

OFFICE OF THE SECRETARY OF STATE



**NOT FOR PROFIT  
CERTIFICATE OF AUTHORITY**

**WHEREAS, KENTUCKY HIGHER EDUCATION STUDENT LOAN CORPORATION**

*incorporated under the laws of the State of KENTUCKY has filed in the office of the Secretary of State duly authenticated evidence of its incorporation and an application for Certificate of Authority to transact business in this State, as provided by the laws of the State of Oklahoma.*

*NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this Not for Profit Certificate of Authority authorizing said Corporation to transact business in this state.*

*IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.*



*Filed in the city of Oklahoma City this  
17th day of July, 2017.*

A handwritten signature in cursive script, appearing to read "Dawn Lopez", is written over a horizontal line.

*Secretary of State*

**CERTIFICATE OF QUALIFICATION  
FOREIGN NOT FOR PROFIT CORPORATION**

Document Number: 34174750002 Submit Date: 7/17/2017

**CORPORATION NAME**

The name of the corporation is:  
KENTUCKY HIGHER EDUCATION STUDENT LOAN CORPORATION

**MAILING ADDRESS**

The Mailing Address of the corporation's principal place of business, wherever located  
10180 LINN STATION ROAD, SUITE C200  
LOUISVILLE, KY 40223 USA

**PURPOSE**

The business which the corporation proposes to do in the State of Oklahoma is a business the corporation is authorized to do in the jurisdiction of its incorporation.

The business it proposes to do in Oklahoma:  
Lend state-based education loans, parent education loans, and refinance education loans.

**FUTURE EFFECTIVE DATE**

**Effective Date:**  
Same as filing date.

**REGISTERED AGENT AND REGISTERED OFFICE ADDRESS**

**Agent Name**  
CORPORATION SERVICE COMPANY  
**Address**  
10300 GREENBRIAR PLACE  
OKLAHOMA CITY, OK 73159-7653 USA

**FOREIGN ENTITY**

The corporation was duly incorporated under the laws of the State/Country of:  
KENTUCKY

**ASSETS AND LIABILITIES**

The assets of said corporation are:  
\$1,102,902,066.00  
and the liabilities thereof are:  
\$1,021,066,196.00  
The assets and liabilities indicated are as of a date within six months prior to the filing date of this certificate.

**INVESTED CAPITAL**

The maximum amount of capital such corporation intends and expects to invest in this state at any time during the current fiscal year is:  
\$0

**Invested capital** is defined as the value of the maximum amount of funds, credits, securities and property of whatever kind existing at any time during the fiscal year in the State of Oklahoma and used or employed by such corporation in its business carried on in this state.

## ATTACHMENTS

**File Label**

KHESLC - Certificate of Existence

KHESLC - Certificate of Authority Application

**File Name and Path**

Kentucky Higher Education Student Loan Corporation

Kentucky Higher Education Student Loan Corporation

## SIGNATURE

I hereby certify that the information provided on this form is true and correct to the best of my knowledge and by attaching the signature I agree and understand that the typed electronic signature shall have the same legal effect as an original signature and is being accepted as my original signature pursuant to the Oklahoma Uniform Electronic Transactions Act, Title 12A Okla. Statutes Section 15-101, et seq.

Dated - 7/17/2017

**Signature Name**

CARL P. ROLLINS, II

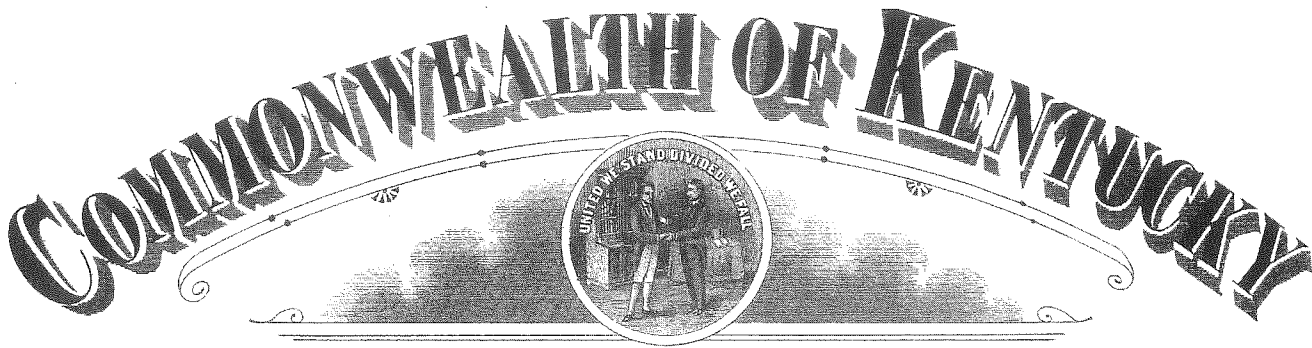
KATHY RAGLAND

**Title**

PRESIDENT

SECRETARY

[End Of Image]



**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 12th day of July, 2017.



*Alison Lundergan Grimes*

Alison Lundergan Grimes  
Secretary of State  
Commonwealth of Kentucky  
jcaudle/0917676 - Certificate ID: 191373



# CERTIFICATE OF QUALIFICATION (Foreign Corporation)

**Filing Fee: Minimum \$300.00**

TO: OKLAHOMA SECRETARY OF STATE  
421 N.W. 13th, Suite 210  
Oklahoma City, Oklahoma 73103  
(405) 522-2520

**PLEASE NOTE:**

- ❖ The filing fee is a **MINIMUM** of **\$300.00**. The fee is one-tenth of one percent (1/10 of 1%) or \$1.00 per \$1,000.00 of the maximum amount of capital invested by such corporation; provided that the minimum fee is \$300.00, and no such corporation shall be required to pay a fee on an amount in excess of its authorized capital.
- ❖ **ATTACHED HERETO** is a certificate issued by an authorized officer of the corporation's jurisdiction of its incorporation attesting to the corporation's organization and good standing under the laws of such jurisdiction. This certificate is most commonly known as a **Certificate of Good Standing, Certificate of Existence, or Certificate of Fact (Texas)**, and is usually issued by the Secretary of State's office within such jurisdiction. This certificate **must** be dated within the last **sixty (60) days**.

I hereby execute the following articles for the purpose of qualifying a foreign corporation to transact business in the state of Oklahoma pursuant to the provisions of Title 18, Section 1130:

1. Name of the corporation:

Kentucky Higher Education Student Loan Corporation

- ❖ If the legal name is not available for use in the state of Oklahoma, then a Fictitious Name Report must be attached or a resolution made by the authorized representative of the corporation duly adopting a **fictitious name** that is available for use. (Title 18, Section 1141)

2. **State** or jurisdiction of its formation: Kentucky

3. Mailing address of its principal place of business, wherever located:

10180 Linn Station Road, Suite C200      Louisville      KY      40223

Address	City	State	Zip Code
10180 Linn Station Road, Suite C200	Louisville	KY	40223

4. **Registered agent** for service of process in the state of Oklahoma is the **SECRETARY OF STATE**.

5. **NAME** and street address of its additional registered agent for service of process in the state of Oklahoma, **if any**:

- ❖ The registered agent **shall** be an individual resident of Oklahoma **or** a domestic or qualified foreign corporation, limited liability company, or limited partnership.

Corporation Service Company      10300 Greenbriar Place      Oklahoma City      Oklahoma      73159-7653

Name	Street Address	City	State	Zip Code
Corporation Service Company	10300 Greenbriar Place	Oklahoma City	Oklahoma	73159-7653

(P.O. BOXES ARE **NOT** ACCEPTABLE)

6. Business the corporation **proposes** to do in the state of Oklahoma:

- ❖ This statement must reflect the **specific** purpose of the corporation in Oklahoma.

To lend state-based education loans, parent education loans, and refinance education loans.

7. The business which the corporation proposes to do in the State of Oklahoma is a business the corporation is authorized to do in the jurisdiction of its incorporation.

❖ This statement requires no response.

8. Assets of said corporation are \$ 1,102,902,066 and liabilities are \$ 1,021,066,196.

❖ The assets and liabilities of said corporation must be as of a date not earlier than six (6) months prior to the filing date of the certificate of qualification.

9. Corporation is organized as: (CHECK ONE)  Profit OR  Not for Profit

10. If organized **for profit**, the aggregate number of its authorized shares itemized by classes, par value of shares, shares without par value, and series, if any, within any class authorized:

❖ The par value per share is a dollar (\$) amount and is also used for the calculation of the total filing fee.

CLASS	NUMBER OF SHARES	SERIES (If any)	PAR VALUE PER SHARE (Or, if without par value, so state)
_____	_____	_____	_____
_____	_____	_____	_____

11. Maximum amount of capital said corporation intends and expects to invest in this state at any time during the current fiscal year: \$ 0.

❖ "Invested capital" is defined as the value of the maximum amount of funds, credits, securities and property of whatever kind existing at any time during the fiscal year in the State of Oklahoma and used or employed by such corporation in its business carried on in this state.

12. E-MAIL address of the primary contact for the registered business:

jstemm@kheslc.com

The certificate of qualification must be signed by the president or vice president of said corporation and attested to by its secretary or assistant secretary.

• Signed this 13<sup>th</sup> day of July, 2012 by:

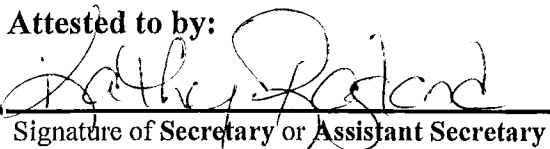


Signature of President or Vice President

Carl P. Rollins, II, CEO/Executive Director

Printed Name

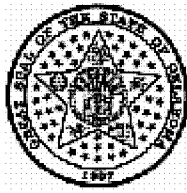
Attested to by:



Signature of Secretary or Assistant Secretary

Kathy Ragland

Printed Name



OKLAHOMA SECRETARY OF STATE

Dave Lopez  
Secretary of State

421 N.W. 13th, Suite 210  
Oklahoma City, OK 73103

Mary Fallin  
Governor

July 17, 2017

RECEIPT

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Attn: JENNIFER STEMM  
KENTUCKY HIGHER EDUCATION STUDENT  
10180 LINN STATION ROAD, SUITE C200  
LOUISVILLE KY 40223

Client ID: 210012430

Session ID:

Process Date: 07/17/2017

Receive Date: 07/17/2017

Document Number	Document Detail	Filing Number	Entity Name	Page Count	Fee
34174750002	Certificate of Qualification	2612626867	KENTUCKY HIGHER EDUCATION STUDENT LOAN CORPORATION		\$300.00
34174750003	Credit Card Surcharge Document				\$12.00
<b>Total Document Fees</b>					<b>\$312.00</b>

Payment Type	Payment Reference	Amount
Credit Card	4807XXXXXXXX7226	\$312.00
<b>Total Payments Received</b>		<b>\$312.00</b>

Note: Any overpayment will be refunded within 15 days of receipt of written request, or an automatic refund will be issued in 60 days  
Evidence of Filed Document(s) or Orders(s) requested is enclosed.  
**Please include Client ID number on all correspondence.**