

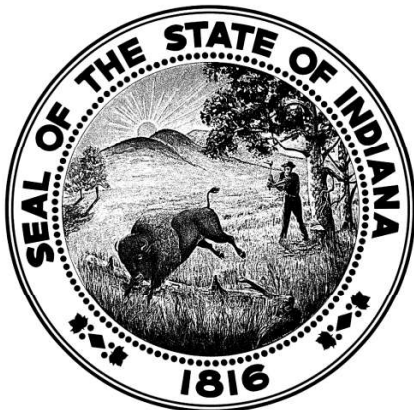
**State of Indiana
Office of the Secretary of State**

Certificate of Amendment
of

**THE CORPORATION OF SAINT MARY'S COLLEGE, NOTRE
DAME**

I, HOLLI SULLIVAN, Secretary of State, hereby certify that Articles of Amendment of the above Domestic Nonprofit Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Code.

NOW, THEREFORE, with this document I certify that said transaction will become effective Thursday, June 30, 2022.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, June 30, 2022

A handwritten signature in cursive script that reads "Holli Sullivan".

HOLLI SULLIVAN
SECRETARY OF STATE

197207-348 / 9465994

To ensure the certificate's validity, go to <https://bsd.sos.in.gov/PublicBusinessSearch>

APPROVED AND FILED
HOLLI SULLIVAN
INDIANA SECRETARY OF STATE
06/30/2022 12:27 PM

ARTICLES OF AMENDMENT

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

BUSINESS ID 197207-348
BUSINESS TYPE Domestic Nonprofit Corporation
BUSINESS NAME THE CORPORATION OF SAINT MARY'S COLLEGE, NOTRE DAME
PRINCIPAL OFFICE ADDRESS SAINT MARY'S COLLEGE, 153 LE MANS HALL, NOTRE DAME, IN, 46556, USA
DATE AMENDMENT WAS ADOPTED 06/30/2022

EFFECTIVE DATE

EFFECTIVE DATE 06/30/2022
EFFECTIVE TIME 12:15PM

ARTICLE I - UPDATED REGISTERED AGENT

DATE OF ADOPTION 06/30/2022
REGISTERED AGENT TYPE Individual
NAME Jennifer Millar
ADDRESS Controller, 153 Le Mans Hall, Saint Mary's College, Notre Dame, IN, 46556 - 5001, USA
SERVICE OF PROCESS EMAIL president@saintmarys.edu

I acknowledge that the Service of Process email provided above is the email address at which electronic service of process may be accepted.

APPROVED AND FILED
HOLLI SULLIVAN
INDIANA SECRETARY OF STATE
06/30/2022 12:27 PM

SIGNATURE

THE SIGNATOR(S) REPRESENTS THAT THE REGISTERED AGENT NAMED IN THE APPLICATION HAS CONSENTED TO THE APPOINTMENT OF REGISTERED AGENT.

THE MANNER OF THE ADOPTION OF THE ARTICLES OF BUSINESS AMENDMENT AND THE VOTE BY WHICH THEY WERE ADOPTED CONSTITUTE FULL LEGAL COMPLIANCE WITH THE PROVISIONS OF THE ACT, THE ARTICLES OF INCORPORATION, AND THE BYLAWS OF THE CORPORATION.

THE UNDERSIGNED OFFICER OF THIS NONPROFIT CORPORATION EXISTING PURSUANT TO THE PROVISIONS OF THE INDIANA NONPROFIT CORPORATION ACT DESIRES TO GIVE NOTICE OF ACTION EFFECTUATING BUSINESS AMENDMENT OF CERTAIN PROVISIONS OF ITS ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, THE UNDERSIGNED HEREBY VERIFIES, SUBJECT TO THE PENALTIES OF PERJURY, THAT THE STATEMENTS CONTAINED HEREIN ARE TRUE, THIS DAY **June 30, 2022**.

THE UNDERSIGNED ACKNOWLEDGES THAT A PERSON COMMITS A CLASS A MISDEMEANOR BY SIGNING A DOCUMENT THAT THE PERSON KNOWS IS FALSE IN A MATERIAL RESPECT WITH THE INTENT THAT THE DOCUMENT BE DELIVERED TO THE SECRETARY OF STATE FOR FILING.

SIGNATURE

James Haigh

TITLE

Legal Representative

Business ID : 197207-348

Filing No. : 9465994

SECOND RESTATED
ARTICLES OF INCORPORATION
OF
THE CORPORATION OF SAINT MARY'S COLLEGE, NOTRE DAME

These are the SECOND RESTATED ARTICLES OF INCORPORATION of this corporation (hereinafter referred to as the "Corporation"), pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991 (hereinafter referred to as the "Act"). The Corporation was founded by the Congregation of the Sisters of the Holy Cross (hereinafter referred to as the "Congregation"). Articles of Incorporation for the Corporation were filed on July 19, 1972, and Restated Articles of Incorporation were filed on February 9, 1994.

ARTICLE I
NAME

The name of the Corporation is "The Corporation of Saint Mary's College, Notre Dame".

ARTICLE II
STATEMENT OF PURPOSE

The Corporation is incorporated as a Roman Catholic organization in accord with and subject to the tradition, teaching and Canon Law of the Roman Catholic Church. Its exclusive purposes shall be:

(A) the sponsorship and management of Saint Mary's College ("College"), a Roman Catholic institution, providing higher education in the liberal arts tradition grounded in the Congregation's philosophy of education, with (i) a focus on excellence in both liberal education and professional preparation, (ii) a commitment to the best expression of the Catholic tradition, and (iii) a special emphasis on and proficiency in the education of women; and

(B) to generally do all acts necessary or expedient in connection with, and for the attainment of, said purposes, as permitted by the Act.

ARTICLE III
TYPE OF CORPORATION

This is a public benefit Corporation. The Corporation is not organized for the private gain of any person.

ARTICLE IV
REGISTERED AGENT; REGISTERED OFFICE; PRINCIPAL OFFICE

Section 1. Registered Agent and Registered Office.

The name and address of the resident agent of the Corporation is: Jennifer

Millar, Controller, 153 Le Mans Hall, Saint Mary's College, Notre Dame, Indiana 46556-5001.

Section 2. Principal Office.

The principal office of the Corporation is: Saint Mary's College, 153 Le Mans Hall, Notre Dame, Indiana 46556-5001.

ARTICLE V
MEMBERSHIP

The Corporation shall have no members.

ARTICLE VI
PROHIBITION OF CERTAIN ACTIVITIES; DISTRIBUTION OF ASSETS

Section 1. Prohibition of Certain Activities.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code (the "Code").

Section 2. Distribution of Assets.

Upon the voluntary or involuntary dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provision for payment of all of the liabilities of the Corporation, transfer all of the assets of the Corporation to the Congregation or, if the Congregation should no longer exist as a civil corporation, to its legal corporate successor. If the Congregation has no legal corporate successor, then the assets shall be transferred to another Roman Catholic organization that serves educational or other similar purposes.

ARTICLE VII
ADOPTION

The undersigned does execute these Second Restated Articles of Incorporation and verifies, subject to the penalties of perjury, that the statements contained herein are true.

Dated this 23rd day of June, 2022.

THE CORPORATION OF SAINT MARY'S
COLLEGE, NOTRE DAME

By: 
Its: President