

AMENDED AND RESTATED
 CERTIFICATE OF INCORPORATION
 OF
 UNIVERSITY OF SAINT JOSEPH
 (A Connecticut Nonstock Corporation)

Pursuant to Section 33-1140 of the Connecticut Revised Nonstock Corporation Act (the “Act”), the University of Saint Joseph (the “University”) hereby amends, restates and replaces in its entirety the existing Certificate of Incorporation to read in its entirety as follows:

1. **Name.** The name of the corporation is University of Saint Joseph. The University of Saint Joseph was originally chartered by the Connecticut General Assembly as “Mount Saint Joseph College of Hartford” on March 19, 1925, with Ellen M. Garvan, Mary Byrnes, Ellen Ledwith, Mary Blake, and Mary E. Coffey as incorporators. The University’s name was changed to “St. Joseph College” by act of the Connecticut General Assembly on May 8, 1935, and to the “University of Saint Joseph” on June 8, 2012.

2. **Nonprofit Corporation.** The University is nonprofit and shall not have or issue shares of stock or make distributions.

3. **Purpose.** The University is organized and shall be operated exclusively for religious, charitable, scientific, literary, educational, or other purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”).

(a) More specifically, the purpose of the University is to establish, organize, maintain, and conduct an institution of higher education dedicated to the intellectual, social and personal development of its students and to community enrichment through teaching, research, scholarship, the dissemination of knowledge, and the promotion of cultural events and civic engagement and to perform such other works of education, charity, and religion as may relate to such purposes. Subject to the foregoing limitation and those set forth in Article 7 below, the University may engage in any lawful act or activity for which a corporation may be organized

under the Act, including without limitation, the making of grants to organizations that qualify as exempt organizations under Code section 501(c)(3) to promote the purposes of the University.

(b) The Corporation, by its Board of Trustees, acknowledges and accepts that to be affiliated with the Conference for Mercy Higher Education (“CMHE”) and sponsored by the Sisters of Mercy of the Americas, a public juridic person of the Roman Catholic Church (“Sisters of Mercy of the Americas”), and to retain its status as such, the Corporation shall fulfill its purpose and conduct its affairs in the tradition of the Sisters of Mercy of the Americas, and shall at all times remain faithful to the teaching of the Roman Catholic Church and the charism, heritage and mission of the Sisters of Mercy of the Americas, as further defined in the Covenant of Mercy Higher Education.

4. **Members.** The University shall not have members.

5. **Board of Trustees.** The University shall operate under the management of its Board of Trustees, which shall be self-perpetuating. Trustees shall be elected as provided in the bylaws of the University. The bylaws may provide that persons occupying certain positions within or without the University shall be *ex-officio* members of the Board of Trustees who may or may not, as provided for in the bylaws, vote on matters coming before the Board of Trustees and count in determining if a quorum exists.

6. **Limitation on Liability of Trustees.** The personal liability of a member of the Board of Trustees to the University for monetary damages for breach of duty as a member of the Board of Trustees shall be limited to the fullest extent permitted by the Act or any other applicable laws presently or hereafter in effect.

(a) Without limiting and notwithstanding the effect of the preceding sentence, no member of the Board of Trustees shall be personally liable to the University for monetary damages for breach of duty as a member of the Board of Trustees in an amount greater than the compensation received by the member of the Board of Trustees for serving the University during the year of the violation if such breach did not (i) involve a knowing and culpable violation of law by the member of the Board of Trustees; (ii) enable the member of the Board of Trustees, or

an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain; (iii) show a lack of good faith and a conscious disregard for the duty of the member of the Board of Trustees to the University under circumstances in which the member of the Board of Trustees was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the University; or (iv) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of his or her duty to the University.

(b) No amendment to, or modification or repeal of, this Article 6 shall adversely affect any right or protection of a member of the Board of Trustees existing hereunder with respect to any act or omission occurring prior to such amendment, modification or repeal. Nothing contained in this Article 6 shall be construed (i) to deny to any member of the Board of Trustees the benefit of Section 52-557m of the Connecticut General Statutes as in effect at the time of the violation or (ii) to deny to any member of the Board of Trustees the benefit of the Federal Volunteer Protection Act.

7. **Limitations.** Notwithstanding any other provision of this Amended and Restated Certificate of Incorporation:

(a) The University shall at all times be organized and operated exclusively for religious, charitable, scientific, literary, educational, or other purpose within the meaning of Section 501(c)(3) of the Code;

(b) No part of the net earnings of the University may be distributed to or inure to or for the benefit of any trustee or officer of the University, or any other individual, except for reasonable compensation for services rendered and reimbursement for expenses incurred for the benefit of the University, and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof;

(c) No substantial part of the activities of the University shall consist of carrying on propaganda or attempting to influence legislation. The University may not participate 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);

(d) The University shall not conduct any activities, nor exercise any powers, not permitted to be conducted by a corporation exempt from taxation under Code Section 501(a), as an organization described under Code Section 501(c)(3), or by a corporation the contributions to which are deductible under Code Section 170(c)(2), 2055(a)(2), or 2522(a)(2);

8. **Indemnification.** The University shall, to the fullest extent permitted by the Act or any other applicable law currently or hereafter in effect, indemnify each member of the Board of Trustees from and against any liability, expense and other matter referenced in or covered by the Act.

(a) In furtherance and not in limitation thereof, the University shall indemnify each member of the Board of Trustees for a liability, as defined in Section 33-1116 of the Connecticut General Statutes, to any person for any action taken, or any failure to take any action, as a member of the Board of Trustees, except a liability that (i) involved a knowing and culpable violation of law by the member of the Board of Trustees, (ii) enabled the member of the Board of Trustees or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal gain, (iii) showed a lack of good faith and a conscious disregard for the duty of the member of the Board of Trustees under circumstances in which the member of the Board of Trustees was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the University, or (iv) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of his or her duty to the University.

(b) Expenses (including attorneys' fees) incurred by a member of the Board of Trustees in defending a civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the University in advance of the final disposition of such action, suit or proceeding upon receipt of both (i) a written affirmation by such member of the Board of Trustees of his or her good faith belief that he or she has met the relevant standard of conduct under the Act or that the proceeding involves conduct for which liability has been limited under Article 6 of this Amended and Restated Certificate of Incorporation and (ii) an undertaking by or on behalf of such member of the Board of Trustees to repay such amount if it shall ultimately be

determined that such member of the Board of Trustees is not entitled to be indemnified by the Corporation as authorized in this Article 8.

(c) The University may, to the fullest extent permitted by the Act or any other applicable laws currently or hereafter in effect, indemnify an officer, employee or agent of the Corporation who is a party to a proceeding because he or she is an officer, employee or agent of the University for a liability, as defined in section 33-1116 of the Connecticut General Statutes, to any person for any action taken, or any failure to take any action, as an officer, employee or agent of the University.

(d) Expenses (including attorneys' fees) incurred by officers, employees and agents may be so paid upon such terms and conditions, if any, as the Board of Trustees deems appropriate. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 8 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of disinterested members of the Board of Trustees or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Notwithstanding the foregoing, the University shall not provide indemnification or advancement for expenses to the extent that such indemnification or advancement would constitute self-dealing within the meaning of Code section 4941(d).

(e) To the extent permitted by law, the indemnification rights provided in this Article 8 shall extend to and inure to the benefit of the estate, personal representatives, heirs, executors, and administrators of the indemnified individual.

(f) The University may also procure insurance providing greater indemnification as provided by law.

9. **Dissolution.** Upon the dissolution of the University, the Board of Trustees shall dispose of and distribute the assets remaining, after payment of all liabilities of the Corporation, exclusively for the purposes of the University, to one or more organizations that shall then be exempt from federal income taxation as an organization or organizations described in Code

section 501(c)(3) in such proportions and amounts and in such manner as the Board of Trustees shall determine. No part of the Corporation's assets shall ever be distributed to the members of the Board of Trustees or the University's officers, or inure to the benefit of any private individual.

10. **Private Foundation.** In the event that the Internal Revenue Service determines that the University is a private foundation within the meaning of Code section 509(a), the University will not engage in any act of self-dealing, as defined in Code section 4941(d), retain any excess business holdings as defined in Code section 4943(c), make any investments in a manner as to subject the University to tax under Code section 4944, or make any taxable expenditures as defined in Code section 4945(d). Additionally, if such a determination is made by the Internal Revenue Service, the University will distribute its income for each tax year at a time and in a manner so as not to become subject to the tax on undistributed income imposed by Code section 4942.

11. **References.** References in this Amended and Restated Certificate of Incorporation to a section of the Code shall be construed to refer both to such section and to the regulations promulgated thereunder, as they now exist or may hereafter be amended, superseded or replaced. References in this Amended and Restated Certificate of Incorporation to the Act or to sections of the Connecticut General Statutes shall be deemed to include amendments adopted from time to time to such sections and shall further be deemed to include any successor sections thereto.

Amended and Restated 2021