

Amended And Restated Articles Of Incorporation Of Washington and Jefferson College

1. Name.

The name of the Corporation is Washington and Jefferson College.

2. Registered Office.

The location and post office address of the registered office of the Corporation in this Commonwealth is Washington, Washington County, Pennsylvania 15301.

3. Purpose.

The Corporation is incorporated exclusively for educational, scientific, and charitable purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or modified or replaced by any future United States internal revenue law (the "Code"). In particular, the purposes of the Corporation include the cultivation and the advancement of literature and science and of morality and religion without regard to sect, or creed, by the education of male and female youths, in classical learning, including ancient and modern languages, in mental and moral philosophy, and in the useful arts and sciences, and to promote and encourage high attainments therein, and in the learned professions, by conferring, upon those found worthy thereof, the degrees of merit and honor, heretofore known and conferred, or which may, hereafter, be adopted and conferred, by like institutions, in any of the United States of America. Nothing set forth herein shall be construed to restrict the Corporation's ability to provide courses or programs of study without the consent of any regulatory body.

4. Pecuniary Gain or Profit.

The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

5. Non-Stock Basis.

The Corporation is to be organized on a non-stock basis.

6. Members.

The Corporation is to have no members.

7. Management.

The business and affairs of the Corporation shall be managed by or under the direction of a Board of Trustees of the Corporation. The powers of the Board of Trustees shall be as set forth in the current Bylaws. The Board of Trustees shall consist of not more than forty-two (42) persons, and the specific number, terms, and conditions of such trusteeship to be set by the Bylaws. Ten (10) of the said Trustees shall be designated Alumni Trustees and shall be elected according to procedures outlined in the Bylaws. The remaining Trustees shall be Term Trustees selected according to the procedures set forth in the Bylaws and for such length of terms as shall be determined by the board under those procedures.

8. Exempt Organization.

Notwithstanding any other provision of these Articles, the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a corporation described in Section 501(c)(3) of the Code (hereinafter referred to in these Articles as an “exempt organization”), or as a corporation contributions to which are deductible under Section 170(c)(2) of the Code. No substantial part of the activities of the Corporation shall be devoted to carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

9. Earnings.

Notwithstanding any other provision of these Articles, no part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers or any other private individual; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the extent that such payments do not prevent it from qualifying, and continuing to qualify, as an exempt organization and to make such lawful payments and distributions in furtherance of the purposes set forth in Article 3 hereof as may from time to time be either required or permitted by Section 501(c)(3) of the Code.

10. Degree Granting Authority.

The Corporation shall have the power to confer the degrees in course, and honorary degrees, viz.: Associate, Bachelor, Master, Doctor and Professional Degrees, in pure and applied sciences and the arts, and such other degrees as may be approved by the duly constituted legal authority.

11. Endowment Requirements.

The Corporation shall maintain a minimum protective endowment of at least \$500,000, beyond all indebtedness and assets invested in buildings and apparatus for the exclusive purpose of promoting instruction.

12. Faculty Requirements.

The Corporation shall maintain a faculty of at least eight regular professors who devote all their time to the instruction of the Corporation’s higher education classes.

13. Undergraduate Admission Requirements.

The qualifications of admission to undergraduate programs shall be high school graduation or its equivalent and shall be subject to the standards promulgated by the Pennsylvania Board of Education.

14. Courses of Study.

The courses of study to be pursued by students matriculating at the Corporation shall be as stated in the most recent catalog. Nothing herein shall be deemed to restrict the Corporation’s ability to offer courses or programs of study without the consent of any regulatory body.

15. Dissolution.

In the event that the Corporation shall be dissolved or liquidated, the Board of Trustees, after paying or making provision for payment of all of the known liabilities of the Corporation, may transfer or dispose of the Corporation's property and assets to (a) such one or more corporations, trusts, funds or other organizations which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and, in the sole judgment of the Corporation's Board of Trustees, have purposes similar to those of the Corporation or (b) the federal government, or to a state or local government for such purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more of such corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, and which are organized and operated for such purposes, or to the federal government or to a state or local government for such purposes. No private individual or entity shall share in the distribution of any Corporation assets upon sale or dissolution of the Corporation.

16. Personal Liability of Trustees.

(a) Elimination of Liability.

To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no Trustee of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Trustee.

(b) Applicability.

The provisions of this Article shall be deemed to be a contract with each Trustee of the Corporation who serves as such at any time while this Article is in effect and each such Trustee shall be deemed to be so serving in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption of any bylaw or provision of these Articles which has the effect of increasing Trustee liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

17. Code.

References in these Articles to a section of the Code shall be construed to refer both to such section and to the regulations promulgated thereunder, as they now exist or may hereafter be amended, and to the corresponding provisions of any future federal tax code and the regulations thereunder.