



pennsylvania
DEPARTMENT OF EDUCATION



DEPARTMENT OF STATE, CORPORATE BUREAU

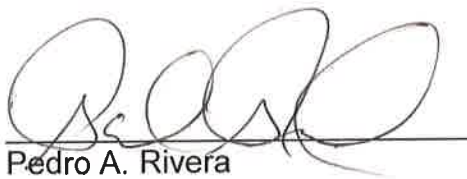
RE: APPLICATION BY ARCADIA UNIVERSITY TO AMEND ARTICLES OF INCORPORATION

TO THE HONORABLE SECRETARY OF THE COMMONWEALTH:

The petition by Arcadia University, with registered office located at 450 S. Easton Road, Glenside, PA 19038, for amendment to the Articles of Incorporation, having been duly considered, I find no objection to the petition to amend and restate the Articles of Incorporation as stated in Exhibit A attached.

Wherefore, I approve this amendment to the Articles of Incorporation of Arcadia University, as stated in Exhibit A, adopted by the board of trustees, and recommend to the Department of State of the Commonwealth of Pennsylvania that the petition be granted to permit the college to modify Section II, Article 6 relating to the number of members who shall constitute the Board of Trustees.

Given under my hand and seal this 7th day of June, Two Thousand and Seventeen.



Pedro A. Rivera
Secretary of Education

Attachment

EXHIBIT "A"

AMENDED AND RESTATED ARTICLES OF INCORPORATION ARCADIA UNIVERSITY

SECTION I: ESTABLISHMENT

Be it enacted by the Senate and the House of Representatives of the Commonwealth of Pennsylvania in General Assembly met, and it is hereby enacted by the authority of the same, that the corporate name of the corporation shall be Arcadia University and the same is hereby established with its domicile in the County of Montgomery and the Commonwealth of Pennsylvania, and it shall be a University for the education of individuals in all branches of learning usually taught in the colleges and universities of the United States.

SECTION II: NAME AND ORGANIZATION

The name of the institution and the constitution thereof, shall be as follows:

Article 1. The name of the institution shall be "Arcadia University" (hereinafter the "University"). The University shall: (a) have perpetual existence; (b) have the right to adopt, use or modify a common seal; (c) have the right to sue and be sued; (d) have the right to acquire all manner of real and personal property (whether by purchase, gift, grant, devise or otherwise) and of holding, managing and disposing of the same in any manner consistent with its purpose and permitted under the Pennsylvania Nonprofit Corporation Law of 1988, as amended, or any subsequent law.

Article 2. The University is organized on a nonstock basis. The University shall have no members. The University does not contemplate pecuniary gain or profit, incidental or otherwise.

Article 3. Neither the net earnings of the University nor any donations received by it shall inure to the benefit of any individual, as the private inurement standard is interpreted under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code") and all regulations issued thereunder or under any corresponding provision of any subsequent Federal tax laws, except that the University shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes stated herein. In the event of a sale or dissolution of the University, surplus funds shall not be used for the private inurement of any person or entity, and such use of surplus funds is expressly prohibited.

Article 4. Notwithstanding anything to the contrary stated in this Agreement, the University shall not conduct or carry on any activities that are not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and all

regulations issued thereunder, or under corresponding provisions of any subsequent Federal tax laws. Further, no substantial part of the activities of the University shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code and all regulations issued thereunder or under corresponding provision of any subsequent Federal tax laws), and the University 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.

Article 5. In the event of dissolution of the University, after the payment of all of the liabilities and obligations of the University, all of its remaining assets and property shall be distributed by the Board of Trustees to: (a) one or more organizations that are exempt from taxation under section 501(c)(3) of the Code, or (b) to the Federal, state or local government, for a public purpose. Board of Trustees may impose any additional conditions, limitations and/or restrictions upon the use and disposition of such assets and property by the recipients thereof as it may deem necessary or desirable. Any such assets not so disposed of shall be disposed of in a manner consistent with this Article 5 by a Court of competent jurisdiction of the county in which the principal office of the University is then located.

Article 6. The Board of Trustees of the University shall have the power to establish, from time to time, the number of members who shall constitute the Board of Trustees, to be not fewer than fifteen (15) nor more than twenty-five (25) persons, excluding Ex-Officio, Emeritus and any Honorary Trustees.

Article 7. The Board of Trustees shall have power to establish or amend such By-Laws, rules or regulations as it may deem necessary or desirable for the prosperity of the University and the proper management of its affairs.

Article 8. The President of the University shall be elected by the Board of Trustees. The faculty of Arcadia University shall consist of such positions as may be defined and established by the Board of Trustees.

Article 9. The President and faculty shall have the power and authority to: (a) enforce the rules and regulations adopted by the Board of Trustees related to the government of the students; and (b) grant such rewards and diplomas as the Board may authorize. In addition, the President and faculty shall also have the power, by and with the advice and consent of the Board of Trustees, to grant and confer such degrees in the liberal arts and sciences upon the graduates of the University and upon other literary, civic and scientific attainments as are usually granted and conferred by other colleges and universities in the United States.