



Restated Certificate of Formation of Trinity University

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Policy Content

RESTATED CERTIFICATE OF FORMATION OF TRINITY UNIVERSITY

ARTICLE I - NAME

The name of the corporation is Trinity University (the “Corporation”).

ARTICLE II - NONPROFIT STATUS

A. The Corporation is a nonprofit corporation. The Corporation shall operate exclusively for charitable and educational purposes, as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Internal Revenue Code”). No part of the net earnings of the Corporation shall inure to the benefit of any trustee or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no trustee or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

B. No substantial part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

C. Notwithstanding any other provisions of this Restated Certificate of Formation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they may now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

D. In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law, the Board of Trustees of the Corporation shall, except as may be otherwise provided by law, distribute all of the assets of the Corporation exclusively for the tax-exempt purposes of the Corporation, either by direct distribution or by distribution to the Synod of the Sun of the Presbyterian Church (U.S.A.) for educational purposes within the State of Texas. If the Synod of the Sun of the Presbyterian Church (U.S.A.), or its successors, shall not be in existence at the time

of the dissolution of the Corporation or the winding up of the Corporation's affairs, then the assets of the Corporation shall be distributed exclusively to charitable or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code to carry out the Corporation's tax-exempt charitable and educational purposes.

ARTICLE III - DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE IV - PURPOSE

A. The purpose of the Corporation is to purchase, erect, maintain, and operate a coeducational institution at San Antonio, Texas, and at such other place or places in the State of Texas as the Board of Trustees of Trinity University (the "Board of Trustees") may select, and to engage in any and all lawful activities incidental to the foregoing purposes.

B. The Corporation shall admit all persons on an equality to all of its privileges, classes, courses and departments. The Corporation shall maintain a standard literary, scientific and classical college department of fine and liberal arts, and may also give post-graduate and special courses and may maintain such other schools and departments as the Board of Trustees may deem proper.

C. The Corporation recognizes the alumni of its predecessors, San Antonio Female College, Westmoorland College, and the University of San Antonio, as alumni of Trinity University and, in this connection, the Corporation is authorized to use the names of such predecessors.

ARTICLE V - MEMBERSHIP

The Corporation shall have no members.

ARTICLE VI - MANAGEMENT AND POWERS

A. The complete control and management of the Corporation shall be vested in the Board of Trustees, except to the extent that the authority, duties and powers of such management shall be delegated pursuant to the bylaws of the Corporation (the "Bylaws") to a committee or committees designated by the Board of Trustees. Such committees may consist of or include persons who are not members of the Board of Trustees. Except as otherwise provided in this Restated Certificate of Formation, the Corporation shall have all of the powers provided in the Texas Business Organizations Code (the "TBOC").

ARTICLE VII - AMENDMENT OF BYLAWS

The power to alter, amend or restate the Bylaws is reserved to the Board of Trustees.

ARTICLE VIII - BOARD OF TRUSTEES

The qualifications, manner of selection, duties, terms and other matters relating to the Board of

Trustees shall be provided in the Bylaws. The number of trustees constituting the Board of Trustees shall be specified in the Bylaws and may be increased or decreased as provided in the Bylaws, but in no event shall be less than three trustees. The name and address of each person who currently serves as a trustee of the Corporation is set forth in Exhibit A attached hereto.

The Board of Trustees shall have a common seal for the transaction of all its business, which shall be kept by the Secretary of the Board of Trustees.

ARTICLE IX - LIMITATION ON LIABILITY OF TRUSTEES

To the fullest extent permitted by the TBOC, a trustee of the Corporation shall not be and is not liable to the Corporation for monetary damages for any act or omission in such trustee's capacity as a trustee, except for liability of such trustee for (a) a breach of such trustee's duty of loyalty to the Corporation, (b) an act or omission not in good faith that constitutes a breach of duty of such trustee to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law, (c) a transaction from which such trustee received an improper benefit, regardless of whether the benefit resulted from an action taken within the scope of such trustee's duties, or (d) an act or omission for which the liability of such trustee is expressly provided for by an applicable statute. Neither the amendment or repeal of this Article, nor the adoption of any provision amending this Restated Certificate of Formation in a manner inconsistent with this Article, shall apply to or eliminate or reduce the effect of this Article in respect to any liability or alleged liability of any trustee of the Corporation for or with respect to any act or omission of such trustee occurring prior to such amendment, repeal or adoption. If the TBOC or any successor act thereto is amended to authorize corporate action further eliminating or limiting the personal liability of trustees, then the liability of a trustee of the Corporation shall be eliminated or limited to the fullest extent permitted by the TBOC or any successor statute thereto, as so amended from time to time.

ARTICLE X - INDEMNIFICATION

The Corporation shall have the power to indemnify and advance expenses to its trustees, officers, employees and agents and to purchase and maintain liability insurance for those persons to the fullest extent permitted by the TBOC.

ARTICLE XI - LIMITED LIABILITY OF VOLUNTEERS

Each person (other than an employee of the Corporation) who renders services for or on behalf of the Corporation and does not receive compensation in excess of reimbursement for expenses incurred (a "Volunteer") shall be immune from civil liability for any act or omission as a Volunteer, to the fullest extent provided by Chapter 84 of the Texas Civil Practice & Remedies Code. The term "Volunteer" includes (but not by way of limitation) a person serving as a trustee, officer, trustee or direct service volunteer, including a volunteer health care provider.

ARTICLE XII - REGISTERED OFFICE AND REGISTERED AGENT

The registered agent is an organization by the name of Capitol Corporate Services, Inc. The business

address of the registered agent and registered office address is: 206 E. 9th St, Ste 1300, Austin, TX 78701.

ARTICLE XIII - CONSTRUCTION

All references in this Restated Certificate of Formation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE XIV - HISTORICAL REFERENCE

The original Charter was an act of the legislature of the State of Texas, approved August 13, 1870 entitled, "An act to incorporate Trinity University, located at Tehuacana Hills, Limestone County, Texas." This Charter was variously amended on March 29, 1877; September 28, 1888; October 3, 1901; September 14, 1914; August 25, 1924; July 28, 1942; October 13, 1966.

In connection with the move to a Covenant Relationship, the Charter was further amended by action of the Board of Trustees on May 7, 1969, concurred in *by* the Synod of Texas on June 10, 1969, and officially approved and registered with the Secretary of State on July 3, 1969.

The Charter of Trinity University was also amended on October 15, 1969, and recorded with the Secretary of State, State of Texas, on October 20, 1969. The Restated Articles of Incorporation of Trinity University were amended on May 1, 1998, and recorded with the Secretary of State, State of Texas, on May 11, 1998.
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Revision Management

Revision History Log:

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Vice President Approval:

Enter Vice President(s) that are responsible for approving this document

Name:	Title:
Claire Smith	Assistant Secretary to the Board of Trustees