

1/21/2014 15:15:00 From: T: 8506173383
Division of Corporations
1/7/1
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#105000003570

Florida Department of State
Division of Corporations
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From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
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Please retain original filing date of submission 12/26

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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ASHFORD UNIVERSITY, LLC

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Certified Copy	0
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January 14, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ASHFORD UNIVERSITY, LLC
400 NORTH BLUFF BLVD.
CLINTON, IA 52732

SUBJECT: ASHFORD UNIVERSITY, LLC
REF: M05000003570

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Due to transmission problems, your faxed document or coversheet is illegible or incomplete. Please refax the document and cover sheet to this office for processing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Karen A Saly
Regulatory Specialist II

FAX Aud. #: H13000282659
Letter Number: 814A00000850

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE-SUBMIT

Please retain original filing
date of submission 12/26/13

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Ashford University, LLC

Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Cindi Jung

Name of Person

Ashford University, LLC

Firm/Company

13500 Evening Creek Drive North

Address

San Diego, CA 92128

City/State and Zip Code

cindi.jung@bpi.edu.com

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

For further information concerning this matter, please call:

Cindi Jung

Name of Person

at (858)

513-9240 Ext. 4361

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

☐ \$25 Filing Fee

☐ \$30 Filing Fee &
Certificate of Status

☐ \$55 Filing Fee &
Certified Copy

☐ \$60 Filing Fee,
Certificate of Status &
Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Ashford University, LLC
2. Jurisdiction of its organization: Iowa
3. Date authorized to do business in Florida: 6/23/2005

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? _____
5. New name of the limited liability company: _____
(must end with "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C." or "LLC.")

6. If the amendment changes the period of duration, indicate new period of duration: _____
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: California
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: _____


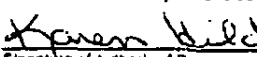
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

Karen Held
Signature of a member or the authorized representative of a member

Karen Held

Typed or printed name of signee

Filing Fee: \$25.00

	<h1 style="margin: 0;">State of California</h1> <h2 style="margin: 0;">Secretary of State</h2>	<div style="display: flex; justify-content: space-between;"> LLC-1A File # </div> <div style="font-size: 24pt; font-weight: bold; margin-top: 5px;">20133471004</div>	
<h3 style="margin: 0;">Limited Liability Company</h3> <h3 style="margin: 0;">Articles of Organization - Conversion</h3>		<div style="border: 1px solid black; padding: 5px; margin-bottom: 10px;"> FILED Secretary of State State of California <div style="font-size: 24pt; font-weight: bold; margin-top: 5px;">DEC 13 2013</div> </div> <div style="display: flex; justify-content: space-between;"> 100 This Space For Filing Use Only </div>	
IMPORTANT — Read all instructions before completing this form.			
Converted Entity Information			
1. Name of Limited Liability Company (Enter the name with the words "Limited Liability Company," or the abbreviations "LLC" or "LLC." The words "Limited" and "Company" may be abbreviated to "Ltd." and "Co." respectively.) <div style="border-bottom: 1px solid black; padding-bottom: 5px;">Ashford University, LLC</div>			
2. The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the Beverly-Killee Limited Liability Company Act.			
3. The limited liability company will be managed by (check only one): <div style="display: flex; justify-content: space-between; align-items: flex-start;"> <div style="width: 30%;"> <input type="checkbox"/> One Manager </div> <div style="width: 30%;"> <input checked="" type="checkbox"/> More Than One Manager </div> <div style="width: 30%;"> <input type="checkbox"/> All Limited Liability Company Member(s) </div> </div>			
4. Initial Street Address of Limited Liability Company <div style="border-bottom: 1px solid black; padding-bottom: 5px;">8620 Spectrum Center Blvd., San Diego, CA 92123</div>	City	State	Zip Code
5. Initial Mailing Address of Limited Liability Company, if different from item 4 <div style="border-bottom: 1px solid black; padding-bottom: 5px;">13500 Evening Creek Dr. N., San Diego, CA 92128</div>	City	State	Zip Code
6. Name of Initial Agent For Service of Process (Item 6: Enter the name of the agent for service of process. The agent may be an individual residing in California or a corporation that has filed a certificate pursuant to California Corporations Code section 1506, item 7: If the agent is an individual, enter the agent's business or residential street address in CA. Do not list the address if the agent is a corporation. Item 8: If the converting entity is a CA limited partnership, enter the mailing address of the agent, if different from item 7, or if the agent is a corporation.)			
CT Corporation System			
7. If an individual, Street Address of Agent for Service of Process in CA <div style="border-bottom: 1px solid black; padding-bottom: 5px;"></div>	City	State CA	Zip Code
8. Mailing Address of Agent for Service of Process <div style="border-bottom: 1px solid black; padding-bottom: 5px;"></div>	City	State	Zip Code
Converting Entity Information			
9. Name of Converting Entity <div style="border-bottom: 1px solid black; padding-bottom: 5px;">Ashford University, LLC</div>			
10. Form of Entity <div style="border-bottom: 1px solid black; padding-bottom: 5px;">LLC</div>	11. Jurisdiction <div style="border-bottom: 1px solid black; padding-bottom: 5px;">Iowa</div>	12. CA Secretary of State File Number, if any <div style="border-bottom: 1px solid black; padding-bottom: 5px;">200508810128</div>	
13. The principal terms of the plan of conversion were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required. If a vote was required, provide the following <u>for each class</u> : <div style="display: flex; justify-content: space-between; margin-top: 10px;"> <div style="width: 45%;"> <u>The class and number of outstanding interests entitled to vote.</u> </div> <div style="width: 10%; text-align: center;"> AND </div> <div style="width: 45%;"> <u>The percentage vote required of each class.</u> </div> </div>			
Additional Information			
14. Additional information set forth on the attached pages, if any, is incorporated herein by this reference and made part of this certificate.			
15. I certify under penalty of perjury that the contents of this document are true. I declare I am the person who executed this instrument, which execution is my act and deed.			
<div style="border-bottom: 1px solid black; padding-bottom: 5px;">  </div> Signature of Authorized Person		<div style="border-bottom: 1px solid black; padding-bottom: 5px;"> Karen Held, Secretary </div> Type or Print Name and Title of Authorized Person	
<div style="border-bottom: 1px solid black; padding-bottom: 5px;"></div> Signature of Authorized Person		<div style="border-bottom: 1px solid black; padding-bottom: 5px;"></div> Type or Print Name and Title of Authorized Person	
LLC-1A (REV 01/2013)			

1/21/2014 15:15:50 From: To: 8506176383

(6/7)



I hereby certify that the foregoing
transcript of _____ page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

DEC 18 2013

Date: _____ *AWK*

Debra Bowen
DEBRA BOWEN, Secretary of State

State of California
Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME: ASHFORD UNIVERSITY, LLC

FILE NUMBER: 201334710047
FORMATION DATE: 12/13/2013
TYPE: DOMESTIC LIMITED LIABILITY COMPANY
JURISDICTION: CALIFORNIA
STATUS: ACTIVE (GOOD STANDING)

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

The records of this office indicate the entity is authorized to exercise all of its powers, rights and privileges in the State of California.

No information is available from this office regarding the financial condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of December 24, 2013.

Debra Bowen

DEBRA BOWEN
Secretary of State

MKK