

Restated Articles of Incorporation of Whitworth University

Restated Articles of Incorporation of Whitworth University, a nonprofit Washington corporation (the "Corporation"), are herein adopted and executed by said Corporation, pursuant to the provisions of RCW 24.03A.670, as follows:

Article I Name and Location.

The name of the Corporation is "Whitworth University", and its location and principal place of business shall be in the City and County of Spokane, State of Washington.

Article II Duration.

The period of duration of the Corporation shall be perpetual.

Article III Purpose.

The purpose of the Corporation shall be to establish, support and maintain an institution for Christian higher education in a manner consistent with its mission statement:

The Corporation is a private, residential liberal arts University affiliated with the Presbyterian church. The mission of the Corporation is to provide its diverse student body an education of the mind and the heart, equipping its graduates to honor God, follow Christ and serve humanity. This mission is carried out by a community of Christian scholars who are committed to excellent teaching and the integration of faith and learning.

In fulfillment of its mission and purpose, the Corporation shall: confer the degrees usually conferred by collegiate institutions; acquire property, real or personal, either by purchase, gift, or devise, or any other manner; hold, manage, mortgage, lease, sell, convey, and otherwise dispose of such property in furtherance of carrying out and securing the foregoing objects; and do all acts proper and necessary for the conduct and well ordering of the affairs and business of the Corporation, under the laws of the State of Washington.

Article IV Tax Exempt Status.

The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Sections 170(c)(2), 501(c)(3) and 2055(a) of the Internal Revenue Code of 1986, as amended (the "Code"). No part of the net

earnings of the Corporation shall inure directly or indirectly to the benefit of, or be distributed to, any trustee, officer or other private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. 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 or in opposition to any candidate for public office. The Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

Article V Members.

The Corporation shall have no Members.

Article VI Board of Trustees.

The management of the Corporation shall be vested in a Board of Trustees. The number, qualifications, terms of office, terms of service, election, time and place of meeting and powers and duties of the trustees shall be as set forth in the Bylaws of the Corporation.

Article VII Dissolution.

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for educational purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the State of Washington, in and for the county in which the principal office of the Corporation is then located, exclusively for such purpose.

Article VIII Registered Agent and Office.

The registered agent of the Corporation shall be the Whitworth University President, and the address of the registered agent, as well as the registered office of the Corporation, shall be Whitworth University, 300 W. Hawthorne Road, Spokane, Washington 99251.

**Article IX
Indemnification.**

The private property of the trustees of the Corporation, together with that of their employers, shall not be subject to the payment of corporate debts to any extent whatsoever. All past, present and future trustees, and their respective heirs, administrators, successors and assigns, shall be indemnified by the Corporation against liability and against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is a party by reason of being or having been a trustee, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for acts or omissions that involve intentional misconduct or a knowing violation of the law, or that involve a transaction from which the trustee will personally receive a benefit in money, property or services to which the trustee is not legally entitled. But, such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under the Articles of Incorporation, or any agreement, vote of the Board of Trustees, or otherwise.

**Article X
Limitation of Liability.**

To the fullest extent that the Washington Nonprofit Act, as it now exists or may hereafter be amended, permits the elimination or limitation of the liability of a director, a trustee of this Corporation shall not be personally liable to the Corporation or any member for monetary damages for conduct as a trustee; provided that such acts or omissions do not involve intentional misconduct by a trustee, or a knowing violation of law by a trustee, or for any transaction from which the trustee will personally receive a benefit in money, property or services to which a trustee is not legally entitled. If the Washington Nonprofit Corporations Act is amended in the future to authorize corporate action further eliminating or limiting personal liability of directors, then the liability of a trustee of this Corporation shall be eliminated or limited to the fullest extent permitted by the Washington Nonprofit Corporations Act, as so amended, without any requirement of further action by the Corporation.

**Article XI
Amendments.**


These Articles of Incorporation may be amended by the Board of Trustees in the manner set forth in the Bylaws of the Corporation.

The Board of Trustees shall have the authority to make, alter and amend the Bylaws of the Corporation in the manner set forth in the Bylaws.

Dated this 15 day of May, 2023.

These Restated Articles of Incorporation correctly set forth without change the provisions of the Articles of Incorporation as amended effective May 15, 2023, and said Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

WHITWORTH UNIVERSITY

By: 
Name: Shelly O'Quinn
Title: Secretary