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ARTICLES OF INCORPORATION
of
CALIFORNIA PACIFIC UNIVERSITY

FILED
In the office of the Secretary of State
of the State of California
MARCH FONG EU, Secretary of State

JUL 19 1976

By *Janet E. [Signature]*
Deputy Secretary of State

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DIVISION OF REVENUE
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FIRST: The name of this corporation (hereinafter sometimes referred to as the "Corporation" is CALIFORNIA PACIFIC UNIVERSITY.

SECOND: The purposes for which the Corporation is formed are:

(a) To engage primarily in the business of establishing, conducting and maintaining an educational institution offering courses and instruction beyond high school to mature students which will lead to the issuance of diplomas and degrees by this corporation in areas of study selected by the students and faculty especially designed for self-motivated individuals through resident and external study programs.

(b) In furtherance and not in limitation of the general powers conferred by the laws of the State of California, and of the objects and purposes hereinbefore stated, it is expressly provided that the Corporation shall also have the following powers:

(1) To manufacture, buy or otherwise acquire, own, mortgage, sell, assign, transfer or otherwise dispose of, trade and deal in and with goods, wares and merchandise and articles of commerce of every kind and description.

To purchase, lease, take in exchange, or otherwise acquire, lands or interests therein, together with any buildings or structures that may be on the said lands or any of them, and to sell, lease, exchange, or

8

otherwise dispose of the whole or any portion of the lands, and all or any of the buildings or structures that are now or may hereafter be erected thereon, and to take such security therefor as may be deemed necessary; to erect buildings and deal in building material; to take or hold mortgages for any unpaid balance of the purchase money on any of the lands, buildings, or structures so sold, and to sell or otherwise dispose of said mortgages; to improve, alter, and manage the said lands and buildings; to guarantee and otherwise assist in the performance of contracts or mortgages of persons, firms or corporations with whom the Corporation may have dealings; and to assume and take over such mortgages or contracts on default.

(2) To act as agents and brokers of all kinds in transactions within the objects of the Corporation.

(3) To assist, for remuneration or otherwise, any of the customers or tenants of the Corporation in any part of their business or undertakings.

(4) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of any shares of the capital stock, scrip, or any voting trust certificates in respect of the shares of capital stock of, or any bonds, mortgages, securities, or evidence of indebtedness issued or created by, any other corporation, joint stock company, or association, public or private, or of the government of the United States of America, or of

any foreign government, or of any state, territory, municipality, or other political subdivision or of any governmental agency; and to issue in exchange therefor, in the manner permitted by law, shares of the capital stock, bonds, or other obligations of the Corporation; and while the holder or owner of any such shares of capital stock, scrip, voting trust certificates, bonds, mortgages, or other securities or evidence of indebtedness, to possess and exercise in respect thereof any and all rights, powers, and privileges of ownership, including the right to vote thereon.

(5) To act as principal, agent, joint venturer, partner, or in any other capacity which may be authorized or approved by the Board of Directors of the Corporation.

(6) To purchase, lease, or otherwise acquire, and to hold, exercise, and enjoy, in its own name or in the name of the person, firm, company, or companies hereinafter referred to, all or any of the property, franchises, goodwill, rights, powers, and privileges held or enjoyed by any person or firm, or by any company or companies, and to undertake the liabilities of any such person, firm, or company.

(7) To take part in the management, supervision, or control of the business or operation of any company or undertaking, and for that purpose to appoint and remunerate any directors, accountants, or other experts or agents.

(8) To distribute in kind or in specie or otherwise as may be resolved, any assets of the Company among its members, and particularly the shares, bonds, debentures, or other securities of any other company that may take over the whole or any part of the assets or liabilities of this Corporation.

(9) To pay out of the funds of the Company all costs and expenses of, and incidental to, the incorporation and organization of the Corporation.

(10) To apply for, obtain, register, purchase, lease, or otherwise acquire, and to hold, use, own, operate and introduce, and to sell, assign, or otherwise dispose of any trade-marks, trade names, copyrights, patents, inventions, improvements, and processes used in connection with or held under letters patent of the United States, or elsewhere, which may be used in connection with or appertaining to any kind of business hereinbefore set forth and described; and to use, exercise, develop, grant licenses in respect of, or otherwise to turn account any such trade-marks, trade names, copyrights, patents, licenses, processes, and the like, or any such property or rights.

(11) To purchase, hold, cancel, reissue, sell, and transfer its own shares, bonds, or other evidences of indebtedness, insofar as the same may be permitted by law.

(12) To advance or lend money with or without security to, and otherwise aid by endorsement, guaranty, or

otherwise, any corporation, company, association, partnership, or trust, any of the shares, stocks, bonds, evidences of indebtedness of, or interest in, or securities or obligations of which shall have been acquired or contracted for by the Company, or in which, or the business of which, the Corporation shall have directly or indirectly any interest (including without limitation the power to guarantee the performance of any undertaking or obligation or the payment of dividends on stock or shares), and to discharge and cancel without payment any indebtedness thus arising.

(13) To borrow or raise moneys for the business of the Corporation and any and all of its purposes and objects, upon such terms as the Board of Directors may determine and the law permit.

(14) To have and to exercise all the powers now or hereafter conferred by the laws of the State of California upon corporations organized under the laws under which the Company is organized, and any and all acts amendatory thereof and supplemental thereto.

(15) To conduct business in the State of California, other states, the District of Columbia, the territories and colonies of the United States and in foreign countries, and to have one or more offices outside of the State of California, as well as within said state, and to hold, purchase, mortgage, and convey real and personal property outside of the State of California, as well as within said state.

(16) To exercise any and all rights and powers which a corporation may now or hereafter exercise.

(17) To make, enter into, and carry out any arrangements with any domestic or foreign governmental, municipal, or public authority, or with any corporation, partnership, association, combination, organization, entity, or person, domestic or foreign, to obtain therefrom or otherwise to acquire, by purchase, lease, assignment, or otherwise, any powers, rights, privileges, immunities, franchises, guaranties, grants, and concessions; to acquire, hold, own, exercise, exploit, dispose of, and realize upon the same, and to undertake and prosecute any business dependent thereon; and to promote, cause to be formed, and aid in any way any corporation, association, partnership, syndicate, or entity for any such purposes.

(18) To engage in any one or more other businesses or transactions which the Board of Directors of the Company may from time to time authorize or approve, whether related or unrelated to the business described in subparagraphs (a) or (b) above or to any other businesses then or theretofore done by the Corporation.

The foregoing statement of purposes shall be considered as a statement of both purposes and powers, and the purposes and powers in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms or provisions of any other clause but shall be regarded as independent purposes and powers.

THIRD: The principal office for the transaction of business of the Corporation is to be located in the County

of San Diego, State of California.

FOURTH: The Corporation is authorized to issue only one class of stock of the total number of 100 shares which is and shall be designated Common Stock. Such shares are to be of no par value.

FIFTH: The capital stock of the Corporation shall not be subject to assessment.

SIXTH: The number of directors of the Corporation at the time of its incorporation shall be five (5), their names and residence addresses being:

Charles Dalton, Ph.D.	920 Morena Boulevard San Diego, CA 92110
H. Ronald Domnitz, J.D.	3061 Fourth Avenue San Diego, CA 92103
Norm Deimling, M.B.A.	P. O Box 1332 Rancho Santa Fe, CA 92067
Mark Dalton, M.B.A.	2955 Murat San Diego, CA 92117
Jane Dalton	920 Morena Boulevard San Diego, CA 92110

SEVENTH: Authority is hereby granted to the holders of the shares to the Corporation entitled to vote, to change from time to time, by a majority vote of the shares entitled to vote, the authorized number of Directors of the Corporation, by a duly adopted amendment to the By-Laws of the Corporation, provided that the number of Directors may not be less than five (5).

IN WITNESS WHEREOF, for the purposes of forming the Corporation, under the laws of the State of California, the undersigned, constituting the incorporators of the Corporation, including the persons named hereinabove as the

Directors of the Corporation, at the time of its incorporation, have executed these Articles of Incorporation this 6th day of July, 1976.

Charles Dalton, Ph.D.
Charles Dalton, Ph.D.

H. Ronald Domnitz, J.D.
H. Ronald Domnitz, J.D.

Norm Deimling, M.B.A.
Norm Deimling, M.B.A.

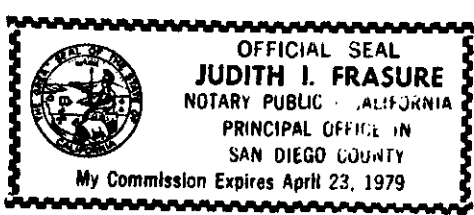
Mark Dalton, M.B.A.
Mark Dalton, M.B.A.

Jane Dalton
Jane Dalton

STATE OF CALIFORNIA :
 : SS
COUNTY OF SAN DIEGO :

On July 6, 1976, before me, Judith I. Frasure, a Notary Public in and for said State, personally appeared Charles Dalton, Ph.D., H. Ronald Domnitz, J.D., Norm Deimling, M.B.A., Mark Dalton, M.B.A. and Jane Dalton, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

WITNESS my hand and official seal.



Judith I. Frasure
Notary Public