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MAY 23 2019  
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## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Bridgepoint Education, Inc.

\_\_\_\_\_  
Name of Corporation

**DOCUMENT NUMBER:** F05000001483

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Judith Hansen

\_\_\_\_\_  
Name of Contact Person

Bridgepoint Education, Inc.

\_\_\_\_\_  
Firm/Company

8620 Spectrum Center Blvd.

\_\_\_\_\_  
Address

San Diego, CA 92123

\_\_\_\_\_  
City/State and Zip Code

Judith.Hansen@zovio.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Judith Hansen

858 668-25856 ex 11302

\_\_\_\_\_  
Name of Contact Person

at ( )  
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &  
Certificate of Status



\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)



\$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F05000001483

\_\_\_\_\_  
(Document number of corporation (if known))

1. Bridgepoint Education, Inc.

\_\_\_\_\_  
(Name of corporation as it appears on the records of the Department of State)

2. DE

\_\_\_\_\_  
(Incorporated under laws of)

3. 3/9/2005

\_\_\_\_\_  
(Date authorized to do business in Florida)

2019 MAR 13 PM 5:14  
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**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? Upon filing \_\_\_\_\_

5. Zovio Inc

\_\_\_\_\_  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

\_\_\_\_\_  
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

\_\_\_\_\_  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

SEE ATTACHED

\_\_\_\_\_  
(Typed or printed name of person signing)

SEE ATTACHED

\_\_\_\_\_  
(Title of person signing)

ZOVIO INC,  
a Delaware corporation, formerly Bridgepoint Education, Inc.

By: Mary Beth Orson  
Mary Beth Orson, AVP, Senior Corporate Counsel

Date: 4/15/19

# Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF 'BRIDGEPOINT EDUCATION, INC.', CHANGING ITS NAME FROM "BRIDGEPOINT EDUCATION, INC." TO "ZOVIO, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF APRIL, A.D. 2019, AT 2 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE SECOND DAY OF APRIL, A.D. 2019 AT 4 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



  
Jeffrey W. Bullock, Secretary of State

3046106 8100  
SR# 20192481246

Authentication: 202563052  
Date: 04-02-19

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

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:54 PM 04/02/2019  
FILED 02:00 PM 04/02/2019  
SR 20192481246 - File Number 3046106

## **BRIDGEPOINT EDUCATION, INC.**

### **CERTIFICATE OF AMENDMENT TO THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

Bridgepoint Education, Inc., (the “**Company**”) a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “**DGCL**”), does hereby certify:

1. The name of the corporation is Bridgepoint Education, Inc. The original Certificate of Incorporation of the Company was first filed with the Office of the Secretary of State of Delaware on May 21, 1999 under the name “TeleUniversity, Inc.”

2. A Fifth Amended and Restated Certificate of Incorporation was filed with the Office of the Secretary of State of Delaware on April 20, 2009.

3. This Certificate of Amendment was duly authorized and adopted by the Company’s board of directors in accordance with the provisions of Section 242 of the DGCL.


4. The text of the Article **First** of the Company’s Amended and Restated Certificate of Incorporation is to be amended and restated in its entirety as follows:

“The name of this corporation is Zovio Inc”

5. This Certificate of Amendment shall be effective as of April 2, 2019 at 4:00 P.M. Eastern Standard Time.

**IN WITNESS WHEREOF**, the Company has caused this Certificate of Amendment of the Amended and Restated Certificate of Incorporation to be executed by its duly authorized officer on April 2, 2019.

**Bridgepoint Education, Inc.**  
a Delaware corporation

By:   
\_\_\_\_\_  
Andrew Clark  
President and Chief Executive Officer