September 25, 2015

Company Requested: CENTER FOR EXCELLENCE IN HIGHER EDUCATION, INC.
Control Number: 2006122700825

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<th>Date</th>
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<td>09/16/2015</td>
<td>Articles of Amendment</td>
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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
ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION (NONPROFIT)

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

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 Thomson, 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, 2015.

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**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: (select one)

- [ ] At a meeting held on ___________________________ 20 ___ at which a quorum of such Board was present.
- [x] By written consent executed on ______________ September 1 20 15 __, and signed by all members of such Board.

Indiana Secretary of State

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**SECTION 2: Action by members**

IF APPROVAL OF MEMBERS WAS NOT REQUIRED:

- Filing Date: 09/16/2015
- Effective Date: 09/16/2015

The Amendment(s) were approved by a sufficient vote of the Board of Directors or incorporators and approval of members was not required.

- [ ] Yes  [ ] 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.

- [ ] Yes  [ ] No

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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 not updated:

- [ ] By checking the box, the signator(s) represented 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.

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. Barneay, 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: [Signature]
Title: Member
Date: September 3, 2015

By: [Signature]
Title: Secretary
Date: September 10, 2015
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CENTER FOR EXCELLENCE IN HIGHER EDUCATION, INC.

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.
The Indiana Secretary of State filing office certifies that this copy is on file in this office.

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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.
State of Indiana  
Office of the Secretary of State  

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,  
SECRETARY OF STATE  

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