

Department of State.

**CERTIFICATE OF AMENDMENT
OF**

NORTHWEST NAZARENE COLLEGE

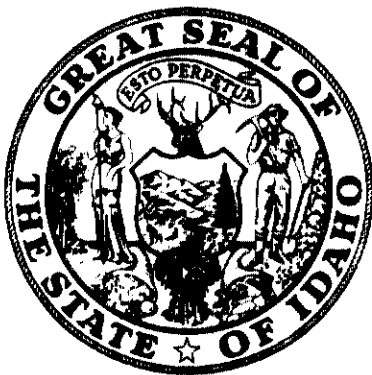
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

NORTHWEST NAZARENE COLLEGE

duly signed and verified pursuant to the provisions of the Idaho Nonprofit Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated March 19, 19 82.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
NORTHWEST NAZARENE COLLEGE

Articles of Amendment of the Articles of Incorporation of NORTHWEST NAZARENE COLLEGE are herein executed by said Corporation, pursuant to the provisions of Section 30-327 of the Idaho Nonprofit Corporation Act as follows:

1. The name of the Corporation is "NORTHWEST NAZARENE COLLEGE."

2. The amendment to the Articles of Incorporation of said Corporation is as follows:

"Articles II through VIII of the original Articles of Incorporation and as amended September 19, 1953 are hereby deleted in their entirety.

The Articles shall be amended and restated as follows:

ARTICLE II.

Tax Exempt Restriction

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members of the Board of Regents, 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 III hereof. No substantial part of the activities of the Corporation shall be 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 1954 (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 1954 as Amended.

ARTICLE III.

Purposes

Said Corporation is organized exclusively for religious, 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 1954 (or the corresponding provision of any future United States Internal Revenue law.)

More specifically, but within the limits of the foregoing, the purposes for which the Corporation is organized shall be to provide a liberal arts college education to its students, within the framework of Christian ideals, consistent with the Manual of the Church of the Nazarene, as adopted by its General Assembly.

The courses of study provided by the College will be governed by the provisions contained in the Bylaws, and said Bylaws shall conform to the requirements as determined and set forth by the Board of Education of the state of Idaho and the Northwest Association of Schools and Colleges so as to maintain accreditation as an institution of higher learning.

As a means of accomplishing the foregoing purposes, the Corporation shall have the following powers and rights:

1. The College may 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; and to enter into cooperative agreements with other educational institutions to achieve the objects and purposes of this Corporation as an institution of learning.

2. 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 IV.

Management

1. The Corporation shall have no members, shareholders or other direct form of ownership or control. Pursuant to the authority of Idaho Code Section 30-314(b) the Corporation shall be controlled by and under the authority of the Manual of the Church of the Nazarene which provides that the College is to function and serve the constituency of the Nazarene Church on its Northwest U.S.A. Region, as noted in Paragraph Section 759-1980 Edition of the Manual.

2. The Nazarene Churches on said Northwest U.S.A. Region, acting through their elected representatives and their respective District Assemblies, shall, consistent with the Constitution and Bylaws of the College adopted or approved by them, elect a Board of Regents which shall function as the Board of Directors for purposes of managing the affairs of the Corporation. The address of the Church of the Nazarene for the Northwest U.S.A. Region shall be: c/o Northwest Nazarene College, Holly and Dewey Streets, Nampa, Idaho.

ARTICLE V.

Constitution and Bylaws

The Corporation shall be managed and governed by two separate and distinct documents; (1) the Constitution; and (2) the Bylaws as follows:

1. Constitution. The Constitution of the Corporation shall:

a. Provide for the election of the Board of Regents by the respective District Assemblies of the Church of the Nazarene on the Northwest U.S.A. Region; set forth the number of members to constitute the Board of Regents, the term for which they are elected, the qualifications of the individuals who

are eligible to be elected, the number of representatives from each District Assembly, or a formula to provide for said number, and such other requirements or restrictions as are appropriate.

b. Specifically delegate to the Board of Regents the authority to elect the President of the College, together with such procedures or restrictions as they determine to be appropriate.

c. Provide for a historical statement regarding the purposes and objectives of the College and incorporate by reference the Manual of the Church of the Nazarene as its controlling authority.

d. Provide that the Constitution may be amended only after proper notice has been given to the members of the Board of Regents in advance of said meeting or intended vote; that no amendment shall be approved except on a favorable vote of two-thirds of the total membership of the Board of Regents, and by two-thirds of the respective District Assemblies providing a favorable majority vote.

e. Provide for such other provisions as may be approved by the Board of Regents and their respective District Assemblies consistent with Paragraph d. above.

2. Bylaws.

a. The Bylaws shall provide for the election of the officers of the Corporation; the organization of the Board of Regents and its division into committees; the time and place of regular and special meetings of the Board of Regents; the management and control of all finances of the Corporation; the election of a Board of Directors; the election of the administrative officers of the College; policy and procedures concerning the faculty appointments and duties of the faculty.

b. The Bylaws may provide that they may be amended at any regular or

special meeting of the Board of Regents after proper notice has been given concerning the proposed amendment and by two-thirds affirmative vote of the members of the Board of Regents present.

ARTICLE VI.

Dissolution

The property and assets of the College are irrevocably dedicated to religious, charitable, philanthropic and educational purposes and upon liquidation, dissolution or abandonment of the Corporation, ownership will not inure to the benefit of any private person but any excess of assets over and above the payments of debts upon the dissolution of this Corporation shall be paid to the General Board of the Church of the Nazarene in Kansas City, Missouri. In the event said corporation is not in existence at the time such assets are to be distributed or if it does not qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, then such assets shall be distributed to a fund, foundation or corporation organized and operated for religious, educational and charitable purposes consistent with Northwest Nazarene College which is so qualified and exempt from taxation under Internal Revenue Code Section 501(c)(3).

ARTICLE VII.

Duration

The duration of this Corporation shall be perpetual.

ARTICLE VIII.

Amendment

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Regents, after proper notice has been given concerning the proposed amendment, upon receiving the favorable vote of at least two-thirds of the total membership of the Board of Regents, subject to any restrictions or limitations set forth in the Constitution and the Bylaws of the Corporation."

3. There are no members of said Corporation. The foregoing Amendment was adopted by a greater than two-thirds vote of the Board of Regents of the Corporation at its regular Board meeting held on March 12, 1982.

NORTHWEST NAZARENE COLLEGE

By *Kenneth H. Pearsall*
KENNETH H. PEARSALL, President

By *Hoyle C. Thomas*
HOYLE C. THOMAS, Secretary

STATE OF WASHINGTON)
 : ss
County of Spokane)

KENNETH H. PEARSALL and HOYLE C. THOMAS, being first duly sworn on oath, depose and state:

That they are the President and Secretary, respectively, of NORTHWEST NAZARENE COLLEGE; that they have read the foregoing Articles of Amendment to the Articles of Incorporation, know the contents thereof and believe the same to be true and correct to the best of their knowledge.

Kenneth H. Pearsall
KENNETH H. PEARSALL, President

Hoyle C. Thomas
HOYLE C. THOMAS, Secretary

SUBSCRIBED AND SWORN TO before me this 12th day of March, 1982.

Keith A. Whiting
Notary Public in and for the State
of Washington, residing at Spokane

My Commission Expires 10/23/84.