



State of Rhode Island
Department of State - Business Services Division

Application for Registration

FOREIGN Limited Liability Company

→ Filing Fee: \$150.00

REC'D RHODES BSD
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STA...P

Pursuant to the provisions of RIGL 7-16-49, 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:		
Chamberlain University LLC		
Is this company organized in its state or country of formation as a low-profit limited liability company? Yes ☐ No ☒		
The name, if different, under which it proposes to register and transact business in Rhode Island is:		
Chamberlain University		
2. The LLC is organized under the laws of: Delaware		
3. The date of its organization is: 03/07/2005		
And the period of its duration is: CHECK ONE BOX ONLY		
☒ Perpetual (on-going)		
☐ Date certain for dissolution _____		
4. The name and address of the resident agent/office in Rhode Island is:		
Agent Name Corporation Service Company		
Street Address (<u>NOT</u> a P.O. Box) 222 Jefferson Boulevard, Suite 200		
City/Town Warwick	State RHODE ISLAND	Zip Code 02888
5. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:		
College of Nursing and College of Health Professions, with a growing network of campuses and robust online offers		
Check the box to indicate an attachment ☐		

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

SEP 17 2025

BY CBGVP

6. The RI Department 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.

7. The address of the office required to be maintained in the state or country of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited liability company is:

233 S. Wacker Drive, Suite 800, Chicago, Illinois 60606

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

233 S. Wacker Drive, Suite 800, Chicago, Illinois 60606

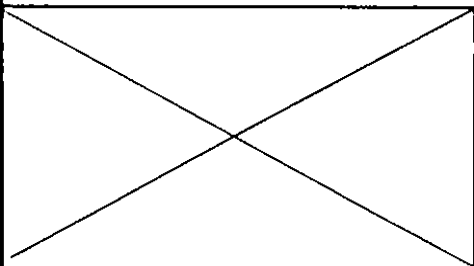
9. Management of the Limited Liability Company: **CHECK ONE BOX ONLY**

☐ Members (Owners)

DO NOT complete the chart below.

OR

☒ Manager(s). Complete the chart below.

	MANAGER(S) NAME	ADDRESS
	Lawrence C. Bachman	233 S. Wacker Drive, Suite 800, Chicago, Illinois 60606
	Karen Cox	233 S. Wacker Drive, Suite 800, Chicago, Illinois 60606

Check the box to indicate an attachment ☐

10. This application must be accompanied by a Certificate of Good Standing/Letter of Status from the state or country of formation dated within 60 days of the date of filing.

11. Date when this application for Certificate of Registration will be effective: **CHECK ONE BOX ONLY**

☒ Date received (Upon filing)

☐ Later effective date (Date must be no more than 90 days from the date of filing) _____

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.

Type or Print Name of LLC

Chamberlain University LLC

Date

27-May-2025

Signature of Authorized Person

DocuSigned by:

Lawrence C. Bachman

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**Office of the
Postsecondary
Commissioner**

80 Washington St., 2nd Floor
Providence, RI 02903
401-736-1100 | TDD: 401-734-9481
www.riopc.edu

January 24, 2025

Karen Cox, PhD, RN, FACHE, FAAN
President
Chamberlain University
500 W. Monroe Street, Suite 1300
Chicago, IL 60661

Dear Dr. Cox,

The RI Office of the Postsecondary Commissioner has received Chamberlain University's request for an exemption to operate in Rhode Island without the authorization of the Council on Postsecondary Education. You have indicated that until October 24, 2024, Chamberlain University was a participant in NC-SARA and would not have otherwise required additional approval to enroll RI residents through distance learning. However, your recent acquisition of Walden University lowered your composite score and made you ineligible for continued participation in NC-SARA. You have indicated that you have 165 RI residents either currently enrolled, not enrolled but in active status, or currently inactive across your online programs and are requesting an exemption to allow these students to complete their existing programs.

In an effort to assist these Rhode Island students, the Office of the Postsecondary Commissioner hereby grants Chamberlain University a temporary one-year exemption beginning October 24, 2024 through October 23, 2025, to allow the Rhode Island students to finish/graduate from their program or transfer to another authorized institution ("Teach-Out"). In addition, the following directives are imposed -

- No new Rhode Island residents will be enrolled in Chamberlain University.
- Chamberlain University will not advertise to Rhode Island students and will cease any current advertisements in Rhode Island.
- Chamberlain University will provide to the Office of the Postsecondary Commissioner an updated student roster that includes names, mailing addresses, telephone numbers, email addresses, programs of instruction for which they are enrolled, and the amount of instruction left to complete the program (listed in credits/remaining requirements) for each Rhode Island resident presently enrolled at Chamberlain University, including any students that may be on a leave of absence.
- Chamberlain University will provide the Office of the Postsecondary Commissioner with a written Teach-Out plan for its Rhode Island students who will not finish or graduate by the end of this one-year temporary exemption.
- All Rhode Island residents currently enrolled in or on a leave of absence from Chamberlain University will be directly notified, in writing, of the non-authorized status of their program,

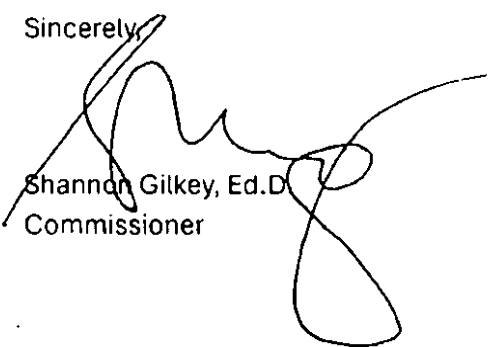
this temporary exemption, and their options under the Teach-Out plan. Copies of these notifications will be supplied to the Office of the Postsecondary Commissioner.

- Chamberlain University will return any pre-paid tuition and/or other deposits to students and/or other persons who have made such deposits and tuition payments for instruction/courses that will not be provided within the one-year exemption period.
- Upon completion of the one-year exemption period, Chamberlain University may apply for a new one-year exemption, which will include an update of the academic progress of each Rhode Island resident enrolled in Chamberlain University, information regarding students who transferred to an approved institution pursuant to the Teach out plan, and the status of Chamberlain University's NC-SARA standing. The determination of whether a new one-year exemption will be granted will be made by the Office of the Postsecondary Commissioner based on information presented.
- Chamberlain University will inform the Office of the Postsecondary Commissioner as to the location and retrieval process for records of those students affected by this determination.
- Chamberlain University will notify its accrediting body and the U.S. Department of Education regarding this decision.
- Chamberlain University is required to secure a bond with corporate surety, payable to the Rhode Island Council on Postsecondary Education as trustee for Rhode Island students enrolled at Chamberlain University, in an amount approved by the Office of the Postsecondary Commissioner. In your exemption request letter, you indicated that Chamberlain University earned \$1,321,804.25 in net tuition and fees revenue from Rhode Island residents from July 1, 2023 to June 30, 2024. Please provide evidence of a bond that meets or exceeds that amount.

If the exemption is extended beyond one year, a continued bond will be required for each extension. The required dollar amount of the bond must not be less than the average number of Rhode Island students expected to be enrolled during the period of this limited exemption, multiplied by the average tuition and fees (the formula the school uses to calculate the amount of the bond must be pre-approved by the Office of the Postsecondary Commissioner prior to securing the bond.)

Please provide a written response to your adherence to each directive within thirty (30) days with corresponding documentation as applicable. If you have any questions or require additional information, please contact Rebecca Ryan at Rebecca.Ryan@riopc.edu.

Sincerely,



Shannon Gilkey, Ed.D.
Commissioner

Delaware

The First State

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I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CHAMBERLAIN UNIVERSITY 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 SEVENTH DAY OF AUGUST, A.D. 2025.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CHAMBERLAIN UNIVERSITY LLC" WAS FORMED ON THE SEVENTH DAY OF MARCH, A.D. 2005.

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



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SR# 20253610450

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

C. P. Sanchez

Charuni Patibanda-Sanchez, Secretary of State

Authentication: 204421078

Date: 08-07-25



State of Rhode Island

Department of State | Office of the Secretary of State

Gregg M. Amore, *Secretary of State*

I, GREGG M. AMORE, Secretary of State of the State of Rhode Island,

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:

September 17, 2025 12:37 PM

A handwritten signature in black ink, reading "Gregg M. Amore". The signature is fluid and cursive, with the first letters of each word being capitalized.

Gregg M. Amore
Secretary of State

