0889885

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
SAN JOAQUIN VALLEY COLLEGE, INC.

The undersigned certify that:

     1.   They are the president and secretary of San Joaquin Valley College, Inc., a California corporation.

     2.   The Articles of Incorporation of this corporation are amended and restated in their entirety to read as follows:

"ARTICLE I

The name of the corporation is: SAN JOAQUIN VALLEY COLLEGE, INC.

ARTICLE II

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. Unless applicable law otherwise provides, any amendment, repeal or modification of this Article III shall not adversely affect any right of any director under this Article III that existed at or prior to the time of such amendment, repeal or modification.

ARTICLE IV

     (a)   The corporation is authorized to indemnify its agents for breach of duty to the corporation and its shareholders in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code. The corporation may obligate itself in advance through agreements or bylaw provisions, to indemnify the agent in all cases when the applicable standard of conduct has been satisfied or may authorize indemnification of the agent by vote of disinterested members of the Board of Directors, by written opinion of legal counsel if a quorum of disinterested members of the Board of Directors is not obtainable, or by majority vote of the shares voting, excluding shares owned by the agent.

     (b)   Any amendment or repeal or modification of the foregoing provisions of Article 4(a) by the shareholders of the corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE V

This corporation is authorized to issue only one class of shares of stock in two series totaling one million (1,000,000) shares, consisting of nine hundred thousand (900,000) shares of Series A Common Stock and one hundred thousand (100,000) shares of Series B Common Stock. Series B Common Stock shall enjoy all rights, preferences, privileges of Series A Common Stock, except the right to vote, other than in connection with those matters described in the California Corporations Law in which the right to vote is given to a class of shares regardless of limitations or restrictions upon voting rights.

ARTICLE VI

An officer of this Corporation who is also a shareholder may only be removed upon the unanimous vote of all directors.

3.   The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

4.   The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of Class A stock is 2,772 and the total number of outstanding shares of Class B stock is 308. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Dated: July 15, 2015

_____
Mark A. Perry, President

_____
Michael S. Abril, Secretary

2