TJU Charter of Incorporation (1969)

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THOMAS JEFFERSON UNIVERSITY

CHARTER OF INCORPORATION
AS AMENDED TO APRIL 22, 1969

Philadelphia
April 22, 1969
Charter of incorporation:

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THOMAS JEFFERSON UNIVERSITY

CHARTER OF INCORPORATION
AS AMENDED TO APRIL 22, 1969

Philadelphia
April 22, 1969
The purpose of this book is to set forth the charter of incorporation of Thomas Jefferson University, a charitable corporation not for profit, organized and existing under the laws of the Commonwealth of Pennsylvania, its principal offices being situate at Eleventh and Walnut Streets, Philadelphia, Pennsylvania. The principal divisions of the corporation are the Jefferson Medical College, sometimes called "Jefferson", and the Jefferson Medical College Hospital, sometimes called "Jefferson Hospital".

The Jefferson Medical College of Philadelphia was incorporated by a special enactment of the General Assembly of the Commonwealth of Pennsylvania. In Section 5 of the Act of April 12, 1838, P. L. 332, it was provided that, "... the medical department of the Jefferson College be, and hereby is, created a separate and independent body corporate, under the name, style, and title of 'The Jefferson Medical College of Philadelphia' with the same powers and restrictions as the University of Pennsylvania ..." Thus, Section 5 of the Act of April 12, 1838, is Jefferson's basic charter of incorporation, but the charter of the University of Pennsylvania, as it then existed, was incorporated by reference into Jefferson's charter.

Herein are set forth the texts of the Act of January 15, 1802, P. L. 8, (pages 3-7), which established and incorporated the Jefferson College, the Act of April 7, 1826, P. L. 232, (pages 8 and 9), which provided for the establishment of a medical department in the Jefferson College, and Section 5 of the Act of April 12, 1838, P. L. 332 (page 10), which provided for the incorporation of the said medical department as a separate corporation under the name of The
Jefferson Medical College of Philadelphia as aforesaid.

Also included herein, at pages 11-15, is the text of the Act of September 30, 1791, 3 Smith—Laws of Pennsylvania, page 52, Law Book No. IV, page 263, 14 Statutes at Large of Pennsylvania, page 184, entitled, “An Act to unite the university of the state of Pennsylvania, and the college, academy, and charitable school of Philadelphia, in the Commonwealth of Pennsylvania,” this being the statute which constituted the charter of incorporation of The Trustees of the University of Pennsylvania as of April 12, 1838, the date on which this charter was incorporated, in part, into the charter of incorporation of The Jefferson Medical College of Philadelphia as hereinbefore explained.

By virtue of a Final Decree, dated March 23, 1965, duly made and entered in a proceeding captioned In Re Articles of Amendment of Charter of Incorporation of The Jefferson Medical College of Philadelphia, Court of Common Pleas No. 1 of Philadelphia County, Pennsylvania, December Term, 1964, No. 3437, the charter of incorporation of The Jefferson Medical College of Philadelphia was amended by adding thereto two new articles, numbered respectively Article I and Article II. The complete texts of the new Articles I and II are included in the aforesaid Final Decree, the text of which is set forth herein at pages 16-20.

By virtue of a Final Decree, dated April 22, 1969, duly made and entered in a proceeding captioned In Re Articles of Amendment of Charter of Incorporation of The Jefferson Medical College of Philadelphia, Court of Common Pleas No. 1 of Philadelphia County, Pennsylvania, December Term, 1964, No. 3437, the charter of incorporation of The Jefferson Medical College of Philadelphia was amended by changing the name of the corporation and by amending Article I of the charter. The complete text of this amendment is included in the aforesaid Final Decree, the text of which is set forth herein at pages 21-22.
AN ACT*

For the establishment of a College at Canonsburg, in the county of Washington, in the Commonwealth of Pennsylvania.

WHEREAS the establishment of a college at Canonsburg, in the county of Washington, for the instruction of youth in the learned languages, in the arts and sciences, and in the useful literature, would tend to diffuse information and promote the public good: Therefore,

Section I. Be it enacted by the Senate and House of Representatives of the Commonwealth of Pennsylvania, in General Assembly met, and it is hereby enacted by the authority of the same, That there be erected, and hereby is erected and established in Canonsburg, in the county of Washington, in this Commonwealth, a college for the education of youth in the learned languages, the arts, sciences and useful literature; the style, name and title of said college, and the constitution thereof shall be, and are hereby declared to be as is herein after mentioned and defined, that is to say: The said college shall be under the management, direction, and government of a number of trustees, not exceeding twenty-one, and the first trustees of the said college shall consist of the following persons, to wit: Reverend John M'Millan, Joseph Patterson, Thomas Marquis, Samuel Ralston, John Black, James Powers, James Dunlap and John M'Pharrin; James Edgar, John M'Dowell, James Allison, William Findley, Craig Ritchie, John Hamilton, Joseph Vance, Robert Mahon, James Kerr and Aaron Lyle, Esquires; Alexander Cooke, John Mercer and William Hughes.

SECTION II. And be it enacted further by the authority aforesaid, That the said trustees and their successors, to be elected in the manner herein after mentioned, shall forever hereafter be, and they are hereby elected, established and declared, to be one body politic and corporate, with perpetual succession, in deed and in law, to all intents and purposes whatsoever, by the name, style, and title, of "The trustees of Jefferson College, in Canonsburg, in the county of Washington," by which name and title, they the said trustees, and their successors, shall be competent and capable at law and in equity, to take to themselves and their successors, for the use of the said college any estate in any messuages, lands, tenements, hereditaments, good, chattels, moneys, or other effects, by the gift, grant, bargain, sale, conveyance, assurance, will, devise, or bequest of any person or persons whomesoever or wheresoever: Provided, The same do not exceed in the whole, the yearly value of six thousand dollars, and the same messuages, lands, tenements, hereditaments, and estates, real and personal, to grant, bargain, sell, convey, assure, demise and to farm-let, and to place out on interest, or otherwise dispose of, for the benefit of the said college, in such manner as to them or a majority of them, shall seem most beneficial for the institution; and to receive the rents, issues, profits, income and interest thereof, and to apply the same to the proper use and support of the said college: and by the same name, to sue, prosecute and defend, implead and be impleaded in any court or courts of law or equity and in all manner of suits or actions, whatsoever and generally, by and in the same name, to do and transact all and every the business, touching or concerning the premises, as fully and effectually, as any natural person, or body politic or corporate, within this commonwealth may or can do: and to hold, enjoy and exercise, all such powers, authorities and jurisdictions, as are customary in other colleges, in the United States of America.
SECTION III. And be it further enacted by the authority aforesaid, That there shall be a meeting of the said trustees, at least once in every year, at the town of Canonsburg, at such time as the said trustees or a majority of them shall appoint, of which notice shall be given, either by public advertisements, in one of the public newspapers of the town of Washington, in the county of Washington, four weeks before such meeting, or by notice in writing, signed by the clerk or other officer, whom the said trustees for that purpose may appoint, and to be left at the dwelling house of each trustee, at least ten days before the time of such intended meeting, and if at such meeting, eleven of the said trustees shall not be present, those present shall have power to adjourn the meeting to any other day, as fully and effectually, to all intents and purposes, as if the whole number of trustees, for the time being, were present; but if eleven or more of the said trustees shall meet at the said appointed times, or at any other time of adjournment, then such number so met, shall be a board or quorum, and a majority of them shall be capable of doing and transacting all the business and concerns of the said college not otherwise provided for by this act; and particularly of making and enacting ordinances, for the government of said college, of filling vacancies in the board of trustees, occasioned by death, resignation or otherwise; of electing and appointing the principal, and professors of the said college; of agreeing with them for their salaries and stipends, and removing them for misconduct, or breach of the laws of the institution; of appointing committees of their own body to carry into execution, all and every the resolutions of the board; of appointing a treasurer, secretary, stewards, managers, and other necessary and customary officers, for the taking care of the estate, and managing the concerns of the corporation: and a majority of the board or quorum of the said trustees at any annual or adjourned meeting, after notice
given as aforesaid, shall determine all matters and things
(although the same be not herein particularly mentioned),
which shall occasionally arise, and be incidentally necessary
to be determined and transacted by the said trustees: Pro-
vided always, That no ordinances shall be of force, which
shall be repugnant to the laws of the United States, or of
this state.

SECTION IV. And be it further enacted by the au-
thority aforesaid, That the head or chief master of the col-
lege, shall be called and styled the principal of the college,
and the masters thereof shall be called and styled professors;
but neither principal nor professors, while they remain such,
shall ever be capable of holding the office of trustee: The
principal and professors, or a majority of them, shall be
called and styled the faculty of the college, which faculty
shall have the power of enforcing the rules and regulations,
adopted by the trustees for the government of the pupils,
by rewarding or censuring them, and finally by suspending
such of them, as after repeated admonitions, shall continue
refractory, until the determination of a quorum of truste­
can be had; and of granting and confirming, by and with
the approbation and consent of a board of the trustees sig-
nified by their mandamus, such degrees in the liberal arts
and sciences, to such pupils of the college, or others, as by
their proficiency in learning or meritorious conduct, they
shall think entitled to them, as are usually granted and con-
ferred in other colleges, in the United States of America;
and to grant to such graduates, diplomas or certificates,
under their common seal, and signed by the faculty: All
persons of every religious denomination, shall be capable of
being elected trustees, nor shall any person either as prin-
cipal or pupil, be refused admission, for his conscientious
persuasion in matters of religion: Provided, he shall demean
himself, in a sober, orderly manner, and conform to the rules
and regulations of the college.
SECTION V. And be it further enacted by the authority aforesaid, That whenever a vacancy shall happen, occasioned by disqualification, resignation or decease, of any clergyman, hereby appointed a trustee, such vacancy shall be filled by the choice of another clergyman of any christian denomination, and so as often as such vacancy shall happen, whereby the number of eight clergymen hereby appointed trustees, shall never be lessened nor augmented; nor shall any misnomer of the said corporation, defeat or annul, any gift, grant, devise or bequest, to or for the use of the said corporation: Provided, The intent of the parties shall sufficiently appear upon the face of the gift, grant, will or other writing, whereby any estate or interest, was intended pass to or from the said corporation, nor shall any disuser or nonuser of the rights, liberties, privileges, jurisdictions and authorities, hereby granted to the said corporation, or any of them, create or cause a forfeiture thereof: and the constitution of the said college, herein and hereby declared and established, shall be and remain the inviolable constitution of the said college forever, and the same shall not be altered or alterable, by any ordinance or law of the said trustees, nor in any other manner than by an act of the legislature of the commonwealth.

SECTION VI. And be it further enacted by the authority aforesaid, That the said trustees shall cause to be made for their use, one common seal, with such devices and inscriptions thereon, as they shall think proper, under and by which, all deeds, diplomas, certificates and acts of the said corporation, shall pass and be authenticated, and the same seal, at their pleasure from time to time, change and alter: The business of the said corporation, shall and may be transacted and performed, by the majority of a meeting, of at least eleven of the trustees, appointed by this act, and their successors duly elected, notified, called and convened as aforesaid, and not otherwise: If any trustee shall accept,
or take any charge or office under the said trustees other than that of treasurer or secretary, his place shall thereby be vacated, and the trustees at their next meeting, shall proceed to supply such vacancy by election.

SECTION VII. *And be it further enacted by the authority aforesaid,* That from and after the passing of this act, all the property belonging to Canonsburg academy, of whatsoever nature the same may be, whether real, personal or mixed, which hath been given, conveyed, devised or bequeathed, to the trustees, for the benefit and use of that institution, shall be vested, and hereby is vested, in the trustees of the college aforesaid, and their successors in office: Subject, always nevertheless, to the uses, trusts, ends and purposes, for which the same property was originally given, conveyed, devised or bequeathed.

SECTION VIII. *And be it further enacted by the authority aforesaid,* That the trustees herein before appointed, and their successors, the principal and professors, and every of them, now appointed or hereafter to be appointed, in the manner and form herein before directed and required, before they enter upon the duties of their offices, shall before some one judge of the court of common pleas, or before some justice of the peace of the county of Washington, take and subscribe the oath or affirmation as directed by the eighth article of the constitution of this commonwealth, and the act of Congress of the United States, passed the first day of June, one thousand seven hundred and eighty-nine; and the trustees are hereby enjoined and required to provide and keep a book, wherein their secretary shall well and truly record the certificates of the aforesaid qualifications.
AN ACT*

Supplementary to the act, entitled "An act for the establishment of a college at Canonsburg, in the county of Washington, in the Commonwealth of Pennsylvania."

WHEREAS, it is represented by the petition of the trustees of Jefferson college, at Canonsburg, in the county of Washington, that the said college has appointed professors in the customary branches of medical education, who have commenced a course of public instruction to students of medicine, at the city of Philadelphia, and that such instruction tends to the cultivation of useful knowledge, and to advance the interests of this state:

Therefore,

SECTION I. Be it enacted by the Senate and House of Representatives of the Commonwealth of Pennsylvania in General Assembly met, and it is hereby enacted by the authority of the same, That it shall and may be lawful for trustees of the said Jefferson college, to elect ten additional trustees, who may be residents of the city or county of Philadelphia, which additional trustees, or six of them, may be appointed by the general board of trustees of the said college, a committee to superintend the medical department, giving instruction, in the city of Philadelphia, with such powers as to the appointments and removal of trustees, the holding public commencements, and conferring degrees, as the said general board may direct; and the said general board of trustees of Jefferson college, at Canonsburg, shall have full power to remove the additional trustees, or any of them, or any of the medical professors, at their will and pleasure, any thing in the original act incorporating the said college to the contrary notwithstanding: Provided, however, That no degree of doctor of medicine, shall be conferred by

the said additional trustees, unless the candidate shall be twenty-one years of age, and shall have actually studied medicine for the term of three years, under the direction of some respectable practitioner, of which and of his age the candidate shall produce proper certificates, and shall have attended at least two full courses on anatomy, surgery, practice of medicine, materia medica, midwifery and chemistry, one or both of which courses shall be at this, or one full course of this and another full course on the same branches at some other respectable college in the United States, and shall have proved his actual proficiency by passing creditably a strict examination before the medical professors of the said college.

SECTION 2. And be it further enacted by the authority aforesaid, That the oath of office required by the eighth section of the act to which this is a supplement, may be taken before any judge of the supreme court or president of a court of common pleas within this state.

SECTION 3. And be it further enacted by the authority aforesaid, That no student shall be required to pay any matriculating fee, nor shall any be demanded for signatures of the diplomas of the graduates, no professor shall require more than fifteen dollars from each student for attendance on his course of lectures for the season, and no student shall be required to pay any fee for his attendance on a third course.

SECTION 4. And be it further enacted by the authority aforesaid, That the third section of the act to which this is a supplement, shall be and hereby is so far amended, that hereafter seven members of the general board of trustees shall form a quorum for the transaction of the business and concerns of the said college.

SECTION 5. And be it further enacted by the authority aforesaid, That the legislature reserves to itself the right of altering, amending or repealing the provisions of this act.
A SUPPLEMENT*

To an act to consolidate and amend the several acts relative to a General System of Education by Common Schools, passed the thirteenth of June, one thousand eight hundred and thirty-six.

* * *

SECTION 5. That the Medical department of the Jefferson College, be, and hereby is created a separate and independent body corporate, under the name, style and title of "The Jefferson Medical College of Philadelphia," with the same powers and restrictions as the University of Pennsylvania; the present additional trustees, chosen in pursuance of an act entitled "An act supplementary to the act entitled An act for the establishment of a College at Canonsburg, in the county of Washington, in the Commonwealth of Pennsylvania," passed the seventh of April, one thousand eight hundred and twenty-six, to be trustees of the College created by this section, with power to increase their number to fifteen.

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* Act of April 12, 1838, P.L. 332, Section 5.
CHARTER OF INCORPORATION OF
THE TRUSTEES OF
THE UNIVERSITY OF PENNSYLVANIA,
AS OF APRIL 12, 1838.

ACT OF SEPTEMBER 30, 1791.

Made a Part of the Charter of Incorporation of
The Jefferson Medical College of Philadelphia by
Section 5 of the Act of April 12, 1838, P. L. 332.
AN ACT*

To unite the university of the state of Pennsylvania and the college, academy, and charitable school of Philadelphia, in the Commonwealth of Pennsylvania.

WHEREAS the trustees of the university of the state of Pennsylvania, and the trustees of the college, academy, and charitable school of Philadelphia, in the commonwealth of Pennsylvania, by their several petitions have set forth, that they have agreed to certain terms of union of the said two institutions, which are as follows:

First. That the name of the institution be "The University of Pennsylvania," and that it be stationed in the city of Philadelphia.

Second. That each of the two boards shall elect, from among themselves, twelve persons, who, with the governor for the time being, shall constitute the board of trustees of the university of Pennsylvania; and that the governor shall be president.

Third. That the professors which shall be deemed necessary to constitute the faculty in the arts and medicine, respectively, shall be taken from each institution equally; and in case of an odd number, such one to be taken from either by the choice of the trustees; and the provost and vice provost, or the principal officer or officers of the faculty, by whatever name or names they may be called shall be chosen among the professors so appointed.

Fourth. That charity schools shall be supported, one for boys, and the other for girls.

Fifth. That for the future every vacancy in the board, except that of governor, shall be filled up by election by ballot, by a majority of the members present at any meeting of the new board, the members present to be at least thirteen; that due and timely notice of such election be at all times given, and that no person shall be elected to fill up such vacancy at the same meeting in which he shall be nominated.

Sixth. That the funds and property of the institutions shall be united, and vested in the new trustees.

Seventh. That the professors and officers composing the faculty shall be elected by a majority of the members present at any meeting of the new board, the number present to be at least thirteen; that due and timely notice of such election shall at all times be given, and that no person or persons shall at any time be elected such professor or officer at the same meeting in which he shall be nominated.

Eighth. That no professor or officer of the faculty shall be removed by a less number than two-thirds of the members present at any meeting of the new board, the members present to be at least thirteen; and that due and timely notice of such intended removal shall at all times be given, and that no person or persons shall at any time be removed at the same meeting in which such removal shall be proposed.

Ninth. That the board of trustees shall annually lay before such persons, as the legislature shall in the incorporating act direct, a statement of the funds of the institution.

And the said trustees, by their several petitions have prayed that a law may be passed to enable them to carry the said terms of union into effect, and to incorporate them in one body according to the purpose and intention expressed in the said terms of union.
SECTION 1. *Be it therefore enacted*, That, in pursuance of the second article of the said terms of union, the trustees of the university shall elect twelve persons from among themselves to be trustees of the said university after the union, and shall certify the names of the said twelve persons, so elected, to the governor of this commonwealth, on or before the first day of December next; and that the trustees of the said college, academy, and charitable school, shall elect twelve persons from among themselves, to be trustees of the said university after the union, and shall certify the names of the said twelve persons so elected, to the governor of this commonwealth, on or before the first day of December next.

SECTION 2. *And be it further enacted*, That from and after such certificates of the elections being so made to the governor, as aforesaid, the said twenty-four persons so elected and certified, together with the governor for the time being, who shall always be president, and their successors, duly elected and appointed, as herein and by the said terms of union, is directed, be, and they are hereby made and constituted a corporation and body politic, in law and in fact, to have continuance for ever by the aforesaid name, style, and title of "THE TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA," and that the said university shall at all times be stationed in the city of Philadelphia.

SECTION 3. *And be it further enacted*, That the said trustees, and their successors, shall be able and capable in law to sue and be sued, by the name, style, and title aforesaid, and to have to make one public and common seal, and also one private seal to use in their affairs, and the same, or either of them, to break and alter at their pleasure: and to make rules and statutes not repugnant to the laws and constitution of this state, or of the United States of America, and to do every thing needful and necessary to the establishment of the said university, and for their own good government,
and the good government and education of the youth belonging to the same, and to constitute a faculty, or learned body, to consist of such head or heads, and such a number of professors in the arts and sciences, and in law, medicine, and divinity, as they shall judge necessary and proper, consistent with the aforesaid articles of union.

SECTION 4.  *And be it further enacted,* That all and every the estates, real, personal, and mixed, moneys, effects, debts, claims, and demands, either in law or equity, which at present are vested in, or belonging to each of the two boards of the trustees of the said university, and of the said college, academy, and charitable school, who are hereby united and incorporated together, shall be, and they hereby are, transferred to and vested in the said trustees herein directed to be appointed and incorporated, and their successors, with full power to take, receive, hold, use, recover, and enjoy the same, according to the purpose, true intent, and meaning of this act, and that in like manner, all claims, rights, and demands of any person or persons, bodies politic and corporate, against either of the said two boards, shall be, and remain valid and effectual against the trustees herein directed to be appointed and incorporated, and their successors, with power to demand, receive, and recover the same, as if they had been originally contracted by, or due, or recoverable from the said trustees herein directed to be appointed and incorporated.

SECTION 5.  *And be it further enacted,* That pursuant to the ninth article of the terms of the union, the trustees shall annually lay a statement of the funds of the institution before the legislature of the commonwealth.
AMENDMENTS TO THE
CHARTER OF INCORPORATION OF
THE JEFFERSON MEDICAL COLLEGE
OF PHILADELPHIA

ARTICLES I AND II.

FINAL DECREE DULY MADE AND ENTERED ON MARCH 23, 1965, IN A PROCEEDING CAPTIONED IN RE ARTICLES OF AMENDMENT OF CHARTER OF INCORPORATION OF THE JEFFERSON MEDICAL COLLEGE OF PHILADELPHIA, COURT OF COMMON PLEAS NO. 1 OF PHILADELPHIA COUNTY, PENNSYLVANIA, DECEMBER TERM, 1964, NO. 3437

FINAL DECREE

AND NOW, this 23rd day of March, 1965, pursuant to Article VII of the Act of May 5, 1933, P. L. 289, as amended, (15 P. S. Sec. 2851-1 et seq.), known as the Nonprofit Corporation Law, The Jefferson Medical College of Philadelphia by its attorneys, J. Warren Brock and Obermayer, Rebmann, Maxwell & Hippel, having presented to this Court its application for the amendment of its charter of incorporation, together with its Articles of Amendment containing a certified copy of the resolutions authorizing the proposed amendments, the said Articles of Amendment having been duly approved by the Superintendent of Public Instruction and by the Department of Welfare, and proof of the advertisement of the hearing on the aforesaid application before this Court on the 23rd day of February, 1965;

AND no objection having been made to the proposed amendments at the aforesaid hearing, the Court, pursuant to Section 707 of the Nonprofit Corporation Law, hereby certifies that the proposed amendments are lawful; that they will be beneficial, and not injurious, to the community; and that they do not conflict with any of the provisions of the said Nonprofit Corporation Law; and accordingly, it is hereby
ORDERED AND DECREED

That the aforesaid Articles of Amendment be, and they hereby are, approved; and that the charter of incorporation of The Jefferson Medical College of Philadelphia be, and it is hereby amended, by adding thereto two new Articles, numbered Article I and Article II, as follows:

ARTICLE I.

Section 1. The business and affairs of this corporation shall be managed by a Board of Trustees, (hereinafter called the "Board"), which shall be composed of not less than fifteen (15), nor more than twenty (20), members, all of whom shall be natural persons, of full age.

The members of the Board shall be divided into three classes which shall be known, respectively, as the Life Trustees, the Term Trustees, and the Alumni Trustees.

Section 2. The minimum number of Life Trustees shall be ten (10), and the maximum number of such Trustees shall be fifteen (15). Whenever the number of Life Trustees shall be reduced to less than ten (10), the remaining Life Trustees shall elect, within a reasonable time thereafter, additional Life Trustees to bring the number up to ten (10); and the said Life Trustees may elect, at any time, one or more additional Life Trustees, but the number of such additional Life Trustees shall never be more than five (5), and shall never be more than the excess of the maximum number of Term Trustees, eight (8), over the number of Term Trustees in office at the time of any such election.

The minimum number of Term Trustees shall be three (3), and the maximum number of such Trustees shall be eight (8). Whenever the number of Term Trustees shall be reduced to less than three (3), the Life Trustees shall elect, within a reasonable time thereafter, additional Term Trustees, to bring the number up to three (3); and the said Life
Trustees may elect, at any time, one or more additional Term Trustees, but the number of such additional Term Trustees shall never be more than five (5), and shall never be more than the excess of the maximum number of Life Trustees, fifteen (15), over the number of Life Trustees in office at the time of any such election.

The number of Alumni Trustees shall be two (2). The Alumni Trustees shall be elected by popular vote, with all of the Alumni of The Jefferson Medical College to be eligible to vote in the manner authorized by the By-Laws. The term, "Alumni", is defined to mean all persons holding a degree awarded in course. The Alumni shall make every effort to keep the number of Alumni Trustees at two (2).

Section 3. The Life Trustees may elect, at any time, any former member of the Board to the office of Trustee Emeritus, for life, each of whom shall have the right to attend all meetings of the Board, but shall not have the right to vote.

ARTICLE II.

Section 1. The addition of the preceding Article I, and this Article II, to the charter of incorporation of this corporation, shall not be construed to limit or restrict the powers now possessed by this corporation under its present charter of incorporation, which shall continue in full force and effect except to the extent, if any, that the said charter is modified by the provisions of the aforesaid Articles I and II, the said charter of incorporation of this corporation being composed of and contained in the following statutes and parts of statutes, to wit:

A. The basic charter of incorporation of this corporation is set forth in Section 5 of the Act of April 12, 1838, P. L. 332, entitled, "A Supplement to an act to consolidate and amend the several acts relative to a General System of Education by Common Schools, passed the thirteenth of June, one thousand eight hundred and thirty-six", the said
Section 5 reading as follows:

"That the Medical department of the Jefferson College, be, and hereby is created a separate and independent body corporate, under the name, style and title of 'The Jefferson Medical College of Philadelphia,' with the same powers and restrictions as the University of Pennsylvania; the present additional trustees, chosen in pursuance of an act entitled 'An act supplementary to the act entitled An act for the establishment of a College at Canonsburg, in the county of Washington, in the Commonwealth of Pennsylvania,' passed the seventh of April, one thousand eight hundred and twenty-six, to be trustees of the College created by this section, with power to increase their number to fifteen."

B. The charter of incorporation of this corporation also includes the following statutes, to the extent that these statutes are incorporated by reference into the basic charter of incorporation as set forth in the preceding paragraph A, to wit:


The Act of September 30, 1791, 3 Smith—Laws of Pennsylvania, page 52, Law Book No. IV, page 263, 14 Statutes at Large of Pennsylvania, page 184, entitled, "An Act to unite the university of the state of Penn-
sylvania, and the college, academy, and charitable school of Philadelphia, in the Commonwealth of Pennsylvania."

Upon the recording of the aforesaid Articles of Amendment, and this Order, the aforesaid amendments shall become a part of the charter of incorporation of The Jefferson Medical College of Philadelphia, as provided in Sections 707 and 708 of the aforementioned Nonprofit Corporation Law.

By the Court,

(Signed) Peter F. Hagan

J.

Note: The foregoing Final Decree was duly recorded in the Department of Records of the City of Philadelphia, Pennsylvania, on March 23, 1965, in Miscellaneous Book No. 665, pages 525-528.
FINAL DECREE DULY MADE AND ENTERED ON APRIL 22, 1969, IN A PROCEEDING CAPTIONED IN RE ARTICLES OF AMENDMENT OF CHARTER OF INCORPORATION OF THE JEFFERSON MEDICAL COLLEGE OF PHILADELPHIA, COURT OF COMMON PLEAS NO. 1, DECEMBER TERM, 1964, NO. 3437.

FINAL DECREE

AND NOW, this 22nd day of April, 1969, pursuant to Article VII of the Act of May 5, 1933, P. L. 289, as amended, (15 P.S. Sec. 7001 et sq.), known as the Nonprofit Corporation Law, The Jefferson Medical College of Philadelphia, by its attorneys, A. Grant Sprecher and Obermayer, Rebmann, Maxwell & Hippel, having presented to this Court its application for the amendment of its charter of incorporation, together with its Articles of Amendment containing a certified copy of the resolutions authorizing the proposed amendments, the said Articles of Amendment having been duly approved by the Superintendent of the Public Instruction and by the Department of Welfare, and proof of the advertisement of the hearing on the aforesaid application before this Court on the 22nd day of April, 1969;

AND no objection having been made to the proposed amendments at the aforesaid hearing, the Court, pursuant to Section 707 of the Nonprofit Corporation Law, hereby certifies that the proposed amendments are lawful; that they will be beneficial, and not injurious, to the community; and that they do not conflict with any of the provisions of the said Nonprofit Corporation Law; and accordingly, it is hereby
ORDERED AND DECREED

That the aforesaid Articles of Amendment be, and they hereby are, approved; and that the charter of incorporation of The Jefferson Medical College of Philadelphia be, and it is hereby, amended, by changing the corporate name from The Jefferson Medical College of Philadelphia to Thomas Jefferson University and by changing Article I to read as follows, and deleting Article I, Sections 2 and 3:

ARTICLE I.

SECTION 1. The business and affairs of this corporation shall be managed by a Board of Trustees, (hereinafter called the "Board"), which shall be composed of not less than three (3) members, all of whom shall be natural persons, of full age.

Upon the recording of the aforesaid Articles of Amendment, and this Order, the aforesaid amendments shall become a part of the charter of incorporation of The Jefferson Medical College of Philadelphia, as provided in Sections 707 and 708 of the aforementioned Nonprofit Corporation Law.

By the Court,

(Signed) VINCENT A. CARROLL
THE JEFFERSON MEDICAL COLLEGE
OF PHILADELPHIA

CERTIFICATE OF ACCEPTANCE
OF THE
CONSTITUTION OF 1873.

Filed July 1, 1878, in the Office of the Secretary of the Commonwealth at Harrisburg, Pa.
JEFFERSON MEDICAL COLLEGE OF PHILADELPHIA

June 28, 1878

Whereas, The Senate and House of Representatives of the Commonwealth of Pennsylvania in General Assembly met (session of 1878) passed "An act" approved the 17th day of June 1878, entitled "An Act making an appropriation to the Hospital of the Jefferson Medical College of Philadelphia" which act provides "That before any moneys be paid out by the State Treasurer in pursuance of this act the proper officers of the Jefferson Medical College shall file with the Secretary of the Commonwealth an acceptance by said Corporation of the terms of the Constitution of One thousand eight hundred and seventy-three and that the said Corporation shall hereafter hold its charter subject to the provisions of the Constitution of One thousand eight hundred and seventy-three,"

Therefore,

Resolved That the Jefferson Medical College of Philadelphia hereby agrees to accept the terms of the Constitution of One thousand eight hundred and seventy-three and that the said corporation shall hereafter hold its charter subject to the provisions of the Constitution of One thousand eight hundred and seventy-three.

Resolved, That the officers of the Jefferson Medical College are hereby authorized to file this acceptance under the seal of the corporation, with the Secretary of the Commonwealth.

E. B. Gardette, M.D.
President of the Board of Trustees of the Jefferson Medical College of Philadelphia.

Attest
Geo. W. Fairman
Secretary.

Filed July 1, 1878.
John B. Linn
Secy of the Com’th.

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CERTIFICATE OF A. GRANT SPRECHER, Secretary OF THE JEFFERSON MEDICAL COLLEGE OF PHILADELPHIA

I, A. GRANT SPRECHER, hereby certify that I am the Secretary of The Board of Trustees of The Jefferson Medical College of Philadelphia, and I further certify that at a regular meeting of said Board of Trustees duly convened and held according to law on March 3, 1969, at which a quorum was present and voting throughout the meeting, the proposed Charter amendments were approved by the Board of Trustees pending approval by the Court, a copy of which being attached hereto.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of The Jefferson Medical College of Philadelphia this 3rd day of March, 1969.

A. GRANT SPRECHER, Secretary

(CORPORATE SEAL)