

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PURDUE UNIVERSITY GLOBAL, INC.
(as amended through February 13, 2018)**

Purdue University Global, Inc. (hereinafter, the “**Corporation**”), an Indiana nonprofit corporation organized under the Indiana Nonprofit Corporation Act of 1991 (as amended from time to time, the “**Act**”), desiring to amend and restate its Articles of Incorporation, submits the following Amended and Restated Articles of Incorporation to supersede and replace in their entirety the original Articles of Incorporation:

ARTICLE I

Name

Section 1.01. The name of the Corporation is **Purdue University Global, Inc.**

ARTICLE II

Type of Corporation

Section 2.01. This Corporation is a public benefit corporation.

ARTICLE III

Purposes

Section 3.01. The purposes for which the Corporation is formed are exclusively charitable, scientific, and educational, and the Corporation is organized to operate, conduct and administer a degree granting and credit bearing postsecondary SEI-affiliated educational institution within the meaning of IC 21-7-13-26.5 (as the same may be amended from time to time), to be controlled by the Member and to exist as an extension of the Member’s land-grant and public service missions (such institution referred to hereinafter as the “**University**”). In furtherance of such purposes, the Corporation will offer instructional or educational services and programs, including degree programs, through onsite, online, or any combination of these or other instructional modalities.

Section 3.02. The Corporation may also engage in any lawful activity for which corporations may be incorporated under the Act.

Section 3.03. The Corporation may carry out its purposes and exercise its powers either within or outside the State of Indiana, so long as the accomplishment of such purpose or the exercise of such power is lawful in the jurisdiction in which it is done.

ARTICLE IV
Period of Existence

Section 4.01. The period during which the Corporation shall continue is perpetual.

ARTICLE V
Registered Office and Registered Agent

Section 5.01. Registered Office. The street address of the registered office of the Corporation is 9000 Keystone Crossing #800, Indianapolis, IN 46240.

Section 5.02. Registered Agent. The name of the registered agent of the Corporation at that registered office is: Dr. Betty Vandebosch.

ARTICLE VI
Membership

Section 6.01. The Corporation shall have only one member (the “**Member**”), which shall be The Trustees of Purdue University, an Indiana body corporate that manages and conducts Purdue University, the State’s land-grant university. In accordance with the provisions of IC 21-7-10 (as the same may be amended from time to time), the Member has and may exercise control over the Corporation by virtue of its authority to elect the Board of Directors of the Corporation.

Section 6.02. The Member may, in the exercise of such control, request from time to time such information about the University’s activities and programs as it believes is reasonably necessary or appropriate to integrate the mission of the University into the Member’s own land-grant mission.

ARTICLE VII
Directors

Section 7.01. The business and affairs of the Corporation, including without limitation the conduct and administration of the University, shall be managed under the direction and control of a Board of Directors (the “Board”) consisting of at least three (3) individuals, whose number shall be fixed from time to time in accordance with the Bylaws of the Corporation. Such directors shall be referred to for all purposes associated with the University as “trustees” of the University and collectively as the “Board of Trustees” of the University.

ARTICLE VIII
Provisions for Regulation and Conduct
Of the Affairs of Corporation

Other provisions, consistent with the laws of this State, for the regulation and conduct of the affairs of the Corporation and the University, and creating, defining,

limiting or regulating the powers of the Corporation, the University, the directors or the Member are as follows:

Section 8.01. Bylaws. The Board, in furtherance of its powers and duties under Article VII above, shall have the power to make and from time to time to alter or amend the Bylaws of the Corporation.

Section 8.02. Powers to Govern University. Without limiting the general corporate powers that may be exercised by or under the direction of the Board in accordance with the Act, the Board shall have the power and authority:

- (a) to perform all lawful acts necessary and expedient to put and keep the University in operation;
- (b) to promulgate and adopt all rules, regulations, policies or procedures that, in the discretion of the Board, are required or proper to conduct and manage the University and to establish its internal governance processes;
- (c) to prescribe, based on recommendations received through the internal governance processes of the University, and subject to any required governmental approvals, the curricula and courses of study offered by the University;
- (d) to determine, based on recommendations received through the internal governance processes of the University, the standards of proficiency and satisfaction within such curricula and courses of study for the conferral of a degree or other evidence of program completion, as well as the form and substance of the degree, diploma or other evidence of program completion; and
- (e) to set the fees, tuition and charges necessary or convenient to further the purposes of the University.

Section 8.03. Dissolution. Upon dissolution of this Corporation, the Board, after paying or making provision for payment of all the debts and liabilities of the Corporation, shall distribute all of the assets of the Corporation to an organization organized for a public or charitable purpose, including without limitation The Trustees of Purdue University (a body corporate created by the General Assembly of the State of Indiana), or to any legal successor of The Trustees of Purdue University, the United States, a state, or a person that is recognized as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE IX Indemnification of Officers and Directors

Section 9.01. Scope of Indemnity. The Corporation shall indemnify every person who is or was a director, trustee, officer or organizer of the Corporation or the University (each of which, together with such person's heirs, estate, executors,

administrators and personal representatives, is hereinafter referred to as an “Indemnitee”) against all liability to the fullest extent permitted by IC 23-17-16, provided that such person is determined in the manner specified by IC 23-17-16 to have met the standard of conduct specified in IC 23-17-16. The Corporation shall, to the fullest extent permitted by IC 23-17-16, pay for or reimburse the reasonable expenses incurred by every Indemnitee who is a party to a proceeding in advance of final disposition of the proceeding, in the manner specified by IC 23-17-16. The foregoing indemnification and advance of expenses for each Indemnitee shall apply to service in the Indemnitee’s official capacity with the Corporation, and to service at the Corporation’s request, while also acting in an official capacity with the Corporation, as a director, officer, partner, member, manager, trustee, employee, or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not.

Section 9.02. Binding Nature. The provisions of this Article shall be binding upon any successor to the Corporation so that each Indemnitee shall be in the same position with respect to any resulting, surviving, or succeeding entity as the Indemnitee would have been had the separate legal existence of the Corporation continued; provided, that unless expressly provided or agreed otherwise, this sentence shall be applicable only to an Indemnitee acting in an official capacity or in another capacity described in Section 9.01 prior to termination of the separate legal existence of the Corporation. The foregoing provisions shall be deemed to create a contract right for the benefit of every Indemnitee if (i) any act or omission complained of in a proceeding against the Indemnitee, (ii) any portion of a proceeding, or (iii) any determination or assessment of liability occurs while this Article is in effect.

Section 9.03. Employees, Agents. The Corporation shall have the power, but not the obligation, to indemnify any individual who is or was an employee or agent of the Corporation or the University to the same extent (and based on the same standard of conduct and other provisions of this Article IX) as if the individual was a director, trustee, officer or organizer.

Section 9.03. Interpretation. All references in this Article to IC 23-17-16 shall be deemed to include any amendment or successor thereto. When a word or phrase used in this paragraph is defined in IC 23-17-16, such word or phrase shall have the same meaning in this Article that it has in IC 23-17-16. Nothing contained in this Article shall limit or preclude the exercise of any right relating to indemnification or advance of expenses to any Indemnitee or the ability of the Corporation to otherwise indemnify or advance expenses to any Indemnitee.

Section 9.04. Severability. If any word, clause, or sentence of the foregoing provisions regarding indemnification or advancement of expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. If any court holds any word, clause, or sentence of this paragraph invalid, the court is authorized and empowered to rewrite these provisions to achieve their purpose to the extent possible.