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Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327
FilingInOregon.com

Restated Articles of Incorporation—Business/Professional/Nonprofit

Check the appropriate box below:

- ☐ BUSINESS/PROFESSIONAL CORPORATION
(Complete only 1, 2, 3, 4, 6, 7)
☐ NONPROFIT CORPORATION
(Complete only 1, 2, 3, 5, 6, 7)

FILED

JUN 14 2004

OREGON

SECRETARY OF STATE

REGISTRY NUMBER: 005744-18

In 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 PRIOR TO AMENDMENT WILLAMETTE UNIVERSITY
2) NEW NAME OF THE CORPORATION (If changed) _____
3) A COPY OF THE RESTATED ARTICLES MUST BE ATTACHED

BUSINESS/PROFESSIONAL CORPORATION ONLY

4) CHECK THE APPROPRIATE STATEMENT

☐ The restated articles contain amendments which do not require shareholder 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 shareholder approval. The date of the adoption of the amendments and restated articles was _____
The vote of the shareholders was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

☐ The corporation has not issued any shares of stock. Shareholder action was not required to adopt the restated articles. The restated articles were adopted by the incorporators or by the board of directors

NONPROFIT CORPORATION ONLY

5) 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 MAY 15 2004. 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 _____
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
36	36	16	18	0

6) EXECUTION

Signature

Printed Name

Title

[Signature] KRISTEN GRAYSON VP/EXEC ASSISTANT

7) CONTACT NAME (To receive questions with this filing)

DAYTIME PHONE NUMBER (Include area code)

KRISTEN GRAYSON (503) 345-5444

FEES

Required Processing Fee \$50

Continuation Copy (Optional) \$5

Processing Fees are nonrefundable

Please make check payable to "Corporation Division"

NOTE:

Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

6-2 2004 4151 651 \$55

WILLAMETTE UNIVERSITY



574418-15365092

ZIMGRST



WILLAMETTE UNIVERSITY
RESTATED ARTICLES OF INCORPORATION

APPROVED BY THE
BOARD OF TRUSTEES

May 15, 2004



RESTATED ARTICLES OF INCORPORATION

ARTICLE I

The name of this nonprofit corporation is WILLAMETTE UNIVERSITY (hereinafter referred to as the "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 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.

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. *This is a Public Benefit.*

SECTION 2. The Board of Trustees of Willamette University (hereinafter referred to as the "Board") shall include representation of the several constituent groups which support the University. It shall be comprised of no more than sixty regular members (the exact number to be set by resolution of the Board) who are elected by the Board; in addition, the President of the University (hereinafter referred to as the "President") and the presiding Bishop of The United Methodist Church of the Oregon-Idaho Conference shall serve ex officio. The Committee on Organization of the Board shall annually invite constituent groups, as defined by the resolution of the Board, to offer nominations in suitable numbers to be considered by the Board in filling vacancies. Membership on the Board 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.

005744-18

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

ARTICLE IV

The registered office of the corporation is 900 State Street, Salem, Oregon 97301, and its registered agent at that address is the Vice President for Financial Affairs. The current registered agent is Jeffrey Eisenbarth at this address.

ARTICLE V

In the event of the liquidation, dissolution or termination of the corporation, any assets and property remaining after payment of creditors and necessary expenses of liquidation, dissolution or termination shall 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 Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, for a public purpose in the manner determined by the Board of Directors.

ARTICLE VI

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