

STATE OF GEORGIA
Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF AUTHORITY

I, Brian P. Kemp, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

KENTUCKY HIGHER EDUCATION STUDENT LOAN CORPORATION

a **Foreign Nonprofit Corporation**

has been duly formed under the laws of **Kentucky** and has filed an application meeting the requirements of Georgia law to transact business as a **Foreign Nonprofit Corporation** in this state.

WHEREFORE, by the authority vested in me as Secretary of State, the above **Foreign Nonprofit Corporation** is hereby granted, on **06/01/2016**, a certificate of authority to transact business in the State of Georgia as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said application.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on 06/16/2016



A handwritten signature in black ink, appearing to read 'B. P. Kemp', is located in the bottom right corner of the document.

Brian P. Kemp
Secretary of State



Brian P. Kemp
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
2 Martin Luther King Jr. Dr. SE
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 656-2817
sos.georgia.gov/corporations

**APPLICATION FOR CERTIFICATE OF AUTHORITY
FOR FOREIGN CORPORATION**

IMPORTANT

Provide your e-mail address when completing this form.

E-Mail: mcummins@kheslc.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

| | | | | |
|---|--|---|------------|---|
| 1. KENTUCKY HIGHER EDUCATION STUDENT LOAN CORPORATION | | | | |
| Name of Corporation | | Name Reservation Number (Optional) | | |
| Date business commenced (or proposed to commence) in Georgia: <u>June 15, 2016</u> | | | | |
| <small>(NOTE: If the date provided here is more than 30 days prior to the date the application is received by the Secretary of State, a \$500 penalty must be paid. Penalty is statutory and cannot be waived by Secretary of State.)</small> | | | | |
| 2. Megan Cummins | | 502-696-7236 | | |
| Name of Filing Person | | Telephone Number | | |
| P.O. Box 798 | | Frankfort | KY | 40602 |
| Address | | City | State | Zip Code |
| 3. P.O. Box 798 | | Frankfort | KY | 40602 |
| Principal Office Mailing Address (may be P.O. Box) | | City | State | Zip Code |
| 4. Corporation Service Company | | | | |
| Name of Registered Agent in Georgia | | | | |
| 40 Technology Pkwy South, #300 | | | | |
| Registered Office Street Address in Georgia (post office box or mail drop not acceptable for registered office address) | | | | |
| Norcross | | Gwinnett | GA | 30092 |
| City | | County | State | Zip Code |
| 5. KENTUCKY HIGHER EDUCATION STUDENT LOAN CORPORATION | | | | |
| Corporation's Name in State or Country of Incorporation (Must match name on certificate of existence) | | | | |
| Check ONE: | | Jurisdiction (Home State or Country): | | Date of Incorporation in Home Jurisdiction: |
| <input type="checkbox"/> PROFIT | | <input checked="" type="checkbox"/> NONPROFIT | | Kentucky |
| | | | | June 17, 1978 |
| 6. Dr. Carl P. Rollins, II | | | | |
| Officer / CEO | | P.O. Box 798 | Frankfort | KY 40602 |
| | | Address | City | State Zip Code |
| David Carlsen | | | | |
| Officer / CFO | | 10180 Linn Station Drive, Suite C200 | Louisville | KY 40223 |
| | | Address | City | State Zip Code |
| Diana Barber (General Counsel) | | | | |
| Officer / Secretary | | P.O. Box 798 | Frankfort | KY 40602 |
| | | Address | City | State Zip Code |
| 7. Effective Date: (Choose one) <input checked="" type="checkbox"/> Upon filing <input type="checkbox"/> Delayed effective date and/or time: _____ | | | | |
| <small>(A delayed effective date must be within 90 days of the filing date.)</small> | | | | |
| 8. NOTICE: Mail the following items to the Secretary of State at the above address. | | | | |
| (1) This application; | | | | |
| (2) An ORIGINAL certificate of existence or good standing, not more than 90 days old, certified by the home state or country. (Certificate from home state may not be more than 90 days old; copy of articles of incorporation from home state should NOT be submitted.); and | | | | |
| (3) Filing fee of \$225.00 payable to "Secretary of State." Filing fees are non-refundable. | | | | |
| (4) If applicable, a copy of the resolution of the board of directors, certified by corporation's secretary, adopting a fictitious or trade name. | | | | |
| Signature of Authorized Person | | Date | | |
| | | 5/24/16 | | |
| Dr. Carl P. Rollins, II | | Executive Director | | |
| Print name | | Title | | |



**Alison Lundergan Grimes
Secretary of State**

Certificate of Existence

I, Alison Lundergan Grimes, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

**KENTUCKY HIGHER EDUCATION STUDENT LOAN
CORPORATION**

is a corporation duly incorporated and existing under KRS Chapter 164A.030 and KRS Chapter 164A.050, whose date of incorporation is June 17, 1978 and whose period of duration is perpetual.

I further certify that this corporation is in good standing and that articles of dissolution have not been filed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 20th day of May, 2016.



Alison Lundergan Grimes

Alison Lundergan Grimes
Secretary of State
Commonwealth of Kentucky
jcaudle/0917676 - Certificate ID: 176692