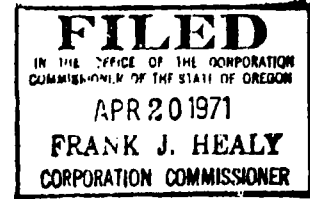


FILE NO. 5744



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 February 19th, 1971, 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 degrees in cursu and in honore, and to do any and all things necessary or proper in accomplishing its purpose.

WILLAMETTE UNIVERSITY



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ARTICLE III

SECTION 1. The corporation has no members. A Board of Trustees shall have the responsibility of establishing basic policies, generally overseeing the affairs of the University, and for the stewardship of its resources.

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 Bylaws. 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 Bylaws.

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.

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 David A. Lewis, Business Manager.

ARTICLE V

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

Dated this 13th day of April, 1971.

WILLAMETTE UNIVERSITY

By: George H. Atkinson
President of the Board of
Trustees

Attest: Roy Harland
Secretary of the Board of
Trustees

STATE OF OREGON)
) ss
County of Marion)

I, David A. Lewis, a notary public, hereby certify that on this 13th day of April, 1971, personally appeared before me George H. Atkinson and Roy Harland, who, being by me first duly sworn, declared that they are President of the Board of Trustees and Secretary of the Board of Trustees respectively, and that they signed the foregoing Restated Articles of Incorporation of Willamette University as President of the Board of Trustees and as Secretary of the Board of Trustees, and that the statements contained therein are true.

(Seal)

David A. Lewis
Notary Public for Oregon
My commission expires: January 21, 1974