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Dine McGraw

Secretary of State
State of Mississippi

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Secretary of State
State of Mississippi

ARTICLES OF AMENDMENT

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.
3. [Blank]
4. The amendment was adopted on the 15th day of April, 1988.
5. The amendment was approved by the sole surviving member of the corporation and the designation, number of 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 undisputed votes cast for the amendment</u>
Member	One (1)

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

Time: 8:00 A.M.

Amount Received:
50⁰⁰

Filed: APR 19 1988

Dine McGraw
Secretary of State
State of Mississippi

MISSISSIPPI STATE UNIVERSITY DEVELOPMENT FOUNDATION, INC.

By: *Joe Frank Sanderson*
Joe Frank Sanderson,
President

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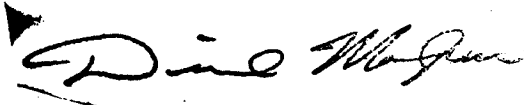

Secretary of State
State of Mississippi

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 V.

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
purposes hereinabove provided."**

DOSSETT, GOODE, BARNES AND BROOM

ATTORNEYS AT LAW

SECURITY CENTRE NORTH

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April 25, 1988

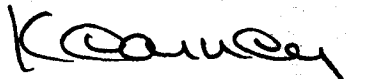
James V. Hemphill, III, Director
Mississippi State University
Development Foundation, Inc.
Post Office Box 423
Mississippi State, Mississippi 39762

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
xc: Mr. Joe Frank Sanderson