

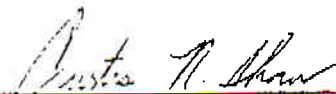


ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF HINDS

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority, H. T. DRAKE, CAROLYN WILLIAMS, BARBARA HILLARD, and GRACE SWEET Incorporators of the Corporation known as Tougaloo College National Alumni Association, Inc., who acknowledged that they signed and delivered the foregoing Charter of Incorporation as their act and deed on this the thirteenth day of October, 1988.

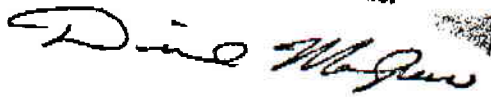
  
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NOTARY PUBLIC

MY COMMISSION EXPIRES:

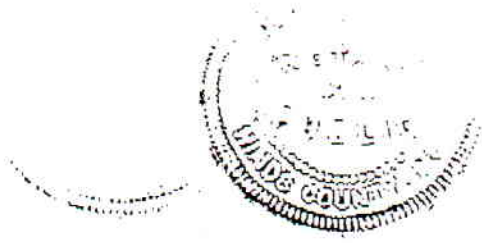
My Commission Expires May 25, 1990.

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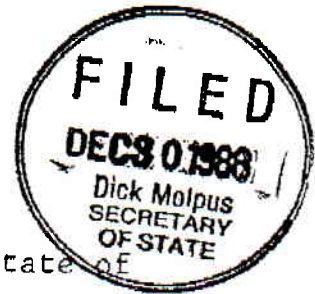
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Secretary of State  
State of Mississippi



THE CHARTER OF INCORPORATION  
OF  
TOUGALOO COLLEGE NATIONAL ALUMNI  
ASSOCIATION, INC.



The Undersigned adult resident citizens of the State of Mississippi, acting as the incorporators of Tougaloo College National Alumni Association pursuant to the provisions of Sections 79-11-137, et seq., of the Mississippi Code of 1972, as amended, having first been duly authorized to do so by the Board of Trustees of Tougaloo College, do hereby apply for a corporate charter as follows:

1. The name of the corporation is Tougaloo College National Alumni Association, Inc.
2. The domicile address of said corporation is the Department of Alumni Affairs, Tougaloo College.
3. The period of duration of said corporation shall be perpetual.
4. This is a nonprofit corporation and no shares of stock shall be issued.
5. The street address of said corporation's initial registered office is Post Office Box 288, Tougaloo, MS 39174 and the name of its initial registered agent at said address is H. T. DRAKE.

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A handwritten signature in cursive script that reads "Dick Molpus".

Secretary of State  
State of Mississippi

6. The names and post office addresses of the incorporators, all of whom are members of the organization and are adult resident citizens of the State of Mississippi are:

<u>NAMES</u>	<u>ADDRESSES</u>
H. T. DRAKE	POST OFFICE BOX 288 TOUGALOO, MS 39174
CAROLYN WILLIAMS	DEPT OF ALUMNI AFFAIRS TOUGALOO COLLEGE TOUGALOO, MS 39174
BARBARA HILLARD	2310 QUEENS ROAD AVENUE JACKSON, MS 39213
GRACE SWEET	3604 MISSOURI STREET JACKSON, MS 39213

7. The Tougaloo College National Alumni Association, Inc. is to be formed for the following purposes:

- (1) To promote the mission, interests, purposes and ideals of Tougaloo College.
- (2) To sue and be sued, complain and defend, in its corporate name.
- (3) To adopt a corporate seal, which shall be impressed upon the by-laws of this corporation at a place therein described, and to keep and use said seal in accordance with the by-laws.

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*Dino M. Jones*  
Secretary of State  
State of Mississippi

- (4) To adopt, amend and repeal by-laws (a) to govern the internal affairs of this corporation, (b) to determine or designate the number and names of the officers and directors to be elected or appointed, with a description of their duties and responsibilities, (c) to designate the term or terms of said officers and directors, and (d) to set and determine the qualifications for membership in this corporation.
- (5) To exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinafter set forth, or as may be reasonably necessary for the accomplishment of the purposes of this corporation; but only such powers shall be exercised as are in the furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under I. R. C. Section 501 (C) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended and contributions which are deductible under I. R. C. Section 170 (C) (2) as they now exist, or as they may be amended in the future.

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*Dino M. Jones*

Secretary of State  
State of Mississippi

(6) Upon the dissolution of the corporation, after provisions are made for the payment of all of the liabilities of the corporation, the assets of the corporation shall be distributed exclusively to Tougaloo College.

8. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for nonpayment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors to the extent required by

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Mississippi Law.

*Dino Wagner*

*H. T. Drake*  
H. T. DRAKE, INCORPORATOR

Secretary of State  
State of Mississippi

*Carolyn Williams*  
CAROLYN WILLIAMS, INCORPORATOR

*Barbara Hilliard*  
BARBARA HILLARD, INCORPORATOR

*Grace Sweet*  
GRACE SWEET, INCORPORATOR

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