

Filing Fee: \$150.00



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
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:

Academic Partnerships, LLC

[] This company has been duly organized in its state of formation as a low-profit limited liability company. (Check box if applicable)

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 Delaware

4. The date of its organization is February 4, 2010

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:

10 Dorrance Street, Suite 530 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:

Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801

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

2200 Ross Avenue, Suite 3800, Dallas, Texas 75201

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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>
Randy Best	2200 Ross Avenue, Suite 3800, Dallas, Texas 75201
Tom Evans	2200 Ross Avenue, Suite 3800, Dallas, Texas 75201
Thomas Hayward	1223 Spring Street, #901, Seattle, Washington 98104
Marty Angert	680 Fifth Avenue, 8th Floor, New York, New York 10010
Jordan Reese III	1001 McKinney, Suite 2200, Houston, Texas 77002
See Exhibit A.	

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.

12. The date this Application for Registration is to become effective, if later than the date of filing, is:

(not prior to, nor more than 30 days after, the filing of this Application for Registration)

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: April 1, 2013

ACADEMIC PARTNERSHIPS, LLC

Print Exact Name of Limited Liability Company Making Application

By Candace McElroy, In House Counsel
Signature of Authorized Person

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ACADEMIC PARTNERSHIPS, 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 THIRD DAY OF APRIL, A.D. 2013.

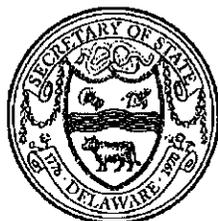
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ACADEMIC PARTNERSHIPS, LLC" WAS FORMED ON THE FOURTH DAY OF FEBRUARY, A.D. 2010.

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

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0331922

DATE: 04-03-13