STATE OF LOUISIANA
PARISH OF CADDOD

RESTATED CHARTER
OF CENTENARY COLLEGE OF LOUISIANA
(As amended through June 16, 2014)

BEFORE ME, the undersigned authority, a Notary Public in and for the State and Parish aforesaid, duly commissioned and sworn, came and appeared George D. Nelson, Jr., Chairman of the Board of Trustees of Centenary College of Louisiana (“College”), who declared:

THAT, he, acting by virtue of the authority vested in his office, executes this act in order to memorialize, in one document, the Charter of the “Centenary College of Louisiana” as it presently exists, with all amendments thereto up to and including October 20, 2011, and he further states that it is the intention that the Articles hereinafter set forth shall supersede the Articles and prior amendments thereto in force prior to this act insofar as any conflict may appear.

I.

The purpose for which this College was formed and shall continue is to conduct the “Centenary College of Louisiana” as a literary, scientific, religious, and liberal arts college; to maintain such standards as colleges, universities, and seminaries of a similar type and character are required to maintain throughout the United States; to organize such departments, courses of instruction, and schools of learning within the College as may be necessary to effectuate its educational purpose; to constitute a faculty learned in the fields of education for which this institution was formed; to confer on the faculty such professional ranking as is conferred by
other colleges, universities and seminaries of a similar type and character; to confer such degrees of learning on those students and graduates meeting the required standards as are granted by other colleges, universities, and seminaries of similar type and character; to grant honorary degrees, and in general to do all things necessary in order to effectuate the educational purposes of the College.

II.

Said College shall be possessed of all the general powers, privileges, and emoluments now secured to similar Colleges by the Constitution and laws of this State and shall have power to sue and be sued and plead and be unpleaded in any court of law or equity in this State, and to have and use a common seal, to hold property real and personal, which shall never be appropriated to any purpose and use other than the establishment and support of an institution of learning, to adopt such by-laws as they shall deem expedient for the accomplishment of the trust reposed in them not repugnant to the Constitution and laws of said State, to appoint such officers as may be necessary, and to fill all vacancies that may occur in their own body in such manner as they shall prescribe.

III.

Said College shall have power to receive funds, lands or money as may be given it in trust for the endowment of any professorship or other permanent endowment which may be established in said College. And for the purpose of raising interest upon such funds or moneys received as aforesaid, the said College shall have power to loan out at interest or invest them in
such manner and upon such security as shall be deemed more advisable for the entire preservation and security thereof.

IV.

The College shall have the following powers:

(a) To acquire, operate, sell, lease all types of property, movable and immovable, corporeal and incorporeal; to sue and be sued; to have and to use a corporate seal and to alter same.

(b) To accept trusts, donations by testament or otherwise, to administer, utilize, invest and maintain the property according to the terms of the trusts or donation,

(c) To utilize, invest, alienate, administer any money, assets or property of the College in any manner in order to effectuate the purposes of the College even when the property or money has been acquired subject to a restrictive trust or donation upon resolution passed by two-thirds majority of the entire membership of the Board of Trustees,

(d) The College may receive donations in the form of pledges of money or property of any kind from persons or Colleges to be realized in the future; if the pledges are given for a particular purpose, the College may anticipate the receipt of the money or property by borrowing money on the faith thereof and giving the pledges as security for repayment; provided that the money so borrowed shall be utilized to accomplish the purpose for which the pledge was executed.

(e) The College shall have the power to operate College book stores, dining halls, student and faculty housing and such other auxiliary enterprises as may be
deemed desirable for the benefit of the College and students. The College shall have generally all powers inherent in similar type Colleges and not restricted by law.

V.

The domicile of the College is Shreveport, Caddo Parish, Louisiana.

VI.

The location and post office address of its registered office is 2911 Centenary Boulevard, Shreveport, Louisiana.

VII.

The full names and post office addresses of its registered agents are as follows:
  President (currently B. David Rowe)
  Centenary College of Louisiana
  2911 Centenary Blvd.
  Shreveport, Louisiana 71104

VIII.

The College is a non-profit institution devoted to education and religious instruction.

IX.

The governing authority of the College shall be vested in a Board of Trustees. The number and terms of Trustees of the College shall be set by the Board, as articulated in the bylaws, and include the Presiding Bishop of the Louisiana Annual Conference of The United
Methodist Church, South Central Jurisdiction, and the President of the College as ex-officio voting members.

The Board of Trustees shall have the power to fill any vacancies on the Board caused by death or resignation of a member of the Board of Trustees until the next regular meeting of the Louisiana Annual Conference of the United Methodist Church.

All members of the Board of Trustees of Centenary College of Louisiana to be hereafter chosen shall be nominated by the Board of Trustees of the College through the Conference Board of Education and shall be elected by the Louisiana Annual Conference of the Methodist Church, South Central Jurisdiction at the next regular meeting of the Conference after nomination by the Board of Trustees. The Louisiana Annual Conference of the Methodist Church, South Central Jurisdiction, shall have the power to elect or reject any nominee or nominees made by the Board of Trustees.

The provisions relating to nomination and election of Trustees may not be changed by the Board of Trustees, by amendment or otherwise, except with the consent of the Louisiana Annual Conference first had.

X.

The Board of Trustees shall elect officers from its own members as the by-laws may require.

XI.

The Board of Trustees shall select and elect the President of the College.
XII.

In carrying out the powers of this College, the Board may designate an agent or agents to act on their behalf and such delegation of authority shall bind this College according to the terms of the resolution of authorization.

XIII.

The Board of Trustees may, by resolution passed by a majority of the whole Board, constitute from among their own membership an Executive Committee and may grant it power to transact all necessary business in the interim of the sessions of the Board.

XIV.

The Board of Trustees and the Executive Committee of the Board of Trustees, at any time when the Board is not in session, may by resolution authorize the sale of any property real or personal belonging to the College.

XV.

In addition to the Executive Committee, the Board of Trustees may, by resolution passed by a majority of the whole Board, designate one or more other committees, each committee to consist of two or more trustees, which, to the extent provided in the resolution or resolutions or in the by-laws, may exercise the powers of the Board of Trustees in the management of the affairs of the College. A committee shall have such name as may be stated in the resolution or by-laws. The duration of the committee and vacancies occurring therein shall be governed by the resolution authorizing the committee or the by-laws.
XVI.

The Board of Trustees shall be responsible for approving the budget and finances of the College; approve the tuition and the fees to be paid by the students; employ and fix the salary of the President.

XVII.

The Board of Trustees shall prescribe its own by-laws and fix the time, place and manner of calling, giving notice of and conducting Trustees’ meetings, and the number of Trustees which shall constitute a quorum.

XIII.

The Board of Trustees in the by-laws and by resolution shall prescribe the methods by which students shall be recommended for degrees to be awarded in the name and under the seal of the College; and the method of supervision of other parts of the college educational program.

XIX.

No Trustee, officer, employee or agent of this College personally shall be liable to the College for monetary damages, except for liability (a) for any breach of a fiduciary duty of loyalty to the College, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) for liability under La. R.S. 12:226, or (d) for any transaction from which the Trustee, officer, employee or agent derives an improper personal benefit. Further, to the fullest extent provided in La. R.S. 12:227, each Trustee, officer, employee or agent herewith is indemnified from and against any action, suit or proceeding,
whether civil, criminal, administrative or investigative (including any action by or in the right of
the College) by reason of the fact that he or she is or was a Trustee, officer, employee or agent of
the College, or is or was serving at the request of the College as a Trustee, officer, employee or
agent of another nonprofit, business or foreign College, partnership, joint venture or other
enterprise, against expenses (including attorney’s fees), judgments, fines and amounts paid in
settlement actually and reasonably incurred by him or her in connection with such action, suit or
proceeding if he or she acts in good faith and in a manner he or she reasonably believes to be in
(or, not opposed to) the best interests of the College, and, with respect to any criminal action or
proceeding, has no reasonable cause to believe his or her conduct was unlawful.

Resolution of Restatement of Charter

The chairman and secretary of the Board of Trustees are hereby authorized to certify to the
correctness of this Restated Charter and to go before a Notary Public and by authentic act declare
that the above and foregoing Restated Charter of Centenary College of Louisiana has been made
and adopted and to do any and all things necessary to make all said amendments to the original
Charter effective under the laws of the State of Louisiana.

This Restated Charter was placed before a meeting of the Board of Trustees of Centenary
College of Louisiana, the roll was called, and the Restated Charter was passed by at least a two-
thirds majority vote thereon was in favor of same.
I, the undersigned secretary and, as such, custodian of the records of the Board of Trustees of Centenary College of Louisiana, do hereby certify that the above and foregoing restated Charter is a true and correct copy of the Charter of Centenary College of Louisiana as same appears in the records of the College; that none of the foregoing updated charter provisions have further been amended, modified, or rescinded since October 20, 2011, and the Charter, as amended, is in full force and effect on the date hereof; and that same is in conformity with the provisions of the Charter and By-laws of the College, as hereby amended; all franchise and other taxes required to maintain the College’s existence have been paid when due and no such taxes are delinquent; and no proceedings are pending for the forfeiture of the College’s Charter or for its dissolution voluntarily or otherwise.

IN WITNESS WHEREOF, I have signed this certification as of the 14th day of June, 2014.

JOHN F. GEORGE, JR.
Secretary of Board of Trustees of Centenary College of Louisiana