

12/81-D90/815

The Commonwealth of Massachusetts

OFFICE OF THE SECRETARY OF STATE
ONE ASHBURTON PLACE, BOSTON, MA 02108

Michael Joseph Connolly, Secretary

FEDERAL IDENTIFICATION

NO. 04-2104451

RESTATED ARTICLES OF ORGANIZATION

General Laws, Chapter 180, Section 7

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of members or stockholders adopting the restated articles of organization. The fee for filing this certificate is \$30. Make check payable to the Commonwealth of Massachusetts.

We, Sr. Sheila E. Megley
Sr. A. Catherine Murphy

, President/~~Vice President~~ and
, Clerk/~~Assistant Clerk~~ of

Regis College

(Name of Corporation)

located at 235 Wellesley Street, Weston, Massachusetts

do hereby certify that the following restatement of the articles of organization of the corporation was duly adopted at a meeting held on January 28, 1994, by vote of 8 members ~~XXXXXXXXXXXXXXXXXXXX~~ being at least two thirds of its members legally qualified to vote in meetings of the corporation (or, in the case of a corporation having capital stock, by the holders of at least two thirds of the capital stock having the right to vote thereon);

1. The name by which the corporation shall be known is:-

Regis College

2. The purposes for which the corporation is formed are as follows:-

See pages A-1 through A-3
attached hereto any incorporated
herein by reference.

NOTE: If provisions for which the space provided under Articles 2, 3 and 4 is not sufficient additions should be set out on continuation sheets to be numbered 2A, 2B, etc. Indicate under each Article where the provision is set out. Continuation sheets shall be on 8 1/2" x 11" paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

3. If the corporation has more than one class of members, the designation of such classes, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, are as follows:—

See pages A-1 through A-3
attached hereto and incorporated
herein by reference.

- * 4. Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:—

See pages A-1 through A-3
attached hereto and incorporated
herein by reference.

11

CHARTER OF REGIS COLLEGE

Weston, Massachusetts

SECTION 1. The members shall be self-perpetuating and may elect Trustees, a Treasurer, a Secretary and such other officers of the corporation as may be necessary, and shall establish the duties, salaries, and tenures of their respective offices, and may remove any member when in their judgment she becomes incapable of discharging the duties of her office or neglects or refuses to perform, the same, and may from time to time elect new members of the corporation to fill a vacancy caused by the death, resignation or disability of a member. The number of members shall not be less than seven nor more than nine.

SECTION 2. The corporation shall establish rules for the holding and conducting of its meetings, may sue and be sued in its corporate name and may receive and hold real or personal property, or interest, therein, within or without the Commonwealth, in fee simple or otherwise, by gift, grant, devise, bequest, purchase or otherwise. The corporation may have a seal which it may alter or renew at pleasure, and all deeds sealed with the seal of said corporation and signed by its order in its corporate name shall be deeds of the corporation. The corporation shall have all the powers and privileges and be subject to all the restrictions, duties and liabilities of a corporation incorporated under the provisions of Chapter One Hundred and Eighty of the General Laws. Upon the transfer and acceptance of the property, powers and duties of The congregation of the Sisters of Saint Joseph of Boston, as provided in Section Five, and the recording thereof, as provided in Section six, the Trustees of Regis College shall elect from time to time such officers, tutors, instructors, clerks and other officers of Regis College, hereinafter called the college, as it shall be judged to be for the best interest thereof, and establish their duties, salaries and tenures, and make from time to time reasonable rules and regulations for the government of said college and determine and regulate the course of instruction therein.

SECTION 3. The clear rents and profits of all the estate, real and personal, of the corporation shall be all appropriated to the endowment of the college in such manner as shall most effectually promote virtue, piety and learning in such of the languages and of the liberal and useful arts and sciences as shall be recommended from time to time by the corporation, though conforming to the will of any donor or donors in the application of any property or the income therefrom which may be given, devised or bequeathed for any particular object connected with the college.

SECTION 4. No student in the college shall be refused admission to or denied any of the privileges, honors or degrees of the college on account of race, color or religion.

SECTION 5. The Congregation of the Sisters of Saint Joseph of Boston, incorporated under the provisions of General Law, is hereby authorized to transfer, grant and confer upon the corporation all the powers, duties and obligations of which it is now possessed which relate to the college, including more specifically the power to confer at the college such degrees as are usually conferred by colleges in the Commonwealth, except medical degrees and degrees of Bachelor of Laws, and to transfer to the corporation all property, real, personal or mixed, now held by The Congregation of the Sisters of Saint Joseph of Boston for the use or benefit of the college. Upon the acceptance thereof by vote of the corporation, all such powers, duties and obligations shall thereafter be assumed, exercised and performed by the corporation and the said property shall be held by the corporation for the benefit and use of the college, and the corporation shall be deemed to be the successor of The Congregation of the Sisters of Saint Joseph of Boston.

No action heretofore taken by The Congregation of the Sisters of Saint Joseph of Boston under the provisions of Chapter Thirty-Four of the Acts of Nineteen Hundred and Twenty-Eight shall be affected or impaired by the passage of this Act.

SECTION 6. Certified copies of the respective votes showing the transfer of, and the acceptance of, the property, powers and obligations as provided in Section 5, sworn to by the duly elected officers of The Congregation of the Sisters of Saint Joseph of Boston and by the members of the corporation, shall be filed for recording in the Registries of Deeds for the Counties in which the real property of The Congregation of the Sisters of Saint Joseph of Boston is located, with the City or Town Clerk where the personal property is located and in the Office of the State Secretary.

SECTION 7. No Trustee (or officer) shall be personally liable to the Corporation or its members for monetary damages for any breach of fiduciary duty as a Trustee (or officer) notwithstanding any provision of law imposing such liability, except (to the extent provided by applicable law) for liability (i) for breach of the Trustee's (or officer's) duty of loyalty to the corporation or its members (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the Trustee (or officer) derived an improper personal benefit.

SECTION 8. The Corporation is hereby authorized and empowered, in addition to its present powers, to make contracts, give guarantees 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, pledge, encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.

THE COMMONWEALTH OF MASSACHUSETTS

RESTATED ARTICLES OF ORGANIZATION

(General Laws, Chapter 180, Section 7)

I hereby approve the within restated articles of
organization and, the filing fee in the amount of
having been paid, said articles are deemed to have been
filed with me this _____ day
of _____ 19____

MICHAEL JOSEPH CONNOLLY

Secretary of the Commonwealth

State House, Boston, Mass.

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF RESTATED ARTICLES OF ORGANIZATION TO BE SENT

TO Sr. A. Catherine Murphy
Regis College
235 Wellesley Street
Weston, Massachusetts 02193-1571

In order to assist the Corporations Division process your
stated Articles as quickly as possible, please address all documents to:

Office of the Secretary of State
ATT: In-put Section
One Ashburton Place, Room 1717
Boston, MA 02108

Copy Mailed

"We further certify that the foregoing restated articles of organization effect no amendments to the articles of organization of the corporation as heretofore amended, except amendments to the following articles

(*If there are no such amendments, state "None".)

None.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this

10th day of February

in the year 1994

Shirley E. Mezly

President ~~Vice President~~

Msgr. A. Catherine Murphy

Clerk ~~Assistant Clerk~~

Patricia A. McSweeney, Notary Public
PATRICIA A. McSWEENEY

My Commission Expires 1/31/97

