition to the annual report fees described above, it is our understanding that the Division of Corporations is currently charging a flat penalty of \$500.00 for late applications. On behalf of our client, The Great Books Foundation, Inc. (the "Company"), we respectfully request that you waive the \$500.00 penalty in the instant case for the following reasons:

(a) The Company is exempt from Federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code. A copy of a letter from the Internal Revenue Service confirming the Company's tax-exempt status is enclosed for your file.

125 West Romana Street • Suite 800 • Pensacola, Florida 32502
P.O. Box 13010 • Pensacola, Florida 32591-3010
Phone (850) 434-9200 • Fax (850) 432-7340
www.cphlaw.com

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(b) The Company was organized for the following purposes: "[t]o promote and encourage education for persons of both sexes on equal terms, and in connection therewith to provide for the delivery and holding of lectures, exhibitions, public meetings, classes, conferences and courses of instruction and to distribute magazines, pamphlets, books and publications of all kinds."

(c) The Company's business activities in the State of Florida have been limited to selling books (through contracts and purchase orders approved in the State of Illinois) and providing training services to educators throughout Florida.

(d) According to the Company's management and internal records, the Company has been selling books and providing training services in the State of Florida since 1997 based on the good faith understanding that its activities did not meet the definition of "conducting its affairs" in the state.

(e) In an exercise of caution, the Company has decided to file an application to qualify to do business as a foreign nonprofit corporation in the State of Florida since the date it first conducted affairs in Florida (March 31, 1997).

If the Division of Corporation agrees to waive the Company's \$500.00 penalty, as requested, and accept the enclosed check in the amount of \$936.25 as full payment for the Company's application to conduct its affairs in the State of Florida, please file the enclosed application and return a certified copy of same to our office.

If, on the other hand, the Division of Corporations refuses to waive the Company's \$500.00 penalty, please call me directly at 850-436-6473 so that we can send the required check to you via overnight delivery.

Please let me know if you have any questions. Thank you for your consideration.

Sincerely,

Carolyn R. Ward
CAROLYN R. WARD

CRW/lw
Encls.

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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. The Great Books Foundation, 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. Illinois 3. 36-2182034
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 7, 1947 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. March 31, 1997
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S., to determine penalty liability.)
7. 35 East Wacker Drive, Suite 400, Chicago, IL 60601-2105
(Principal office address)
- 35 East Wacker Drive, Suite 400, Chicago, IL 60601-2105
(Current mailing address)
8. To promote and encourage education by providing training and distributing publications.
(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: CT Corporation System

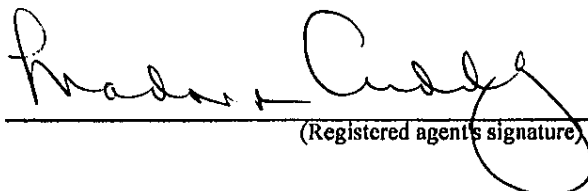
Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip Code)

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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)

Madonna Cuddihy
Special Assistant Secretary

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: Alex J. Pollock

Address: 35 East Wacker Drive, Suite 400, Chicago, IL 60601-2105

Vice Chairman: Kevin Conlon

Address: 35 East Wacker Drive, Suite 400, Chicago, IL 60601-2105

Director: Paul Barton

Address: 35 East Wacker Drive, Suite 400, Chicago, IL 60601-2105

Director: Barbara T. Bowman

Address: 35 East Wacker Drive, Suite 400, Chicago, IL 60601-2105

SEE ATTACHED LIST FOR ADDITIONAL DIRECTORS

B. OFFICERS

President: George L. Schueppert

Address: 35 East Wacker Drive, Suite 400, Chicago, IL 60601-2105

Vice President: James M. Linday

Address: 35 East Wacker Drive, Suite 400, Chicago, IL 60601-2105

Secretary: James M. Linday

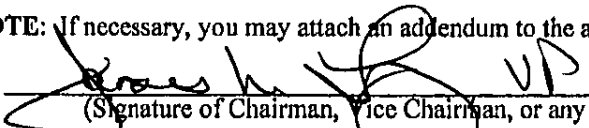
Address: 35 East Wacker Drive, Suite 400, Chicago, IL 60601-2105

Treasurer: James M. Linday

Address: 35 East Wacker Drive, Suite 400, Chicago, IL 60601-2105

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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. James M. Linday, Vice President
(Typed or printed name and capacity of person signing application)

The Great Books Foundation, Inc.
FEI: 36-2182034

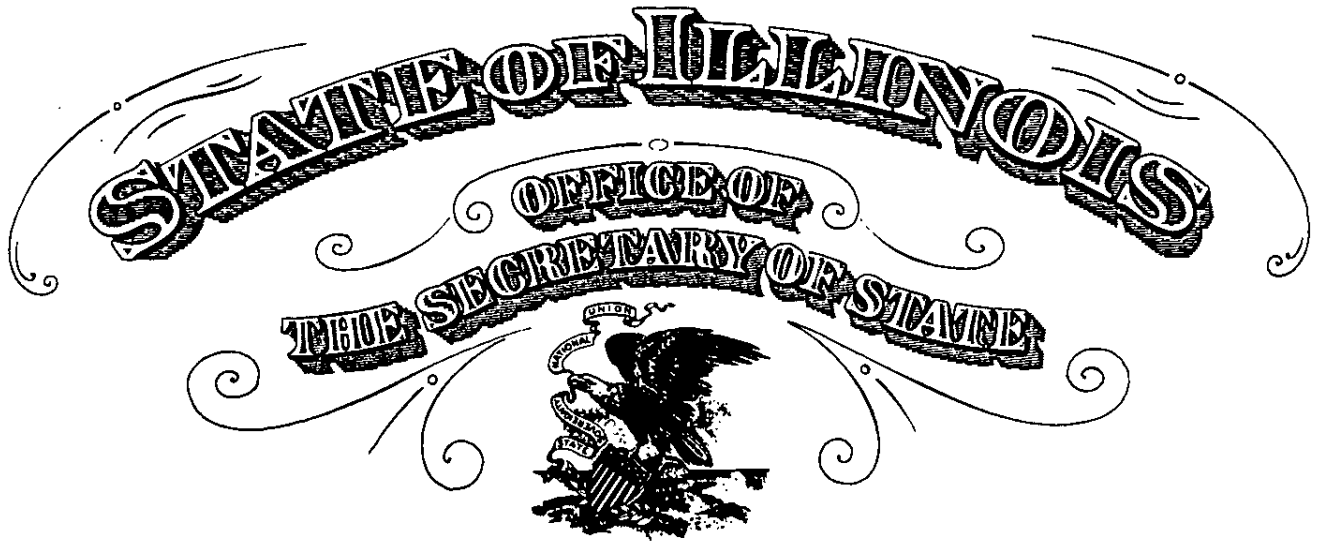
Attachment to Application by Foreign Not for Profit Corporation
for Authorization to Conduct Its Affairs in Florida

Item 12 A.

Additional Directors:
(all located at 35 East Wacker Drive, Suite 400, Chicago, IL 60601-2105)

Charles Brummell, Jr.
Dr. David Curd
Marellè Cusack
Paula Barker Duffy
Marcia Wachs Dam
Dr. Mary Herrmann
Jane C. Hunt
William J. Lawlor
Dr. Glenn "Max" McGee
Frank D. O'Connor
Mehul Patel
James M. Reum
George Schueppert
Donald A. Statland
Sheldon R. Stein
Richard Alexander
James W. Haugh
John A. Koten
Michael L. Igoe

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To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

THE GREAT BOOKS FOUNDATION, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON MARCH 07, 1947, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.

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In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 12TH day of AUGUST A.D. 2011 .



Jesse White



Authentication of Good Standing

This is to verify that the Illinois Secretary of State issued the following certificate on AUGUST 12, 2011 for file number 2962-606-5 and the authentication number of 1122400820.

THE GREAT BOOKS FOUNDATION, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON MARCH 07, 1947, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.

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