



Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

SOUTHWESTERN UNIVERSITY
Filing Number: 33266101

Restated Articles of Incorporation

May 27, 2008

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on February 19, 2009.



A handwritten signature in cursive script, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

MAY 27 2008

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

Corporations Section

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 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. In the event of dissolution, title to all property owned by the Corporation shall vest in and be conveyed 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 conveyance an organization described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE THREE

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

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. In accomplishment of such purposes, the Corporation may:

1. establish, maintain and support an institution which shall promote higher education in all its branches and which shall confer 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, 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, Jake B. Schrum.

ARTICLE SEVEN

The affairs of the Corporation shall be managed by a Board of Trustees consisting of not more than fifty (50) members. At all times not less than three-fifths (3/5) of the members of the Board of Trustees shall be members of The United Methodist Church. At no time shall the number of Trustees be less than three (3). 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 these Articles of Incorporation or the laws of the State of Texas, the Corporation shall not, within the meaning of Section 501(c)(3) of the Internal Revenue 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;

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

To the fullest extent permitted by Texas statutes, as the same exist or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits broader limitation than permitted prior to such amendment), 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 or that constitutes a breach of duty of the Trustee to the Corporation or an act or omission that 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' office;
or
4. An act of omission for which the liability of a Trustee is expressly provided for by an applicable statute.

If the Texas Miscellaneous Corporation Laws Act of the Texas Non-Profit Corporation Act 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 to the fullest extent permitted by such statutes, as so amended. Any repeal or amendment of such statutes or of this ARTICLE THIRTEEN 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

As used herein, the term "Internal Revenue Code" refers to the Internal Revenue Code of 1986, as amended, as future corresponding revenue laws of the United States.

ARTICLE FIFTEEN

Amendments to the Restated Articles of Incorporation 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.

ARTICLE SIXTEEN

The Corporation shall have no members.

DATED as of the 28th day of March, 2008.

The amendment was adopted at a meeting of the Board of Trustees held on March 28, 2008 and received the vote of a majority of the trustees in office, "there being no members or members having voting rights in respect thereof."

SOUTHWESTERN UNIVERSITY

By: R. Griffin Lord

Name: R. Griffin Lord

Title: Secretary/Treasurer

EXHIBIT A

**MEMBERS OF THE BOARD OF TRUSTEES
SOUTHWESTERN UNIVERSITY
Spring 2008**

Martin Aleman, Jr. '68
Austin

Roberto L. Gómez '69
Mission

Douglas M. Benold '44
Georgetown

Robert H. Graham
Houston

Bobby Smith Cohn
Houston

Kay Granger
Fort Worth

W. Mark Craig
Dallas

Larry J. Haynes '72
Dallas

Roy H. Cullen
Houston

Ronald D. Henderson
Plano

John S. Curry '70
Pampa

Robert W. Karr '71
Essex, CT

Ted J. Dotts, Jr.
Lubbock

W. Joseph King '93
Fort Worth

Robert W. Dupuy '69
Dallas

Bart C. Koontz '78
San Antonio

Thomas A. Forbes '71
Austin

R. Griffin Lord
Belton

James W. Foster '72
Houston

J. Michael Lowry
San Antonio

Jack Garey
Georgetown

Helen E. Black McAllister '49
San Antonio

Red McCombs '49
San Antonio

Ernesto Nieto '64
Maxwell

Michael L. McKee
Hurst

Robert T. Rork '62
San Antonio

J. Eric McKinney '72
Georgetown

Robert C. Scott
San Antonio

Charles R. Millikan '68
Houston

Peter A. Sessions '78
Dallas

James W. Moore
Fairfield

Donald W. Underwood '70
Plano

Merriman Morton '63
Austin

James V. Walzel
Houston

Barbara Prats Neely '77
Fort Worth

Robert D. Wunsch
Austin

RECENT GRADUATES

Ana T. Baida '06
College Station

Mitch Barnett '07
Austin

EX OFFICIO MEMBERS

Bishop Ben R. Chamness
Fort Worth

Bishop Alfred L. Norris
Plano

Bishop Janice Riggle Huie
Houston

Dr. Jake B. Schrum '68
Georgetown

Bishop Joel N. Martínez
San Antonio

Bishop D. Max Whitfield
Albuquerque

ASSOCIATION OF SOUTHWESTERN UNIVERSITY ALUMNI

Ann T. Cochran '72
Houston

Steven A. Raben '63
Houston