



**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KANSAS WESLEYAN UNIVERSITY
October 2020**

These Amended and Restated Articles of Incorporation of Kansas Wesleyan University (these or the "**Articles of Incorporation**") are made and adopted as follows:

WHEREAS, certain citizens of the State of Kansas did on the 11th day of July, A.D. 1885, enter into and associate themselves together and did thereby form a private, non-profit educational corporation under the name "**THE KANSAS WESLEYAN UNIVERSITY**," the original charter of which corporation was duly filed and recorded in the Office of the Secretary of State of Kansas as required by law (and which corporation is sometimes also referred to in these Amended and Restated Articles of Incorporation as the "**Corporation**"); and

WHEREAS, by amendments to said charter duly made and filed in said Office of the Secretary of State of Kansas on March 28, 1900, on December 20, 1920, on February 17, 1951, on March 31, 1960, on June 26, 1970, on March 15, 1974, on March 29, 1990, and on June 26, 1992, the aforesaid name of the Corporation was changed to "**KANSAS WESLEYAN UNIVERSITY**" and other changes to said original charter (sometimes also referred to as articles of incorporation) were accomplished by said amendments.

NOW, THEREFORE, the Board of Trustees of the Corporation (sometimes also referred to in these Articles of Incorporation as the "**Board of Trustees**"), consisting of certain trustees (sometimes also referred to in these Articles of Incorporation as "**Trustees**"), pursuant to resolution duly adopted and approved by a majority of the Trustees then serving on the Board of Trustees at a regular meeting held on October 22, 2020, in accordance with the provisions of K.S.A. 17-6605, has ordered and directed that said amended charter and articles of incorporation be further amended and restated in their entirety as follows:

FIRST: The name of the Corporation shall be "**KANSAS WESLEYAN UNIVERSITY**".

SECOND: The Corporation was organized originally, and shall continue to exist, not for profit and the objects and purposes to be transacted and carried on are:

1. To operate solely and exclusively as an educational organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), for the purposes of encouraging and promoting the cause of Christian education generally and to extend the influence of science, art and Christian culture. It shall provide and maintain an institution of learning (sometimes also referred to herein as the "**University**"), having full collegiate powers, bearing the name "**KANSAS WESLEYAN UNIVERSITY**" and located at Salina, Kansas, in covenant with the United Methodist Conference where the University resides, with such departments, schools and colleges thereof, and such qualifications for admission, such courses of instruction, such professors and instructors

to present same, under such rules of discipline and at such rates of tuition as the Board of Trustees from time to time deems fit and proper, and to establish and provide opportunities of higher education to persons of both sexes in the arts, sciences, and Christian culture.

2. To further such objects and purposes, the Corporation shall have and may exercise all the powers conferred by the laws of the State of Kansas upon corporations formed under the laws pursuant to and under which the Corporation is formed, as such laws are now in effect or may at any time hereafter be amended. Specifically, the Corporation shall have power to confer academic and honorary degrees along with the power to acquire, purchase, hold, lease, convey, mortgage and pledge such real and personal property in Kansas, other states of The United States and elsewhere, as shall be necessary or convenient to the transaction of its business and the realization of its objects and purposes; provided, however, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, voluntary or involuntary or by operation of law, the following provisions shall apply:
 - (a) The Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent the Corporation from qualifying (and continuing to qualify) as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue laws).
 - (b) The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
 - (c) No compensation or payment shall ever be made to any Member, officer, director, trustee, creator, or organizer of the Corporation, or substantial contributor to it, except as an allowance for actual expenditures or services actually made or rendered to or for the Corporation; and neither the whole nor any portion of the assets or net earnings, current or accumulated, of the Corporation shall ever be distributed to or divided among any such persons; provided, further, that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any Member or private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law).
 - (d) No Member of the Corporation shall benefit financially from the dissolution thereof.
3. Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all assets of the Corporation according to the following enumerated priorities: (a) Where specific instructions have been given by a donor for the distribution of a specific gift, devise, or bequest in the event the Corporation is dissolved, such instructions must be followed unless such instructions are contrary to law; (b) To the United Methodist Conference where the University resides, to be used for educational purposes; and (c) Any of such assets not so disposed of shall be disposed of by order of the District Court in the county in which the principal office of the Corporation is then located, exclusively for charitable or educational organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

THIRD: The address and location of the Corporation's registered office in the State of Kansas is 100 East Claflin Avenue, Salina, Saline County, Kansas. The Corporation shall be its own resident agent, having an address identical with such registered office, to-wit, 100 East Claflin Avenue, Salina, Saline County, Kansas.

FOURTH: The Corporation shall have perpetual existence.

FIFTH:

1. The Corporation shall have no authority to issue capital stock.
2. The Corporation shall have only one class of membership (with the members of the Corporation for such purpose sometimes also referred to in these Articles of Incorporation as a "**Member**" or the "**Members**"). Each of the Members of the Corporation shall be entitled to cast one vote on every matter at any meeting of the Members, except to the extent, if any, that cumulative voting is permitted by the bylaws of the Corporation in the election of Trustees. Except as set forth above, the qualifications, privileges and rights of Members and conditions of membership in the Corporation shall be as set forth in the bylaws of the Corporation.

SIXTH: The property and affairs of the Corporation shall be managed by a Board of Trustees. The number of Trustees of the Corporation shall be fixed by, or in the manner provided in, the bylaws of the Corporation. All Trustees of the Corporation, except emeritus or other ex officio members of the Board of Trustees, shall be elected by the Members of the Corporation, and reported to the United Methodist Conference where the University resides. The number of Trustees, their election, confirmation, terms of office, and other qualifications shall be as stated in the bylaws of the Corporation. Voting for Trustees shall not be by written ballot, unless requested by any Trustee. The Board of Trustees shall have all powers granted by Kansas law and statutes.

SEVENTH: The Corporation may agree to the terms and conditions upon which any Trustee, officer, employee or agent accepts his or her office or position and in its bylaws, by contract or in any other manner, may agree to indemnify and protect any Trustee, officer, employee or agent of the Corporation, or any person who serves at the request of the Corporation as a trustee, officer, employee or agent of another corporation, limited liability company, partnership, joint venture, trust or other enterprise, to the extent authorized or permitted by the laws (including, without limitation, the statutes, case law and principles of equity) of the State of Kansas.

Without limiting the generality of the foregoing provisions of this Article SEVENTH, to the fullest extent permitted or authorized by the laws of the State of Kansas as now in effect and as the same may from time to time hereafter be amended, including without limitation the provisions of K.S.A. 17-6002(b)(8), no Trustee of the Corporation shall be personally liable to the Corporation or to its Members for monetary damages for breach of fiduciary duty as a Trustee, provided that the foregoing shall not eliminate or limit the liability of a Trustee: (1) for any breach of the Trustee's duty of loyalty to the Corporation or its Members; (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) under the provisions of K.S.A. 17-6424, and amendments thereto; or (4) for any transaction from which the Trustee derived an improper personal benefit. Any repeal or modification of the immediately preceding sentence shall not adversely affect any right or protection of a Trustee of the Corporation existing hereunder with respect to any act or omission occurring prior to or at the time of such repeal or modification.

EIGHTH: The Corporation shall maintain general liability insurance in such amount as shall be determined by the Trustees for purposes of K.S.A. 60-3601 and affording and entitling volunteers of the Corporation to immunity from liability as and to the extent provided for thereunder.

NINTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them or between the Corporation and its Members or any class of them, any court of competent jurisdiction within the State of Kansas may, on the application in a summary way of the Corporation or of any creditor or member thereof or on the application of any receiver or receivers appointed for the Corporation under K.S.A. 17-6901, and amendments thereto, or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of K.S.A. 17-6808 and 17-6901, and amendments thereto, order a meeting of the creditors or class of creditors, or of the members or class of Members of the Corporation, as the case may be, to be summoned in such manner as the court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, or of the Members or class of Members of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, such compromise or arrangement and such reorganization shall, if sanctioned by the court to which the application has been made, be binding on all the creditors or class of creditors, or on all the Members or class of Members, of the Corporation, as the case may be, and also on the Corporation.

TENTH: The books of the Corporation may be kept (subject to any provision contained in the statutes of the State of Kansas) outside the State of Kansas at such place or places as may be designated from time to time by the Board of Trustees or in the bylaws of the Corporation.

ELEVENTH: The bylaws of the Corporation may from time to time be altered, amended or repealed, or new bylaws may be adopted, in any of the following ways: (i) by a majority of the Members of the Corporation; or (ii) by a majority of the full Board of Trustees, and any change so made by the Members may thereafter be further changed by a majority of the full Board of Trustees; provided, however, that the power of the Board of Trustees to alter, amend or repeal bylaws, or to adopt new bylaws, may be denied as to any bylaws or portion thereof by the Members if at the time of enactment the Members shall so expressly provide.

TWELFTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the Members herein are granted subject to this reservation; provided, however, that any alteration, amendment, change or repeal of any provision contained in these Articles of Incorporation must be approved by not less than a majority of the Members of the Corporation at a meeting thereof.

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SIGNATURE PAGE

The undersigned does hereby execute these Amended and Restated Articles of Incorporation, and I declare under penalty of perjury under the laws of the State of Kansas that the foregoing is true and correct, and accordingly I have executed these Amended and Restated Articles of Incorporation as of the 22nd day of October, 2020.

Jeffrey H. Bieber

Jeffrey H. Bieber
Chairperson of the Board of Trustees of
Kansas Wesleyan University

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Steven Michel

Steven Michel
Secretary of the Board of Trustees of
Kansas Wesleyan University