

Amended and Restated Articles of Incorporation of Concordia University System

January, 2025

FIRST:

The name of the Corporation shall be CONCORDIA UNIVERSITY SYSTEM.

SECOND:

Its Registered Office shall be at 1333 South Kirkwood Road, St. Louis, Missouri. The name of its Registered Agent at such address is CT Corporation System.

THIRD:

Its duration shall be perpetual.

FOURTH:

This Corporation is formed for religious and educational purposes, organizing the colleges and universities of The Lutheran Church—Missouri Synod into a system for educating students within the tradition of the liberal arts and from the perspective of the Holy Scriptures and the Lutheran Confessions, carrying out a process of ecclesiastical visitation and affirmation of the Synod's colleges and universities while also assisting with the colleges' and universities' mutual cooperation and coordination.

FIFTH:

The Corporation has no members. The affairs of the Corporation shall be managed by a Board of Directors consisting of such number and which shall be constituted in such manner and for terms of such length and number as shall be set forth in the Bylaws of the Corporation.

SIXTH:

Upon dissolution and liquidation of this Corporation, all assets of the Corporation remaining after all liabilities and obligations of the Corporation shall have been paid, satisfied, and discharged, or adequate provision made therefore, shall be transferred, conveyed, and distributed to The Lutheran Church—Missouri Synod, a non-profit Missouri corporation; provided, however, that if, on the date of such proposed distribution, The Lutheran Church—Missouri Synod shall no longer be in existence or shall not qualify under

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Section 501(c)(3) of the Internal Revenue Code of 1954 (as the same may hereafter be amended and supplemented) then, in such event, the assets of the Corporation, upon its dissolution and liquidation, shall be transferred, conveyed, and distributed to such other non-profit organization(s) as may be specified in or provided for under the Plan of Distribution adopted by the Corporation pursuant to Chapter 355 of the Revised Statutes of Missouri of 1959, provided, however, that in any event, each such distributee organization shall be exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as the same may be hereafter amended or supplemented. Any reference in these Articles of Incorporation to The Lutheran Church—Missouri Synod shall include the successor(s) and assign(s) thereof and any corporation into which or with which it may be merged or consolidated. Any amendment to this provision shall require the affirmative vote of the Synod in convention.

SEVENTH:

The Corporation is a component part of the denomination The Lutheran Church—Missouri Synod and as such is subject not only to the Constitution of The Lutheran Church—Missouri Synod but also to its Bylaws and resolutions as adopted by the Synod in convention. The Corporation shall have its own Bylaws, which shall be subject to amendment as specified therein, which shall not be inconsistent with the provisions of these Articles of Incorporation. Nothing contained in these Articles of Incorporation or the said Bylaws shall be inconsistent with the Constitution, Bylaws, and resolutions adopted by the Synod in convention (to which they shall be subordinate and which shall prevail in the event of any conflict) or inconsistent with the laws of the United States of America or the State of Missouri. and the Board of Directors of the Corporation, its officers, employees, agents, and all of its activities shall be subject to the duly enacted Bylaws of The Lutheran Church—Missouri Synod and to all resolutions duly enacted by the Synod, assembled in convention; to the same extent as if all of those individuals and activities were directly those of The Lutheran Church—Missouri Synod.

EIGHTH:

These Articles of Incorporation shall be in conformity with the Synod's Constitution, Bylaws, and applicable resolutions of the Synod in convention. They may be amended by the Concordia University System Board of Directors adopting a resolution by majority vote approving the proposed amendment(s). No amendment to these Articles of Incorporation may contradict the Constitution and Bylaws of The Lutheran Church—Missouri Synod, and all amendments shall be subject to approvals required by the Bylaws of The Lutheran Church—Missouri Synod.

Before becoming effective, governing instruments of the corporation and any amendments thereto shall be reviewed and approved by Board of Directors of the Synod and the Commission on Constitutional Matters.. A negative decision by either of these two bodies

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may be appealed to the Synod in convention, which retains the right on its own initiative to require amendments to such governing instruments.

Before becoming effective, any amendment of Article Sixth shall require, in addition, the affirmative vote of the Synod in convention.

A copy of these governing instruments shall be filed with the Secretary of the Synod. A copy of all governing instruments shall be made available to any member of the Synod upon request.