

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KEPLER COLLEGE

Pursuant to Section 24.03.183 of the Revised Code of Washington, as amended, the following Amended and Restated Articles of Incorporation are hereby submitted for filing:

ARTICLE I. NAME

The name of the corporation is and shall be: “Kepler College”.

ARTICLE II. DURATION

The corporation is to have perpetual existence.

ARTICLE III. PURPOSE

The purposes for which this corporation is organized are as follows:

3.1 The purpose for which the corporation is formed shall be to operate exclusively for educational purposes, within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986 (the “Internal Revenue Code”).

3.2 The specific objective and purpose of the corporation shall be to provide educational programs that include scholarly education and academic degrees in various liberal arts disciplines, including but not limited to the field of astrological studies. The corporation intends to serve its scholarly objective and purpose by operating a liberal arts college that includes astrological studies within various historical and cultural contexts, offer academic degrees, promote research and publish related materials. In addition, the corporation may serve its educational objective by providing non-degree or certificate educational programs for the general public.

3.3 The corporation may also join with other nonprofit organizations that share the corporation’s educational objectives to develop new programs or to enhance existing educational programs. The corporation shall also manage and conduct the financial and business operations of the corporation and purchase, take by gift, devise or bequest or otherwise acquire, own, hold, improve, physical, real, or personal property or funds for the purposes described above.

3.4 In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the corporation’s Articles of incorporation or Bylaws, the corporation shall have all powers which are now or hereafter conferred by law upon a corporation organized for the purpose hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purpose of the corporation.

ARTICLE IV. REGISTERED AGENT

The name of the registered agent of this corporation and the address of its registered office are as follows:

Enid Newberg
4630 200th Street SW, Suite A-1,
Lynnwood, WA 98036

ARTICLE V. LIMITATIONS

5.1 The corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of any trustee, director, officer, or member of the corporation, or any private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the organization's § 501(c)(3) purposes.

5.2 No member, trustee, director, or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation, or the winding up of its affairs. Upon such dissolution or winding up, all remaining assets of the corporation shall be distributed by the board of trustees for identical uses and purposes to any other organization which would then qualify for exemption under the provisions of § 501(c)(3) of the Internal Revenue Code as now stated, or as it may be hereafter amended.

5.3 No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, except as may be permitted to § 501(c)(3) organizations by the Internal Revenue Code, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

5.4 Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under § 501(c)(3) of the Internal Revenue Code as now stated, or as it may be hereafter amended, or by organization contributions which are deductible under § 170(c)(2) of such Code as now stated, or as it may be hereafter amended.

5.5 The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by § 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

5.6 The corporation shall not engage in any act of self-dealing as defined in § 4941 (d) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

5.7 The corporation shall not retain any excess business holdings as defined in §4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

5.8 The corporation shall not make any investments in such manner as to subject it to tax under § 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

5.9 The corporation shall not make any taxable expenditures as defined in § 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE VI. MEMBERS

The corporation shall have three classes of members, which shall consist of the following: the Board of Trustees, the Faculty Senate and the Administrative Governance Council. The rights, privileges and obligations of the members are set forth in the Bylaws of the corporation.

ARTICLE VII. TRUSTEES

The management of the corporation will be vested in a board of trustees. The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of trustees shall be such as are prescribed by the Bylaws of the corporation. Subject to these Articles, the number of trustees of this corporation shall be determined in the manner specified by the Bylaws and may be increased or decreased from time to time in the manner provided therein.

ARTICLE VIII. DISTRIBUTION OF ASSETS ON DISSOLUTION OR FINAL LIQUIDATION

Upon dissolution or final liquidation of the corporation, the board of trustees shall, after paying or making provision for the payment of all liabilities of the corporation, distribute any remaining assets of the corporation to another similar nonprofit corporation or organization selected by the board of trustees which has established its tax exempt status under § 501(c)(3) of the Internal Revenue Code. The property of this corporation is irrevocably dedicated to the organization's § 501(c)(3) purposes.

ARTICLE IX. LIABILITY OF TRUSTEES

To the full extent that the Revised Code of Washington permits the elimination or limitation of the liability of trustees, a trustee of the corporation shall not be liable to the corporation or its members, if any, for monetary damages for conduct as a trustee, provided that the liability of a trustee shall not be eliminated or limited for acts or omissions that involve intentional misconduct or a knowing violation of law by the trustee, for approval of distributions or loans contrary to law, or for any transaction from which the trustee will personally receive a benefit in money, property, or services to which the trustee is not legally entitled. The elimination or limitation of the liability of trustees permitted by this provision shall not be effective for any acts or omissions occurring prior to the effective date hereof.

ARTICLE X. INDEMNIFICATION

10.1 **Right to Indemnification.** Any individual who is, was, or is threatened to be made a party to or is otherwise involved in (including without limitation as a witness) any threatened, pending, or completed action, suit, or other proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal, by reason of the fact that he or she is or was a trustee or officer of the corporation or that, while a trustee or officer, he or she is or was serving at the request of the corporation as a trustee, officer, partner, trustee, employee or agent of another corporation or of a partnership, joint venture, trust, employee benefit plan, or other enterprise, shall be indemnified and held harmless by the corporation, to the full extent permissible by applicable law as then in effect, against all expenses and liabilities (including without limitation any obligation to pay any judgment, settlement, penalty, fine, or expense incurred with respect to the proceeding, including attorneys' fees) actually and reasonably incurred; provided, however, that the corporation shall not indemnify any trustee from or on account of: (a) any act or omission of the trustee finally adjudged to be intentional misconduct or a knowing violation of law, (b) any conduct of the trustee finally adjudged to be in violation of RCW 23B.08.310 (as may hereafter be amended or supplemented), or (c) any transaction with respect to which it is finally adjudged that the trustee personally received a benefit in money, property, or services, to which the trustee was not legally entitled. The right to indemnification conferred in this paragraph shall be a contract right and shall include the right to be paid by the corporation for the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of a written undertaking, by or on behalf of the trustee or officer, in the form of a general unlimited obligation to repay all amounts so advanced if it shall ultimately be determined that such trustee or officer is not entitled to be indemnified under this paragraph or otherwise. The right to indemnification as provided herein shall continue as to an individual who has ceased to be a trustee or officer and shall inure to the benefit of his or her heirs, executors and administrators.

10.2 **Nonexclusivity of Rights.** The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any individual may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members or disinterested trustees or otherwise.

10.3 **Insurance and Contracts.** The corporation may maintain insurance, at its expense, to protect itself and any trustee, trustee, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such individual against such expense, liability or loss under Washington statutes. The corporation may also enter into contracts with any trustee or officer of the corporation in furtherance of the provisions of this Article.

10.4 **Indemnification of Employees and Agents of the Corporation.** From time to time by action of its board of trustees, the corporation may provide to employees and agents of the corporation indemnification and payment of expenses in advance of the final disposition of a proceeding to the same extent provided to officers of the corporation by the provisions of this Article or pursuant to rights granted in or provided by Washington statutes.

ARTICLE XI. BYLAWS

The authority to make, alter, amend or repeal Bylaws is vested in the board of trustees, and may be exercised at any regular or special meeting of the board of trustees.

ARTICLE XII. AMENDMENTS

These Articles shall only be modified with a 2/3 affirmative vote of the Board of Trustees, the Faculty Senate, and the Administrative Governance Council, voting together as a single voting group. Any member may propose amendments, and then all three membership bodies shall then tally their respective votes separately. No one membership body may increase its powers relative to the other two membership bodies through a Bylaw revision of their own respective bylaws, without also obtaining a 2/3 affirmative approval from both other membership bodies for the change.

SIGNATURE PAGE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
KEPLER COLLEGE

The undersigned, as a duly appointed officer of Kepler College, has signed these Amended and Restated Articles of Incorporation on November 10, 2007.

/s/

By: Enid Newberg
Its: President