

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF EDUCATION

January 6, 2015

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Re: Wilson College -- Proposed Report
Application for Approval of Certificate of Authority to Amend Articles of Incorporation

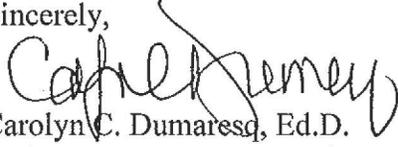
Dear Counsel and Limited Participants:

Enclosed please find a copy of the proposed report submitted to me by Theresa Barnaby to whom I had designated Wilson's Application for Approval of Certificate of Authority to Amend Articles of Incorporation for the purpose of determining whether Wilson's application meets the requirements of 24 Pa. C.C. § 6504(c).

The proposed report recommends that Wilson's Application be approved. By letter dated January 6, 2014, Jill Hans, to whom I originally designated this matter, advised that Wilson could file exceptions with me if the proposed report recommended that Wilson's application be denied, or denied in part. Since the proposed report recommends that Wilson's Application be approved, no exceptions to the proposed report will be accepted. Therefore, the proposed report is adopted as my adjudication and constitutes the final order of PDE.

Thank you.

Sincerely,


Carolyn C. Dumaresq, Ed.D.
Acting Secretary of Education

Enclosure

**PENNSYLVANIA DEPARTMENT OF EDUCATION
OFFICE OF THE SECRETARY**

IN RE: WILSON COLLEGE : **APPLICATION FOR APPROVAL**
: **OF CERTIFICATE OF AUTHORITY**
: **TO AMEND ARTICLES OF**
: **INCORPORATION**
:

PROPOSED REPORT

FINDINGS OF FACT

1. On May 3, 2013, via e-mail, Wilson College (Wilson) provided to the Pennsylvania Department of Education (Department), a copy of Wilson's existing Articles of Incorporation (1993 Articles), a red-lined and a non-redlined copy of Wilson's proposed changes to its Articles of Incorporation, and advised that Wilson's Board of Trustees (Board) would vote on the revised Articles of Incorporation on May 17, 2013.

2. On May 10, 2013, the Department responded to the May 3, 2013 e-mail from Wilson noting that there was a question about the deletion of numbered paragraphs 12 and 13 in the revised Articles of Incorporation.

3. On May 20, 2013, Wilson responded to the Department's May 10, 2013 e-mail stating that Wilson's Board voted to approve the revised Articles of Incorporation and provided a copy of the motion that was adopted and approved by the Board and signed by the Secretary of the Board. In addition, Wilson explained that numbered paragraphs 12 and 13 had been deleted based on another college's Articles of Incorporation that did not contain language similar to those paragraphs.

4. The copy of Wilson's 1993 Articles, the red-lined and non-redlined copy of Wilson's proposed changes to the 1993 Articles and the motion that was adopted and approved by Wilson's Board on May 17, 2013, to amend the 1993 Articles was accepted by PDE as Wilson's Application for Approval to Amend Its Articles of Incorporation (Application).

5. On July 13, 2013, the Department published notice of Wilson's Application in the Pennsylvania Bulletin (Notice) and noted that the Department would act on the Application without a hearing unless, within 30 days, a written request for a public hearing was filed with the Department, with a notice of intervention, a petition to intervene or protest in accordance with 1 Pa. Code §§ 35.23 and 35.24 or §§ 35.27-35.32.

6. Within 30 days of the publication of the Notice, the Department received a written request for a public hearing, a petition to intervene and letters of protest regarding the Application.

7. On October 24, 2013, Acting Secretary Dumaresq, delegated Wilson's Application to Jill Hans, the Deputy Secretary of the Office of Postsecondary and Higher Education, for the purpose of determining whether the Application met the requirements of 24 P.S. § 6504(c).

8. By letter dated November 27, 2013, Ms. Hans notified Wilson and Gretchen Van Ness, who had filed the petition to intervene, that she was granting "limited participation" status to Ms. Van Ness. The letter also notified all others that had filed responses to the Notice that by December 13, 2013, they had to advise Ms. Hans whether they were requesting "limited participation" status.

9. By letter dated January 6, 2014, Ms. Hans granted "limited participation" status to three other individuals who had requested such status: Paula Tishok, Kendal Hopkins and Melissa Behm (including Ms. Van Ness, referred to hereinafter as Limited Participants). In addition, Ms. Hans' letter set forth the hearing procedures for a public informational hearing.

10. On February 7, 2014, Ms. Hans conducted a pre-hearing conference with Wilson and the Limited Participants.

11. By letter dated March 10, 2014, Ms. Hans confirmed that the public informational hearing would be held on June 16, 2014, and provided dates by which Wilson and the Limited Participants would submit their respective written testimony, responses to any written testimony, and questions they would like Ms. Hans to ask at the hearing.

12. The public informational hearing was held on June 16, 2014, at which time Wilson and the Limited Participants were provided 2 hours each to make their presentations. Ms. Hans also questioned Wilson and the Limited Participants.

13. As requested by Ms. Hans, Wilson and the Limited Participants submitted post-hearing statements on or before August 1, 2014.

14. Due to the resignation of Ms. Hans, effective September 5, 2014, Acting Secretary Dumaresq, on October 7, 2014, delegated Wilson's Application to Theresa Barnaby, the Acting Deputy Secretary of the Office of Postsecondary and Higher Education, for the purpose of determining whether the Application meets the requirements of 24 P.S. § 6504(c).

15. By letter dated December 10, 2014, Acting Secretary Dumaresq advised Ms. Barnaby that she was continuing the designation of Wilson's Application to Ms. Barnaby even though Ms. Barnaby was now the Director for the Bureau of School Leadership and Teacher Quality.

DISCUSSION

Background

Wilson is a nonprofit corporation of the Commonwealth of Pennsylvania that was chartered by Special Act of the Legislature approved March 24, 1869 (Act of March 24, 1869, P.L. 504) (Charter). Section 2 of the original Charter stated:

The object and purpose of said corporation are hereby declared to be to promote the education of young women in literature, science and the arts.

Wilson's Charter has been amended throughout the years, and in 1970, Wilson amended section 2 of its Charter to read as follows:

The object and purpose of said corporation are hereby declared to be, to promote the education of both women and men in literature, science and the arts.

In 1970, Wilson participated in a consortium with three coeducational colleges: Dickinson, Franklin & Marshall and Gettysburg, and allowed male students to take courses at Wilson while retaining the undergraduate residential program for women. (N.T. pp. 63-65). In 1982, Wilson offered a non-residential continuing education program for female and male students over the age of 24. (N.T. p. 62).

In 1993, pursuant to section 5916 of the Nonprofit Corporation Law of 1988 (15 Pa. C.S.A. § 5916), Wilson amended and restated its Articles in their entirety and stated, *inter alia*, the following:

3. The corporation is incorporated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the internal Revenue Code, or the corresponding section of any future federal tax codes (the Code") including, without limitation, the following purposes:
 - (a) in furtherance of its purpose set forth in the original charter, to operate a College for Women, which offers residential opportunity, and, in addition, to operate a co-educational College of Continuing Education;
 -

On May 3, 2013, Wilson provided PDE with copies of Wilson's 1993 Articles (attached hereto as Attachment 1) and proposed amendments to the Articles that were to be voted on by Wilson's Board of Trustees (Board) on May 17, 2013 (attached hereto as Attachment 2). One of the proposed amendments to the 1993 Articles was to change subparagraph (a) of paragraph 3 to read that one of the purposes of Wilson was "to promote the education of both women and men in undergraduate and graduate degree and non-degree programs"

On May 20, 2013, Wilson contacted PDE to advise that Wilson's Board had voted overwhelmingly for the proposed amendments to the 1993 Articles. On July 13, 2013, PDE posted Wilson's Application in the Pennsylvania Bulletin advising that PDE would act on the Application without a hearing unless, within 30 days, a written request for a hearing was filed with PDE, along with a notice of intervention, a petition to intervene or protest.

In response to the notice in the Pennsylvania Bulletin, PDE received a written request for a hearing, a petition to intervene and numerous letters of protest. As noted in the Findings of Fact, PDE granted four (4) Wilson alumnae status as Limited Participants to participate in a public informational hearing held on June 16, 2014, regarding Wilson's Application.

The Limited Participants raised numerous issues with Wilson's proposed amendments to its Articles. However, PDE has identified that there are two main issues raised by the Limited Participants to be addressed by PDE: (1) Wilson's proposed amendment to the 1993 Articles to operate as a co-educational college; and (2) changes Wilson was making, or made, to accommodate male residential students prior to receiving official approval of its proposed amendments to its Articles from PDE.

Section 6504(a) of the Public School Code provides that "[i]t is unlawful for any institution holding a certificate of authority under this chapter authorizing the conferring of degrees to amend its articles of incorporation . . . without first securing the approval of the department with respect thereto." 24 Pa. C.S.A. § 6504(a). Section 6504(c) of the Public School Code provides that,

The amendment of articles . . . shall be approved by order of the department only if and when the department finds and determines that such fundamental change conforms to law, including the regulations of the department under this chapter, and the standards and qualifications for institutions prescribed by the State board thereunder, and will result in an institution which, under the then current provisions of this chapter and standards and qualification for institutions of the State board hereunder, would be eligible to receive a certificate of authority as an institution.

24 Pa. C.S.A. § 6504(c).

Procedural Issues

In May 2013, Wilson provided PDE with a copy of its proposed amendments to its Articles (2013 Articles) and a copy of the motion that was adopted and approved by Wilson's Board approving the proposed amendments. PDE published the proposed amendments in the Pennsylvania Bulletin in July 2013 and received a request for a hearing, a notice of intervention and numerous letters of protest. The notice in the Pennsylvania Bulletin noted that a petition to intervene was to be filed in accordance with 1 Pa. Code §§ 35.27-25.32. Pursuant to section 35.31, PDE has the authority to grant or deny a petition to intervene in whole or in part, or may, if found to be appropriate, authorize limited participation. 1 Pa. Code § 35.31.

PDE notified all those who had filed responses to the notice in the Pennsylvania Bulletin that PDE was granting “limited participation” status to the alumna who requested a hearing and filed a petition for intervention. PDE further stated that any others who had responded to the notice in the Pennsylvania Bulletin could ask to be granted “limited participation” status. Three additional alumnae asked for, and were granted “limited participation” status. In their post-hearing statement, the Limited Participants noted that they were preserving for appeal the issue of PDE’s denial of their request to intervene and participate as formal parties.

Commonwealth Court has held that “the grant or denial of a petition to intervene is within the sound discretion of the agency involved, and a decision on intervention will not be disturbed unless there has been a manifest abuse of discretion.” *Water Street Beverage LTD v. Pennsylvania Liquor Control Board*, 84 A.3d 786, 792 (Pa. Cmwlth. 2014). Further, the Court in *Water Street* noted that the Liquor Control Board’s regulations state that the Board may grant or deny the petition in whole or in part or may authorize limited participation. *Id.*

Just as in *Water Street*, the General Rules of Administrative Practice and Procedure (GRAPP) regarding intervention allow the agency “to grant or deny the petition in whole or in part or may, if found to be appropriate, authorize limited participation.” 1 Pa. Code § 35.31(b). The granting of “limited participation” status to four (4) Wilson alumnae was within the discretion of PDE and was not a manifest abuse of discretion. As required, PDE held a public hearing in June 2014, which was an informational hearing by which PDE could obtain information about the proposed amendments to Wilson’s Articles and hear from Wilson and the Limited Participants their respective positions about the proposed amendments so that PDE could determine whether the proposed amendments were in compliance with relevant laws and regulations. The Limited Participants provided PDE with a substantial amount of documentation supporting their position against approving the proposed amendments to the Articles and were allowed to participate in the public, informational hearing by presenting testimony in support of their position. Although the Limited Participants raised issues about the proposed amendments and are very passionate about maintaining Wilson as a female college, the proposed amendments, including the change of Wilson to a co-educational college does not have a direct and adverse effect on them. However, even if the Limited Participants had provided evidence of a direct and adverse effect on them, PDE has the discretion to deny a petition to intervene as full parties. PDE properly utilized its discretion in allowing the four (4) Wilson alumnae to have limited participation status for purposes of the informational hearing.

The Limited Participants also noted in their post-hearing statement that it was preserving for appeal the fact that weeks before the hearing, PDE allowed three (3) persons from Wilson to speak for Wilson at the hearing who had not submitted written testimony prior to the hearing. In pre-hearing communications, PDE had advised Wilson and the Limited Participants that, prior to the hearing, they were to submit written testimony to the Hearing Officer that would be presented at the hearing. PDE also advised that although PDE did not expect that Wilson and the Limited Participants would read their submitted written testimony *verbatim* at the hearing, they were to keep their testimony to the matters that had been addressed in the submitted written testimony. PDE did not advise that only Wilson’s attorney, who was the person who submitted the written testimony for Wilson, could present testimony at the hearing. Thus, even though it was Wilson’s attorney who submitted the written testimony for Wilson it was never anticipated

that only Wilson's attorney would attend the hearing to provide testimony. In addition, the Limited Participants have not argued that those presenting testimony for Wilson presented any testimony outside the boundaries of what was presented in the written testimony submitted by Wilson. Thus, there was no prejudice or unfair surprise to the Limited Participants.

Changes to the Articles to allow male undergraduate residential students

Wilson has argued that the Articles, as amended in 1993, authorized Wilson to operate a co-educational, residential college because numbered paragraph 3 of the Articles states that Wilson is incorporated exclusively for charitable, educational and scientific purposes "including, without limitation, the following purposes" (Emphasis added). One of the "following purposes" is set forth in subparagraph (a) and states that "in furtherance of its purpose set forth in the original charter, to operate a College for Women, which offers residential opportunity, and, in addition, to operate a co-educational College of Continuing Education"

PDE does not agree with Wilson's interpretation of this language. Subparagraph (a) clearly acknowledges that one of Wilson's purposes is "in furtherance of its purpose set forth in the original charter" and there has been no dispute that the original charter stated that Wilson's purpose was "to promote the education of young women in literature, science and the arts." Further, subparagraph (a) of the 1993 Articles states that Wilson is to "operate a College for Women, which offers residential opportunity" and then states that an additional purpose is "to operate a co-educational College of Continuing Education." The co-educational purpose set forth in the 1993 Articles was for a College of Continuing Education, which PDE does not interpret as meaning that one of Wilson's purposes was to operate a co-educational, residential college. PDE does not agree that the "including, without limitation" language should be interpreted to basically disregard the language of subparagraph (a) that clearly states one of Wilson's purposes is to operate a residential college for women and another purpose is to operate a co-educational College of Continuing Education. As interpreted by PDE, subparagraph (a) allows Wilson to operate a residential college for women, and a co-educational College for Continuing Education, which does not have a residential component.

Therefore, in order for Wilson to operate a co-educational, residential college, it needed to amend the 1993 Articles. In May 2013, the proposed amended Articles approved by Wilson's Board amended subparagraph (a) of paragraph 3 to state that one of the purposes of Wilson was "to promote the education of both women and men in undergraduate and graduate degree and non-degree programs" Obviously, this amendment explicitly states that one of Wilson's purposes is the operation of a fully co-educational college. Although the amendment does not explicitly state that Wilson "offers residential opportunity" as it did in the 1993 Articles, a statement of a co-educational college would implicitly include residential facilities for both female and male students.

In reviewing this proposed amendment to Wilson's Articles, PDE finds that such amendment conforms to law, including PDE regulations and State Board of Education standards and qualifications, and results in an institution that would be eligible to receive a certificate of

authority as an institution.¹ Although there has been significant documentation and testimony about the history of Wilson as a college for women and the manner in which the Wilson Board decided to approve the proposed amendments to the 1993 Articles, PDE's authority is to determine whether the proposed amendments to the Articles conform to law, PDE regulations and State Board of Education standards and qualifications. PDE's authority does not include determining whether it believes Wilson's Board was provided misleading information, or failed to take into consideration the dissent and concerns of some alumnae to the proposed amendments, or adequately considered whether tradition should override change and/or innovation. Such matters are internal matters and within the purview of Wilson's Board.

For the reasons stated herein, PDE approves the proposed amendments to Wilson's Articles submitted to PDE in May 2013 that were adopted and approved by Wilson's Board of Trustees on May 17, 2013.

Changes to accommodate male students prior to receiving official approval of its amended Articles from PDE

As noted above, "[i]t is unlawful for any institution holding a certificate of authority under this chapter authorizing the conferring of degrees to amend its articles of incorporation . . . without first securing the approval of the department with respect thereto." 24 Pa. C.S.A. § 6504(a).

Wilson has submitted to PDE proposed amendments to its Articles but has not officially amended the Articles because PDE has not approved them and they have not been filed with the Pennsylvania Department of State. Therefore, Wilson has not violated 24 P.S. § 6504(a).

From the documentation and testimony provided at the informational hearing, it is apparent to PDE that Wilson began making changes to the college in order to operate as a co-educational, residential college prior to PDE approving the proposed amendments to its Articles. As stated above, PDE has interpreted the 1993 Articles as not authorizing a co-educational, residential college; therefore, to the extent Wilson has admitted male residential students Wilson is arguably operating in contravention of its Articles.

Although PDE does not condone Wilson's actions that are arguably in contravention to its Articles; PDE's authority to "penalize" Wilson for its actions is limited. Regulations allow for the revocation of an institution's degree-granting privileges under Chapter 40 (institutional approval) and Chapter 42 (program approval) as follows:

If the institution fails to maintain standards prescribed by this chapter and Chapter 31 (relating to general provisions), the court shall, upon the recommendation of the

¹ Other proposed amendments to the 1993 Articles that have been raised as issues by the Limited Participants are: changing the description of Wilson's course of studies; changing the description of the dissolution process; changing the manner of election of the trustees; changing the language related to the statutorily required endowment; deleting reference to the number of statutorily required faculty; and deleting where to find the requirements for admission and course of study. These proposed amendments are not in violation of relevant law, regulations, standards or qualifications for institutions to receive a certificate of authority.

Department, revoke the degree-granting privilege of the institution as provided in section 312C of the Nonprofit Corporation Law (15 P.S. § 7312C). The recommendation will be made only after the institution has been informed in writing of its inadequacies and has been given reasonable time in which to restore itself to the level of the required minimum standards.

22 Pa. Code § 40.51(b).

If the institution fails to maintain compliance with this subpart or pertinent laws, or fails to implement the recommendations of the Department's report of evaluation, the Secretary may revoke the degree-granting privilege. Such revocation shall be made only after the institution has been given a reasonable time in which to restore its program to the level of the minimum standards.

22 Pa. Code § 42.14.

In both instances, if there is a failure to maintain required minimum standards, PDE is required to allow reasonable time for the institution to restore itself to the required minimum standards. Although Wilson's action of admitting male residential students is arguably in contravention to its Articles, it is not a situation where revocation of its degree-granting privileges would be appropriate. Even if it were such a situation, Wilson would have to be given a reasonable time to restore itself to the required minimum standards. This would require Wilson to amend its Articles to authorize operating as a co-educational, residential college. Wilson has taken the necessary steps to accomplish this by filing its proposed amendments with PDE in May 2013. Unfortunately, it has taken time to schedule the informational hearing and review the documentation and testimony necessary to address the issues. Therefore, even if Wilson's actions were to the level of pursuing revocation of its degree-granting status, which PDE does not believe to be the case, Wilson has taken the necessary steps to amend its Articles to authorize operating as a co-educational, residential college.

CONCLUSION

PDE is well aware of the passion of the Limited Participants and other Wilson alumnae regarding this matter. However, Wilson's decision to allow the admission of male residential students is a decision within the purview of its Board of Trustees. Amending its Articles to operate as a co-educational, residential college is not a basis for PDE to deny the proposed amendments. In addition, as noted in the footnote above, the other proposed amendments also are not in violation of relevant law, regulations, standards or qualifications for institutions to receive a certificate of authority and, therefore, also are not a basis for PDE to deny the proposed amendments.

Wilson's action of proceeding to change to a co-educational, residential college prior to receiving PDE's approval of its proposed amendments is not what should have occurred and should not occur in the future. However, as stated above, this is not a situation that would justify pursuing the revocation of Wilson's degree-granting status; but even if it was such a situation, Wilson would have to be given a reasonable time to correct the situation. Wilson filed proposed

amendments to its Articles with PDE and with PDE's approval of the amendments, which must then be filed with the Pennsylvania Department of State, Wilson will be operating as authorized in its Articles.

Based on all of the above, PDE grants Wilson's Application for Approval of Certificate of Authority to Amend Articles of Incorporation and approves the proposed amendments to Wilson's Articles as adopted and approved by the Board of Trustees on May 17, 2013.

ATTACHMENT 1

ARTICLES OF INCORPORATION

WILSON COLLEGE
A Domestic Nonprofit Corporation

In compliance with the requirements of Section 5916 of the Nonprofit Corporation Law of 1988 (15 Pa. C.S.A. section 5916), the undersigned, desiring to amend and restate the amended Articles in their entirety, hereby certifies that:

1. The name of the corporation is Wilson College.
2. The address of the corporation's registered office is 1015 Philadelphia Avenue, Chambersburg, Pennsylvania, 17201 in Franklin County.
3. The corporation is incorporated exclusively for charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax codes (the "Code") including, without limitation, the following purposes:
 - (a) in furtherance of its purpose set forth in the original charter, to operate a College for Women, which offers residential opportunity, and, in addition, to operate a co-educational College of Continuing Education; and
 - (b) to offer its students studies in literature, science and the arts in a liberal arts program, including preparation for specific careers as well as preparation for graduate and professional school; and
 - (c) to grant to students under its charge diplomas or honorary testimonials, in such form as it may designate, and also to grant and confer such honors, degrees and diplomas as are granted by any university or college in the United States.
4. The corporation may engage in all activities consistent with its purposes set forth in Article 3, subject to the following limitations:
 - (a) The corporation shall not lobby, carry on propaganda or otherwise attempt to influence legislation except to the extent permitted under the Code.
 - (b) The corporation shall not participate in, or intervene in (including the publishing or distributing of

statements), any political campaign on behalf of or in opposition to any candidate for political office.

- (c) The corporation does not contemplate pecuniary gain or profit, incidental or otherwise to its directors, officers or other private persons. No part of the net earnings of the corporation shall inure to the benefit of any director, officer or other private person; provided, however, that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make such lawful payments and distributions in furtherance of the purposes set forth in Article 3 hereof, as may from time to time be either required or permitted by section 501(c) (3) of the Code.
- (d) The corporation shall not carry on any activity not permitted to be carried on by an organization (i) exempt from federal income tax under section 501(c) (3) of the Code and (ii) contributions to which are deductible under sections 170, 2055 and 2522 of the Code.
- (e) The corporation shall not merge or consolidate with any corporation unless the successor corporation is an exempt organization within the meaning of section 501(c) (3) of the Code.

5. The term for which the corporation is to exist is perpetual.

6. The corporation is organized upon a nonstock basis.

7. The corporation shall have no members.

8. In the event that the corporation is dissolved and liquidated, after paying or making provision for payment of all of the known liabilities of the corporation, its properties and assets shall be distributed exclusively for charitable, educational, and scientific purposes, or to such organizations as are organized and operated exclusively for purposes within the meaning of section 501(c) (3) of the Code.

9. The name and address of the original incorporators are N. Hays, William M'Lellan, J. A. Crawford, J. W. Wightman, T. B. Kennedy, W. G. Reed, W. S. Fletcher, Thomas Creigh, W. A. West, W. D. M'Kinstry, J. C. M'Lanahan and W. S. Amberson, of Franklin County; C. P. Wing, W. S. Wallace and Samuel M. Wherry, of Cumberland County; J. M'Cormick, Junior, of Dauphin County; Tryon Edwards and Albert Small, of Washington County, in the state of Maryland, as set forth in the Act of March 24, 1869, P.L. 504, No. 481.

10. The number of trustees shall not exceed 32 nor be fewer than 9 trustees.

11. The corporation shall maintain a minimum protective endowment of at least \$500,000 beyond all indebtedness and assets invested in buildings and apparatus for the exclusive purpose of promoting instruction.

12. The corporation shall maintain a faculty consisting of at least eight regular professors who devote all their time to the instruction of its higher education classes.

13. The statement of the requirements of admission to and the courses of study to be pursued shall be as found in the most recent catalogue of the corporation.

ATTACHMENT 2

ARTICLES OF INCORPORATION

WILSON COLLEGE A Domestic Nonprofit Corporation

In compliance with the requirements of Section 5916 of the Nonprofit Corporation Law of 1988 (15 Pa. C.S.A. section 5916), the undersigned, desiring to amend and restate the amended Articles in their entirety, hereby certifies that:

1. The name of the corporation is Wilson College.
2. The address of the corporation's registered office is 1015 Philadelphia Avenue, Chambersburg, Pennsylvania, 17201 in Franklin County.
3. The corporation is incorporated exclusively for charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax codes (the "Code") including, without limitation, the following purposes:
 - (a) to promote the education of both women and men in undergraduate and graduate degree and non-degree programs; and
 - (b) to offer its students studies in arts, science, and religion in a liberal arts program, including preparation for specific careers as well as preparation for graduate and professional school; and
 - (c) to grant to students under its charge diplomas or honorary testimonials, in such form as it may designate, and also to grant and confer such honors, degrees and diplomas as are granted by any university or college in the United States.
4. The corporation may engage in all activities consistent with its purposes set forth in Article 3, subject to the following limitations:

No part of the net earnings of the college shall inure to the benefit of, or be distributable to, its trustees, officers or other private persons, except that the College shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. No substantial part of the activities of the College shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the College shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the College 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the College, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the College is then located, exclusively for such purposes, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

5. The term for which the corporation is to exist is perpetual.

6. The corporation is organized upon a non-stock basis.

7. The corporation shall have no members.

8. The name and address of the original incorporators are N. Hays, William M'Lellan, J. A. Crawford, J. W. Wightman, T. B. Kennedy, W. G. Reed, W. S. Fletcher, Thomas Creigh, W. A. West, W. D. M'Kinstry, J. C. M'Lanahan and W. S. Amberson, of Franklin County; C. P. Wing, W. S. Wallace and Samuel M. Wherry, of Cumberland County; J. M'Cormick, Junior, of Dauphin County; Tryon Edwards and Albert Small, of Washington County, in the state of Maryland, as set forth in the Act of March 24, 1869, P.L. 504, No. 481.

9. The business and affairs of Wilson College shall be managed under the direction of its Board of Trustees, which shall consist of a minimum of twenty-one (21) persons and a maximum of thirty-three (33) persons. All trustees shall be elected by the Board of Trustees of the College.

10. The corporation shall maintain at all times an unencumbered endowment of no less than five hundred thousand dollars (\$500,000.00).