

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



1. Corporate ID

⇨ 00202956

2. Corporate Name

⇨ WILLIAM CAREY COLLEGE

3. Federal Tax ID

⇨ 64-0329300



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

⇨ Name James W. Edwards

⇨ 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

⇨ LARRY KENNEDY

⇨ Physical Address 498 Tuscan Avenue

⇨ P.O. Box

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

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

*Eric Clark*  
Secretary of State

6. If agent has changed, mark appropriate box

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

Signature of Registered Agent  
(Please keep writing within block)

*Larry Kennedy*

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

*Larry Kennedy*

(Please keep writing within blocks)

Printed Name

Dr. Larry Kennedy

Title

Interim  
President

Filing Fee: \$10.00

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*Eric Clark*  
Secretary of State

RESTATED ARTICLES OF INCORPORATION

WILLIAM CAREY COLLEGE

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 College.
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 that office is James W. Edwards.
4. Without limiting its right to engage in any lawful activity and without limiting the statutory powers granted it, the purposes of William Carey College 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.

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.

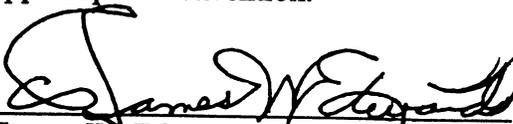
9. The articles of incorporation may be amended by the board of trustees as provided by law. However, an amendment shall be approved by the Mississippi Baptist Convention if the amendment changes the corporation's relationship to the Mississippi Baptist Convention.

Executed for the corporation by its chancellor:

  
James W. Edwards, Chancellor

CERTIFICATE

The attached restatement of the articles of incorporation of William Carey College was adopted by a majority vote of the directors in office at a meeting of the board of directors on the twenty-fifth day of September, 1997. 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.

  
James W. Edwards, Chancellor

  
James P. Guenther  
As Secretary