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)

   [x] 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)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.
6. The true name and mailing address of the individual causing the document to be delivered for filing are

<table>
<thead>
<tr>
<th>Orrino</th>
<th>Joseph</th>
<th>A</th>
</tr>
</thead>
<tbody>
<tr>
<td>(Last)</td>
<td>(First)</td>
<td>(Middle)</td>
</tr>
<tr>
<td>Suite 100</td>
<td></td>
<td></td>
</tr>
<tr>
<td>5350 S. Roslyn St.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Greenwood Village</td>
<td>CO</td>
<td>80111</td>
</tr>
<tr>
<td>(City)</td>
<td>(State)</td>
<td>(Postal/Zip Code)</td>
</tr>
<tr>
<td></td>
<td>(Province – if applicable)</td>
<td>(Country – if not US)</td>
</tr>
</tbody>
</table>

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

☐ This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user’s legal, business or tax advisor(s).
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).