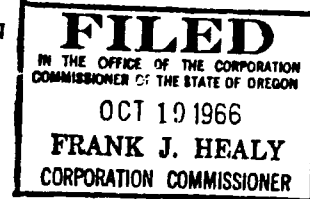


FILE NO. 5744

RESTATED ARTICLES OF INCORPORATION

of

WILLAMETTE UNIVERSITY



Pursuant to the provisions of ORS 61.385 of the Oregon Nonprofit Corporation Act, the undersigned corporation adopts the following Restated Articles of Incorporation:

1. The name of the corporation is Willamette University.
2. The following Restated Articles of Incorporation were adopted as of October 8, 1966, in the manner prescribed by the Oregon Nonprofit Corporation Act:

ARTICLE I

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

The purpose of the corporation is to conduct and maintain an independent, private Christian institution of higher learning with affiliated schools and colleges to educate young men and women in the arts, science, social science, and humanities, and to prepare them for the various pursuits, callings and professions. The corporation shall have full power to effect the government and direction of the University, to grant diplomas to students completing the prescribed course of study, to confer

WILLAMETTE UNIVERSITY



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degrees in cursu and in honore, and to do any and all things necessary or proper in accomplishing its purpose.

ARTICLE III

SECTION 1. The corporation has no members. A Board of Trustees shall have the responsibility of enunciating basic policies and reviewing general affairs of the University, both educational and fiscal.

SECTION 2. The Board of Trustees shall include representation of the several constituent groups which support the University. It shall be comprised initially of sixty regular members who are elected by the Board of Trustees, plus the President of the University who shall serve ex-officio. This number may be changed from time to time by provision in the By-Laws. The Nominating Committee of the Board shall annually invite constituent groups, as defined by resolution of the Board, to offer nominations in suitable numbers to be considered by the Board of Trustees in filling vacancies. Membership on the Board of Trustees shall not be limited or determined on the basis of race, creed or sex.

Life members of the Board may be elected and serve as provided in the By-Laws.

SECTION 3. Members of the Board of Trustees shall be elected and serve for a term of three years, with the terms of one-third of the members expiring each year. Vacancies which occur in the membership of the Board shall be filled through election by the Board at any regular or special meeting of the Board of Trustees.

SECTION 4. The Board of Trustees shall elect from its membership a Board of Governors which shall have the supervision of the educational and fiscal operations of the University with full authority to act within the basic policies adopted by the Board of Trustees.

ARTICLE IV

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.

ARTICLE V

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

3. The Restated Articles of Incorporation were adopted by unanimous vote of the Board of Trustees as of October 8, 1966, there being no members having voting rights in respect thereof.

Dated this 8th day of October, 1966.

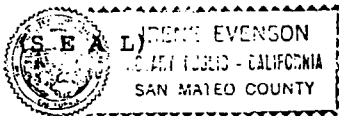
WILLAMETTE UNIVERSITY

By George H. Atherton
President of the Board of Trustees

Ray Harland
Assistant Secretary

STATE OF CALIFORNIA)
County of San Mateo) ss

I, IRENE EVENSON, a notary public, hereby certify that on this 14 day of October, 1966, personally appeared before me George H. Atkinson 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.



Irma Swenson
Notary Public for California
My commission expires: *January 17, 1969*