



**Office of the Secretary of State**

**CERTIFICATE OF FILING  
OF**

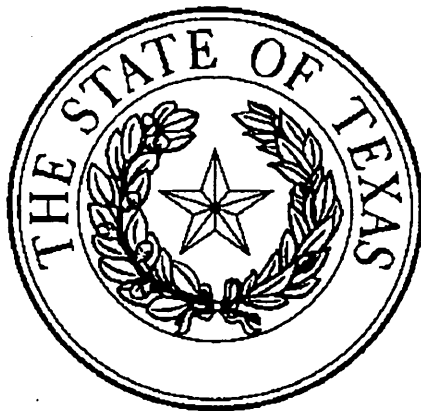
**SOUTHWESTERN UNIVERSITY  
33266101**

The undersigned, as Secretary of State of Texas, hereby certifies that a Restated Certificate of Formation for the above named domestic nonprofit corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 07/17/2015

Effective: 07/17/2015



A handwritten signature in black ink, appearing to read "Cascos" followed by a horizontal line.

Carlos H. Cascos  
Secretary of State

JUL 17 2015

Corporations Section

**RESTATED CERTIFICATE OF FORMATION**

**I. Entity Information**

- A. The name of the filing entity is Southwestern University (the "Corporation").
- B. The Corporation is a nonprofit corporation.
- C. The file number issued to the filing entity by the secretary of state is 33266101.
- D. The Corporation filed amended and restated articles of incorporation on May 27, 2008.

**II. Amendments to Certificate of Formation**

The following identified provisions of the certificate of formation are amended. The full text of each amended provision is contained in the amended and restated certificate of formation attached hereto.

i. ARTICLE FOUR has been amended and the full text of ARTICLE FOUR, as amended, is contained in the amended and restated certificate of formation attached hereto.

ii. ARTICLE SIX has been amended and the full text of ARTICLE SIX, as amended, is contained in the amended and restated certificate of formation attached hereto.

iii. ARTICLE SEVEN has been amended and the full text of ARTICLE SEVEN, as amended, is contained in the amended and restated certificate of formation attached hereto.

**III. Statement of Approval**

Each new amendment has been made in accordance with the provisions of the Texas Business Organization Code (the "Code"). The amendments to the certificate of formation and the restated certificate of formation have been approved in the manner required by the Code and by the governing documents of the Corporation.

**IV. Required Statements**

The restated certificate of formation, which is attached to this form, accurately states the text of the certificate of formation being restated and each amendment to the certificate of formation being restated that is in effect, and as further amended by the restated certificate of formation. The attached restated certificate of formation does not contain any other change in the certificate of formation being restated except for the information permitted to be omitted by the provisions of the Code applicable to the Corporation.

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**V. Effectiveness of Filing**

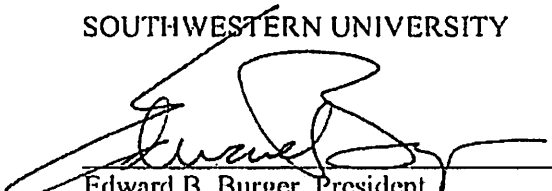
This document becomes effective when the document is filed by the secretary of state.

**VI. Execution**

The undersigned affirms that the person designated as registered agent in the restated certificate of formation has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: 7/16/15

SOUTHWESTERN UNIVERSITY

  
Edward B. Burger, President

#4814590.2

**AMENDED AND RESTATED  
CERTIFICATE OF FORMATION**

ARTICLE ONE

The name of the Corporation is SOUTHWESTERN UNIVERSITY (the "Corporation"), located at Georgetown, Texas.

ARTICLE TWO

The Corporation is a non-profit corporation organized under the laws of the State of Texas within the meaning of the Texas Business Organizations Code (the "BOC"). The Corporation operates under the jurisdiction of The United Methodist Church. As such, the Corporation exists as an institution of Christian higher education perpetuating the Wesleyan heritage and tradition of linking knowledge and vital piety.

ARTICLE THREE

The period of the Corporation's duration shall be perpetual.

ARTICLE FOUR

The exclusive purposes for which the Corporation is organized and operated are educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and future corresponding revenue laws of the United States (the "Code"). In accomplishment of such purposes, the Corporation may:

1. establish, maintain and support an institution which shall promote higher education in any or all of its branches and which shall confer any or all college and university diplomas and degrees, both liberal and professional, regular and honorary; and
2. perform such other functions as may be necessary or appropriate to fulfill the purposes of the Corporation.

The broadest discretion is vested in and conferred upon the Board of Trustees for accomplishment of these purposes, provided, however, that no contributions shall be made or distributed to or for any person, firm, corporation or other entity that shall apply, directly or indirectly, such contributed funds for any purpose or purposes in violation of the Constitution and statutes of the United States or the State of Texas.

The right to confer degrees, regular and honorary, heretofore conveyed through the Congress of the Republic of Texas and the Legislature of the State of Texas, in the Charters of Rutgersville College, Rutgersville; Wesleyan College, San Augustine; Soule University, Chappell Hill; and McKenzie College, Clarksville, are hereby transferred, perpetuated, and retained to said Trustees, and the graduates of said colleges and university shall be entitled to all the privileges and honors inuring to other graduates of Southwestern University located at Georgetown, Texas,

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**JUL 17 2015**  
**Secretary of State**

such right originally having been extended to the University through its charter approved February 6, 1875.

#### ARTICLE FIVE

The Corporation has no capital stock and is not organized for the purpose of pecuniary gain or profit.

#### ARTICLE SIX

The street address of the registered office of the Corporation is at Maple Street and University Avenue, more specifically 1001 East University Avenue, at Georgetown, Williamson County, Texas, Zip Code 78626, and the name of its registered agent at such address is the President of the University, Edward B. Burger.

#### ARTICLE SEVEN

The affairs of the Corporation shall be managed by a Board of Trustees. At no time shall the number of Trustees be more than forty-five (45) and less than five (5). Within these limits, the numbers of Trustees may be changed by appropriate amendment of the Bylaws.

The current members of the Board of Trustees are listed on Exhibit A attached hereto and incorporated herein by reference.

#### ARTICLE EIGHT

Qualifications of Trustees shall be those established from time to time by the Board of Trustees, which shall be in accord with the Discipline of The United Methodist Church.

#### ARTICLE NINE

The Board of Trustees may adopt appropriate Bylaws.

#### ARTICLE TEN

The Board of Trustees shall have authority to create an Executive Committee and such other committees necessary and convenient for the conduct of the University's business and affairs.

#### ARTICLE ELEVEN

The Board of Trustees shall have the power to elect the President and such other personnel as shall be required; to confer degrees as provided for in ARTICLE FOUR hereof, including both liberal and professional, regular and honorary, and in general to manage and direct all affairs and interests of the University.

## ARTICLE TWELVE

Regardless of any other provisions of this Certificate of Formation or the laws of the State of Texas, the Corporation shall not, within the meaning of Section 501(c)(3) of the Code:

1. Permit any part of the net earnings of the Corporation to inure to the benefit of any private individual (except that reasonable compensation may be paid for personal services rendered to or for the Corporation affecting one or more of its purposes);
2. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise; or
3. Participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

## ARTICLE THIRTEEN

A Trustee of the Corporation shall not be liable to the Corporation for monetary damages for an act or omission in the Trustee's capacity as a Trustee, except that this ARTICLE THIRTEEN does not eliminate or limit the liability of a Trustee for:

1. a breach of a Trustee's duty of loyalty to the Corporation;
2. an act or omission not in good faith that (a) constitutes a breach of duty of the Trustee to the Corporation or (b) involves intentional misconduct or a knowing violation of law;
3. a transaction from which a Trustee receives an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Trustees' duties; or
4. an act of omission for which the liability of a Trustee is expressly provided for by an applicable statute.

If it is determined that the law of the State of Texas (including without limitation the BOC) authorizes, or if such law is amended to authorize, action further eliminating or limiting the personal liability of Trustees, then the liability of a Trustee of the Corporation shall be eliminated or limited by this ARTICLE THIRTEEN (without the need of any formal amendment) to the fullest extent permitted by such statutes as so amended. Any repeal or amendment of such statutes or of this ARTICLE THIRTEEN shall be prospective only and shall not adversely affect any right of protection of a Trustee of the Corporation existing at the time of such repeal or amendment.

## ARTICLE FOURTEEN

With respect to any action (a) which is required by the BOC to be taken at a meeting of the Board of Trustees or (b) which may be taken at a meeting of the Board of Trustees or any

committee established by the Board of Trustees, such action may be taken without any such meeting if a written consent setting forth the action to be taken is signed by a sufficient number of members of the Board of Trustees or committee thereof as would be necessary to take the action at a meeting at which all, and not just a quorum, of the members of the Board of Trustees or members of the committee were present and voted.

#### ARTICLE FIFTEEN

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a Trustee or other person related to the Corporation, to the extent provided by Chapter 8 of the BOC. The Board of Trustees shall have the power in the Bylaws to define the requirements and limitations for the Corporation to indemnify Trustees, officers, or others related to the Corporation.

#### ARTICLE SIXTEEN

The Corporation shall have no members.

#### ARTICLE SEVENTEEN

Pursuant to section 22.304(a) of the BOC, after all liabilities and obligations of the Corporation in the process of winding up are paid, satisfied and discharged, the property of the Corporation shall be applied and distributed as follows:

1. property held by the Corporation on a condition requiring return, transfer, or conveyance because of the winding up or termination shall be returned, transferred, or conveyed in accordance with that requirement; and
2. the remaining properties of the Corporation shall be distributed to the then Patronizing Annual Conferences of The United Methodist Church, with headquarters located within the State of Texas, or their successors, provided that such organization is at the time of such distribution an organization described in Section 501(c)(3) of the Code. The amount of any distribution made under this ARTICLE SEVENTEEN shall be determined by the Board of Trustees.

#### ARTICLE EIGHTEEN

Amendments to this Certificate of Formation or any amendments to or rescission of the sections of the Bylaws relating to the composition of the Board of Trustees and their method of selection for membership, shall be confirmed by the Patronizing Conferences, in accordance with the procedure for confirmation set forth in the Bylaws.

**EXHIBIT A**

**Mr. Daryl Allen**  
1001 East University Avenue  
Georgetown, Texas 78626

**Mr. Richard H. Bachmann**  
1001 East University Avenue  
Georgetown, Texas 78626

**The Reverend Dr. L. James Bankston**  
1001 East University Avenue  
Georgetown, Texas 78626

**Mrs. Suzanne Blake**  
1001 East University Avenue  
Georgetown, Texas 78626

**Bishop W. Earl Bledsoe**  
1001 East University Avenue  
Georgetown, Texas 78626

**The Reverend Dr. Tim Bruster**  
1001 East University Avenue  
Georgetown, Texas 78626

**Dr. Edward Burger**  
1001 East University Avenue  
Georgetown, Texas 78626

**Mrs. Pam Slaughter Bush**  
1001 East University Avenue  
Georgetown, Texas 78626

**Mr. Christopher E. Cragg**  
1001 East University Avenue  
Georgetown, Texas 78626

**Mr. John S. Curry**  
1001 East University Avenue  
Georgetown, Texas 78626

**Bishop James E. Dorff**  
1001 East University Avenue  
Georgetown, Texas 78626

**Mr. Robert W. Dupuy**  
1001 East University Avenue  
Georgetown, Texas 78626

**Mr. Jack Garey**  
1001 East University Avenue  
Georgetown, Texas 78626

**The Reverend Dr. Roberto L. Gómez**  
1001 East University Avenue  
Georgetown, Texas 78626

**Mr. Robert H. Graham**  
1001 East University Avenue  
Georgetown, Texas 78626

**Mr. Larry J. Haynes**  
1001 East University Avenue  
Georgetown, Texas 78626

**Dr. Ronald D. Henderson**  
1001 East University Avenue  
Georgetown, Texas 78626

**Bishop Janice Riggle Huie**  
1001 East University Avenue  
Georgetown, Texas 78626

**Mr. Brian Thomas Jackson**  
1001 East University Avenue  
Georgetown, Texas 78626

**Ms. Jean Janssen**  
1001 East University Avenue  
Georgetown, Texas 78626

**Mr. Henry C. Joyner**  
1001 East University Avenue  
Georgetown, Texas 78626

**Dr. Robert W. Karr**  
1001 East University Avenue  
Georgetown, Texas 78626



**Ms. Sylvia J. Kerrigan**  
1001 East University Avenue  
Georgetown, Texas 78626

**Mr. R. Griffin Lord**  
1001 East University Avenue  
Georgetown, Texas 78626

**Bishop J. Michael Lowry**  
1001 East University Avenue  
Georgetown, Texas 78626

**Dr. Red McCombs**  
1001 East University Avenue  
Georgetown, Texas 78626

**Bishop Michael McKee**  
1001 East University Avenue  
Georgetown, Texas 78626

**Ms. Mary Medley**  
1001 East University Avenue  
Georgetown, Texas 78626

**The Reverend Laura A. Merrill**  
1001 East University Avenue  
Georgetown, Texas 78626

**Ms. Lynn Parr Mock**  
1001 East University Avenue  
Georgetown, Texas 78626

**Mr. Ernesto Nieto**  
1001 East University Avenue  
Georgetown, Texas 78626

**Mr. Steven A. Raben**  
1001 East University Avenue  
Georgetown, Texas 78626

**Mr. Robert T. Rork**  
1001 East University Avenue  
Georgetown, Texas 78626

**The Honorable Pete Sessions**  
1001 East University Avenue  
Georgetown, Texas 78626

**Mr. Thomas V. Shockley III**  
1001 East University Avenue  
Georgetown, Texas 78626

**Mr. Kenneth Snodgrass**  
1001 East University Avenue  
Georgetown, Texas 78626

**Mr. H. Blake Stanford**  
1001 East University Avenue  
Georgetown, Texas 78626

**Dr. Daniel Stultz**  
1001 East University Avenue  
Georgetown, Texas 78626

**Mr. Stephen G. Tipps**  
1001 East University Avenue  
Georgetown, Texas 78626

**The Reverend Donald W. Underwood**  
1001 East University Avenue  
Georgetown, Texas 78626

**Mr. James V. Walzel**  
1001 East University Avenue  
Georgetown, Texas 78626

**The Honorable Kathryn (Kay) Yeager**  
1001 East University Avenue  
Georgetown, Texas 78626