

# State of Idaho



## Department of State.

### CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

**IRA H. MASTERS**

~~IRVING C. MERRILL~~ E, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

#### **NORTHWEST NAZARENE COLLEGE**

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed  
in this office on the **13TH** day of **October, 1953**,

original articles of amendment, as provided by Section **33-3905**, Idaho Code, extending  
and enlarging purposes, increasing number of directors to **31**, making term of  
existence perpetual and adding Articles **7 & 8**.

and that the said articles of amendment contain the statement of facts required by law, and are  
recorded on Film No. **82** of Record of Domestic Corporations of the State of Idaho.

**I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have  
been amended accordingly.**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed

the Great Seal of the State. Done at Boise City,  
the Capital of Idaho, this **13th** day  
of **October**, in the year of our Lord  
one thousand nine hundred **fifty-three**,  
and of the Independence of the United States of  
America the One Hundred **Seventy-eighth**.

Secretary of State.

CERTIFICATE OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
NORTHWEST NAZARENE COLLEGE

STATE OF IDAHO     }  
County of Canyon)   ss.

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS The above named corporation was incorporated under and pursuant to the applicable laws of the State of Idaho relating to institutions of learning on December 24th, 1913 as IDAHO HOLINESS SCHOOL, and that on December 14th, 1916, the original Articles of Incorporation were amended, wherein and whereby the name of the corporation was changed to NORTHWEST NAZARENE COLLEGE, and that corporate status under such changed name has continued since the date of such amendment;

That we, JOHN E. RILEY, President, and  
I. F. YOUNGER, Secretary, of the aforesaid Northwest Nazarene College, a corporation, duly organized and existing under and by virtue of the laws of the State of Idaho as an institution of learning, and formerly known as Idaho Holiness School, as aforesaid, do hereby make this certificate of Amendment to the ARTICLES OF INCORPORATION and as amended heretofore, of such NORTHWEST NAZARENE COLLEGE, a corporation, and after being first duly sworn, state and show as follows, to-wit:

FIRST:

That at a meeting of the Board of Directors, and said Board of Directors being all of the members of such corporation, and all of such directors being personally present and taking part in all things and acts done at such meeting, as held in the office of the said corporation at and upon the premises of said NORTHWEST

NAZARENE COLLEGE, a corporation, in the City of Nampa, County of Canyon, State of Idaho, on the 16th day of September, A.D. 1953, and that all of the directors present being all of the members of said corporation, and the corporation being a non-profit corporation, and an institution of learning as aforesaid, and all of said members thereof signed a written waiver, waiving any notice that might or could be required by law prior to such meeting, and such corporation having no shares of capital stock, and not incorporated as a stock company; and among other things done and accomplished at such meeting, the following resolution was duly passed and adopted by a majority of the members present at such meeting, and all of such members being personally present, and as follows, to-wit:

RESOLUTION

BE IT RESOLVED That ARTICLE SECOND of the Articles of Incorporation, and as amended, reading as follows, to-wit:

' That the purposes for which it is formed and organized are, to establish and conduct a school or schools; to provide courses of study preparatory for business or professional life or for general culture, to establish classical, mathematical, scientific, technical, theological, agriculture, musical, oratory, physical culture, and general course of study; to conduct institutes, lectureships, training schools, courses of study and home classes, to provide for the holding and giving of lectures, exhibitions, public meetings, and conferences adapted directly or indirectly to advance the calling of education; to secure, print and publish books and courses of study suitable for use in connection with the schools and courses of study of this corporation; and furthermore in its theological department more specifically to conserve, maintain, advocate and promulgate the great New Testament Doctrine of 'Entire Sanctification' or 'Christian Holiness' in this institution committed.'

be, and the same is, hereby further changed and amended, and with the addition of sub-sections thereto, and shall now and henceforth read as follows, to-wit:

ARTICLE SECOND

That the purposes for which this Corporation is formed are:

(a) To establish and conduct a school or schools; a liberal arts college whose purpose shall be to provide its students with an acquaintance with the major fields of knowledge, an effective foundation in and working grasp of one field, a balanced development of their own powers, and an encouragement to Christian commitment; such graduate schools, junior colleges, high schools, and other schools or institutes as shall be deemed advisable in the interests of Christian education; each of these educational institutions shall be in harmony with Christian ideals and, furthermore, in its Theological instruction more specifically shall conserve, maintain, advocate and promulgate the great New Testament Doctrine of 'Entire Sanctification' or 'Christian Holiness'.

(b) That this corporation shall have power to sue and be sued, in its corporate name, and in such name to acquire or receive by purchase, gift, grant, devise or bequest, any property, real, personal or mixed, and the same to hold, sell, transfer, mortgage, convey, loan, let or otherwise use in accordance with law, but that such corporation shall have no power to divert any gift, grant or bequest from any special purpose that might or could be designated by any donor; and in general to do such other acts and things as may be authorized by law, and as may be considered useful and necessary for the carrying on the purposes and objectives of said College and schools.

- (c) To purchase, or otherwise acquire, or hold, lease, sell, exchange, assign, transfer, mortgage or otherwise dispose of and to invest, trade and deal in and with real property and any and all interests therein, and with personal property of every class and description.
- (d) To borrow money, to issue bonds, debentures, notes and other obligations of this corporation from time to time, for any of the objectives or purposes of this corporation, and to mortgage, pledge, hypothecate or convey in trust, any or all of its property, to secure the payment thereof.
- (e) That funds of the corporation shall be classified as follows, to-wit: (1) Endowment Funds, (2) Funds for special purposes, (3) Building Funds, and (4) Current Funds; and that endowment funds, funds for special purposes and building funds shall not at any time be deposited with or combined in anyway or manner with the current funds of the corporation; That the Board of Regents of said corporation as hereinafter set forth shall cause said funds, and the uses and purposes thereof, to be defined and set forth in the by-laws of the corporation;
- (f) That in the school or schools, and college conducted by the corporation courses of study shall be established and instruction given therein by resident attendance or extension courses as may be determined, to such persons who may desire the same and who conform to requirements of admission and other preliminary educational requirements, in such subjects as theology,

mathematics, physics, chemistry, the arts and sciences, English and foreign languages, education, business and all general subjects constituting a technical, scientific, classical or academical education; and at the college level to establish such courses of instruction leading to the granting of degrees in the fields of learning and education, and the arts and sciences, religion and religious education, and all other fields determined upon as proper and necessary courses of study and instruction; that in any secondary school or schools established at such level to conform to the requirements as determined and set forth by the Board of Education of the State of Idaho, and at the high school level to conform to such requirements for high school graduation leading to a diploma as determined and set forth by the Board of Education of the State of Idaho; and generally to associate with other institutions of learning of the college and university level; to affiliate with and belong to such other educational associations, accrediting associations or organizations as may be determined upon; and to enter into co-operative agreements with other educational institutions to achieve the objects and purposes of this corporation as an institution of learning and as an institution of higher learning;

- (g) To at all times maintain its identity with the General Assembly of the Church of the Nazarene, and as a part of the general educational system of the General Assembly of the Church of the Nazarene, and in what is now known and established

as the Northwest Educational Zone of such Church, or as the same may be hereafter changed or otherwise established by the General Assembly of the Church of the Nazarene and the principles and practices thereof as set forth and promulgated in the Holy Bible and the manual of such Church. This statement of purposes is not to be construed as a grant of power or authority to such General Assembly of the Church of the Nazarene, but is to be construed as a matter of affiliation and principle.

- (h) To enter into any kind of an agreement or contract, co-operative or profit sharing plan, with its officers or employees that the corporation may deem advantageous or expedient or otherwise to reward or pay such persons for their services as the Board of Regents may deem fit.
- (i) To purchase, lease, or otherwise acquire, in whole or in part, the business, good will, rights, franchises and property of every kind, and to undertake the whole or any part of the assets or liabilities of any person, firm, association or corporation engaged in or authorized to conduct any business similar to any business authorized to be conducted by this corporation, or owning property necessary or suitable for its purpose, and to pay for the same in cash, or bonds of this corporation or otherwise; to hold or in any manner dispose of the whole or any part of the business or property so acquired, and to exercise all the powers necessary or incidental to the conduct of such business.

- (j) To discount and negotiate promissory notes, drafts, bills of exchange, and other evidences of debt; to enter into, make, perform and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any sub-division, district or department thereof.
- (k) To do any and all such other acts, things, business or businesses in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated, or calculated, directly or indirectly, to promote the interest of the corporation; and in carrying on its purposes, or for the purpose of attaining or furthering any of its business, to do any and all acts and things, and to exercise any and all other powers, which a co-partner or natural person could do or exercise, and which now or hereafter may be authorized by law, and in part of the world.
- (l) The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in no wise limited or restricted by reference to and inference from terms of any other clause, but shall be regarded as independent in purposes and powers and no recitation, expression or declaration of specific or special powers or purposes herein enumerated, shall be deemed to be exclusive but it is hereby expressly declared that all other lawful powers not



inconsistent herewith, are hereby included. "

That the aforesaid resolution was unanimously adopted by all of the members present at the aforesaid meeting, being and constituting all of the members thereof, and that pursuant to such resolution said ARTICLE SECOND of the Articles of Incorporation, was thereby amended as set forth herein.

SECOND:

That at the aforesaid meeting, and among other things done thereat, the following resolution was passed, as follows, to-wit:

"

RESOLUTION

BE IT RESOLVED that ARTICLE FOURTH of the Articles of Incorporation, and as amended, and now reading as follows, to-wit:

' The number of its directors shall be seven and ~~that~~ the name and addresses of those who are appointed for the first year are:

Eugene Emerson	Address, Nampa, Idaho
E.D. Emerson	Address, Nampa, Idaho
S.E. Parsons	Address, Nampa, Idaho
John Ensley,	Address, Nampa, Idaho
Charles E. Mitchell,	Address, Nampa, Idaho
Lowell H. Coate,	Address, Nampa, Idaho
M. E. Ferdinand,	Address, Nampa, Idaho '

be, and the same is hereby amended and changed, and shall now and henceforth read as follows, to-wit:

'

ARTICLE FOURTH

That the number of directors of the corporation shall consist of THIRTY ONE members, more or less, to be elected and qualified as hereinafter provided, and shall henceforth be known and designated as the BOARD OF REGENTS, and that the President of the College shall at all times be an ex-officio member of such Board of Regents, and one member of the Alumni Association of the Northwest Nazarene College, as elected and certified by said association, shall likewise be an ex-officio member of said Board of Regents, and shall hold office as such members of the aforesaid Board during their respective terms in office, and such ex-officio members thereof shall be included in the total number of thirty one; and that

the remainder of the said Board of Regents shall be elected from time to time and for terms of office, as determined by various District Assemblies of the Church of the Nazarene as situated and located in the Northwest Educational Zone as established by the General Assembly of the Church of the Nazarene as set forth in the manual thereof as promulgated from time to time, and as now in force and effect, or as hereafter amended. The BOARD OF REGENTS in the by-laws of the corporation shall provide for the election of members of such Board in the various district assemblies of the Church of the Nazarene in the aforesaid Northwest Educational Zone of the General Assembly of the Church of the Nazarene, as said Zone now exists or is hereafter changed, and that the number of members of said Board to be so elected shall be restricted in number from the various district assemblies upon a population basis dependent upon the number of members of the Church of the Nazarene in the areas and territory embraced by said Northwest Educational Zone as now established or hereafter changed by the General Assembly of the Church of the Nazarene, and upon a population basis relating to the number of members of the Church of the Nazarene within the territory served by the various District Assemblies within said zone, and as follows, to-wit: For a district with a member population of one thousand or less, one member; for a district with a member population of more than one thousand, two members; and additional members of said Board from districts having a member population of over two thousand members as follows, to-wit: one additional member for each additional thousand members, or a major fraction thereof.

All members so elected by the various District Assemblies in the Area specified heretofore shall be required to be members in good standing of the Church of the Nazarene, and be in the experience of entire sanctification as promulgated as a part of the doctrine of the Church of the Nazarene, and as set forth in its manual as duly adopted and approved from time to time by the General Assembly of the Church of the Nazarene, and such members shall at all times reside within the aforesaid Northwest Educational Zone, as said Zone is now, or may be hereafter, defined in the Manual of the Church of the Nazarene as adopted and approved at its General Assembly held from time to time. Any fluctuations in the member population within the area of the district assemblies may from time to time increase or decrease, the number of members of the Board of Regents from the aforesaid Zone, but in no event shall the total number to constitute the Board of Regents ever be less than an aggregate total of sixteen members.

The term of office for all members so elected to the Board of Regents shall be for a term of three years, unless otherwise specified in the election. Members so elected by the various district assemblies in the aforesaid zone, shall be certified to in writing by the officers of the Assembly to the corporation at its office in Nampa, Idaho. No student of the college or school, or any officer or employee of the administrative department of the corporation shall be eligible as a member of the Board of Regents,

subject to the exception of the president of the college and the member elected by the alumni association of the college.

Any vacancy occurring during the term of office, or removal of a member from the Zone from which he was so elected, shall be filled in such manner as may be provided in the by-laws of the corporation.

The Board of Regents shall elect the President of the College, the finance executive, the librarian, the faculty of instruction and all other officers required for the administration of the affairs of the corporation, and shall define their powers, duties, employments and qualifications, and as to financial officers may require a surety bond for the faithful performance of the duties and accounting for funds received, and shall likewise determine the rate of compensation of all officers and employees necessary to operate the affairs of the corporation, and shall generally manage the affairs of the corporation and faithfully execute all powers and privileges conferred upon such Board by the Articles of Incorporation, and as amended, and in the same manner as any Board of Directors of any business or other corporation requiring management by such Board, and in harmony with the laws of the State of Idaho in such relation.

The Board of Regents shall hold at/ <sup>least one</sup> meeting each calendar year at such time and place as may be determined in the by-laws, and that such meetings may be held within or without the State of Idaho. No notice of regular meetings as set forth in the by-laws shall be required. Notice to all members

of any special meeting shall be given at least ten days prior to such meeting by United States mail, unless such notice of special meetings is waived by the members. Special meetings may be called upon the request of the President of the College, or by a request in writing by a majority of the Board of Regents requiring the President of the College to call such special meeting. A majority of the Board of Regents at any regular or special meeting shall constitute a quorum for the transaction of any business of the corporation.

The officers of the Board of Regents shall consist of a Chairman, a Vice Chairman, a Secretary and a Treasurer, together with such committees as may be determined and set forth in the by-laws of the corporation.

The Board of Regents shall at any regular meeting create and appoint an executive committee which shall be known as the Board of Directors, and which shall consist of the President of the College, and five other persons, all of whom shall be members in good standing of the Church of the Nazarene and in the experience of entire sanctification; and such Board shall be elected annually by the Board of Regents, and the members of such Board and executive committee need not be members of the Board of Regents, except that no student, officer or employee of the College shall be eligible as a member of this Board, excepting the President of the College; during the interim when the Board of Regents is not in session the said executive committee known as the Board of Directors shall conduct such general

business of the corporation as may be necessary and required, and such duties as may be assigned from time to time by the Board of Regents, provided, however, that the executive committee designated herein as the Board of Directors shall not have the power to sell or otherwise encumber the real property of the corporation without consent of a majority of the Board of Regents.

The executive committee to be known as the Board of Directors shall have the power to fill any vacancy which might or could arise when the Board of Regents is not in session, as to any officer, agent, employee, administrative officer, or member of the faculty of instruction. The Board of Directors shall be required to make a formal report of its actions to the Board of Regents at its next subsequent regular meeting.' "

That the aforesaid resolution was unanimously adopted by all of the members present at the aforesaid meeting, and that pursuant to such resolution said ARTICLE FOURTH, was thereby amended as set forth herein.

THIRD:

That at the aforesaid meeting, and among other things done thereat, the following resolution was passed as follows, to-wit:

"

RESOLUTION

BE IT RESOLVED That a new section be added to the Articles of Incorporation to be known as ARTICLE SIXTH, and which new section as so adopted and added to the articles of incorporation, and as amended, shall read as follows, to-wit:

'

ARTICLE SIXTH

The duration of this corporation shall be PERPETUAL.'

"

That the aforesaid resolution was unanimously adopted by all of the members present at the aforesaid meeting, and that pursuant to such resolution said ARTICLE SIXTH was thereby added to the Articles of Incorporation, as amended, and as a part thereof.

FOURTH:

That at the aforesaid meeting, and among other things done thereat, the following resolution was passed as follows, to-wit:

"

RESOLUTION

BE IT RESOLVED That a new section be added to the Articles of Incorporation, as amended, to be known and designated as ARTICLE SEVENTH, and which new section so adopted and added to the Articles of Incorporation, and as amended, shall read and provide as follows, to-wit:

ARTICLE SEVENTH

That this corporation is one which does not contemplate pecuniary gain or profit to the members thereof. That this corporation shall not have or issue any capital stock and that it shall be, and hereby is declared to be, entirely constituted as a co-operative association or corporation, and as an institution of learning. That the members of the corporation shall consist of one class of persons, to-wit: those persons who are now, or hereafter have been, duly elected and certified as a member of the BOARD OF REGENTS by the various district assemblies as held within the area of the Northwest Educational Zone as set and determined by the General Assembly of the Church of the Nazarene, as defined in the manual thereof, as now promulgated or hereafter adopted. That the rights and privileges of such members of the corporation

shall be equal, and the qualifications of such persons shall be determined as set forth in the articles of incorporation, and as amended, and in the by-laws of the corporation, now in force and effect, or as hereafter adopted and approved. That such other and additional persons who are set forth in these articles of incorporation, as ex-officio members of the Board of Regents, are likewise declared to be, and they hereby are, declared to be an equal member of the corporation for their respective terms of office. No member of the corporation, to-wit: members of the Board of Regents, as elected or ex-officio, shall be deemed to be vested with any individual interest whatsoever in and to any of the assets or physical properties, real, personal or mixed, as owned or possessed by the corporation; and, in the event of any final winding up, dissolution, discontinuance, or sale of all the properties and physical assets, and as to any proceeds remaining after the payment of just debts and obligations, the members of the corporation shall thereafter hold the same in trust for final disposition as may be directed and authorized by the General Assembly of the Church of the Nazarene; provided, however, that this provision shall not apply to, and is not deemed to apply to, any sales of property, real, personal or mixed, which may be determined hereafter as not being necessary or required for the uses and purposes of the corporation, and that any such proceeds of the sale thereof, shall simply become an asset of the corporation, and placed in one of the funds thereof, as may be determined by the Board of Regents, and thereafter



applied and used as may be directed and authorized  
by the Board of Regents.' "

That the aforesaid resolution was unanimously adopted by  
all of the members present at the aforesaid meeting, and that pur-  
suant to such resolution said ARTICLE SEVENTH was thereby added  
to the Articles of Incorporation, as amended, and as a part thereof.

FIFTH:

That at the aforesaid meeting, and among other things  
done thereat, the following resolution was passed as follows, to-  
wit:

"

RESOLUTION

BE IT RESOLVED that a new section be added to the Art-  
icles of Incorporation, as amended, to be known and designated as  
ARTICLE EIGHTH, and which new section so adopted and added to the  
Articles of Incorporation, and as amended, shall read and provide  
as follows, to-wit:

'

ARTICLE EIGHTH

The Board of Regents shall have full power and  
authority to formulate, repeal and amend by-laws  
of the corporation, and to adopt new by-laws, sub-  
ject to any restrictions as imposed by the Stat-  
utes of the State of Idaho, now in force and effect,  
or as hereafter adopted and approved. Meetings of  
the Board of Regents and of the executive committee,  
known as the Board of Directors, may be held within  
or without the State of Idaho pursuant to the auth-  
ority of the applicable statutes of the State of  
Idaho; that the time for the annual meeting of  
the Board of Regents shall be set and determined  
by the by-laws.' "

That the aforesaid resolution was unanimously adopted by  
all of the members present at the aforesaid meeting, and that

pursuant to such resolution said ARTICLE EIGHTH was thereby added to the Articles of Incorporation, as amended, and as a part thereof.

SIXTH:

That the President and Secretary of said corporation, were, at the aforesaid meeting of the Board of Directors, and said Board being and constituting all of the members of the said corporation, and at the time and place aforesaid, were authorized, empowered and directed to make and file such certificate as provided by law, setting forth such amendments and addition of new sections to the Articles of Incorporation, and as amended, and adopted unanimously by the members of said corporation, and that in pursuance to such resolutions, the Articles of Incorporation, and as amended, of said corporation, are further amended and by the addition of new sections thereto, and as follows, to-wit:

(1) ARTICLE SECOND of the Articles of Incorporation, are hereby amended by the addition thereto of certain sub-sections, all relating to the purposes of the corporation and all as set forth and included within the purview of the resolution set forth in FIRST, supra.

(2) ARTICLE FOURTH of the Articles of Incorporation, are hereby amended by changing the number of directors of said corporation, and said Board of Directors to be henceforth known as the Board of Regents, and prescribing the powers and authority of said Board, the manner of election and for ex-officio members thereof, and the qualifications of the members thereof, and providing for an executive committee to be known as the Board of Directors, and providing its powers and duties and number thereof, manner of selection, and qualification of its members, all as set forth in SECOND, supra;

(3) That the Articles of Incorporation, as amended, were further amended and changed by the addition of a new Article to be known as ARTICLE SIXTH, providing that the duration of this corp-

oration shall be perpetual, all as set forth in THIRD, supra.

(4) That the Articles of Incorporation, as amended, were further amended and changed by the addition of a new article to be known as ARTICLE SEVENTH, providing that the elected and ex-officio members of the Board of Regents shall be the one class of members of the corporation, and that the rights and privileges of members shall be equal, and certain other powers and restrictions, all as set forth in FOURTH, supra.

(5) That the Articles of Incorporation, as amended, were further amended and changed by the addition of a new article to be known as ARTICLE EIGHTH, and which new section provides power and authority of the Board of Regents with reference to by-laws, and for the holding of meetings of the Board of Regents and the executive committee, known as the Board of Directors, all as set forth in FIFTH, supra.

SEVENTH:

That at the aforesaid meeting of the members and Board of Directors of the corporation, held on September 16th, A.D. 1953, that a majority of the voting power of the members voted for all of the aforesaid amendments and changes to the Articles of Incorporation, as amended, and the addition of new articles thereto as set forth herein, and that all of such changes, amendments and new sections were adopted by a majority vote of more than two-thirds of the voting power of the corporation as to its members and directors, to-wit: all of the members thereof at the time and place of said meeting.

IN WITNESS WHEREOF, We, the President and Secretary of the corporation have hereunto set our hands this 19th day of September, A.D. 1953, and have caused the seal of the corporation to be affixed hereto, all in pursuance to the aforesaid resolutions.

John E. Riley  
President

ATTEST:

I. F. Younger  
Secretary  
(CORPORATE SEAL)

SUBSCRIBED and SWORN to before the undersigned Notary Public of the State of Idaho, by John E. Riley, and I. F. Younger, this 19 day of September, A.D. 1953.

Ferneth Gray  
Notary Public for Idaho  
Residence: Nampa, Idaho

(SEAL)

STATE OF IDAHO )  
County of Canyon ) ss.

On this 19 day of September, in the year 1953, before me, the undersigned, a notary public in and for said State of Idaho, personally appeared John E. Riley + I. F. Younger known to me to be the President and Secretary respectively of NORTHWEST NAZARENE COLLEGE, the corporation that executed the within instrument, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Ferneth Gray  
Notary Public for Idaho  
Residence: Nampa, Idaho

(SEAL)