

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

Original filed

*D. M. Jones*  
Secretary of State

Secretary of State  
State of Mississippi

State of Mississippi

NONPROFIT

The undersigned corporation, pursuant to section 79-11-103 of the Mississippi Code of 1972, as amended, hereby executes the following document and sets forth:

1. The name of the corporation is: **MISSISSIPPI STATE UNIVERSITY DEVELOPMENT FOUNDATION, INC.**
2. Set forth the text of each amendment adopted. (Attach page.)  
See Exhibit A.
4. ~~The amendment was adopted on the 15th day of April, 1988.~~

corporation and the designation, number or memberships outstanding, number of votes entitled to be cast by each class entitled to vote separately on the amendment, and number of votes of each class indisputably represented at the meeting was:

<u>Designation</u>	<u>No. memberships outstanding</u>	<u>No. of votes entitled to be cast</u>	<u>No. of votes indisputably represented</u>
Member	One (1)	One (1)	One (1)

and the total number of undisputed votes cast for the amendment by each class was:

<u>Voting group</u>	<u>Total no. of votes cast for the amendment</u>
Member	One (1)

Time: 8:00 A.M. and the number cast for the amendment by each class was sufficient for approval by that voting group.

Amount Received:

50<sup>00</sup>

APR 19 1988

Filed:

MISSISSIPPI STATE UNIVERSITY

By:

*Joe Frank Sanderson*

Joe Frank Sanderson,  
President

*D. M. Jones*  
Secretary of State

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Secretary of State  
State of Mississippi

**EXHIBIT A**

**MISSISSIPPI STATE UNIVERSITY DEVELOPMENT FOUNDATION, INC.**

**Amendment to Articles of Incorporation**

Item 3. Amend to read as follows: The registered office of said corporation is:

Mississippi State University  
Mississippi State, Mississippi 39762

~~The name of its registered agent there is JAMES W.~~

**HEMPHILL, III.**

Item 6. Amend the second paragraph by striking the last clause thereof.

Item 7. Strike the entire Item 7, and substitute the following Item 7: "Said corporation shall have no members, shall issue no shares of stock, and shall use all earnings for the

DOSSETT, GOODE, BARNES AND BROOM

ATTORNEYS AT LAW

SECURITY CENTRE NORTH

200 SOUTH LAMAR STREET, SUITE 900

JACKSON, MISSISSIPPI 39201

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GORDON BROOM  
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April 25, 1988

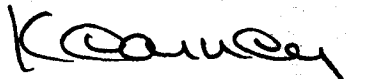
James V. Hemphill, III, Director  
Mississippi State University  
Development Foundation, Inc.  
Post Office Box 423  
Mississippi State, Mississippi 39762

Dear Jim:

Enclosed are the originals of the Articles of Amendment that have been filed with the Secretary of State. These Amendments were recorded April 19, 1988. Please attach these Amendments to your corporate Charter and keep them in your permanent file for the Foundation.

When the minutes have been drafted for the Executive Committee meeting and the Board meeting, I will be glad to review them with you.

Sincerely yours,

  
J. Kearney Dossett

JKD/lpm  
enclosure

~~cc: Mr. Joe Frank Sanders~~

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