



Restated Articles of Incorporation - Nonprofit

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - <http://www.FilingInOregon.com> - Phone: (503) 986-2200

FILED

NOV 07 2013

OREGON
SECRETARY OF STATEREGISTRY NUMBER: 005744-18In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record.
We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1) NAME OF CORPORATION: Willamette University

2) NEW NAME OF THE CORPORATION: (If changed) _____

3) A COPY OF THE RESTATED ARTICLES MUST BE ATTACHED.

4) CHECK THE APPROPRIATE STATEMENT:

☐ The restated articles contain amendments which do not require membership approval. The date of the adoption of the amendments and restated articles was _____. These amendments were duly adopted by the board of directors.

☒ The restated articles contain amendments which require membership approval. The date of the adoption of the amendments and restated articles was October 26, 2013.

The vote of the members was as follows:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST
Trustees	36	36	28	0

5) EXECUTION: (Must be signed by at least one officer or director.)

By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature:

Printed Name:

Title:

W. Arnold YasinskiVice President Financial Affairs/ Treasurer

CONTACT NAME:

WILLAMETTE UNIVERSITY



574418-14731951

RSTART

Corporation - Nonprofit (04/12)

FEES

Required Processing Fee \$50

Processing Fees are nonrefundable. Please make check payable to "Corporation Division."

Free copies are available at FilingInOregon.com, using the Business Name Search program.



AMENDED AND RESTATED ARTICLES OF INCORPORATION

Adopted October 26, 2013

Article I. Name

Section 1.1. The name of this corporation is WILLAMETTE UNIVERSITY (the “university”). The university’s founders were the Christian missionaries to the Oregon Country, most of whom were sponsored by the Methodist Church, and the university remains cognizant of this heritage.

Article II. Powers

Section 2.1. The university is a public benefit nonprofit corporation organized under the laws of the State of Oregon. The university’s duration is perpetual. The university is organized and will be operated exclusively for charitable, educational, religious, and scientific purposes. Subject to the restrictions set forth in Article IV, the university has all of the rights and powers available to a nonprofit corporation under the Oregon Nonprofit Corporation Act.

Section 2.2. The university will conduct and maintain an independent, private institution of higher learning with affiliated schools and colleges to educate men and women in the arts, science, social science, and humanities, and to prepare them for the various pursuits, callings and professions. The university has full power to govern and direct the university, to grant diplomas to students completing the prescribed course of study, to confer degrees *in cursu* and *in honore*, and to do any and all things necessary or proper in accomplishing its purpose.

Article III. Trustees

Section 3.1. The university has no members. The Board of Trustees (the “Board”) exercises all corporate powers of the university and has the responsibility of establishing basic policies, generally overseeing the affairs of the university and for the stewardship of its resources.

Section 3.2. The Board must include representation of the several constituent groups which support the university. The Board must be comprised of no more than sixty Trustees who are elected by the Board. In addition, the President of the university serves *ex officio* with the right to vote and make motions. The Subcommittee on Trusteeship must invite constituent groups, as defined by University Bylaws and Committee Charters, to offer nominations in suitable numbers to be considered by the Board in filling vacancies. Membership on the Board may not be limited or determined on the basis of race, creed, sexual orientation, or sex.

Section 3.3. Trustees must be elected and serve for a term of three years, with the terms of approximately one-third of the Trustees expiring each year. Vacancies that occur in the membership of the Board must be filled through election by the Board at any meeting of the Board.

Section 3.4. Life Trustee Emeriti may be elected and serve as provided in the Bylaws.

Article IV. Tax Status

Section 4.1. The university is intended to qualify as a tax exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code. The affairs of the university will be conducted in such a manner as to qualify for tax exemption under that section or the corresponding provision of any future federal tax laws.

Section 4.2. No part of the net earnings of the university will inure to the benefit of, or be distributable to, its Trustees, directors, officers, or other private persons (but the university may pay reasonable compensation for services rendered, reimburse any person for reasonable expenses incurred on behalf of the university, and make payments and distributions as provided in these Articles).

Section 4.3. No substantial part of the activities of the university may consist of carrying on propaganda or otherwise attempting to influence legislation. The university may not participate or intervene directly or indirectly in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the university may not pursue any activities not permitted for:

- a corporation exempt from federal income tax under Section 501(c)(3) of the IRC;
- or
- a corporation, contributions to which are deductible under Section 170(c)(2) of the IRC.

Section 4.4. Trustees may not engage, participate, or intervene in any activity or transaction which would result in the loss by the university of its status as an exempt organization under Section 501(c)(3) of the IRC. The use, directly or indirectly, of any part of the university's assets in any such activity or transaction is hereby expressly prohibited.

Article V. Liability of Directors and Uncompensated Officers

In the event of the liquidation, dissolution or termination of the university, any assets and property remaining after payment of creditors and necessary expenses of liquidation, dissolution or termination must be distributed to an organization organized for a public or charitable purpose, a religious corporation, the United States, or to an organization which is recognized as exempt within the meaning of Section 501(c) (3) of the IRC, or must be distributed to the federal government, for public purpose in the manner determined by the Trustees.

Article VI. Indemnification

Section 6.1. **Indemnification.** The corporation will indemnify, to the fullest extent not prohibited by law, an individual against liability incurred in a proceeding to which the individual was made a party because the individual is or was a director or officer.

Section 6.2. **Advance for Expenses.** Unless expressly prohibited by law, the university will pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding in advance of final disposition of the proceeding.

Section 6.3. **No Elimination of Impairment.**

- (a) The university may not amend these Articles of Incorporation or the university's bylaws so as to eliminate or impair a director's or officer's right to indemnification after an act or omission occurs that subjects the director or officer to a proceeding or to liability for which the director or officer seeks indemnification under the terms of these Articles of Incorporation or the university's bylaws.
- (b) The university may not amend or rescind these Articles of Incorporation, the university's bylaws, or a resolution that authorizes a payment of expenses so as to eliminate or impair a director's or officer's right to payments after an act or omission occurs that subjects the director or officer to a proceeding for which the director or officer seeks payment.

Article VII. Dissolution and Liquidation

Section 7.1. In the event of the liquidation, dissolution or termination of the university, any assets and property remaining after payment of creditors and necessary expenses of liquidation, dissolution or termination must be distributed to an organization organized for a public or charitable purpose, a religious corporation, the United States, or to an

005744-18

organization which is recognized as exempt within the meaning of Section 501(c) (3) of the IRC, or must be distributed to the federal government, for public purpose in the manner determined by the Trustees.

Article VIII. Previous Articles

Section 8.1. These Amended and Restated Articles of Incorporation supersede and take the place of the heretofore Restated Articles of Incorporation and all prior amendments thereto.