

**ARTICLES OF AMENDMENT
OF
NORTHWESTERN HEALTH SCIENCES UNIVERSITY**

The undersigned, being the President of Northwestern Health Sciences University, a Minnesota nonprofit corporation, does hereby certify that the attached Amended and Restated Articles of Incorporation were duly adopted pursuant to Minnesota Statutes Chapter 317A, and supersede all prior versions of the Articles of Incorporation.

IN WITNESS WHEREOF, I have subscribed my name to be hereto affixed this 20 day of May, 2016.



President

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NORTHWESTERN 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 is organized exclusively for charitable and educational 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 and educational 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 trustee or officer 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 trustee or officer 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 person or private individual.

ARTICLE VI

DURATION

The duration of the University 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 no members.

ARTICLE IX

TRUSTEES

Section 9.1 The management of the University shall be vested in a Board of Trustees.

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, or consented to by electronic communication, by the number of Trustees required to take the same action at a meeting of the Board of Trustees at which all Trustees were present. The written action is effective when signed by the required number of Trustees, unless a different effective date is provided in the written action. When written action is taken by less than all of the Trustees, all Trustees shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action.

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

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.