



RESTATED CHARTER OF DUKE UNIVERSITY

SECTION 1. That A.P. Tyer, J.H. Southgate, B.N. Duke, G.A. Oglesby, V. Ballard, J.A. Long, J.F. Bruton, J.N. Cole, F.A. Bishop, J.G. Brown, C.W. Toms, J.W. Alspaugh, W.R. Odell, J.A. Gray, F. Stikeleather, Kope Elias, S.B. Turrentine, P.H. Hanes, T.F. Marr, G.W. Flowers, M.A. Smith, R.H. Parker, W.J. Montgomery, F.M. Simmons, O.W. Carr, R.A. Mayer, N.M. Journey, Dred Peacock, B.B. Nicholson, W.G. Bradshaw, E.T. White, T.N. Ivey, J.B. Hurley, R.L. Durham, W.C. Wilson, and their associates and successors shall be, and continue as they have been, a body politic and corporate under the name and style of "DUKE UNIVERSITY," and under such name and style shall have perpetual existence and are hereby invested with all the property and rights of property which now belong to the said corporation, and said corporation shall henceforth and perpetually, by the name and style of "DUKE UNIVERSITY," hold and use all the authority, privileges, and possessions it had or exercised under any former title and name, and be subject to all recognized legal liabilities and obligations now outstanding against such corporations.

SECTION 2. That the purposes for which such corporation is organized are to acquire, own, operate, provide, maintain and perpetuate an institution of higher learning or other institutions of learning and all properties, facilities and services necessary or appropriate in connection therewith; to acquire, own, operate, provide, maintain and perpetuate hospital facilities to serve and benefit the general public; to acquire, own, operate, provide, maintain and perpetuate such other institutions, organizations, associations, clinics, corporations, partnerships, properties, facilities and services as are appropriate in furtherance of the educational, charitable, scientific, literary or public service purposes; and generally to have and exercise all powers granted to nonprofit corporations under the law of the State of North Carolina for any lawful education, charitable, scientific, literary or public service purposes; Provided, however, that 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 of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055 and 2522 of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue law).

SECTION 3. That the Trustees shall be thirty-seven in number, thirty-six of whom shall be elected. The President of the University shall be the thirty-seventh trustee, serving ex officio. Of the thirty-six elected trustees, twelve shall be elected by the North Carolina Conference of the United Methodist Church; twelve by the Western North Carolina Conference of the said church; and twelve by the graduates of said University; Provided, however, that no person shall be elected a Trustee till he has first been recommended by a majority of the Trustees present at a regular meeting; and the Trustees shall have power to remove any member of their body who may remove beyond the boundary of the State or who may refuse or neglect to discharge the duties of a Trustee. The term of office of elected Trustees shall be six years, and they shall be so arranged that four Trustees shall be elected by each Conference and four by the graduates every two years. The Trustees shall regulate by bylaws the manner of election of the Trustees to be chosen by the graduates. Should there exist a vacancy by death, resignation, or otherwise of any Trustee, the same shall be filled for the unexpired term by the Board of Trustees. That the present Trustees shall continue and remain in office during the term for which they have been heretofore respectively elected.

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SECTION 4. That the said corporation shall be under the supervision, management and government of a president and such other persons as said Trustees may appoint; the said president, with the advice of the other persons so appointed, shall from time to time make all needful rules and regulations for the internal government of said University and prescribe the preliminary examination and the terms and conditions on which pupils shall be received and instructed.

SECTION 5. That said Trustees shall have power to make such rules, regulations and bylaws and to take such other action not inconsistent with the Constitution of the United States and of the State of North Carolina as may be necessary or appropriate for the good government of the corporation and its various operations and management of the property and funds of the same, and to exercise all powers granted to nonprofit corporations under the laws of the State of North Carolina.

SECTION 6. That the Trustees shall have power to fix the time of holding their annual and other meetings, to elect a president and professors for said University, to appoint an executive committee to consist of not less than seven members, which committee shall control the internal regulations of said University and fix all salaries and emoluments, and to do all other things necessary for an institution of learning not inconsistent with the laws of this State and of the United States.

SECTION 7. That the Faculty and Trustees shall have the power of conferring such degrees and marks of honor as are conferred by colleges and universities generally; and that five trustees shall be a quorum to transact business.

SECTION 8. Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to educational, charitable, religious, scientific, literary or other organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and the Regulations thereunder as they now exist or as they may hereafter be amended.

SECTION 9. That all laws and parts of laws or of the Charter heretofore granted which are in conflict with this act are hereby repealed.

SECTION 10. That this act shall be in force from and after its ratification and acceptance by the Board of Trustees.

SECTION 11. That said Corporation shall have no members.

The Restated Charter of Duke University was adopted by the Board of Trustees of Duke University on September 26, 1986, and was filed with the Secretary of State of North Carolina on January 27, 1987. The Restated Charter was amended on May 15, 1992 by the addition of a new Section 11.