

**Exhibit 1**

**ENA's South Dakota Registration**

See attached.

# State of South Dakota

Office of the Secretary of State

## Certificate of Authority

Foreign Business Corporation

I, **Shantel Krebs**, Secretary of State of the State of South Dakota, hereby certify that the Application for Certificate of Authority to transact business in this state for

**EDUCATION NETWORKS OF AMERICA, INC.**

BUSINESS ID# FB149529

with an effective date of: June 12, 2018, duly signed and verified, pursuant to the provisions of the South Dakota Corporation Acts, has been received in this office and is found to conform to law.

**ACCORDINGLY**, and by virtue of the authority vested in me by law, I hereby issue this Certificate of Authority and attach hereto a duplicate of the Application for Certificate of Authority.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of South Dakota, in Pierre, the Capital City, this day, June 12, 2018.

*Shantel Krebs*

**Shantel Krebs**  
Secretary of State

06/12/2018 12:32 PM

Secretary of State Office  
500 E Capitol Ave  
Pierre, SD 57501  
(605)773-4845  
[corpinfo@state.sd.us](mailto:corpinfo@state.sd.us)

**APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
FOREIGN BUSINESS CORPORATION**  
SDCL 47-1A-1501, 1503

**FILING FEE: \$765**  
Make check payable to SECRETARY OF STATE

Application must be accompanied by a one page Original Certificate of Existence issued by the Secretary of State or other official having custody of the corporate records in the state or other jurisdiction under whose law it is incorporated.

1. The Name of the Corporation:

Education Networks of America, Inc.

Note: The name must include the term corporation, incorporated, company, limited or the applicable abbreviation (SDCL 47-1A-401 to 47-1A-401.3)

2. If the name is unavailable for use in this state, a corporate name that satisfies the requirements of §§ 47-1A-1506 to 47-1A-1506.4, inclusive:

3. The name of the state or other jurisdiction under whose laws it is incorporated: Delaware

4. The date of incorporation: 12/17/1999

5. The period of duration of incorporation: Perpetual

6. The address of its principal office (this is the address of the executive offices of the company):

618 Grassmere Park Drive, Suite 12	Nashville	TN	37211-3684
Street Address	City	State	ZIP+4

Mailing Address if different from street address	City	State	ZIP+4
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Email Address (Optional)

7. The South Dakota Registered Agent's name:

South Dakota law permits the registered agent to be either: A) noncommercial registered agent (this may be an individual), B) a commercial registered agent, or C) an office holder. Complete only one below, either (a) or (b) or (c).

(a) The South Dakota Noncommercial Registered Agent's name \_\_\_\_\_

Actual Street Address in this State	City	State	ZIP+4
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Mailing Address in this State, if Different from Street Address	City	State	ZIP+4
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Email Address (Optional)

(b) When listing a Commercial Registered Agent, please state their CRA#. This number can be obtained from the Commercial Registered Agent.

C T Corporation System	CR000002
Commercial Registered Agent Name	CRA#

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(c) Title of the office or other position with the Corporation \_\_\_\_\_

Business Office's Actual Street Address in this State City State ZIP+4

Mailing Address in this State, if Different from Street Address City State ZIP+4

Email Address (Optional)

8. The names and usual business addresses of its principal officers and directors. Place a check mark next to the name if the principal officer serves as a director.

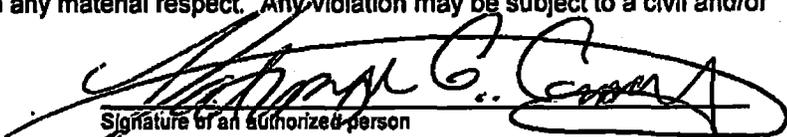
<input checked="" type="checkbox"/>	David Pierce	618 Grassmere Park Drive, Suite 12	Nashville	TN	37211-3684
	President	Street Address	City	State	ZIP+4
<input type="checkbox"/>	Rex Miller	618 Grassmere Park Drive, Suite 12	Nashville	TN	37211-3684
	Vice President	Street Address	City	State	ZIP+4
<input type="checkbox"/>	Kathryn G. Conrad	618 Grassmere Park Drive, Suite 12	Nashville	TN	37211-3684
	Secretary	Street Address	City	State	ZIP+4
<input type="checkbox"/>	Stebbins Chandor, Jr.	618 Grassmere Park Drive, Suite 12	Nashville	TN	37211-3684
	Treasurer	Street Address	City	State	ZIP+4
<input type="checkbox"/>	Andrew Vogel	618 Grassmere Park Drive, Suite 12	Nashville	TN	37211-3684
	Director	Street Address	City	State	ZIP+4
<input type="checkbox"/>	Seymour Sammel	618 Grassmere Park Drive, Suite 12	Nashville	TN	37211-3684
	Director	Street Address	City	State	ZIP+4
<input type="checkbox"/>	Larry Irving	618 Grassmere Park Drive, Suite 12	Nashville	TN	37211-3684
	Director	Street Address	City	State	ZIP+4

9. The foreign corporation shall deliver with the completed application an Original Certificate of Existence or a document of similar import, duly authenticated by the Secretary of State or other official having custody of corporate records in the state or other jurisdiction under whose law it is incorporated.

No person may execute this report knowing it is false in any material respect. Any violation may be subject to a civil and/or criminal penalty (SDCL 47-1A-129; 22-39-36).

Dated June 7, 2018 \_\_\_\_\_

Email mward@bradley.com  
(Optional) \_\_\_\_\_

  
 \_\_\_\_\_  
 Signature of an authorized person  
 Kathryn G. Conrad  
 \_\_\_\_\_  
 Printed Name  
 Secretary  
 \_\_\_\_\_  
 Title

**Education Networks of America, Inc.  
Additional Officers and Directors**

**Officers:**

**Matthew Turner - Senior Vice President  
Gayle Nelson - Vice President - Customer Services  
Lillian Kellogg - Vice President - Client Services  
Michael Mckerley - Vice President and Chief Technology Officer  
Ruth Braun - Assistant Secretary  
Ward Chaffin - Assistant Treasurer**

**Directors:**

**Strauss Zelnick  
115 East 67<sup>th</sup> Street, Apt. #9C  
New York, NY 10065**

**Jason Sporer  
24 5<sup>th</sup> Avenue, Apt. 1212A  
New York, NY 10003**

**Ted Schell  
510 Park Avenue  
New York, NY 10022**

**Timothy Koxlien  
21202 Gathering Oak  
San Antonio, TX 78260**

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# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EDUCATION NETWORKS OF AMERICA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF JUNE, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



3127361 8300

SR# 20185050445

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBULLOCK", written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202849231

Date: 06-08-18

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