AMENDED
ARTICLES OF INCORPORATION
OF
NORTHEASTERN HEALTH SCIENCES UNIVERSITY

ARTICLE I
NAME
The name of this corporation shall be Northwestern Health Sciences University (the “University”).

ARTICLE II
PURPOSE
The University is governed by Chapter 317A of the Minnesota Statutes and organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such other provisions of Minnesota or Federal law as may from time to time be applicable. The University shall not be operated for profit but shall be operated exclusively for charitable and educational purposes.

ARTICLE III
POWERS
Section 3.1. Notwithstanding any other provisions of these Articles of Incorporation, all of the work of the University shall be carried on, and all funds of the University, whether income or principal and whether acquired by gift or contribution or otherwise, shall be used and applied exclusively for charitable, educational, religious, or scientific purposes directly or indirectly benefiting the University, and in such manner that no part of the net earnings of the University will in any event inure to the benefit of any officer, director or member of the University or of any other corporation, organization, foundation, fund or institution, or any other individual.
Section 3.2. The University shall not engage, otherwise than as an insubstantial part of its total activities, in activities that in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and regulations issued thereunder. No part of the principal, assets or net income of the University shall in any event be paid or contributed to any other corporation, organization, foundation, fund, institution or governmental body, any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation or which participates or intervenes in any political campaign on behalf of any candidate for public office, nor shall the University itself engage in such activities in any way, directly or indirectly, except to the extent, if any, permitted by the Internal Revenue Code of 1986, as amended, and regulations issued thereunder.

Section 3.3. No officer, director or member of the University or other private individual shall be entitled to share in the distribution of the corporate assets on liquidation, dissolution, or winding up of the University. However, nothing contained in these Articles shall be construed to prevent distribution of the properties of the University to another distributee, otherwise properly made in accordance with the provisions of these Articles and the purposes herein stated, solely by reason of the fact that one or more of the trustees or officers of the University may be connected or associated with the distributee as shareholder, member, director, officer or in any other capacity.

ARTICLE IV

NONDISCRIMINATION

The University shall not unlawfully discriminate on the basis of race, color, creed, religion, national origin, sex, marital status, status with regard to public assistance, sexual orientation, disability or age.
ARTICLE V
INUREMENT OF INCOME

The University does not and shall not afford pecuniary gain incidentally or otherwise to any member (other than a Member that is a nonprofit organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended) or private individual.

ARTICLE VI
DURATION

The duration of this corporation shall be perpetual.

ARTICLE VII
REGISTERED OFFICE

The registered office of the University shall be located at 2501 West 84th Street, Bloomington, Minnesota 55431.

ARTICLE VIII
MEMBERS

The University shall have one class of Members whose voting and other rights and interests shall be equal. The conditions and qualifications for Membership of the University shall be as provided for in the Bylaws of the University. Members of the University shall have no personal liability for corporate obligations.

ARTICLE IX
TRUSTEES

Section 9.1. The management of the University shall be vested in a Board of Trustees elected as provided in the Bylaws of the University. A member of the Board of Trustees shall continue in office until his or her successor is elected and qualified or until he or she is removed from office as provided by law or in the Bylaws of the University.
Section 9.2. The number, qualifications and terms of office of the trustees shall be fixed by the Bylaws of the University.

Section 9.3. Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken by written action signed by the number of trustees that would be required to take the same action at a meeting of the Board of Trustees at which all trustees were present.

ARTICLE X
DISSOLUTION

Upon the dissolution of the University, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the University, dispose of all the assets of the University exclusively for the purposes of the University in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the University is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI
AMENDMENT

Section 11.1. Amendment by Members. Amendments to the Articles must be approved by a majority of the trustees and a majority of the Members with voting rights. If an amendment is initiated by the trustees, proper notice of the proposed amendment must precede a member meeting at which the amendment will be considered and must include the substance of the proposed amendment. If an amendment is proposed and approved by the Members, the Members may demand a special board meeting within 60
days for consideration of the proposed amendment if a regular board meeting would not occur within 60 days.

**Section 11.2. Amendment by Board.** When authorized by the Members, these Articles may be amended by the Board of Trustees by the affirmative vote of a majority of the Trustees then in office who are present and entitled to vote at a duly held meeting of the Board of Trustees for which notice of the meeting and the proposed amendment have been given. A majority of Members with voting rights voting at a meeting duly called for the purpose may prospectively revoke the authority of the Board to exercise the power of the Members to amend the Articles.