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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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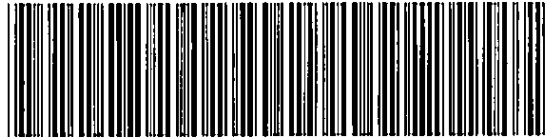
(Business Entity Name)

(Document Number)

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JUL 19 2019

M. SOLOMON

FILE 2nd

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 850131 4320788

AUTHORIZATION :



COST LIMIT : \$ 025.00

ORDER DATE : July 17, 2019

ORDER TIME : 1:12 PM

ORDER NO. : 850131-010

CUSTOMER NO: 4320788

FOREIGN FILINGS

NAME: TRILOGY EDUCATION SERVICES,
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Robinson -- EXT# 62969

EXAMINER: _____

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Trilogy Education Services, LLC

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Matthew J. Norden

Name of Person

Trilogy Education Services, LLC

Firm/Company

7900 Harkins Road

Address

Lanham, Maryland 20706

City/State and Zip Code

mnorden@2u.com

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

For further information concerning this matter, please call:

Name of Contact Person

at (_____) _____
Area Code Daytime Telephone Number

MAILING ADDRESS:

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

STREET ADDRESS:

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

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

- ☐ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

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

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Trilogy Education Services, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____
(FEI number, if applicable)

4. _____
(Date first transacted business in Florida, if prior to registration)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability.)

5. <u>7900 Harkins Road</u> (Street Address of Principal Office)	6. <u>7900 Harkins Raod</u> (Mailing Address)
<u>Lanham, Maryland 20706</u>	<u>Lanham, Maryland 20706</u>
_____	_____

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Roxanne Turner Roxanne Turner
(Registered agent's signature) Asst. Vice President

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JUL 18 2019

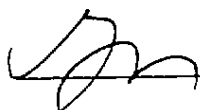
8. For initial indexing purposes, list names, title or capacity and addresses of the primary members/managers or persons authorized to manage [up to six (6) total]:

<u>Title or Capacity:</u>	<u>Name and Address:</u>	<u>Title or Capacity:</u>	<u>Name and Address:</u>
<input type="checkbox"/> Manager	Name: 2U, Inc.	<input type="checkbox"/> Manager	Name: Matthew J. Norden
<input checked="" type="checkbox"/> Member	Address: 7900 Harkins Road	<input type="checkbox"/> Member	Address: 7900 Harkins Road
<input type="checkbox"/> Authorized	Lanham, MD 20706	<input type="checkbox"/> Authorized	Lanham, MD 20706
Person		Person	
<input type="checkbox"/> Other	<input type="checkbox"/> Other	<input checked="" type="checkbox"/> Other VP/Treasurer	<input type="checkbox"/> Other
<input type="checkbox"/> Manager	Name: Mark Chernis	<input type="checkbox"/> Manager	Name:
<input type="checkbox"/> Member	Address: 7900 Harkins Road	<input type="checkbox"/> Member	Address:
<input type="checkbox"/> Authorized	Lanham, MD 20706	<input type="checkbox"/> Authorized	
Person		Person	
<input checked="" type="checkbox"/> Other President/Secy.	<input type="checkbox"/> Other	<input type="checkbox"/> Other	<input type="checkbox"/> Other
<input type="checkbox"/> Manager	Name:	<input type="checkbox"/> Manager	Name:
<input type="checkbox"/> Member	Address:	<input type="checkbox"/> Member	Address:
<input type="checkbox"/> Authorized		<input type="checkbox"/> Authorized	
Person		Person	
<input type="checkbox"/> Other	<input type="checkbox"/> Other	<input type="checkbox"/> Other	<input type="checkbox"/> Other

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

9. Attached is a certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

10. This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Signature of an authorized person

Matthew J. Norden

Typed or printed name of signer

2019 JUL 18 AM 10:32
FILED

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRILOGY EDUCATION SERVICES, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF JULY, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TRILOGY EDUCATION SERVICES, LLC" WAS FORMED ON THE FOURTH DAY OF APRIL, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED TO DATE.



7359606 8300

SR# 20196038409

You may verify this certificate online at corp.delaware.gov/authver.shtml

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

Jeffrey W. Bullock, Secretary of State

Authentication: 203241205

Date: 07-18-19