

**RESTATED ARTICLES OF INCORPORATION
OF
THE CORPORATION OF MERCER UNIVERSITY**

PREAMBLE

The Executive Committee of the Baptist Convention of the State of Georgia was made a body corporate by Act of the General Assembly of Georgia assented to December 22, 1830; the charter so granted was amended by Act assented to December 22, 1837; and by the last named Act the said corporation was given power “to establish and endow a collegiate institution, to be known by the name of Mercer University.”

By Section 3 of said Act of December 22, 1837, it was enacted that “the Baptist Convention of the State of Georgia, may, at its next meeting, or at any subsequent meeting, elect a Board of Trustees for the said Mercer University, consisting of not less than 15 nor more than 31 in number, who shall, or their successors in office, be a body politic and corporate, by the name of the Trustees of the Mercer University, and as such they shall be capable of, and liable in law to sue and be sued, to plead and be impleaded, and shall be authorized to use a common seal, to hold all manner of property, both real and personal, for the purpose of making a permanent endowment of said institution, and to raise funds for the support of same, and for the erection of buildings, or to confer literary degrees, and to exercise such other power not inconsistent with the laws of this State or the United States, as the aforesaid Convention may see fit to vest in their hands.” By Section 4 of said Act, it was enacted “that the aforesaid Convention shall be authorized to determine the manner in which said Board of Trustees shall be perpetuated, and the character of the individuals from whom they may be chosen.”

The charter of said corporation, designated as The Trustees of the Mercer University, was amended by Act of the General Assembly assented to December 28, 1838, and was again amended by Act assented to December 28, 1842, each of said Acts being in the nature of amendments of the Act incorporating the Baptist Convention of the State of Georgia, as indicated in the respective captions thereof. The charter of said corporation was further amended by orders of the Superior Court of Bibb County, Georgia, dated as follows: at the October adjourned term, 1870 (on April 21, 1902, said court granted an order establishing a copy of the order just above mentioned and of the petition on which it was based, the original petition and order having been lost); July 1, 1879; February 18, 1902; November 11, 1905; May 24, 1926; February 7, 1930; April 27, 1939; and November 29, 1972.

ARTICLE I

The name of the corporation is: THE CORPORATION OF MERCER UNIVERSITY.

ARTICLE II

The corporation has and shall have perpetual duration.

ARTICLE III

(a) The corporation was and is organized to establish and endow a collegiate institution, to be known by the name of Mercer University, for the purpose of making a permanent endowment to said institution; to raise funds for the support of the same; for the erection of buildings, or to confer literary degrees; to exercise such other power not inconsistent with the laws of this State or the United States; and to acquire, hold and administer funds and all manner of property which, after the payment of necessary expenses, shall be devoted exclusively to educational, religious, and the permissible purposes for which founded, including, but not limited to the purpose of engaging in any lawful activity as set forth in Section 14-3-301 of the Georgia Nonprofit Corporation Code.

(b) Mercer University is a faith-based institution of higher learning that seeks to achieve excellence and scholarly discipline in the fields of liberal learning and professional knowledge. The institution is guided by the historic principles of religious and intellectual freedom, while affirming religious and moral values that arise from the Judeo-Christian understanding of the world.

ARTICLE IV

(a) The affairs of the corporation, as well as the institution of higher learning known as Mercer University, and of every college, school, department and division thereof wherever located, shall be managed and controlled by a board of directors known as a Board of Trustees. Each member of the Board of Trustees shall be a person who is committed to the historic Baptist ideals of religious freedom, intellectual freedom, and respect for persons of all faiths. The Board may elect such officers or agents from within or without its membership as it may deem proper. It may also adopt such bylaws, rules and regulations as it may deem proper for its own government and for the management of the business and affairs of the corporation and the university.

(b) The number of Trustees shall not exceed forty-five (45), exclusive of the President who shall be ex officio a member of the Board of Trustees. The members shall be elected to hold office for the term of five (5) years, one-fifth to be elected each year. No member of the Board of Trustees shall be eligible for re-election after the expiration of his or her term of service until she or he has been in retirement from the Board of Trustees for at least one year. Successors to the Trustees whose terms of office are expiring shall be chosen by the Board of Trustees in the manner prescribed in the Bylaws. No less than one-half of the Board of Trustees shall be

Baptist. No more than two-thirds of the Board of Trustees shall be actively engaged in the pursuit of the professions of medicine, law, education and theology at any time, and no more than one-fourth of the Board of Trustees shall be actively engaged in any one of the four aforementioned professions at any time. The Board of Trustees shall have the exclusive authority to determine the eligibility and qualifications of any person for service on the Board of Trustees, and said determination shall be final and conclusive.

ARTICLE V

Subject only to any limiting provision of this Article, the corporation shall have all the corporate powers conferred by law, including but not limited to those powers enumerated in Section 14-3-302 of the Georgia Nonprofit Corporation Code. The corporation shall have no capital stock and no members, and no person (individual, corporate or otherwise) shall have a right in or to any of the property or assets of the corporation. The Restated Articles of Incorporation of The Corporation of Mercer University may be amended in the future only on the application of the corporation, and then only when and if it affirmatively appears in the application therefor that said application has been authorized by a two-thirds vote of all the members of the Board of Trustees of Mercer University then in office. All money and property of any kind heretofore or hereafter given, granted, conveyed, bequeathed or devised to or for the use or benefit of the institution of learning known as Mercer University or to or for the use or benefit of any college, school, department or division thereof wherever located, or to The Corporation of Mercer University shall, unless otherwise specified by the grantor at the time of the grant, be controlled exclusively by the Board of Trustees of The Corporation of Mercer University.

ARTICLE VI

The initial Board of Trustees under these Restated Articles of Incorporation shall be comprised of those persons who, having been duly elected and qualified, were serving as members of the corporation's Board of Trustees on January 1, 2006. The said members of the initial Board of Trustees shall serve for the remainder of the respective terms for which they were originally elected or until their successors are duly elected and qualified.

ARTICLE VII

The registered office of the corporation shall be 1400 Coleman Avenue, Macon, Georgia. The initial registered agent of the corporation at such address shall be William G. Solomon, IV.

ARTICLE VIII

In adopting and restating the Articles of Incorporation, the corporation does not waive and hereby expressly reserves its right to perpetual succession and existence, as well as its right to all other franchises and privileges appertaining to its legislative charter.

ARTICLE IX

The amendments contained in these Restated Articles of Incorporation of The Corporation of Mercer University were authorized by the Executive Committee of the Baptist Convention of the State of Georgia at its regular meeting on March 14, 2006. Pursuant to Article VI, Section 5 of the Constitution of the Baptist Convention of the State of Georgia, any action of the Executive Committee shall be in all matters the action of the Convention. The amendments contained in these Restated Articles of Incorporation of The Corporation of Mercer University were further authorized by the unanimous vote of the Board of Trustees of The Corporation of Mercer University at its regular meeting on April 21, 2006.

ARTICLE X

(a) The corporation 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, or corresponding section of any future federal tax code.

(b) 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 the purpose clause hereof. 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 this document, the corporation shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (ii) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(c) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office 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.

(d) The corporation shall not issue any stock.

IN WITNESS WHEREOF, THE CORPORATION OF MERCER UNIVERSITY has caused the Restated Articles of Incorporation to be executed and its corporate seal to be affixed, and has caused the foregoing to be attested, all in accordance with law and by its duly authorized officers.

THE CORPORATION OF MERCER UNIVERSITY

By: _____
R. Kirby Godsey
President

(CORPORATE SEAL)

ATTEST:

William G. Solomon, IV
Secretary