

Articles of Incorporation

**Attachment to Certificate of Amendment
University of Dayton
Ohio Charter Number 226**

I, Mary Ann P. Recker, the Secretary of University of Dayton (the "University"), do hereby certify that the following resolution was adopted at a meeting of the Members of the University on May 15, 2017.

RESOLVED, that the Amended and Restated Articles of Incorporation of the University of Dayton set forth below be, and the same hereby are, adopted and approved.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
UNIVERSITY OF DAYTON**

FIRST: The name of this corporation is University of Dayton (the "University").

SECOND: The place in Ohio where the University's principal office is located is the City of Dayton, Montgomery County, Ohio.

THIRD: The purposes of the University are as follows: The purpose or purposes for which the University is formed are establishing, maintaining and conducting, in fidelity to the Catholic faith and the charism and mission of the Society of Mary, 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, research, public service and charity, especially by fostering the Marianist Charism of education and formation in faith; 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 University shall inure to the benefit of any member, trustee, officer of the University, or any private individual (except that reasonable compensation may be paid for services rendered to or for the University affecting one or more of its purposes), and no member, trustee, officer of the University, or any private individual shall be entitled to share in the distribution of any of the University assets on dissolution of the University. No substantial part of the activities of the University shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the University 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 University 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 (the “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 the Code and Regulations as they now exist or as they may hereafter be amended.

FIFTH: The Members of the University shall consist of each of the members of the Provincial Council of Marianist Province of the United States, and each of the Chairperson and the President of the University of Dayton.

SIXTH: Meetings of the Members or Trustees may be held within or without the State of Ohio, and may be in person or by telephonic or by electronic communication.

SEVENTH: Upon the dissolution of the University, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the University, distribute all of the then remaining assets of the University to Marianist Province of the United States, (presently headquartered in St. Louis, Missouri) which distribution is intended to be in furtherance of the purposes of the University. Any of such assets not so distributed to Marianist Province of the United States shall be distributed to the Chaminade Foundation, a non-profit corporation and legal presence of the General Administration of the Society of Mary in the United States, which distribution is intended to comply with the purposes of the University. If neither of those organizations are in existence, the assets shall be directed by the Court of Common Pleas of Montgomery County, Ohio, to be distributed to such organization or organizations that are organized and operated exclusively for such Section 501(c)(3) purposes.

EIGHTH: These Amended and Restated Articles of Incorporation supersede and take the place of the existing Articles of Incorporation, and any amendments thereto.

BE IT FURTHER RESOLVED, that the officers of the University be, and each hereby is, authorized and directed to take all action necessary to implement the foregoing resolution, including, without limitation, causing a Certificate of Amendment of Articles of Incorporation to be filed with the Ohio Secretary of State.

