The State of South Carolina

EXECUTIVE DEPARTMENT

CERTIFICATE OF INCORPORATION

BY THE SECRETARY OF STATE

WHEREAS, Gary A. Shumadell, 110 Daniel Drive, Clemson, SC 29634
Dorothy H. Burchfield, 110 Daniel Drive, Clemson, SC 29634

two or more of the officers or agents appointed to supervise or manage the affairs of

CLEMSON UNIVERSITY REAL ESTATE FOUNDATION, INC.,

which has been duly and regularly organized, did on the 29th day of

November, A.D. 1990, file with Secretary of State a written declaration setting forth:

That, at a meeting of the aforementioned organization held pursuant to the by-laws or regulations of the said organization, they were authorized and directed to apply for incorporation.

That, the said organization holds, or desires to hold property in common for Religious, Educational, Social, Paternal, Charitable or other non-commercial purpose, or any two or more of said purposes, and is not organized for the purpose of profit or gain in the members, otherwise than as above stated, nor for the insurance of life, health, accident or property, and that three days' notice in the Pickens Sentinel, a newspaper published in the County of

Pickens

has been given that the aforesaid Declaration would be filed.

And whereas, said Designators and Petitioners further declared and affirmed:

FIRST: Their names and residences are as above given.

SECOND: The name of the proposed Corporation is CLEMSON UNIVERSITY REAL ESTATE FOUNDATION, INC.

THIRD: The place at which it proposes to have its headquarters or be located is

110 Daniel Drive
Clemson, SC

FOURTH: The purpose of the said proposed Corporation is

SEE ATTACHED

FIFTH: The names and residences of all Managers, Trustees, Directors or other officers are as follows:

Carolyn W. Greul 207 Middle Gate Rd., Myrtle Beach, SC Director
William B. Sturgis 209 Wilmington Rd., Greenville, SC Director
B. G. Woodham, Jr. 204 Marion St., Tryon, SC Director
William A. Hudson 135 Fernbrook Circle, Spartanburg, SC Director

SIXTH: That they desire to be incorporated in perpetuity.

Now, therefore, I, JOHN T. CAMPBELL, Secretary of State, by virtue of the authority in me vested, by Chapter 31, Title 33, Code of 1976 and Acts amendatory thereof, do hereby declare the said organization to be a body politic and corporate, with all the rights, powers, privileges and immunities, and subject to all the limitations and liabilities, conferred by said Chapter 31, Title 33, Code of 1976 and Acts amendatory thereof.

GIVEN under my hand and the seal of the State, at Columbia, this 29th day of November in the year of our Lord one thousand nine hundred and ninety and in the two hundred and fifteenth year of the Independence of the United States of America.

John T. Campbell
Secretary of State
ATTACHMENT A TO DECLARATION AND PETITION FOR INCORPORATION
OF
CLEMSON UNIVERSITY REAL ESTATE FOUNDATION, INC.

Fourth:

(a) The Corporation is organized and shall be operated exclusively for educational, charitable and scientific purposes within the meaning of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended or re-enacted, or any corresponding section of any future Federal tax code ("Code"). The Corporation shall be organized and operated exclusively to solicit, receive, hold, invest and administer cash and property, real, personal, tangible or intangible, or mixed, and to make expenditures, grants or contributions to or for the benefit of Clemson University and/or the Clemson University Foundation.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any private person(s), 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 Paragraph (a) hereof and the Bylaws. No carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or become disproportionately involved in, any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of this Declaration and Petition, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or by a corporation, contributions to which are deductible under Sections 170(c)(2), 2106, 2522 and 2055 of the Code.

(c) Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed to the Clemson University Foundation if it is then an organization exempt under Section 501(c)(3) of the Code; or if that organization is not so exempt, to one or more organizations which are nonprofit organizations exempt from Federal income tax Code Sections 501(c)(3), or corresponding or to a State, or a political subdivision thereof, for an exclusively public purpose, as the Board of Directors may direct. Any such assets not so distributed shall be disposed of by the Court of Common Pleas 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.