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TROY N. BELL (LA)
DAPHNE M. LANCASTER (MS/ GA)
CHRISTOPHER O. MASSENBURG (MS/LA)
W. HEATH HILLMAN
MARIA CLARA PARDO (LA)
KATRINA M. HALL
CHRISTOPHER E. BAUER
CHADWICK L. SHOOK (MS/TN/GA/AL)
DAWN E. FULCE
ROCKY W. EATON (MS/AL/FL/GA)
S. BETH WINDHAM
CYNTHIA A. RE
B. ADAM HAYS
JULIE A. HAWKINS
JEFFREY P. BRINKMAN (LA)
ADRIENNE B. HAINES (LA)
ERIN A. O'BRIEN (LA)
GINO R. FORTE (LA)

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December 13, 2006

OTHER OFFICES

1901 21ST AVENUE
POST OFFICE BOX 607
GULFPORT, MISSISSIPPI 39502
(228) 863-6913
FAX # (228) 868-8505

HERTZ TEXACO CENTER
400 POYDRAS STREET, SUITE 1900
NEW ORLEANS, LOUISIANA 70130
(504) 528-9616
FAX# (504) 528-9640

TEMPORARY OFFICE

3233 SOUTH SHERWOOD FOREST BLVD.
SUITE 208
BATON ROUGE, LOUISIANA 70816
(225) 295-0151
FAX # (225) 295-4820

Ms. Colleen Lawless
Office of The President
William Carey University
498 Tuscan Avenue
Hattiesburg, MS 39401-5461

Re: **Articles of Amendment and Registered Agent/Office Statement of Change**

Dear Colleen:

Enclosed herewith is copy of Articles of Amendment with Restated Articles of Incorporation and Registered Agent/Office Statement of Change as filed with the Secretary of State for your files.

With very kind personal regards and best wishes, I am

Sincerely yours,

Dorrance Aultman

DA/dd

Enclosures

102050381

Business ID: 202956
Date Filed: 12/08/2006 08:00 AM
Eric Clark
Secretary of State

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OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333
Articles of Amendment



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

William Carey University

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

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

See certified copy of Resolution attached with Restated Articles of Incorporation attached thereto.

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

November 9, 2006

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"/>

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OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333
Articles of Amendment



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(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 of Trustees	24	24	24

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OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333
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
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

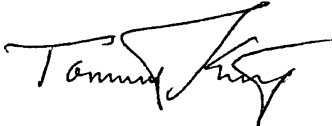
OR

(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
<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>

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

By: Signature



(Please keep writing within blocks)

Printed Name

Tommy King

Title

Acting President

102050381

**RESOLUTION OF THE BOARD OF
TRUSTEES OF WILLIAM CAREY UNIVERSITY**

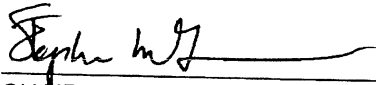
THERE came on for consideration of the Board the matter of Restated Articles of Incorporation of William Carey University, after notice of the consideration of Restated Articles of Incorporation was duly given, and the matter is before the Board of Trustees for consideration as required by the Articles of Incorporation and the ByLaws of William Carey University, and the laws and statutes of the State of Mississippi, and all twenty-four (24) members of the Board of Trustees of William Carey University having considered the matter, fully and by unanimous vote, it is:

RESOLVED that the Restated Articles of Incorporation of William Carey University as attached hereto be, and the same are hereby, adopted.

IT IS FURTHER RESOLVED that legal counsel shall file with the Secretary of State for the State of Mississippi the necessary documents to effectuate approval of Restated Articles of Incorporation.

IT IS FURTHER RESOLVED that Dr. Tommy King be, and he is hereby, designated as the Registered Agent for said corporation.

RESOLVED AND ADOPTED on this, the 9th day of November, A.D., 2006.



CHAIRMAN OF THE BOARD OF
TRUSTEES

ATTEST:



SECRETARY OF THE BOARD OF TRUSTEES

RESTATED ARTICLES OF INCORPORATION

WILLIAM CAREY UNIVERSITY


Pursuant to the provisions of Title 79, Chapter 11, Mississippi Nonprofit Corporation Act, the undersigned corporation adopts the following amended and restated charter which shall supersede the present charter and all amendments thereto.

1. The name of the corporation is William Carey University.
2. The corporation shall have perpetual duration.
3. The street address of the corporation's registered office is 498 Tuscan Avenue, Hattiesburg, Forrest County, Mississippi, and the name of the registered agent at the office is Dr. Tommy King.
4. Without limiting its right to engage in any lawful activity and without limiting the statutory powers granted it, the purposes of William Carey University are to be a Christ-centered institution of higher learning; to offer undergraduate and graduate degree programs and educational activities that emphasize scholarship, leadership, and service; and to engage in any other educational or religious endeavors as may be deemed appropriate by the board of directors to be consistent with its overall mission as a Mississippi Baptist institution.
5. The board of directors (which may be called the board of trustees) of the corporation shall consist of up to twenty four persons. The precise number shall be determined by the board of directors. Members of the board shall be elected by the Mississippi Baptist Convention. No person shall be eligible for nomination for election as a member of the board by the Convention's Nominating Committee unless the person has been jointly approved by the board of trustees and the Convention's Nominating Committee. If a vacancy on the board exists for which no nominee is jointly approved, another person shall be elected through a duly approved Convention constitutional trustee election process. Vacancies on the Board of Trustees arising between Conventions, and vacancies existing as the result of the Convention's failure to elect a person to fill the vacancy, may be filled by the Board pending the filling of the vacancy by the Mississippi Baptist Convention.
6. The corporation shall have no members.
7. The corporation is not formed for pecuniary or financial gain, and no part of the assets or net earnings of the corporation shall inure to the benefit of any individual. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

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8. The assets of the corporation shall be dedicated to the purposes of the corporation. Upon dissolution of the corporation, the assets shall be distributed to the Mississippi Baptist Convention, if the Convention is then a tax exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. If the Mississippi Baptist Convention is not then so exempt, the assets shall be distributed only to an organization or organizations exempt from taxation, pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954 as amended.

Executed for the corporation by the Chairman of the Board of Trustees.



CHAIRMAN OF THE BOARD OF TRUSTEES

CERTIFICATE

The attached Restatement of the Articles of Incorporation of William Carey University was adopted by a majority vote of the directors in office at a meeting of the board of directors on the 9th day of November 2006. While the restatement contains amendments to the present Articles of Incorporation, there are no members of the corporation and thus no membership approval is required. The approval of the Mississippi Baptist Convention is not required since there is no amendment which changes the corporation's relationship to the Mississippi Baptist Convention.



CHAIRMAN OF THE BOARD OF TRUSTEES

102050379

Business ID: 202956
Date Filed: 12/08/2006 08:00 AM
Eric Clark
Secretary of State

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OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333
Registered Agent/Office Statement of Change
Nonprofit Corporation

*0021-1-
2*

1. Corporate ID

⇒ 00202956

2. Corporate Name

⇒ William Carey University

3. Federal Tax ID

⇒ 64-0329300

4. Name and Street Address of the Registered Agent and Registered Office are

⇒ Name Larry Kennedy

⇒ Physical Address 498 Tuscan Avenue

⇒ P.O. Box

⇒ City, State, ZIP5, ZIP4 Hattiesburg MS 39401 - 5499

5. New Registered Agent Name and Registered Office Address

⇒ Dr. Tommy King

⇒ Physical Address 498 Tuscan Avenue

⇒ P.O. Box

⇒ City, State, ZIP5, ZIP4 Hattiesburg MS 39401 - 5499

6. If agent has changed, mark appropriate box

102050379

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OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333
Registered Agent/Office Statement of Change
Nonprofit Corporation

*0021-2-
2*

⇒ 6A: The undersigned hereby accepts designation as registered agent for service of process

Signature of Registered Agent
(Please keep writing within block)

Tommy King

OR

⇒ 6B: Statement of written consent is attached, signed by the new registered agent

7. The Corporation has been notified of the change of registered office.

⇒ Yes No

By: Signature

Tommy King

(Please keep writing within blocks)

Printed Name

Dr. Tommy King

Title

Acting President

Filing Fee: \$10.00