

AMENDED AND RESTATED ARTICLES OF INCORPORATION

ARTICLE I

Name and Purpose

Section 1. The name of the Corporation shall be Purdue Alumni Association, Inc.

Section 2. The purpose or purposes for which the Corporation is formed are: exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1954 as the same may be amended, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 as the same may be amended, and in particular: to promote the welfare of Purdue University, to encourage the interest of the alumni in the University and in each other, and to select certain of the Trustees of Purdue University in accordance with the statutes of the State of Indiana.

ARTICLE II

Membership

Section 1. Any graduate, current or former student of Purdue University, or any other individual who wishes to support Purdue University through membership in the Alumni Association, shall become a member on payment of membership dues, the amount of which shall be fixed by the Board of Directors (the "Board").

Section 2. The By-Laws may provide for other classes of members.

ARTICLE III

Directors and Officers

Section 1. The business and property of the Corporation shall be managed by the Board. Each director (a "Director") shall be a member in good standing of the Corporation and shall meet any other qualifications established in these Articles or in the Corporation's By-Laws. The Board shall consist of between seventeen (17) and thirty-one (31) Directors, including both Elected Directors and Designated Directors, with the specific number determined by the Board from time to time. The Board shall resolve all disputes as to the right of any person to serve as a Director.

Section 2. The Designated Directors shall include (i) the Corporation's Chairman of the Board, Vice Chairman of the Board, Chairman of Finance, and Immediate Past Chairman of the Board, (ii) one representative appointed by The Purdue Agricultural Alumni Association of Indiana, or its successor, (iii) one representative of each of the three most recent graduating classes from the West Lafayette campus of Purdue University, each of whom shall be appointed by the Board upon the recommendation of the President, and (iv) such other individuals who are appointed by the Board to serve as Designated Directors, provided that the number of Designated Directors shall always be fewer than one-half of the total number of Directors as stated in the By-Laws.

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Section 3. The Elected Directors shall include individuals who are elected by the Corporation's members using such procedures as may be adopted by the Board from time to time.

Section 4. The Board shall determine the manner of the selection by the members of the Corporation of the members of the Board of Trustees of Purdue University entitled by law to be selected by them.

Section 5. The By-Laws may provide for the division of the Directors into two or more classes whose terms shall expire at different times, but no term shall continue for longer than three years.

Section 6. The officers of the Corporation shall consist of a Chairman of the Board, a Vice Chairman of the Board, a Chairman of Finance, a Recording Secretary, and a President, and such other officers as may be prescribed by the By-Laws, each of whom shall be elected by the Board at such time and in such manner and for such terms as the By-Laws may prescribe. Officers need not be Directors, but shall be members in good standing of the Corporation.

Section 7. Except in relation to matters as to which an individual is adjudged to have acted or failed to act through bad faith, the Corporation shall indemnify any Director or officer of the Corporation, or former Director or officer, or any person who may serve or has served at its request as a director, trustee or officer of another corporation, partnership, trust or other entity or enterprise, against expenses actually incurred by him, including legal fees and amounts paid in settlement of any final judgment, in connection with any action, suit, prosecution, or proceeding, civil, criminal or administrative, or any appeal therefrom, in which he is made or threatened to be made, a party by reason of being or having been Director, trustee or officer.

ARTICLE IV
By-Laws

The power to make, alter, amend or repeal the By-Laws shall be vested in the Board.

ARTICLE V
Seal

The seal of the Corporation shall be circular in form. Around its periphery shall appear the words "Purdue Alumni Association, Inc." and through its center shall appear the words "Indiana, 1928."

ARTICLE VI
Resident Agent and Principal Office

Section 1. The name and address of the Resident Agent in charge of the Corporation's principal office is Ralph Amos, 403 Wood Street, West Lafayette, IN 47907-2007.

Section 2. The Registered Office of the Corporation is 403 Wood Street, West Lafayette, IN 47907-2007.

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ARTICLE VII
Amendment

These Articles of Incorporation may be amended at any time by the Board in the manner provided by law.

ARTICLE VIII
Restrictions

Section 1. It is the intention of the Corporation at all times to qualify and remain qualified as exempt from Federal income taxes under Section 501(c)(3) of the United States Internal Revenue Code of 1954, as the same now exists or as it may from time to time be amended. Accordingly, the restrictions set forth in the following paragraphs shall at all times be applicable to the Corporation.

Section 2. The Corporation shall not be conducted or operated for profit and no part of the net earnings of the Corporation shall inure to the benefit of any member or any individual; and none of the net earnings, property or assets of the Corporation shall be used other than for the objects and purposes of the Corporation as set forth in these Articles of Incorporation.

Section 3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IX
Dissolution

Upon dissolution of this Corporation the Board shall, after paying or making provision for payment of all of the debts and liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, literary or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future Internal Revenue law), as the Board shall determine.

April 2016