WIDENER UNIVERSITY, INC.

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ESQUIRE ASSIST COUNTER
AMENDED AND RESTATED ARTICLES OF INCORPORATION

WIDENER UNIVERSITY, INC.
A Domestic Non-Profit Corporation

Article I

The name of the Corporation shall be Widener University, Inc. The Corporation shall be a corporation of the State of Delaware and the Commonwealth of Pennsylvania.

Article II

The Corporation shall be its own registered agent and its registered office in the State of Delaware shall be located at Widener University, Inc., 4601 Concord Pike, Wilmington, Delaware 19803, and its registered office in the Commonwealth of Pennsylvania shall be located at Widener University, Inc. at One University Place, Chester, Pennsylvania 19013.

Article III

The Corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The purpose of the Corporation and the nature of its business shall be any lawful activity or act for which a corporation may be organized under the General Corporation Law of Delaware and the Nonprofit Corporation Law of Pennsylvania, including, but not limited to, the power of confer academic, professional or honorary degrees as per the endorsements of the State Boards of Education of Delaware and Pennsylvania by their authorized representatives which appear at the conclusion of this certificate.

Article IV

The Corporation shall not have the authority to issue capital stock.

Article V

The Corporation is not organized for profit and does not contemplate pecuniary gain or profit, incidental or otherwise.

Article VI

The Corporation shall have perpetual existence.
Article VII

The Corporation shall be governed by a Board of Trustees, of which number, six or one-third of the whole number, whichever is the greater, shall constitute a quorum, who, and their successors in office, shall be and are hereby declared to be one body politic and corporate in deed and in law by the name of Widener University, Inc. The trustees shall consist of a Board of Trustees whose number shall be no fewer than ten (10) and no more than fifty (50) and whose exact number shall be as fixed, from time to time, by the bylaws of the Corporation. The trustees, except for the President of the Corporation and the President of the Alumni Association, if made trustees by bylaw, shall be divided into three classes to be known as Class 1, Class 2 and Class 3 with one third of the trustees in each Class to serve initially until the annual meetings of the Board in 1981, 1982 and 1983, respectively. At each annual meeting, the Board shall elect one third, as nearly as may be, of the entire Board as successors to the trustees of the Class whose terms shall expire at such meeting, to serve for a term of three years, and shall elect trustees to fill any vacancies in any Class at any meeting to fill the unexpired portion of the term of such Class of trustee. Upon any increase in the number of trustees, the additional trustees, when elected shall be elected to such Class as will, nearly as may be, keep one third of the Board in each Class, and for this purpose, new trustees may be initially elected for a term of fewer than three years. The Board of Trustees shall elect a Chairman, one or more Vice Chairmen, a Secretary, and a Treasurer of their own body, and a President of the Corporation, and such other officers as such Board may deem proper. The Board of Trustees may provide by bylaw that the President of the Corporation and the duly chosen President of the Corporation’s Alumni Association shall be members of the Board of Trustees during their respective terms of office.

No Trustee of this Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a Trustee, provided that the liability of a Trustee for such monetary damages for breach of fiduciary duty shall not be eliminated or limited (i) for any breach of the Trustee’s duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which any Trustee shall derive an improper personal benefit.

The Board of Trustees of this Corporation is authorized and empowered to adopt such Bylaws or other governing laws of this Corporation as to effectuate and implement the provisions of this Article.

Article VIII

The trustees and their successors shall and may have a common seal, which shall be the seal of Widener University, to serve and use for all causes, matters and affairs of theirs and their successors, and the same may alter or make anew as they may think fit.

Article IX

There shall be a meeting of said trustees held at Widener University, Chester, Pennsylvania, annually, and at such other time and place as they shall appoint, to consult, advise
and act, on and about the affairs and business of said Corporation; the officers of said Board may call special meetings thereof, by giving written notice at least seven days previous to the time of said meeting, and at every meeting of said board they may legally transact any business proper for said board: and if the Chairman shall not attend such meeting, the Vice Chairman shall preside, and in the absence of both, the Board may appoint a Chairman pro tempore; and the said trustees shall have power to appoint a President and Vice President and other professors and instructors of said Corporation, and all such other officers and assistants as they shall find necessary for the good management of the said Corporation, and have power to remove them at their discretion.

Article X

The trustees aforesaid, shall have and exercise the government of said Corporation, together with the care and management of all matters and affairs belonging thereto, and shall have power to make and establish all such reasonable and proper laws, bylaws, rules and regulations as may be necessary for the government, instruction and education of the students, and the management of the said Corporation, and the same may repeal and alter, from time to time, as they may see fit; provided, that the same be not contrary to the Constitution and laws of any state or of the United States.

Article XI

In furtherance and not in limitation of the powers conferred by statute, the Corporation is expressly authorized to carry on its business, hold its meetings in any of the states, colonies or dependencies of the United States, have one or more offices therein, and therein to hold, purchase, lease, mortgage and convey real and personal property; and to keep the books of the Corporation at such places as may from time to time be designated by the Board of Trustees.

Article XII

The said Board of Trustees shall be required to furnish at the Corporation, constantly, a course of instruction which serves the educational needs of its students through degree programs ranging from the associate to the doctoral degree, and through other credit and non-credit offerings; to preserve, transmit and advance the current state of knowledge to each of the areas wherein it offers programs, to develop programs which meet the changing needs of the population of the region; and to encourage its graduates to apply the knowledge they gain for their own personal development and for the good of the society in which they live; and the Chairman of said Board or the President of the University, with the consent of the trustees, shall have power to give and confer all such diplomas, degrees, honors or licenses, as are usually given or conferred in colleges or universities in Delaware and Pennsylvania, at their discretion; provided, that in so doing they shall have respect for the morals and merits of the candidates alone.
Article XIII

The first meeting of said trustees shall be within three months after incorporation of the Corporation, at Widener University, Chester, Pennsylvania, as shall be fixed by at least five members of the Board, of which meeting at least two weeks’ notice shall be given by written notice which shall be sent by mail or otherwise to each of the members of the Board of Trustees by the Secretary thereof.

Article XIV

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (“Code”), or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

Article XV

Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes. The use of any surplus funds for private inurement to any person in the event of the sale or dissolution of the Corporation shall be prohibited.

Article XVI

It is intended that the Corporation shall have the status of a corporation which is exempt from Federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code which is other than a private foundation by reason of being described in Sections 509(a)(1) and 170(b)(1)(A)(ii) of the Code. This Certificate shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. If, during any period, the Corporation is determined to be a private foundation within the meaning of Section 509 of the Code, then, during such period:
A. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, as hereafter amended or supplemented.

B. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, as hereafter amended or supplemented.

C. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, as hereafter amended or supplemented.

D. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, as hereafter amended or supplemented.

E. The Corporation shall not make taxable expenditures as defined in Section 4945(d) of the Code, as hereafter amended or supplemented.

Article XVII

The name and address of the sole incorporator is Somers S. Price, Jr., Esquire, Potter, Anderson & Corroon, P.O. Box 951, Delaware Trust Building, Wilmington, DE 19899.

IN WITNESS WHEREOF, said WIDENER UNIVERSITY, INC. has caused its corporate seal to be hereunto affixed and this Certificate to be signed by its President, James T. Harris III, and its Assistant Secretary, George E. Hassel, this 14th day of October, 2004.

ATTEST:

GEORGE E. HASSEL, Assistant Secretary

WIDENER UNIVERSITY, INC.

By: JAMES T. HARRIS III, President