

Aug 28 2002

**AMENDED ARTICLES OF INCORPORATION
OF
ANTIOCH UNIVERSITY**

ARTICLE I Name and Principal Office

The name of the corporation shall be ANTIOCH UNIVERSITY and the principal office shall be in Yellow Springs, Greene County, Ohio.

The corporation hereby formed shall have perpetual succession, and shall have power to sue and be sued; plead and be impleaded; acquire, hold and convey real and personal property; have and use a common seal, and alter the same at pleasure; make from time to time such Regulations for the government of its officers and for the conducting and management of its affairs as may be necessary or expedient, and as shall not be contrary to law, or inconsistent with these Articles; and to have and exercise such other lawful powers as shall be necessary to promote the objects for which it is formed.

ARTICLE II Purpose

The objects of the said corporation are to possess and carry on at Yellow Springs, Greene County, Ohio, and at such other places as the Board of Trustees may determine, a College or educational establishment where instruction in every branch of useful learning may be given, and where equal facilities for education may be afforded to both sexes of persons. No theological school shall ever be connected with it, nor shall religious or theological opinions of any kind or considerations of race, creed, or national origin ever be used as a basis for excluding a person from its benefits.

ARTICLE III Members

Those natural persons of legal majority elected as trustees of the corporation shall constitute the members of the corporation where action of the members is either desirable or required by law.

ARTICLE IV Trustees

The authority of the corporation shall be exercised by or under the direction of the Board of Trustees.

ARTICLE V Indemnification

Any person who has served or may hereafter serve as a trustee or officer of the corporation (or at its request as trustee or officer of any other enterprise) shall be indemnified against expenses (including attorney fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with the defense of any pending, threatened, and completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of his serving or having served in such capacity, except in relation to matters as to which such person shall be adjudged to have been liable for negligence or misconduct in the performance of duty.

Any person who has served or may hereafter serve as employee or agent of the corporation (or at its request, of any other enterprise) may be indemnified against expenses, as defined above, in connection with the defense of any such action, suit or proceeding by reason of his service as such agent or employee, except in relation to matters as to which he shall be adjudged to have been liable for negligence or misconduct in the performance of duty.

In any case, the corporation may indemnify or agree to indemnify to the full extent permitted by Ohio Revised Code S1702.12(E) or any statutory provision of similar import.

The corporation may procure and maintain insurance on behalf of any such person against any liability asserted against him in any such capacity.

Such indemnification is not applicable to a proceeding by or on behalf of the corporation involving the removal from office of an officer or trustee unless the proceeding terminates in favor of such person.

ARTICLE VI Amendments

These Articles of Incorporation may be altered or amended at any time by a vote of three-quarters of the members of the Board of Trustees then in office, at its annual meeting, or at any special meeting called for that purpose. These Articles may also be amended at any time by the Board without a meeting, upon the written concurrence of three-quarters of the members then in office.

ARTICLE VII Existing Articles of Incorporation

These Amended Articles of Incorporation supersede and take the place of the original Articles of Incorporation, all amendments thereto and all amended Articles of Incorporation previously filed.

The original Articles of Incorporation were filed with the Ohio Secretary of State's office on May 20, 1852. These Amended and Restated Articles of Incorporation were filed with the Ohio Secretary of State's office on December 8, 1980.