NEW YORK UNIVERSITY

AMENDMENT OF CHARTER

This Instrument Witnesseth That the Board of Regents for and on behalf of the Education Department of the State of New York at their meeting of December 13, 2011,

An application having been made by and on behalf of the trustees of New York University, for its charter to be amended and restated, it was

Voted, that the absolute charter of New York University, located in the city, county, and state of New York, which corporation was incorporated by Special Act of the Legislature pursuant to Chapter 176 of the Laws of 1831 under the corporate name “The University of the City of New York” on April 18, 1831; which absolute charter was amended by the Legislature pursuant to Chapter 270 of the Laws of 1849 on April 7, 1849, by action of the Board of Regents on January 12, 1883, by the Legislature pursuant to Chapter 54 of the Laws of 1893 on February 23, 1893, by Regents action on March 19, 1896 to change the corporate name to “New York University” and November 21, 1947; which corporation was merged by Regents action on November 19, 1948 with the New York Post-Graduate Medical School and Hospital, a domestic not-for-profit corporation, with the surviving corporation being New York University and on November 18, 1949 with the Stuyvesant Square Hospital, a domestic corporation, with the surviving corporation being New York University; which absolute charter of such merged corporation was amended by the Legislature pursuant to Chapter 756 of the Laws of 1950 and by Regents action on December 16, 1955 to restate the charter in its entirety; which corporation was consolidated by Regents action on February 28, 1958 with Town Hall, Inc., a domestic not-for-profit corporation, with the surviving corporation being New York University; which absolute charter of such consolidated corporation was amended by Regents action on March 1, 1963; which corporation was consolidated and merged by Regents action on August 1, 1975 with the Midtown Hospital, a domestic not-for-profit corporation, with the surviving corporation being New York University; which absolute charter of such consolidated corporation was amended by Regents action on various occasions with the last amendment being granted on October 23, 2007 be, and the same hereby is, amended and restated in its entirety to read as follows:

1. The corporation, incorporated as The University of the City of New York by Chapter 176 of the Laws of 1831 of the State of New York, the name of which was subsequently changed to New York University, is hereby continued as an education corporation with the name New York University, and with all of its previous powers and privileges, as herein restated or modified.

2. The property and estate of New York University are vested in, and all of its rights, powers, and privileges shall be exercised by, its Board of Trustees, consisting of not less than twenty-five nor more than seventy Trustees, elected from time to time by the Board of Trustees. The number of Trustees, their qualifications (including minimum and maximum age requirements), and division into classes, shall be fixed from time to time by the bylaws of the corporation adopted and amended from time to time by the Board of Trustees. Trustees shall be elected for such terms of office as shall result in the terms of approximately one sixth of their numbers expiring annually. Trustees whose terms expire shall at all times be eligible for re-election, if qualified. Notwithstanding the above, if the corporation chooses to have members, as set forth in its Bylaws, then the members shall have those powers as required by law and as set forth in the Charter or the Bylaws.

3. Members of the Board of Trustees of New York University who are in office at the time this amended charter takes effect shall continue in office as Trustees under the provisions hereof until the expiration of the terms of office for which they were originally elected, and the officers of New York University shall continue in office as though originally elected by the
Trustees.

4. The principal office of New York University shall be in the City and State of New York, but New York University shall have the power to conduct and operate educational, research and other programs and attendant facilities in the counties of Westchester, Rockland, and Orange in the State of New York and in locations outside of the State of New York.

5. New York University may grant to students under its charge diplomas or honorary testimonials in such form as it may designate. It also may confer such honors, degrees, and diplomas as are usually granted by any university, college, or seminary of learning in the United States.

6. Diplomas granted by New York University shall entitle the possessors to the immunities and privileges allowed by usage or statute to the possessors of like diplomas from any college or seminary of learning in the State.

7. All diplomas shall be conferred by New York University in conformity with the laws of the State in force at the time of conferring the same.

8. The institutions shall be subject to the visitation of the Regents of the University of the State of New York in the same manner and to the same extent as the various colleges in this State.

9. All the real and personal estate, and all interest in any real or personal property or estate of every name and nature whatsoever, and wheresoever the same may be, which is now vested in New York University, as now constituted and organized, is hereby confirmed to and vested forever in New York University, for the sole use and benefit of said University, and it shall be lawful to and for the said University to grant, bargain, sell, demise, mortgage, improve, and dispose of said property in such manner as to the Board of Trustees shall seem meet.

10. New York University may (a) acquire, establish, and operate such dispensaries, hospitals and medical, dental, nursing or other allied health clinics and other facilities as may be necessary or desirable in connection with its teaching, research and other educational and charitable activities in the medicine, dentistry, nursing and other allied health care fields, and (b) render thereat and elsewhere such medical, dental, nursing and other allied health care services as may be lawful, provided that New York University shall obtain the written consent as required pursuant to Article 28 of the New York Public Health Law for the establishment of each hospital, dispensary, and medical, dental, nursing or other allied health clinic or other facility located in the State of New York to the extent required by law.

11. Notwithstanding any other provision of this Charter to the contrary, nothing contained herein shall authorize New York University, without obtaining any required approvals of applicable State of New York agencies, (a) to undertake the following activities in the State of New York: (i) establish, operate, construct, lease or maintain a hospital or to provide hospital services or health related services, as defined and covered by Article 28 of the New York Public Health Law, or (ii) operate a drug maintenance program, a certified home health agency, a hospice, or a health maintenance organization, or provide a comprehensive health services plan, as defined and covered by Articles 33, 36, 40 and 44, respectively, of the New York Public Health Law; or (b) with respect to any hospital operating corporations in which New York University is a member (or with respect to the members of New York University should it be a membership corporation), exercise any of the following decision-making authority with respect to a hospital located in the State of New York: (i) approve hospital operating and capital budgets; (ii) adopt or approve hospital operating policies and procedures; (iii) approve certificate of need applications filed by or on behalf of the hospital; (iv) approve hospital debt necessary to finance the cost of compliance with operational or physical plant standards required by law, or to implement certificate of need applications; (v) approve hospital contracts for management or for clinical services; (vi) approve settlements of administrative proceedings or litigation to which the hospital is party; except approval by the members of a not-for-profit corporation of settlements of litigation that exceed insurance coverage or any applicable self-insurance fund; or (vii) appoint or dismiss hospital management-level employees and medical staff, except the election or removal of corporate officers by the members of a not-for-profit corporation.
12. Any person made a party to any action, suit, or proceeding by reason of the fact that he or she or his or her testator or intestate, is or was an officer or employee of New York University, or an officer or member of the Board of Trustees of said University, or an officer or member of the managing board of any separate administrative unit of said University, or of any corporation which he or she served as such at the request of said University, shall be indemnified by said University against the reasonable expenses, including attorneys’ fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such person is liable for negligence or misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled apart from the provisions of this paragraph.

13. In addition to the rights, powers, and privileges granted in this charter, New York University shall have all the rights, powers, and privileges of corporations created by the Regents of the State of New York, and its Trustees shall have all the rights, powers, and privileges of trustees of such corporations.

14. Notwithstanding any other provision of these articles, New York University shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

No substantial part of the activities of New York University shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation (except to the extent authorized by Internal Revenue Code section 501 (h) as amended, or the corresponding provision of any future United States Internal Revenue Law, during any fiscal year or years in which the corporation has chosen to utilize the benefits authorized by the statutory provision), and New York University shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

Upon dissolution of New York University, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of the remaining assets of the corporation exclusively for one or more exempt purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code), or shall distribute the same to the Federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by order of the Supreme Court of the State of New York in the judicial district where the principal office of New York University is then located, exclusively for such purposes or to such organization or organizations, organized and operated exclusively for such purposes, as said Court shall determine.

Granted, December 13, 2011, by the Board of Regents of The University of the State of New York, for and on behalf of the State Education Department, and executed under the seal of said University and recorded as Number 25,571

Chancellor

President of the University and Commissioner of Education
NEW YORK UNIVERSITY
AMENDMENT OF CHARTER

This Instrument Witnesseth That the Board of Regents for and on behalf of the Education Department of the State of New York at their meeting of July 15, 2019,

An application having been made on behalf of New York University, to rescind the March 12, 2019 action of the Board of Regents amending the absolute charter, it was

Voted, that the March 12, 2019 action by the Board of Regents amending the absolute charter be rescinded and that the absolute charter of New York University, located in the city, county, and state of New York, which was incorporated by Special Act of the Legislature pursuant to Chapter 176 of the Laws of 1831 under the corporate name "The University of the City of New York" on April 18, 1831; which absolute charter was amended on various occasions by actions of the Legislature and the Board of Regents with the last charter action granted on December 13, 2011 be, and the same hereby is, amended nunc pro tunc to March 12, 2019 to authorize the New York University to conduct and operate educational, research and other programs and attendant facilities in Nassau County, and to provide that at least one third of the Trustees then in office shall be present at a meeting to constitute a quorum for the transaction of business.

Granted, July 15, 2019 by the Board of Regents of The University of the State of New York, for and on behalf of the State Education Department, and executed under the seal of said University and recorded as Number 27,028.

[Signature]
Chancellor

[Signature]
President of the University and Commissioner of Education