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Michael G. Adams  
Kentucky Secretary of State  
Received and Filed:  
6/12/2024 11:42 AM  
Fee Receipt: \$8.00

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
FOR UNION COMMONWEALTH UNIVERSITY, Inc.**

**FORMERLY KNOWN AS UNION COLLEGE, Inc.**

The undersigned, the duly appointed President of **Union Commonwealth University, Inc.**, formerly known as **Union College, Inc.**, a non-stock, non-profit corporation organized and operated pursuant to Chapter 273, Kentucky Revised Statutes, hereby states that (1) the following Amended and Restated Articles of Incorporation correctly set forth the articles of incorporation as therefore amended, (2) that the same were duly adopted as required by law at a meeting of the Board of Trustees of Union College held on the 19<sup>th</sup> of March 2024, and (3) that these articles, as filed, supersede the original articles and all amendments thereto.

**ARTICLE I**

The name of the corporation on record with the Office of the Secretary of State is **Union Commonwealth University, Inc.**

**ARTICLE II**

The Principal Office and street address of **Union Commonwealth University, Inc.**, is 310 College Street, Barbourville, Kentucky, 40906.

**ARTICLE III**

None of the property or objects of **Union Commonwealth University, Inc.** is to be used or employed for gain or from which any private pecuniary profit is to be derived, but, on the contrary, all of said property and its income and the use thereof are to be devoted solely to the cause and in behalf of education as aforesaid and as contemplated by Section 501 (c)(3) of the Internal Revenue Code and Section 170 of the Constitution of Kentucky, and exempt from taxation.

**ARTICLE IV**

The period of duration of the corporation hereby established (which began on May 8, 1922) shall be perpetual. It shall have no capital stock. It shall have a corporate seal which may be changed as it may see fit. It may adopt bylaws, rules and regulations for the management and administration of its affairs not inconsistent with these articles or of the Constitution of the United States or the Constitution of Kentucky or any laws of the United States or of said State. It shall have an agent on whom process may be executed.

## **ARTICLE V**

The corporation shall be governed by a Board of Trustees in a number and elected in a manner and for a term identified in the corporation's bylaws; and shall include the President of the College and the Bishop of the Kentucky Annual Conference of the United Methodist Church, or his/her designee as ex-officio members of the Board. Further, the bylaws shall identify and provide for the method of election or appointment of the officers of the corporation.

## **ARTICLE VI**

The corporation shall have the power and authority to maintain and conduct its day-to-day affairs, including the use and disposition of the properties provided that such use and disposition is consistent with the College's purpose and function. The corporation through the President shall have the power to encumber property to obtain finances for the corporation.

## **ARTICLE VII**

In the event of a dissolution of the corporation, the Directors of the Corporation shall, after making provisions for the payment of the liabilities of the corporation, dispose of all of the assets of the corporation as directed by the Conference, and in a manner consistent with the provisions of the Kentucky Revised Statutes and the *Discipline*.

Any assets not disposed of in accordance with the above direction shall be disposed of by a court of competent jurisdiction in which the principal office of the corporation is then located for all such purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

## **ARTICLE VIII**


These Articles may be amended pursuant to the Bylaws of the corporation and the provisions of KRS 273.263 and KRS 273.267, as currently exist, and as each may be hereafter modified or amended from time to time. No amendments which alter the rights and status of the Conference, shall be made without the written approval of said Conference; and said written consent shall be attached to said amendment in order for it to be effective against the interests of the Conference.

## **ARTICLE IX**

These restated articles of incorporation correctly set forth the provisions of the articles of incorporation as theretofore amended, they have been duly adopted as required by law and

supersede the original articles of incorporation of **Union College, Inc.**, and all amendments thereto.

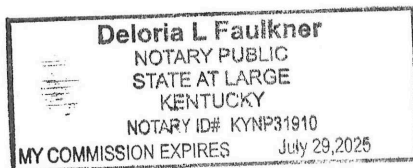
In Testimony Whereof, I swear under penalty of perjury under the laws of Kentucky that that the foregoing is true and correct this the 3<sup>rd</sup> day of April 2024.


  
Marcia Hawkins, Ph.D., President

COMMONWEALTH OF KENTUCKY

COUNTY OF KNOX


There appeared before me this 3<sup>rd</sup> day of April. Marcia Hawkins, who first being sworn, stated that she is the President of **Union Commonwealth University, Inc.**, formerly known as Union College, Inc.; that the foregoing Amended and Restated Articles of Incorporation were adopted by a vote of the majority of the Board of Trustees of Union Commonwealth University, Inc., formerly known as Union College, Inc., as is required by law, at a meeting held 19<sup>th</sup> day of March; that the same superseded the original articles of Union College, Inc., and all amendments; and she subscribed the foregoing Amended and Restated Articles of Incorporation, and acknowledged before me as her free act and deed.



  
NOTARY PUBLIC  
My commission expires 07/29/2025

Approval by Kentucky Annual Conference

I certify that the foregoing Amended and Restated Articles of Incorporation of **Union Commonwealth University, Inc.**, formerly **Union College, Inc.** dated \_\_\_\_\_ were approved by the Kentucky Annual Conference of The United Methodist church on April 11, 2024, 2024.

  
Resident Bishop, Kentucky Annual Conference,  
The United Methodist Church