

**INDIANA SECRETARY OF STATE
BUSINESS SERVICES DIVISION
CORPORATIONS CERTIFIED COPIES**

INDIANA SECRETARY OF STATE
BUSINESS SERVICES DIVISION
302 West Washington Street, Room E018
Indianapolis, IN 46204

<http://www.sos.in.gov>

September 25, 2015

Company Requested: CENTER FOR EXCELLENCE IN HIGHER EDUCATION, INC.

Control Number: 2006122700825

| Date | Transaction | # Pages |
|------------|-----------------------|---------|
| 09/16/2015 | Articles of Amendment | 6 |



**State of Indiana
Office of the Secretary of State**

**I hereby certify that this is a true and
complete copy of this 6 page
document filed in this office.**

**Dated: September 25, 2015
Certification Number: 2015092582327**

Connie Lawson

Connie Lawson



ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION (NONPROFIT)

State Form 4161 (R13 / 8-14) / Corporate Form No. 364-2 (May 1988)
Approved by State Board of Accounts, 2014

Indiana Secretary of State
Packet: 2006122700825
Filing Date: 09/16/2015
Effective Date: 09/16/2015

CONNIE LAWSON
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W. Washington St., Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-6576

INSTRUCTIONS: 1. Use 8 1/2" x 11" white paper for attachments.

2. Present original and one copy to address in upper right corner of this form.

3. Please TYPE or PRINT.

4. Please visit our office on the web at www.sos.in.gov.

2015 SEP 16 AM 11:49

Indiana Code 23-17-1 et seq.

FILING FEE: \$30.00

The undersigned officer of the Nonprofit Corporation named in Article I below (*hereinafter referred to as the "Corporation"*) desiring to give notice of corporate action effectuating Amendment(s) to the Articles of Incorporation, certifies the following facts:

This Corporation exists pursuant to: (check appropriate box)

☐ The Indiana Not-For-Profit Corporation Act of 1971 (IC 23-7-1.1) as amended

☐ Indiana General Not-For-Profit Corporation Act (approved March 7, 1935)

☒ Indiana Nonprofit Corporation Act of 1991 (IC 23-17-1) as amended

APPROVED
AND
FILED
Connie Lawson
IND. SECRETARY OF STATE

ARTICLE I - AMENDMENT(S)

SECTION 1: The name of the Corporation is:

Center for Excellence in Higher Education, Inc.

SECTION 2: The date of incorporation of the Corporation is (month, day, year):

December 22, 2006

SECTION 3: The name of the Corporation following this amendment to the Articles of Incorporation is:

Center for Excellence in Higher Education, Inc.

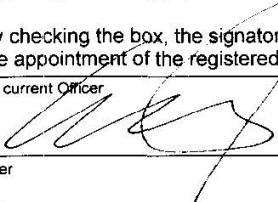
SECTION 4

The exact text of Article(s) III of the Articles of Incorporation is now as follows.

The members of the corporation shall be Carl B. Barney, Peter LePort, and C. Bradley Thompson, individuals. Each member shall have the right, inter vivos or by testament, upon the unanimous approval of all members, to transfer such membership to another person or institution. The rights and privileges of the members shall be set forth in the bylaws of the corporation.

SECTION 5

The date of adoption of the amendment to the Article(s) III was September 1, 20 15.

| ARTICLE II - MANNER OF ADOPTION AND VOTE | | | | |
|---|--|-------------------------|---|----------|
| SECTION 1: Action by Board of Directors | | | | |
| The Board of Directors duly adopted a resolution proposing to amend the Article(s) of Incorporation: <i>(select one)</i> | | | | |
| <input type="checkbox"/> At a meeting held on _____, 20____, at which a quorum of such Board was present. | | | | |
| <input checked="" type="checkbox"/> By written consent executed on <u>September 1</u> , 20 <u>15</u> , and signed by all members of such Board. | | | | |
| Indiana Secretary of State Packet: 2006122700825 Filing Date: 09/16/2015 Effective Date: 09/16/2015 | | | | |
| SECTION 2: Action by members | | | | |
| IF APPROVAL OF MEMBERS WAS NOT REQUIRED: | | | | |
| The Amendment(s) were approved by a sufficient vote of the Board of Directors or incorporators and approval of members was not required. | | | | |
| <input type="checkbox"/> Yes <input type="checkbox"/> No | | | | |
| The Amendment(s) were approved by a person other than the members, and that approval pursuant to Indiana Code 23-17-17-1 was obtained. | | | | |
| <input type="checkbox"/> Yes <input type="checkbox"/> No | | | | |
| IF APPROVAL OF MEMBERS WAS REQUIRED: | | TOTAL | MEMBERS OR DELEGATES ENTITLED TO VOTE AS A CLASS | |
| | | | 1 | 2 |
| MEMBERS OR DELEGATES ENTITLED TO VOTE | | 1 | 1 | |
| MEMBERS OR DELEGATES VOTED IN FAVOR | | 1 | 1 | |
| MEMBERS OR DELEGATES VOTED AGAINST | | 0 | 0 | |
| <input checked="" type="checkbox"/> The manner of the adoption of the Articles of Amendment and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation. | | | | |
| I hereby verify, subject to penalties of perjury, that the facts contained herein are true. | | | | |
| Required if registered agent information was updated: | | | | |
| <input type="checkbox"/> By checking the box, the signator(s) represent(s) that the registered agent named in the application has consented to the appointment of the registered agent. | | | | |
| Signature of current Officer | | Printed name of Officer | | |
|  | | Eric Juhlin | | |
| Title of Officer | | | | |
| President | | | | |

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CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF ARTICLES OF INCORPORATION OF
CENTER FOR EXCELLENCE IN HIGHER EDUCATION, INC.

RECEIVED
2015 SEP 16 AM 11:49

The Board of Directors of Center for Excellence in Higher Education, Inc. (the "Corporation") approved and adopted the attached Amended and Restated Articles of Incorporation. The Corporation has one member, Carl B. Barney, and no other person's approval is required to amend the Corporation's Articles.

The undersigned hereby certifies under penalty of perjury under the laws of the State of Indiana that the matters set forth in this certificate are true and correct of my own knowledge.

By: 

CARL B. BARNEY

Title: Member

Date: SEPTEMBER 3, 2015

By: 

LENNY ESMOND

Title: Secretary

Date: September 10, 2015

Indiana Secretary of State
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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

CENTER FOR EXCELLENCE IN HIGHER EDUCATION, INC.

2015 SEP 16 AM 11:49

I.

The name of the corporation is: Center for Excellence in Higher Education, Inc.

II.

A. The corporation is a public benefit corporation.

B. The corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code").

III.

The members of the corporation shall be Carl B. Barney, Peter LePort, and C. Bradley Thompson, individuals. Each member shall have the right, inter vivos or by testament, to transfer such membership to another person. The rights and privileges of the members shall be set forth in the bylaws of the corporation.

IV.

A. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code and in any corresponding laws of the State of California), and the corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

B. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Indiana Secretary of State
Packet: 2006122700825
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V.

The property of the corporation is irrevocably dedicated to charitable and educational purposes, and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable and/or educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

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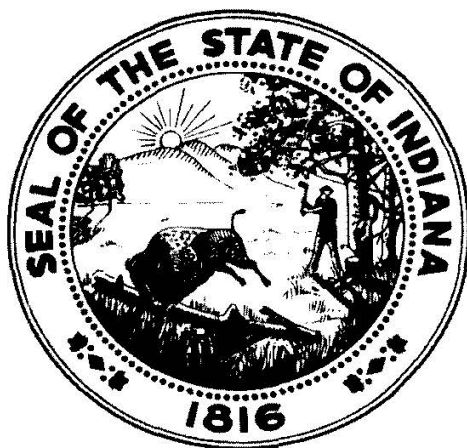
CERTIFICATE OF AMENDMENT

of

CENTER FOR EXCELLENCE IN HIGHER EDUCATION, INC.

I, CONNIE LAWSON, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above Non-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

NOW, THEREFORE, with this document I certify that said transaction will become effective Wednesday, September 16, 2015.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, September 16, 2015.

Connie Lawson

CONNIE LAWSON,
SECRETARY OF STATE

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