

1-15-1999

## Amended and Restated Articles of Incorporation, Effective 1999-01-15

University of Dayton

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# Articles of Incorporation

## CERTIFICATION OF AMENDMENT TO ARTICLES OF INCORPORATION OF UNIVERSITY OF DAYTON

**JOSEPH H. KAMIS**, Chairperson of the Corporation and **RAYMOND L. FITZ**, Secretary of the **UNIVERSITY OF DAYTON**, an Ohio corporation organized not for profit, do hereby certify that at a meeting of the members of said corporation duly called and held on the 15th day of January, 1999, at which meeting a quorum was present, and by the affirmative vote of a majority of the members present thereat, the following resolution of amendment was adopted:

**RESOLVED**, That the following Amended Articles of Incorporation be, and the same are hereby adopted to supersede and take the place of the existing Articles of Incorporation and all amendments thereto:

### AMENDED ARTICLES OF INCORPORATION OF UNIVERSITY OF DAYTON

**FIRST:** The name of the corporation shall be **UNIVERSITY OF DAYTON**.

**SECOND:** The place in the State of Ohio where the principal office is located is the City of Dayton, Montgomery County.

**THIRD:** The purposes of the corporation are as follows:

The purpose or purposes for which said corporation is formed are establishing, maintaining and conducting, under the influence of religion, an institution of learning for the purpose of offering instructions in the arts and sciences; promoting education in all departments of learning and knowledge, and especially in those branches usually comprehended in academic, collegiate and university courses; promoting the work of education, religion, research, public service and charity; acquiring and holding for such purposes money, real estate and other property necessary or proper to carry out said objects; and doing any and all things and engaging in such enterprises necessary or incident to the accomplishment of such purposes.

**FOURTH:** No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

**FIFTH:** The Members of the Corporation shall now consist of: (1) all Members of the Corporation, Marianists of the United States, Inc., and (2) the Chairperson, Vice Chairperson and Secretary, all of the Board of Trustees of the University of Dayton.

**SIXTH:** Meetings of the voting Members or Trustees may be held within or without the State of Ohio.

**SEVENTH:** These Amended Articles of Incorporation take the place of and supersede the existing Articles of Incorporation.

**IN WITNESS WHEREOF, JOSEPH H. KAMIS**, Chairperson of the Corporation, and **RAYMOND L. FITZ**, Secretary of the University of Dayton, acting for and on behalf of said corporation, have hereunto subscribed their names this 15th day of January, 1999.

Joseph H. Kamis

Chairperson of the Corporation