

BETA GAMMA SIGMA, INC.

ARTICLES OF INCORPORATION

ARTICLE ONE

Section 1. The name of the corporation is BETA GAMMA SIGMA, INC.

Section 2. The period of duration of the corporation is perpetual.

Section 3. The address of its initial Registered Office in the State of Missouri is 605 Old Ballas Road, Suite 200, St. Louis, Missouri 63141; and the name of its initial Registered Agent at said address is James A. Viehland.

ARTICLE TWO

The purposes for which the corporation is organized are to encourage and reward scholarship and accomplishment among students of business and administration, to promote the advancement of education in the art and science of business, and to foster integrity in the conduct of business operations. The corporation is organized exclusively for charitable and educational purposes, and is the successor entity to BETA GAMMA SIGMA, a national honor society.

ARTICLE THREE

Section 1. The membership of the corporation is composed of those persons of high scholarship and good moral character who are enrolled in subject matter areas within the purview of accreditation by AACSB International – The Association to Advance Collegiate Schools of Business (AACSB International), and such other persons as shall be provided in the Bylaws.

Section 2. The classes and conditions for membership in the corporation shall be provided in the Bylaws.

Section 3. The Board of Directors is empowered to grant a charter for a Beta Gamma Sigma chapter to any college, school or program of business which is accredited by AACSB International, and which makes formal application for a collegiate chapter under the procedures set forth in the Bylaws. The Board of Directors may also grant charters to alumni chapters under the procedures set forth in the Bylaws. The Board of Directors is empowered to grant a charter for a non-Beta Gamma Sigma honor society chapter to any college, school or program of business in accordance with the governing documents for that honor society and the procedures set forth in the Bylaws and Board Policy Manual of Beta Gamma Sigma.

Section 4. Individual members shall not be permitted to vote on any matters, affairs or business of the corporation unless (1) they are authorized delegates of an active chapter attending a convention or meeting of the corporation voting for the election of directors or such other matters as submitted to such a meeting by the directors, or (2) they are a duly elected director of the corporation. No members shall be authorized to vote on any amendments to these Articles of Incorporation unless they are a duly elected director of the corporation.

ARTICLE FOUR

The Board of Directors shall be not less than three (3) in number; and subject to such limitation, the number of directors shall be fixed by the Bylaws. The number of directors may be increased or decreased from time to time by an amendment to the Bylaws. The selection and terms of the directors shall be provided in the Bylaws,

and directors need not be residents of the State of Missouri. The first Board of Directors shall be nineteen (19) in number, and their names and addresses are set forth in Exhibit "A" attached hereto and made a part hereof.

ARTICLE FIVE

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 Two. The corporation shall continue to conduct its charitable and educational purposes in such a manner that it shall not be considered to be private foundation as that term is defined in Section 509 of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Laws). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise provided in Section 501 (h) and Section 4911 of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Laws), and the corporation shall not participate in, or intervene in (including the publishing 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 provisions of any future United States Internal Revenue Laws) 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 provisions of any future United States Internal Revenue Laws).

ARTICLE SIX

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 provisions of any future United States Internal Revenue Laws), as the Board of Directors shall determine.

ARTICLE SEVEN

These Articles of Incorporation may be amended by the adoption of an amendment at a meeting of the Board of Directors upon receiving the vote of a majority of the directors in office.