



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

The Montgomery Institute

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

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

01/09/2012

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

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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

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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

W S Crawford

(Please keep writing within blocks)

Printed Name

WILLIAM S CRAWFORD

Title

PRESIDENT

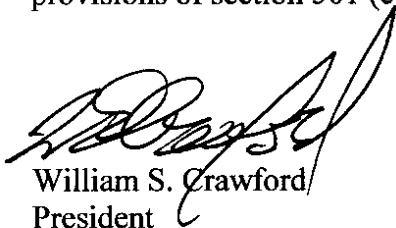
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THE MONTGOMERY INSTITUTE
Amendment #1 to the Articles of Incorporation

Adopted January 9, 2012, by a 9 to 0 vote of the Board of Directors

Amend Article IV, Paragraph A, by replacing the language in its entirety with the following:

“The Corporation is a nonprofit corporation organized for the following exclusively charitable, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (referred to in these Articles of Incorporation as the "Code"): to educate, train, and inform citizen leaders who will then be able to instigate, nurture, promote, coordinate, and assist in the formation, direction, and execution of undertakings leading to the upbuilding of communities in the eastern portion of Mississippi and western portion of Alabama, with emphasis on activities that revitalize or stabilize low- or moderate-income geographies and distressed or underserved nonmetropolitan middle-income geographies designated by the Board of Governors of the Federal Reserve System, Federal Deposit Insurance Corporation, and Office of the Comptroller of the Currency. In accordance with this purpose, The Montgomery Institute will: train and develop individuals in leadership and workforce skills; promote strategic thinking about and analysis of societal issues for the betterment of the community in the eastern portion of Mississippi and western portion of Alabama; develop and disseminate information designed to promote human infrastructure development in the eastern portion of Mississippi and western portion of Alabama; and acquire, establish, retain and maintain a fund or funds to be held, invested and used exclusively in furtherance of such charitable and educational purposes; and engage in any lawful act or activities related to the foregoing that are consistent with the provisions of section 501 (c)(3) of the Code.”



William S. Crawford
President

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The Montgomery Institute

Upbuilding People and Places Sonny's Way

January 9, 2012

Mississippi Secretary of State
P.O. Box 136
Jackson, MS 39205-0136

RE: Amendment to Articles of Incorporation,
The Montgomery Institute,
Corp ID: 0692218

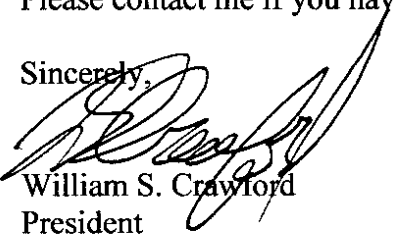
Dear Secretary Hosemann:

The Board of Directors of The Montgomery Institute respectfully submits the attached amendment to our Articles of Incorporation.

A check for \$50 for the amendment fee is included.

Please contact me if you have any questions.

Sincerely,



William S. Crawford
President