DOC ID ----> 200214902694

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
05/30/2002	200214902694	DOMESTIC/AMENDED RESTATED ARTICLES (AMA)	50.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

JOHN CARROLL UNIVERSITY
20700 NORTH PARK BOULEVARD
UNIVERSITY HEIGHTS, OH 44118

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

7849

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

JOHN CARROLL UNIVERSITY

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
DOMESTIC/AMENDED RESTATED ARTICLES	**200214902694**

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 29th day of May, A.D. 2002.

J. Kenneth Blackwell

Ohio Secretary of State

DOC ID ----> 200214902694

Prescribed by **J. Kenneth Blackwell**
Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.state.oh.us/sos
e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)	
Mail Form to one of the Following:	
○ Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of $100 ***
◉ No	PO Box 1028 Columbus, OH 43216

Certificate of Amendment by Shareholders or Members

(Domestic)

Filing Fee $50.00

(CHECK ONLY ONE (1) BOX)

(1) Domestic for Profit		(2) Domestic Non-Profit	
☐ Amended (122-AMAP)	☐ Amendment (125-AMDS)	☑ Amended (126-AMAN)	☐ Amendment (128-AMD)

Complete the general information in this section for the box checked above.

Name of Corporation: JOHN CARROLL UNIVERSITY

Charter Number: 7849

Name of Officer: Edward Glynn

Title: President

RECEIVED
MAY 29 2002
J. KENNETH BLACKWELL
SECRETARY OF STATE

☑ Please check if additional provisions attached.

The above named Ohio corporation, does hereby certify that:

☑ A meeting of the ☐ shareholders ☑ members was duly called and held on May 20, 2002 (Date)

at which meeting a quorum was present in person or by proxy, based upon the quorum present, an affirmative vote was cast which entitled them to exercise 100 % as the voting power of the corporation.

☐ In a writing signed by all of the ☐ shareholders ☐ members who would be entitled to the notice of a meeting or such other proportion not less than a majority as the articles of regulations or bylaws permit.

Clause applies if amended box is checked.

Resolved, that the following amended articles of incorporations be and the same are hereby adopted to supercede and take the place of the existing articles of incorporation and all amendments thereto.

DOC ID ----> 200214902694

All of the following information must be completed if an amended box is checked.
If an amendment box is checked, complete the areas that apply.

FIRST: The name of the corporation is: _____

SECOND: The place in the State of Ohio where its principal office is located is in the City of:

_____ _____
(city, village or township) (county)

THIRD: The purposes of the corporation are as follows:

Please see the attached Amended Articles of Incorporation, which supercede the existing Articles in their entirety

FOURTH: The number of shares which the corporation is authorized to have outstanding is: _____
(Does not apply to box (2))

REQUIRED
Must be authenticated **(signed)** by an authorized representative
(See Instructions)

Authorized Representative	5/21/02 Date
Authorized Representative	5/21/02 Date
Authorized Representative	Date

DOC ID ----> 200214902694

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

JOHN CARROLL UNIVERSITY

In accordance with Section 1702.38 of the Ohio Non-Profit Corporation Law (Ohio Revised Code, Title XVII, Chapter 1702), the Articles of Incorporation of JOHN CARROLL UNIVERSITY (the "Corporation") are hereby amended and restated as set forth below:

FIRST: The name of the Corporation is and shall be JOHN CARROLL UNIVERSITY.

SECOND: The Corporation shall be located, and its principal business transacted at University Heights, in Cuyahoga County, Ohio.

THIRD: The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary and educational purposes including specifically the following:

(1) to establish, maintain and conduct a University in which may be taught, cultivated or promoted all branches of learning and which may comprise and embrace, separate or combined, departments for literature, theology, law, medicine, nursing, dentistry, pharmacy, pedagogy, commerce, journalism, music, technology, agriculture, mining, the various branches of science, both abstract and applied, the various branches of the fine arts, all other branches of professional, technical or industrial education and such other means of education as may be deemed advisable by the Corporation's Board of Directors;

(2) to establish, maintain and conduct one or more colleges, seminaries, institutes, academies, high schools, commercial high schools, preparatory schools and/or departments;

(3) to organize, or cause to be organized, under the laws of the State of Ohio, or of any other state, territory, or country, or the District of Columbia, a corporation or corporations, for the purpose of accomplishing any or all of the objects for which this Corporation is organized, and to dissolve, wind up, liquidate,

DOC ID ----> 200214902694

merge or consolidate any such corporation or corporations, or to cause the same to be dissolved, wound up, liquidated, merged or consolidated;

(4) to affiliate or consolidate, subject to the applicable laws of the State of Ohio, with other educational or professional corporations, colleges, seminaries, institutes, hospitals, nursing schools, academies, high schools, commercial high schools and preparatory schools organized or to be organized with purposes similar to or included under the purposes of this Corporation;

(5) to provide and maintain courses of instruction and of study, employ professors, instructors and teachers, control and maintain discipline, fix qualifications for admission, establish causes for suspension and causes for dismissal, fix rates of tuition and establish and maintain such other rules, regulations and measures and do such other things as may be required or deemed advisable to accomplish or promote all or any of the purposes above named in connection with said Corporation and any institution subordinate thereto;

(6) to confer degrees on behalf of said Corporation and any institution subordinate thereto in connection with any or all of the above named branches of learning for which degrees customarily are or hereafter may be conferred;

(7) to receive, hold, invest, and disburse all moneys or property, or the income thereof, which may be vested in or entrusted to the care of said Corporation whether by gift, grant, bequest, devise, or otherwise for educational purposes;

(8) to act as trustee for persons desiring to give or provide money or property, or the income thereof, for any one or more of the departments of said Corporation, or for any of the purposes aforesaid, or for any educational purpose; and

(9) generally to pursue or promote all or any of the purposes above named and to do all and every of the things necessary or pertaining to the accomplishment of said purposes or any of them.

FOURTH No part of the earnings of the Corporation shall inure to the benefit of its Directors, officers or other private shareholders or individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities that would invalidate its status as a corporation (a) which is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code

DOC ID ----> 200214902694

of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code) (hereinafter referred to as the "Code") as an organization described in Section 501(c)(3) of the Code and (b) contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

FIFTH Upon the dissolution of the Corporation, the Directors shall, after paying or adequately providing for the payment of all known obligations of the Corporation, dispose of all of the assets of the Corporation as directed by the Members (a) exclusively for the purposes of the Corporation (as set forth in Article THIRD), or (b) to one or more organizations (i) which then qualify for exemption from federal income taxation under the provisions of Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and (ii) contributions to which are then deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

SIXTH These Amended and Restated Articles of Incorporation shall be effective upon certification by the President and Secretary of the Corporation that they have been duly adopted by the Members of the Corporation in accordance with the Ohio Revised Code and the Corporation's Code of Regulations and, upon such adoption, shall supersede the Corporation's existing Articles of the Corporation

Note: Original Articles of Incorporation dated Dec. 29, 1890 and filed with the Secretary of State of Ohio; amended May 15, 1923; amended Sept. 10, 1923; amended Nov. 18, 1932; amended in entirety May 20, 2002.