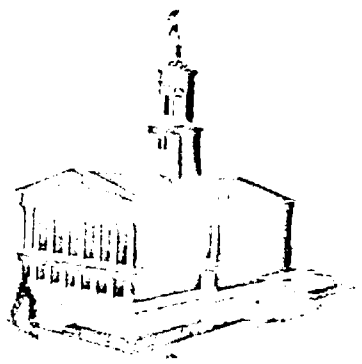
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State of Tennessee

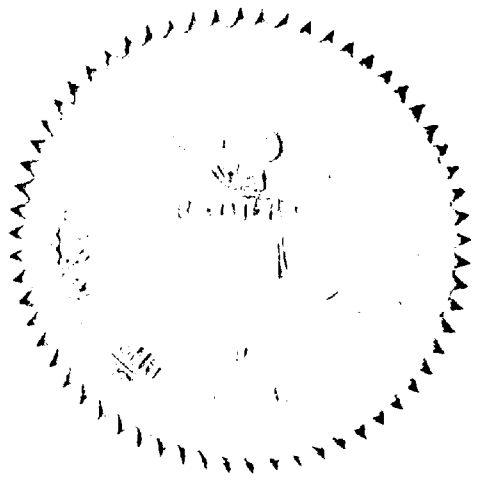


Department of State

CERTIFICATE

The undersigned, as Secretary of State of the State of Tennessee, hereby certifies that the attached document was received for filing on behalf of GEORGE PEABODY COLLEGE FOR TEACHERS and THE VANDERBILT UNIVERSITY, *(Name of Corporation) was duly executed in accordance with the Tennessee General Corporation Act, was found to conform to law and was filed by the undersigned, as Secretary of State, on the date noted on the document.*

THEREFORE, the undersigned, as Secretary of State, and by virtue of the authority vested in him by law, hereby issues this certificate and attaches hereto the document which was duly filed on June Twenty-fifth, *19* 79.



Gentry Crowell

Secretary of State

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ARTICLES OF MERGER
OF GEORGE PEABODY COLLEGE FOR TEACHERS INTO
THE VANDERBILT UNIVERSITY

Pursuant to the provisions of Section 48-903 of the Tennessee General Corporation Act, the undersigned not-for-profit corporations, organized under the laws of the State of Tennessee, adopt the following articles of merger for the purpose of merging into a single corporation:

1. The attached plan of merger was approved by each of the undersigned corporations in the manner prescribed by the Tennessee General Corporation Act. (See Attachment A.)

2. As to The Vanderbilt University the plan was duly adopted at a meeting of the Board of Trust on April 27, 1979.

3. As to George Peabody College for Teachers the plan was duly adopted at a meeting of the Board of Trustees on April 27, 1979.

4. The Vanderbilt University was chartered by decree of the Chancery Court in Nashville, Davidson County, Tennessee, August 6, 1872, of record in Minute Book W, page 267, under the name of "The Central University of the Methodist Episcopal Church South." A second decree, entered June 16, 1873, of record in Minute Book X, page 309, changed the name of the corporation to "The Vanderbilt University." (Attachment B consists of certified copies of these decrees.)

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The charter of George Peabody College for Teachers was recorded in the office of the Secretary of State of the State of Tennessee on September 30, 1909, in Corporation Record Book P-7, page 222. An amendment to the charter was recorded on May 11, 1959, in Corporation Record Book P-45, page 1873.

5. The merger shall become effective on July 1, 1979.

Dated June 18, 1979.

Attest:

Robert H. McKinnon
Secretary of
The Vanderbilt University

THE VANDERBILT UNIVERSITY

By: Alexander Heard
Chancellor

Attest:

Eveline H. Bohn
Secretary, Board of Trustees
of George Peabody College
for Teachers

GEORGE PEABODY COLLEGE FOR TEACHERS

By: John Dunscomb
President

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Attachment A

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PLAN OF MERGER OF
GEORGE PEABODY COLLEGE FOR TEACHERS
INTO THE VANDERBILT UNIVERSITY

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A. The names of each constitutent corporation are:

THE VANDERBILT UNIVERSITY
AND
GEORGE PEABODY COLLEGE FOR TEACHERS

B. The Vanderbilt University was originally incorporated under the name of The Central University of the Methodist Episcopal Church South on August 6, 1872 and its name was changed to The Vanderbilt University on June 16, 1873.

C. The name of the surviving corporation is The Vanderbilt University.

D. The terms and conditions of the proposed merger are:

Upon and after the effective date of the merger, the parties to this plan of merger shall be a single corporation, The Vanderbilt University, and the existence of George Peabody College for Teachers as a separate corporation shall cease. After the merger, George Peabody College for Teachers of Vanderbilt University shall be one of the schools within The Vanderbilt University.

The Vanderbilt University as the surviving corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the merging corporations. All property, reals, personal and mixed, all debts due on whatever account, all things in action, and all and every other interest, of or belonging to or due each of the corporations so merged, shall be taken and deemed to be transferred to and vested in The Vanderbilt University without further act or deed. The title to any real estate, or any interest therein, vested in either corporation shall not revert or be in any way impaired by reason of such merger. The endowment assets of George Peabody College for Teachers shall be transferred to The Vanderbilt University to be held as trust funds, in the same manner as other endowment funds held by The Vanderbilt University, for the benefit of George Peabody College for Teachers of Vanderbilt University as long as it continues to be an operating school within The Vanderbilt University.

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The Vanderbilt University shall thenceforth be responsible and liable for all the liabilities and obligations of each of the corporations so merged, and any claim existing or action or proceeding pending by or against either party may be prosecuted as if such merger had not taken place, or the surviving corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either corporation shall be impaired by such merger.

Any assets held by George Peabody College for Teachers prior to the merger that were subject to any condition or

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limitation shall continue to be held by The Vanderbilt University subject to the same condition or limitation.

E. The Vanderbilt University and George Peabody College for Teachers are not-for-profit corporations. There are no outstanding shares of either corporation.

F. No amendments or changes shall be made in the charter of The Vanderbilt University as a result of this merger.

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Attachment B

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BOOK 5462 PAGE 155

COPY OF DECREE - ENTERED AUGUST 6, 1872 - IN MINUTE BOOK "N", PAGE 267.

"THE CENTRAL UNIVERSITY OF THE METHODIST EPISCOPAL CHURCH SOUTH"

vs.

EX PARTE:

IN THE CHANCERY COURT
DAVIDSON COUNTY, TENNESSEE.

This matter came on this day to be heard before the Hon'l Nathaniel Baxter Judge,etc., of the Circuit Court of Davidson County, sitting by interchange with the Honorable Edward H. East, the Chancellor presiding but who was incompetent to preside and hear this cause, for the reason that he was interested herein, and the same was heard upon the petition of W.C.Johnson, Robert J. Morgan, Smith W. Moore, and Milton Brown, citizens and residents of the State of Tennessee and representatives of the Memphis Conference of the Methodist Episcopal Church South and Alexander S. P. Green, Jordan Stokes, David C. Kelley, Edward H. East, David T. Reynolds and Robert A. Young, citizens and residents of Tennessee and representatives of the Tennessee Conference and Landon C. Garland a citizen and resident of Mississippi and Philip Tuggle a citizen and resident of Tennessee, the two latter representing the North Mississippi Conference, and James H. McFerrin and John M. Steel citizens of the State of Arkansas, and representatives of the White River Conference and Christopher D. Oliver,and Wm. Dickson citizens of the State of Alabama and representatives of the North Alabama Conference, and Edward Wadsworth and W. W. Byrd citizens of the State of Alabama and representatives of the Alabama Conference and Wm. L.C.Hunnicutt and Thomas Christian citizens of the State of Mississippi and representatives of the Mississippi Conference and James L. Bowden and Wm. H. Foster,citizens of the State of Louisiana and representativ of the Louisiana Conference, Andrew Hunter and James L. Dazampert citizens of the State of Arkansas and representatives of the

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RECORDER'S MEMO:
Legibility of Writing, Typing or Printing in This Document Unsatisfactory, When Received.

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"Louisiana" Conference, and it appearing to the Court that said persons in their said petition prayed to be incorporated, under the name and style of "The Central University of the Methodist Episcopal Church South", the object and plan of said University having been fully set forth in resolutions passed by the delegates of said Conference, at a Convention of the same held in the City of Memphis, on the 24th, 25th, 26th and 27th of January 1372, and which resolutions are in words and figures as follows:

"Resolved by the Convention:

1st That measures be adopted looking to the establishment as speedily as practicable of an institution of learning of the highest order and upon the surest basis where the youth of the Church and Country may prosecute theological, literary, scientific and professional studies to an extent as great, and in a manner as thorough as their wants demand.

Second. That the institution shall be called the Central University of the Methodist Episcopal Church South.

Third. That it shall consist at present of five schools or departments, viz: A Theological School for the training of our young preachers who on application for admission shall present a recommendation from a quarterly or annual conference, and shall have obtained a standard of education equal to that required for admission on trial into an annual conference; and instruction to them shall be free both in the theological and the literary and scientific department. Secondly, a literary and scientific school, Thirdly, a normal school. Fourthly, a law school, Fifthly, a medical school.

Fourthly. That the sum of One Million of Dollars necessary in order to realize fully the object desired, and not less than Five Hundred Thousand Dollars, must be secured as a condition precedent to the opening of any department of the University.

Fifthly. That the location of the University shall be left to the decision of the College of Bishops of the Methodist Episcopal Church South.

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Sixthly. That the carrying out of this whole scheme is hereby committed to the persons (herein named before as petitioners) who shall take immediate steps for securing a suitable charter of incorporation, and shall be a Board of Trust with power to solicit and invest funds, appoint an agent or agents, andto do whatever else is necessary for the execution of this scheme.

Seventhly. That seven of the Board of Trustees and any meeting regularly called, shall constitute a quorum.

Eighthly. That provisions be made in the Charter for giving a fair representation in the management of the University to any annual conference hereafter cooperating with us.

Ninthly. That the Bishops of the Methodist Episcopal Church South be and are hereby requested to act as a Board of Supervision of the University or any of its departments, and jointly with the Board of Trust to elect officers and professors and prescribe the course of study and the plan of government."

And it further appearing to the Court that upon the filing of said petition, the Clerk and Master of this Court caused by an order at rules, the same to be advertised in pursuance of the statute in such cases made and prescribed, and it further appearing to the Court that no one has appeared, and made known any objection, to the granting of the prayer of the petition, and the Court upon inspection of the designs and object of the said corporation, finds nothing therein contained to be against public policy, or good morals or in conflict with the constitution and laws of the State or of the United States, is pleased to grant the prayer of the same, and doth hereby order adjudge and decree that the petitioners, be declared a body politic and corporate, under the name and style of "The Central University of the Methodist Episcopal Church South", and in that name may sue and be sued, plead and be impleaded in the Courts of this State or of the other States of the Union, or of the United States of America, may have a common Seal, which may be altered at pleasure, shall have perpetual succession, may solicit and

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receive subscriptions, donations, legacies and devises, may hold real estate and personal property in such amounts as the business of the corporation requires, and may receive the same by contract, gift, will or devise, and shall hold the same for the purposes of said incorporation, with all the lawful conditions imposed by the donor, may appoint such subordinate officers and agents and as the business of the corporation requires prescribe their duties, and fix their compensation, to make by laws not inconsistent with the laws of the land, orthis charter or the resolutions of the convention at Memphis as set out hereinbefore, which resolutions are hereby adopted as a part of this charter, but shall make all by-laws necessary and proper to carry out the objects or said resolutions as well as for the management of its property and the regulations of its affairs and may also have power to pass all by laws, necessary to the use of the powers herein given, or which by laws may hereafter be confirmed, and all said powers, rights and privileges, together with such others as are not herein especially given and referred to, are hereby conferred upon said corporation in as full, complete and ample manner as by the laws of the State, the same can or might be, and said corporation shall have the power to confer all the degrees of merit and honor usually conferred by Universities.

It is further decreed that petitioners pay the costs of this proceeding, and that the C & M issue to them a certified copy of this decree.

NATHANIEL BAXTER

JUDGE"

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SECRETARY OF STATE

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CERTIFICATE OF THE CLERK AND MASTER

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

BOOK 5462 PAGE 159

I, RAYMOND L. BARRETT, Clerk and Master of the Chancery Court of Davidson County, Tennessee, do hereby certify that the foregoing is a full, true and correct copy of the Decree entered the 6th day of August, 1872, in Minute Book W, Page 267, in the cause wherein The Central University of the Methodist Episcopal Church, Complainant and Ex Parte, Defendant File No. No number, as the same appears of record and now on file in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of said Court at my office in the Courthouse at Nashville, Tennessee, this the 11th day of June, 1979, and 203rd year of American Independance.

RAYMOND L. BARRETT,
CLERK AND MASTER

BY Dana Herrera
DEPUTY CLERK AND MASTER

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SECRETARY OF STATE

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BOOK 5462 PAGE 160

COPY OF DECREE - ENTERED IN MINUTE BOOK "X" PAGE 309 - ON JUNE 16,1873.

CENTRAL UNIVERSITY OF METHODIST EPISCOPAL CHURCH SOUTH,	)	
	(	IN THE CHANCERY COURT,
	)	DAVIDSON COUNTY,
	(	TENNESSEE.
vs.	)	
	(	
	)	
E X P A R T E:	(	

This matter came on this day to be heard before the Chancellor upon the petition heretofore filed, and publication of the matter thereof having heretofore been made according to the Statutes in such cases made and provided, the Court is pleased to order and decree that the name and style of the Central University of the Methodist Episcopal Church South, a corporation heretofore chartered under the constitution and laws of this State, as a University of learning, and with all the powers rights and privileges of such corporation as is now, given and conferred by the laws of the State of Tennessee, or may hereafter be given and conferred, be changed to the name and style of "The Vanderbilt University" by which name it shall hereafter be known, and sue andbe sued, hold and receive property, confer degrees and do any and all things, which by the present or future laws of Tennessee, it may be empowered to do. It is further decreed that all the rights of property, powers to contract, privileges, immunities and franchises, which heretofore by law under the decree of this Court were conferred upon the said corporation under the name and style of the Central University of the Methodist Episcopal Church South, and the property or rights thereof which have heretofore been secured to said corporation pass to "The Vanderbilt University" and its assigns and successors forever for the purposes of said corporation, and that it have power to pass by laws, resolutions etc., not inconsistent with the laws of the land, and to increase or diminish the number

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of its trustees and change the name of its schools and do and perform any and all acts allowable by law to corporations of learning. It is further decreed tha the said Vanderbilt University pay the costs of this proceeding for which a fifa issue.

Ordered that Court adjourn to Monday June 23, 1973.

W. F. Cooper, Chancellor

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CERTIFICATE OF THE CLERK AND MASTER

STATE OF TENNESSEE)

BOOK 5462 PAGE 162

COUNTY OF DAVIDSON)

I, RAYMOND L. BARRETT, Clerk and Master of the Chancery Court of Davidson County, Tennessee, do hereby certify that the foregoing is a full, true and correct copy of the Decree entered the 16th day of June, 1873, in Minute Book X, Page 309, in the cause wherein South Central University of Methodist Episcopal Church, Complainant and EX PARTE, Defendant File No. _____, as the same appears of record and now on file in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of said Court at my office in the Courthouse at Nashville, Tennessee, this the 13th day of June, 19 79, and 203rd year of American Independance.

RAYMOND L. BARRETT,
CLERK AND MASTER

BY _____
DEPUTY CLERK AND MASTER

1979 JUN 25 PM 3:00

State of Tennessee

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ARTICLES OF MERGER
and
PLAN OF MERGER
of
GEORGE PEABODY COLLEGE FOR TEACHERS
(a Tennessee Corporation)
and
THE VANDERBILT UNIVERSITY
(a Tennessee Corporation)
MERGING INTO A SINGLE CORPORATION
THE VANDERBILT UNIVERSITY
(a Tennessee Corporation)
AS THE SURVIVING AND CONTINUING
CORPORATION

RECEIVED FEE, $ 11.00

RECEIVED TAX, $ _____

TOTAL, $ 11.00

Gentry Crowell

Secretary of State.