



The undersigned persons, pursuant to Section 79-4-10.06 (if a profit corporation) or Section 79-11-305 (if a nonprofit corporation) of the Mississippi Code of 1972, hereby execute the following document and set forth:

1. Type of Corporation

⇒ Profit Nonprofit

2. Name of Corporation

⇒ TOUGALOO COLLEGE NATIONAL ALUMNI ASSOCIATION, INC.

3. The future effective date is (Complete if applicable)

4. Set forth the text of each amendment adopted. (Attach page)

SEE ATTACHED PAGE

5. If an amendment for a business corporation provides for an exchange, reclassification, or cancellation of issued shares, set forth the provisions for implementing the amendment if they are not contained in the amendment itself. (Attach page)



6. The amendment(s) was (were) adopted on

⇒ Date(s)

FOR PROFIT CORPORATION (Check the appropriate box)

⇒ Adopted by the incorporators directors without shareholder action and shareholder action was not required.

FOR NONPROFIT CORPORATION (Check the appropriate box)

⇒ Adopted by the incorporators board of directors without member action and member action was not required.

FOR PROFIT CORPORATION

7. If the amendment was approved by shareholders

(a) The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the amendment, and the number of votes of each voting group indisputably represented at the meeting were

Designation	No. of outstanding shares	No. of votes entitled to be cast	No. of votes indisputably represented
⇒ <input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Articles of Amendment



→				
---	--	--	--	--

(b) EITHER

(i) the total number of votes cast for and against the amendment by each voting group entitled to vote separately on the amendment was

Voting group	Total no. of votes cast FOR	Total no. of votes cast AGAINST
→		
→		

OR

(ii) the total number of undisputed votes cast for the amendment by each voting group was

Voting group	Total no. of undisputed votes cast FOR the plan
→	
→	

and the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group.

FOR NONPROFIT CORPORATION

8. If the amendment was approved by the members

(a) The designation, number of memberships outstanding, number of votes entitled to be cast by each class entitled to vote separately on the amendment, and the number of votes of each class indisputably represented at the meeting were

Designation	No. of memberships outstanding	No. of votes entitled to be cast	No. of votes indisputably represented
→	BOARD	15	12
→			

Articles of Amendment



(b) EITHER

(i) the total number of votes cast for and against the amendment by each class entitled to vote separately on the amendment was

Voting class	Total no. of votes cast FOR	Total no. of votes cast AGAINST
⇨		
⇨		

OR

(ii) the total number of undisputed votes cast for the amendment by each class was

Voting class	Total no. of undisputed votes cast FOR the amendment
⇨	
⇨	

and the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group.

By: Signature

Willie L. Bailey

(Please keep writing within blocks)

Printed Name

WILLIE L. BAILEY

Title

PRESIDENT

**AMENDMENTS TO THE ARTICLES OF
INCORPORATION OF THE TOUGALOO
COLLEGE NATIONAL ALUMNI ASSOCIATION, INC.**

RECEIVED

FEB -5 97

SECRETARY OF STATE
JACKSON, MS.

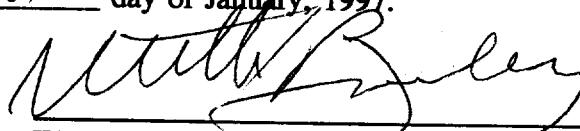
AMENDMENT ONE

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Chancery Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

AMENDMENT TWO

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

AMENDED, this the 18th day of January, 1997.



WILLIE L. BAILEY, PRESIDENT