

ARTICLES OF INCORPORATION AND BYLAWS
OF
WILSON COLLEGE

CHARTER GRANTED MARCH 24, 1869

MOST RECENT AMENDMENT OF
ARTICLES OF INCORPORATION
APPROVED BY DEPARTMENT OF STATE
COMMONWEALTH OF PENNSYLVANIA
NOVEMBER 9, 1993

BYLAWS ADOPTED MAY 22, 1993

GUIDELINES FOR POLICY AND PROCEDURES
APPROVED NOVEMBER 6, 1993

CHARTER

AN ACT

TO INCORPORATE WILSON COLLEGE

Section 1. Be it enacted by the Senate and House of Representatives of the Commonwealth of Pennsylvania in General Assembly met, and it is hereby enacted by the authority of the same: That I. N. Hays, Wm. M'Lellan, J. A. Crawford, J. W. Wightman, T. B. Kennedy, W. G. Reed, W. L. Fletcher, Thomas Creigh, W. A. West, W. D. McKinstry, J. C. McLanahan, and W. S. Amberson, of Franklin County; C. P. Wing, W. S. Wallace and Samuel M. Wherry, of Cumberland County; J. McCormick, Jun., of Dauphin County; Tryon Edwards and Albert Small, of Washington County, in the State of Maryland, are hereby constituted a body politic and corporate by the name of Wilson College, to be located in Franklin County, near the Borough of Chambersburg; by that name the said corporation shall have perpetual succession with power to fill vacancies as they occur from time to time in their board, to sue and be sued, to contract and be contracted with, to make and use a common seal, and to alter the same at pleasure, take and hold by gift, grant or devise, subject to the laws of this Commonwealth, and to dispose of any real and personal property, the yearly increase of revenue of which shall not exceed the value of \$100,000.

Section 2. 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.

Section 3. The College may grant to students under its charge diplomas or honorary testimonials, in such form as it may designate, it may also grant and confer such honors, degrees, and diplomas as are granted by any university, college, or seminary of learning in the United States.

Section 4. The persons named in the first section of this Act shall be the first trustees of the said corporation with power to increase their number by election: provided that the whole number of trustees shall not exceed thirty-three.

Section 5. Nine trustees shall be a quorum for the transaction of business; but no real estate shall be bought or sold, and neither the President nor the Dean of the College shall be appointed or removed, and no faculty appointments carrying tenure nor removals of tenured members of the faculty shall be made, and no bylaws shall be adopted, altered or repealed, except by the affirmative vote of a majority of all the trustees.

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Entity Number 646940

 Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC NONPROFIT CORPORATION

DSCB:15-5915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 5915 (relating to articles of amendment), the undersigned nonprofit corporation, desiring to amend its articles, hereby states that:

1. The name of the corporation is: Wilson College

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>1015 Philadelphia Avenue</u>	<u>Chambersburg</u>	<u>PA</u>	<u>17201</u>	<u>Franklin</u>
Number and Street	City	State	Zip	County

(b) c/o: _____ County _____
 Name of Commercial Registered Office Provider

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Act of March 24, 1869, P.L. 504, No. 481

4. The date of its incorporation is: March 24, 1869

5. (Check, and if appropriate complete, one of the following):

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

____ The amendment shall be effective on: _____ at _____
 Date Hour

6. (Check one of the following):

____ The amendment was adopted by the members (or shareholders) pursuant to 15 Pa.C.S. § 5914(a).

☒ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 5914(b).

7. (Check, and if appropriate complete, one of the following):

____ The amendment adopted by the corporation, set forth in full, is as follows:

☒ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

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 PA DEPT. OF STATE

8. (Check, if the amendment restates the Articles):

☒ The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 6th day of November, 19 93.

Wilson College

(Name of Corporation)

BY:

Cynthia A. Glover

(Signature)

TITLE:

Chair of Board of Trustees

EXHIBIT "A"

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.