

Revenue Procedure 2014-11, Retroactive Reinstatement

CHANGE OF ACCOUNTING PERIOD

990

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2019

Open to Public Inspection

A For the 2019 calendar year, or tax year beginning 07/01/19, and ending 12/31/19

B Check if applicable: ☒ Address change ☒ Name change ☐ Initial return ☐ Final return/terminated ☐ Amended return ☐ Application pending	C Name of organization SOUTH UNIVERSITY-MEMBER, LLC - FKA DREAM CENTER SOUTH UNIVERSITY, LLC		D Employer identification number 81-5128459
	Doing business as		E Telephone number 888-444-3404
	Number and street (or P.O. box if mail is not delivered to street address) 709 MALL BOULEVARD		Room/suite
	City or town, state or province, country, and ZIP or foreign postal code SAVANNAH GA 31406		G Gross receipts \$ 99,161,443
	F Name and address of principal officer JOHN PAPP 709 MALL BOULEVARD SAVANNAH GA 31406		H(a) Is this a group return for subordinates? ☐ Yes ☒ No H(b) Are all subordinates included? ☐ Yes ☐ No If "No," attach a list (see instructions)
I Tax-exempt status ☒ 501(c)(3) ☐ 501(c) () (insert no) ☐ 4947(a)(1) or ☐ 527			
J Website WWW.SOUTHUNIVERSITY.EDU			
K Form of organization ☐ Corporation ☐ Trust ☐ Association ☒ Other LLC			
L Year of formation 2017		M State of legal domicile AZ	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities SEE SCHEDULE O				
	2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets				
	3 Number of voting members of the governing body (Part VI, line 1a)	3	5		
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	3		
	5 Total number of individuals employed in calendar year 2019 (Part V, line 2a)	5	2806		
	6 Total number of volunteers (estimate if necessary)	6	0		
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0		
	7b Net unrelated business taxable income from Form 990-T, line 39	7b	0		
	Revenue	8 Contributions and grants (Part VIII, line 1h)		Prior Year	Current Year
		9 Program service revenue (Part VIII, line 2g)		240,292,152	99,161,443
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)			0		
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)			0		
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		240,292,152	99,161,443		
Expenses		13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		22,609,657	12,229,224
		14 Benefits paid to or for members (Part IX, column (A), line 4)			0
		15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		96,562,263	43,961,990
		16a Professional fundraising fees (Part IX, column (A), line 11e)			0
		b Total fundraising expenses (Part IX, column (D), line 25) 0			
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		118,025,460	44,242,960	
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 18)		237,197,380	100,434,174	
	19 Revenue less expenses Subtract line 18 from line 12		3,094,772	-1,272,731	
	Net Assets or Fund Balances	20 Total assets (Part X, line 16)		Beginning of Current Year	End of Year
		21 Total liabilities (Part X, line 26)		106,918,655	76,583,295
22 Net assets or fund balances Subtract line 21 from line 20		96,106,707	39,538,351		
		10,811,948	37,044,944		

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer JOHN PAPP	Date 5/20/20				
	Type or print name and title CFO					
Paid Preparer Use Only	Print/Type preparer's name JOHN A. VANDAVEER, CPA	Preparer's signature JOHN A. VANDAVEER, CPA	Date 05/14/20	Check ☒ if self-employed	PTIN P01297285	
	Firm's name TJS DEEMER DANA LLP	Firm's EIN 58-2663273				
	Firm's address 118 PARK OF COMMERCE DR. SUITE 200 SAVANNAH, GA 31405		Phone no 912-238-1001			
	May the IRS discuss this return with the preparer shown above? (see instructions)					☒ Yes ☐ No

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Form 990 (2019) **SOUTH UNIVERSITY-MEMBER, LLC - FKA 81-5128459**Page **2****Part III Statement of Program Service Accomplishments**

Check if Schedule O contains a response or note to any line in this Part III

☒ **X****1** Briefly describe the organization's mission:**SEE SCHEDULE O****2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?☐ Yes ☒ **X** No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?☐ Yes ☒ **X** No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code) (Expenses \$ **89,886,183** including grants of \$ **12,229,224**) (Revenue \$ **99,141,443**)

SEE SCHEDULE O

4b (Code) (Expenses \$ including grants of \$) (Revenue \$)

N/A

4c (Code) (Expenses \$ including grants of \$) (Revenue \$)

N/A

4d Other program services (Describe on Schedule O)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses **89,886,183**

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in donor-restricted endowments or in quasi endowments? If "Yes," complete Schedule D, Part V		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	X	
b Did the organization report an amount for investments—other securities in Part X, line 12, that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		X
c Did the organization report an amount for investments—program related in Part X, line 13, that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		X
d Did the organization report an amount for other assets in Part X, line 15, that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX		X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	X	
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II		X

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	Yes	No
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Did the organization report any amount on Part X, line 5 or 22, for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions, for applicable filing thresholds, conditions, and exceptions)		
a A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of any individual described in line 28a? <i>If "Yes," complete Schedule L, Part IV</i>		X
c A 35% controlled entity of one or more individuals and/or organizations described in lines 28a or 28b? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	X	
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note: All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V ☐

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1038	
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	

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Form 990 (2019) **SOUTH UNIVERSITY-MEMBER, LLC - FKA 81-5128459**Page **5****Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)**

	Yes	No
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	2806
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	X
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation on Schedule O	3b	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b If "Yes," enter the name of the foreign country See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR)		
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7 Organizations that may receive deductible contributions under section 170(c).		
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X
d If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8 Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8	
9 Sponsoring organizations maintaining donor advised funds.		
a Did the sponsoring organization make any taxable distributions under section 4966?	9a	
b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b	
10 Section 501(c)(7) organizations. Enter		
a Initiation fees and capital contributions included on Part VIII, line 12	10a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11 Section 501(c)(12) organizations. Enter		
a Gross income from members or shareholders	11a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.		
a Is the organization licensed to issue qualified health plans in more than one state? Note: See the instructions for additional information the organization must report on Schedule O	13a	
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c Enter the amount of reserves on hand	13c	
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation on Schedule O	14b	
15 Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see instructions and file Form 4720, Schedule N	15	X
16 Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O	16	X

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Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes on Schedule O. See instructions. Check if Schedule O contains a response or note to any line in this Part VI ☒

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain on Schedule O	5	
b Enter the number of voting members included on line 1a, above, who are independent	3	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person?	3	X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5	X
6 Did the organization have members or stockholders?	6	X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	8a	X
b Each committee with authority to act on behalf of the governing body?	8b	X
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses on Schedule O	9	X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a	X
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	X
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X
b Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	X
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	X
13 Did the organization have a written whistleblower policy?	13	X
14 Did the organization have a written document retention and destruction policy?	14	X
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	15a	X
b Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)	15b	X
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **GA**
- 18** Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain on Schedule O)
- 19** Describe on Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records **▶**

JOHN PAPP
SAVANNAH

709 MALL BLVD

GA 31406

888-444-3404

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Form 990 (2019) **SOUTH UNIVERSITY-MEMBER, LLC - FKA 81-5128459**Page **7****Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**Check if Schedule O contains a response or note to any line in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
 - List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
 - List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
 - List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
 - List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.
- See instructions for the order in which to list the persons above.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and title	(B) Average hours per week per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) KATHLEEN FARLEY MANAGER	1.00 0.00	X						0	0	0
(2) MICHAEL COLEGROVE MANAGER	1.00 0.00	X						0	0	0
(3) MIKE KENDRICK MANAGER	1.00 0.00	X						0	0	0
(4) STEVE YOHO CHANCELLOR	50.00 0.00	X		X				308,448	0	0
(5) JOHN PAPP CFO	50.00 0.00	X		X				162,413	27,846	0
(6) MABLE H. SMITH DEAN OF NURSING	50.00 0.00					X		231,854	0	0
(7) CURTIS E. JONES DEAN OF PHARMACY	50.00 0.00					X		209,502	0	0
(8) MATT GAVLIK CAMPUS PRESIDENT	50.00 0.00					X		174,230	28,361	0
(9) GINA SCARBORO DEAN OF COLLEGE	50.00 0.00					X		201,340	0	0
(10) CHERYL NOLL DEAN OF COLLEGE	50.00 0.00					X		184,102	0	0
(11)										

Revenue Procedure 2014-11, Retroactive Reinstatement

Form 990 (2019) **SOUTH UNIVERSITY-MEMBER, LLC - FKA 81-5128459**Page **8****Part VII** Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (*continued*)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
1b Subtotal								1,471,889	56,207	
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								1,471,889	56,207	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **7**

- 3** Did the organization list any former officer, director, trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

Revenue Procedure 2014-11, Retroactive Reinstatement

Form 990 (2019) **SOUTH UNIVERSITY-MEMBER, LLC - FKA 81-5128459**Page **9****Part VIII Statement of Revenue**Check if Schedule O contains a response or note to any line in this Part VIII ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f				
	g	Noncash contributions included in lines 1a-1f	1g	\$			
	h	Total. Add lines 1a-1f					
Program Service Revenue	Business Code						
	2a	TUITION AND FEES	611600	99,274,738	99,274,738		
	b	OTHER & AUXILIARY SERVICES	611600	-113,295	-113,295		
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		99,161,443			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)					
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6a	Gross rents	(i) Real	(ii) Personal			
	b	Less rental expenses	6b				
	c	Rental inc or (loss)	6c				
	d	Net rental income or (loss)					
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
	b	Less cost or other basis and sales exps	7b				
	c	Gain or (loss)	7c				
	d	Net gain or (loss)					
	8a	Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18	8a				
	b	Less direct expenses	8b				
	c	Net income or (loss) from fundraising events					
	9a	Gross income from gaming activities See Part IV, line 19	9a				
	b	Less direct expenses	9b				
	c	Net income or (loss) from gaming activities					
	10a	Gross sales of inventory, less returns and allowances	10a				
b	Less cost of goods sold	10b					
c	Net income or (loss) from sales of inventory						
Miscellaneous Revenue	Business Code						
	11a						
	b						
	c						
	d	All other revenue					
	e	Total. Add lines 11a-11d					
12	Total revenue. See instructions		99,161,443	99,161,443	0	0	

Form **990** (2019)

Revenue Procedure 2014-11, Retroactive Reinstatement

Form 990 (2019) **SOUTH UNIVERSITY-MEMBER, LLC - FKA 81-5128459**Page **10****Part IX Statement of Functional Expenses***Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A)*Check if Schedule O contains a response or note to any line in this Part IX ☐**Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.**

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments See Part IV, line 21				
2 Grants and other assistance to domestic individuals See Part IV, line 22	12,229,224	12,229,224		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	470,862	235,431	235,431	
6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	43,491,128	38,320,111	5,171,017	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (nonemployees)				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services See Part IV, line 7				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	8,057,747	7,099,681	958,066	
12 Advertising and promotion	12,661,442	11,155,997	1,505,445	
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy	8,186,615	7,213,227	973,388	
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	1,034,296		1,034,296	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	3,562,411	3,562,411		
23 Insurance				
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a BAD DEBT	5,102,534	5,102,534		
b RESTRUCTURING EXPENSE	4,626,000	4,075,969	550,031	
c OTHER EXPENSES	1,011,915	891,598	120,317	
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	100,434,174	89,886,183	10,547,991	0
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ☐ if following SOP 98-2 (ASC 958-720)				

Revenue Procedure 2014-11, Retroactive Reinstatement

Form 990 (2019) **SOUTH UNIVERSITY-MEMBER, LLC - FKA 81-5128459**Page **11****Part X Balance Sheet**Check if Schedule O contains a response or note to any line in this Part X ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing	15,143,199	1	10,401,930
	2 Savings and temporary cash investments	697,917	2	799,196
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	40,048,977	4	30,101,083
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	2,083,771	9	2,384,326
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 36,302,349		
	b Less accumulated depreciation	10b 7,001,154	10c	29,301,195
	11 Investments—publicly traded securities		11	
	12 Investments—other securities See Part IV, line 11		12	
	13 Investments—program-related See Part IV, line 11		13	
	14 Intangible assets	14,665	14	
	15 Other assets See Part IV, line 11	17,710,158	15	3,595,565
16 Total assets. Add lines 1 through 15 (must equal line 33)	106,918,655	16	76,583,295	
Liabilities	17 Accounts payable and accrued expenses	25,611,798	17	17,542,815
	18 Grants payable		18	
	19 Deferred revenue	32,972,237	19	9,442,252
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	37,522,672	25	12,553,284
	26 Total liabilities. Add lines 17 through 25	96,106,707	26	39,538,351
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here ☒ and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions	10,771,842	27	37,011,238
	28 Net assets with donor restrictions	40,106	28	33,706
	Organizations that do not follow FASB ASC 958, check here ☐ and complete lines 29 through 33.			
	29 Capital stock or trust principal, or current funds		29	
	30 Paid-in or capital surplus, or land, building, or equipment fund		30	
	31 Retained earnings, endowment, accumulated income, or other funds		31	
	32 Total net assets or fund balances	10,811,948	32	37,044,944
	33 Total liabilities and net assets/fund balances	106,918,655	33	76,583,295

Form **990** (2019)

Revenue Procedure 2014-11, Retroactive Reinstatement

Form 990 (2019) **SOUTH UNIVERSITY-MEMBER, LLC - FKA 81-5128459**Page **12****Part XI Reconciliation of Net Assets**Check if Schedule O contains a response or note to any line in this Part XI ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	99,161,443
2	Total expenses (must equal Part IX, column (A), line 25)	2	100,434,174
3	Revenue less expenses Subtract line 2 from line 1	3	-1,272,731
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	10,811,948
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain on Schedule O)	9	27,505,727
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	37,044,944

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII ☐

	Yes	No
1 Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis	2a	X
b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis	2b	X
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O	2c	X
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits	3b	X

Form **990** (2019)

Revenue Procedure 2014-11, Retroactive Reinstatement

SCHEDULE A
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No 1545-0047

2019Open to Public
Inspection

Name of the organization

**SOUTH UNIVERSITY-MEMBER, LLC - FKA
DREAM CENTER SOUTH UNIVERSITY, LLC**

Employer identification number

81-5128459**Part I Reason for Public Charity Status** (All organizations must complete this part) See instructions

The organization is not a private foundation because it is (For lines 1 through 12, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 ☒ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E (Form 990 or 990-EZ)) 02
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II)
- 9 ☐ An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions) Enter the name, city, and state of the college or university
- 10 ☐ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
- 11 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 12 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2).** See **section 509(a)(3).** Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g
- a ☐ **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization You must complete **Part IV, Sections A and B.**
- b ☐ **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s) You must complete **Part IV, Sections A and C.**
- c ☐ **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions) You must complete **Part IV, Sections A, D, and E.**
- d ☐ **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions) You must complete **Part IV, Sections A and D, and Part V.**
- e ☐ Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization
- f Enter the number of supported organizations
- g Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
(A)						
(B)						
(C)						
(D)						
(E)						
Total						

For Paperwork Reduction Act Notice, see the instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2019

Revenue Procedure 2014-11, Retroactive Reinstatement

Schedule A (Form 990 or 990-EZ) 2019

SOUTH UNIVERSITY-MEMBER, LLC - FKA 81-5128459

Page 2

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
11 Total support. Add lines 7 through 10						

12 Gross receipts from related activities, etc. (see instructions) **12****13** **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ► ☐**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2019 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2018 Schedule A, Part II, line 14	15	%

16a **33 1/3% support test—2019.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☐**b** **33 1/3% support test—2018.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☐**17a** **10%-facts-and-circumstances test—2019.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► ☐**b** **10%-facts-and-circumstances test—2018.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► ☐**18** **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► ☐

Schedule A (Form 990 or 990-EZ) 2019

Revenue Procedure 2014-11, Retroactive Reinstatement

Schedule A (Form 990 or 990-EZ) 2019

SOUTH UNIVERSITY-MEMBER, LLC - FKA 81-5128459

Page 3

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ☐						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2019 (line 8, column (f), divided by line 13, column (f))	15	%
16 Public support percentage from 2018 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2019 (line 10c, column (f), divided by line 13, column (f))	17	%
18 Investment income percentage from 2018 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests—2019. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ☐

b 33 1/3% support tests—2018. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ☐

Revenue Procedure 2014-11, Retroactive Reinstatement

Schedule A (Form 990 or 990-EZ) 2019

SOUTH UNIVERSITY-MEMBER, LLC - FKA 81-5128459

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Part IV Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination.		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.		
4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI , including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI .		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI .		
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI .		
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI .		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer 10b below.		
b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)		

Schedule A (Form 990 or 990-EZ) 2019

Revenue Procedure 2014-11, Retroactive Reinstatement

Schedule A (Form 990 or 990-EZ) 2019

SOUTH UNIVERSITY-MEMBER, LLC - FKA 81-5128459

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Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
b A family member of a person described in (a) above?		
c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI .		

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.		

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		

Section E. Type III Functionally-Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).		
a ☐ The organization satisfied the Activities Test. Complete line 2 below.		
b ☐ The organization is the parent of each of its supported organizations. Complete line 3 below.		
c ☐ The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2 Activities Test. Answer (a) and (b) below.		
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.	Yes	No
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.		
3 Parent of Supported Organizations. Answer (a) and (b) below.		
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI .		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.		

Revenue Procedure 2014-11, Retroactive Reinstatement

Schedule A (Form 990 or 990-EZ) 2019

SOUTH UNIVERSITY-MEMBER, LLC - FKA 81-5128459

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Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

- 1 ☐ Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI). See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year)		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI)		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	

7 ☐ Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions)

Schedule A (Form 990 or 990-EZ) 2019

Revenue Procedure 2014-11, Retroactive Reinstatement

Schedule A (Form 990 or 990-EZ) 2019 **SOUTH UNIVERSITY-MEMBER, LLC - FKA 81-5128459**

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Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions		Current Year	
1	Amounts paid to supported organizations to accomplish exempt purposes		
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity		
3	Administrative expenses paid to accomplish exempt purposes of supported organizations		
4	Amounts paid to acquire exempt-use assets		
5	Qualified set-aside amounts (prior IRS approval required)		
6	Other distributions (describe in Part VI) See instructions		
7	Total annual distributions. Add lines 1 through 6		
8	Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI) See instructions		
9	Distributable amount for 2019 from Section C, line 6		
10	Line 8 amount divided by line 9 amount		

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2019	(iii) Distributable Amount for 2019
1 Distributable amount for 2019 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2019 (reasonable cause required-explain in Part VI) See instructions			
3 Excess distributions carryover, if any, to 2019			
a From 2014			
b From 2015			
c From 2016			
d From 2017			
e From 2018			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2019 distributable amount			
i Carryover from 2014 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2019 from Section D, line 7 \$			
a Applied to underdistributions of prior years			
b Applied to 2019 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2019, if any Subtract lines 3g and 4a from line 2 For result greater than zero, explain in Part VI See instructions			
6 Remaining underdistributions for 2019 Subtract lines 3h and 4b from line 1 For result greater than zero, explain in Part VI See instructions			
7 Excess distributions carryover to 2020. Add lines 3j and 4c			
8 Breakdown of line 7			
a Excess from 2015			
b Excess from 2016			
c Excess from 2017			
d Excess from 2018			
e Excess from 2019			

Schedule A (Form 990 or 990-EZ) 2019

Revenue Procedure 2014-11, Retroactive Reinstatement

Schedule A (Form 990 or 990-EZ) 2019

SOUTH UNIVERSITY-MEMBER, LLC - FKA 81-5128459Page **8**

Part VI **Supplemental Information.** Provide the explanations required by Part II, line 10, Part II, line 17a or 17b, Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c, Part IV, Section B, lines 1 and 2, Part IV, Section C, line 1, Part IV, Section D, lines 2 and 3, Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b, Part V, line 1, Part V, Section B, line 1e, Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

Revenue Procedure 2014-11, Retroactive Reinstatement

**SCHEDULE D
(Form 990)**Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**▶ Complete if the organization answered "Yes" on Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No 1545-0047

2019Open to Public
Inspection

Name of the organization

Employer identification number

**SOUTH UNIVERSITY-MEMBER, LLC - FKA
DREAM CENTER SOUTH UNIVERSITY, LLC****81-5128459****Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 6

- 1 Total number at end of year
- 2 Aggregate value of contributions to (during year)
- 3 Aggregate value of grants from (during year)
- 4 Aggregate value at end of year

(a) Donor advised funds

(b) Funds and other accounts

- 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?
- 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

☐ Yes ☐ No☐ Yes ☐ No**Part II Conservation Easements.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

- 1 Purpose(s) of conservation easements held by the organization (check all that apply)

- ☐ Preservation of land for public use (for example, recreation or education) ☐ Preservation of a historically important land area
- ☐ Protection of natural habitat ☐ Preservation of a certified historic structure
- ☐ Preservation of open space

- 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Tax Year
2a	
2b	
2c	
2d	

- a Total number of conservation easements
- b Total acreage restricted by conservation easements
- c Number of conservation easements on a certified historic structure included in (a)
- d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register
- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶
- 4 Number of states where property subject to conservation easement is located ▶
- 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No
- 6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶
- 7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \$
- 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No
- 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 8

- 1a If the organization elected, as permitted under FASB ASC 958, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide in Part XIII the text of the footnote to its financial statements that describes these items
- b If the organization elected, as permitted under FASB ASC 958, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items
 - (i) Revenue included on Form 990, Part VIII, line 1 ▶ \$
 - (ii) Assets included in Form 990, Part X ▶ \$
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under FASB ASC 958 relating to these items
 - a Revenue included on Form 990, Part VIII, line 1 ▶ \$
 - b Assets included in Form 990, Part X ▶ \$

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2019

Revenue Procedure 2014-11, Retroactive Reinstatement

Schedule D (Form 990) 2019 **SOUTH UNIVERSITY-MEMBER, LLC - FKA 81-5128459**Page **2****Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)**

3 Using the organization's acquisition, accession, and other records, check any of the following that make significant use of its collection items (check all that apply)

- a ☐ Public exhibition
 b ☐ Scholarly research
 c ☐ Preservation for future generations
 d ☐ Loan or exchange program
 e ☐ Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table

- c Beginning balance
 d Additions during the year
 e Distributions during the year
 f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?

☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII

Part V Endowment Funds.

Complete if the organization answered "Yes" on Form 990, Part IV, line 10

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

- a Board designated or quasi-endowment ▶ %
 b Permanent endowment ▶ %
 c Term endowment ▶ %

The percentages on lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

- (i) Unrelated organizations
 (ii) Related organizations

b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?

	Yes	No
3a(i)		
3a(ii)		
3b		

4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		23,987,265	3,182,294	20,804,971
d Equipment		7,157,987	2,954,479	4,203,508
e Other		5,157,097	864,381	4,292,716
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10c)				29,301,195

Schedule D (Form 990) 2019

Revenue Procedure 2014-11, Retroactive Reinstatement

Schedule D (Form 990) 2019 **SOUTH UNIVERSITY-MEMBER, LLC - FKA 81-5128459**Page **3****Part VII Investments – Other Securities.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12)		

Part VIII Investments – Program Related.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c See Form 990, Part X, line 13

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 13)		

Part IX Other Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d See Form 990, Part X, line 15

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15)	

Part X Other Liabilities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f See Form 990, Part X, line 25

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DEFERRED RENT	10,550,246
(3) MISC LONG-TERM LIABILITIES	2,003,038
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25)	12,553,284

2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FASB ASC 740 Check here if the text of the footnote has been provided in Part XIII ☒

Revenue Procedure 2014-11, Retroactive Reinstatement

Schedule D (Form 990) 2019 **SOUTH UNIVERSITY-MEMBER, LLC - FKA 81-5128459**Page **4****Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a

1	Total revenue, gains, and other support per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains (losses) on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)		5	

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)		5	

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X - FIN 48 FOOTNOTE

THE UNIVERSITY IS A NOT-FOR-PROFIT CORPORATION THAT IS EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE ("IRC ") WHEREBY ONLY UNRELATED BUSINESS INCOME AS DEFINED BY SECITON 512(A)(1) OF THE IRC IS SUBJECT TO FEDERAL INCOME TAX. THERE WAS NO SIGNIFICANT UNRELATED BUSINESS INCOME FOR THE PERIOD OF JANUARY 7, 2019 TO DECEMBER 31, 2019. ACCORDINGLY, NO PROVISION OR LIABILITY FOR FEDERAL OR STATE INCOME TAXES IS RECORDED IN THESE CONSOLIDATED FINANCIAL STATEMENTS.

THE FASB REQUIRES MANAGEMENT TO ANNUALLY EVALUATE THE UNIVERSITY'S TAX POSITIONS, INCLUDING ACCOUNTING AND MEASUREMENT OF UNCERTAIN TAX POSITIONS. FOR THE PERIOD OF JANUARY 7, 2019 TO DECEMBER 31, 2019, MANAGEMENT

Revenue Procedure 2014-11, Retroactive Reinstatement

Schedule D (Form 990) 2019 **SOUTH UNIVERSITY-MEMBER, LLC - FKA 81-5128459**Page **5****Part XIII Supplemental Information** (continued)

CONCLUDED THAT NO UNCERTAIN TAX POSITIONS HAD BEEN TAKEN THAT WOULD REQUIRE ADJUSTMENT TO OR DISCLOSURE IN THE CONSOLIDATED FINANCIAL STATEMENTS. WITH FEW EXCEPTIONS, THE UNIVERSITY IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS BY FEDERAL, STATE OR LOCAL TAX AUTHORITIES FOR YEARS BEFORE 2016.

Revenue Procedure 2014-11, Retroactive Reinstatement

SCHEDULE E
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Schools**

- Complete if the organization answered "Yes" on Form 990, Part IV, line 13, or Form 990-EZ, Part VI, line 48.
 ► Attach to Form 990 or Form 990-EZ.
 ► Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2019Open to Public
Inspection

Name of the organization

**SOUTH UNIVERSITY-MEMBER, LLC - FKA
DREAM CENTER SOUTH UNIVERSITY, LLC**

Employer identification number

81-5128459**Part I**

	YES	NO
1 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	X	
2 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	X	
3 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe. If "No," please explain. If you need more space, use Part II. SOUTH UNIVERSITY: (1) DRAWS THEIR STUDENTS FROM AN EXTENSIVE AREA, MORE THAN THE LOCAL COMMUNITY, AND (2) FOLLOWS A RACIALLY NONDISCRIMINATORY POLICY AS TO THEIR STUDENTS, WE SATISFY THE PUBLICITY REQUIREMENT BY INCLUDING A		X
4 Does the organization maintain the following?		
a Records indicating the racial composition of the student body, faculty, and administrative staff?	X	
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	X	
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	X	
d Copies of all material used by the organization or on its behalf to solicit contributions? If you answered "No" to any of the above, please explain. If you need more space, use Part II. SOUTH UNNIVERSITY - MEMBER DOES NOT SOLICIT CONTRIBUTIONS		X
5 Does the organization discriminate by race in any way with respect to		
a Students' rights or privileges?		X
b Admissions policies?		X
c Employment of faculty or administrative staff?		X
d Scholarships or other financial assistance?		X
e Educational policies?		X
f Use of facilities?		X
g Athletic programs?		X
h Other extracurricular activities? If you answered "Yes" to any of the above, please explain. If you need more space, use Part II.		X
6a Does the organization receive any financial aid or assistance from a governmental agency?	X	
b Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" on either line 6a or line 6b, explain on Part II.		X
7 Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," explain on Part II.	X	

Revenue Procedure 2014-11, Retroactive Reinstatement

Schedule E (Form 990 or 990-EZ) 2019 **SOUTH UNIVERSITY-MEMBER, LLC - FKA 81-5128459** Page 2

Part II **Supplemental Information.** Provide the explanations required by Part I, lines 3, 4d, 5h, 6b, and 7, as applicable. Also provide any other additional information. See instructions.

SCH E - PUBLICATION OF NONDISCRIMINATORY POLICY IN MEDIA EXPLANATION
STATEMENT OF OUR RACIALLY NONDISCRIMINATORY POLICY IN ALL OUR
BROCHURES AND CATALOGS DEALING WITH STUDENT ADMISSIONS,
PROGRAMS, AND SCHOLARSHIPS. ALSO, WE INCLUDE A REFERENCE TO OUR
RACIALLY NONDISCRIMINATORY POLICY ON OUR WEBSITE AND IN OTHER
WRITTEN ADVERTISING THAT WE USE TO INFORM PROSPECTIVE STUDENTS
OF OUR PROGRAMS.

SCH E - FINANCIAL AID OR GOVERNMENT ASSISTANCE EXPLANATION
SOUTH UNIVERSITY PARTICIPATES IN THE FOLLOWING FEDERAL TITLE
IV STUDENT FINANCIAL AID PROGRAMS: FEDERAL PELL, FSEOG, FEDERAL WORK STUDY,
FEDERAL PERKINS LOAN AND VOCATIONAL REHABILITATION PROGRAMS.

Revenue Procedure 2014-11, Retroactive Reinstatement

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

**SOUTH UNIVERSITY-MEMBER, LLC - FKA
DREAM CENTER SOUTH UNIVERSITY, LLC**

► Go to www.irs.gov/Form990 for the latest information.

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

► Attach to Form 990.

OMB No 1545-0047

2019

Open to Public
Inspection

Employer identification number

81-5128459

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
(1)								
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
2	Enter total number of section 501(c)(3) and government organizations listed in the line 1 table							
3	Enter total number of other organizations listed in the line 1 table							

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2019)

DAA

Revenue Procedure 2014-11, Retroactive Reinstatement

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of noncash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
1 GRANTS SCHOLARSHIPS & AID	6083	12,229,224			
2					
3					
4					
5					
6					
7					
Part IV	Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information				

PART I, LINE 2 - PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS

THE SCHOOL AWARDS GRANTS BASED UPON THE FOLLOWING: THE SCHOOL AWARDS SCHOLARSHIPS TO STUDENTS BASED ON MERIT AND FINANCIAL NEED. THE FINANCIAL AID OFFICE AND BUSINESS OFFICE MAINTAIN RECORDS ON WHAT STUDENTS ARE AWARDED, AND THE FINANCIAL AID OFFICE HAS SPECIFIC CRITERIA THAT MUST BE FOLLOWED IN AWARDING AID TO STUDENTS. THE CRITERIA FOR AWARDING AID IS DOCUMENTED BY THE FINANCIAL AID OFFICE. STUDENTS RECEIVING SCHOLARSHIPS AND FELLOWSHIPS ARE JUDGED WORTHY BY THE INSTITUTION'S ASSESSMENT ON THE BASIS OF ACADEMIC ACHIEVEMENTS, FINANCIAL NEED AND OTHER SIMILAR STANDARDS.

Revenue Procedure 2014-11, Retroactive Reinstatement

SCHEDULE J
(Form 990)Department of the Treasury
Internal Revenue Service**Compensation Information**For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No 1545-0047

2019Open to Public
Inspection

Name of the organization

**SOUTH UNIVERSITY-MEMBER, LLC - FKA
DREAM CENTER SOUTH UNIVERSITY, LLC**

Employer identification number

81-5128459**Part I Questions Regarding Compensation****1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| ☐ First-class or charter travel | ☐ Housing allowance or residence for personal use |
| ☐ Travel for companions | ☐ Payments for business use of personal residence |
| ☐ Tax indemnification and gross-up payments | ☐ Health or social club dues or initiation fees |
| ☐ Discretionary spending account | ☐ Personal services (such as maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?**3** Indicate which, if any, of the following the organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|---|---|
| ☒ Compensation committee | ☒ Written employment contract |
| ☐ Independent compensation consultant | ☒ Compensation survey or study |
| ☒ Form 990 of other organizations | ☒ Approval by the board or compensation committee |

4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a–c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5–9.**5** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?

If "Yes" on line 5a or 5b, describe in Part III.

6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?

If "Yes" on line 6a or 6b, describe in Part III.

7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III.**8** Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.**9** If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2019

Revenue Procedure 2014-11, Retroactive Reinstatement

Schedule J (Form 990) 2019 **SOUTH UNIVERSITY-MEMBER, LLC - FKA 81-5128459** Page 2**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

Note: The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
STEVE YOHO	(i) 308,448	0	0	0	0	308,448	0
¹ CHANCELLOR	(ii) 0	0	0	0	0	0	0
JOHN PAPP	(i) 162,413	0	0	0	0	162,413	0
² CFO	(ii) 27,846	0	0	0	0	27,846	0
MABLE H. SMITH	(i) 231,854	0	0	0	0	231,854	0
³ DEAN OF NURSING	(ii) 0	0	0	0	0	0	0
CURTIS E. JONES	(i) 209,502	0	0	0	0	209,502	0
⁴ DEAN OF PHARMACY	(ii) 0	0	0	0	0	0	0
MATT GAVLIK	(i) 174,230	0	0	0	0	174,230	0
⁵ CAMPUS PRESIDENT	(ii) 28,361	0	0	0	0	28,361	0
GINA SCARBORO	(i) 201,340	0	0	0	0	201,340	0
⁶ DEAN OF COLLEGE	(ii) 0	0	0	0	0	0	0
CHERYL NOLL	(i) 184,102	0	0	0	0	184,102	0
⁷ DEAN OF COLLEGE	(ii) 0	0	0	0	0	0	0
⁸	(i) 0	0	0	0	0	0	0
⁹	(i) 0	0	0	0	0	0	0
¹⁰	(i) 0	0	0	0	0	0	0
¹¹	(i) 0	0	0	0	0	0	0
¹²	(i) 0	0	0	0	0	0	0
¹³	(i) 0	0	0	0	0	0	0
¹⁴	(i) 0	0	0	0	0	0	0
¹⁵	(i) 0	0	0	0	0	0	0
¹⁶	(i) 0	0	0	0	0	0	0

Schedule J (Form 990) 2019

Revenue Procedure 2014-11, Retroactive Reinstatement

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

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SCHEDULE O
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ**Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2019Open to Public
Inspection

Name of the organization

**SOUTH UNIVERSITY-MEMBER, LLC - FKA
DREAM CENTER SOUTH UNIVERSITY, LLC**

Employer identification number

81-5128459**FORM 990 - ORGANIZATION'S MISSION**

SOUTH UNIVERSITY IS A PRIVATE ACADEMIC INSTITUTION DEDICATED TO PROVIDING EDUCATIONAL OPPORTUNITIES FOR THE INTELLECTUAL, SOCIAL, AND PROFESSIONAL DEVELOPMENT OF A DIVERSE STUDENT POPULATION.

TO ACHIEVE THIS PURPOSE, THE INSTITUTION OFFERS FOCUSED AND BALANCED CURRICULA AT THE ASSOCIATE'S, BACCALAUREATE, MASTER'S AND DOCTORAL LEVELS. A BROAD-BASED CORE CURRICULUM IS OFFERED, PROMOTING CRITICAL THINKING, EFFECTIVE VERBAL AND WRITTEN COMMUNICATION, AND SKILLS FOR LIFE-LONG LEARNING. ADDITIONALLY, THE UNIVERSITY FOCUSES ON DEVELOPING THE REQUISITES TO PURSUE AND APPRECIATE KNOWLEDGE.

SOUTH UNIVERSITY'S APPROACH TO HIGHER EDUCATION AND THE RESULTING VARIED ACADEMIC EXPERIENCES PROVIDE STUDENTS WITH THE INTELLECTUAL ACUMEN AND PRAGMATIC APPROACH NECESSARY TO CREATE THE FOUNDATION FOR PERSONAL AND PROFESSIONAL FULFILLMENT.

SOUTH UNIVERSITY ATTEMPTS TO PROVIDE A COMPREHENSIVE EDUCATION THAT INSTILLS WITHIN ITS STUDENTS A PHILOSOPHY THAT VALUES NOT ONLY LEARNING AND PROFESSIONALISM, BUT ALSO CONTRIBUTION AND COMMITMENT TO THE ADVANCEMENT OF COMMUNITY.

BELIEVING THAT QUALIFIED INDIVIDUALS SHOULD HAVE THE PRIVILEGE OF FORMAL ACADEMIC TRAINING, SOUTH UNIVERSITY WELCOMES THOSE WHO SEEK EDUCATIONAL CHALLENGES. TO THIS END, THE UNIVERSITY PROVIDES A LEARNING ENVIRONMENT,

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BOTH ON CAMPUS AND ONLINE, THAT HELPS STUDENTS IDENTIFY GOALS AND THE MEANS TO ACHIEVE THEM. WITH THIS PHILOSOPHY IN MIND, STUDENTS LEARN BY INTERACTING WITH A COMMUNITY OF FACULTY, STAFF, AND ADMINISTRATION DEDICATED TO SOUTH UNIVERSITY'S ACADEMIC PURPOSE.

FORM 990, PART III, LINE 4A - FIRST ACCOMPLISHMENT

SOUTH UNIVERSITY IS A PRIVATE, NONPROFIT ACADEMIC INSTITUTION DEDICATED TO PROVIDING EDUCATIONAL OPPORTUNITIES FOR THE INTELLECTUAL, SOCIAL AND PROFESSIONAL DEVELOPMENT OF A DIVERSE STUDENT POPULATION. SOUTH UNIVERSITY IS RECOGNIZED AS A 501(C)(3) ENTITY BY THE INTERNAL REVENUE SERVICE, DEPARTMENT OF THE TREASURY. SOUTH UNIVERSITY IS ACCREDITED BY THE SOUTHERN ASSOCIATION OF COLLEGES AND SCHOOLS COMMISSION ON COLLEGES TO AWARD ASSOCIATE, BACCALAUREATE, MASTERS AND DOCTORATE DEGREES.

WITH 10 LOCATIONS IN ALABAMA, FLORIDA, GEORGIA, NORTH CAROLINA, SOUTH CAROLINA, TEXAS, AND VIRGINIA, SOUTH UNIVERSITY'S APPROACH TO HIGHER EDUCATION, AND THE RESULTING VARIED ACADEMIC EXPERIENCES, PROVIDES STUDENTS WITH THE PRAGMATIC APPROACH NECESSARY TO CREATE THE FOUNDATION FOR PERSONAL AND PROFESSIONAL FULFILLMENT.

THE UNIVERSITY PROVIDES A LEARNING ENVIRONMENT, BOTH ON-CAMPUS AND ONLINE, THAT HELPS STUDENTS IDENTIFY GOALS AND THE MEANS TO ACHIEVE THEM. WITH THIS PHILOSOPHY IN MIND, STUDENTS CAN LEARN BY INTERACTING WITH A COMMUNITY OF FACULTY, STAFF AND ADMINISTRATION DEDICATED TO SOUTH UNIVERSITY'S ACADEMIC PURPOSE.

SOUTH UNIVERSITY OFFERS ACADEMIC PROGRAMS ACROSS ITS 10 CAMPUSES AND

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Schedule O (Form 990 or 990-EZ) (2019)

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THROUGH ONLINE PROGRAMS. THE UNIVERSITY'S ACADEMICS ARE ORGANIZED ACROSS FIVE COLLEGES: ARTS AND SCIENCES, BUSINESS, HEALTH PROFESSIONS, NURSING AND PUBLIC HEALTH, THEOLOGY - AND A SCHOOL OF PHARMACY.

IN FALL 2019, A TOTAL OF 10,914 STUDENTS ENROLLED AT SOUTH UNIVERSITY CAMPUSES AND ONLINE WITH 57% WHO ATTEND FULLY ONLINE. MORE THAN 39% OF STUDENTS ARE ENROLLED IN GRADUATE PROGRAMS. SIXTY-THREE PERCENT OF STUDENTS ARE FROM DIVERSE POPULATIONS - AND 80% OF STUDENTS ARE FEMALE.

FORM 990, PART VI, LINE 6 - CLASSES OF MEMBERS OR STOCKHOLDERS
THE ORGANIZATION HAS A MEMBER

FORM 990, PART VI, LINE 11B - ORGANIZATION'S PROCESS TO REVIEW FORM 990
FORM 990 WILL BE REVIEWED AND APPROVED BY THE CURRENT CFO BEFORE FILING.

FORM 990, PART VI, LINE 12C - ENFORCEMENT OF CONFLICTS POLICY
EACH DIRECTOR, PRINCIPAL OFFICER, AND MEMBER OF A COMMITTEE WITH GOVERNING BOARD DELEGATED POWERS SHOULD ANNUALLY SIGN A STATEMENT WHICH AFFIRMS THAT PERSON: (A) HAS RECEIVED A COPY OF THE CONFLICTS OF INTEREST POLICY; (B) HAS READ AND UNDERSTANDS THE POLICY; (C) HAS AGREED TO COMPLY WITH THE POLICY; AND (D) UNDERSTANDS THAT THE ORGANIZATION IS CHARITABLE AND THAT IN ORDER TO MAINTAIN ITS FEDERAL TAX EXEMPTION, IT MUST ENGAGE PRIMARILY IN ACTIVITIES WHICH ACCOMPLISH ONE OR MORE OF ITS TAX-EXEMPT PURPOSES.

TO ENSURE THAT THE ORGANIZATION OPERATES IN A MANNER CONSISTENT WITH CHARITABLE PURPOSES AND DOES NOT ENGAGE IN ACTIVITIES THAT COULD JEOPARDIZE

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81-5128459

ITS TAX-EXEMPT STATUS, PERIODIC REVIEW SHOULD BE CONDUCTED AT LEAST ANNUALLY. THE PERIODIC REVIEW SHOULD, AT A MINIMUM, INCLUDE: (A) WHETHER COMPENSATION ARRANGEMENTS AND BENEFITS ARE REASONABLE, BASED ON COMPETENT SURVEY INFORMATION AND THE RESULT OF ARM'S LENGTH BARGAINING; AND (B) WHETHER PARTNERSHIPS, JOINT VENTURES, AND ARRANGEMENTS WITH MANAGEMENT CORPORATIONS CONFORM TO THE ORGANIZATION'S WRITTEN POLICIES, ARE PROPERLY RECORDED, REFLECT REASONABLE INVESTMENT OR PAYMENTS FOR GOODS AND SERVICES, FURTHER CHARITABLE PURPOSES AND DO NOT RESULT IN INUREMENT, IMPERMISSIBLE PRIVATE BENEFIT OR IN AN EXCESS BENEFIT TRANSACTION.

FORM 990, PART VI, LINE 15A - COMPENSATION PROCESS FOR TOP OFFICIAL
THE BOARD OF SOUTH UNIVERSITY DEVELOPS THE COMPENSATION ARRANGEMENTS FOR CHIEF EMPLOYED EXECUTIVES, OFFICERS, AND KEY EMPLOYEES. THE ARRANGEMENTS ARE REVIEWED AND APPROVED BY THE SOUTH UNIVERSITY BOARD OR DELEGATED COMMITTEE OF THE BOARD. THE PROCESS UTILIZES IMPARTIAL DECISION MAKERS, COMPARABILITY DATA, AND CONCURRENT DOCUMENTATION IN SETTING COMPENSATION.

FORM 990, PART VI, LINE 15B - COMPENSATION PROCESS FOR OFFICERS
THE BOARD OF SOUTH UNIVERSITY DEVELOPS THE COMPENSATION ARRANGEMENTS FOR CHIEF EMPLOYED EXECUTIVES, OFFICERS, AND KEY EMPLOYEES. THE ARRANGEMENTS ARE REVIEWED AND APPROVED BY THE SOUTH UNIVERSITY BOARD OR DELEGATED COMMITTEE OF THE BOARD. THE PROCESS UTILIZES IMPARTIAL DECISION MAKERS, COMPARABILITY DATA, AND CONCURRENT DOCUMENTATION IN SETTING COMPENSATION.

FORM 990, PART VI, LINE 19 - GOVERNING DOCUMENTS DISCLOSURE EXPLANATION
GOVERNING DOCUMENTS ARE MADE AVAILABLE TO THE PUBLIC UPON REQUEST

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81-5128459

FORM 990, PART XI, LINE 9 - OTHER CHANGES IN NET ASSETS EXPLANATION

OTHER INCREASES \$ 27,505,727

OTHER CHANGES:

DEBT RESTRUCTURING - \$25,000,000

CAPITAL CONTRIBUTION - \$ 2,156,000

RESTRUCTURING - \$ 349,727

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SCHEDULE R
(Form 990)

Related Organizations and Unrelated Partnerships

► Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
► Attach to Form 990.

Department of the Treasury
Internal Revenue Service

Name of the organization

SOUTH UNIVERSITY-MEMBER, LLC - FKA
DREAM CENTER SOUTH UNIVERSITY, LLC

► Go to www.irs.gov/Form990 for instructions and the latest information.

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Part I Identification of Disregarded Entities. Complete if the organization answered "Yes" on Form 990, Part IV, line 33

	(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)	SOUTH UNIVERSITY SAVANNAH, LLC 709 MALL BOULEVARD SAVANNAH GA 31406 82-1659323	EDUCATION	GA	57,407,783	38,956,106	SU
(2)	SOUTH UNIVERSITY OF ALABAMA, LLC 709 MALL BOULEVARD SAVANNAH GA 31406 63-0314610	EDUCATION	AL	3,386,131	2,379,430	SU
(3)	SOUTH UNIVERSITY FLORIDA, LLC 709 MALL BOULEVARD SAVANNAH GA 31406 82-1659466	EDUCATION	FL	15,878,031	10,621,870	SU
(4)	SOUTH UNIVERSITY RESEARCH II, LLC 709 MALL BOULEVARD SAVANNAH GA 31406 47-2323744	EDUCATION	AZ	15,558	14,232	SU
(5)	SOUTH UNIVERSITY OF NORTH CAROLINA 709 MALL BOULEVARD SAVANNAH GA 31406 82-1700371	EDUCATION	NC	59,345	2,142,823	SU

Part II Identification of Related Tax-Exempt Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related tax-exempt organizations during the tax year

	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
							Yes	No
(1)	EDUCATION PRINCIPLE FOUNDATION 888 SEVENTH AVE, 29TH FLOOR NEW YORK NY 10106 46-4265864	EDUCATION	DE	501C3	PF	N/A		X
(2)	THE ARTS INSTITUTES INTERNATIONAL, 615 MCMICHAEL RD PITTSBURGH PA 15205 81-5126041	EDUCATION	PA	501C3	2	EPF		X
(3)	MIAMI INTERNATIONAL UNIVERSITY OF A 1501 BISCAYNE BLVD MIAMI FL 33132 82-1491664	EDUCATION	FL	501C3	2	AI		X
(4)	THE ART INSTITUTE OF ATLANTA AII, L 6600 PEACHTREE DUNWOODY RD ATLANTA GA 30328 82-1730615	EDUCATION	GA	501C3	2	AI		X
(5)	THE ART INSTITUTE OF HOUSTON, LLC 4140 SOUTHWEST FREEWAY HOUSTON TX 77027 81-5166672	EDUCATION	TX	501C3	2	AI		X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

DAA

Schedule R (Form 990) 2019

Revenue Procedure 2014-11, Retroactive Reinstatement

SCHEDULE R
(Form 990)Department of the Treasury
Internal Revenue Service

Name of the organization

SOUTH UNIVERSITY-MEMBER, LLC - FKA
DREAM CENTER SOUTH UNIVERSITY, LLC► Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
► Attach to Form 990.► Go to www.irs.gov/Form990 for instructions and the latest information.OMB No. 1545-0047
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Open to Public
InspectionEmployer identification number
81-5128459**Part I Identification of Disregarded Entities.** Complete if the organization answered "Yes" on Form 990, Part IV, line 33

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) SOUTH UNIVERSITY OF CAROLINA, LLC 709 MALL BOULEVARD SAVANNAH GA 31406 58-2338201	EDUCATION	SC	9,274,619	7,561,208	SU
(2) SOUTH EDUCATION TEXAS, LLC 709 MALL BOULEVARD SAVANNAH GA 31406 82-1764908	EDUCATION	TX	4,225,929	4,565,267	SU
(3) SOUTH UNIVERSITY OF VIRGINIA, LL 709 MALL BOULEVARD SAVANNAH GA 31406 82-1842047	EDUCATION	VA	8,914,048	10,342,359	SU
(4)					
(5)					

Part II Identification of Related Tax-Exempt Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) THE ART INSTITUTE OF DALLAS AII, LL 8080 PARK LANE, SUITE 100 DALLAS TX 75231 82-1669380	EDUCATION	TX	501C3	2	MIA		X
(2) AID RESTAURANT AII, LLC 8080 PARK LANE, SUITE 100 DALLAS TX 75231 82-1700204	EDUCATION	TX	501C3	2	DAL		X
(3) THE ART INSTITUTE OF TAMPA, LLC 4401 NORTH HIMES AVENUE TAMPA FL 33614 82-1504077	EDUCATION	FL	501C3	2	MIA		X
(4) AITAMPA RESTAURANT, LLC 4401 NORTH HIMES AVENUE TAMPA FL 33614 82-1639441	EDUCATION	FL	501C3	2	TAM		X
(5) THE ART INSTITUTE OF VIRGINIA BEACH 4500 MAIN STREET, TWO COLUMBUS CTR82-1841799 VIRGINIA BEACH VA 23462	EDUCATION	VA	501C3	2	ATL		X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

DAA

Schedule R (Form 990) 2019

Revenue Procedure 2014-11, Retroactive Reinstatement

SCHEDULE R
(Form 990)Department of the Treasury
Internal Revenue Service

Name of the organization

SOUTH UNIVERSITY-MEMBER, LLC - FKA
DREAM CENTER SOUTH UNIVERSITY, LLC► Go to www.irs.gov/Form990 for instructions and the latest information.

► Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

► Attach to Form 990.

OMB No. 1545-0047

2019

Open to Public
Inspection.

Employer identification number

81-5128459

Part I Identification of Disregarded Entities. Complete if the organization answered "Yes" on Form 990, Part IV, line 33

(1)	(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)						
(2)						
(3)						
(4)						
(5)						

Part II Identification of Related Tax-Exempt Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related tax-exempt organizations during the tax year

	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?
							Yes No
(1)	THE ART INSTITUTE OF SAN ANTONIO AI 10000 IH-10 WEST, SUITE 200 82-1669287 SAN ANTONIO TX 78230	EDUCATION	TX	501C3	2	HOU	X
(2)	THE ART INSTITUTE OF AUSTIN AII, LL 101 WEST LOUIS HENNA BLVD 82-1669178 AUSTIN TX 78728	EDUCATION	TX	501C3	2	HOU	X
(3)	AIH RESTAURANT, LLC 4140 SOUTHWEST FREEWAY 82-1632470 HOUSTON TX 77027	EDUCATION	TX	501C3	2	HOU	X
(4)							
(5)							

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DAA

Schedule R (Form 990) 2019

Revenue Procedure 2014-11, Retroactive Reinstatement

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Schedule R (Form 990) 2019 SOUTH UNIVERSITY-MEMBER, LLC - FKA 81-5128459

Part III Identification of Related Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a partnership during the tax year

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Dispro- portionate alloc ?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1)												
(2)												
(3)												
(4)												

Part IV Identification of Related Organizations Taxable as a Corporation or Trust. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a corporation or trust during the tax year

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1)									
(2)									
(3)									
(4)									

Revenue Procedure 2014-11, Retroactive Reinstatement

Schedule R (Form 990) 2019 SOUTH UNIVERSITY-MEMBER, LLC - FKA 81-5128459

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Part V Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36**Note:** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?**a** Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity**b** Gift, grant, or capital contribution to related organization(s)**c** Gift, grant, or capital contribution from related organization(s)**d** Loans or loan guarantees to or for related organization(s)**e** Loans or loan guarantees by related organization(s)**f** Dividends from related organization(s)**g** Sale of assets to related organization(s)**h** Purchase of assets from related organization(s)**i** Exchange of assets with related organization(s)**j** Lease of facilities, equipment, or other assets to related organization(s)**k** Lease of facilities, equipment, or other assets from related organization(s)**l** Performance of services or membership or fundraising solicitations for related organization(s)**m** Performance of services or membership or fundraising solicitations by related organization(s)**n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)**o** Sharing of paid employees with related organization(s)**p** Reimbursement paid to related organization(s) for expenses**q** Reimbursement paid by related organization(s) for expenses**r** Other transfer of cash or property to related organization(s)**s** Other transfer of cash or property from related organization(s)**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	EDUCATION PRINCIPLE FOUNDATION	C	2,156,000	CASH
(2)				
(3)				
(4)				
(5)				
(6)				

Schedule R (Form 990) 2019

Revenue Procedure 2014-11, Retroactive Reinstatement

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Part VI Unrelated Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(1) Name, address, and EIN of entity	(2) Primary activity	(3) Legal domicile (state or foreign country)	(4) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(5) Are all partners section 501(c)(3) organizations?		(6) Share of total income	(7) Share of end-of-year assets	(8) Disproportionate allocations?		(9) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(10) General or managing partner?		(11) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													
(8)													
(9)													
(10)													
(11)													

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Schedule R (Form 990) 2019 **SOUTH UNIVERSITY-MEMBER, LLC - FKA 81-5128459**

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Part VII

Supplemental Information.

Provide additional information for responses to questions on Schedule R. See Instructions.

Arizona Corporation Commission - RECEIVED: 9/19/2019
 Arizona Corporation Commission - PENDING: 9/19/2019

19092008520106

DO NOT WRITE ABOVE THIS LINE, RESERVED FOR ACC USE ONLY

ARTICLES OF AMENDMENT

Read the Instructions L015!

1. **ENTITY NAME** - give the exact name of the LLC as currently shown in A.C.C. records:

Dream Center South University, LLC

CHECK THE BOX NEXT TO EACH CHANGE BEING MADE AND COMPLETE THE REQUESTED INFORMATION FOR THAT CHANGE.

2. ☒ **ENTITY NAME CHANGE** - type or print the exact NEW name of the LLC in the space below:

South University - Member, LLC

3. ☐ **MEMBER CHANGE (CHANGE IN MEMBERS)** - see Instructions L015! - Use one block per person.
 To REMOVE a member - list the name only of the member being removed and check "Remove member."
 To ADD a member - list the name and address of the member being added and check "Add member."
 To CHANGE ADDRESS only - list the name and NEW address and check "Address change."
 To CHANGE NAME of existing member - list the current name, then the NEW name, and check "Name change."
 If more space is needed, complete and attach the Amendment Attachment for Member form L044.

1.				2.			
Name currently shown in ACC records				Name currently shown in ACC records			
NEW Name				NEW Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City		State or Province	Zip	City		State or Province	Zip
Country				Country			
☐ Address change		☐ Add member		☐ Address change		☐ Add member	
☐ Name change		☐ Remove member		☐ Name change		☐ Remove member	
3.				4.			
Name currently shown in ACC records				Name currently shown in ACC records			
NEW Name				NEW Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City		State or Province	Zip	City		State or Province	Zip
Country				Country			
☐ Address change		☐ Add member		☐ Address change		☐ Add member	
☐ Name change		☐ Remove member		☐ Name change		☐ Remove member	

4. ☐ **MANAGER CHANGE (CHANGE IN MANAGERS)** - Use one block per person -
 To REMOVE a manager - list the name only of the manager being removed and check "Remove manager."
 To ADD a manager - list the name and address of the manager being added and check "Add manager."
 To CHANGE ADDRESS only - list the name and NEW address and check "Address change."
 To CHANGE NAME of existing manager - list the current name, then the NEW name, and check "Name change."
 If more space is needed, complete and attach the Amendment Attachment for Managers form L043.

1. Name currently shown in ALL records		2. Name currently shown in ALL records	
NEW Name		NEW Name	
Address 1		Address 1	
Address 2 (optional)		Address 2 (optional)	
City	State or Province	City	State or Province
Zip		Zip	
Country		Country	
☐ Address change ☐ Add manager ☐ Name change ☐ Remove manager		☐ Address change ☐ Add manager ☐ Name change ☐ Remove manager	

5. ☐ **MANAGEMENT STRUCTURE CHANGE** - see Instructions L0151 - check only one box below and follow instructions. All persons will be listed on the appropriate Attachment form.
☐ CHANGING TO MANAGER-MANAGED LLC - complete and attach the Manager Structure Attachment form L040. The filing will be rejected if it is submitted without the attachment.
☐ CHANGING TO MEMBER-MANAGED LLC - complete and attach the Member Structure Attachment form L041. The filing will be rejected if it is submitted without the attachment.

6. ☐ **STATUTORY AGENT CHANGE - NEW AGENT APPOINTED** - see Instructions L0134

6.1 REQUIRED - give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the NEW statutory agent:		6.2 REQUIRED - mailing address in Arizona of NEW Statutory Agent (can be a P.O. Box): ☐ Check box if same as street address.	
Statutory Agent Name (required)			
Attention (optional)		Attention (optional)	
Address 1		Address 1	
Address 2 (optional)		Address 2 (optional)	
City	State Zip	City	State Zip
6.3 REQUIRED - the Statutory Agent Acceptance form M002 must be submitted along with these Articles of Amendment.			

7. ☐ **STATUTORY AGENT ADDRESS CHANGE - ADDRESS OF CURRENT STATUTORY AGENT** - complete 7.1 and 7.2.

7.1 NEW physical or street address (not a P.O. Box) in Arizona of the existing statutory agent:		7.2 NEW mailing address in Arizona of the existing statutory agent (can be a P.O. Box):	
Attention (optional)		Attention (optional)	
Address 1		Address 1	
Address 2 (optional)		Address 2 (optional)	
City	State Zip	City	State Zip

8. ☐ **PRINCIPAL ADDRESS CHANGE:**

8.1 Is the NEW principal address the same as the street address of the statutory agent?

- ☐ Yes - go to number 9 and continue
- ☐ No - go to number 8.2 and continue

8.2 If you answered "No" to number 8.1, give the NEW principal address (can be outside of Arizona and can be a P.O. Box.)

Attention (optional)		
Address 1		
Address 2 (optional)		
City	State or Provincial	Zip
Country		

9. ☐ **ENTITY TYPE CHANGE -** If changing entity type, check one and follow instructions:

- ☐ Changing to a PROFESSIONAL LLC - number 10 must also be completed.
- ☐ Changing to a NON-PROFESSIONAL LLC (professional LLC becoming a regular LLC).

10. ☐ **PROFESSIONAL SERVICES CHANGE -** describe the NEW type of professional services the professional LLC will render.11. ☒ **OTHER AMENDMENT -** If an amendment was made that was not addressed by the check boxes on this form, then you must attach to these Articles of Amendment a complete copy of the LLC's written amendment.**SIGNATURE:**

By checking this box marked "I accept" below, I acknowledge under penalty of law that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Steven K. Yoho

09/11/19

REQUIRED - check only one and fill in the corresponding blank (if signing for an entity):

☒ I am an individual authorized to sign this document.	☐ I am signing on behalf of an entity that is authorized to sign this document.

Filing Fee: \$25.00 (regular processing)

Expedited processing - add \$35.00 to filing fee.

All fees are non-refundable - see instructions.

Mail: Arizona Corporation Commission - Examination Section
1300 W. Washington St., Phoenix, Arizona 85007

Fax: 602-542-4180

These documents are public records and are subject to the Arizona Public Access Law. You should keep these documents for your records and may obtain copies for your business.

All documents filed with the Arizona Corporation Commission are public records and are open for public inspection.

If you have questions after reading the instructions, please call 602-542-3028 or (within Arizona only) 800-345-8818.

Article 11 of the Articles of Organization is hereby amended to delete the existing provision in its entirety and to replace it with the following:

Dissolution. In the event of dissolution or final liquidation of the Company, neither the property of the Company nor proceeds thereof may be distributed or divided among the employees or officers of the Company or inure to the benefit of an individual. Upon the dissolution of the Company, assets shall be distributed to: (i) Its sole Member, if it then exists as a public charity under Section 501(c)(3) of the Code, and if it does not exist to Education Principle Foundation, a Delaware non-profit corporation, if it then exists as an organization under Section 501(c)(3) of the Code; (ii) if neither the sole Member nor Education Principle Foundation exist in that capacity, then the assets shall be distributed as directed by the member (or its successor) so long as it is organized and operated for charitable purposes under tax exempt status under Section 501(c)(3) of the Code; or (iii) in the unlikely event a qualifying organization cannot be found under the provisions of the immediately preceding subsections, then the remaining assets shall be distributed to a nonprofit organization which is organized and operated as a public charity under tax exempt status under Section 501(c)(3) of the Code giving preference to one having purposes nearest the purposes of Education Principle Foundation.