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Amended and Restated Articles of Incorporation

filed pursuant to §7-90-301, et seq. and §7-130-106 and §7-90-304.5 of the Colorado Revised Statutes (C.R.S.)

1. For the entity, its ID number and entity name are

ID number 19871025787
 (Colorado Secretary of State ID number)

Entity name COLORADO SEMINARY

2. The new entity name (if applicable) is UNIVERSITY OF DENVER

3. The amended and restated constituent filed document is attached.

4. The amendment to the articles of incorporation was in the manner indicated below: (make the applicable selection)

The amendment and restatement was adopted by the board of directors or incorporators without member action and member action was not required.

The amendment and restatement was adopted by the members AND the number of votes cast for the amendment by each voting group entitled to vote separately on the amendment was sufficient for approval by that voting group.

(If the amended and restated articles of incorporation include amendments adopted on a different date or in a different manner, mark this box and include an attachment stating the date and manner of adoption.)

5. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are _____
 (mm/dd/yyyy hour:minute am/pm)

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**Restated Charter (Articles of Incorporation)
Of the University of Denver (formerly Colorado Seminary)**

**CHARTER and ARTICLES OF INCORPORATION OF
THE UNIVERSITY OF DENVER**

Approved March 5, 1864

Amended January 17, 2020

SECTION 1. These Articles of Incorporation of the University of Denver were originally adopted as the CHARTER OF THE COLORADO SEMINARY, which was an Act of the Colorado Territorial Legislature to incorporate said corporation (Laws, 1864, p. 209), *approved* March 5, 1864. The Charter was amended by the Trustees of the corporation on January 17, 2020.

SECTION 2. As originally Enacted by the Council and House of Representatives of the Colorado Territory: John Evans, Samuel R. Elbert, W. N. Byers, H. Burton, A. B. Case, J. G. Vawter, A. G. Gill, W. D. Pease, Edwin Scudder, J. H. Morrison, Warren Hussey, J. W. Smith, D. H. Moffat, Jr., R. E. Whitsitt, C. A. Cook, John Cree, Amos Steck, J. M. Chivington, J. B. Doyle, Henry Henson, Amos Widner, John T. Lynch, Milo Lee, J. B. Chaffee, Lewis Jones, O. A. Willard, W. H. H. Loveland and Robert Berry were constituted a body politic and corporate for the purpose of founding, directing and maintaining an institution of learning, to be styled the Colorado Seminary, and in manner hereinafter prescribed to have perpetual succession, with full power to sue and be sued, plead and be impleaded, adopt and alter at pleasure a seal, acquire, hold and convey property, real, personal and mixed, to the extent they judged necessary for carrying into effect the objects of this corporation, and generally, to perform such other acts as necessary and proper therefor.

SECTION 3. Said Trustees, at their first meeting, were divided into four classes of seven in each class, which class were to hold office for one, two, three, and four years, respectively, dating from the first day of July, 1864; their successors were appointed whenever terms expired, or vacancies for any cause existed, and all of said Trustees and their successors continued in office until their successors were elected.

SECTION 4. On January 17, 2020, the Trustees amended this Charter to provide that the name of the corporation from that time forward is and shall be THE UNIVERSITY OF DENVER.

SECTION 5. The number of Trustees of the University shall be no more than 38. They shall be divided into classes of equal number to the extent practicable and shall serve terms as determined by the bylaws.

SECTION 6. No test of religious faith shall ever be applied as a condition of admission into said University, but the Trustees shall have power to adopt all proper rules and regulations for the government of the conduct of the faculty, staff, and students, and the management of all affairs pertaining to said institution.

SECTION 7. They shall have full power to confer all degrees and emoluments customary to be given by similar institutions.

SECTION 8. Such property as may be necessary for carrying out the design of the University in the best manner, while used exclusively for such purposes, shall be free from all taxation.

SECTION 9. In all cases, a majority of the Board of Trustees shall constitute a quorum for transacting any business, or said majority may vest the power of the Trustees in an Executive Committee, or agent of their number, at their discretion.

SECTION 10. As provided by the 1864 Act and all other currently applicable laws, this shall be deemed a public act, and be in force and take effect from and after its passage.

Laws 1864, p209 (approved March 5, 1864).

Amended, January 17, 2020.