

Articles of Incorporation

Article 1. Name.

The name of the Corporation is Marywood University.

Article 2. Registered Office.

The registered office of Marywood University is 2300 Adams Avenue, Scranton, Lackawanna County, PA 18509.

Article 3. Purpose.

The said Corporation is formed for the purpose of establishing, conducting and maintaining a Catholic university for the higher education of youth and adults, with power to confer degrees in arts, pure and applied sciences, philosophy, and literature. The Corporation may confer such other degrees as may be approved by the duly constituted legal authority. Such approval will be required to offer degrees in law, medicine and theology. Similarly, the Corporation will seek approval to confer additional honorary degrees beyond those currently approved, which are Doctor of Humane Letter (LHD), Doctor of Science (DSc) and Doctor of Fine Arts (DFA).

Article 4. Nonprofit Status

Notwithstanding any of the above statements of purposes and powers, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (Public Law 99-154, 26 U.S.C. Section 501(c)(3) and its regulations as they now exist or as they may be amended or by an organization to which contributions are deductible under Section 170(c)(2) of the same Code and its regulations as they now exist or as they may be amended. Neither the net earnings of the Corporation nor donations which the University receives shall inure to the benefit of any individual, as the private inurement standards is interpreted under Section 501(c)(3) of the Internal Revenue Code of 1986 (Public Law 99-514, 26i U.S.C. Section 501 (c)(3) or any corresponding provision of any later federal tax law.

In the event of dissolution of the Corporation, all of its assets and property of every nature and description whatsoever remaining after the payment of liabilities and obligations of the Corporation, shall be disposed of to such organization or organizations as shall qualify at that time as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (Public Law 99-514, 26i U.S.C. Section 501(c)(3) and its regulations as they now exist or as they may be amended.

The Corporation is in compliance with the five criteria set forth in Act 55, the institutions of Purely Public Charities Act and is thus tax-exempt. By meeting these criteria, the Corporation is considered to be founded, endowed and maintained by public or private charity.

Article 5. Nonprofit Corporation

The Corporation is incorporated under the provisions of the Nonprofit Corporation Law of 1988.

Article 6. Non-stock Basis

The Corporation is organized on a non-stock basis.

Article 7. Members of the Corporation

The Members of the Marywood University Corporation shall be the President of the Congregation of the Sisters, Servants of the Immaculate Heart of Mary, Scranton, Pennsylvania, and her Council and their successors in office. The Members of the Corporation shall have the right, by majority vote, to elect trustees. They shall have the right of approval, by majority vote, of actions of the Board of Trustees relating to changes in institutional purpose and philosophy; appointment of the President of the University; acquisition, disposition, encumbrance, or lease of real property of the institution; construction of new buildings, dissolution, merger, or consolidation of the institution with another corporation; amendments of these Articles of Incorporation or of the Bylaws; and disposition of property upon dissolution.

Article 8. Board of Trustees

The powers of the Board of Trustees shall be as set forth in the current Bylaws of the Corporation. The Board of Trustees shall consist of not fewer than 10 nor more than 35 elected members and two ex officio members, plus Trustees Emeriti and Honorary Trustees, as described below:

(a) Elected Trustees

A trustee may be elected for a term of three years at the annual meeting of the Members of the Corporation or at any special meeting of the Members duly called for that purpose. An elected trustee may not be elected for more than four (4) consecutive three (3) year terms.

(b) Ex Officio Trustees

The persons who hold the following offices shall be ex officio trustees:

- the President of the University
- the President of the Congregation of Sisters, Servants of the Immaculate Heart of Mary, Scranton, Pennsylvania

(c) Trustees Emeriti

Those individuals who have served Marywood University with distinction may be elected trustees emeriti by a two-thirds vote of the members of the Board of Trustees at a duly constituted meeting.

(d) Honorary Trustees

Individuals who have or who may serve Marywood University, the community or the nation with distinction may be elected honorary trustees by a two-thirds vote of the Board of Trustees at a duly constituted meeting.

Article 9. Endowment Requirements

The Corporation shall maintain a minimum protective endowment of at least \$500,000, beyond all indebtedness and assets invested in buildings and apparatus for the exclusive purpose of promoting instruction.

Article 10. Faculty Requirements

The Corporation shall maintain a faculty of at least eight regular professors who devote all their time to the instruction of the Corporation's higher education classes.

Article 11. Undergraduate Admission Requirements

The minimum basis for admission to undergraduate programs shall be high school graduation or its equivalent, shall be subject to the standards promulgated by the Pennsylvania Board of Education, who meet other admission standards that may be set up from time, and who give promise of being able to profit by a college education.

Article 12. Courses of Study

The courses of study to be pursued are as stated in the most recent catalogs.

Article 13. Dissolution

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the Corporation, transfer all of the assets of the Corporation to the Sisters, Servants of the Immaculate Heart of Mary, Scranton, Pennsylvania, or its successor in interest, provided that such organization then qualifies as an exempt organization under 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law, or if it does not so qualify, to such other organization or organizations established and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law, as the Members of the Corporation shall determine in accordance with and subject to the Code of Canon Law of the Roman Catholic Church.

Article 14. Amendment

Amendment of these Articles requires the approval of the Members of the Marywood University Corporation.

06/04/1917 Date of incorporation of Marywood College in the Commonwealth of Pennsylvania. Purpose: To establish, conduct, and maintain a college for the higher education of young women, with power to confer degrees in art, pure and applied science, philosophy, to grant the Bachelor of Arts, Bachelor of Music, and Bachelor of Science in Household Economics.

06/26/1922 First amendment: To confer degrees of Master of Arts and Bachelor of Science in Education

10/19/1928 Second amendment: To confer degrees of Bachelor of Science and Master of Science

04/29/1964 Third Amendment: To change statement of purpose from “. . . the higher education of young women . . . to “. . .the higher education of youth and adults . . .” and Marywood College granted a “universal charter”

09/04/1968 Fourth Amendment: To fix minimum number of trustees at ten.

09/04/1997 Fifth Amendment: To change name from Marywood College to Marywood University

04/05/2007 Effective date of filing Restated Articles of Incorporation

02/22/18 Approved by Department of Education, Commonwealth of Pennsylvania. The Amendment changed Article 8 (a) Elected Trustees so that “An elected trustee may not be elected for more than four (4) consecutive three (3) year terms.”