

RESTATED ARTICLES OF INCORPORATION
of
PACIFIC LUTHERAN UNIVERSITY

Restated as of September 8, 2009
Amended as of September 7, 2010

These are the Restated Articles of Incorporation of Pacific Lutheran University, a non-profit corporation organized under the laws of the State of Washington (the "Corporation").

ARTICLE I

NAME AND LOCATION

The name of the Corporation shall be Pacific Lutheran University, and its principal place of business shall be in Tacoma, Washington.

ARTICLE II

OBJECT AND PURPOSE

A. Organization: The Corporation is organized exclusively for charitable, religious, education and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including but not limited to, establishing and maintaining within the State of Washington an institution of learning of university rank in the tradition of Lutheran higher education, affiliated with the Evangelical Lutheran Church in America (the "ELCA"), and known as Pacific Lutheran University (the "University").

B. Powers: In carrying out these purposes, the Corporation may exercise all powers of a corporation organized under the nonprofit corporation laws of the State of Washington, RCW 24.03 (the "Act"). Such power shall be exercised to carry out the University's mission to educate students for lives of thoughtful inquiry, service, leadership, and care for other persons, for their communities, and for the earth.

In order to carry out its mission, the University shall have the power to:

- (1) confer degrees on students who meet the University's requirements;
- (2) engage instructors, administrators and staff;
- (3) acquire, purchase, own, hold, improve, use, mortgage, sell and convey real and personal property of every kind and description;
- (4) purchase, construct, operate and maintain necessary and suitable buildings and structures for school purposes with necessary equipment and appurtenances;

(5) have, accept and receive any rents, profits, annuities, grants, legacies, donations or bequests of any kind whatsoever for such uses and purposes; and

(6) do all and every act and thing necessary and proper for carrying out the objectives and mission of the Corporation, which are permitted by the nonprofit corporation laws of the State of Washington.

ARTICLE III

TIME OF EXISTENCE

The time of existence of this Corporation shall be perpetual.

ARTICLE IV

MEMBERSHIP

The members of this Corporation shall be the member congregations of Region 1 of the ELCA (the "Members"). The Members shall vote on matters reserved for Member approval under the Articles of Incorporation, the Bylaws or the Act. The Members shall vote through representatives elected by the Members (the "Representatives"). The Representatives shall be elected in accordance with the procedures established from time to time by Region 1 of the ELCA. The number of Representatives shall be established by the Bylaws of the Corporation.

ARTICLE V

BOARD OF REGENTS

The affairs of the Corporation shall be managed by a Board of Regents, who shall have the authority granted to a board of directors of a nonprofit corporation under the Act, and as further provided in the Articles and Bylaws of the Corporation. The members of the Board of Regents shall be elected in accordance with procedures established in the Bylaws of the Corporation.

ARTICLE VI

DISSOLUTION

Upon the dissolution of the Corporation, the Board of Regents shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation to the Evangelical Lutheran Church of America or its successors, provided that the recipient shall at that time qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) and if the recipient is not so qualified, then for similar or identical uses or purposes to any other similar Lutheran organization or organizations that are then qualified as an exempt organization or organizations under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision, as the Board of Regents shall determine.

ARTICLE VII

LIABILITY AND INDEMNIFICATION

A. Limitation of Liability of Regents. The members of the Board of Regents of the University (the “Regents”) shall not be personally liable to the University for monetary damages for conduct as a Regent, except: (i) for acts or omissions which involved intentional misconduct by the Regent or a knowing violation of law by the Regent; or (ii) for any transaction from which the Regent will personally receive a benefit in money, property, or service to which the Regent is not legally entitled. If the Washington Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a Regent shall be eliminated or limited to the fullest extent permitted by the Act, as so amended. Any repeal or modification of the foregoing section by vote of Members of the Corporation shall not adversely affect any right or protection of Regent existing at the time of such repeal or modification.

B. Indemnification. The Corporation shall indemnify the Representatives, Regents, the Chair, the President, and other officers of the Corporation against all liability, damage, and expenses arising from or in connection with service for, employment by, or other affiliation with the corporation or other firms or entities to the maximum extent and under all circumstances permitted by law more fully set forth in the Bylaws; provided that no indemnification shall be provided under this Section to any such person if the Corporation is prohibited by the nonexclusive provisions of the Act or other applicable law as then in effect from paying such indemnification or, if in the opinion of counsel, payment of such indemnification would subject the Corporation to imposition of excise taxes under the Internal Revenue Code or would cause the corporation to lose its exempt status from federal income taxation. The Board of Regents may, in its discretion, provide similar indemnification to other employees or agents of the Corporation.

C. Reference to Bylaws. All other conditions, qualifications, requirements, privileges and regulations regarding the Corporation, Members, Representatives, Regents and other officers shall be fixed and governed by the Bylaws of the Corporation.

ARTICLE VIII

AMENDMENTS

These Articles may be amended by vote of a majority of the Representatives of the Members at an annual meeting of the Members or a special meeting of the Members called for that purpose.

CERTIFICATION

These Restated Articles of Incorporation correctly set forth without change the provisions of the Articles of Incorporation, as amended by the Articles of Amendment. These Restated and Amended Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

Executed under penalty of perjury under the laws of the State of Washington, this 14th
day of September, 2010.

PACIFIC LUTHERAN UNIVERSITY

A handwritten signature in black ink, appearing to read "RL Gomulkiewicz". The signature is written in a cursive style with a large initial "R" and "L".

Name: Robert Gomulkiewicz
Its: Chairman of the Board