

RESTATED ARTICLES OF INCORPORATION

THE CONSORTIUM FOR BELIZE EDUCATIONAL COOPERATION, INC.

ARTICLE I

The name of the corporation is THE CONSORTIUM FOR BELIZE EDUCATIONAL COOPERATION, INC.

ARTICLE II

The corporation is organized pursuant to the provisions of the Georgia non-profit Corporation Code.

ARTICLE III

The registered office of the corporation is 1526 N. Oak Street, Valdosta, Georgia 31698, U.S.A. (912-333-7410), and the registered agent is Dr. C. Tracy Harrington.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The purpose or purposes for which the corporation is organized are to perform educational activities within the meaning of Internal Revenue Code Section 501(c)(3). Specifically, the corporation is organized to expand the impact of educational ventures undertaken to address identified needs in Belize and to enhance the international dimensions of member institutions with the United States, Belize, and other countries. To accomplish these objectives, the corporation will focus on creating methods and vehicles for the following: the sharing of knowledge and information relative to the development of higher education in Belize; collaborating in research, teaching, curriculum and library development and other appropriate scholarly and educational activities; developing mechanisms that will facilitate the transfer of students; promoting faculty, staff, and student exchanges; supporting and encouraging staff, and faculty development for member institutions within Belize, the United States, and other countries; encouraging systematic and comprehensive planning of educational development efforts; assisting in the acquisition of resources required to meet expressed needs of higher educational development efforts; assisting in the acquisition of resources required to meet the expressed needs of the higher educational establishment in Belize; and soliciting funds to support these consortial activities.

ARTICLE VI

The corporation will be a member corporation and shall have such class or classes of members as provided in the by-laws of the corporation.

ARTICLE VII

The name and address of the incorporator is Vann Keith Parrott, 202 W. Screven Street, Post Office Box 329, Quitman, Georgia 31643.

ARTICLE VIII

The location and mailing address of the initial principal office of the corporation is 1526 N. Oak Street, Valdosta, Georgia 31698.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation.

This the 14th day of July, 1999.



C. Tracy Harrington, President

THE CONSORTIUM FOR BELIZE EDUCATIONAL CORPORATION

RESOLUTIONS 15 FEBRUARY 1999

The governing body of THE CONSORTIUM FOR BELIZE EDUCATIONAL CORPORATION, hereinafter referred to as COBEC, meeting in session duly constituted upon notice properly given, and a quorum being present, considers and conducts the following matters:

Whereas, on the effective date of 12 January 1999 COBEC was incorporated in the state of Georgia U.S.A. to conduct and further its goals and purposes as heretofore set forth in various and sundry corporate documents and materials; and

Whereas, it is the intention and purpose of COBEC to ratify and adopt the said Georgia incorporation and appropriate it as its regulating form henceforth by commencing to act thereunder.

THEREFORE, BE IT RESOLVED on motion duly made, seconded and approved by the appropriate governing body of COBEC that the incorporation of COBEC is ratified and adopted as its regulating form and entity henceforth; and

BE IT FURTHER RESOLVED on motion duly made and seconded and approved by the appropriate governing body of COBEC that the officers and other officials of the corporation as set forth in the attached list of officers were nominated and elected to serve until their successors are duly elected and assume office; and

BE IT FURTHER RESOLVED on motion duly made and seconded and approved by the appropriate governing body of COBEC that the corporation adopt and approve the provisions of its former By-laws, Resolutions and other various and sundry regulatory enactments by reference thereto and incorporation herein as if they were singularly and particularly enacted by COBEC as now constituted; and

BE IT FURTHER RESOLVED on motion duly made and seconded and approved by the appropriate governing body of COBEC that its Articles of Incorporation be and are hereby amended to change the official corporate name to The Consortium for Belize Educational Cooperation, Inc, and that the president is directed and authorized to take any and all necessary and appropriate steps to effectuate such amendment, including restating the corporate charter.

BE IT FURTHER RESOLVED on motion duly made and seconded and approved by the appropriate governing body of COBEC that its official registered office be designated as 1526 North Oak Street on the campus of Valdosta State University, Valdosta, Georgia 31698 U.S.A. (912-333-7410), and that the official registered agent of the corporation be designated as Dr. C. Tracy Harrington at such office, and the appropriate officers shall take all necessary steps to dissolve said existence under the appropriate laws, rules and regulations of the forum jurisdiction; and

BE IT FURTHER RESOLVED on motion duly made and seconded and approved by the appropriate governing body of COBEC that its former corporate existence by and is hereby terminated and disbanded, and the appropriate officers shall take all necessary steps to dissolve said existence under the appropriate laws, rules and regulations of the forum jurisdiction; and

CERTIFIED THIS THE 15th DAY OF February, 1999.

CARLOS CASTILLO
Chief Executive Officer

C. TRACY HARRINGTON
Chief Executive Officer

Attest:

CYNTHIA THOMPSON
Secretary

NOTICE OF CHANGE OF CORPORATE NAME

Notice is hereby given that articles of amendment which will change the name of The Consortium for Belize Educational Corporation to The Consortium for Belize Educational Cooperation, Inc. will be delivered to the Secretary of State for filing in accordance with the Georgia Business Corporation Code. The registered office of the corporation is located at 1526 N. Oak Street, Valdosta, Georgia 31698.

VERIFICATION OF REQUEST FOR PUBLICATION

The undersigned hereby certifies that he is the duly elected, qualified and acting Attorney for The Consortium for Belize Educational Corporation, a Georgia corporation (the "Corporation"), and further certifies, pursuant to § 14-2-1006.1 of the Georgia Business Corporation Code (the "Code") that:

I.

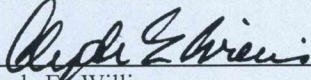
An amendment to the Articles of Incorporation of the Corporation changing the name of the Corporation to The Consortium for Belize Educational Cooperation, Inc. was duly adopted by the Corporation on 15 February 1999; and

II.

A request for publication of a notice of intent to files articles of amendment to change the name of the Corporation (as stated hereinabove) and payment therefor have been submitted to the Valdosta Daily Times, 201 N. Troup Street, Valdosta, Georgia as required by O.C.G.A. § 14-2-1006.1(b).

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this the 14th day of July, 1999.

The Consortium for Belize Educational Corporation


Clyde F. Willis
Suite 919,
2939 N. Oak St. Ext.
Valdosta, GA 31605-7627
912-293-0406

Date: Tue, 29 Jan 2002 15:37:43 -0500 (EST)
From: Tracy_Harrington <tharring@valdosta.edu>
To: Paul Huntsberger <phuntsbe@nmsu.edu>
Subject: Annual Registration of COBEC
Status:

Paul,

We have just done the annual registration of COBEC as a Georgia corporation. This is done online and takes only a couple of minutes, once a year.

We pay \$15. If you can send us a check for that amount, I'd appreciate it.

If you want to check out the form online, go to www.georgiacorporations.org and click on "Online Annual Registration" They'll ask for our entity control number, which is K901718

Thought you might want to see how we how registered.

Tracy

Dr. Tracy Harrington, Director
Center for International Programs
Valdosta State University 31698 USA
PH 229-333-7410
FX 229-245-3849



TEXAS COMPTROLLER OF PUBLIC ACCOUNTS
CAROLE KEETON RYLANDER • COMPTROLLER • AUSTIN, TEXAS 78774

CERTIFICATION OF ACCOUNT STATUS

THE STATE OF TEXAS

COUNTY OF TRAVIS

I, Carole Keeton Rylander, Comptroller of Public Accounts of the State of Texas, DO
HEREBY CERTIFY that according to the records of this office

THE CONSORTIUM FOR BELIZE EDUCATIONAL COOPERATION

is, as of this date, in good standing with this office having no franchise tax reports or
payments due at this time.

This certificate is valid through the date that the next franchise tax report will be due
12-31-1999.

This certificate is valid for the purpose of conversion when the converted entity is subject
to franchise tax as required by law.

This certificate is not valid for the purpose of dissolution, merger or withdrawal.

GIVEN UNDER MY HAND AND SEAL
OF OFFICE in the City of Austin,
this 16th day of July, 1999 A.D.

A handwritten signature in cursive script that reads "Carole Keeton Rylander".

CAROLE KEETON RYLANDER
Comptroller of Public Accounts

Charter/COA NO.: 012400883-1
Form 05-304 (Rev. 9-97/9)

Clyde E. Willis

Office of International Programs
1526 North Oak Street
Valdosta, Georgia 31698

July 16, 1999

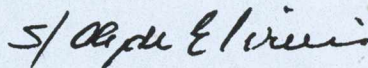
Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697

Re: Dissolution
Consortium for Belize Educational Cooperation

Enclosed are two original Articles of Dissolution for THE CONSORTIUM FOR BELIZE EDUCATIONAL COOPERATION, Certification of Account Status from the Texas Comptroller of Public Accounts, and my draft number 1822 in the amount of \$5 to cover the filing fee.

Thank you for processing this matter.

Sincerely,



Clyde E. Willis
Attorney for the Corporation

Enclosures (3)

cc: Dr. C. Tracy Harrington



**ARTICLES OF DISSOLUTION
NON-PROFIT CORPORATION**

Pursuant to the provisions of article 6.05 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following articles of dissolution. Said dissolution to become effective upon filing.

1. The name of the corporation is The Consortium for Belize Educational Cooperation.
2. The charter number of the corporation is 012400883-1
3. A resolution to dissolve was adopted in the following manner: (Check the applicable statement below.)
 - A. A resolution to dissolve was adopted at a meeting of members held on 15 February, 19 99, at which a quorum was present, and the resolution to dissolve received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.
 - B. A resolution to dissolve was adopted by consent in writing by all members entitled to vote with respect thereto.
 - C. A resolution to dissolve was adopted at a meeting of directors held on _____, 19 ____, and received the votes of a majority of the directors in office, there being no members having voting rights in respect thereof.

Check either A or B in items 4, 5, and 6 below:

4. A. All debts, obligations and liabilities of the corporation have been paid and discharged or adequate provision has been made therefor.
OR B. The corporation's property and assets were not sufficient to satisfy and discharge all its liabilities and obligations. All the property and assets have been applied so far as they would go to the payment thereof in a just and equitable manner and no property or assets remain available for distribution among its members.
5. A. All remaining property and assets of the corporation have been transferred, conveyed or distributed in accordance with the provisions of the Texas Non-Profit Corporation Act.
OR B. The assets of the corporation were received and held subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution and the assets were distributed in accordance with the attached plan of distribution: (Attach a copy of the plan of distribution.)

6. A. X There are no suits pending against the corporation in any court.
- OR B. Adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending suit.

C. Tracy Harrington, President

INSTRUCTIONS

1. Submit two copies of the articles of dissolution. We will place one document on record and return a file stamped copy to you for your files. The documents must be signed by an authorized officer of the corporation. Prior to signing, please read the statements on this form carefully. A person commits an offense under the Texas Business Corporation Act, the Texas Limited Liability Company Act or the Texas Non-Profit Corporation Act if the person signs a document the person knows is false in any material respect with the intent that the document be delivered to the secretary of state for filing. The offense is a Class A misdemeanor.
2. Attach \$5.00 remittance for the filing fee for the articles of dissolution. The check should be made payable to the secretary of state.
3. Two copies of the form along with the filing fee should be mailed to the address shown in the heading of this form. The delivery address is James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. We will place one document on record and return a file stamped copy. The telephone number is (512) 463-5555, TDD: (800) 735-2989, FAX: (512) 463-5709.
4. Under article 10.07 of the Texas Non-Profit Corporation Act, a non-profit corporation may choose to make the filing of certain documents effective as of a date within 90 days of the date of submission. This can be accomplished either by stating a future date or describing a future event within the document submitted for filing. Please refer to article 10.07 of the Texas Non-Profit Corporation Act for the specific requirements necessary for filing documents with a future effective date.

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Carole Keeton Rylander
Texas Comptroller of Public Accounts

Texas Taxes / Certification of Account Status



Franchise Tax Certification of Account Status

Return to: [New Corporation Search](#) | [Corporation Search Results](#)

To generate a certificate suitable for filing with the Secretary of State,
click Letter of Corporate Standing and use your browser print function.
(Certificates for 6.06 dissolution are NOT available through this Web site at this time.)

Letter of Corporate Standing

Officers and Directors Information

Company Information	THE CONSORTIUM FOR BELIZE EDUCATIONAL COOPERATION PAUL HUNTSBERGER 1029 HICKORY DR LAS CRUCES, NM 88005
Status	CORPORATION IS IN GOOD STANDING NOT FOR MERG/WITHDRAWAL THROUGH 12-31-1999
Registered Agent	OTIS H KING 3100 CLEBURNE HOUSTON, TX 77004
State of Incorporation	TX
Charter/COA Number	012400883-1
Charter/COA Date	08-07-1992
Charter/COA Type	DOMESTIC NON-PROFI
Corporate Status	ACTIVE
Corporate Date	08-21-1996
Next Report Due	2000 ON 05-16-2000

Clyde E. Willis

Office of International Programs
1526 North Oak Street
Valdosta, Georgia 31698

July 16, 1999

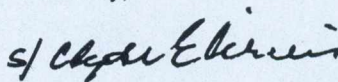
Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

Re: Change of Name
Consortium for Belize Educational Corporation

Enclosed is a Verification of Request for Publication and the Notice of Change of Corporate Name regarding the above mentioned corporation (henceforth to be THE CONSORTIUM FOR BELIZE EDUCATIONAL COOPERATION, INC.) together with my draft number 1821 in the amount of \$20 to cover the filing fee.

Thank you for processing this matter.

Sincerely,



Clyde E. Willis
Attorney for the Corporation

Enclosures (2)

cc: Dr. C. Tracy Harrington

were. The corporation had to file formal amendments and have the change advertised in the newspaper.

- **Notice of Change of Corporate name and Verification of Request for Publication** along with my transmittal letter to the Georgia Secretary of State, and a receipt from the Valdosta Daily Times indicating submission of the notice for publication. The publication will run on July 16 and 23, 1999, and when you receive a confirmation of that please file it with the notice and verification.
- **Restated Articles of Incorporation** for THE CONSORTIUM FOR BELIZE EDUCATIONAL COOPERATION, INC. which should be signed by you and placed in the official corporate record book.
- Articles of Dissolution to be filed with the Texas Secretary of State along with a copy of a Certificate of Account Status from the Texas Comptroller of Public Accounts, and my transmittal letter. These originals need to be signed by you and forwarded to the Texas Secretary of State along with my draft covering the filing fee.

You should receive the appropriate return records from the various filing offices in due time. Please file these with the corporate records.

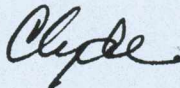
This should complete the Georgia organizational effort and the Texas dissolution. There will be no further tax filings in Texas, and you will receive the necessary filings at your office a per Georgia's requirements.

Again, I apologize for the excessive amount of time this matter consumed, not to mention your patience, for which I am grateful. I do, nonetheless, want to thank you for allowing me to be of service (albeit nothing to brag about) to you and your program, both being greatly important to me for what you have done while I was at V.S.U.

Now, if there are further matters that need tending or glitches that need correcting, please contact me at the address on the letterhead so I may complete the project. I will advise you of my e-mail address as soon as I have one at M.T.S.U.

Best wishes to you, your health and your program.

Sincerely,



Enclosures (9)

Clyde E. Willis

Apt. E-6
2160 North Thompson Lane
Murfreesboro, Tennessee 37129
Home Telephone: 615-907-3473
Office Telephone: 615-898-2708
Facsimile Number: 615-898-5460

July 16, 1999

Dr. C. Tracy Harrington, Director
INTERNATIONAL PROGRAMS
Valdosta State University
1526 North Oak Street
Valdosta, Georgia 31698

Re: The Consortium for Belize Educational Cooperation

Dear Tracy:

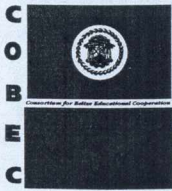
Following is a summary of events and pertinent documents, some original, some copies of filings made with the Secretaries of State in Georgia and Texas.

I want to personally apologize for the inordinate amount of time this has taken. I will not bore you with the particulars, and I take full responsibility in any event. I sincerely hope it has not caused you a great deal of consternation, though I surely know it must have caused you considerable aggravation.

Following is a list of documentary enclosures with appropriate explanation and clarification:

- **Resolutions adopted at COBEC's annual meeting** this past winter¹, which authorize:
 - Dissolving the Texas corporation;
 - Accepting of the Georgia incorporation;
 - Designating C. Tracy Harrington as the corporate agent; and
 - Amending the articles to change the corporate name. The name was an error based mainly on the influence that the Georgia requirement of having either "corporation," "incorporation," or "inc." in the corporate name. Though it was such a simple matter, procedure did not permit me to simply "re-do," as it

¹If the date is incorrect, it is a technicality that will make no substantive difference.



July 7, 2000

James Earl Rudder Office Building
1019 Brazos
Austin, Texas 78701

Dear Sirs:

FYI

It has come to my attention that the Consortium for Belize Educational Cooperation was not dissolved as requested by letter July 16, 1999 because our status has been forfeited.

Enclosed is Form 802 Article 1396-9.01 Report that lists current officers and seeks reinstatement of the consortium status in Texas. Attached is a check for \$25.00 made out to the Secretary of State to cover the filing fee for reinstatement.

Enclosed also is Form 603 Articles of Dissolution Non-Profit Corporation. This is submitted to dissolve the corporation after reinstatement. Attached is a check for \$5.00 to cover the filing fee.

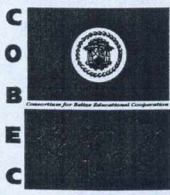
It is my understanding that the completion of these two forms will accomplish reinstatement and dissolution. The corporation is now registered in the State of Georgia.

If there are any questions or concerns, please contact me at the address listed below, or call 505-646-4736.

Sincerely,

Dr. Paul E. Huntsberger, Treasurer
COBEC
1029 Hickory Drive
Las Cruces, NM 88005

cc. Otis King, 3100 Cleburne, Houston, TX 77004
Keith Meiser, CSU, 201 Adm. Bldg., Fort Collins, CO 80523



July 7, 2000

Comptroller of Public Accounts,
111 E. 17th St.,
Austin, TX 78774-0100

FYI

Dear Sirs:

I am enclosing forms 05-141 Texas Franchise No Tax Due Information Report and Form 05-102, Texas Franchise Tax Public Information Report.

These are being sent in late because I believed that the corporation had been dissolved back in July 1999, when the corporation was registered in Georgia. However, I found out today that the corporation's status had been forfeited, not dissolved, because our Texas agent had not submitted the proper report listing current officers.

I have attached a copy of the letter and the forms sent to the Secretary of State requesting reinstatement and then dissolution. I trust this will stop the sending of the Texas Franchise Tax forms to me. Thank you.

Dr. Paul E. Huntsberger
COBEC Treasurer
1029 Hickory Drive
Las Cruces, NM 88005

cc. Otis King, 3100 Cleburne, Houston, TX 77004
Keith Meiser, CSU, 201 Adm. Bldg., Fort Collins, CO 80523



CATHY COX
Secretary of State

STATE OF GEORGIA
2000 CORPORATION ANNUAL REGISTRATION

CORPORATIONS DIVISION
P. O. Box 105607
Atlanta, Georgia 30348-5607

WARREN H. RARY
Director

Man led
3/20/2000

CORPORATION NO.

K901718

Information on record as of: 01/18/2000

THE CONSORTIUM FOR BELIZE EDUCATIONAL
1526 N. OAK ST.
VALDOSTA GA 31698

Registered agent:

C TRACY HARRINGTON
1526 N OAK ST
VALDOSTA GA 31698

AMOUNT DUE:

\$15.00

MAKE CHECK PAYABLE TO:
"SECRETARY OF STATE"

NEW THIS YEAR - RENEW ONLINE!!!

Registrations may be filed via the Internet at our web site, <http://www.sos.state.ga.us/corporations>. Click "Renew Online." Payment may be made by credit card or GeorgiaNet account.

1. The Annual Registration is due by **April 1, 2000**. Corporations that do not file are subject to **administrative dissolution/revocation**.
2. Verify information at web address above or as printed below. If correct and complete, file registration online or detach coupon below and return to above address along with appropriate fee. If changes are necessary, enter and file online or enter on coupon below and return to above address along with appropriate fee.
3. Allow one business day for processing of registrations filed online. Allow 3 to 4 weeks for processing of registrations received by mail. **Choose only one filing method.**

Visit our web site for more information on annual registrations, including answers to frequently asked questions! Or, call our Customer Service Group at (404) 656-2817.

REVIEW, UPDATE AND FILE INFORMATION ONLINE. OR, REVIEW AND UPDATE INFORMATION ON FORM BELOW AND DETACH AND MAIL WITH PAYMENT TO ABOVE ADDRESS. FILE ONLY ONCE.

BR201 (12-99) 2000 CORPORATION ANNUAL REGISTRATION

ADDRESS	CITY	STATE	ZIP
THE CONSORTIUM FOR BELIZE EDUCATIONAL CO 1526 N. OAK ST. OPERATION, INC.	VALDOSTA	GA	31698

PRINCIPAL OFFICERS AND REGISTERED AGENT (AGT)

CEO:	C TRACY HARRINGTON	1526 N OAK ST	VALDOSTA	GA	31698
CFO:	CARLOS CASTILLO	1526 N OAK ST	VALDOSTA	GA	31698
SEC:	CYNTHIA THOMPSON	1526 N OAK ST	VALDOSTA	GA	31698
AGT:	C TRACY HARRINGTON	1526 N OAK ST	VALDOSTA	GA	31698

IF ABOVE INFORMATION HAS CHANGED, TYPE OR PRINT CORRECTIONS BELOW:

CORPORATION ADDR:				
CEO:				
CFO:	PAUL HUNTSBERGER	1526 N OAK ST	VALDOSTA	GA 31698
SEC:	ADRIAN LEIVA	1526 N OAK ST	VALDOSTA	GA 31698
AGT:		P. O. BOX NOT ACCEPTABLE		GA

I HEREBY CERTIFY THAT I AM AUTHORIZED TO SIGN THIS FORM AND THAT THE INFORMATION IS TRUE AND CORRECT.

AUTHORIZED SIGNATURE: *C Tracy Harrington* DATE: 3/27/00
TITLE: Director PHONE #: 912-333-7410

*FEIN:***** ENTER HERE==>

FEIN 58-2529121

COUNTY OF REGISTERED OFFICE: LOWNDES

FEIN CORRECTION:
COUNTY CHANGE OR CORRECTION:

FEE: \$15.00 GA 1/12/99 DN K901718



00K901718001500CONSORTIUMFORBELIZEE

ARTICLES OF INCORPORATION

FILED
In the Office of the
Secretary of State of Texas

OF

AUG 07 1992

THE CONSORTIUM FOR BELIZE EDUCATIONAL ^{Corporations Section}

COOPERATION

We, the undersigned natural persons over the age of eighteen (18), acting as incorporators, adopt the following Articles of Incorporation of The Consortium for Belize Educational Cooperation (referred to as the "Corporation") under the Texas Non-Profit Corporation Act (referred to as the "Act"):

ARTICLE 1

NAME

The name of the Corporation is The Consortium for Belize Educational Cooperation.

ARTICLE 2

NONPROFIT CORPORATION

The Corporation is a nonprofit corporation. Upon dissolution, all of the Corporation's assets shall be distributed to the State of Texas or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes that are exempt under the Texas franchise tax. The Corporation shall be the successor to an unincorporated educational association named The Consortium for Belizean Educational Cooperation and located in Belize City, Belize. The incorporators have been authorized to execute these Articles of Incorporation by the consent of a majority of the members of the unincorporated association.

ARTICLE 3

DURATION

The existence of the Corporation shall be perpetual.

ARTICLE 4

PURPOSES

The purposes for which the Corporation is organized are to perform educational activities within the meaning of Internal Revenue Code Section 501(c)(3) and Texas Tax Code Section 11.18(c)(1). Specifically, the Corporation is organized to expand the impact of educational ventures undertaken to address identified needs in Belize and to enhance the international dimensions of member institutions within the United States, Belize, and other countries. To accomplish these objectives, the Corporation will focus on creating methods and vehicles for the following: the sharing of knowledge and information relative to the development of higher education in Belize; collaborating in research, teaching, curriculum and library development, and other appropriate scholarly and educational activities; developing mechanisms that will facilitate the transfer of students; promoting faculty, staff, and student exchanges; supporting and encouraging staff and faculty development for member institutions within Belize, the United States, and other countries; encouraging systematic and comprehensive planning of educational development efforts; assisting in the acquisition of resources required to meet expressed needs of the higher education establishment in Belize; and soliciting funds to support these consorsial activities.

government agencies and instrumentalities.

8. Acquire, own, hold, mortgage, dispose of, and invest funds in property for the use and benefit of and under the discretion of any domestic or foreign convention, conference, or association with which the Corporation is affiliated, or which elects the Board of Directors, or which controls it in furtherance of the purposes of the convention, conference, or association.

9. Sell, convey, exchange, convert, grant an option, assign, build, manage, operate, control, or otherwise dispose of Corporation property.

10. Borrow money on behalf of the Corporation from any person, firm, or corporation for any Corporation purpose.

11. Make contracts, incur liabilities, issue notes, bonds or other obligations, and secure obligations by mortgage and pledge of Corporation property, franchises, and income.

12. Employ an attorney, investment adviser, accountant, broker, tax specialist, or any other agent, and pay reasonable compensation for all services performed by and of them as a Corporation expense.

13. Make donations for the public welfare, or charitable, scientific, or educational purposes.

14. Cease the Corporation's activities and terminate its existence by voluntary dissolution.

15. Do all acts, take part in any proceedings, and exercise all rights and privileges as could an absolute owner of Corporation property, subject to the limitations expressly stated in these Articles of Incorporation. The enumeration of powers in these Articles of Incorporation shall not limit the general or implied powers of the Corporation or any additional powers provided by law.

ARTICLE 5

POWERS

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The Corporation may pay reasonable compensation to directors, or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth above. Subject to the limitations in these Articles of Incorporation, the Corporation shall have the authority to take any action it deems to be necessary, appropriate, or convenient pertaining to the management of the Corporation, including, but not limited to, the powers to:

1. Have succession to its corporate name.
2. Make and alter bylaws.
3. Conduct affairs, carry on operations, and have offices anywhere in the world.
4. Have and alter a corporate seal, and use the seal by having it or a facsimile to be impressed on, affixed to, or reproduced in any manner on instruments required to be executed by the Corporation's officers.
5. Purchase, receive, lease, or otherwise acquire, own, hold, improve, use or otherwise deal in any interest in real or personal property wherever situated.
6. Invest and reinvest in property that the Board of Directors deems advisable, including an option to acquire an asset.
7. Purchase, receive, subscribe for, acquire, own, hold, vote, employ, mortgage, lend, pledge, sell, dispose of, or otherwise use and deal in and with shares, interest, and obligations of other corporations, whether for profit or not for profit, associations, partnerships, individuals, and

ARTICLE 6

RESTRICTIONS AND REQUIREMENTS

The Corporation shall not pay dividends or other corporate income to its members, directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. The Corporation shall have no power to take any action which would be inconsistent with the requirements for receiving tax deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.

2. Serve a private interest other than one that is clearly incidental to an overriding public interest.

3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.

4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.

5. Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and

related regulations, rulings, and procedures.

6. Distribute its assets on dissolution other than for one or more exempt purposes; on dissolution, the Corporation's assets shall be distributed to the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.

7. Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual.

8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt, purposes.

9. The Corporation shall make distributions at such times and in such manners as to avoid the tax under Internal Revenue Code Section 4942. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d). The Corporation shall not retain excess business holdings as defined in Section 4943(c). The Corporation shall not make any investments that would subject it to the tax described in Section 4944. The Corporation shall not make any taxable expenditures as defined in Section 4944.

ARTICLE 7

MEMBERSHIP

The Corporation shall have such class or classes of members as provided in the bylaws of the Corporation.

ARTICLE 8

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 3100 Cleburne, Houston, Texas 77004. The name

of the initial registered agent at this office is Otis H. King.

ARTICLE 9

BOARD OF DIRECTORS

The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors (referred to as the "Board of Directors") shall be provided in the bylaws. The initial Board of Directors shall consist of three (3) persons. The number of directors may be increased or decreased by adoption or amendment of bylaws. The initial Board of Directors shall consist of the following persons at the following addresses:

Tracy Harrington

Valdosta State College
Valdosta, GA 31698

Cynthia Thompson

P.O. Box 579
Belize City, Belize
Central America

Alvaro Rosado

P.O. Box 990
Belize City, Belize
Central America

ARTICLE 10

LIMITATION ON LIABILITY OF DIRECTORS

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Texas.

ARTICLE 11

INDEMNIFICATION

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a

director or other person related to the Corporation as provided by the provisions in the Act governing indemnification. As provided in the bylaws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, members or others related to the Corporation.

ARTICLE 12

CONSTRUCTION

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE 13

INCORPORATORS

The name and street address of each incorporator is:

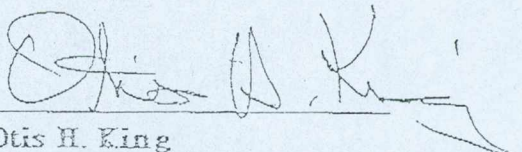
Otis H. King

3732 Parkwood
Houston, Texas 77021

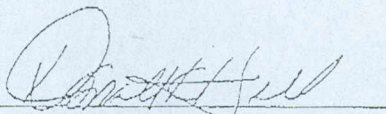
Donald K. Hill

5324 Calhoun Rd.
Houston, Texas 77021

We execute these Articles of Incorporations on this 30th
day of June 1992.



Otis H. King



Donald K. Hill