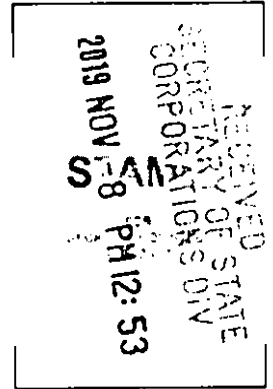




State of Rhode Island and Providence Plantations
Department of State - Business Services Division



Amendment to Application for Registration

FOREIGN Limited Liability Company

→ Filing Fee: \$50.00

Pursuant to the provisions of RIGL 7-16-52 the undersigned foreign limited liability company hereby amends its Application for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. Entity ID Number: 001693682	2. The name of the limited liability company is: Pearson K12 Learning LLC
3. If the entity's name is changing, state the new name: Savvas Learning Company LLC	
Check the box to indicate no change <input type="checkbox"/>	
3a. The entity's name, if different, under which it proposed to register and transact business in Rhode Island is:	
4. If the period of duration has changed in the home state, complete the following section: CHECK ONE BOX ONLY	
<input checked="" type="checkbox"/> Perpetual (on-going)	
<input type="checkbox"/> Date certain for dissolution _____	
Check the box to indicate no change <input checked="" type="checkbox"/>	
5. If the required address of the office to be maintained in the state or country of its organization has changed, complete the following section:	
Check the box to indicate no change <input checked="" type="checkbox"/>	
6. If the mailing address is changing complete the following section:	
Check the box to indicate no change <input checked="" type="checkbox"/>	
7. If the entity's purpose is changing complete the following section: *The new purpose should include ALL activity to be transacted in the State of Rhode Island.	
Check the box to indicate an attachment <input type="checkbox"/>	
Check the box to indicate no change <input checked="" type="checkbox"/>	

MAIL TO:

Division of Business Services
 148 W. River Street, Providence, Rhode Island 02904-2615
 Phone: (401) 222-3040
 Website: www.sos.ri.gov

FILED

STAMP

NOV 08 2019

BY *AL* 3SXF

FORM-451 - Revised: 11/2017

8. If the management structure has changed, complete the following section:

The Limited Liability Company is to be managed by: **CHECK ONLY ONE BOX**

- ☐ Its member(s) (If you have checked this box, skip to Section 9. **DO NOT** fill out the chart on the next page.)
- ☐ One (1) or more manager(s) (If the limited liability company has manager(s) at the time of the filing of this Amendment to the Application for Registration, state the name and address of each manager.)

MANAGER	ADDRESS

Check the box to indicate no change ☒

9. As required by RIGL 7-16-67, the limited liability company has paid all fees and taxes.

10. Except as herein modified, the original Application for Registration continues in full force and effect and is hereby confirmed, by a person with authority, by reference into this Amendment to the Application for Registration.

11. Date when this Amendment to the Application for Registration will be effective: **CHECK ONE BOX ONLY**

- ☒ Date received (Upon filing)
- ☐ Later effective date (Date must be no more than 30 days from the date of filing) _____

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

Type or Print Name of Limited Liability Company	Date
Savvas Learning Company LLC	11/7/2019
Signature of Authorized Person	
SIGN DOCUMENT HERE Jennifer Kurz	

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.

FORM 451 - Revised: 11/2017

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT PEARSONK12 LEARNING LLC ("Limited Liability Company") a Limited Liability Company formed under the laws of the state of Delaware does hereby appoint Patricia Belanger, Jennifer Kurz, and Michele Holden, William Bleier, Leslie Martin, Abbey Kwietniak employees of CT Corporation and acting solely in the capacity as employees of CT Corporation, as attorney-in-fact for the Limited Liability Company to act for the Limited Liability Company and in the Limited Liability Company's name for the limited purposes authorized herein.

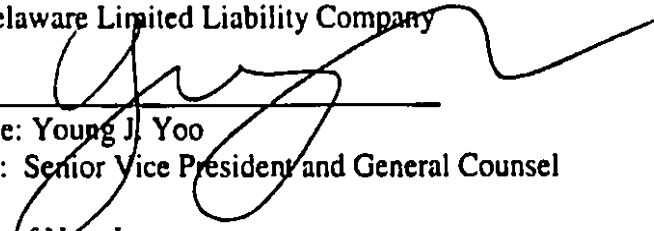
The Limited Liability Company having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to withdraw, dissolve, change the name, convert the subsidiary and qualify the converted Limited Liability Company in any state, as directed and authorized by the Limited Liability Company.

In the execution of any documents necessary for the sole, limited purpose, set forth herein, Patricia Belanger, Jennifer Kurz, and Michele Holden, William Bleier, Leslie Martin, Abbey Kwietniak shall exercise the power of Vice President, Secretary, Manager, and/or Member.

This Power of Attorney expires when revoked by the undersigned

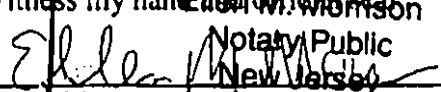
IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this September 9th, 2019.

PEARSONK12 LEARNING LLC
A Delaware Limited Liability Company

By: 
Name: Young J. Yoo
Title: Senior Vice President and General Counsel

State of New Jersey
County of Hudson

On September 9, 2019 before me, the undersigned, a Notary Public in and for said State, personally appeared Young J. Yoo, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed this instrument.

Witness my hand and official seal

Name: Ellen W. Morrison
Notary Public
New Jersey
My Commission Expires 03-26-23
Notary Public No. 2298335

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2019 NOV - 8 PM 12: 53



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, 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:

November 08, 2019 12:53 PM

The signature is written in a cursive, flowing style in blue ink. It appears to read "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

