

**Form 414  
(Revised 12/09)**

Submit in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512/463-5709  
**Filing Fee: See instructions**



**Restated Certificate of  
Formation  
With New Amendments**

This space reserved for office use.

**FILED**  
In the Office of the  
Secretary of State of Texas  
**MAR 08 2011**  
**Corporations Section**

**Entity Information**

The name of the filing entity is:

Baylor University

State the name of the entity as currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name.

The filing entity is a: (Select the appropriate entity type below)

- For-profit Corporation
- Nonprofit Corporation
- Cooperative Association
- Limited Liability Company
- Professional Corporation
- Professional Limited Liability Company
- Professional Association
- Limited Partnership

The file number issued to the filing entity by the secretary of state is: 6987501

The date of formation of the filing entity is: July 16, 1936

**Amendments to Certificate of Formation**

This restated certificate of formation makes new amendments to the certificate of formation. Provided below is an identification by reference or description of each added, altered, or deleted provision.

**Identification of New Amendments**

(Indicate the changes that have been made by checking the appropriate box or boxes.)

- The entity name has been amended.
- The registered agent name or registered office address has changed.
- The purpose of the entity has been amended.
- The period of duration of the entity has been amended.
- A general partner has withdrawn or been admitted to the limited partnership.

**Identification of New Amendments** (continued)

(Indicate the changes that have been made by checking and completing the appropriate box or boxes.)

**Other changes** The certificate of formation has been amended as follows:

**Add** Each of the following provisions is added to the certificate of formation. The identification or reference of each added provision is set forth below. The full text of each added provision is contained in the amended and restated certificate of formation attached hereto.

**Alter** The following identified provisions of the certificate of formation are amended. The full text of each amended provision is contained in the amended and restated certificate of formation attached hereto.

**Delete** Each of the provisions identified below are deleted from the certificate of formation.

**Statement of Approval**

Each new amendment has been made in accordance with the provisions of the Texas Business Organizations Code. The amendments to the certificate of formation and the restated certificate of formation have been approved in the manner required by the Code and by the governing documents of the entity.

**Required Statements**

The restated certificate of formation, which is attached to this form, accurately states the text of the certificate of formation being restated and each amendment to the certificate of formation being restated that is in effect, and as further amended by the restated certificate of formation. The attached restated certificate of formation does not contain any other change in the certificate of formation being restated except for the information permitted to be omitted by the provisions of the Texas Business Organizations Code applicable to the filing entity.

**Effectiveness of Filing** (Select either A, B, or C.)

- A.  This document becomes effective when the document is filed by the secretary of state.
- B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_
- C.  This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_

The following event or fact will cause the document to take effect in the manner described below:

**Execution**

The undersigned affirms that the person designated as registered agent in the restated certificate of formation has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: March 4, 2011

By: Baylor University  
Charles D Beckenbauer  
 Signature of authorized person

Charles D. Beckenbauer, Secretary  
 Printed or typed name of authorized person (see instructions)

Attach the text of the amended and restated certificate of formation to the completed statement form. Identify the attachment as "Restated Certificate of Formation of [Name of Entity]."

**RESTATED CERTIFICATE OF FORMATION  
(WITH AMENDMENTS)  
OF BAYLOR UNIVERSITY  
As Adopted February 11, 2011.**

**ARTICLE I**

Baylor University, pursuant to the provisions of the Texas Business Organizations Code, hereby adopts this Restated Certificate of Formation that accurately copies Baylor University's previous Certificate of Formation and all amendments thereto that are in effect to date and as further amended by this Restated Certificate of Formation as hereinafter set forth.

**ARTICLE 2**

Each such amendment made in this Restated Certificate of Formation has been effected in conformity with the provisions of the Texas Business Organizations Code and such Restated Certificate of Formation was duly adopted in the following manner:

The Restated Certificate of Formation as so amended was adopted at a meeting of the board of directors held on February 11, 2011, and received the vote of a majority of the directors in office, or, solely with respect to the amendment of Article 8 a vote of 2/3 of the directors in office, there being no members having voting rights.

**ARTICLE 3**

Baylor University has 21 directors. A list of these directors and their addresses is attached as Exhibit "A".

**ARTICLE 4**

The prior Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the following Restated Certificate of Formation which accurately copies the entire text thereof:

**RESTATED CERTIFICATE OF FORMATION  
OF  
BAYLOR UNIVERSITY**

**Article One**

The name of the corporation is BAYLOR UNIVERSITY, sometimes hereinafter referred to as "the University."

**Article Two**

The corporation is a non-profit corporation.

**Article Three**

The period of duration of the corporation shall be perpetual.

**Article Four**

The purposes for which said corporation is created are educational and the encouragement, support, and maintenance of education in all of its branches. The assets of the corporation are pledged for use in carrying out these purposes and in performing the corporation's educational function. On discontinuance of the corporation by dissolution and liquidation, the Board of Directors shall transfer its assets to The Baptist General Convention of Texas (hereinafter referred to as "the Convention") or, if at such time the Convention shall not be qualified as an organization exempted from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 or its then counterpart, to an educational, charitable, religious, or other similar organization that is qualified as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or its then counterpart. A district court of the State of Texas shall dispose of any remaining assets of the corporation by delivering them to an educational, charitable, religious or other similar organization or organizations that are exempted from taxation under Section 501(c)(3) of the U.S. Internal Revenue Code of 1986 or its then counterpart.

**Article Five**

The corporation is to have no members.

**Article Six**

The principal place of business of Baylor University is in Waco, Texas. The street address of its registered office is 350 North St. Paul Street, Dallas, Texas 75201, and CT Corporation System is its registered agent at such street address.

**Article Seven**

The corporation shall have a corporate seal with the design of a five pointed star upon which shall be inscribed the words "Baylor University Founded in 1845, Pro Ecclesia - Pro Texana," or some similar wording and designing as the said corporation may deem proper.

**Article Eight**

The corporation is operated within Christian-oriented aims and ideals of Baptists and is controlled by a Board of Directors.

**Article Nine**

9.01 The business and affairs of the corporation shall be under the sole management and control of the Board of Directors who shall have and may exercise all of the powers and authority of a board of directors under and pursuant to the Texas Business Organizations Code and other applicable law, and who may do all such lawful acts and things as are not by said statute or by this Certificate directed or required to be exercised or done otherwise. Pursuant to Section 22.201 of the Texas Business Organizations Code, the Board of Directors is hereby designated the "Board of Regents of Baylor University" and any action taken by the Board of Directors under the name Board of Regents of Baylor University is an act of the Board of Directors.

9.02 The number of Directors shall be set in the manner provided by the corporation's Bylaws. The terms of office for Directors shall be specified in the Bylaws. The procedure by which Directors are elected, appointed, or designated is according to the manner provided in the Bylaws.

**Article Ten**

10.01 The Board of Directors shall have sole power and authority to amend or repeal this Certificate of Formation or to adopt a new Certificate of Formation for the corporation.

10.02 The Board of Directors shall have sole power and authority to amend or repeal the Bylaws or to adopt new Bylaws for the corporation.

**Article Eleven**

This corporation shall have such rights, powers and duties as appertain to corporations under and pursuant to the general laws of this State and such rights, powers and duties as may inhere in it by reason of its corporate capacity and existence. The corporation shall have the power through its Board of Directors, upon the recommendation of its faculty, to confer upon any student of the University, or upon any other person, any of the degrees usually conferred by similar institutions, and to grant diplomas for such degrees, and in all other respects to exercise the functions of the most favored of educational institutions.

This Restated Certificate of Formation was adopted at the meeting of the Board of Directors held on February 11, 2011 at Dallas, Texas and received the vote of a majority of the Directors in office, or, solely with respect to the amendment of Article 8 a vote of 2/3 of the directors in office, there being no members.

**ATTEST:**

**BAYLOR UNIVERSITY**

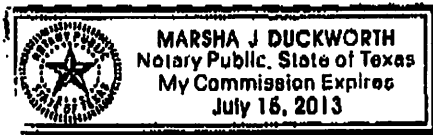
By: Charles D. Beckenhauer  
Charles D. Beckenhauer  
its Secretary

By: Elizabeth Davis  
Elizabeth Davis  
its Executive Vice President  
and Provost

STATE OF TEXAS                   §  
   §  
COUNTY OF McLENNAN       §

BEFORE ME, a Notary Public, on this day personally appeared Charles D. Beckenhauer, Secretary of Baylor University, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 11<sup>th</sup> day of February, 2011.



*Marsha Duckworth*  
\_\_\_\_\_  
Marsha J. Duckworth, Notary Public  
State of Texas

My commission expires: July 15, 2013.



**EXHIBIT A  
BOARD OF DIRECTORS  
BAYLOR UNIVERSITY**

<u>NAME</u>	<u>ADDRESS</u>
Stan Allcorn	One Bear Place, #97034, Waco, TX 76798
Wes Bailey	One Bear Place, #97034, Waco, TX 76798
Robert E. Beauchamp	One Bear Place, #97034, Waco, TX 76798
Albert C. Black, Jr.	One Bear Place, #97034, Waco, TX 76798
Linda Brian	One Bear Place, #97034, Waco, TX 76798
Duane Brooks	One Bear Place, #97034, Waco, TX 76798
R. Stephen Carmack	One Bear Place, #97034, Waco, TX 76798
Harold R. Cunningham	One Bear Place, #97034, Waco, TX 76798
Bobby Charles Dagnel	One Bear Place, #97034, Waco, TX 76798
Gary D. Elliston	One Bear Place, #97034, Waco, TX 76798
David H. Harper	One Bear Place, #97034, Waco, TX 76798
Neal T. Jones, Jr.	One Bear Place, #97034, Waco, TX 76798
Ronald D. Murff	One Bear Place, #97034, Waco, TX 76798
Ramiro Abraham Peña, Jr.	One Bear Place, #97034, Waco, TX 76798
Jeff D. Reeter	One Bear Place, #97034, Waco, TX 76798
John C. Reimers	One Bear Place, #97034, Waco, TX 76798
William K. Robbins, Jr.	One Bear Place, #97034, Waco, TX 76798
Phillip W. Stewart	One Bear Place, #97034, Waco, TX 76798
R. Dary Stone	One Bear Place, #97034, Waco, TX 76798
Richard S. Willis	One Bear Place, #97034, Waco, TX 76798
Ronald L. Wilson	One Bear Place, #97034, Waco, TX 76798