STATE OF ALABAMA
PIKE COUNTY

CERTIFICATE OF INCORPORATION OF
CENTER SERVICES, INC.

This corporation is organized under the provisions of the Alabama Non-Profit Corporation Act, being Chapter 10 of Title 10 of the Code of Alabama, as amended, and its Articles of Incorporation are hereby set forth as follows:

1. NAME. The name of the corporation shall be "Center Services, Inc."

2. DURATION. The period of duration of this corporation shall be perpetual.

3. PURPOSES AND POWERS. The purposes for which the corporation is formed are in general to promote, sponsor and carry out broader opportunities and services for the benefit of the students, faculty, staff and alumni of Troy State University, by exercising the following powers:

   (a) To provide the members of this corporation with all such services as shall be determined by the board of directors to be necessary or desirable.

   (b) To encourage gifts, grants, loans, devises and bequests of all types of property, including cash, securities, real estate and all other things of value.

   (c) To receive, hold, own and administer such property with the primary object of serving the needs of the members of this corporation and of the Troy State University
community by providing assistance which would otherwise be inadequate or unavailable.

(d) To become a party to contracts of every type and description and to purchase, use, mortgage, pledge, lease, sell and otherwise dispose of property of whatever nature and kind, real or personal, for the general advancement of the educational environment of Troy State University.

(e) To have and to exercise all the rights, powers and privileges of a non-profit corporation as provided by Chapter 10 of Title 10 of the Code of Alabama, as amended.

4. MEMBERS. The corporation is to have two classes of members, which respective designations and qualifications are as follows:

(a) Regular members, who must be duly elected or appointed to serve as a member of the Adams Center Union Board (or of such successor organization as shall succeed to the business of said Board by change of charter or name) and who shall remain active members of said Board, in good and regular standing under the terms and provisions of the Constitution of said Board.

(b) Associate members shall consist of all students, faculty, staff or alumni of Troy State University who desire or support the service objectives of this corporation and whose membership must be approved by the Officers of the corporation initially and annually thereafter, which such approval shall be evidenced by a membership card, or receipt upon payment by each such member of such dues, fees and assessments as may be determined and fixed from time to time by the Board of Directors. Any service of the corporation which may be provided to an associate member shall be governed by the provisions of a contract in writing executed by both parties.

5. ADDRESS. The address of the corporation's initial registered office and its principle office shall be the Director's Office in the Ralph Wyatt Adams University Center, on the campus of Troy State University in the City of Troy, Alabama, and the
initial registered agent shall be the Director of said Center, who is presently William C. Marrs.

6. DIRECTORS. The business and affairs of the corporation shall be under the management and control of a Board of Directors, consisting of not less than three and shall be fixed by the by-laws, and from time to time by amendment to the by-laws, except that the number of directors constituting the initial board of directors shall be fourteen and they shall serve for a term of one year and until their successors shall have been selected and qualified. The Board of Directors shall be composed of all Regular Members of the corporation who are and remain in good and regular standing.

The names of the persons who are to serve on the first Board of Directors, all of whom are residing in the City of Troy, Alabama, are as follows:

William C. Marrs
Debra K. Benton
Terrica C. Hood
Joel L. Williams
Donald J. Gibson
Terri Reeves

Helen Leverette
James O'Neal
Marvin K. Vickers
Clive Collier
Harold Daniels
Sid Baker

7. OFFICERS. The officers of the corporation shall be a President, Vice-President, Secretary and such other officers and agents as shall be elected annually by the Board of Directors, to hold such offices for a term of one year and until their successors
are selected and qualified. The President, Vice-President and Secretary shall hold office by virtue of their positions as Director of the Ralph Wyatt Adams University Center and as Chairman and Vice-Chairman of the Adams Center Union Board (or such successor titles and names as shall succeed or replace such positions and organizations) respectively.

The names of the officers chosen for the first year are as follows:

President
William C. Marrs, Director, Adams University Center

Vice President
Debra K. Benton, Chairman, Adams Center Union Board

Secretary
Terrica C. Hood, Vice Chairman, Adams Center Union Board

8. EARNINGS AND ACTIVITIES. 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 Article 3 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 of)
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 1954 (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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

9. DISSOLUTION. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of 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 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the
Circuit Court 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.

10. AMENDMENTS. These Articles of Incorporation may be amended, at any regular meeting, or at any special meeting called for that purpose, at which a majority of the Directors then in office shall constitute a quorum.

11. INCORPORATORS. The undersigned William C. Marrs, Donald J. Gibson, Terrica C. Hood and Joel L. Williams, each of whom being over the age of nineteen years and a resident citizen of Pike County, Alabama and being all of the incorporators of Center Services, Inc., the non-profit corporation hereby incorporated, do hereby make, sign and file these Articles of Incorporation with the Judge of Probate of Pike County, Alabama, in which county the principal office of said Corporation has been established.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their signatures on this 23rd day of August, 1976.

William C. Marrs
Donald J. Gibson
Terrica C. Hood
STATE OF ALABAMA
PIKE COUNTY

I, the undersigned Notary Public in and for said County and State, hereby certify that William C. Marrs, Donald J. Gibson, Terrica C. Hood and Joel L. Williams, whose names are signed to the foregoing Articles of Incorporation and who are known to me, acknowledged before me on this day that, being informed of the contents of said instrument, they executed the same voluntarily on the day the same bears date.

Given under my hand and seal this 23rd day of August, 1976.

[Signature]
Notary Public

This Instrument Was Prepared By
J.B. Wiley, Attorney
Troy, Alabama

[Signature]
Judge of Probate
APPROVED: Amendments to the Certificate of Incorporation of Center Services, Inc.

ARTICLE 3. PURPOSES AND POWERS: To add the word "supporters" after the word alumni, which is to read "... benefit of the students, faculty, staff, alumni, and supporters of Troy State University ..."

ARTICLE 4. MEMBERS: To change the word (two) classes to (three) classes, which is to read "The corporation is to have three classes of members ..."

(b) To delete the word "or" and to insert the words "and supporters" after the word alumni in the second sentence, which is to read "... all students, faculty, staff, alumni, and supporters of Troy State University ..."

To add a new section after (b), which is to read as follows:

(c) Community members shall consist of all those in the surrounding Troy area, who wish to participate in the Non-Credit Classes or to attend the trips arranged by Center Services, Inc. on a regular basis. They shall only be responsible to pay the cost of participating in those classes or attending such trips.
ARTICLES OF AMENDMENT  

to the  

ARTICLES OF INCORPORATION  
of  

CENTER SERVICES, INC.  

Pursuant to the provisions of Section 10-3-40 of the Code of Alabama, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Center Services, Inc.

SECOND: The following amendments of the Articles of Incorporation were duly adopted by the board of directors of the corporation at its regular meeting held on June 1, 1981 wherein said amendments received the vote of a majority of the directors then in office, as prescribed by the Alabama Non-profit Corporation Act:

1. The first paragraph of Article 3 is amended to read as follows:

3. PURPOSES AND POWERS. The purposes for which the corporation is formed are in general to promote, sponsor and carry out broader opportunities and services for the benefit of the students, faculty, staff, alumni and supporters of Troy State University, by exercising the following powers:

2. Article 4 is amended to read as follows:

4. MEMBERS. The corporation is to have three classes of members, which respective designations and qualifications are as follows:
(a) Regular members, who must be duly elected or appointed to serve as a member of the Adams Center Union Board (or of such successor organization as shall succeed to the business of said Board by change of charter or name) and who shall remain active members of said Board, in good and regular standing under the terms and provisions of the Constitution of said Board.

(b) Associate members shall consist of all students, faculty, staff or alumni of Troy State University who desire or support the service objectives of this corporation and whose membership must be approved by the Officers of the corporation initially and annually thereafter, which such approval shall be evidenced by a membership card or receipt upon payment by each such member of such dues, fees and assessments as may be determined and fixed from time to time by the Board of Directors. Any service of the corporation which may be provided to an associate member shall be governed by the provisions of a contract in writing executed by both parties.

(c) Community members shall consist of all those in the surrounding Troy area who wish to participate in the classes or to attend the trips arranged by Center Services, Inc. on a regular basis. They shall only be responsible for paying their part of the cost of attending such classes and trips.

CENTER SERVICES, INC.

By

Its President

Ben Thompson

Secretary

STATE OF ALABAMA

COUNTY OF PIKE

I, the undersigned Notary Public, do hereby certify that on this 15 day of June, 1981, personally appeared before me Ronald L. Pierce and Ben Thompson, who, being by me first duly sworn, declared that they are the President and Secretary of Center Services, Inc., that they signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.

[Signature]
Notary Public

Pike County, Alabama
I hereby certify that the within instrument was filed in my office for record on 15 day of June, 1981 at 11:00 a.m. and that the same is true.

[Signature]
Judge of Probate