



**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION (NONPROFIT)**

State Form 4161 (R12 / 4-12) / Corporate Form No. 364-2 (May 1988)  
Approved by State Board of Accounts 1995

CONNIE LAWSON  
SECRETARY OF STATE  
CORPORATIONS DIVISION  
302 W. Washington St., Rm. E018  
Indianapolis, IN 46204  
Telephone: (317) 232-6576

13 DEC 16 AM 11:42

13 DEC 16 AM 11:45

**INSTRUCTIONS:** Use 8 1/2" x 11" white paper for attachments.  
Present original and one copy to address in upper right corner of this form.  
Please TYPE or PRINT.  
Please visit our office on the web at [www.sos.in.gov](http://www.sos.in.gov).

Indiana Code 23-17-1 et seq.  
FILING FEE: \$30.00

The undersigned officer of the Nonprofit Corporation named in Article I below (hereinafter referred to as the "Corporation") desiring to give notice of corporate action effectuating Amendment(s) to the Articles of Incorporation, certifies the following facts:

This Corporation exists pursuant to: (check appropriate box)

- The Indiana Not-For-Profit Corporation Act of 1971 (IC 23-7-1.1) as amended.
- Indiana General Not-For-Profit Corporation Act (approved March 7, 1935)
- Indiana Nonprofit Corporation Act of 1991 (IC 23-17-1) as amended

APPROVED AND FILED  
Connie Lawson  
IND. SECRETARY OF STATE

**ARTICLE I - AMENDMENT(S)**

SECTION 1: The name of the Corporation is:

Earlham College

SECTION 2: The date of incorporation of the Corporation is (month, day, year):

January 12, 1881

SECTION 3: The name of the Corporation following this amendment to the Articles of Incorporation is:

Earlham College, Inc.

SECTION 4

The exact text of Article(s) I-XII of the Articles of Incorporation is now as follows.

Attached hereto is a true copy of the Amended and Restated Articles of Incorporation of Earlham College, Inc. (the "Corporation"), which, as described in Article II of these Articles of Amendment, were approved and adopted by the Corporation's Board of Directors, the Western Yearly Meeting of Friends, and the Indiana Yearly Meeting of the Religious Society of Friends.

SECTION 5

The date of adoption of the amendment to the Article(s) I-XII was October 18, 2013

**ARTICLE II - MANNER OF ADOPTION AND VOTE**

**SECTION 1: Action by Board of Directors**

The Board of Directors duly adopted a resolution proposing to amend the Article(s) of Incorporation: *(select one)*

- At a meeting held on October 18, 20 13, at which a quorum of such Board was present.
- By written consent executed on \_\_\_\_\_, 20 13, and signed by all members of such Board.

Indiana Secretary of State  
Packet: 190588-071

Filing Date: 12/16/2013  
Effective Date: 12/16/2013

**SECTION 2: Action by members**

**IF APPROVAL OF MEMBERS WAS NOT REQUIRED:**

The Amendment(s) were approved by a sufficient vote of the Board of Directors or incorporators and approval of members was not required.

- Yes     No

The Amendment(s) were approved by a person other than the members, and that approval pursuant to Indiana Code 23-17-17-1 was obtained.

- Yes     No

**IF APPROVAL OF MEMBERS WAS REQUIRED:**

	TOTAL	MEMBERS OR DELEGATES ENTITLED TO VOTE AS A CLASS		
		1	2	3
MEMBERS OR DELEGATES ENTITLED TO VOTE	N/A			
MEMBERS OR DELEGATES VOTED IN FAVOR	N/A			
MEMBERS OR DELEGATES VOTED AGAINST	N/A			

- The manner of the adoption of the Articles of Amendment and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

I hereby verify, subject to penalties of perjury, that the facts contained herein are true.

Signature of current Officer



Printed name of Officer

J. David Dawson

Title of Officer

President

AMENDED AND RESTATED ARTICLES OF INCORPORATION

SECRETARY OF STATE  
CORPORATIONS DIV  
13 DEC 16 AM 11:42

OF

EARLHAM COLLEGE, INC.

The undersigned officer of Earlham College, Inc. (the "Corporation"), pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act"), hereby executes the following Amended and Restated Articles of Incorporation (the "Articles"), which supersede and take the place of the previously existing articles of the Corporation and all provisions and amendments thereto:

ARTICLE I

Name

The name of the Corporation is Earlham College, Inc.

ARTICLE II

Purposes

This Corporation is a public benefit corporation that shall be organized and operated exclusively to conduct, support, encourage, and assist such educational, religious, charitable, and other programs and projects as are described in Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code"). Without limiting the foregoing, and to the extent permitted by the Code sections cited above, the Corporation's purposes shall include, but shall not be limited to: operating an independent, residential college which provides undergraduate and graduate education programs of the highest quality shaped by the distinctive values and perspectives of the Religious Society of Friends.

SECRETARY OF STATE  
CORPORATIONS DIV  
13 DEC 16 AM 11:45

### ARTICLE III

#### Powers

Notwithstanding any other provision of these Articles, neither the Board of Trustees nor the Corporation shall have the power or authority to do any act that will prevent the Corporation from being an organization described in Code sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2). Subject to the foregoing statement, and subject to and in furtherance of the purposes for which it is organized, the Corporation shall possess all of the rights, privileges, and powers conferred by the Act or by other law and, in addition, the following rights, privileges, and powers:

Section 1. To indemnify any person against liability and expenses, and to advance the expense incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law.

Section 2. To cease its activities and to dissolve and surrender its corporate franchise.

### ARTICLE IV

#### Period of Existence

The period during which the Corporation shall continue is perpetual.

### ARTICLE V

#### Registered Agent and Office

Section 1. The name of the registered agent in charge of the Corporation's registered office at the time of adoption of these Articles is Sena K. Landey, and the address of

such registered agent is Earlham College, 801 National Road West # 82, Richmond, Indiana 47374.

Section 2. The street address of the registered office of the Corporation at the time of adoption of these Articles is 801 National Road West # 82, Richmond, Indiana 47374.

## ARTICLE VI

### Members

The Corporation shall not have members as that term is defined in the Act. The Corporation may, however, identify as “members” classes of individuals who are supportive of the Corporation’s purposes, participate in the Corporation’s programs, pay dues, and/or satisfy other criteria established by the Board of Trustees. Such designation shall carry no legal significance and shall not entitle classes or individuals to decide Corporation matters or to attend any Corporation meetings.

## ARTICLE VII

### Board of Trustees

Section 1. The number of trustees of the Corporation shall be twenty-four (24), unless that number is increased or decreased pursuant to the procedure set forth in Article VIII, Section 3, of these Articles. In no event shall the number of trustees be smaller than three (3). For purposes of the Act, the Board of Trustees shall be the Board of Directors of the Corporation.

Section 2. No fewer than a numerical majority of the trustees shall be members of a Monthly Meeting of the Religious Society of Friends.

ARTICLE VIII

Appointment, Election, and Designation of Trustees

Section 1. The trustees of the Corporation shall be appointed, elected, or designated in the manner and for terms as specified in or fixed in accordance with these Articles and the Amended and Restated Bylaws (the "Bylaws").

Section 2. Six (6) trustees may be appointed by the Western Yearly Meeting of Friends Church ("Western Yearly Meeting"); seven (7) trustees may be appointed by the Board of Trustees in accordance with its Bylaws subject to approval by Western Yearly Meeting; ten (10) trustees may be appointed by the Board of Trustees in accordance with its Bylaws; and the President of the Corporation shall serve *ex-officio* as a trustee by virtue of that office.

Section 3. The Board of Trustees may increase or decrease the number of trustees or change the processes of appointment and approval set forth in Article VIII, Section 2, of these Articles by amendment of the Bylaws of the Corporation, provided that before any such change may be effective it shall have been also approved by Western Yearly Meeting.

ARTICLE IX

Board of Trustees

The names of the members of the Board of Trustees of the Corporation at the time of adoption of these Articles, who shall serve for terms as specified in or fixed in accordance with these Articles and the Bylaws of the Corporation, are as follows:

**Trustees Appointed by Western Yearly Meeting**

William Dubois	Steve Mills
Diana Hadley	Virginia Mills
Peggy Hollingsworth	Della Stanley-Green

**Trustees Appointed by Board and Approved by Western Yearly Meeting**

Barbara Jean Gottschalk

David Stump

*vacant*

Catherine Tinsley

Fred McClure

John Young

John Scarlett

**Trustees Appointed by Board**

Ellie Bewley

David Matthews (Alumni)

Gerry Cooper

Raymond Ontko

Thomas Farquhar

Karen Reed (Alumni)

Ian Henry

Marion (Bud) Shore

Steven Lopez (Alumni President)

Deborah Hull (Alumni)

**President**

J. David Dawson

ARTICLE X

No Private Inurement

None of the Corporation's net earnings shall inure to the benefit of any private individual.

ARTICLE XI

Regulation of Corporate Affairs

The affairs of the Corporation shall be subject to the following provisions:

Section 1. Notwithstanding any other provision of these Articles, if for any taxable year the Corporation is deemed a "private foundation" described in Code section 509(a),

the Corporation shall make distributions at such time and in such manner as not to subject the Corporation to the tax imposed by Code section 4942.

Section 2. Notwithstanding any other provision of these Articles, at any time the Corporation is deemed a “private foundation” described in Code section 509(a), the Corporation shall not:

- (a) Engage in any act of self-dealing as defined in Code section 4941(d);
- (b) Retain any excess business holdings as defined in Code section 4943(c);
- (c) Make any investment in such manner as to subject the Corporation to tax under Code section 4944; or
- (d) Make any taxable expenditure as defined in Code section 4945(d).

Section 3. Neither the Board of Trustees nor the Corporation shall have power or authority to do any act that will prevent the Corporation from being an organization described in Code section 501(c)(3).

Section 4. Except as otherwise permitted by Code section 501(h), no substantial part of the activities of the Corporation shall be or consist of carrying on propaganda, or otherwise attempting, to influence legislation.

Section 5. The Corporation shall not participate in or intervene in (including the publishing or distributing of any statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 6. Subject to the provisions of these Articles and applicable law, the Board of Trustees shall have complete and plenary power to manage, control, and conduct the affairs of the Corporation.



Section 7. The power to make, alter, amend, and repeal the Bylaws of the Corporation shall be vested solely in the Board of Trustees except as provided in Article VIII, Section 3.

Section 8. No trustee of the Corporation shall be liable for any of its obligations.

Section 9. Meetings of the Board of Trustees may be held at any location, either inside the State of Indiana or elsewhere, and conducted in such a manner as may be permitted under the Bylaws.

Section 10. All parties dealing with the Corporation shall have the right to rely upon any action taken by the Corporation pursuant to authorization by the Board of Trustees by resolution duly adopted in accordance with the Corporation's Articles, Bylaws, and applicable law.

Section 11. The Board of Trustees may from time to time, in the Bylaws of the Corporation or by resolution, designate such committees as the Board of Trustees may deem desirable for the furtherance of the purposes of the Corporation.

## ARTICLE XII

### Dissolution of the Corporation

If the Corporation is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement, to one (1) or more other organizations that have been selected by the Board of Trustees, that are organized and operated for purposes substantially the same as those of the Corporation, and that are described in Code sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2).

The undersigned officer of the Corporation hereby presents these Amended and Restated Articles of Incorporation to the Secretary of State of the State of Indiana for filing, and states that the manner of their adoption and the approvals by which they were adopted constitute full legal compliance with the provisions of the Act, the previously existing articles of the Corporation, and the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned officer hereby verifies and affirms, subject to penalties of perjury, that the representations contained herein are true, this 9<sup>th</sup> day of December, 2013.

  
\_\_\_\_\_  
J. David Dawson, President

This instrument was prepared by Paul Lowell Haines, Attorney at Law, Faegre Baker Daniels LLP, 300 N. Meridian Street, Suite 2700, Indianapolis, Indiana 46204.

JOINT RESOLUTIONS

INDIANA YEARLY MEETING OF THE RELIGIOUS SOCIETY OF FRIENDS AND  
WESTERN YEARLY MEETING OF FRIENDS CHURCH

RECEIVED  
STATE SECRETARY OF STATE  
DEC 16 AM 11:42

Recitals

WHEREAS, by special legislation of the Indiana General Assembly in 1850, the Indiana Yearly Meeting of the Religious Society of Friends (the “Indiana Yearly Meeting”) was recognized as a corporate entity under Indiana law (Local Laws of the State of Indiana, 34th Session, Chapter CCLXIX (January 4, 1850)), which special legislation also acknowledged the authority of the Indiana Yearly Meeting over its existing boarding school.

WHEREAS, the Indiana Yearly Meeting initially operated and maintained the boarding school as an activity of the Meeting itself, and in 1859 adopted the name of “Earlham College” for the school.

WHEREAS, in 1880, the Indiana Yearly Meeting and the Western Yearly Meeting of Friends Church (the “Western Yearly Meeting”) agreed to create a new corporation for the future operation and maintenance of the school.

WHEREAS, Earlham College (“Earlham”) was therefore organized and established as a separate Indiana nonprofit corporation under an 1855 statute entitled “AN ACT for the incorporation of High Schools, Academies, Colleges, Universities, Theological Institutions, and Missionary Boards,” 1855 Acts of the Indiana General Assembly, Chapter XC (February 28, 1855), as amended and supplemented in the 1867 Acts of the Indiana General Assembly, Chapter XCIV (March 9, 1867).

WHEREAS, the Indiana Yearly Meeting and the Western Yearly Meeting approved the Articles of Incorporation of Earlham College (the “Articles”), as filed with the Indiana Secretary of State on January 12, 1881 (see Minutes of the Western Yearly Meeting of 1880 (September 23, 1880); Minutes of the Indiana Yearly Meeting of 1880 (September 29, 1880)).

WHEREAS, the Board of Trustees of Earlham have elected to have the Indiana Nonprofit Corporation Act of 1991 (Article 17 of Title 23 to the Indiana Code) (the “Act”) apply to Earlham, effective June 10, 2013.

WHEREAS, in order to comply with the Act, Earlham’s Board of Trustees has adopted Amended and Restated Articles of Incorporation of Earlham College, Inc. (the “Amended Articles”), pending approval of the Amended Articles by the Indiana Yearly Meeting and the Western Yearly Meeting.

Resolutions

NOW THEREFORE, the Indiana Yearly Meeting and the Western Yearly Meeting adopt and approve the following:

RESOLVED, that the Articles of Incorporation of Earlham College shall be amended and restated in their entirety as set forth in the Amended and Restated Articles of Incorporation of Earlham College, Inc. (the "Amended Articles"), in the form attached hereto as Exhibit A.

RESOLVED, that the officers of Earlham College are authorized and directed to take whatever actions are appropriate or desirable to effectuate the amendment and restatement of the Articles of Incorporation of Earlham College as provided in the preceding resolution.

**INDIANA YEARLY MEETING OF THE RELIGIOUS SOCIETY OF FRIENDS**

Adopted and approved at a meeting that was duly called and legally held on 7-26, 2013

By: Gregory P. Hinshaw, Ed. D.

Its: Presiding Clerk

Date: 8-5-2013

STATE OF INDIANA        )  
                                          )        SS:  
COUNTY OF WAYNE        )

Before me, a Notary Public in and for said State and County, personally appeared Gregory P. Hinshaw, a representative of the Indiana Yearly Meeting of the Religious Society of Friends, who affirmed the correctness of the foregoing certificate and acknowledged its execution as his or her voluntary act and deed.

Linda D. Dodd, Notary Public Seal  
Randolph County, State of Indiana  
My commission expires May 24, 2017

(SEAL)

Linda D. Dodd

Notary Public

My Commission Expires:

5/24/2017

Recorded: 8/5/2013

**WESTERN YEARLY MEETING OF FRIENDS CHURCH**

Adopted and approved at a meeting that was duly called and legally held on 18-20, July, 2013  
2013.

By: Dale Graves

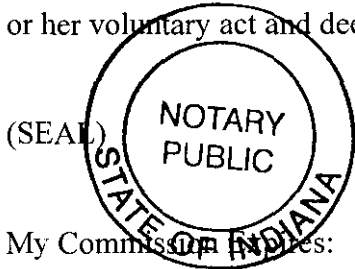
Its: Presiding Clerk

Date: 24, July, 2013

Indiana Secretary of State  
Packet: 190588-071  
Filing Date: 12/16/2013  
Effective Date: 12/16/2013

STATE OF INDIANA        )  
                                          )        SS:  
COUNTY OF WAYNE        )

Before me, a Notary Public in and for said State and County, personally appeared Dale BRAVES, a representative of the Western Yearly Meeting of Friends Church, who affirmed the correctness of the foregoing certificate and acknowledged its execution as his or her voluntary act and deed.



Mary E. Weber  
Notary Public

My Commission Expires: 3-10-16

Recorded: 7-24-13

MARY E. WEBER  
NOTARY PUBLIC, MORGAN COUNTY, IN  
MY COMMISSION EXPIRES MARCH 10, 2016

**RESOLUTION ADOPTING INDIANA NONPROFIT CORPORATION ACT OF 1991**  
**EARLHAM COLLEGE**

RECEIVED  
13 DEC 16 AM 11:41

The Board of Trustees of Earlham College (the "Corporation"), at a meeting duly called and legally held at 8 : 30 a.m. on June 9, 2013, at Earlham College, Richmond, Indiana, considered, and after discussion, adopted, consented to, and approved the following resolution:

RESOLVED, that Earlham College (the "Corporation"), elects to have the Indiana Nonprofit Corporation Act of 1991 (Article 17 of Title 23 to the Indiana Code) apply to the Corporation effective June 10, 2013, or the earliest date thereafter allowed by law, and that the officers of the Corporation are directed to take the necessary steps to effectuate such election.

Such resolution was approved according to the process necessary for adoption of resolutions under the Corporation's Articles of Incorporation and Bylaws, with respect to the quorum of trustees in attendance, assent of participating trustees, and all other matters.

The name and address of the Corporation's registered agent are Sena K. Landey, 801 National Road West # 82, Richmond, Indiana 47374.

The undersigned verifies subject to penalties of perjury that the facts recited above are true.

  
\_\_\_\_\_  
J. David Dawson, President

ATTEST:

  
\_\_\_\_\_  
Raymond Ontko, Secretary

Indiana Secretary of State  
Packet: 190588-071  
Filing Date: 12/16/2013  
Effective Date: 12/16/2013

**State of Indiana**  
**Office of the Secretary of State**

CERTIFICATE OF AMENDMENT  
of  
**EARLHAM COLLEGE**

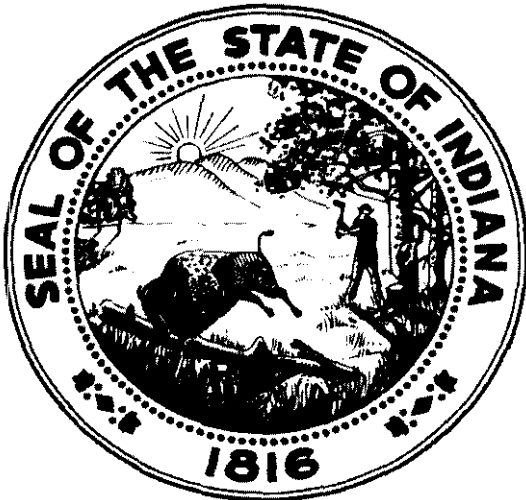
I, CONNIE LAWSON, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above Non-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

The name following said transaction will be:

**EARLHAM COLLEGE, INC.**

NOW, THEREFORE, with this document I certify that said transaction will become effective Monday, December 16, 2013.

In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, December 16, 2013.



*Connie Lawson*

CONNIE LAWSON,  
SECRETARY OF STATE