

RESTATED ARTICLES OF INCORPORATION OF LEWIS & CLARK COLLEGE

Pursuant to ORS 65.451, Lewis & Clark College adopts the following Restated Articles of Incorporation which shall supersede the heretofore existing Articles of Incorporation and amendments thereto or restatements thereof.

ARTICLE I NAME AND DURATION

The name of the Corporation shall be Lewis & Clark College and its duration shall be perpetual.

ARTICLE II PURPOSES AND POWERS

The object and business of this Corporation is and shall be to establish and maintain at or near the City of Portland, Multnomah County, Oregon, an institution of learning in which shall be taught the liberal arts and sciences, law, education, counseling and such other disciplines as may be approved by the Board of Trustees. The Corporation shall possess all the powers necessary to conduct the business and to carry out the objects herein expressed, together with all other powers vested upon nonprofit corporations under any of the laws of the State of Oregon, and those necessarily implied, and together with the following additional powers: to purchase or otherwise acquire, own and hold such real and personal property of every kind and description within and without the State of Oregon or in any part of the world suitable, necessary, desirable or advisable for the furtherance of any and all of the objects set forth in these Articles, and to convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise dispose of any of said property. The Corporation shall further be authorized to borrow money and to issue legal evidences of indebtedness, and to mortgage or pledge as security therefore all or any portion of the property owned by the Corporation.

ARTICLE III RESTRICTIONS

This Corporation is intended to qualify as a tax exempt educational organization within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any provision of these Articles of Incorporation apparently to the contrary, the affairs of the Corporation shall be conducted in such a manner as to qualify for tax exemption under that section or the corresponding provision of any future federal tax laws. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its, Trustees, officers or other private persons, except that the Corporation may pay reasonable compensation for services rendered. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except that if an election is made under Section 501 (h)

of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax laws, the Corporation may make such expenditures for the purposes of influencing legislation as are permitted under that section. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

ARTICLE IV BOARD OF TRUSTEES

The Corporation is a public benefit corporation which shall have no members but shall be governed by a Board of Trustees which shall consist of not fewer than 18 nor more than 40 persons. The exact number of positions shall be determined from time to time by the Board of Trustees. The President of Lewis & Clark College shall be an ex-officio member of the Board with power to vote (except on presidential compensation, review, dismissal and replacement pursuant to the Bylaws). The presidents of the alumni associations of the College of Arts and Sciences, the Graduate School of Education and the School of Law shall be ex officio voting members of the Board of Trustees during their respective terms of office. A Trustee may be removed from office, with or without cause, at any meeting of the Board of Trustees by the affirmative vote of two-thirds of the number of Trustees then in office and entitled to vote.

ARTICLE V PERSONAL LIABILITY

No Trustee or uncompensated officer of the College shall be personally liable for monetary damages for conduct as a Trustee or officer, provided that this elimination or limitation as to personal liability shall not apply with respect to any act or omission occurring prior to the date when the provisions of this ARTICLE V shall become effective by action of the Board of Trustees, and such elimination or limitation of liability of a Trustee or uncompensated officer shall not apply to: (a) any breach of the Trustee's or officer's duty of loyalty to the College; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) any unlawful distribution; (d) any transaction from which the Trustee or officer derived an improper personal benefit; and (e) any act or omission in violation of ORS 65.361 – 65.367.

ARTICLE VI DISSOLUTION

This Corporation is intended to be perpetual in duration. In the event of the liquidation, dissolution, or termination of this Corporation, any assets or property remaining after the repayment of debts to creditors and necessary expenses of liquidation, dissolution or termination shall be distributed for one or more exempt purposes to an organization for a public or charitable purpose which is recognized as exempt within the meaning of section 501(c)3 of the Internal Revenue Code of 1986, 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 distribution shall be as determined by the

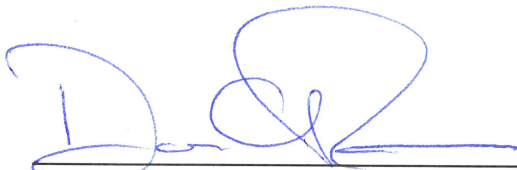
Board of Trustees and, to the extent possible, in a manner consistent with the terms, if any, under which the Corporation received its assets. Any such assets not so disposed of shall be disposed of by the court of appropriate jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes

ARTICLE VII
LOCATION

This Corporation is located at 0615 S.W. Palatine Hill Road, Portland, Multnomah County, Oregon 97219.

As Amended May 10, 2019

I, David C. Reese, Vice President, Chief of Staff, General Counsel, and Board Secretary of Lewis & Clark College hereby certify that this is a true copy of the current Restated Articles of Incorporation of Lewis & Clark College, effective as of this 10th day of May, 2019.



David C. Reese, Vice President, Chief of Staff
General Counsel, and Board Secretary