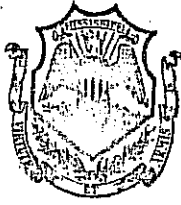


State of Mississippi



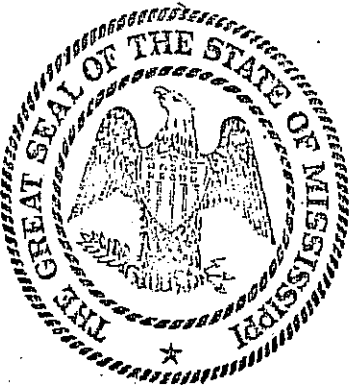
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Office of Secretary of State Jackson

I, Heber Ladner, Secretary of State, do certify that the Charter of Incorporation hereto attached entitled the Charter of Incorporation of

THE DELTA STATE COLLEGE FOUNDATION, INC.

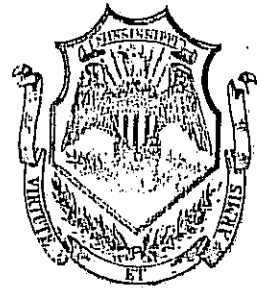
was, pursuant to the provisions of Title 21, Code of Mississippi of 1942; as amended, Recorded in the Records of Incorporations in this office, in PHOTOSTAT BOOK, NUMBER ONE-HUNDRED SIXTY-ONE, PAGES 357-366.



Given under my hand and the Great Seal of the State of Mississippi hereunto affixed this
TWENTY-THIRD day of February, 1967.

Heber Ladner
Secretary of State

State of Mississippi



EXECUTIVE

OFFICE

JACKSON

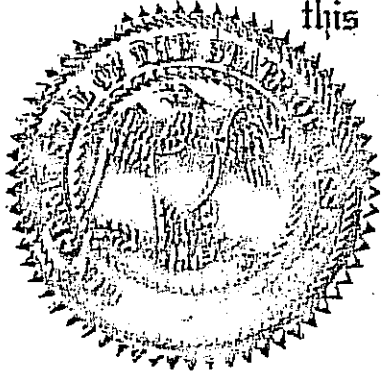
The within and foregoing Charter of Incorporation of

THE DELTA STATE COLLEGE FOUNDATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set
my hand and caused the Great Seal of
the State of Mississippi to be affixed

this 21st day of February A. D., 1967.



Paul B. Johnson
Governor

By the Governor

Heber Ladner
Secretary of State

MINUTES OF A CERTAIN SPECIALLY CALLED MEETING OF DELTA STATE COLLEGE FOUNDATION, AN UNINCORPORATED ASSOCIATION, HELD AT KETHLEY HALL AT 7:00 P.M. ON JANUARY 19, 1967, SAID MEETING HELD PURSUANT TO THE NOTICE OF SPECIAL MEETING GIVEN TO THE MEMBERSHIP IN ACCORDANCE WITH SECTION 5 OF THE BY-LAWS OF SAID ASSOCIATION, AND SAID MEETING HAVING BEEN CALLED BY THE PRESIDENT AND A MAJORITY OF THE DIRECTORS OF THE ASSOCIATION, SAID NOTICE DESIGNATING AND DESCRIBING THE PARTICULAR BUSINESS TO BE CONDUCTED AT SAID MEETING.

The meeting being duly called to order by Mr. B. F. Smith, President of the Foundation, and there being then and there present, the Vice-President of said Foundation, Mr. Hugh Ellis Walker and Mr. Martin T. King, Jr., as Secretary-Treasurer, and there being present also the following members of the Association, among others Mr. Wayne Anthony, Dr. Arthur Richter, Mr. John Yurkow, Mr. Thermon Blackledge, Mrs. Ruth W. Bobo, Mr. W. S. Kincade, Jr., Mr. Edward Kossman, Jr., Mr. Howard Carpenter, Mrs. Samuel Crespino, Mr. James Flack, Mr. Hugh Smith, Dr. Eleanor Walters, Mr. Robert Barrett, Dr. J. M. Ewing and Mr. Kent Wyatt, the following proceedings were had and done, to-wit:

Upon motion duly made by Mr. John Yurkow and duly seconded by Mr. Edward Kossman, Jr., and after mature and due deliberation and discussion, the following Resolution was unanimously adopted:

IT IS HEREBY ORDERED AND RESOLVED that the Delta State College Foundation, an unincorporated association, do incorporate itself as a non-profit, non-share and educational and charitable corporation under the laws of the State of Mississippi and that the said association take all necessary steps to effect this Resolution.

Be it further ordered and resolved that Ruth W. Bobo, John Yurkow, Jr., and Martin T. King, Jr., all actual, adult, bona fide residents and citizens of the State of Mississippi, should be and they are hereby empowered, authorized and directed to be and to act as the incorporators of said Delta State College Foundation, and said persons are hereby authorized, directed and empowered to make application for a grant of charter from the State of Mississippi, and are hereby authorized, empowered and directed to take all necessary and proper steps and to execute all necessary documents reasonable and necessary to effectuate this Resolution.

The Charter of Incorporation to be applied for, pursuant to the above, and the corporation to be formed, pursuant to the above, shall have the following powers, rights, liabilities and duties, to-wit:

The purposes for which the corporation is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated, shall be:

(a) The corporation is to aid in the development of Delta State College, Cleveland, Mississippi, and the purpose of this corporation is for the establishment and administration of endowment funds for Delta State College, which endowment funds shall be used and applied for educational purposes only, as more specifically set out herein.

(b) To receive, solicit, accept and hold, administer, invest and disburse funds for such educational purposes, either generally or, upon request of donors, for such specific types of education or research as may be approved by Delta State College.

(c) To receive gifts and contributions from friends and alumni of Delta State College, whether individuals, partnerships, corporations or other entities, and to solicit, collect or receive money, stocks, debentures, negotiable instruments, choses in action and property of any kind, whether real, personal or of whatever nature.

(d) To disburse any funds received for educational, charitable, cultural or literary purposes, including, but not limited to scholarship funds, endowment funds, research funds and fellowship funds.

(e) To hold, convey, invest, reinvest, exchange, control and manage any and all property of every kind and description, for the purposes herein stated and to use such funds and property, or the income therefrom, in aiding, supplementing, improving and enlarging the educational facilities and activities of Delta State College, including, but not limited to supplying or supplementing such salaries of professors and specialists as may be needed to provide and maintain a highly competent faculty, to acquire and operate specialized laboratory equipment, to erect buildings, to supplement building construction funds, to establish scholarships, to pay expenses, fees, or honoraria for visiting lecturers, and to make provisions for permanent separation of funds donated for specified purposes when so accepted by the association.

(f) All the assets and earnings shall be used exclusively for the purposes herein set out, including the payment of expenses incidental thereto; and no part of the net earnings shall inure to the benefit of any private member or individual; and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation or participating or intervening in any political campaign on behalf of any candidate for public office.

(g) The granting of all funds for such educational purposes shall be initiated and carried out only upon the recommendation of the President of Delta State College, with approval of corporation authorities.

(h) In the event of the dissolution and/or liquidation of this corporation, all of its property and assets, after payment of all of its obligations, shall become and be the property of the Board of Trustees of Institutions of Higher Learning of the State of Mississippi, or their successors, for the use and benefit of Delta State College, conditioned, however, for the perpetual use for said Delta State College for the purposes set forth in this Charter.

(i) Membership of the Delta State College Foundation shall be composed of all active and elected and associate members of the Delta State College Alumni Association, an unincorporated association domiciled in the State of Mississippi. Admission to membership in the Delta State College Alumni Association shall be construed to automatically admit such person to membership in the Delta State College Foundation. In addition hereto, any person evincing an interest in Delta State College or the Foundation may be made a member upon recommendation of a current member in good standing and upon approval of the Board of Directors by majority vote at any meeting of said Board of Directors.

(j) Any member of the corporation may be divested of membership according to the By-Laws, and death, resignation or expulsion of a member from the corporation shall terminate all the said member's interest in the said corporation.

(k) None of the funds, profits or property of the corporation shall inure in any manner whatsoever to the benefit of any member, but nothing herein contained shall prevent a member's being the recipient of a scholarship grant, fellowship or other bounty or benefit from the corporation, so long as the same is in accordance with the Constitution, By-Laws, applicable statutes and particularly, in accordance with the revenue laws of the United States of America.

(l) No member of the corporation shall, while acting for or on behalf of the corporation, or while acting in any official capacity of the corporation, engage in any political action whatsoever, or shall he, while so engaged, engage in any political propaganda or attempt in any manner to influence legislation.

(m) The first meeting for the organization of the corporation shall be held at the domicile of the corporation at Kethley Hall, Delta State College, Cleveland, Mississippi, at such time as may be selected by the directors of Delta State College Foundation, unincorporated, at which meeting the founders and those other members of the Foundation present, not less than thirty (30) in number, may proceed to organize this corporation by the adoption of a formal resolution for the organization of this corporation and by electing directors and officers of this corporation, and by adopting By-Laws with such changes and amendments as may be found necessary and proper to bring them in conformity with this Charter and the law.


(n) The corporation may provide by its By-Laws that a lesser number of the members than a majority may constitute a quorum, and may further provide by its By-Laws for the time, place and date of the Annual Meeting of the membership. The corporation may further provide by its By-Laws for the manner in which notice shall be given to the membership of the time, place and date of any Special Meeting of the membership; provided, however, that all meetings of the membership of the corporation shall be held within the State of Mississippi.

The persons directed above, to make application for Charter and to act as the incorporators of the proposed corporation are limited in the discretion given them by the above powers and they are expressly limited to making application and acting as incorporators to form a corporation with the exact same powers listed above.

The incorporators named above are authorized, directed and empowered to furnish a copy of this Resolution on behalf of the Foundation, to the Secretary of State of the State of Mississippi.

There being no further business to come before the meeting, upon motion duly made by Mr. Edward Kossman and duly seconded by Mr. John Yurkow, the said meeting was adjourned sine die, with all present voting "aye".

APPROVED:


B. F. Smith, President

ATTEST:


Secretary-Treasurer

of

THE DELTA STATE COLLEGE FOUNDATION, INC.,
A Non-Profit Corporation

1.

The corporate title of said corporation is: THE DELTA STATE COLLEGE FOUNDATION, INC.

2.

The names and street addresses of all incorporators, all of whom are actual, adult, bona-fide resident citizens of the State of Mississippi, are: (1) Ruth W. Bobo, RFD, Gunnison, Mississippi; (2) John Yurkow, Jr., 200 Sixth Avenue, Cleveland, Mississippi; (3) Martin T. King, Jr., 1008 Avery Street, Cleveland, Mississippi.

3.

The domicile of the corporation is: Kethley Hall, or the chief Administration Building, on the campus of Delta State College, Cleveland, Mississippi.

4.

The corporation is a non-profit, charitable and educational corporation for the improvement of Delta State College, an institution of higher learning, and no shares of stock shall be issued.

5.

The period of existence shall be perpetual, provided that the same shall be subject at all times to alteration, amendment or repeal.

6.

The purposes for which the corporation is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated, shall be:

(a) The corporation is to aid in the development of Delta State College, Cleveland, Mississippi, and the purpose of this corporation is for the establishment and administration of endowment funds for Delta State College, which endowment funds shall be used and applied for educational purposes only, as more specifically set out herein.

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(e) To hold, convey, invest, reinvest, exchange, control and manage any and all property of every kind and description, for the purposes herein stated and to use such funds and property, or the income therefrom, in aiding, supplementing, improving and enlarging the educational facilities and activities of Delta State College, including, but not limited to supplying or supplementing such salaries of professors and specialists as may be needed to provide and maintain a highly competent faculty, to acquire and operate specialized laboratory equipment, to erect buildings, to supplement building construction funds, to establish scholarships, to pay expenses, fees, or honoraria for visiting lecturers, and to make provisions for permanent separation of funds donated for specified purposes when so accepted by the association.

(f) All the assets and earnings shall be used exclusively for the purposes herein set out, including the payment of expenses incidental thereto; and no part of the net earnings shall inure to the benefit of any private member or individual; and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation or participating or intervening in any political campaign on behalf of any candidate for public office.

(g) The granting of all funds for such educational or charitable purposes shall be initiated and carried out only upon the recommendation of the President of Delta State College, with approval of corporation authorities.

(h) In the event of the dissolution and/or liquidation of this corporation, all of its property and assets, after payment of all of its obligations, shall become and be the property of the Board of Trustees of Institutions of Higher Learning of the State of Mississippi, or their successors, for the use and benefit of Delta State College, conditioned, however, for the perpetual use for said Delta State College for the purposes set forth in this Charter.

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(j) Any member of the corporation may be divested of membership according to the By-Laws, and death, resignation or expulsion of a member from the Corporation shall terminate all the said member's interest in the said corporation.

(k) None of the funds, profits or property of the corporation shall inure in any manner whatsoever to the benefit of any member, but nothing herein contained shall prevent a member's being the recipient of a scholarship grant, fellowship or other bounty or benefit from the corporation, so long as the same is in accordance with the Constitution, By-Laws, applicable statutes and particularly, in accordance with the revenue laws of the United States of America.

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(n) The corporation may provide by its By-Laws that a lesser number of the members than a majority may constitute a quorum, and may further provide by its By-Laws for the time,

place and date of the Annual Meeting of the membership. The corporation may further provide by its By-Laws for the manner in which notice shall be given to the membership of the time, place and date of any Special Meeting of the membership; provided, however, that all meetings of the membership of the corporation shall be held within the State of Mississippi.

7.

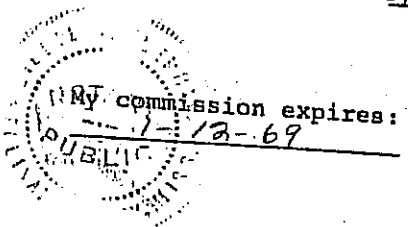
This corporation shall not be required to make publication of this Charter, shall issue no shares of stock, shall divide no dividends or profits among its members and expulsion shall be the only remedy for nonpayment of dues, if any. There shall be vested in each member the right of one vote in the election of each director and in other business properly brought before the corporation. The loss of membership by death or otherwise shall terminate all interest of such members in the corporation assets, and no liabilities shall attach against the members for corporation debts, but the entire corporation property shall be liable for the claims of creditors. Upon dissolution and/or liquidation of this corporation, any remaining assets shall be distributed for one or more of the exempt purposes specified in Section 501 (c) (3) of the Internal Revenue Code of the United States of America.

Ruth W. Bobo
John Yarkow Jr.
Martin T. King Jr.

STATE OF MISSISSIPPI
COUNTY OF BOLIVAR

Personally appeared before me, the undersigned authority, Ruth W. Bobo, John Yarkow, Jr., and Martin T. King, Jr., incorporators of the corporation known as the Delta State College Foundation, Inc., who acknowledged that they signed and executed the above and foregoing Charter of Incorporation as their act and deed on this the 26th day of January, 1967.

Lillie V. Simmons
NOTARY PUBLIC



Received at the office of the Secretary of State this the 30th day of January, A.D., 1967, together with the sum of \$200 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Y. S. Huber
Secretary of State

Jackson, Miss. February 29 1967

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State or of the United States.

Joe T. Patterson
Attorney General

By Dennis J. Shanley
Assistant Attorney General

Filed for record April 5 1967 at 9:30 O'clock A.M.

and recorded April 5 1967 H. B. Boykin, Clerk

By Leulle Boykin D. C.

RESOLUTION

Be it resolved that:

On October 18, 1991 at a duly called meeting of the Delta State College Foundation, Inc. Board of Directors, a motion was made, seconded, and unanimously approved that the name of the Delta State College Foundation, Inc. be changed to the Delta State University Foundation, Inc.


Secretary-Treasurer


Executive Director

Seal

This page conforms with the duplicate original filed with Secretary of State.



Secretary of State
State of Mississippi

State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

CERTIFICATE

I, Eric Clark, Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify as follows:

That on February 21, 1967, the State of Mississippi issued a non profit charter to **THE DELTA STATE COLLEGE FOUNDATION, INC.**

That on February 12, 1992, Articles of Amendment were filed changing the name from **THE DELTA STATE COLLEGE FOUNDATION, INC.** to **DELTA STATE UNIVERSITY FOUNDATION, INC.**

That insofar as the records of this office are concerned the said **DELTA STATE UNIVERSITY FOUNDATION, INC.** is in good standing at this time.

Given under my hand
and seal of office
September 7, 2001



Eric Clark
Secretary of State

