

ARTICLES AMENDING AND RESTATING THE
ARTICLES OF INCORPORATION
SAINT MARY'S UNIVERSITY OF MINNESOTA

February 11, 1995

The Board of Trustees for Saint Mary's University of Minnesota, a non-profit corporation, in accordance with Minnesota Statutes, Chapter 317A, known as the Minnesota Non-Profit Corporation Act, do hereby adopt the following Articles Amending and Restating the Articles of Incorporation for Saint Mary's University of Minnesota.

ARTICLE I

The name of this Corporation shall be SAINT MARY'S UNIVERSITY OF MINNESOTA. The duration of its corporate existence shall be perpetual, and its registered office within the State of Minnesota shall be 700 Terrace Heights, Winona, Minnesota. The continued existence of this Corporation shall be in accordance with the provisions of M.S.A. Chapter 317A, the Minnesota Nonprofit Corporation Act.

ARTICLE II

The general purpose of this Corporation shall be to maintain and conduct, consistent with the Mission of this Corporation as set forth in its Bylaws, within or without the State of Minnesota, educational facilities and programs for individuals to obtain both a general education and specialized instruction. In order to carry out these purposes, the Corporation is empowered (a) to conduct lectures, exhibitions, meetings, classes, conferences, and any other activity, whether in person or via electronic or any other transfer medium, intended directly or indirectly to advance the cause of education, whether general, professional or technical; (b) to confer academic and other degrees, to grant diplomas and to issue educational certificates and other documents evidencing various levels of educational achievement; and (c) to engage in all other activities as may be necessary or appropriate to carry out its purposes, including such activities as may be necessary or appropriate for a non-profit corporation to generate revenue for the foregoing purposes, provided such activities are consistent with every limitation imposed by these Articles.

ARTICLE III

For the purpose of carrying out the foregoing objectives, this Corporation shall have the authority and power (a) to take, hold and enjoy all property, both real and personal, corporeal and incorporeal, that now or in the future may be owned or acquired by it or transferred to it; (b) to hold, use and enjoy the income therefrom; (c) to encumber, use and dispose of in any manner whatsoever real and personal property, corporeal and incorporeal, including the right to invest and reinvest; and (d) to sell or dispose of the whole or any portion of such property of the Corporation at any time. Except as may be required by Article VI below, these Articles shall not limit in any manner the Corporation's exercise of all powers and authority conferred by law on nonprofit corporations.

ARTICLE IV

The management of this Corporation shall be vested in a Board of Trustees, and the sole members of this Corporation shall be the Trustees who are elected and qualified. At least twenty-five percent (25%) of the members of the Board of Trustees shall be members of the Brothers of the Christian Schools. The procedures for electing the Trustees and their authority and duties shall be set forth in the Bylaws of the Corporation.

ARTICLE V

The officers of this Corporation, the procedures for their election, and their authority and duties shall be set forth in the Bylaws of this Corporation.

ARTICLE VI

This Corporation shall at all times operate as a nonprofit corporation and shall conduct its affairs in a manner that complies fully with the requirements of Section 501(c) (3) of the Internal Revenue Code of 1986, as from time to time amended, and all regulations promulgated thereunder.

ARTICLE VII

No member, trustee or officer of this Corporation shall be personally liable for any of its obligations.

ARTICLE VIII

These Articles may be amended at any meeting of the Board of Trustees by a two-thirds (2/3's) vote of the voting Trustees present. To be valid, any amendment to these Articles must have been distributed in writing to the Trustees no later than the time the meeting is called.

ARTICLE IX

Should this Corporation be dissolved, title to all real and personal property, corporeal and incorporeal, owned and controlled by this Corporation, and all improvements thereto and located thereon, shall be conveyed or otherwise transferred to The Brothers of the Christian Schools - The Midwest District ("BCS"), or its successor or assign, without charge or payment of any kind provided BCS or its successor or assign, then meets all the requirements of Section 501(c) (3) of the Internal Revenue Code of 1986, as from time to time amended, and all regulations promulgated thereunder. If BCS, its successor or assign, does not then exist or does not then meet such requirements, title shall be transferred to such other entity meeting all such requirements as shall be selected by a majority vote of the Trustees present at a meeting called for such purpose.