

THE ARTICLES OF ASSOCIATION  
OF  
NORWICH UNIVERSITY  
AS  
RESTATED AS OF THE 9<sup>th</sup> DAY OF OCTOBER, 2004

Pursuant to the provisions of Title 11B, Vermont Statutes Annotated Section 10.06<sup>1</sup> the Articles of Association of **Norwich University**, the surviving Vermont non-profit corporation resulting from the merger of **The Vermont College Corporation** into **Norwich University**, under Articles of Merger signed and dated June 30, 1972, and filed in the office of the Secretary of State of Vermont on July 6, 1972, are hereby restated.

ARTICLE ONE

NAME

CORPORATE  
NAME

**Section 1.** The name of the Corporation shall be Norwich University.

ARTICLE TWO

DURATION

PERPETUAL  
SUCCESSION

**Section 1.** The Corporation shall endure perpetually and shall have perpetual succession by its name.

ARTICLE THREE

MEMBERS

NO  
MEMBERS

**Section 1.** A Corporation is not required to have members. (11B V.S.A. 6.03)

ARTICLE FOUR

GENERAL POWERS  
(11B V.S.A. 3.02)

**Section 1.** The Corporation shall have power:

PERPETUAL  
SUCCESSION

(a) To have perpetual succession by its corporate name;

ADVERSARY  
PROCEEDINGS

(b) To sue and be sued, complain and defend in its corporate name;

SEAL

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced;

<sup>1</sup> The Vermont Statutes Annotated are hereinafter abbreviated as V.S.A.

REAL AND  
PERSONAL  
PROPERTY  
TRANSACTIONS

(d) To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold improve, use and otherwise deal in and with real and personal property, or any interest therein, wherever situation;

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;

LOANS AND  
ASSISTANCE

(f) To lend money to its employees other than its trustees and otherwise assist its employees, officers and trustees;

INTERESTS IN  
OTHER  
CORPORATIONS  
AND IN  
GOVERNMENTS

(g) To purchase, take receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares or other interesting, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof;

CONTRACTS  
AND LIABILITIES

(h) To make contracts 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 or pledge of all or any of its property, franchises or income;

LOANS,  
INVESTMENTS,  
SECURITY

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

PLACES OF  
CONDUCT OF  
AFFAIRS

(j) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by law in any state, territory, district or possession of the United States, or in any foreign country;

OFFICERS  
AND AGENTS

(k) To elect or appoint officers and agents of the Corporation, who may be trustees and define their duties and fix their compensation;

BY-LAWS

(l) To make and alter bylaws, not inconsistent with these Articles of Association, or with the laws of Vermont, for the administration and regulation of the affairs of the Corporation;

DONATIONS

(m) To make donations for the public welfare or for charitable, scientific or educational purposes; and in time of war to make donations in aid of war activities;

INDEMNIFICATION  
OF TRUSTEES  
OFFICERS AND  
OTHERS

(n) To indemnify any Trustee or officer or former Trustee or officer of the Corporation, or any person who may have served at its request as Director, Trustee or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by him in connection with the defense of any action, suite or proceeding, civil or criminal, in which he is made a party by reason of being or having been such Director, Trustee or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of duty to the Corporation; and to make any other indemnification that shall be authorized by the Bylaws, or resolution adopted by two-thirds of the Trustees then in office;

PENSION AND  
PENSION PLANS

(o) To pay pensions and establish pension plans or pension trust for any or all of its Trustees, officers and employees;

CESSATION  
OF OPERATIONS

(p) To cease its corporate activities and surrender its corporate franchise; and

NECESSARY AND CONVENIENT POWERS

(q) To have and exercise all powers necessary or convenient to affect any or all of the purposes for which the Corporation is authorized.

ARTICLE FIVE

PURPOSE AND GOVERNMENT (11B V.S.A. 3.01 & 3.02)

Section 1. The purposes of the Corporation shall be:

EDUCATIONAL PROGRAMS

(a) To conduct coordinated educational programs of higher learning by operating a residential campus in Northfield, Vermont, with two-year, four-year, post-graduate and graduate programs; it shall endeavor to maintain conditions leading to the proper and wholesome development, intellectually, spiritually and physically, of the students, provided, however, that the Board of Trustees of the Corporation by a majority vote of the Trustees, at any regular or special meeting of the Trustees, may locate additional sites of the institution at any place or places in or outside the State of Vermont;

LOCATION OF UNIVERSITY

ENGINEERING, SCIENTIFIC & MILITARY COURSES

(b) To furnish at Northfield or wherever the University may be located, courses in engineering and the practical sciences generally, and, also, a course of military training, both theoretical and practical, and in connection therewith to establish and maintain at Northfield a Corps of Cadets;

DIPLOMAS, DEGREES, HONORS & LICENSES

(c) To give and confer through the President and with approval of the Trustees, diplomas, degrees, honors and licenses such as those usually given or conferred by colleges and universities; and to give and confer by the Trustees or the Executive Committee, at their discretion, honorary degrees; provided, that in so doing, they shall have respect to the morals and merits of each proposed recipient;

GOVERNMENT AND MANAGEMENT

(d) To perform its functions and obligations and to exercise its rights, powers, privileges, and immunities through its Trustees and officers now in office and hereafter elected or appointed pursuant to the Bylaws duly adopted as hereinafter provided. To that end, the Trustees shall have and exercise the government of the Corporation, together with the care and management of all matters and affairs belonging thereto; and shall have power to make and establish all such reasonable and proper bylaws, rules and regulations, as may be necessary for the government and management of the Corporation and for the government, instruction and education of its students. The Trustees may repeal, alter, amend, or modify, from time to time as they may see fit, any bylaw, law, rule or regulation in the manner provided in the Bylaws of the Corporation, provided that the same be not contrary to the Constitution and laws of Vermont or of the United States; and provided also that no law, rule or regulation of a sectarian character, respecting race, color or religion, shall be adopted or imposed. Such bylaws, laws, rules and regulations shall be submitted to the General Assembly of Vermont upon demand of that body and may be disallowed, altered or repealed by it, if found by it to be unreasonable, or contrary to law or to the Constitution of Vermont or of the United States.\* Norwich University has at all times had, and will continue to have, a racially non-discriminatory policy as to students and employees and therefore, does not discriminate against applicants, students or employees on the basis of race, color, and national or ethnic origin.

## ARTICLE SIX

TRUSTEES, COMMITTEES AND OFFICER  
(11B V.S.A. 8.01, 8.03, 8.04, 8.05, 8.06, 8.20, 8.22, 8.25)

- VOTING POWER**                    **Section 1.** Directors of the Corporation have been referred to herein as Trustees and they shall be called Trustees so long as they so desire and the law permits. Directors (Trustees in this case) by whatever name called, shall have the sole voting power, since the Corporation has no members.
- NUMBER OF TRUSTEES**                    **Section 2.** There shall never be fewer than three (3) no more than thirty-five (35) Trustees.
- MEETINGS OF TRUSTEES**                    **Section 3.** Meetings of the Trustees may be held within or without the State of Vermont. However, at least two regular meetings (the annual meeting and another) shall be held each year, one of which shall be held at Northfield, Vermont. Meetings shall be held on such notice as the Bylaws shall prescribe. A quorum for any meeting shall be set forth in the Bylaws, but in no event shall it be less than one-third of the last exact number of Trustees fixed pursuant to ARTICLE SIX, Section 4 of these Articles of Association (11B V.S.A. 8.20)
- ELECTION OF SUCCESSORS**                    **Section 4.** The successors to present Trustees (the same number, or fewer but not less than three, or more than 35) shall be elected as provided in the Bylaws. The Trustees at any regular or special meeting, shall determine the exact number of Trustees and the length of the term each shall serve.
- COMMITTEES AND THEIR POWERS**                    **Section 5.** The Trustees, by resolution adopted at a regular or special meeting, may designate and appoint one or more committees each of which shall consist of two or more Trustees, which committees, to the extent provided in such resolution, or in the Bylaws of the Corporation, shall have and exercise all authority of the Board of Trustees, except that no such committee shall have the authority of the Board of Trustees in reference to amending, altering, or repealing the Bylaws; electing appointing or removing any member of any such committee or any Trustee or officer of the Corporation; amending the Articles of Association, restating Articles of Association, adopting a plan of merger or of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Trustees which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee of any responsibility imposed upon it or him by law.
- OFFICERS**                    **Section 6.** The officers of the Corporation shall consist of a President, one or more Vice-Presidents, as may be prescribed by the Bylaws, A Secretary, a Treasurer, and such other officers and assistant officers as may be deemed necessary, each of whom shall have the authority prescribed by the Bylaws and shall be elected or appointed as hereinafter provided. In the absence of any such provision, all officers shall be elected or appointed annually by the Board of Trustees. Any two or more offices, except the offices of President and Secretary, or Treasurer and Comptroller, may be held by the same person.
- ELECTION OF SUCCESSORS**                    **Section 7.** The successors to the present officers and those elected under Section 8 of this Article shall be elected or appointed at the times, in the manner, and for the terms stated in the Bylaws.

OFFICERS TO BE ELECTED EXECUTIVE COMMITTEE

Section 8. The Board of Trustees, at any regular or special meeting, shall elect the officers and the members of the Executive Committee which shall consist of the Chairman of the Board of Trustees and eight (8) other Trustees. The Chairman of the Board shall be Chairman of the Executive Committee.

ARTICLE SEVEN

AMENDMENTS

(11B V.S.A. 10.01, 10.02, 10.03, 10.05)

POWER TO AMEND

Section 1. The Corporation may amend its Articles of Association, from time to time, in any and as many respects as may be desired, so long as its Articles of Association as amended contain only such provisions as are lawful under the Statutes of Vermont.

MANNER OF AMENDMENT

Section 2. If there are no members of the Corporation, or no members entitled to vote thereon, an amendment shall be adopted at a meeting of the Board of Trustees upon receiving the affirmative vote of a majority of the Trustees in office.

NUMBER OF AMENDMENTS

Section 3. Any number of Amendments may be submitted and voted upon at any one meeting.

Section 4. The Articles of Amendment shall be executed by the Corporation by its President or a Vice-President and by its Secretary or an Assistant Secretary and shall set forth:

- (1) The name of the Corporation;
- (2) The amendment so adopted;
- (3) If there are no members, or no members entitled to vote thereon, a statement of such fact, the date of the meeting of the Board of Trustees at which the Amendment was adopted, and a statement of the fact that such Amendment received the vote of a majority of the Trustees in office.

DELIVERY TO AND CERTIFICATION BY SECRETARY OF STATE

Section 5. The Articles of Amendment shall be delivered to the Secretary of State, who, upon finding that they conform to law, shall file them, issue a Certificate of Amendment in duplicate and return them to the Corporation or its representative.

EFFECTIVE DATE

Section 6. The Amendment shall become effective upon the issuance of the certificate by the Secretary of State.

EFFECT UPON LITIGATION & RIGHTS OF OTHERS

Section 7. No Amendment shall effect any existing cause of action in favor of or against the Corporation, or any pending action to which the Corporation shall be a party, or the existing rights of persons other than members, if any; and, in the event that the corporate name shall be changed by Amendment, no action brought by or against the Corporation under its former name shall abate for that reason.

ARTICLE EIGHT RESTATEMENT

POWER TO RESTATE

Section 1. The Corporation Board of Trustees may restate its Articles of Association at any time.

AMENDMENTS INCLUDED

Section 2. The restatement may include one or more amendments to the Articles which must be adopted as provided in ARTICLE SEVEN.

DELIVERY AND  
CERTIFICATION  
TO SECRETARY  
OF STATE

Section 3. The A corporation restating its articles shall deliver to the secretary of state articles of restatement including the name of the corporation and the text of the restated articles of incorporation together with a certificate to the best of its knowledge and belief;

- (1) whether the restatement contains an amendment to the articles requiring approval by the member or any other person other than the board of directors and, if it does not, that the board of directors adopted the restatement; or
- (2) if the restatement contains an amendment to the articles requiring approval by the members; and
- (3) if the restatement contains an amendment to the articles requiring approval by a person whose approval is required a statement that such approval was obtained.

**DECLARATION**

CORRECT  
VERSION  
OF ARTICLES  
& AMENDMENT

These restated Articles of Association correctly set forth the provisions of the Articles of Association as heretofore amended; further, they have been duly adopted by the vote of a majority of the Trustees in office at a duly warned meeting on the 9<sup>th</sup> day of October, 2004.

Dated at Northfield, in the County of Washington and State of Vermont, this 9<sup>th</sup> day of October, 2004.

NORWICH UNIVERSITY

BY:

  
President

BY:

  
Secretary