



Certificate of Amendment

OF

WILLAMETTE UNIVERSITY

The undersigned, as Corporation Commissioner of the State of Oregon, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation, duly signed and verified pursuant to the provisions of the Oregon Nonprofit Corporation Act, have been received in this office and are found to conform to law.

Accordingly, the undersigned, as such Corporation Commissioner, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation and attaches hereto a duplicate original of the Articles of Amendment.

In Testimony Whereof I have hereunto set my hand and affixed hereto the seal of the Corporation Department of the State of Oregon, at Salem, this 13th day of October, 1960.

Frank J. Healy

Corporation Commissioner

By Helen Krug

SEAL

WILLAMETTE UNIVERSITY



574418-15365076

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FILE NO. 5744
FILED
IN THE OFFICE OF THE CORPORATION
COMMISSIONER OF THE STATE OF OREGON
OCT 13 1960
FRANK J. HEALY
CORPORATION COMMISSIONER

ARTICLES OF AMENDMENT
to the
SUPPLEMENTARY ARTICLES OF INCORPORATION
of
WILLAMETTE UNIVERSITY

Pursuant to the provisions of ORS 61.370 of the Oregon Nonprofit Corporation Act, the undersigned corporation adopts the following Articles of Amendment:

1. The name of the corporation is WILLAMETTE UNIVERSITY.
2. The following amendments of the Supplementary

Articles of Incorporation were adopted on October 1, 1960, in the manner prescribed by the Oregon Nonprofit Corporation Act:

- (a) Article I is amended to read as follows:

"The name of this corporation is WILLAMETTE UNIVERSITY and its duration shall be perpetual."

- (b) Article II is amended to read as follows:

"The purposes for which the corporation is organized are to engage in the conduct of an institution of learning with affiliated schools and colleges for the purpose of teaching the various branches of literary, scientific, and technical education, and the training of young men and women for the various pursuits, callings and professions in life, under the patronage of the Methodist Church, to grant diplomas to students completing any of the respective courses, to confer degrees in cursu and in honore, and to do any or all things necessary or proper for accomplishing or carrying into effect any and all of the above-specified objects."

- (c) Article III is deleted.

- (d) Article IV is amended to read as follows:

"The corporation has no members, and the affairs of the corporation shall be managed by a Board of Trustees who shall be elected as follows:

A. By the Board of Trustees of Willamette University, 30 members.

B. By the Oregon Conference of the Methodist Church, 9 members.

C. By the Alumni Association of Willamette University, 6 members.

D. If any other Conference of the Methodist Church wishes to affiliate with and give its patronage and support to Willamette University, these Articles of Incorporation may be amended to permit such Conference to elect a member of the Board of Trustees.

Each of the above-mentioned members of the Board of Trustees shall be elected and serve for a term of three years, and the body by which the respective Trustees are elected shall have authority to elect their successors and to fill all vacancies as their respective terms expire, or as vacancies occur from any other cause. The President of Willamette University shall be a member of the Board of Trustees ex-officio.

The Oregon Conference of the Methodist Church shall have authority to elect three visitors, who shall have the privilege and authority of attending the meetings of the Board of Trustees and of speaking on any question under discussion but shall not have the power to make any motion or to vote."

(e) Article IV(A) is deleted.

(f) Article V is amended to read as follows:

"The registered office of the corporation is Eaton Hall, 900 State Street, Salem, Oregon, and the name of its registered agent at that address is Richard P. Petrie, Financial Vice-President."

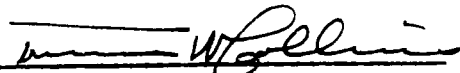
(g) Article VI is amended to read as follows:

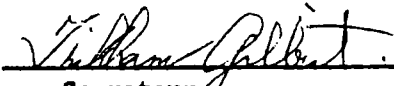
"These Supplementary Articles of Incorporation supersede and take the place of the Charter of the Trustees of Willamette University and the Supplementary Articles of Incorporation of the Trustees of Willamette University, and all amendments thereto."

3. The amendments were adopted by unanimous vote of the Board of Trustees effective as of October 1, 1960, there being no members having voting rights in respect thereof.

Dated this 11th day of October, 1960.

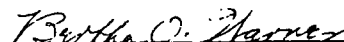
WILLAMETTE UNIVERSITY

By 
President of the Board of
Trustees


Secretary

STATE OF OREGON }
County of Multnomah } ss.

I, Bertha O. Warner, a notary public, hereby certify that on this 11th day of October, 1960, personally appeared before me TRUMAN W. COLLINS, who, being by me first duly sworn, declared that he is the President of the Board of Trustees; that he signed the foregoing document as President of the Board of Trustees of the corporation; and that the statements therein contained are true.


Notary Public for Oregon

My Commission expires: Sept. 25, 1963