

State of North Carolina
Department of the Secretary of State

ARTICLES OF RESTATEMENT
FOR NONPROFIT CORPORATION

Pursuant to §55A-10-06 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following for the purpose of restating its Articles of Incorporation.

1. The name of the corporation is: LIVING UNIVERSITY
2. The text of the Restated Articles of Incorporation is attached.
3. (Check a, b, c, and/or d, as applicable.)
 - a. These Restated Articles of Incorporation were adopted by the board of directors and do not contain an amendment.
 - b. These Restated Articles of Incorporation were adopted by the board of directors and contain an amendment not requiring member approval. (Set forth a brief explanation of why member approval was not required for such amendment.) The corporation has no members.
 - c. These Restated Articles of Incorporation contain an amendment requiring member approval, and member approval was obtained as required by Chapter 55A of the North Carolina General Statutes.
 - d. These Restated Articles of Incorporation contain an amendment requiring approval by a person whose approval is required pursuant to N.C.G.S. §55A-10-30, and such approval was obtained.
4. These articles will be effective upon filing, unless a delayed date and/or time is specified: _____

This the 23 day of April, 20 07

LIVING UNIVERSITY

Name of Corporation


Signature

F. Thomas Turner II, Assistant Secretary--Board of Directors

Type or Print Name and Title

Notes:

1. Filing fee is \$10, unless the Restated Articles of Incorporation include an amendment, in which case the filing fee is \$25. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.

(Revised Jan 2003)

Corporations Division

PO Box 29622

(Form N-03)

Raleigh, NC 27626-0622

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LIVING UNIVERSITY
A NONPROFIT CORPORATION

We, the undersigned, natural persons of the age of eighteen (18) years or more, do hereby amend and restate a nonprofit corporation under the laws of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina, entitled "Nonprofit Corporation Act", and the several amendments thereto, and to that end do hereby set forth:

Article 1—Corporate Name

The name of this corporation is Living University.

Article 2—Principal Office

The street address and county of the registered office of the corporation is:

2.1 2301 Crown Centre Drive
Charlotte, NC 28227-7705

2.2 County of Mecklenburg

Article 3—Corporate Status

This corporation is a nonprofit corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

3.1 This corporation is not authorized to issue stock.

3.2 The period of this corporation's duration is perpetual.

3.3 This corporation shall not have members.

Article 4—Purposes

The purposes for formation of this corporation are educational and religious within the meaning of Internal Revenue Code Section 501(c)(3) and *N.C. Gen. Stat. § 55A-2-02(a)(2)*. Specifically, the primary purpose of this corporation is to create, establish, and carry on a church-related educational institution of higher learning within the state of North Carolina, wherein graduates of accredited high schools, private secondary schools, and other persons of equivalent academic attainment, may pursue their education.

The further purposes of this corporation, without limitation on the generality of the foregoing, are the following:

- 4.1 To provide programs of formal instruction and other learning opportunities as well as to engage in research and public service, all of sufficient diversity to be relevant to the changing needs of individuals, the Church, and society.
- 4.2 To establish colleges, schools, divisions, and departments for the study of any and all the learned and liberal professions and technical disciplines.
- 4.3 To confer such academic degrees, both for undergraduate and for graduate studies, as may be merited on the recommendation and advice of the faculty.

Article 5–Powers

This corporation shall have all the powers of a natural person, subject to any limitations of law, in order to carry out this corporation's purposes, including, without limitation on the generality of the foregoing, the following powers:

- 5.1 All the powers presently set forth in *N.C. Gen. Stat. § 55A-3-02* and any other powers subsequently added thereto. This provision shall include any amended or reenacted corresponding provision.
- 5.2 The power to issue all degrees or diplomas evidencing the completion of courses of instruction authorized by law and consistent with generally accepted standards in recognized colleges and universities; to confer appropriate academic honors; and to print and publish materials appropriate for an institution of higher learning.
- 5.3 The power to liaise with local and international organizations, maintain and participate in a network here and abroad to assist in the pursuit of its purposes.
- 5.4 Any and all other powers necessary and convenient to carry out the purposes of this corporation as set forth in Article 4 hereof.

Article 6–Directors

All power and authority of this corporation shall be exercised by or under the direction of the board of directors which shall be known as the Board of Regents.

The number of directors constituting the initial Board of Regents of this corporation is seven (7) and the names and addresses of the persons who are to serve as the initial regents are:

Roderick C. Meredith	2301 Crown Centre Drive; Charlotte, NC 28227-7705
Richard F. Ames	2301 Crown Centre Drive; Charlotte, NC 28227-7705
Douglas S. Winnail	2301 Crown Centre Drive; Charlotte, NC 28227-7705
Dibar K. Apartian	2301 Crown Centre Drive; Charlotte, NC 28227-7705
J. Davy Crockett, III	2301 Crown Centre Drive; Charlotte, NC 28227-7705

Article 7–Restrictions and Requirements

This corporation shall not pay dividends or other corporate income to its directors or officers or otherwise accrue distributable profits or permit the realization of private gain. This corporation shall have no power to take any action prohibited by the North Carolina Nonprofit Corporation Act.

This corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. This corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under *Internal Revenue Code Section 170(c)(2)* and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, this corporation shall have no power to:

- 7.1 Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
- 7.2 Serve a private interest other than one that is clearly incidental to an overriding public interest.
- 7.3 Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
- 7.4 Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for elective public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
- 7.5 Have objectives that characterize it as an “action organization” as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
- 7.6 Distribute its assets on dissolution other than for one or more exempt purposes.
- 7.7 Permit any part of the net earnings of this corporation to inure to the benefit of any private individual.
- 7.8 Carry on an unrelated trade or business except as a secondary purpose related to this corporation's primary, exempt purposes.

Article 8–Fiscal Year

The fiscal year of this corporation shall begin on July 1 each year and conclude on the following June 30.

Article 9–Dissolution

Dissolution of the corporation shall be accomplished in the following manner:

- 9.1 Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debt and obligations of this corporation, and after compliance with the applicable provisions of N.C. Gen. Stat. § 55A-14-03, the remaining assets of this corporation shall be distributed to the Living Church of God (International), Inc., a North Carolina nonprofit religious corporation (NC SOSID: 0783290), with its principal offices located at 2301 Crown Centre Drive, Charlotte, NC 28227-7705, provided it is tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or any successor statutes, for one (1) or more purposes that are exempt under North Carolina statutes pursuant to franchise and income taxes.
- 9.2 In the event the Living Church of God (International), Inc., a North Carolina nonprofit religious corporation (NC SOSID: 0783290), is not so exempt at the time it is to take title to such assets, then such assets shall be vested in a nonprofit fund, foundation, corporation, or organization, with beliefs, goals, aims and purposes similar to and compatible with those of the Church, and tax-exempt under Section 501(c)(3) of the United States Internal Revenue Code of 1986 and of which the Presiding Evangelist of the Church, or his successor pursuant to the *Canons of Evangelistic Discipline of the Living Church of God* (the "Canons"), is the principal, or leading principal.
- 9.3 Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes.

Article 10—Agent for Service of Process

The name and address in the State of North Carolina of this corporation's agent for service of process is:

F. Thomas Turner, II
2301 Crown Centre Drive
Charlotte, NC 28227-7705.

Article 11—Limitation on Liability of Directors

To the extent consistent with the requirements for qualification as a tax-exempt corporation described in Section 501(c)(3) of the Internal Revenue Code, and except as otherwise provided herein, to the fullest extent permitted by applicable law no director of the Corporation shall have any personal liability for monetary damages arising out of any action whether by or in the right of the Corporation or otherwise for breach of any duty as a director. This Article shall not impair any right to indemnity from the Corporation or any other immunity from civil liability that any director may now or hereafter have. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation hereunder on the personal liability of a director with respect to acts or omissions occurring prior to such repeal or modification.

Article 12—Indemnification

This corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to this corporation regardless of the provisions in the Act governing indemnification. As subsequently provided in the Bylaws of the Board of Regents of Living University, the Board of Regents shall have the power to define the requirements and limitations for this corporation to indemnify directors, officers, or others related to this corporation.

Article 13–Construction

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Article 14–Incorporators

The names and street address of the incorporator is:

J. Davy Crockett III, 2301 Crown Centre Drive; Charlotte, NC 28227-7705

Article 15–Amendments to Articles

The Articles of Incorporation of this corporation may be changed or amended and additional Articles may be adopted at any regular or special meeting of the Board of Regents by not less than a two-thirds (2/3) vote of those present subject to the approval and consent thereto by the Board of Directors of Living Church of God (International), Inc., a North Carolina nonprofit religious corporation (NC SOSID: 0783290), with its principal office located at 2301 Crown Centre Drive; Charlotte, NC 28227-7705, as expressed by not less than a two-thirds (2/3) vote of the members of said Board of Directors present at any meeting, provided that in the case of each of these boards:


- 15.1 A notice of the intention to change, amend, or add to the Articles of Incorporation in whole or in part (which notice may be included in the call for the meeting) shall have been duly given to the members of the Board of Regents by mail, postmarked not less than one (1) week prior to a meeting.
- 15.2 Such notice shall be in writing and shall include the exact wording of the proposed changes or amended and additional Articles.

IN WITNESS WHEREOF, the undersigned, being the incorporator of LIVING UNIVERSITY has executed these Articles of Incorporation on this 23rd day of APRIL, 2027



J. Davy Crockett, III

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.



J. Davy Crockett, III