

**MUHLENBERG COLLEGE
CHARTER**

As amended by the Department of Education, Commonwealth of Pennsylvania (effective December 11, 1981), and the Department of State of the Commonwealth of Pennsylvania (effective May, 1999), and by previous orders of the Court of Common Pleas of Lehigh County, Commonwealth of Pennsylvania.

ARTICLE I

The name of the Corporation shall be Muhlenberg College.

ARTICLE II

The said Corporation is formed for the purpose of providing higher education in the branches of human learning in an atmosphere of Christian culture, thus making real a thorough academic and cultural preparation for all avenues of life.

ARTICLE III

The business of the Corporation shall be conducted, and its College shall be maintained at Allentown, Pennsylvania.

ARTICLE IV

The Corporation shall have perpetual existence.

ARTICLE V

The Corporation shall have no capital stock hereafter, and all of its outstanding shares of stock shall be surrendered to the Corporation and cancelled.

ARTICLE VI

All endowment funds, including all general funds heretofore or hereafter set aside as endowments, shall remain inviolate, and the income alone thereof shall be used in accordance with the wishes of the donors, or, in the case of funds added to endowment by corporate action, for the purpose specified by such action.

ARTICLE VII

The Corporation expressly reserves unto itself all rights vested in it to confer academic degrees, both honorary and in course, and all other rights, powers and privileges with which it is now clothed either by general law or by its charter and not expressly surrendered by this amendment.

ARTICLE VIII

The Corporation shall be managed by a Board of Trustees of no less than five (5) Trustees and it shall have the right to adopt such Bylaws as in its discretion may be required.

ARTICLE IX

The Corporation shall carry on only such activities as are permitted a corporation formed exclusively for charitable, scientific and educational purposes and are exempt from the Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 or any corresponding future provision of the Internal Revenue Code. In its operation, the Corporation shall provide its services to academically qualified persons without regard to race, color, creed, gender, age or financial status, shall engage in such other activities as may be necessary or desirable for the above purposes, and shall not:

1. Attempt to influence legislation by propaganda or otherwise; except as provided by Internal Revenue Code;
2. Intervene in or participate in any political campaign on behalf of any candidate for public office;
3. Permit any part of the net earnings of this Corporation to inure to the benefit of any private individual;
4. Permit any officer or trustee of the Corporation to receive any pecuniary benefits from the Corporation except such reasonable compensation as may be allowed for services actually rendered to the Corporation.

Upon dissolution the Corporation's assets shall be distributed as directed by the Board of Trustees of the Corporation to and among colleges, universities and other organization or organizations organized and operated for purposes similar to those of the Corporation provided such recipient or recipients shall at the time qualify as an exempt organization or organizations 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 Code).

The use of any surplus funds for private inurement to any person in the event of a sale of the assets or dissolution of the corporation is expressly prohibited.