

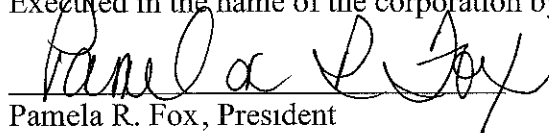
COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

ARTICLES OF RESTATEMENT OF
MARY BALDWIN COLLEGE

The undersigned, on behalf of the corporation set forth below, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, states as follows:

1. The name of the corporation immediately prior to restatement is Mary Baldwin College.
2. The restatement contains amendments to the articles of incorporation, including changing the name of the corporation to Mary Baldwin University.
3. The text of the amended and restated articles of incorporation is attached hereto
4. The restatement was adopted by the corporation on August 15, 2016.
5. The restatement was adopted at a meeting of the Board of Trustees by a vote of at least two-thirds of the Trustees in office. Member approval of the restatement was not required because the corporation has no members.

Executed in the name of the corporation by:


Pamela R. Fox, President

August 16, 2016
(540) 887-7034
SCC ID: 00243162

**ARTICLES OF RESTATEMENT
OF
MARY BALDWIN UNIVERSITY**

ARTICLES OF INCORPORATION

- A. The name of the Corporation shall be "Mary Baldwin University."
- B. The said Corporation is constituted for the purposes of:
- 1) Establishing, owning, conducting, and perpetuating a university, under the name of Mary Baldwin University, in or near the City of Staunton, Commonwealth of Virginia, to provide undergraduate, graduate, and professional higher education.
 - 2) Transacting any or all lawful affairs, not required to be specifically stated herein, for which such a corporation may be incorporated under Virginia law.

All departments of the University shall be open alike without regard to race or creed to all qualified students, and no denominational or sectarian test shall be imposed in the admission of students or in the selection of faculty.

- C. There shall be no members of the Corporation.
- D. 1) The affairs of the Corporation shall be managed by a Board of Trustees. The number of Trustees shall be fixed by the bylaws and in the absence of a bylaw fixing the number, it shall be thirty-seven. The President of the Corporation and the President of the Mary Baldwin University Alumnae/i Association shall each be an ex officio Trustee with the right to vote. The Board of Trustees shall be self-perpetuating, electing all new Trustees (other than the ex officio Trustees) and the successors in office to the various Trustees as their terms may expire or be vacated by resignation, death or other reasons. The Board shall elect the officers of the Corporation.
- 2) Trustees shall be elected for a term of five years or less and shall be divided into five classes with one-fifth to be elected each year. The term of office of a Trustee shall begin immediately following the conclusion of the annual meeting at which such Trustee was elected, except the term of a Trustee filling a vacancy on the Board shall begin immediately upon election by two-thirds vote of the Trustees present at any meeting of the Board. A Trustee shall continue in office until

the end of the annual meeting in the year in which such Trustee's term expires. A Trustee may be reelected upon the expiration of his or her term, provided that if a Trustee has served for two consecutive terms, such Trustee shall be ineligible to serve as a Trustee during the next succeeding year. Vacancies on the Board shall be filled only for the unexpired terms.

- 3) In order to perpetuate the harmonious relationship between the University and its loyal alumni, five Trustees shall be designated by the Board as "Alumni" Trustees. A slate of at least three potential alumni trustees shall be proposed to the Alumnae/i Association Board of Directors annually by the Board of Trustees' Trusteeship Committee (normally in mid-February). The Alumnae/I Association Board of Directors shall respond to the Board's Trusteeship Committee with a ranked preference of candidates. The Board will then determine a final recommendation for an alumni trustee to be approved by the full Board of Trustees in April.
- 4) The terms of office and powers of Alumni Trustees shall be the same as those of other Trustees.

E. The said Corporation shall have the power:

- 1) To confer and award academic and honorary degrees, diplomas, distinctions, and awards in the name of Mary Baldwin University.
- 2) To have, hold and use for its own purposes any and all property of any kind, any and all rights, claims, interests or privileges now or formerly belonging to Mary Baldwin College, to which this Corporation is the legal successor, and any gift, devise, bequest or grant in the name of Mary Baldwin College shall be effective to vest title to the same in this Corporation.
- 3) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized

The powers and rights enumerated in these Articles of Incorporation shall be in addition to, and not in limitation of, any powers and rights conferred on the said Corporation by the laws of the Commonwealth of Virginia.