

THE COLLEGE OF THE HOLY CROSS

ACTS OF INCORPORATION

COPY

COMMONWEALTH OF MASSACHUSETTS

In the Year One Thousand Eight Hundred and Sixty-five.

AN ACT to incorporate the Trustees of the College of the Holy Cross.

Be it enacted by the Senate and House of Representatives in General Court assembled, and by the authority of the same, as follows: Section 1. James Clark, Charles Fulmer, James O. Moore, Charles F. Kelly, Livy Vigilante, their associates and successors are hereby constituted a body corporate by the name of the Trustees of the College of the Holy Cross, in the City of Worcester, and they and their successors and such as shall be duly elected members of such corporation shall be and remain a body corporate by that name forever, and for the orderly conducting of the business of said corporation the trustees shall have the power and authority, from time to time as occasion may require, to elect a president, vice president, secretary, treasurer, and such other officers of said corporation as may be found necessary, and to declare the duties and tenures of their respective offices, and also to remove any trustee from the corporation when in their judgment he shall be rendered incapable by age or otherwise of discharging the duties of his office, or shall neglect or refuse to perform the same, and also from time to time to elect new members of said corporation; provided that the number of members shall never be less than five nor more than eleven. Section 2. The said corporation shall have full power and authority to determine at what times and places their meetings shall be holden, and the manner of notifying the trustees to convene such meetings, and also from time to time to elect president of said college, and such professors, tutors, instructors, and other officers of the said college, as they shall judge most for the interest thereof, and to determine the duties, salaries, emoluments, responsibilities and tenures of their several officers and the said corporation is further empowered to purchase or erect and keep in repairs such houses and other buildings as it shall judge necessary for said college, and to confer such degrees as are conferred by any college in this commonwealth, except medical degrees, provided nevertheless, that no corporate business shall be transacted at any meeting unless a majority of the trustees are present. Section 3. Said corporation may have a common seal which it may alter or renew at pleasure, and all deeds sealed with the seal of said corporation, and signed by its order, shall when made in the corporate name be considered in law as the deeds of said corporation, and said corporation may sue or be sued in all actions, real, personal, or mixed, and may prosecute the same to final judgment and execution, by the name of the Trustees of the College of the Holy Cross; and said corporation shall be capable of taking or holding in fee simple or any less estate, by gift, grant, bequest, devise or otherwise, any lands, tenements, or other estate real or personal, to an amount not exceeding three hundred

thousand dollars. Section 4. The clear rents and profits of all the estate, real and personal, of which the said corporation shall be seized or possessed, shall be appropriated to the endowment of said college in such manner as shall best promote virtue, piety, and learning in such of the languages and of the liberal and useful arts and sciences, as shall be recommended from time to time by the said corporation, conforming however to the will of any donor or donors in the application of any estate which may be given, devised or bequeathed, for any particular object connected with the college; and no misnomer of the said corporation shall defeat or annul any donation, gift, grant, devise or bequest, to and from the said corporation. Section 5. The legislature of this commonwealth may alter, limit, restrain or annul, any of the powers vested by this act in the said corporation as shall be deemed necessary, and more especially may appoint overseers or visitors of the said college, with all necessary powers for the better aid, preservation and government thereof. Section 6. The granting of this charter shall never be considered as any pledge on the part of the commonwealth that pecuniary aid shall hereafter be granted to the college.

House of Representatives, March 21, 1865.

Passed to be enacted, Alex H. Bullock, Speaker

In Senate, March 23, 1865.

Passed to be enacted, J. E. Field, President

March 24, 1865.

Approved, John A. Andrew

Chapter 149

THE COMMONWEALTH OF MASSACHUSETTS.

In the Year One Thousand Nine Hundred and Twenty-seven.

AN ACT Authorizing the Trustees of the College of the Holy Cross to hold Additional Real and Personal Estate.

Be it enacted by the Senate and House of Representatives in General Court assembled, and by the authority of the same, as follows: Section three of chapter ninety-nine of the acts of eighteen hundred and sixty-five is hereby amended by striking out, in the twelfth and thirteenth lines, the words, "to an amount not exceeding three hundred thousand dollars", - so as to read as follows: -

Section 3. Said corporation may have a common seal, which it may alter or renew at pleasure, and all deeds sealed with the seal of said corporation, and signed by its order, shall, when made in the corporate name be considered in law as the deeds of said corporation and said corporation may sue and be sued in all actions, real, personal or mixed, and may prosecute the same to final judgment and execution by the name of the Trustees of the College of the Holy Cross; and said corporation shall be capable of taking and holding in fee simple or any less estate, by gift, grant, bequest, devise, or otherwise, any lands, tenements, or other estate, real or personal.

House of Representatives, March 16, 1927.

Passed to be enacted, John C. Hull, Speaker.

In Senate, March 17, 1927.

Passed to be enacted, Wellington Wells, President.

March 23, 1927.

Approved, Alvan T. Fuller

Chapter 289

THE COMMONWEALTH OF MASSACHUSETTS

In the Year One Thousand Nine Hundred and Sixty-seven

AN ACT further defining the tenure and number of Trustees of the College of the Holy Cross.

Be it enacted by the Senate and House of Representatives in General Court assembled, and by the authority of the same, as follows:

SECTION 1. Section 1 of Chapter 99 of the acts of 1865 is hereby amended by striking out, in lines 18 to 20, inclusive, the words: "Provided that the number of members shall never be less than five nor more than eleven" and inserting in place thereof the words: - for such tenures as may be established from time to time in by-laws adopted by the trustees; provided that the number of members shall never be less than five nor more than twenty-five.

SECTION 2. This act shall take effect upon its acceptance by the Trustees of the College of the Holy Cross at a meeting so called for that purpose.

House of Representatives, May 15, 1967.

Passed to be enacted, John F. X. Davoren, Speaker.

In Senate, May 16, 1967.

Passed to be enacted, Maurice A. Donohue, President.

May 22, 1967.

Approved, John A. Volpe, Governor

Chapter 839

THE COMMONWEALTH OF MASSACHUSETTS

In the Year One Thousand Nine Hundred and Seventy-five

AN ACT further regulating the number of Trustees of the College of the Holy Cross.

Be it enacted by the Senate and House of Representatives in General Court assembled, and by the authority of the same, as follows:

SECTION 1. Chapter 99 of the acts of 1865 is hereby amended by striking out section 1, as most recently amended by section 1 of chapter 289 of the acts of 1967, and inserting in place thereof the following section: -

Section 1. James Clark, Charles Fulmer, James C. Moore, Charles F. Kelly, Livy Vigilante, their associates and successors, are hereby constituted a body corporate, by the name of the Trustees of the College of the Holy Cross, in the city of Worcester, and they and their successors, and such as shall be duly elected members of such corporation, shall be and remain a body corporate by that name forever; and for the orderly conducting of the business of said corporation, the said trustees shall have power and authority, from time to time, as occasion may require, to elect a president, vice-president, secretary, treasurer, and such other officers of said corporation as may be found necessary, and to declare the duties and tenure of their respective offices, and also to remove any trustee from the corporation when, in their judgment, he shall be rendered incapable, by age or otherwise, of discharging the duties of his office, or shall neglect or refuse to perform the same, and also, from time to time, to elect new members of said corporation: for such tenures as may be established from time to time in by-laws adopted by the Trustees; provided, that the number of members shall never be less than five, nor more than sixty five.

SECTION 2. This act shall take effect upon its acceptance by vote of the Board of Trustees of the College of the Holy Cross at a meeting called for that purpose.

House of Representatives, December 11, 1975.

Passed to be enacted, Thomas W. McGee, Speaker

in Senate, December 11, 1975

Passed to be enacted, Kevin B. Harrington, President

December 23, 1975

Approved, Michael S. Dukakis, Governor

044-10.

CD-180-S.

The Commonwealth of Massachusetts

MICHAEL J. CONNOLLY

FEDERAL IDENTIFICATION

Secretary of State

NO. 04-2103558

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

666001932

ARTICLES OF AMENDMENT

General Laws, Chapter 180, Section 7

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of members or stockholders adopting the amendment. The fee for filing this certificate is \$10.00 as prescribed by General Laws, Chapter 180, Section 11C(b). Make check payable to the Commonwealth of Massachusetts.

We, Rev. John E. Brooks
W. Barbara Green

, President/Vice President, and
Clerk/Assistant Clerk of

Trustees of the College of the Holy Cross

(Name of Corporation)

located at Loyola Hall, College of the Holy Cross, Worcester, MA 01610

do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted at a meeting held on December 5, 19 87, by vote of 23 members/
~~xxxxxx stockholders~~, being at least two thirds of its members legally qualified to vote in meetings of the corporation (or, in the case of a corporation having capital stock, by the holders of at least two thirds of the capital stock having the right to vote thereon):

VOTED: To amend the Articles of Organization by adding the following provision thereto:

No officer or director of the Corporation shall be liable to the Corporation or its members for monetary damages for breach of fiduciary duty as an officer or director, notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director (i) for any breach of such person's duty of loyalty to the Corporation or to its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which such person derived an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director or officer for or with respect to any acts or omissions of such director or officer occurring prior to the amendment to the Articles of Organization effecting such amendment or repeal.

C

3
P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 180, Section 7 of the General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this
8th day of August, in the year 19 88.

John E. Brooks President/~~Vice President~~
Dr. Barbara Green Clerk/~~Assistant Clerk~~

117544

279557

SECRETARY OF THE
COMMONWEALTH

1988 AUG 19 AM 8 40

CORPORATION DIVISION

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws, Chapter 180, Section 7)

I hereby approve the within articles of amendment
and, the filing fee in the amount of \$ 10,00
having been paid, said articles are deemed to have been
filed with me this

day of *August* *19th*, 19 *88*.



MICHAEL J. CONNOLLY

Secretary of State

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF AMENDMENT TO BE SENT

TO: John R. Blake, P.C.
Bowditch & Dewey

311 Main Street

Worcester, MA 01608

Telephone (617) 791-3511

Copy Mailed