

The Commonwealth of Massachusetts

PAUL GUZZI

Secretary of the Commonwealth

STATE HOUSE, BOSTON, MASS. 02133

RESTATED ARTICLES OF ORGANIZATION

General Laws, Chapter 180, Section 7

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of members or stockholders adopting the restated articles of organization. The fee for filing this certificate is \$25.00. Make check payable to the Commonwealth of Massachusetts.

We, **Burton C. Hallowell**
John A. Dunn, Jr., Secretary

President/Vice-President, and
Clerk/Assistant Clerk of

TRUSTEES OF TUFTS COLLEGE

(Name of Corporation)

located at Medford

do hereby certify that the following restatement of the articles of organization of the corporation was duly adopted at a meeting held on May 24, 19 75, by vote of 25 members shareholders; being at least two thirds of its members legally qualified to vote in meetings of the corporation (~~or in the case of a corporation having capital stock, by the holders of at least two-thirds of the capital stock having the right to vote thereon~~):

1. The name by which the corporation shall be known is:-

TRUSTEES OF TUFTS COLLEGE. The corporation may also be known as and use the name **TUFTS UNIVERSITY.**

2. The purposes for which the corporation is formed ~~are as follows~~ include any one or more of the following:

(1) To conduct a university not for profit, including colleges and schools and centers (graduate, undergraduate and professional) associated or affiliated therewith, in various branches within or without the Commonwealth of Massachusetts.

(2) To maintain for the education of women exclusively a college to be known as the "Jackson College for Women"; to appropriate and set apart for the maintenance thereof any sums designated by the donors to be for the education of women, and all property, real, personal or mixed, tangible or intangible, received by gift, grant, devise, bequest or otherwise for that purpose; and to confer upon women, in the name of Jackson College for Women, any of the degrees which it by law is authorized to confer. All the provisions contained in these Restated Articles of Organization shall relate to the Jackson College for Women, so far as applicable thereto, except as otherwise expressly provided herein.

[See page 2A attached]

NOTE: If provisions for which the space provided under Articles 2, 3 and 4 is not sufficient additions should be set out on continuation sheets to be numbered 2A, 2B, etc. Indicate under each Article where the provision is set out. Continuation sheets shall be on 8 1/4" x 11" paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

- 3 If the corporation has more than one class of members, the designation of such classes, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, are as follows:—

The corporation shall have thirty-one members, all of whom shall be known as trustees and have the powers of directors. Twenty members shall be known as Charter Trustees and shall be elected by the members of the corporation then serving in office. Ten members shall be known as Alumni Trustees and shall be elected from among the alumni of the corporation's colleges and schools either by the alumni acting directly or by such representatives of the alumni as may be chosen members of a representative group. The president of the corporation shall be a member of the corporation, ex officio, during the term of his office as president. Members of the corporation in office on August 5, 1970, other than alumni members, shall continue in office without limit of time, and Alumni Trustees then in office shall continue in office until the expiration of the terms to which they were elected. Except as herein specified, the qualifications, terms of office and manner of election of the members of the corporation shall be as specified from time to time in the by-laws of the corporation.

4. Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:—

(A) The corporation shall have and may exercise in furtherance of its corporate purposes the following powers:

- (1) To have perpetual succession in its corporate name.
- (2) To sue and be sued.
- (3) To have a corporate seal which it may alter at pleasure, and to use upon diplomas and other written instruments issued in the name of Jackson College for Women a seal of a design different from the common seal of the corporation.
- (4) To award certificates, diplomas and degrees.
- (5) To elect or appoint trustees (as provided by Article 3 of these Restated Articles), officers, faculty, staff, employees and other agents; to fix their compensation, if any, and to define their duties and obligations.
- (6) To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

[See pages 4A-4D attached]

* If there are no provisions state "None".

corporation. The indemnification of trustees provided for herein shall not be exclusive or affect any other rights to which any such trustee may be entitled by contract or otherwise under law. As used in this paragraph, the term "trustee" shall include any member or former member of the Board of Trustees and the heirs, executors and administrators of any such member or former member, and a "disinterested" trustee shall mean one against whom in such capacity neither the proceedings in question nor another proceeding on the same or similar grounds is then threatened, pending or completed.

(D) No part of the assets or net earnings of the corporation shall be divided among or inure to the benefit of any officer or trustee of the corporation or any private individual or be appropriated for any purpose other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. No officer, member or employee of the corporation shall receive or be entitled to receive any pecuniary profit from the operations of the corporation except reasonable compensation for services rendered to it. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of the United States and that it shall not be a private foundation under Section 509(a) of said Internal Revenue Code. Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be distributed to one or more organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of the United States as determined by the Board of Trustees in its sole discretion.

(E) All references herein to a statute shall be deemed to refer to such statute as now in force and as the same may from time to time hereafter be amended, or any successor provisions thereto.

(B) The Board of Trustees, consisting of the members of the corporation, shall manage and conduct the property and affairs of the corporation and may exercise any and all of its powers.

(C) The corporation shall indemnify, to the extent legally permissible but not to the extent that the status of the corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code will be affected thereby, each trustee against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such trustee in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such trustee may be involved or with which such trustee may be threatened, while in office or thereafter, by reason of being or having been a trustee of the corporation or by reason of any alleged acts or omissions by him or her as a trustee; provided, however, that as to any matter disposed of by a compromise payment by a trustee of the corporation pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that such approval will result in such indemnification, by (a) a majority of the disinterested trustees of the corporation then in office if there has been obtained an opinion in writing of independent legal counsel to the effect that such trustee appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation, or (b) a majority of the trustees of the corporation then in office if such majority consists of disinterested trustees. Expenses, including counsel fees, reasonably incurred by any such trustee in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such trustee to repay the amount so paid to the corporation in the event that he or she shall be adjudicated to be not entitled to indemnification or in the event that such proceeding shall have been disposed of by a compromise payment which has not been approved in the manner aforesaid. Notwithstanding anything to the contrary contained herein, the corporation shall not indemnify any trustee with respect to any matter as to which such trustee shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the

(16) To commingle any property or funds acquired by it with any other such property or funds except as may be contrary to any restrictions or conditions applicable to particular property or funds; to maintain and establish such pooled funds or other accounts as may be deemed advisable from time to time, and to hold and to invest and reinvest any property in which it may have any interest of any kind in such pooled funds or other accounts or separately in its discretion, subject, however, to any applicable trusts, terms, conditions or restrictions thereon.

(17) To act as executor, administrator, administrator with the will annexed, trustee under the will, deed or otherwise, of or in any other fiduciary capacity with respect to any estate or trust in which it may have any beneficial interest of any kind whatsoever, if so permitted by the law of any state of the United States or country or other authority having jurisdiction of the administration of such estate or trust.

(18) To make, amend, or repeal by-laws, rules and orders, in whole or in part, not inconsistent with the laws of the Commonwealth of Massachusetts, with reasonable penalties, for the good government of the university and otherwise for the management of its property and the regulation of its affairs.

(19) To provide for the selection of its students and for the government and well-being of its students, faculty and staff while in pursuit of the corporation's purposes either at the university, or at any institution affiliated, allied or otherwise associated therewith, or elsewhere.

(20) To determine and regulate the courses of instruction offered in any of the colleges or schools comprising the university.

(21) To do any or all of the things hereinabove set forth in any part of the world as principal, agent, contractor or otherwise, and either directly or indirectly, alone or in cooperation or in association with others, and to do every other act or thing which is necessary or desirable in order to carry out the foregoing purposes or any part or parts thereof.

(22) To delegate to other agencies or organizations such of the corporation's powers, for such periods of time, and subject to such terms and conditions, as the corporation shall from time to time determine.

(7) To solicit and receive contributions from any and all sources and to receive and hold, in trust or otherwise, funds received by gift or bequest.

(8) To sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated.

(9) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others engaged in business, governmental, or other activities.

(10) To make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.

(11) To lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(12) To carry on its operations and have offices and exercise the powers granted by Massachusetts General Laws, Chapter 180, in any jurisdiction within or without the United States.

(13) To make donations to religious, charitable, scientific, literary or educational institutions of the type described in Section 501(c)(3) of the Internal Revenue Code of the United States, in such amounts as the trustees shall determine.

(14) To participate as a subscriber in the exchanging of insurance contracts specified in Massachusetts General Laws, Chapter 175, Section 94B.

(15) To pay pensions, establish and carry out pension, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its officers and employees.

(3) To promote, advance, evaluate and disseminate learning by instruction, study, clinical practice and research in the humanities, religion, social sciences, international law and diplomacy, natural sciences, medical, dental and health sciences, engineering and applied sciences, and any other branch of learning.

(4) To engage in and participate in projects of education, clinical practice, research and social service for the benefit of international agencies and of national, state and local governments of the United States and other countries, and for the general welfare.

(5) To establish and maintain a hospital for the reception and care of persons who may need medical or surgical treatment during sickness or while suffering from an injury; to acquire by gift, devise or purchase, any hospital now or hereafter established under the laws of the Commonwealth for the purposes aforesaid and thereafter maintain any hospital so acquired.

The foregoing enumeration shall not be deemed in any manner to limit or affect the right of the corporation to pursue, exercise and enjoy any more general purposes or objects than those enumerated herein or any other purposes or objects of the same nature as, or a different nature from, those herein specified which the laws of this Commonwealth would, but for such enumeration, allow it to pursue, exercise and enjoy.

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THE COMMONWEALTH OF MASSACHUSETTS

RECEIVED

RESTATED ARTICLES OF ORGANIZATION

(General Laws, Chapter 180, Section 7)

JUN 12 1975

SECRETARY'S OFFICE

I hereby approve the within restated articles of organization and, the filing fee in the amount of \$25.00 having been paid, said articles are deemed to have been filed with me this 19th day of July 1975

Paul Guzzi
PAUL GUZZI

Secretary of the Commonwealth

State House, Boston, Mass

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF RESTATED ARTICLES OF ORGANIZATION TO BE SENT

TO

Nutter, McClennen & Fish
75 Federal Street
Boston, Mass. 02110

Copy Mailed

JUL 28 1975