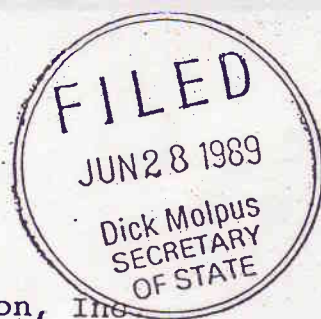


ARTICLES OF INCORPORATION

OF

The Mississippi School for Math & Science Foundation, Inc.  
a non-profit corporation



The undersigned persons, pursuant to Section 79-11-137 of the Mississippi Code of 1972, hereby execute the following document and set forth:

1. The name of the corporation is The Mississippi School for Math & Science Foundation, Inc.

2. The domicile address is Hooper Science Building, Mississippi University for Women, Columbus, MS 39701.

3. The period of duration is perpetual.

4. The street address of its initial registered office is 407 Seventh Street North, Columbus, MS 39701, and the name of its initial registered agent at such address is H. J. Davidson, Jr.

5. The names and complete addresses of the incorporators are as follows:

H. J. Davidson, Jr.            407 Seventh Street North  
   Post Office Box 981  
   Columbus, MS 39703-0981

Rene' Harmon                407 Seventh Street North  
   Post Office Box 981  
   Columbus, MS 39703-0981

6. The Mississippi School for Math & Science Foundation, Inc. is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of

distributions to organizations that qualify as exempt organizations under 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.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in this article hereafter. 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 distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under 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) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the board of trustees or directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets

of the corporation, exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under 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), as the board of trustees or directors shall determine. Any such assets not so disposed of shall be disposed of by the chancery court of the county in which the domicile of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

The corporation shall act as a non-profit corporation pursuant to the requirements of Section 79-11-101, et. seq. of the Mississippi Non-Profit Corporation Act as well as the requirements of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended.

The corporation shall further operate to promote the objectives of the Mississippi School for Math & Science as established by the Mississippi legislature during its regular 1987 legislative session. The corporation shall have all of the rights and powers as set forth in Section 79-11-151 of the Mississippi Code Annotated of 1972, as amended. The corporation shall at all times strive to improve the quality of education in keeping with the objectives and intents of the Mississippi School for Math & Science. The corporation shall be authorized to receive gifts, whether monetary or in kind, for the

purposes as established herein and in keeping with the laws of the state of Mississippi and the United States of America.

The foundation shall distribute its income for each taxable year at such time and in such manner as to not become subject to tax on the undistributed income imposed by Section 4942 of the Internal Revenue Code.

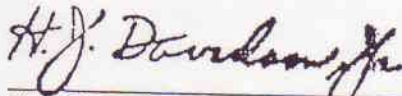
The foundation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.

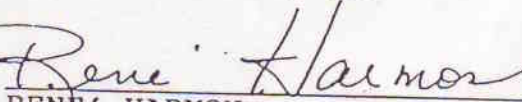
The foundation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

The foundation shall not make any investments in such manner as to subject it to tax under Section 4944.

The foundation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Dated this the 27<sup>th</sup> day of June, 1989.

  
H. J. DAVIDSON, JR.

  
RENE' HARMON

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



Secretary of State  
State of Mississippi