

FILED EFFECTIVE

CERTIFICATE TO BE FILED WITH

2002 DEC -9 AM 9:10

AMENDED AND RESTATED ARTICLES OF INCORPORATION

SECRETARY OF STATE
STATE OF IDAHO

Under the provisions of Section 30-3-94 of the Idaho Nonprofit Corporation Act, Northwest Nazarene University, Inc. certifies:

1. The name of the corporation is Northwest Nazarene University, Inc.
2. The Amended and Restated Articles of Incorporation were adopted a majority of the Board of Directors on 11-07, 2002. The corporation has no members; accordingly, no approval by the membership is required. Nor is the approval of any other person required to amend or restate the corporation's articles of incorporation.

DATED this 3RD day of December, 2002.

NORTHWEST NAZARENE UNIVERSITY, INC.

By: 
Its: V.P. FOR FINANCIAL AFFAIRS

c9457

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NORTHWEST NAZARENE UNIVERSITY, INC.

ARTICLE I.
NAME

The name of the Corporation is NORTHWEST NAZARENE UNIVERSITY, INC.

ARTICLE II.
NONPROFIT STATUS

The Corporation is a nonprofit corporation.

ARTICLE III.
PERIOD OF DURATION

The Corporation shall have perpetual existence, unless sooner lawfully dissolved.

ARTICLE IV.
REGISTERED OFFICE AND AGENT

The location of the Corporation is in the City of Nampa, County of Canyon, and in the State of Idaho. The address of the registered office is 623 Holly Street, Nampa, Idaho, 83686, and the name of the registered agent at this address is Joel K. Pearsall, and any lawfully appointed successor.

IDAHO SECRETARY OF STATE
12/09/2002 05:00
CK: 35143 CT: 131672 BH: 650344
1 @ 30.00 = 30.00 NON PROF A # 1

C9457

ARTICLE V. PURPOSES

The Corporation is organized exclusively for religious, charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law.)

Without limiting the former, the specific purpose of the Corporation, as an institution of higher education, shall be to serve the Church of the Nazarene and the greater Christian community by providing an educated laity and ministry, loyal to Christ and emphasizing the Wesleyan doctrine of perfect love. The Corporation's curriculum shall be consistent with the doctrines set forth in the Manual of the Church of the Nazarene, and shall conserve, maintain, advocate and promulgate the New Testament Doctrine of Entire Sanctification or Christian Holiness.

The basic mission of the University is the development of Christian character within the philosophy and framework of genuine scholarship.

In addition to the above, the Corporation shall have the power to do any and all other such acts, necessary, incidental, convenient or auxiliary to any of the objects herein enumerated which directly or indirectly promote the interest of the Corporation or assist in carrying on its purposes, subject to such limitations as are or may be prescribed by law.

ARTICLE VI. LIMITATIONS

No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its Trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Corporation shall be devoted to the carrying on of political propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Article, the Corporation 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 of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE VII. NO MEMBERS

The Corporation shall not have any members, shareholders or other direct form of ownership.

ARTICLE VIII. BOARD OF DIRECTORS

Pursuant to Idaho Code 30-3-63, as amended, the affairs of the Corporation shall be managed by its board of directors, which shall be referred to as the Board of Trustees. The District Assemblies on the Northwest U.S.A. Region of the Church of the Nazarene shall elect, consistent with these Articles of Incorporation and the Bylaws of the Corporation, the Board of Trustees. The Board of Trustees shall consist of the President of the University and members elected thereto by the various district assemblies as hereinafter provided, all of whom shall be members of the Church of the Nazarene, and shall be in the experience of Entire Sanctification and in full agreement and sympathy with the Bible doctrines and usages held by the Church of the Nazarene as set forth in the Manual of said church. In addition, the President of the Northwest Nazarene University Alumni Association shall be an ex officio member of the Board of Trustees. Members of the Board of Trustees shall reside within the Northwest USA Region, as said Region is defined in the Manual of the Church of the Nazarene, except as to the Alumni Association President who shall not be required to reside in the Region. No employee of the University (with the exception of adjunct faculty members as defined in the Faculty Policy Manual) may be elected to the Board of Trustees.

The members of the Board of Trustees shall be elected from each district within the Northwest USA Region as follows:

- a. Each elected Trustee shall hold office for a term of three years. Such term shall begin on the August 1st immediately following the election.
- b. Each district shall have at least two representatives; the District Superintendent during such Superintendent's term of service on said district, and a lay representative elected by each district assembly.
- c. Each district shall elect additional members based on the ratio of that district's church membership to the total church membership on the Northwest USA Region, for a maximum board membership of forty (40), including the President of the University and the alumni representative. The additional members shall be elected in alternating sequences, first a ministerial representative and then a lay representative. In no event will the total representation from a district be more than eight (8) members.
- d. In computing proportional representation for each district, the number shall be rounded to the nearest whole number, after the number ONE has been reached.

- e. In order to maintain the board membership at forty (40), the following additional computations shall be made:
 - (i) In the event a district should be entitled to more than eight (8) members based on proportional representation, such additional member(s) shall be allocated among the districts with less than eight (8) members, as provided in paragraphs (ii) and (iii) below.
 - (ii) If the membership is less than forty (40), the additional member(s) required to reach forty (40) shall be allocated to districts for which the initial calculations were rounded down, in descending order of their fractional remainders.
 - (iii) If the membership is more than forty (40), the additional members over forty (40) shall be subtracted from the allocations of districts for which the initial calculations were rounded up, in ascending order of their fractional remainder.
- f. For purposes of making the computations called for by this paragraph, the church membership reported at the 2000 District Assemblies shall be used for purposes of the 2001 District Assembly elections. The proportional representation for each district shall be recomputed every three years following 2000, for election at the following year's District Assembly.

Any vacancy occurring in the Board of Trustees shall be filled by the District Advisory Board of the District in which the vacancy occurs. Such person shall hold office for the remaining term of office and until a successor has been elected and qualified.

ARTICLE IX. DISTRIBUTION ON DISSOLUTION

Upon the dissolution of the Corporation, the Corporation's assets shall be distributed by the Board of Trustees for one or more purposes which are both exempt within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) and related to the Church of the Nazarene. If the Church of the Nazarene is no longer in existence at the time of such dissolution, then, upon dissolution of the Corporation, the Corporation's assets shall be distributed by the Board of Trustees for one or more purposes which are exempt within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law). Any 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 corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized for such purposes.

ARTICLE X. BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Trustees, provided that no amendment shall be voted upon unless a written copy of the proposed amendment is mailed to each member of the Board of Trustees, along with written notice of the intent to vote on such amendment, at least ten (10) days prior to the date of the meeting in which the vote will be taken. Any proposed amendment that has been properly mailed to the membership of the Board of Trustees may be modified at the meeting at which such amendment is considered. To be approved, any amendment must first receive a favorable vote of three-fourths of the members of the Board of Trustees who are present at the meeting, and then must be ratified by a majority vote in two-thirds of the District Assemblies in the Northwest USA Region.