

Filing Fee: \$150.00

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION

Pursuant to the provisions of Section 7-16-49 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:

Ashford University, LLC

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:

3. The limited liability company is organized under the laws of Iowa

4. The date of its organization is December 30, 2004

5. The period of duration of the limited liability company is (if perpetual, so state) Perpetual

6. The address of the limited liability company's resident agent in Rhode Island is:

155 South Main Street, Suite 301

Providence

, RI

02903

(Street Address, not P.O. Box)

(City/Town)

(Zip Code)

and the name of the resident agent at such address is C T Corporation System
(Name of Agent)

7. The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

8. The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:

400 North bluff Boulevard

Clinton, IA 52732

9. The mailing address for the limited liability company is:

13500 Evening Creek Dr. N, Suite # 600

San Diego, CA 92128

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10. Management of the Limited Liability Company:

A. The limited liability company is to be managed by its members. *(If you have checked this box, go to item no. 11.)*

or

B. The limited liability company is to be managed by one (1) or more managers. *(If the limited liability company has managers at the time of the filing of these Articles of Organization, state the name and address of each manager.)*

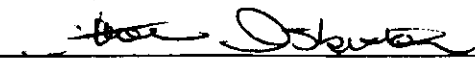
<u>Manager</u>	<u>Address</u>
Bridgepoint Education, Inc.	13500 Evening Creek Dr. N., Suite # 600, San Diego, CA 92128
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

11. This application is accompanied by a certificate of good standing duly authenticated by the secretary of state or other authorized officer of the jurisdiction under which the foreign limited liability company was organized.

Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: June 17, 2010

University of the Rockies, LLC
Print Exact Name of Limited Liability Company Making Application

By 
Signature of authorized person
Steve Isbister

**IOWA SECRETARY OF STATE
MICHAEL A. MAURO**



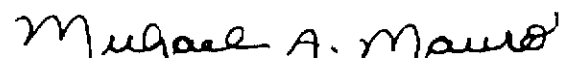
Date: 6/21/2010

CERTIFICATE OF EXISTENCE

Name: ASHFORD UNIVERSITY, LLC (490DLC - 304717)
Date of Organization: 12/30/2004
Duration: PERPETUAL

I, MICHAEL A. MAURO, Secretary of State of the State of Iowa, custodian of the records of incorporations, certify that the limited liability company named on this certificate is in existence and was duly organized under the laws of Iowa, that all fees required by the Iowa Limited Liability Company Act have been paid, and that articles of dissolution have not been filed.

Certificate ID: CS42438
To validate this certificate please visit the following web site and enter the certificate ID.
www.sos.state.ia.us/ValidateCertificate


MICHAEL A. MAURO SECRETARY OF STATE

**Rhode Island Board of Governors
for Higher Education**

The Shepard Building
80 Washington Street Suite 524
Providence, Rhode Island 02903

Telephone 401 456-6000
Facsimile 401 456-6028
TDD 401 456-6027



June 2, 2010

Ms. Susan Robertson, M.A.
Regulatory Affairs
Bridgepoint Education, Inc.
13500 Evening Creek Drive, Suite 600
San Diego, CA 92128

Dear Ms. Robertson:

This letter is in response to your November 2, 2009 e-mail inquiry regarding whether or not Ashford University is eligible for an "exemption" in RI to offer online courses to students in RI. Your e-mail specifically states that Ashford University would have no physical presence in the State other than the potential for an agent whose sole purpose is to inform potential students of program offerings at such events as college fairs, conventions etc. It is also understood that RI students would register for classes online and pay tuition directly to Ashford University in Clinton, IA.

As long as the above circumstances remain exactly the same Ashford University is granted an "exemption" to offer online courses in Rhode Island.

If circumstances change, you must notify this office. Please contact Ms. Deborah Grossman-Garber if you have any questions. She may be reached at (401) 456-6010 or dgrossman-garber@ribghe.org

Sincerely,

Ray M. Di Pasquale
Acting Commissioner

cc: R.Cavallaro



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

