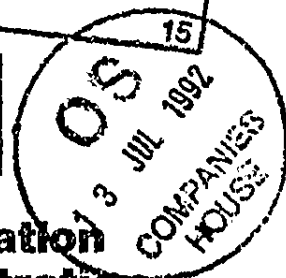




COMPANIES HOUSE

COMPANIES HOUSE  
29 JUL 1992  
M

691



**Return and declaration  
delivered for registration  
by an overseas company.**

This form should be completed in black.

☒ CN

FC 16656

For official use ☐

Company name

Lansdowne University, <sup>Ltd.</sup> Limited

~~Trading as Haron University~~

Country of incorporation

United States of America

Address of place of business in  
Great Britain

3-5, Palace Gate

Kensington

Post town

London

County/Region

Postcode

W8 5LS

REGISTERED

FC 16656  
28 JUL 1992

1a

Constitution of the company

(See notes 1 and 2)

(A certified English translation must  
be included)

A certified copy of the: (mark appropriate box)

☐

Charter

☒

Memorandum and Articles of Association

☐

Statutes

☐

Other instrument

constituting or defining the constitution of the company is/are delivered for  
registration.

**Directors** (See notes 3, 4 and 5)

Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

(See note 5) { Date of birth  
Business occupation  
(if any). If none  
other directorships.

CD	DR
Chikara	
Higashi	
AD	302 2-9-8 Nagata-cho
Chiyoda-Ku	
Post town	Tokyo 100
County/Region	
Postcode	
Country	Japan
DO	21111411
Nationality	NA Japanese
OC	Company Director
OD	

Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

(See note 5) { Date of birth  
Business occupation  
(if any). If none  
other directorships.

CD	
Keiko	
Higashi	
AD	302 2-9-8 Nagata-cho
Chiyoda-Ku	
Post town	Tokyo 100
County/Region	
Postcode	
Country	Japan
DO	0180572
Nationality	NA Japanese
OC	Company Director
OD	

\* Voluntary details

(See notes 4 and 6)

Name                      \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

Address  
  
Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

CS			
	R. JOHN		
	REYNOLDS		
AD	1780 McDONALD DRIVE		
	Post town	HURON	
	County/Region	SOUTH DAKOTA 57350	
	Postcode		Country USA

Name                      \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

Address  
  
Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

CS			
AD			
	Post town		
	County/Region		
	Postcode		Country

Person(s) authorised

List of some one or more  
persons resident in Great  
Britain authorised to accept  
on the company's behalf  
service of process and any  
notice required to be  
served on it.

\*Style/Title  
Forenames  
Surname  
Address

GORDON WILLARD			
BENNETT			
ST. NICHOLAS COTTAGE, STATION ROAD			
Post town		CHOBHAM	
County/Region		SURREY	
Postcode		GU24 8AL	

\*Voluntary details

**Persons authorised (continued)**

List of some one or more persons resident in Great Britain authorised to accept on the company's behalf service of process and any notice required to be served on it.

**\*Style/Title**

**Forenames**

**Surname**

**Address**

Post town

County/Region

Postcode

**\*Style/Title**

**Forenames**

**Surname**

**Address**

Post town

County/Region

Postcode

**\*Style/Title**

**Forenames**

**Surname**

**Address**

Post town

County/Region

Postcode

**\*Style/Title**

**Forenames**

**Surname**

**Address**

Post town

County/Region

Postcode

**\*Voluntary details**

**Declaration** (See note 8)

Full name and address

<sup>†</sup>delete as applicable

I GORDON WILLARD BENNETT  
of (address) ST. NICHOLAS Cottage, Station Road,  
Chessham, Surrey GU24 8AL

a <sup>†</sup>director/ <sup>†</sup>secretary/ <sup>†</sup>person authorised to accept on the company's behalf  
service of process or any notices required to be served on it, do solemnly and  
sincerely declare that the company established its place of business in Great  
Britain on

01/07/92  
(enter date)

and I make this solemn declaration conscientiously believing the same to be true  
and by virtue of the provisions of the Statutory Declarations Act 1835.

Signed

Gordon Bennett

Declared at 22 Adam & Eve Mews,  
London W8 6QS

the 3rd day of July

one thousand nine hundred and ninety-two

before me D. Brockley

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor  
having the powers conferred on a Commissioner for Oaths. (See note 8)

Number of continuation sheets attached

1

Paul Malloy

To whom should Companies House  
direct any enquiries about the  
information on this form?

Gordon W Bennett  
3/5, Palace Gate,  
Hensington, London, Postcode W8 5LS  
Telephone 071 584 9696 Extension

Please ensure the form is fully  
completed and then send it to  
the Registrar of Companies at  
(See note 9)

**Companies House, Crown Way, Cardiff CF4 3UZ**  
for companies establishing a place of business in England and Wales.  
**Companies House, 100-102 George Street, Edinburgh EH2 3DJ**  
for companies establishing a place of business in Scotland.

**Directors** (See notes 3, 4 and 5)

Name

\*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

(See note 5) { Business occupation  
(if any). If none  
other directorships.

**REGISTERED**  
FC 16656  
28 JUL 1992

Name

\*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

(See note 5) { Business occupation  
(if any). If none  
other directorships.

\* Voluntary details

**CD**

CLARON

WHITE

**AD**

110 - 4th Street

SE Apt. 204

Post town

Huron

County/Region

South Dakota 57350

Postcode

Country

U.S.A.

**DO**

21702311

Nationality

**NA**

American

**OC**

X company direct

**OD****CD****AD**

Post town

County/Region

Postcode

Country

**DO**

Nationality

**NA****OC****OD**

CERTIFICATE OF DIRECTOR AND OFFICER

of LANSDOWNE UNIVERSITY, LTD.

I, Claron A. White, do hereby certify that I am a Director of Lansdowne University, Ltd. and further certify that I am also the duly elected and qualified Treasurer of Lansdowne University, Ltd.

I further hereby certify that the attached copies of the Articles of Incorporation and By-Laws of Lansdowne University, Ltd. are true and correct copies of the same as they appear in the corporate book of Lansdowne University, Ltd.

IN WITNESS WHEREOF, I have affixed my name as Director and Treasurer of said corporation this 17th day of July, 1992.

Claron A. White  
Claron A. White  
Director and Treasurer  
Lansdowne University, Ltd.

STATE OF SOUTH DAKOTA     )  
                                      : SS  
COUNTY OF BEADLE         )

On the 17th day of July, 1992, in the County of Beadle, State of South Dakota, before me, a notary public duly commissioned and qualified, in and for the state and county aforesaid, personally came Claron A. White, personally known to me, and known to me to be the person described in and who executed the foregoing Certificate, and acknowledged to me that he executed the same, and being by me duly sworn, did depose and say that he is the Treasurer and a Director of Lansdowne University, Ltd., and that the foregoing Certificate is true of his own knowledge.

(SEAL)

Anita Selting  
Anita Selting, Notary Public  
MY COMMISSION EXPIRES: March 26, 1993



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2407912

BY - LAWS  
OF  
LANSDOWNE UNIVERSITY, LTD.

ARTICLE I. OFFICES

The principal office of the corporation in the State of South Dakota shall be located in the City of Huron, County of Beadle. The corporation may have such other offices, either within or without the State of South Dakota as the Board of Directors may designate or as the business of the corporation may require from time to time.

ARTICLE II. SHAREHOLDERS

Section 1. Annual Meeting. The annual meeting of the shareholders shall be held on the 15th day in the month of January in each year, beginning with the year 1990, at the hour of 10:00 o'clock a.m., for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of South Dakota, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting of the shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as conveniently may be.

Section 2. Special Meetings. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, or



shall be called by the President at the request of the holders of not less than 51% of all the outstanding shares of the corporation entitled to vote at the meeting.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of South Dakota, unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all shareholders entitled to vote at a meeting may designate any place, either within or without the State of South Dakota, unless otherwise prescribed by statute, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the State of South Dakota.

Section 4. Notice of Meeting. Written, oral, telegraphic or telephone notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than five nor more than ten days before the date of the meeting, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid.

Section 5. Closing of Transfer Books or Fixing of Record Date. For the purpose of determining shareholders entitled to

notice of or to vote at any meeting of shareholders or any adjournment thereof, or shareholders entitled to receive payment of any dividend, or in order ~~to~~ make a determination of shareholders for any other proper purpose, the Board of Directors of the corporation may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, five days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten days immediately preceding such meeting. In lieu of closing the stock transfer books, the by laws, or in the absence of an applicable by-law, the Board of Directors may, fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than five days, and in case of a meeting of shareholders, not less than ten days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

Section 6. Voting Lists. The officer or agent having charge of the stock transfer books for shares of the corporation

may make, at least one day before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each, which list, for a period of one day prior to such meeting, shall be kept on file at the registered office of the corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Such list may also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original stock transfer book shall be prima facie evidence as to who are the shareholders entitled to examine such list or transfer books or to vote at any meeting of shareholders.

Section 7. Quorum. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If less than a majority of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

Section 8. Proxies. At all meetings of shareholders, a shareholder may vote by proxy executed in writing by the shareholder or by his duly authorized attorney in fact. Such proxy shall

be filed with the secretary of the corporation before or at the time of the meeting.

Section 9. Voting of Shares. Subject to the provisions of Section 11 of this Article II, each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of shareholders.

Section 10. Voting of Shares by Certain Holders. Shares standing in the name of another corporation may be voted by the President, Vice President or Secretary of such corporation, or as the Board of Directors of such corporation may determine from time to time.

Shares held by an administrator, executor guardian or conservator may be voted by him, either in person or by proxy, without a transfer of such shares into his name. Shares standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote shares held by him without a transfer of such shares into his name.

Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority so to do be contained in an appropriate order of the court by which such receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

Shares of its own stock belonging to the corporation or held by it in a fiduciary capacity shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

Section 11. Cumulative Voting. Unless otherwise provided by law, at each election for Directors every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are Directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of candidates.

Section 12. Informal Action by Shareholders. Unless otherwise provided by law, any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

### ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of directors of the corporation shall be not less than one (1) nor more than five (5). Each director shall hold office until the next annual meeting of shareholders and until his successor shall have been elected and qualified.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held without notice other than this by-law immediately after, and at the same place as, the annual meeting of shareholders. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without notice other than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, Vice President, or any director. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice. Notice of any special meeting shall be given at least one day previously thereto by written notice, oral, telegraphic or telephone notice, to each director at his business or home or such other place where such director may be found. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Quorum. A majority of the number

of directors fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of shareholders called for that purpose.

Section 9. Compensation. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as Director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 10. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to

have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

#### ARTICLE IV. OFFICERS

Section 1. Number. The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

Section 2. Election and Term of Office. The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without



prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the shareholders and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the absence of the President or in the event of his death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President

or by the Board of Directors.

Section 7. Secretary. The Secretary or Assistant Secretary shall: (a) keep the minutes of the shareholders' and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each shareholder which shall be furnished to the Secretary by such shareholder; (e) have general charge of the stock transfer books of the corporation; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. Treasurer. If required by the Board of Directors, the Treasurer or Assistant Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these By-Laws; and (b) in general perform all of the duties incident to the office of Treasurer and such other

duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 9. Salaries. The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

ARTICLE V. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositaries

as the Board of Directors may select.

ARTICLE VI. CERTIFICATES FOR SHARES AND THEIR TRANSFER

Section 1. Certificates for Shares. Certificates representing shares of the corporation shall be in such form as shall be determined by the Board of Directors. Such certificates shall be signed by the President and by the Secretary or by such other officers authorized by law and by the Board of Directors so to do. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the corporation. All certificates surrendered to the corporation for transfer shall be canceled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except that in case of a lost, destroyed or mutilated certificate a new one may be issued therefor upon such terms and indemnity to the corporation as the Board of Directors may prescribe.

Section 2. Transfer of Shares. Transfer of shares of the corporation shall be made only on the stock transfer books of the corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the corporation, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the corporation shall be deemed by the corporation to be the owner thereof for all purposes.

ARTICLE VII. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of June and end on the 31st day of May in each year.

ARTICLE VIII. DIVIDENDS

The Board of Directors may from time to time declare, and the corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and its Articles of Incorporation.

ARTICLE IX. SEAL

The Board of Directors may provide a corporate seal and may have inscribed thereon the name of the corporation and the state of incorporation and the words "Corporate Seal."

ARTICLE X. WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any shareholder or director of the corporation under the provisions of these By-Laws or under the provisions of the articles of incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI. UNIVERSITY BOARD OF TRUSTEES BYLAWS

I. Powers. The University Board of Trustees shall have the following powers:

A. Set the broad academic policies under which the university operates, and to formulate the mission statement for the university.

B. Determine the educational goals and objectives of the university and insure that the institution fulfills those goals and objectives.

C. Review and approve long range operations, academics, and other planning.

D. Review and approve all faculty and administrative appointments, upon recommendation of the President.

E. Review and approve the appointment of the President.

The University Board of Trustees shall operate under the general direction of the Board of Directors of Lansdowne University, LTD.

II. Number and Term of Office. The University Board of Trustees shall consist of such number, not fewer than seven (7) nor more than twenty (20). Members of the University Board of Trustees shall be appointed by the Board of Directors of Lansdowne University, LTD. from nominations submitted by the Board of Trustees and shall each serve a term of three (3) years and until his successor shall be elected and qualified, or until his earlier resignation or death. The University

Board of Trustees shall be divided into three classes, designated Class I, Class II and Class III. The initial Class I trustees shall serve terms of three (3) years; Class II trustees shall serve terms of two (2) years; and Class III trustees shall serve terms of one (1) year. At the expiration of the term of any class of trustees, that class shall thereafter be appointed by the Board of Directors to serve terms of three (3) years.

III. Qualification. All members of the University Board of Trustees shall be natural persons of at least eighteen (18) years of age. They need not be residents of any particular state except the University Board of Trustees as a whole shall be comprised of a broad based representation from business and industry. Members may succeed themselves.

IV. Officers. Officers of the Board of Trustees shall be a chairman, vice chairman, and secretary. All officers will be elected by its members.

The Chairman of the Board of Trustees shall preside at all meetings of the Board of Trustees.

The Vice Chairman of the Board of Trustees shall preside over the Board of Trustees meeting in the absence of the Chairman.

The Secretary of the Board of Trustees shall be ex officio clerk of the Board of Trustees and record all votes and minutes of all proceedings in a book for that purpose.

V. Resignations. Any member of the University Board of Trustees may resign at any time by giving written notice to the Chairman of the Board of Trustees. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified

therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

VI. Vacancies. The Board of Directors may declare vacant the office of any member of the University Board of Trustees for any cause and the Board of Directors shall declare vacant the office of any University Board of Trustees who, within sixty (60) days after notice of his election, does not accept such office either in writing or by attending a meeting of the University Board of Trustees.

Any vacancy or vacancies in the University Board of Trustees because of death, resignation, disqualification, or any other cause may be filled by a vote of the majority of the Board of Directors, though not less than a quorum, at any regular or special meeting, and the member of the University Board of Trustees so elected shall continue in office until the next annual election of the University Board of Trustees and until his or their successors shall have been elected and qualified or until his or their death, resignation or removal.

VII. Place of Meetings. The University Board of Trustees may hold its meetings at such place or places as the Board of Directors may from time to time determine.

VIII. Regular Meetings. Regular meetings of the University Board of Trustees shall be held three times a year preferably during Pow Wow Days, Mid Year, and during Commencement Week. At such meetings, the University Board of Trustees shall transact such business as may properly be brought before it.

IX. Special Meetings. Special meetings of the



University Board of Trustees shall be held whenever called by the Board of Directors, the President, or by two or more of the Directors. Notice of such meeting shall be given to each member of the University Board of Trustees by telephone or in writing at least 24 hours before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting but need not state the purpose of nor the business to be transacted at such meeting.

X. Quorum, Manner of Acting and Adjournment.

One-half of the University Board of Trustees shall be present at each meeting in order to constitute a quorum for the transaction of business. The acts of a majority of the University Board of Trustees present at a meeting at which a quorum is present shall be the acts of the entire Board. In the absence of a quorum, a majority of the University Board of Trustees present may adjourn and reconvene the meeting from time to time until a quorum be present, and no notice of any reconvened meeting need be given, other than by announcement at the adjourned meeting. The University Board of Trustees shall act only as a Board and the individual members shall have no power as such; provided, however, that any action which may be taken at a meeting of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken is signed by all of the members in office and is filed with the secretary of the corporation.

XI. Executive and Other Committees.

(a) The University Board of Trustees, by resolution adopted by a majority of the whole Board, may designate from among its members an Executive Committee, Education Committee, Student Services

Committee, and one or more other committees, each committee to consist of two (2) or more members. The Board may designate one (1) or more members as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member, and the alternate or alternates, if any, designated for each member, of any committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member to act at the meeting in the place of any such absent or disqualified member.

(b) Each committee here designated or hereafter appointed by resolution of the University Board of Trustees shall have and exercise all of the authority of the Board in the execution of its powers.

(c) The Executive Committee shall generally perform such duties and exercise such powers as may be directed and delegated by the Board of Trustees from time to time. They shall be empowered to act on behalf of the Board of Trustees during interim periods between Board meetings.

(d) The Education Committee shall study and appraise the quality of the academic programs of the University and formulate reports and recommendations to the University Board of Trustees with a view toward continually improving the quality of education.

(e) The Student Services Committee shall review all matters affecting the student of the University and formulate reports and recommendations to the University Board of Trustees with a view toward continually improving the services offered to students.

(f) A majority of the University Board of Trustees designated to a committee, or members designated to replace them as provided in this section shall be present at each meeting to constitute a quorum shall be the act of the committee.

(g) Each committee shall keep regular minutes of its proceedings and report such proceedings periodically to the University Board of Trustees.

XII. Compensation. Members of the University Board of Trustees shall serve without compensation but shall be entitled to reimbursement for any reasonable expenses (as determined by the Board of Directors) incurred in attending meetings. Any person receiving reimbursement under these provisions shall not be barred from serving the corporation in any other capacity and receiving reasonable compensation for such other services.

#### ARTICLES XII. AMENDMENTS

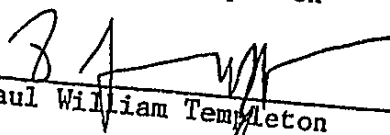
These By-Laws may be altered, amended or repealed and new By-Laws may be adopted at any regular annual meeting of the shareholders by a two-thirds vote of the outstanding shares of stock of the corporation or at a special meeting called for that purpose.

We, the undersigned, do hereby adopt the above and foregoing By-Laws, numbered I to XII, both inclusive, as the By-Laws of

this corporation.

Dated this 28th day of December, 19 88.

  
Peter James Templeton

  
Paul William Templeton

  
Hugh Templeton

16<sup>th</sup> day of  
Dec 1988

RECEIVED

DEC 16 1988

*[Signature]*  
SECRETARY OF STATE

## ARTICLES OF INCORPORATION

of LANSDOWNE UNIVERSITY, LTD.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, R. John Reynolds, for himself, his associates and successors, has associated himself for the purpose of forming a corporation under and by virtue of the statutes and laws of the State of South Dakota, and does hereby certify and declare as follows, to-wit:

FIRST: The name of this corporation shall be Lansdowne University, Ltd.

SECOND: The purpose for which this organization is formed:

To engage in any commercial enterprises calculated or designed to be profitable to this corporation and in conformity with the laws of the State of South Dakota;

To generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform in relation to acquiring, owning and operating a college or colleges and all purposes incidental thereto. In addition, the corporation shall be formed for all other purposes and shall have all other powers permitted to it under the laws of the State of South Dakota.

To purchase, improve, develop, exchange, sell, dispose of, and otherwise deal in and turn to account all things that are involved in the operation of said type of enterprise; to purchase, lease, build, construct, erect, occupy and manage property necessary for the operation and development of this corporation; to finance, purchase, improve, develop and

construct buildings belonging to or to be acquired by this corporation, and to do all things allowed within the statutes of the State of South Dakota.

The purposes specified herein shall be construed both as purposes and powers and shall be in nowise limited or restricted by reference to or inference from the terms of any clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded independent purposes and powers and shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

THIRD: The place where the principal business of this corporation shall be transacted shall be Huron, South Dakota, and the registered office of this business shall be 8th and Ohio, S. W., Huron, South Dakota 57350. The name of the registered agent at such address shall be R. John Reynolds.

FOURTH: The term for which this corporation shall exist shall be perpetual.

FIFTH: The name and address of the incorporator of this corporation is as follows:

R. John Reynolds	1780 McDonald Drive
	Huron, South Dakota 57350

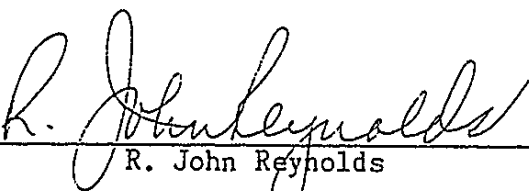
SIXTH: The number of directors of this corporation shall be not less than one (1) nor more than five (5), and the name and residence of such, who is to serve until the election of his successor, shall be as follows:

R. John Reynolds	1780 McDonald Drive
	Huron, South Dakota 57350

SEVENTH: The amount of capital stock of this corporation shall be One Million Dollars (\$1,000,000), divided into Ten Thousand (10,000) shares of the par value of One Hundred Dollars (\$100) each, fully paid and nonassessable.

EIGHTH: The corporation will not commence to do business in the State of South Dakota or any other place until the corporation has deposited in the corporate account a sum in at least the amount of One thousand Dollars (\$1,000) paid to the corporation for the issuance of stock of the corporation.

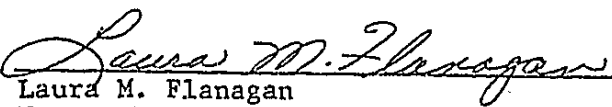
IN TESTIMONY WHEREOF, I have hereunto set my hand this 30th day of August, 1988.

  
R. John Reynolds


STATE OF SOUTH DAKOTA    )  
                              : ss  
COUNTY OF BEADLE        )

BE IT REMEMBERED, that on the 30th day of August, 1988, before me, the undersigned, personally appeared R. John Reynolds, well and personally known to me to be the same person described in and who executed the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said county and state the day and year last-above written.

  
Laura M. Flanagan  
Notary Public  
My commission expires: April 8, 1994

This is to certify that the above Articles of Incorporation and Certificate of Incorporation of Lansdowne University, Ltd. are true and correct copies as they appear in the corporate book of Lansdowne University, Ltd., and which were issued by the Secretary of State of the State of South Dakota on December 16, 1988.

 (George N. Manolis, Assistant Secretary of Lansdowne University, Ltd.)