BOOK 198 PAGE 1

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

CHICKASAW COMMUNITY AND SERVICES, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 1st day of September A. D., 1972.

William L. Waller

Governor

By the Governor

Heber Ladner

Secretary of State

R E S O L U T I O N

WHEREAS, the CHICKASAW COMMUNITY AND SERVICES ASSOCIATION of Chickasaw County, Mississippi, is desirous by two-thirds (2/3) of the members of said organization to incorporate;

NOW, THEREFORE, BE IT RESOLVED, that

Troy P. Norris, Derwood McCullough, and James R. Billingsley, who are members of this organization in good standing, be and they are hereby authorized as Incorporators to take such steps as may be necessary to organize a non-profit corporation without stock and not for profit under the laws of the State of Mississippi, as amended, which will continue in corporate form, known as "Chickasaw Community and Services, Inc.", of Chickasaw County, Mississippi, with all the present rights and privileges, and

BE IT FURTHER RESOLVED, that the above named members are authorized and directed forthwith to incorporate under the laws of the State of Mississippi, as amended.

CERTIFICATE

I hereby certify that the foregoing Resolution was adopted by at least two-thirds (2/3) of the active and privilege members present at a meeting on the _____ day of _____, 1971, at which time a quorum was present and that notice of this proposed action was given the membership at least two months in advance.

_____
Secretary

Attest:

_____

THE CHARTER OF INCORPORATION OF CHICKASAW COMMUNITY AND SERVICES, INC.

1. The corporate title of said company is: Chickasaw Community and Services, Inc.

2. The names of the incorporators are: Derwood McCullough, Troy Norris, and James R. Billingsley

Name	Street & No.	City	State
Derwood McCullough	Jackson St., Hwy. 15	Houston,	Mississippi
Troy Norris	Pinecrest Road	Corinth,	Mississippi
James R. Billingsley	Box 60, Route 6	Corinth,	Mississippi

All of the above listed incorporators are adult resident citizens of the State of Mississippi.

3. The domicile of the corporation is at Houston, Mississippi, Jackson Street, Highway 15.

4. This corporation is a non-profit, non-share corporation and is organized pursuant to House Bill #1335 of the 1968 Regular Session of the Legislature of the State of Mississippi, and is a civic improvement corporation. This corporation shall not have capital stock. It shall be composed of members rather than shareholders. The conditions and regulations of membership and the rights or other privileges of the classes of members shall be determined and fixed by the By-Laws.

5. The period of existence shall be perpetual.

6. The objects and purposes to be transacted and carried on are to promote the general social welfare of the community and for that purpose:

to acquire, construct, provide, and operate rental housing and related facilities suited to the special needs and living requirements of elderly rural residents of low or moderate income or other rural residents of low income, without regard to race, color, creed, or national origin;

to acquire, improve, and operate any real or personal property or interest or rights therein or appurtenant thereto;

to sell, convey, assign, mortgage, or lease any real and personal property;

to borrow money and to execute such evidence of indebtedness and such contracts, agreements, and instruments as may be necessary, and to execute and deliver any mortgage, deed of trust, assignment of income, or other security instrument in connection therewith; and

to do all things necessary, appropriate, and convenient for carrying out and exercising the foregoing purposes and powers.

Within ten (10) days after the issuance of the Certificate of Incorporation, the members of said corporation shall hold an organizational meeting for the purpose of accepting the Charter of Incorporation, adopting By-Laws, and electing directors and officers.

In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property, and assets of the corporation shall go and be distributed to one or more such nonprofit corporations or municipal corporations as may be selected by the Board of Directors of this corporation to be used for, and devoted to, the purpose of carrying on a nonprofit housing project for such rural residents or other purpose to promote the general social welfare of the community. In no event shall any of the assets or property in the event of the dissolution thereof, go or be distributed to members, either for the reimbursement of any sum subscribed, donated, or contributed by such members, or for any other purpose; provided that, nothing herein shall prohibit the corporation from paying its just debts.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors. Expulsion shall be the only remedy for non-payment of dues.

The balance, if any, of all money received by the corporation from its operations, after payment in full of all operating expenses, debts, and obligations of the corporation of whatsoever kind and nature as they become due, shall be used to make advance payments on any loans owed by the corporation, to lower the lease-rental charge to occupants of the housing, to provide additional housing and related facilities, or for some related purpose.

Signatures:

Troy P. Norris

Derwood McCullough

James R. Billingsley

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
COUNTY OF ALCORN

This day personally appeared before me, the undersigned authority Troy P. Norris and James R. Billingsley, incorporators of the corporation known as the Chickasaw Community and Services, Inc., who acknowledged that they signed and executed the above and foregoing articles of incorporation as their act and deed on this the 14th day of August, 1972.

Notary Public

My Commission Expires:

My Commission Expires Feb. 10, 1973

BOOK 198 PAGE 6

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF

This day personally appeared before me, the undersigned authority Derwood McCullough, incorporator of the corporation known as the Chickasaw Community and Services, Inc., who acknowledged that he signed and executed the above and foregoing articles of incorporation as his act and deed on this the 9th day of August, 1972.

Hoe N. Allen, Jr
Notary Public

My Commission Expires:
Jan 5, 1976

Circuit clerk Chickasaw
County Mississippi

Received at the office of the Secretary of State, this the 31st day of August

A. D., 1972, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
SECRETARY OF STATE.

Jackson, Miss.,

Aug. 31, 1972

I have examined this Application for A Charter of incorporation, and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

A. F. Summer
ATTORNEY GENERAL.

By George M. Irwin
Special Assistant Attorney General.

BOOK 198 PAGE 8

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

BOLIVAR COUNTY SENIOR CITIZENS PROGRAM, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 1st day of September A. D., 1972.

William V. Waller

Governor

By the Governor

Heber Ladner

Secretary of State

CERTIFIED COPY OF RESOLUTION ADOPTED BY BOLIVAR COUNTY SENIOR CITIZENS PROGRAM BOOK 198 PAGE 9
AT MEETING HELD ON August 11, , 1972,
AUTHORIZING AND DIRECTING INCORPORATION OF
BOLIVAR COUNTY SENIOR CITIZENS PROGRAM, INC.

WHEREAS, Bolivar County Senior Citizens Program is now a voluntary and non-profit, unincorporated organization composed of persons who have associated themselves together for the purpose of sponsoring and encouraging charitable, civic, and educational work, and;

WHEREAS, after thorough investigation and discussion in meeting assembled, this organization finds that incorporation will entitle said organization to financial, organizational, and other advantages not now enjoyed, and will facilitate the accomplishment of the purposes of the organization; and

WHEREAS, the members of this organization further find that the organization should be incorporated forthwith as a non-profit corporation under and by virtue of the laws of the State of Mississippi;

NOW, THEREFORE, BE IT RESOLVED by Bolivar County Senior Citizens Program, in meeting assembled, that:

Section 1. Mrs. Viola Wilson, Sister M. Benedict Dorey and Mr. Frank Edwards are hereby authorized and directed to proceed forthwith to take all actions and do all things necessary to incorporate Bolivar County Senior Citizens Program, a non-profit corporation under the laws of the State of Mississippi, and to act as the incorporators thereof.

Section 2. The corporate title of the corporation herein authorized shall be "BOLIVAR COUNTY SENIOR CITIZENS PROGRAM, INC."

Section 3. The domicile of the said corporation shall be Mound Bayou, Mississippi.

Section 4. The purposes and powers of said corporation shall be as set forth in the copy of the proposed Charter of Incorporation, a copy of which is attached hereto as Exhibit "A" and is adopted herein by reference.

CERTIFICATE

I, Sister Benedict Dorey,
one of the incorporators of BOLIVAR COUNTY SENIOR CITIZENS PROGRAM, INC., do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by Bolivar County Senior Citizens Program in meeting assembled on the 11 day of August, 1972, in Mound Bayou, Mississippi.

WITNESS MY SIGNATURE, this the 17th day of August, 1972.

Sister Benedict Dorey

THE

CHARTER OF INCORPORATION

OF

BOLIVAR COUNTY SENIOR CITIZENS PROGRAM, INC.

1. The corporate title of said corporation is BOLIVAR COUNTY SENIOR CITIZENS PROGRAM, INC.

2. The names and addresses of the incorporators, all of whom are members of the organization and are adult resident citizens of the State of Mississippi, are:

Mrs. Viola Wilson
Route 1 Box 163
Rosedale, Miss. 38769

Sister M. Benedict Dorsey
P. O. Box 381
Mound Bayou, Miss. 38762

Frank Edwards
P.O. Box 11
Rosedale, Miss. 38769

3. The domicile of the corporation is at Mound Bayou, Mississippi 38762.

4. This is a non-profit corporation and no shares of stock shall be issued. This corporation is created and shall operate and act as a charitable, educational, and civic improvement corporation.

5. The period of existence shall be perpetual.

6. The purposes for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purposes of the association being incorporated are as follows:

(a) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom or the principal thereof exclusively for charitable

educational, or civic improvement purposes, directly or by contributions to organizations that qualify as exempt organizations under the Internal Revenue Code and its regulations.

(b) To establish, maintain, and operate clinical, pathological, medical and surgical research laboratories, and hospitals, and to provide additional charitable, civic improvement, low-cost multi-family housing, low-cost houseing, dental services, medical and surgical services, institutions of learning, gymnasiums, schools, scholarships, and agricultural services.

(c) All assets of the corporation shall be principally and directly dedicated exclusively to the above-stated educational or civic improvement work. The corporation shall not engage in business activities for profit and no part of any net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any private individual, save and except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and no member, director or officer of the corporation, or private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

(d) Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on any activities not permitted by an

organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations. Upon the dissolution of the corporation, the assets of the corporation shall be distributed exclusively to one or more charitable educational organizations which would then qualify under Section 501(c)(3) of the said Code and regulations.

(e) As a means of accomplishing the foregoing charitable, educational or civic improvement purposes, the corporation shall have the following powers:

(1) To adopt, amend, and alter by-laws of the corporation governing its internal affairs.

(2) To elect and appoint officers, agents and employees, consistent with said by-laws and this Charter and not in violation of State Law.

(3) To accept, acquire, receive, take and hold by request, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both immovable and movable, of whatever kind, nature, or description and wherever situated.

(4) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both immovable and movable, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.

(5) To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed of trust, or by other privilege upon assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation, wherever situated, whether now owned or hereafter to be acquired.

(6) To invest and reinvest its funds in such stock common or preferred, bonds, debentures, mortgages, or in such other securities and property as may be provided for in the by-laws of the corporation, subject to the limitations and conditions contained in any bequest, devise, grant or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

(7) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which are now or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or reasonably necessary to the attainment of the purposes of the corporation, subject to the the further limitation and condition that, notwithstanding any other provisions of these Articles, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, and by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

7. This corporation shall not be required to make publication of its Charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for the non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership by death, or otherwise, the termination of all interest of such members against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

STATE OF MISSISSIPPI
COUNTY OF BOLIVAR

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Viola Tilson, one of the incorporators of the corporation known as BOLIVAR COUNTY SENIOR CITIZENS PROGRAM, INC., who acknowledged that he signed and delivered the above and foregoing Articles of Incorporation as his act and deed on this the 11 day of Aug, 1972.

Purton Holmes
NOTARY PUBLIC

My Commission Expires:
Aug 22, 1974

STATE OF MISSISSIPPI
COUNTY OF BOLIVAR

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Lucile M. Benedict Lowe, one of the incorporators of the corporation known as BOLIVAR COUNTY SENIOR CITIZENS PROGRAM, INC., who acknowledged that he signed and delivered the above and foregoing Articles of Incorporation as his act and deed on this the 11 day of Aug, 1972.

Purton Holmes
NOTARY PUBLIC

My Commission Expires:
Aug 22, 1974

STATE OF MISSISSIPPI
COUNTY OF BOLIVAR

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Frank Edwards, one of the incorporators of the corporation known as BOLIVAR COUNTY SENIOR CITIZENS PROGRAM, INC., who acknowledged that he signed and delivered the above and foregoing Articles of Incorporation as his act and deed on this the 11 day of August, 1972.

Purton Holmes
NOTARY PUBLIC

My Commission Expires:
Aug 22, 1974

BOOK 198 PAGE 16

Received at the office of the Secretary of State, this the 29th day of August

A. D., 19 72 together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

John Ladner
SECRETARY OF STATE.

Jackson, Miss.,

Aug. 31, 1972

I have examined this Application for A Charter of incorporation, and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

A. F. Summer
ATTORNEY GENERAL.

By Georgeen Irwin
SPECIAL Assistant Attorney General.

C-54

BOOK 198 PAGE 17

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

FAMILY COUNSELING CENTER OF VICKSBURG, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 1st day of September A. D., 1972.

William V. Fuller

Governor

By the Governor

Heber Ladner

Secretary of State

RESOLUTION OF FAMILY COUNSELING CENTER OF VICKSBURG AN UNINCORPORATED ASSOCIATION, TO INCORPORATE, DESIGNATING THE INCORPORATORS, THE NAME OF THE PROPOSED CORPORATION AND AUTHORIZING THE EXPENDITURE OF THE FUNDS OF THE CENTER NECESSARY SO TO DO.

BE IT RESOLVED by the members of FAMILY COUNSELING CENTER OF VICKSBURG, an unincorporated association of individuals, that it is to the best interests of this CENTER that it be forthwith incorporated as a nonprofit corporation under the laws of the State of Mississippi applicable thereto and that BETTY M. SHELL, CONSTANCE J. JARRATT and LANDMAN TELLER, JR. are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this CENTER to be named FAMILY COUNSELING CENTER OF VICKSBURG, INC.; that they are fully empowered to do and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the CENTER as may be necessary so to do.

CERTIFICATE

I, LANDMAN TELLER, JR., do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is a true and correct copy of a Resolution duly and properly adopted at a meeting thereof held on the 8th day of August, 1972, at VICKSBURG, MISSISSIPPI, at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 9th day of August, 1972

Landman Teller

LANDMAN TELLER, JR., SECRETARY

Published by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. Non-profit.

THE CHARTER OF INCORPORATION OF

1. The corporate title of said company is:

Family Counseling Center of Vicksburg, Inc.

2. The names and post office addresses of the incorporators are:
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
Betty M. Shell (Adult)	144 Warrenton Road,	Vicksburg,	Mississippi
Constance Jarratt (Adult)	310 John Allen,	Vicksburg,	Mississippi
Landman Teller, Jr. (Adult)	1201 Cherry Street,	Vicksburg,	Mississippi

All of the above named incorporators are adult resident citizens of the State of Mississippi.

3. The domicile is at 821 Monroe Street, Vicksburg, Mississippi
(Street and No.) (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)

Non-profit corporation with no capital stock issued. Civic improvement.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:

(a) To foster the development of healthy family life through whatever channels may be opened but particularly by the offering of a case work service in the Vicksburg-Warren County area.

(b) To stimulate and promote such social thinking and action in the community as will better economic and social conditions for the well being of the family. This will include the initiation and support of public movements and legislative measures in behalf of social welfare.

(c) To engage in the study of factors contributing to family disorganization and to develop skill and knowledge in dealing with personal and family problems within the community.

(d) To make such adjustments in situations where normal life is not possible as will best serve the welfare of the individual and the interests of society.

(e) To offer consultation services to individuals and organizations desiring such services

(f) To promote and participate in the education and training for social work, particularly in the study of the causes of family disorganization and in the development of skill in dealing with personal and family problems.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. The signatures of the incorporators must agree with their names as they appear in the resolution, article 2 of the charter and in the acknowledgment.

Signatures: Constance J. Jarratt
Betty M. Shell
Landman Teller, Jr.

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Warren

This day personally appeared before me, the undersigned authority Constance J. Jarratt, Betty M. Shell, Landman Teller, Jr., incorporators of the corporation known as the Family Counseling Center of Vicksburg, Inc., who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 9th day of August, 1972

Jane L. Erwin
Notary Public
My Commission Expires February 17, 1976

STATE OF MISSISSIPPI

County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the day of , 19

Received at the office of the Secretary of State this the 11th day of August A.D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
Secretary of State

Jackson, Miss., Aug. 31, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By George H. Swindoll
Special Assistant Attorney General

NOTE:—In case all incorporators are together when acknowledgment is taken, one acknowledgment will be sufficient.

BOOK 198 PAGE 21

State of Mississippi

Office of Secretary of State
Jackson

I, Heber Ladner, Secretary of State, do certify that the amendment hereto attached, amending the Charter of Incorporation of

CITY OF MORTON, MISSISSIPPI

was pursuant to the provisions of the laws of Mississippi recorded in the Records of Incorporations in this office, in PHOTOSTAT BOOK NUMBER ONE HUNDRED NINETY EIGHT, PAGES 21-23

SECRETARY OF STATE * OFFICIAL * STATE OF MISSISSIPPI

Given under my hand and Seal of office hereunto affixed, this 5th day of September, 1972.

Heber Ladner

SECRETARY OF STATE

IN THE CHANCERY COURT OF SCOTT COUNTY, MISSISSIPPI

NO. 9550

IN THE MATTER OF THE ENLARGEMENT OF THE MUNICIPAL BOUNDARIES OF THE CITY OF MORTON, MISSISSIPPI.

FINAL DECREE

This cause came on to be heard upon the petition of the City of Morton for confirmation of the action of its Mayor and Board of Aldermen in extending the corporate limits of said municipality and upon the report of O. B. Triplett, Jr., appointed by this Court to investigate and report as to the merits of said petition and upon the objections filed by Fred Moore and others to said enlargement; and the court having heard the evidence argued and having received the briefs of counsel for the petitioner and objectors and being of opinion that the following decree should be rendered:

IT IS ORDERED, ADJUDGED AND DECREED, as follows:

That the proposed boundaries of said municipality should be contracted so as to exclude the following lands embraced therein:

S 1/2 of SE 1/4 of SE 1/4, Section 23;
NE 1/4 of NE 1/4 of NE 1/4, Section 26;
N 1/2 of NW 1/4 and W 1/2 of NW 1/4 of NE 1/4 and W 1/2 of SW 1/4 of NE 1/4 and SE 1/4 of NW 1/4 and NE 1/4 of SW 1/4 of NW 1/4,Section 25; all in Township 6 North, Range 6 East, Scott County, Mississippi.

That the municipal boundaries of the City of Morton, Mississippi, after excluding the above described property as having been unreasonably included therein, are as follows:

Beginning at the NE Corner of W 1/2 of SW 1/4, Section 13, Township 6 North, Range 6 East, Scott County, Mississippi; thence South to the SE Corner of W 1/2 of SW 1/4, Section 13, thence East to the NE Corner, Section 24, thence South to SE Corner of NE 1/4 of Section 24, thence West to the NW Corner of the SW 1/4, Section 24, thence South to the SW Corner of NW 1/4 of SW 1/4 of SW 1/4, Section 24, thence West to the NW Corner of SW 1/4 of SW 1/4 of SE 1/4, Section 23, thence South to the NE Corner of NE 1/4 of NW 1/4, Section 26

thence South to the Southeast Corner of the N 1/2 of NW 1/4 of NW 1/4, Section 26, thence West to the Northwest Corner of the S 1/2 of NW 1/4 of NE 1/4, Section 27, thence South to the Southeast Corner of the NE 1/4 of NW 1/4, Section 27, thence West to the Southwest Corner of the NE 1/4 of NW 1/4, Section 27, thence North to the Northwest Corner of the NE 1/4 of NW 1/4, Section 27; thence West to the South right of way line of U. S. Highway No. 80; thence Southwesterly along the South right of way line of U. S.Highway 80 to the West line of Section 23; thence North to the North right of way line of the Illinois Central Railroad; thence Northeasterly along the North right-of-way line of the Illinois Central Railroad to the West line of the SE 1/4 of NW 1/4, Section 22, thence North to the Northwest Corner of the SE 1/4 of NW 1/4, Section 22, thence East to the Northeast Corner of the SE 1/4 of NW 1/4, Section 22; thence North to the Northwest Corner of the NE 1/4, Section 22; thence East to the Northeast Corner of Section 22, thence North to the Northwest Corner of the SW 1/4, Section 14, thence East to the point of beginning. All of said area lying and being in Township 6 North, Range 6 East, Scott County, Mississippi.

That O. B. Triplett, Jr. is hereby allowed the sum of $200.00 for his services as Master in investigating the merits of said petition and in filing his report in this cause; but such compensation does not include any allowance for his services in filing the objections filed by the objectors or in the presentation of said cause to the court on the hearing.

That the City of Morton is hereby taxed with all costs in this cause, including the allowance to the Master.

ORDERED, ADJUDGED AND DECREED this 1 day of June, 1972.

CHANCELLOR

FILED
CHANCERY COURT
SCOTT COUNTY MISSISSIPPI

JUN 2 1972

Earl Webb
CHANCERY CLERK

State of Mississippi
Scott County

I, Earl Webb, Clerk of the Chancery Court in and for said county and state, certify that the foregoing is a true and correct copy of the Final Decree as appears of record and on file in Book 201 Page 83-84 of the records of said County, Mississippi. Witness my hand and official seal this the 1st day of June, 1972

Earl Webb
Chancery Clerk Scott County, Mississippi

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83 84

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BOOK 198 PAGE 25

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE UNITED CHURCHES ASSOCIATION INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 5th day of September A. D., 1972.

William A. Winter

LIEUTENANT AND ACTING Governor

By the Governor

Heber Ladner

Secretary of State

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. Non-profit.

THE CHARTER OF INCORPORATION OF

THE UNITED CHURCHES ASSOCIATION, INC.

1. **The corporate title of said company is:**

THE UNITED CHURCHES ASSOCIATION INC.

2. **The names and post office addresses of the incorporators are:**
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
Rev. E. E. Spencer	Route 2 Box 59	Lorman,	Mississippi
Dr. T. B. Brown	1526 Schoolview Dr.	Jackson,	Mississippi
Rev. Z. P. Johnson	2437 Powers Ave.	Jackson,	Mississippi
Rev. C. C. Coleman	355 Harvey St.	Grenada,	Mississippi
W. C. Boykins	Alcorn College	Lorman,	Mississippi

All of the above named incorporators are adult resident citizens of the State of Mississippi.

3. **The domicile is at** Route 2 Box 59 (Street and No.) Lorman (City) Mississippi (State)

4. **(Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)**

This is a Church Society; a Non-Profit Corporation, having no capital stock nor physical assets.

5. **Period of existence shall be perpetual.**

6. **The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:**
The object or objects and purposes for which the corporation is formed shall be to carry on charitable and benevolent activities in connection with churches, educational and religious institutions, including, but not limited to: contributions and assistance for the improvement of Natchez College and The Mississippi Baptist Siminary, Jackson, Mississippi, and other Religious Institutions; contributions and assistance to deserving students to assist in their education (including contributions, loans and assistance to any and all types of students tuition loan plans); contributions and assistance directed toward the maintenance, upkeep and improvement of cemeteries; contributions and assistance to any and all programs, projects and undertakings relating to activities of churches, their ministers and congregations, including, but not limited to the following:

(a) To operate a Local Development Company which will qualify under the provisions of Section 502 of the Small Business Investment Act of 1958 as amended.

(b) To promote and assist the growth and development of business concerns, including small business concerns.

(c) The Corporation is authorized and empowered to do all things necessary to carry on and accomplish the purpose for which it is organized and chartered, including authority and power:

To enter into, make and perform contracts of every kind and description.

To borrow or raise moneys for any of the purpose of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable in-

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. The signatures of the incorporators must agree with their names as they appear in the resolution, article 2 of the charter and in the acknowledgment.

Signatures: Rev. E. E. Spencer
Rev. Z P Johnson
Dr. T B Brown

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Claiborne

This day personally appeared before me, the undersigned authority Rev. E. E. Spencer, Dr. T. B. Brown, Rev. Z. P. Johnson, Rev. C. C. Coleman, W. C. Boykins, _____, _____, incorporators of the corporation known as the _____ who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 2nd day of September, 1972

My Commission Expires April 27, 1976 Thomas J. Long

STATE OF MISSISSIPPI

County of _____

This day personally appeared before me, the undersigned authority _____, _____, _____, _____, _____, _____, incorporators of the corporation known as the _____ who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the _____ day of _____, 19____

_____

Received at the office of the Secretary of State this the 5th day of Sept. A.D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Helen Ladner
Secretary of State

Jackson, Miss., Sept. 5, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By George M. Swindoll
Special Assistant Attorney General

NOTE:—In case all incorporators are together when acknowledgment is taken, one acknowledgment will be sufficient.

RESOLUTION OF THE MEMBERSHIP

STATE OF MISSISSIPPI

COUNTY OF HINDS

I, Rev. Z. P. Johnson, Executive Secretary of THE UNITED CHURCHES ASSOCIATIONS, INC., an unicorporated non-profit Church Society, do hereby certify that at a duly and regularly called meeting of said organization, held on August 10, 1972, at Jackson, Hinds County, State of Mississippi, the resolution which follows hereinafter was unanimously passed by the members present of said organization, to-wit

Rev. E. E. Spencer	Rev. C. C. Coleman
Rev. C. L. Clark	Rev. L. D. Woodley
Rev. S. L. Bowman	Dr. A. A. Alexander
Rev. W. T. Guice	Dr. W. C. Boykins
Rev. T. B. Brown	Rev. J. M. McEwen
Rev. Famous McElhaney	Rev. W. C. Mazique
Rev. D. Matthew	Rev. J. N. Dorsey

WHEREFORE, BE IT RESOLVED, that the aforenamed, all of whom are adult, resident citizens of the State of Mississippi, be and are hereby authorized, empowered and directed to do and perform any and all acts necessary or incidental to accomplish the incorporation of THE UNITED CHURCHES ASSOCIATION INC.; the same to be made up of the presently existing unincorporated non-profit Church Organization of the same name and address, and to provide in the charter.

THE ESTABLISHMENT OF AN ORGANIZATION OF CHURCHES, A NON-PROFIT CORPORATION composed of Churches located throughout the State of Mississippi, which shall promote Charitable and Benevolent activities in connection with churches, religious and educational institutions, including but not limited to: contributions and assistance for retirement funds for ministers; contributions and assistance for the improvement of Natchez College, The Mississippi Baptist Seminary, of Jackson, Mississippi and other religious and educational institutions; contributions and assistance to deserving students to assist in their education (including contributions, loans and assistance to any and all types of students tuition loan plans); contributions and assistance directed toward the maintenance, upkeep and

improvement of cemeteries; contributions and assistance to any and all programs, projects and undertakings relating to activities of churches, their ministers and congregations; and to establish a Local Development Company under the provision of the Samall Business Investment Act of 1958, as amended; and to exercise and enjoy all other rights, powers and privilidges granted to Corporations pursuant to the present and or Revised Statute of the State of Mississippi.

CERTIFIED TO AND WITNESS my signature, this the 2nd day of September, A. D. 1972.

Rev. Z. P. Johnson
EXECUTIVE SECRETARY
THE UNITED CHURCHES ASSOCIATION, INC.
An Un-Incorporated
Church Society of
the State of Mississippi

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me the undersigned authority in and for the jurisdiction aforesaid, the within named, Rev. Z. P. Johnson, who after being duly sworn, states on oath that the above is a true and correct copy of the resolution passed on August 10, 1972, by The United Churches Association, Inc., an Unincorporated Church Society, and that he is the secretary of said organization and is authorized to certify the aforesaid resolution.

Rev. Z. P. Johnson

Sworn to and subscribed before me this, the 2nd day of September, A. D. 1972.

HINDS COUNTY, MISS.

My Commission Expires April 27, 1976

struments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of any corporation for its corporate purposes:

To lend to any person, firm or corporation any of its funds, either with or without security:

To purchase, hold, sell and transfer the shares of any stock;

To promote and assist the growth and development of small-business concerns and others;

To have seven (7) or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description; and

To acquire, construct, convert, or expand plant facilities for lease or sale.

Number of Shares	Class	Series (if any)	Par Value per Share of Statement that shares are Without Par Value
NONE			

(d) To take, receive, own, hold, administer, distribute, and dispose of property, gifts, or donations of all kinds; whether owned by it or others, whether real, personal or mixed, acquired by gift, bequest, devise or otherwise, for the advancement, promotion, extension or maintenance of such causes and objects, or any of them; and, in addition thereto, and not in limitation of, the foregoing purpose and powers, the corporation may acquire, take, receive, own, hold, administer, distribute and dispose of gifts or donations of property, real personal or mixed, designated by the givers or donors for the causes or objects herein mentioned.

(e) To acquire by lease, option, purchase, gift, grant, devise or conveyance, or otherwise to hold, enjoy, possess, rent, lease and sell real property or any interest therein as may be deemed to the interest of the corporation.

(f) To acquire by option, purchase, gift, grant, bequest and transfer or otherwise to hold, enjoy, possess and pledge its security, sell, lease, transfer, or in any manner dispose of personal property of any class or description whatsoever; to retain any property, investment or securities as the directors of the corporation may, in the discretion of the directors deem advisable, however, doubtful, hazardous or limited and description or nature of any property investments or securities so retained may be, whether or not the same may be currently producing incomes and whether or not the same are, or may be, such as are authorized or deemed proper for investment of trust funds under the Constitution or the laws of the State of Mississippi or of the United States; to convert real property owned by the corporation into personal property and personal property into real property; to improve or cause or permit real property to be improved and to abandon any property which the directors of the corporation deem to be without substantial value, to manage and control any shares of stock certificates of interest, bonds or other securities of any corporation, trusts, or associations, at any time acquired in any way by this corporation, and with respect to the same to concur in any plan, scheme, conversion, recapitalization, reorganization, or dissolution or the lease or other dispostion of the properties of any such corporation, trusts, or associations, the securities of which are held by this corporation, and as owner thereof to vote, or give or grant proxy or proxies to vote, any security of any corporation, trusts or associations held by this corporation at any meeting of the holders of the same class of security of the issuing entity, and generally, in all respects to exercise all of the right of ownership therein.

(g) To borrow money to be used by it in payment of property bought by it, and for erecting buildings, making impovements, and to secure the repayment of the money thus borrowed by mortgage, pledge, or deed of trust, but not trust asset may be pledged or committed in a manner that would violate the trust upon which held.

(h) To do and perform solely for religious, charitable, scientific, literary, or educational purposes the things authorized to be done and performed under §5310.1 et. seq Code Of Mississippi of 1942, as amended, by a corporation organized under the Mississippi Non-Profit Corporation Act.

(i) To do and perform all other acts and things which may be incidental to and come legitimately within the scope of any and all foregoing objects and purposes or which may be necessary or appropriate for the carrying out and accomplishing of any and all of the foregoing objects and purposes, to have and exercise all rights and powers now conferred or which may hereafter be conferred on corporations not of a business character under the laws of the State of Mississippi.

(j) Anything herein contained to the contrary not withstanding, the corporation shall not be operated for private profit and no part of the assets or the net earnings of the corporation shall at any time be applied to any purpose other than religious, charitable, scientific, literary or educational.

(k) The foregoing clauses shall be construed equally as objects, purposes and powers and the foregoing enumeration of specific objects, purposes or powers shall not be construed or held to limit or restrict in any manner the powers of the corporation as expressly conferred by law, except as expressly stated herein.

(l) In the event of the dissolution of this corporation, after the payment, satisfaction, and discharge of all liabilities and obligations, all of its remaining assets and property of every nature and description whatsoever not held upon a condition requiring return, transfer, or conveyance, by reason of dissolution, shall be paid over in equal amounts to the Natchez College and The Mississippi Baptist Siminary Jackson, Mississippi,or such other institutions or organizations and operated exclusively for religious, charitable, scientific, literary, or educational purposes, no part of the earnings of which enures to the benefit of any private shareholder.

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BOOK 198 PAGE 33

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

CAMETA DEVELOPMENT, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 7th day of September A. D., 1972.

William V. Fallen
Governor

By the Governor

Heber Ladner
Secretary of State

MINUTES OF MEETING OF THE MEMBERS OF CAMETA DEVELOPMENT ASSOCIATION

(A non-incorporated association)

A meeting of the members of the Cameta Development Association, a non-incorporated association, was held by its members, J. H. Hill, Sr., J. H. Hill, Jr., Norris E. Hill and Hiram Hill, on the 14th day of July, 1972.

The meeting was called to order by J. H. Hill, Jr., acting as temporary chairman. There were four members present. The temporary chairman declared the first order of business to be the election of permanent officers. After discussion thereon and nominations made, the following officers were elected:

President - J. H. Hill, Sr.

First Vice President - Norris E. Hill; Second Vice President, Hiram W. Hill

Secretary & Treasurer - J. H. Hill, Jr.

A discussion was then held as to the progress being made with the plans for developing a low cost multi-family housing facility and the need for being incorporated as a non-profit, non-share corporation; on motion duly made and seconded, the following resolution was adopted:

RESOLUTION TO INCORPORATE

Whereas, the Cameta Development Association, an unincorporated association, was organized for the purpose of owning and operating a low cost multi-family housing facility, and

WHEREAS, it is necessary and desirable to incorporate as a nonprofit, non-share corporation, in order to obtain the necessary financial assistance for carrying out such project;

NOW, THEREFORE, BE IT RESOLVED that the Cameta Development Association be incorporated as a nonprofit, nonshare corporation under the provisions of House Bill 1335 of the 1968 Regular Session, for the purpose of owning and operating a low cost multi-family housing facility, that J. H. Hill, Sr., Norris E. Hill, and Hiram Hill of Indianola, Mississippi, and J. H. Hill, Jr., Anguilla, Mississippi, being members of the association and adult resident citizens of the State of Mississippi, be and they are hereby authorized and directed to apply for such Charter of Incorporation.

There being no further business, the meeting was adjourned.

President

ATTEST:

Secretary

CERTIFICATE

I, J. H. Hill, Jr., Secretary of Cameta Development, Inc. do hereby certify that the above and foregoing is a true copy of the Resolution to Incorporate adopted by members of the association on the 14th day of July, 19 72.

J. H. Hill Jr.
Secretary

THE CHARTER OF INCORPORATION OF

CAMETA DEVELOPMENT, INC.

1. The corporate title of said company is: Cameta Development, Inc.

2. The names of the incorporators are:

Name	City	State
J. H. Hill, Sr., 23 Morningside Drive,	Indianola,	Mississippi 38751
Norris E. Hill, 204 East Parkway,	Indianola,	Mississippi 38751
Hiram Hill, Route 2, Box 339,	Indianola,	Mississippi 38751
J. H. Hill, Jr., P. O. Box 147	Anguilla,	Mississippi 38721

All of the above incorporators are adult resident citizens of the State of Mississippi.

3. The domicile is at Anguilla, Mississippi.

4. This corporation is a nonprofit, nonshare corporation and is organized pursuant to House Bill 1335 of the 1968 Regular Session for the purpose of promoting the general social welfare of the community by providing low cost housing and related facilities for domestic farm labor. This is a low cost multi-family housing corporation.
This corporation shall not have capital stock. It shall be composed of members rather than shareholders. The conditions and regulations of membership and the rights or other privileges of the classes of members shall be determined and fixed by the Bylaws.

5. The period of existence shall be perpetual.

6. The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

To acquire, construct, provide and operate housing and related facilities for use of farm labor, without regard to race, color, creed or national origin;

to acquire, improve, and operate any real or personal property or interest or rights therein or appurtenant thereto;

to sell, convey, assign, mortgage, or lease any real or personal property;

to borrow money and to execute such evidence of indebtedness and such contracts, agreements, and instruments as may be necessary, and to execute and deliver any mortgage, deed of trust, assignment of income or other security instrument in connection therewith; and

to do all things necessary and appropriate for carrying out and exercising the foregoing purposes and powers.

The number of directors on the permanent board shall be fixed by the Bylaws. The incorporators shall constitute the initial and temporary board and they shall meet within a convenient time after the registration of these Articles of Incorporation for the purpose of ~~electing officers~~ adopting bylaws and taking such other action as necessary to protect the organization of the corporation.

7. This corporation shall not be required to make publication of its Charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors. Expulsion shall be the only remedy for nonpayment of dues.
The balance, if any, of all money received by the corporation from its operations, after payment in full of all operating expenses, debts, and obligations of the corporation of whatsoever kind and nature as they become due, shall be used to make advance payments on any loans owed by the corporation, to lower the lease-rental charge to occupants of the housing, to provide additional housing and related facilities, or for some related purpose.

J. H. Hill, Sr.

Norris E. Hill

Hiram Hill

J. H. Hill, Jr.

STATE OF MISSISSIPPI

COUNTY OF Sunflower

This day personally appeared before me, the undersigned authority, J. H. Hill, Sr., Norris E. Hill, Hiram Hill and J. H. Hill, Jr., incorporators of the corporation known as the Cameta Development, Inc., who acknowledged that they signed and executed the above and foregoing articles of incorporation as their act and deed on this the 14th day of July, 1972.

Mrs Mary T. Chastain
Notary Public

My Commission Expires:

July 13, 1973

Received at the office of the Secretary of State, this the 27th day of August

A. D., 19 72, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
SECRETARY OF STATE.

Jackson, Miss.,

Sept. 5, 1972

I have examined this Application for A Charter of incorporation, and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

A. F. Summer
ATTORNEY GENERAL.

By George M. Swindoll
Special Assistant Attorney General.

BOOK 198 PAGE 40

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MERIDIAN PLUMBING APPRENTICE PROGRAM, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 7th day of September A. D., 1972.

William V. Fuller

Governor

By the Governor

Heber Ladner

Secretary of State

CERTIFICATE OF RESOLUTION

The undersigned officers, having been duly elected and qualified and currently occupying the offices of president and secretary, respectively, of Plumbers Apprentice Programs, an unincorporated civic improvement, educational, charitable, non-profit association, hereby certify that the following resolution was unanimously adopted by the full membership of the association at its special meeting properly called for that purpose, on August 5, 1972, was then spread upon the minutes of the association and has not been subsequently altered, amended, rescinded or revoked, to-wit:

"Whereas this association is a duly organized and operating association of individual resident citizens of the State of Mississippi and has operated heretofore in the fields of education, gymnasiums, and civic improvement schools for community improvement and welfare at their own expense; and

Whereas this group is in fact a civic improvement, educational, charitable, non-profit association; and

Whereas this association believes that their work can be more effective and more beneficial if incorporated, and in an effort to improve and enlarge its contribution and efforts, desires to incorporate under the name of Meridian Plumbing Apprentice Program, Inc., with its domicile in Meridian, Mississippi, all under the non-profit corporation laws of the State of Mississippi.

NOW THEREFORE, BE IT RESOLVED:

That Leo Lockhart, Pat Barber and William Ready each being an adult resident citizen of Lauderdale County, Mississippi, and also a member in good standing of the Plumbers Apprentice Program, be, and they are hereby, authorized and directed to do each and every thing legally necessary and incidental to cause this civic improvement, educational, charitable association to be incorporated under the applicable non-profit corporation statutes of the Mississippi Code of 1942 as Recompiled.

BE IT FURTHER RESOLVED:

That the corporation to be formed, be created in compliance with Mississippi laws, for the purpose of owning and operating institutions of learning, gymnasiums and civic improvement, and educational programs.

BE IT FURTHER RESOLVED:

That the aforementioned three members be, and they are hereby, authorized to do each and every thing legally necessary and incidental to acquire from the United States Internal Revenue Service a certification, classification or other designated ruling, by whatever name called, that the resulting corporation is an fact exempt from Federal income taxation and that all donations and contributions to said corporation are deductible on the Federal income tax return of the grantor or donor."

SECRETARY

PRESIDENT

TREASURER

CERTIFICATE OF ASSOCIATION SECRETARY

I, Pat Barber, the duly authorized and legal custodian of the Minutes of The Plumbers Apprentice Program, certify that the above and foregoing Resolution was unanimously passed by one hundred percent of the members at a special meeting of the association properly called for that purpose; that it is signed by the president, secretary and treasurer of said association, and that said Resolution is in The Minute Book of the Plumbers Apprentice Program which is in my custody.

Pat B. Barber
SECRETARY

THE CHARTER OF INCORPORATION OF

MERIDIAN PLUMBING APPRENTICE PROGRAM, INC.

1. The corporate title of said company is: Meridian Plumbing Apprentice Program, Inc.

2. The names and post office addresses of the incorporators are:

Name	Street & No.	City	State
Leo Lockhart	Vimville Road	Meridian	Mississippi
Pat Barber	2015-31st. Street	Meridian	Mississippi
William Ready	1905 - Apache Ridge Road	Meridian	Mississippi

All of the above incorporators are adult, resident citizens of the State of Mississippi.

3. The domicile is at 8th Street & 22nd Avenue(Lamar bldg.) Meridian, Mississippi

4. This is a non-profit corporation and no shares of stock shall be issued. It is created and shall act as a civic improvement, educational, charitable, non-profit corporation.

This corporation is created and shall exist to own and operate institutions of learning, gymnasiums and civic improvement schools.

5. Period of existence shall be perpetual.

6. The purposes for which this civic improvement, educational, charitable corporation is created, not contrary to law, including a statement of the rights and powers that are to be exercised by the corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purposes of this corporation are:

1) To provide gymnasium and educational facilities, staff and other such necessities for the operation of an institution commonly referred to as a trade school.

2) To receive gifts, grants of money, fees, tuition and other assets and to administer and dispose of same in accord with the by-laws of this corporation hereinafter provided, for charitable, civic improvement, educational institutions;

3) To provide to capable and deserving individuals training and education in those areas of education necessary to prepare them for acquiring and maintaining employment in government and industry such as, but not limited to, Plumbers and related trades; and to charge said students for said education according to their ability to pay.

4) To sue and be sued, complain and defend, in its corporate name;

5) To have a corporate seal which shall be impressed upon the By Laws at the place designated therefor; and which shall be kept and used in the manner and for purposes provided in the said By Laws, and to use the same by causing it to be impressed or affixed to or in any other manner reproduced on instruments requiring corporate signature and seal;

6) To purchase, take, receive, lease or otherwise acquire, own, hold, improve and use real or personal property, or any interest therein, wherever situated for the purposes of this corporation;

7) To sell, convey, mortgage, give deeds of trust upon, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;

8) To purchase, take, receive, subscribe for , or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of as herein provided for and in accord with the corporation's By-Laws shares or other interests in (but not as a member of), or obligations of other domestic or foreign corporations, associations, partnerships or individual, (but not as a member of) or direct or indirect obligations of the United States or any state, territory, governmental district or municipality or of any instrumentality thereof.

9) To make contracts and incur liabilities, borrow money at such lawful rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, deed of trust, or pledge of all or any of its property, franchises and income;

10) To lend money for its corporate purposes and within its corporate powers (but not to members of this Corporation), invest and reinvest its funds, and may take and hold real and personal property as security for the repayment of funds so loaned or invested;

11) To elect or appoint officers and agents of the corporation, define their duties and fix their compensation, if any, for services actually rendered to corporation;

12) To make and alter by-laws, not inconsistent with these articles of incorporation or with the laws of this State, for the administration and regulation of the affairs of the corporation;

13) To cease its corporate activities and surrender its corporate franchise, subject, however, to the statutes of this State and other provisions of this Charter of Incorporation;

14) To invest, reinvest said contributions, its other funds and assets taking security therefor as provided hereinabove, improve, enlarge and derive gain therefrom;

15) To utilize all contributions, gains and earnings therewith, less any reasonably necessary organizational and operational expenses for services actually rendered, according to the powers and tenor of this charter and by-laws adopted hereunder in the operation of school or schools, gynmasium or gynmasium activities and/or civic improvement education courses.

16) Upon the dissolution or cessation of activities of this corporation, its remaining assets shall be distributed, used or divested for any purpose or use specified as provided for in this Charter of Incorporation or to give or transfer said assets to the Federal or State Government, to be used for purposes which will best accomplish the general purposes and powers for which this corporation is formed, to be selected or recommended by Board of Directors, but subject, however, to the approval by the affirmative vote of a majority of the then corporate membership as provided in the By Laws of this corporation and not contrary to the laws of this State;

17) To exercise such other powers which are now or hereafter may be conferred by law upon a corporation organized for the purposes and vested with the powers hereinabove set forth and not contrary to law or reasonably necessary to carry out the powers herein conferred; subject, however, to the further limitation and condition that, notwithstanding any other provision of this Charter, only such powers shall be authorized and exercised as are in furtherance of the tax-exempt purposes of the

corporation as provided for in the United States Internal Revenue Code of 1954 and Amendments thereto, and exempt from taxation under the United States Internal Revenue Code of 1954 and Amendments thereto, contributions to which are deductible under said United States Code and Amendments thereto;

18) This corporation shall not devote any of its efforts, assets or activities to attempting to or influencing legislation by propaganda, or otherwise; not directly or indirectly participate in or intervene in any political campaigns upon behalf of or in opposition to any candidate for public office; not advocate the adoption or rejection of legislations; not allow its income, assets or activities to inure in whole or in part to the benefit of any member nor shall it conduct or carry on any activities not permitted to be conducted or carried on by any organization contributions to which are deductible under the United State Internal Revenue Code of 1954 and Amendments thereto.

7. This corporation shall be required to make no publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims for creditors.

Signatures: _____ Incorporator

_____ Incorporator

_____ Incorporator

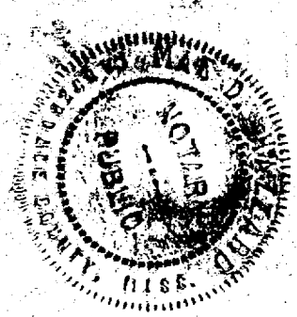
STATE OF MISSISSIPPI

COUNTY OF LAUDERDALE

This day personally appeared before me, the undersigned authority Leo Lockhart, Pat Barber and William Ready, incorporators of the corporation known as the Meridian Plumbing Apprentice Program, Inc., who acknowledged that they signed and delivered the above and foregoing charter of incorporation as their act and deed on this the 1st day of September 1972.

Mae D. Hazzard
NOTARY PUBLIC

My commission expires: 8-4-76



BOOK 198 PAGE 15

Received at the office of the Secretary of State, this the 5th day of Sept

A. D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
SECRETARY OF STATE.

Jackson, Miss.,

Sept. 6, 1972

I have examined this application for a Charter of incorporation, and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

A. F. Summer
ATTORNEY GENERAL.

By Georgeann Swindall
SPECIAL Assistant Attorney General.

BOOK 198 PAGE 49

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

OKTIBBEHA REST HAVEN, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 7th day of September A. D., 1972.

William L. Waller

Governor

By the Governor

Heber Ladner

Secretary of State

RESOLUTION

This is to certify, that at a meeting of the members of Oktibbeha Rest Haven, held on July 27, 1972, in Starkville, Mississippi, upon a motion being duly made and seconded, it was unanimously approved by the membership of said organization, a quoram being present, that Yancy Outlaw, George Evans, and Pearl Bardwell , should act immediately as the three incorporators of the organization to do all acts necessary and appropriate to immediately incorporate Oktibbeha Rest Haven as a non-profit cemetery incorporation, and that the name of said corporation be Oktibbeha Rest Haven, Inc.

So certified by the secretary of the organization on this the 1st day of September, 1972.

Yancy Outlaw

YANCY OUTLAW, Secretary

THE CHARTER OF INCORPORATION OF

OKTIBBEHA REST HAVEN, INC.

ARTICLE I. The corporate title of said company is Oktibbeha Rest Haven, Inc.

ARTICLE II. The names and post office addresses of the incorporators are:

Yancy Outlaw, 103 Jefferson Street, Starkville, Mississippi 39759

George Evans, 202 Lampkin Street, Starkville, Mississippi 39759,

Pearl Bardwell, P.O. Box 122, Starkville, Missjssippi 39759, all of whom are adult resident citizens of the State of Mississippi.

ARTICLE III. The domicile is at 103 Jefferson Street, Starkville, Mississippi 39759.

ARTICLE IV. The corporation is a non-profit corporation and no shares of stock shall issue, and that the corporation is for a cemetery.

ARTICLE V. The period of existence of this corporation shall be perpetual.

ARTICLE VI. The purpose for which the corporation is created, not contrary to law, is to operate a cemetery, and the corporation shall have the rights and powers to buy, sell, own, hold, and operate real and personal property of all kinds in conjunction with the operation of the cemetery, and to own, sell, and trade any personal property of all kinds necessary or incident to the operation or management of the cemetery.

ARTICLE VII. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

YANCY OUTLAW, INCORPORATOR

GEORGE EVANS, INCORPORATOR

PEARL BARDWELL, INCORPORATOR

STATE OF MISSISSIPPI

COUNTY OF OKTIBBEHA

This day personally appeared before me, the undersigned authority, Yancy Outlaw, George Evans and Pearl Bardwell , incorporators of the corporation known as Oktibbeha Rest Haven, Inc. who acknowledged that they signed and delivered the above and foregoing Charter of Incorporation as their act and deed on this the 1st day of September, 1972.

Gary R. Parvin
Notary Public

My Commission Expires:
My Commission Expires May 25, 1974

Received at the office of the Secretary of State this the 5th day of September A.D., 1972 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
Secretary of State

JACKSON, MISS. SEPT. 6, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, of of the United States.

A. F. Summer
Attorney General

By: George M. Swindoll
Special Assistant Attorney General

BOOK 198 PAGE 53

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

HOME COMMUNITY CENTER, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 7th day of September A. D., 1972.

William L. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

RESOLUTION OF HOME P.T.A., AN UNINCORPORATED ASSOCIATION, TO INCORPORATE, DESIGNATING THE INCORPORATORS, THE NAME OF THE PROPOSED CORPORATION AND AUTHORIZING THE EXPENDITURE OF THE FUNDS OF THE ASSOCIATION NECESSARY TO DO SO.

"BE IT RESOLVED by the members of the Home P.T.A., an unincorporated association of individuals, as follows:

1. That Home P.T.A., be incorporated as a non-profit, non-share corporation under the laws of the State of Mississippi with the name 'HOME COMMUNITY CENTER, INC.'

2. That T.A. Moore, Qunice J. Breland and James Breland be and they are hereby elected, appointed, designated, authorized and directed to act as incorporators of said corporation in applying for a corporate charter for said association;

3. Said incorporators are fully empowered to do and perform any and all other acts necessary to secure said charter and they are authorized to transfer immediately upon the receipt of such corporate charter the funds of this unincorporated association to said non-profit, non-share corporation and to expend therefrom such funds as are necessary in setting up this incorporated body."

I, Mrs. Charles E. Williams, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is a true and correct copy of a resolution duly and properly adopted at a meeting thereof held on the 15th day of August, A. D., 1972, in Stone County, Mississippi, at the Home Attendance Center, at which a quorum of the members were present, and said meeting was duly and properly called and held.

WITNESS my signature this 30th day of August, A. D., 1972.

Mrs. Charles E. Williams
Secretary

THE CHARTER OF INCORPORATION OF HOME COMMUNITY CENTER, INC.

1. The corporate title of said company is: HOME COMMUNITY CENTER, INC.

2. The names and post office addresses of the incorporators are:

T.A. Moore, Route 1, Perkinston MS 39573
Qunice J. Breland, Route 1, Wiggins, MS 39577
James Breland, Route 1 Wiggins, MS 39577

All the aforestated incorporators are adult resident citizens of Stone County, Mississippi.

3. The domicile of said corporation is to be at Home Attendance Center. Big Level, Stone County, Mississippi.

4. This association is a non-profit corporation and no shares of stock shall be issued. Further, the type of organization is as authorized by the provisions of Mississippi Code Annotated (1942), Recompiled, §5310.1, as amended. This is a civic improvement corporation.

5. The period of existence shall be perpetual.

6. The purpose or purposes for which this corporation is created, not contrary to law, are as follows:

To promote recreation and recreational development in Stone County, Mississippi, and to supervise, manage, plan and propose recreation and recreational projects and facilities; to own, build, construct, lease buy, sell, encumber, mortgage, hypothecate land, real property, facilities, buildings and all other types of property, both real and personal, for recreation and recreational purposes; and to that end to do all acts, not contrary to law, that a person or corporation organized under the Mississippi Corporation Act might do and to do and exercise all rights and powers, not contrary to law, reasonably necessary to accomplish the aforesaid stated purpose or purposes of this incorporated association.

7. The corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one (1) vote in the elections of all officers, shall make the loss of membership, by death or otherwise, the termination of all interests of such members in the corporated assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

WITNESS the signatures of the incorporators this 30th day of August, A. D., 1972.

T. A. Moore
INCORPORATOR

Qunice J. Breland
INCORPORATOR

James Breland
INCORPORATOR

STATE OF MISSISSIPPI

COUNTY OF STONE

This day personally appeared before me, the undersigned authority in and for the aforesaid county and state, T.A. Moore, Qunice J. Breland and James Breland, incorporators of the corporation known as Home Community Center, Inc., who acknowledged that they signed and delivered the above and foregoing charter of incorporation as their act and deed on this 30th day of August, A. D., 1972.

Donald M. Waits
NOTARY PUBLIC

DONALD M. WAITS NOTARY PUBLIC STONE COUNTY, MISSISSIPPI

My Commission Expires:
My Commission Expires Feb. 10, 1973

CERTIFICATE OF SECRETARY OF STATE

Received at the office of the Secretary of State this 5th day of September, A. D., 1972, together with the sum of $20.00 deposited to cover the recording fee and referred to the Attorney General for his opinion.

Heber Ladner
SECRETARY OF STATE

CERTIFICATE OF THE ATTORNEY GENERAL

Jackson, Mississippi. Sept. 6, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State of Mississippi, or of the United States.

A. F. Summer
Attorney General

By: George M. Irwin
Assistant Attorney General

SPECIAL

BOOK 198 PAGE 57

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

CITIZENS OF HANCOCK COUNTY WATCH DOG COMMITTEE

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 11th day of September A. D., 1972.

William V. Waller

Governor

By the Governor

Heber Ladner

Secretary of State

RESOLUTION OF CITIZENS OF HANCOCK COUNTY WATCH DOG COMMITTEE AN UNINCORPORATED ASSOCIATION TO INCORPORATE, DESIGNATING THE INCORPORATORS, THE NAME OF THE PROPOSED CORPORATION AND AUTHORIZING THE EXPENDITURE OF THE FUNDS OF THE ASSOCIATION NECESSARY TO DO SO.

Be it resolved by the members of Citizens of Hancock County Watch Dog Committee an unincorporated association of individuals, that it is to the best interest of this association that it be forthwith incorporated as a non-profit corporation under the laws of the State of Mississippi applicable thereto and that Johnny Wallace, WillardLadner and James Wimbish are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Citizens of Hancock County Watch Dog Committee; that they are fully empowered to do and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Johnny Wallace, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is a true and correct copy of a Resolution duly and properly adopted at a meeting thereof held on the 10th day of July, 1972, at Bay St. Louis, Mississippi, at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 23rd day of August, 1972.

Johnny Wallace Jr.
SECRETARY

BOOK 198 PAGE 59

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. **Non-profit.**

THE CHARTER OF INCORPORATION OF

CITIZENS OF HANCOCK COUNTY WATCH DOG COMMITTEE

1. **The corporate title of said company is:** Citizens of Hancock County Watch Dog Committee

2. **The names and post office addresses of the incorporators are:**
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
Johnny Wallace	233 Sycamore	Bay St. Louis,	Mississippi
Willard Ladner	512 Genin	Bay St. Louis,	Mississippi
James Wimbish	321½ Ballentine	Bay St. Louis,	Mississippi

All of the above incorporators are adult resident citizens of the State of Mississippi.

3. **The domicile is at** 321½ Ballentine, Bay St. Louis, Mississippi
(Street and No.) (City) (State)

4. **(Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)**

The corporation is non-profit; no shares of stock shall be issued; and it shall have an organization consisting of a board of directors with the number thereof to be fixed by the by-laws; it shall have officers consisting of a President, Vice President, and a Secretary-Treasurer.

This is a civic improvement corporation.

5. **Period of existence shall be perpetual.**

6. **The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:**

To act as a civic improvement society and specifically to have all rights and privileges conferred by the Mississippi Statutes pertaining to non-profit corporations; and in addition, to act as a non-political, non-partisan, scientific agency of the people of Hancock County, Mississippi, in determining whether public officials and others who are charged with the duties of suppressing, preventing, and punishing crime, and the general administration of justice and the adminstration of the County and City Governments, are performing their duties according to the laws of the State of Mississippi and the United States. Further to report to the public the results of such determinations and to take whatever action the corporation considers appropriate under the circumstances, consistent with law; and further to promote and engage in scientific research with fields of criminology, law enforcement, public affairs and the adminstration of justice and local governments generally, and to publish the results of such research so that it may be put to practical use; and further to seek monetary contributions for its operation from the public at large but not from partisan or politically oriented groups or individuals, to seek exemption from payment of taxes from the appropriate tax authorities in Government by virtue of its non-profit status.

To hire a full time or part time Director whenever the need for such a director occurs and until such need occurs the corporation will act through its Board of Directors and Officers, but at all times whenever a Director is employed, he will be subject to the Board of Director, Officers and By-s of the Corporation; and further that the object of this corporation will be to assist one another, by all legal and honorable means, in securing civic improvement through citizens interest and cooperation; to watch and follow through our political governments within Hancock County, Mississippi, and to raise our township to that position in society to which it is justly entitled, and being primarily interested in the well being and future of Hancock County, Mississippi; also in the intergrity and efficiency of all elected and appointed officials in Hancock County, Mississippi.

NOTE: IF MORE SPACE IS NEEDED PLEASE DO NOT USE THIS FORM.
DO NOT ATTACH ANY PAPERS TO ANY ARTICLE

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. The signatures of the incorporators must agree with their names as they appear in the resolution, article 2 of the charter and in the acknowledgment.

Signatures: James Wimbish
Willard H. Ladner Sr.
Johnny Wallace Jr.

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of HANCOCK

This day personally appeared before me, the undersigned authority Johnny Wallace, Willard Ladner, and James Wimbish, _____, _____, _____, incorporators of the corporation known as the CITIZENS OF HANCOCK COUNTY WATCH DOG COMMITTEE who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 23rd day of August, 1972

My commission expires June 17, 1973 George H. Fitzcomb JR.

STATE OF MISSISSIPPI
County of _____

This day personally appeared before me, the undersigned authority _____, _____, _____, _____, _____, _____, incorporators of the corporation known as the _____ who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the _____ day of _____, 19____

Received at the office of the Secretary of State this the 25th day of August A.D., 1972, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
Secretary of State

Jackson, Miss., SEPT. 7, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By George M. Swindoll
SPECIAL Assistant Attorney General

NOTE—In case all incorporators are together when the acknowledgment is taken, one acknowledgment will be sufficient.

BOOK 198 PAGE 62

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

INSTITUTE FOR ACTIVE MINISTRY, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 11th day of September A. D., 1972.

William V. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

Be it remembered that a special meeting of Institute of Active Ministry was held at 1750 Father Ryan Avenue, at 7:00 p.m. on July 20, 1972. Upon Motion duly made, seconded, and carried, Richard R. Guice, Jr., Lyle M. Page, and John D. Byrd were authorized, directed and empowered to act as incorporators for this association and to apply to the Secretary of State of the State of Mississippi, for a Charter of Incorporation for the Institute for Active Ministry. Said Corporation to be a Mississippi, non-profit Corporation, as authorized by the provisions of Section 5310.0, Recompiled, of the Mississippi Code of 1942, and amendments thereto.

There being no further business to come before the meeting, it adjourned.

LYLE M. PAGE, Acting Secretary

BOOK 198 PAGE 64

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. **Non-profit.**

THE CHARTER OF INCORPORATION OF

INSTITUTE FOR ACTIVE MINISTRY

1. **The corporate title of said company is:** Institute for Active Ministry, Inc.

2. **The names and post office addresses of the incorporators are:**
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
R. R. Guice, Jr.	1750 Father Ryan	Biloxi	Mississippi
John D. Byrd	412 Benachi Avenue	Biloxi	Mississippi
Lyle M. Page	Peoples Bank Bldg.	Biloxi	Mississippi

All of said incorporators are adult residents of the State of Mississippi

3. **The domicile is at** 1750 Father Ryan Avenue, Biloxi, Mississippi 39530
(Street and No.) (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)

Said Corporation is organized exclusively as a non-profit corporation for religious purposes including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).
This is a religious corporation.

5. **Period of existence shall be perpetual.**

6. **The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:** This Corporation shall operate exclusively for the advancement of religion and religious purposes.

1. The Institute shall be ecumenical in efforts and will work with and/or within any organized religious group as exempt in Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future Internal Revenue Law.)

2. The Institute shall aid in the organization and the implementation of religious efforts by Religious Church groups (as set out in "1" above) with private Municipal, County or State School Systems, Junior and/or Senior Colleges within their respective area.

3. The Institute shall ofer to Religious Church groups (as set out in 1 above) a continuing program of "Sharing the Faith" with others who are seeking the Power of God in their lives.

4. The Institute shall offer to students of private Municipal, County or State School Systems, Junior and/or Senior Colleges a continuing program of "Sharing the Faith" with others who are seeking the Power of God in their lives.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. The signatures of the incorporators must agree with their names as they appear in the resolution, article 2 of the charter and in the acknowledgment.

Signatures: [signature]

R. R. GUICE, JR.

[signature]

JOHN D. BYRD

[signature]

LYLE M. PAGE

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of HARRISON

This day personally appeared before me, the undersigned authority R. R. Guice, Jr., John D. Byrd, Lyle M. Page, _____, _____, _____

incorporators of the corporation known as the Institute for Active Ministry who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 31st day of July, 1972.

My commission expires: July 21, 1974

Mab H. Elder
NOTARY PUBLIC

STATE OF MISSISSIPPI

County of _____

This day personally appeared before me, the undersigned authority _____, _____, _____, _____, _____

incorporators of the corporation known as the _____ who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the _____ day of _____, 19__

Received at the office of the Secretary of State this the 31st day of August A.D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Helen Tadlow
Secretary of State

Jackson, Miss., Sept. 7, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By George M. Swindoll
SPECIAL Assistant Attorney General

NOTE:—In case all incorporators are together when acknowledgment is taken, one acknowledgment will be sufficient.

BOOK 198 PAGE 66

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

SANDERSVILLE VOLUNTEER FIRE DEPARTMENT, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 11th day of September A. D., 1972.

William L. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

RESOLUTION OF SANDERSVILLE VOLUNTEER FIRE DEPARTMENT, AN UNINCORPORATED ASSOCIATION, TO INCORPORATE, DESIGNATING THE INCORPORATORS, THE NAME OF THE PROPOSED CORPORATION AND AUTHORIZING THE EXPENDITURE OF THE FUNDS OF THE CORPORATION NECESSARY TO DO SO

BE IT RESOLVED by the members of SANDERSVILLE VOLUNTEER FIRE DEPARTMENT, an unincorporated association of individuals, that it is to the best interest of this association that it be forthwith incorporated as a non-profit corporation under the laws of the State of Mississippi applicable thereto and that R. L. Hickson, Sandersville, Mississippi 39477, Grady Herrington, Sandersville, Mississippi 39477 and W. W. Jack, Jr., Sandersville, Mississippi 39477, are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Sandersville Volunteer Fire Department, Inc.; that they are fully empowered to do and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

C E R T I F I C A T E

I, R. L. HICKSON, do hereby certify that I am the duly elected, qualified and acting secretary of the above named unincorporated association of individuals, and that the foregoing is a true and correct copy of a Resolution duly and properly adopted at a meeting thereof held on the 2nd day of [illegible], 1972, at Sandersville, Mississippi, at which a majority of the members were present, and said meeting was duly and properly called and held.

WITNESS my signature, the 3 day of [illegible], 1972.

R. L. Hickson
SECRETARY

BOOK 198 PAGE 63

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. **Non-profit.**

THE CHARTER OF INCORPORATION OF

SANDERSVILLE VOLUNTEER FIRE DEPARTMENT, INC.

1. The corporate title of said company is:

   SANDERSVILLE VOLUNTEER FIRE DEPARTMENT, INC.

2. The names and post office addresses of the incorporators are:
   (The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
R. L. Hickson		Sandersville,	Mississippi 39477
Grady Herrington		Sandersville,	Mississippi 39477
W. W. Jack, Jr.		Sandersville,	Mississippi 39477

ALL OF WHOM ARE ADULT RESIDENT CITIZENS OF THE STATE OF MISSISSIPPI

3. The domicile is at ____ (Street and No.) Sandersville, (City) Mississippi (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)

   This is a non-profit corporation, and no shares of stock shall be issued, and the type of organization is a fire company.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:

   This corporation is created for the purpose of operating and managing a volunteer fire department, and operating and maintaining fire control, fire prevention, and fire extinguishing equipment and solutions, together with all things incidental thereto.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. The signatures of the incorporators must agree with their names as they appear in the resolution, article 2 of the charter and in the acknowledgment.

Signatures: R L Hickson

R. L. Hickson

Grady Herrington

Grady Herrington

W. W. Jack, Jr.

W. W. Jack, Jr.

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of JONES

This day personally appeared before me, the undersigned authority R. L. Hickson, Grady Herrington, W. W. Jack, Jr., _____, _____, _____, incorporators of the corporation known as the Sandersville Volunteer Fire Department, Inc. who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 31 day of Aug., 1972

My Commission Expires Sept. 30, 1975 C. P. Lightsey Notary Public

My Com. Expires:

STATE OF MISSISSIPPI

County of _____

This day personally appeared before me, the undersigned authority _____, _____, _____, _____, _____, _____, incorporators of the corporation known as the _____ who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the _____ day of _____, 19____

Received at the office of the Secretary of State this the 1st day of September A.D., 1972, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner

Secretary of State

Jackson, Miss., Sept. 7, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer

Attorney General

By George M. Swindoll

Spec'ly Assistant Attorney General

NOTE.—In case all incorporators are together when acknowledgment is taken, one acknowledgment will be sufficient.

BOOK 198 PAGE 70

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

YOUNG ADULTS FOR POSITIVE ACTION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 11th day of September A. D., 1972.

William L. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. Non-profit.

THE CHARTER OF INCORPORATION OF

YOUNG ADULTS FOR POSITIVE ACTION, INC.

YOUNGXADULTSXFORXPOSITIVEXACTION,XINC.

1. The corporate title of said company is: YOUNG ADULTS FOR POSITIVE ACTION, INC.

2. The names and post office addresses of the incorporators are:
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
Judith Stampley,	Route 4, Box 132,	Vicksburg,	Mississippi
Jeffretha Christian,	Route 4, Box 132,	Vicksburg,	Mississippi
Lula Jones,	Route 4, Box 278,	Vicksburg,	Mississippi

All incorporators are adult resident citizens of the State of Mississippi.

3. The domicile is at Route 4, Box 132 (Street and No.) Vicksburg (City) Mississippi (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)
This corporation is organized and shall be operated exclusively as a nonprofit, charitable corporation. No shares of stock shall be issued as authorized by the provisions of Section 5310.1, Mississippi Code of 1942.

5. Period of existence shall be perpetual. Unless dissolved according to law.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:
To establish and operate a civic improvement organization which would work to improve the community by conducting cleanup campaigns, anti-litter campaigns, and promoting cleanliness and improvement of the appearance of Warren County, Mississippi; to improve roads and highways for the safety and comfort of those who use them.

To establish scholarships for needy persons to college; to make gifts and contributions to the needy of the community.

The corporation shall improve recreational facilities, including the creation of parks and playgrounds including a recreational center for youth. The association shall sponsor dances and social and recreational programs for the benefit of the community.

The corporation shall have the power to hire personnel, make contracts, lease and purchase both real and personal property, to apply for and administer state, federal and local funds and charitable contributions with which to accomplish the aims of the corporation. It shall collect dues and solicit contributions, but no part of the net earnings of the corporation shall inure to the benefit of any member or director or officer of the corporation or to any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. No part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation or participating in or intervening in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

If the corporation is dissolved, all assets not validly disposed of theretofore in accordance with the purposes of corporation shall become the property of the United Givers Fund of Vicksburg, Inc., for use of the Young Men's Christian Association, if said organization shall be in existence, and exempt under the provisions of Section 501 (c) (3) of the Internal Revenue Code of the United States, or to such other organization or organizations which, in the opinion of the Board of Directors, mostly nearly perform the charitable functions outlined in the Charter of this corporation and which hold exempt status as defined in Section 501 (c) (3) of the Internal Revenue Code.

NOTE: IF MORE SPACE IS NEEDED PLEASE DO NOT USE THIS FORM.
DO NOT ATTACH ANY PAPERS TO ANY ARTICLE.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. The signatures of the incorporators must agree with their names as they appear in the resolution, article 2 of the charter and in the acknowledgment.

Signatures: Jeffretha Christian
Lula Jones
Judith Stampley

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of WARREN

This day personally appeared before me, the undersigned authority Judith Stampley, Jeffretha Christian, Lula Jones, _____, _____, _____, incorporators of the corporation known as the The Young Adult's for Positive Action, Inc. who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 28th day of August, 1972.

G. Lynn Martin
My Commission Expires June 16, 1973

STATE OF MISSISSIPPI
County of _____

This day personally appeared before me, the undersigned authority _____, _____, _____, _____, _____, _____, incorporators of the corporation known as the _____ who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the _____ day of _____, 19____.

_____

Received at the office of the Secretary of State this the 29th day of August A.D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
Secretary of State

Jackson, Miss., Sept. 7, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By George M. Irwin
Special Assistant Attorney General

NOTE:—In case all incorporators are together when acknowledgment is taken, one acknowledgment will be sufficient.

RESOLUTION

On Motion made and seconded, the following Resolution was adopted:

BE IT RESOLVED by the Young Adults for Positive Action, an unincorporated association, that Judith Stampley, Jeffretha Christian and Lula Jones, be and hereby are authorized, directed and empowered to do all things necessary to make application to the Secretary of State of Mississippi for a Charter of Incorporation of the Young Adults for Postive Action as a nonprofit corporation.

RESOLVED this the 28th day of August, 1972.

Judith Stampley
JUDITH STAMPLEY, ACTING PRESIDENT

STATE OF MISSISSIPPI
COUNTY OF WARREN

PERSONALLY appeared before me the undersigned Notary Public in and for said County and State, JUDITH STAMPLEY, who being sworn, states that she is acting President of the Young Adults for Positive Action, an unincorporated association, and that the foregoing Resolution is a true and exact copy of a Resolution of said unincorporated association enacted on the day and date therein mentioned.

GIVEN under my hand and Official Seal on this the 28th day of August, 1972.

G. Gilmore Martin
NOTARY PUBLIC

MY COMMISSION EXPIRES: 6-16-73

BOOK 198 PAGE 75

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of KIWANIS CLUB OF EAST NATCHEZ CHANGING NAME TO:

KIWANIS CLUB OF TRACE CITY

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 11th day of September, 1972.

William L. Waller

Governor.

Attest:

Heber Ladner

Secretary of State.

RESOLUTION

BE IT RESOLVED by the membership in regular meeting assembled of Kiwanis Club of East Natchez, a non-profit and non-share corporation organized and existing under the laws of the State of Mississippi pursuant to grant of Charter of Incorporation, as the Kiwanis Club of Washington, approved by the Governor of the State of Mississippi on May 27, 1957 and which is now recorded in Photostat Book Number Seventy-Two, pages 236-240, the name having been changed from Kiwanis Club of Washington as recorded in Photostat Book Number 128, pages 587-593, in the office of the Secretary of State of Mississippi, that the name of this corporation be changed from that of Kiwanis Club of East Natchez to that of and henceforth to be known as "Kiwanis Club of Trace City", and the President of this corporation is hereby authorized, directed and empowered to prepare and present to the Secretary of State of Mississippi the proposed amendment in writing, duly acknowledged by him before a Notary Public or other officer authorized to take acknowledgments, together with a certified copy of this resolution, such amendment to the Charter of Incorporation to be substantially as follows, to-wit:

"The corporate name of Kiwanis Club of East Natchez is is hereby changed to that of Kiwanis Club of Trace City, and its Charter of Incorporation is hereby amended so to read, and Article I of said Charter is hereby amended so as to read as follows: 1. The corporate title of said company is Kiwanis Club of Trace City.

BE IT FURTHER RESOLVED that the President of this corporation is further authorized, directed and empowered to do and perform any and all other acts and things in anywise necessary or incident to the premises in the full accomplishment of that hereby resolved.

.....

CERTIFICATE

The undersigned Secretary of Kiwanis Club of East Natchez does hereby certify that the above and foregoing constitutes a full, true

and correct copy of a resolution duly offered and unanimously adopted at a meeting of the membership of said corporate club had and held on the 10 day of JANUARY, 1972 at which meeting a quorum of the membership was present and voting, and which meeting was held and such resolution offered and adopted in accord with the By-Laws of the corporation.

WITNESS MY SIGNATURE AT Natchez, Mississippi, on this the 24th day of August, 1972.

Kent S. Knee
SECRETARY

SWORN TO AND SUBSCRIBED before me on this the 24th day of August, 1972.

Grace G. Bryant
NOTARY PUBLIC

My commission expires: July 25, 1973

BOOK 198 PAGE 78

AMENDMENT TO CHARTER OF INCORPORATION

OF KIWANIS CLUB OF EAST NATCHEZ

The corporate name of Kiwanis Club of East Natchez, a non-profit and non-share corporation, organized and existing under the laws of the State of Mississippi pursuant to grant of Charter of Incorporation, as the Kiwanis Club of Washington, approved by the Governor of Mississippi on May 27, 1957, and which Charter of Incorporation appears recorded in Photostat Book Number Seventy-Two, pages 236-240, the name having been changed from the Kiwanis Club of Washington as recorded in Photostat Book Number one-hundred twenty-eight, pages 587-593, in the office of the Secretary of State of Mississippi, be and the same is hereby changed to that of Kiwanis Club of Trace City, and Article I of said Charter of Incorporation be and the same is hereby amended to read as follows:

"1. The corporate title of said company is Kiwanis Club of Trace City.

Application is hereby made to the State of Mississippi that the Charter of Incorporation of Kiwanis Club of East Natchez be amended accordingly.

IN WITNESS WHEREOF, the undersigned President of Kiwanis Club of East Natchez has hereunto signed his name and that of said corporation on this the 24th day of August, 1972

KIWANIS CLUB OF EAST NATCHEZ

By Louis M. Cooke Jr.
President

Louis M. Cooke Jr.
President of Kiwanis Club of
East Natchez, a Corporation

STATE OF MISSISSIPPI

COUNTY OF ADAMS

Before me, the undersigned authority in and for the County and STATE, aforesaid, personally came and appeared Louis M. Cooke, Jr

known to me to be the President of Kiwanis Club of East Natchez, a corporation, who acknowledged that he signed, executed and delivered the foregoing instrument of writing on the day and year therein mentioned as and for the act and deed of said corporation and as and for his own act and deed as the President thereof.

Given under my hand and seal of office on this the 24th day of August, 1972.

Georgia G. Bryant
NOTARY PUBLIC

My commission expires: July 25, 1973

BOOK 198 PAGE 30

Received at the office of the Secretary of State, this the 29th day of August

A. D., 1972, together with the sum of $10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
SECRETARY OF STATE.

Jackson, Miss.,

Sept. 7, 1972

I have examined this proposed amendment of the Charter of incorporation, and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

A. F. Summer
ATTORNEY GENERAL.

By George M. Sumrall
Special Assistant Attorney General.

BOOK 198 PAGE 81

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

CLAY COUNTY BANK AND TRUST COMPANY

WEST POINT, MISSISSIPPI

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 11th day of September, 1972.

William L. Waller

Governor.

Attest:

Heber Ladner

Secretary of State.

BOOK 198 PAGE 82

State of Mississippi

Department of Bank Supervision

JACKSON

The within and foregoing Amendment to the Charter of Incorporation of

CLAY COUNTY BANK AND TRUST COMPANY

WEST POINT, MISSISSIPPI

is here approved.

In testimony whereof, I have hereunto set my hand and caused the Seal of the Department of Bank Supervision State of Mississippi to be affixed, this 6th *day of* September *19* 72

HORACE STEELE
STATE COMPTROLLER

By: Alanson V. Turnbough
STATE COMPTROLLER.

Alanson V. Turnbough

WAIVER OF NOTICE OF SPECIAL MEETING OF STOCKHOLDERS OF CLAY COUNTY BANK AND TRUST COMPANY

We, the undersigned, being all of the stockholders of Clay County Bank and Trust Company, do hereby waive any and all notice required by law or by the By-Laws of a special meeting of the stockholders of Clay County Bank and Trust Company called for the purpose of increasing the authorized capital stock of said bank from 6,000 shares to 29,000 shares and change the par value from $20.00 per share to $10.00 per share at said meeting.

We hereby consent and agree to the proposed increase in the authorized capital stock and we hereby consent and agree to the change of the par value thereof.

The meeting waived herein is to be held at 5:00 o'clock, P M., on the 15th day of August, 1972 at Mize Restaurant in Corinth, Miss.

This the 15th day of August, 1972.

Roy Bruce

J. H. Bryan, Sr.

William E. Doughty

Kenny Dill

J. R. Powell, M.D.

E. E. Tumlinson

Wilson D. Simmons

J. Q. Bishop

John A. Barron

J. R. Mullens, Jr., M.D.

Frank C. Campbell, Jr.

John E. Judson

George W. Bryan

John C. Jameson, Jr.

Henry M. Lee, M.D.

Fox Haas

Robert D. Harrell

RESOLUTION OF THE STOCKHOLDERS OF CLAY COUNTY BANK AND TRUST COMPANY APPROVING, AUTHORIZING AND DIRECTING THE AMENDMENT TO THE ARTICLES OF INCORPORATION OF SAID CLAY COUNTY BANK AND TRUST COMPANY SO AS TO INCREASE THE AUTHORIZED CAPITAL STOCK OF SAID BANK FROM 6,000 SHARES OF COMMON STOCK HAVING A PAR VALUE OF $20.00 EACH TO 29,000 SHARES OF COMMON STOCK HAVING A PAR VALUE OF $10.00 EACH.

WHEREAS, pursuant to the authority of an order of the Banking Board of the State of Mississippi dated March 27, 1972, finding and adjudicating that the public necessity required that the Clay County Bank and Trust Company be chartered and permitted to operate, said bank has been heretofore officially chartered and organized and all of the authorized capital stock consisting of six thousand (6,000) shares has been subscribed and paid for, and said bank has been legally organized; and

WHEREAS, public demand by the residents of the City of West Point and Clay County, Mississippi exists for a substantial number of additional shares of the capital stock of Clay County Bank and Trust Company, and it would be to the best interest and advantage of said bank that it begin operation with a larger amount of capital than that originally provided in the Articles of Incorporation heretofore filed with said application and approved by said Banking Board:

NOW, THEREFORE, BE IT RESOLVED by the stockholders of the Clay County Bank and Trust Company, duly and legally assembled in the first stockholders' meeting called and held in strict accordance with the provisions of statute and of the By-Laws of said bank, that the Articles of Incorporation of said bank as originally filed and approved, be and the same are amended in the following particulars, to-wit:

That Article IV be amended to read as follows"

"The capital stock of said banking corporation shall consist of twenty-nine thousand (29,000) shares of common stock, of one unspecified class only, having a par value of Ten Dollars ($10.00) each."

BE IT FURTHER RESOLVED that all other provisions and paragraphs of said Articles of Incorporation be and the same remain as originally stated and as approved by the Banking Board.

BE IT FURTHER RESOLVED that John A. Barron, Chairman of the Board, and J. Milton Taylor, President of said bank, be and they are hereby authorized and empowered to execute for and on behalf of the stockholders and on behalf of said Clay County Bank and Trust Company any and all amendments to said Articles of Incorporation necessary to effect the changes authorized by this resolution, and that such amendment to said Articles of Incorporation, if granted, be recorded in the manner provided by Section 5161 of the Mississippi Code of 1942, Recompiled.

SO RESOLVED on this the 15th day of August, A.D., 1972.

CERTIFICATE

I, the undersigned, Secretary of the stockholders meeting of the Clay County Bank and Trust Company, hereby certify that the above and foregoing is a true and correct copy of the resolution passed by said incorporators of said bank as the same appears on the Minute Book thereof, said resolution having been passed unanimously by said stockholders.

WITNESS MY SIGNATURE on this the 15th day of August, A. D., 1972.

J Milton Taylor

SECRETARY

AMENDMENT TO THE ARTICLES OF INCORPORATION OF CLAY COUNTY BANK AND TRUST COMPANY

Articles of Incorporation of Clay County Bank and Trust Company as heretofore filed with the State Comptroller, Department of Bank Supervision of the State of Mississippi, and approved pursuant to order of the Banking Board of the State of Mississippi by decision dated March 27, 1972, be and the same is hereby amended as follows:

(1) That Article IV, being paragraph IV of said Articles of Incorporation, be and the same is hereby amended to read as follows:

"IV. The capital stock of said banking corporation shall consist of twenty-nine thousand (29,000) shares of common stock, of one unspecified class only, having a par value of Ten Dollars ($10.00) each."

All other articles shall be and remain as originally stated in the original Articles of Incorporation heretofore filed.

WITNESS THE SIGNATURE and seal of said bank on this the 15th day of August, A.D., 1972.

CLAY COUNTY BANK AND TRUST COMPANY

BY _____

ATTEST:

_____

STATE OF MISSISSIPPI)
)
COUNTY OF CLAY)

This day personally appeared before me, the undersigned authority of law in and for said County and State aforesaid, JOHN A. BARRON and J. MILTON TAYLOR, who acknowledged that they are duly authorized by the stockholders of Clay County Bank and Trust Company to act for and on behalf of said bank, and that in said capacity and for and on behalf of said Clay County Bank and Trust Company they executed the above and foregoing Amendment to the Articles of Incorporation of said Clay County Bank and Trust Company as and for the act and deed of said stockholders and of said bank, having been duly authorized to do so.

Given under my hand and official seal, on this the 15th day of August, A.D., 1972.

Helen Murray
NOTARY PUBLIC

(Seal)

My Commission Expires:

9-25-75

BOOK 198 PAGE 83

Received at the office of the Secretary of State, this the 7th day of September

A. D., 19 72, together with the sum of $ 25.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
SECRETARY OF STATE.

Jackson, Miss.,

September 8, 1972

I have examined this Amendment to the Charter of incorporation, and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

A. F. Summer
ATTORNEY GENERAL.

By W. J. Castleman
Assistant Attorney General.

C-74

BOOK 198 PAGE 89

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE JACKSON POLICE WIVES AUXILIARY

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 12th day of September A. D., 1972.

William V. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

BOOK 198 PAGE 90 BOOK 93 PAGE 85

The following is an excerpt of the minutes of the regular meeting of the Jackson Policewives Auxiliary held on August 21, 1972 at the Police Training Academy:

> ". . . President Fran Burkett brought the matter of obtaining a charter as a non-profit organization before the Auxiliary. She stated that there would be a $25.00 fee (payable to the Secretary of State) and that we would need some legal assistance to obtain the charter. Carolyn Sumrall made a motion that we take the steps necessary to obtain a charter. Aileen Johnson seconded the motion, and it was passed unanimously by the Auxiliary, such motion and subsequent vote also authorized Mrs. Jim Burkett, Mrs. Robert Austin and Mrs. Vernon Martin to apply for a charter of incorporation for the auxiliary.

I, Mrs. Vernon Martin, Secretary of the Jackson Policewives Auxiliary, do hereby certify that this is a true and correct excerpt of the minutes of the regular meeting of the Jackson Policewives Auxiliary held August 21, 1972 at the Police Training Academy.

Carolyn (Mrs. Vernon) Martin

SECRETARY

STATE OF MISSISSIPPI)

County of Hinds)

On September 8, 1972, before me, Notary Public, in and for said County and State, personally appeared Mrs. Vernon Martin, known to me to be the person whose name is subscribed to this instrument, and acknowledged that she executed the same.

WITNESS my hand and official seal.

Charles L. Head

NOTARY PUBLIC

My Commission Expires Jan. 10, 1976

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. Non-profit.

THE CHARTER OF INCORPORATION OF

1. **The corporate title of said company is:**

THE JACKSON POLICE WIVES AUXILIARY, Inc.

2. **The names and post office addresses of the incorporators are:**
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State

(1) Mrs. Jim Burkett, Rt. 5, 351-A Swan Lake Drive, 39209, phone 372-7995, being an adult resident citizen of the State of Mississippi. PRESIDENT Birthday: 7-2-42.

(2) Mrs. Robert Austin, 1740 South Haven Circle, 39204, phone 372-6614, being an adult resident citizen of the State of Mississippi. FIRST VICE PRESIDENT Birthday: 8-28-46.

(3) Mrs. Vernon Martin, 2625 Belvedere Dr. Apt. 112, 39212, an adult resident citizen of Mississippi. Phone 372-7454, Birthday 12-5-47. SECRETARY

3. **The domicile is at** 3000 St. Charles (Street and No.) Jackson, (City) Mississippi 39209 (State)

4. **(Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)**

The Jackson Police Wives Auxiliary is a non-profit organization and no shares of stock shall be issued. The Jackson Police Wives Auxiliary is a law enforcement planning association for better law enforcement relations with the community.

5. **Period of existence shall be perpetual.**

6. **The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:**

(1) The object of this Auxiliary shall be to create unity among the policemen: With the different watches and special units within the Jackson Police Department, it is our aim to create a department working as a unity to see that all facets of the department understand what each is doing and to pull together as one single department with the subdivisions of many working as one. The wives must understand what each others husband's duty is and with this Auxiliary we hope to create a unity among the policemen and their families.

(2) To create harmony among the men and their families: If the wives and children of our Auxiliary understand the duties and the different types of hazards that policemen go through and the pressure of the public on a policeman then it is the aim of this Auxiliary to see that the families of our policemen understand the jobs and the policemen's duties to society.

(3) To create more co-operation among the Police, City, and State Officials: A policeman's job is very hard and misunderstood. It is our aim to see that the police understand each other and the positions each other hold. It is very important that the police, city officials, citizens, and state officials understand each others positions so they can work as a unity to better serve the public.

(4) To be able to assist in any way possible in time of disaster: It is our goal in times of disaster, etc., to be able to assist the people that are effected by this disaster and to see that officials working this disaster are provided with coffee and sandwiches as they work. We are able and willing to help people involved in a disasterous time in any way we can.

(5) Our aim is to sponsor at least one worthy project each year and to see that our project is one that will be beneficial to others to the greatest extent.

NOTE: IF MORE SPACE IS NEEDED PLEASE DO NOT USE THIS FORM.
DO NOT ATTACH ANY PAPERS TO ANY ARTICLE.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. The signatures of the incorporators must agree with their names as they appear in the resolution, article 2 of the charter and in the acknowledgment.

Signatures: Mrs. Robert Austin
Mrs. Jim Burkett
Mrs. Vernon Martin

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of _____

This day personally appeared before me, the undersigned authority Mrs. Jim Burkett, Mrs. Vernon Martin, Mrs Robert Austin, _____, _____, _____, incorporators of the corporation known as the Jackson Police Auxiliary Inc. who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 11 day of September, 1972

Charles Neal, Notary Public

STATE OF MISSISSIPPI
County of _____

This day personally appeared before me, the undersigned authority _____, _____, _____, _____, _____, _____, incorporators of the corporation known as the _____ who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the _____ day of _____, 19____

_____

Received at the office of the Secretary of State this the 12th day of September A.D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
Secretary of State

Jackson, Miss., SEPT. 12, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By George H. Swindoll
SPECIAL Assistant Attorney General

If acknowledgment is taken, one acknowledgment will

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BOOK 198 PAGE 95

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE AMERICAN CAT HUNTERS AND SPORTSMEN ASSOCIATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 12th day of September A. D., 1972.

William L. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

RESOLUTION OF THE AMERICAN CAT HUNTERS AND SPORTSMEN ASSOCIATION, AN UNINCORPORATED ASSOCIATION, TO INCORPORATE, DESIGNATING THE INCORPORATORS, THE NAME OF THE PROPOSED CORPORATION AND AUTHORIZING THE EXPENDITURE OF THE FUNDS OF THE ASSOCIATION NECESSARY TO DO SO.

BE IT RESOLVED by the members of The American Cat Hunters And Sportsmen Association an unincorporated association of individuals, that it is to the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the laws of the State of Mississippi applicable thereto and that THOMAS ALLEN LONG, RACHEL LONG, THADDEUS YARBROUGH are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named THE AMERICAN CAT HUNTERS AND SPORTSMEN ASSOCIATION; that they are fully empowered to do and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, RACHEL LONG, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is a true and correct copy of a Resolution duly and properly adopted at a meeting thereof held on the 5th day of September, 1972, at Route 3, Box 47, Louisville, Mississippi, at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 8th day of September, 1972.

Rachel Long
SECRETARY

Dyla Pearson Notary Public

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. Non-profit.

THE CHARTER OF INCORPORATION OF

THE AMERICAN CAT HUNTERS AND SPORTSMEN ASSOCIATION

1. The corporate title of said company is:

THE AMERICAN CAT HUNTERS AND SPORTSMEN ASSOCIATION, INC.

2. The names and post office addresses of the incorporators are:
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the Incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
Thomas Allen Long	Route 3, Box 47	Louisville,	Mississippi
Rachel Long	Route 3, Box 47	Louisville,	Mississippi
Thaddeus Leon Yarbrough	Route 3, Box 31-A	Louisville,	Mississippi

All of the above named incorporators are adult resident citizens of the State of Mississippi.

3. The domicile is at Route 3, Box 47 (Street and No.) Louisville, Mississippi (City) 39339 (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)

The American Cat Hunters And Sportsmen Association is a nonprofit organization and no shares of stock shall be issued. It is an association of sportsmen dedicated to the preservation of their sport of cat hunting, and to the protection of all species of cats classed as game or predator animals.

This is a fraternal corporation.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:

The American Cat Hunters and Sportsmen Association was founded in August, 1972, by a group of cat hunters and concerned sportsmen for the express purpose of preserving their great sport of cat hunting with dogs especially bred for that pursuit. Another equally important purpose was to protect all species of cats classed as game or predator, through group action and group funds.

Be it known to all persons henceforth:

The American Cat Hunters and Sportsmen Association is an organization of dedicated people pledged to the above and following ideals.

We shall, through membership dues, donations, and other legitimate channels, endeavor to establish a fund on a nonprofit basis to be used in furtherance of our ideals.

At all times we stand ready to assist in every manner possible fellow members everywhere, as well as other interested organizations, in promoting and urging passage of legislation at all levels of government which is of benefit to our interests.

We stand ready at all times to end the agony of dog thievery practiced by those despicable individuals; and certain organizations interested only in securing the well developed hunting dog at the least possible expence. The treasury of this Association offers a standing reward of One Hundred Dollars for information leading to the arrest and conviction of any thief stealing dogs belonging to its membership. This Association will further aid and assist in the prosecution of said thieves. This reward will be in addition to that offered by The American Cat Hound Registry, when dog stolen is registered and tattooed as specified in the Registry.

BY-LAWS: The membership of this Association shall, in January of each year, nominate their choices of individuals to sit on the Board of Directors. Those nominations will be listed to each member for their votes, either by mail, [illegible] on other means, during the month of March. All ballots must

be returned to the Association office before April 30th of same year.

An annual open meeting of membership will be held over the second Saturday of May, each year. Those elected to the Board of Directors will be installed at this time, and membership notified via fastest and most convenient media.

The Board of Directors shall , upon installation into office, elect one of its members to serve as Chairman of the Board. The Chairman of the Board shall conduct all meetings, and prepare all matters for discussion by the Board of Directors.

The Board of Directors shall consist of twelve people, and their duties are the governing policies of this Association, consistent with the ideals set forth in the Founding Charter. They must keep a detailed record of all actions taken in this respect, and such record becomes a part of the permanent file of this Association. They may create any office among their members which will facilitate the government and actions of this Association in its endeavors as set forth in the Founding Charter.

The membership of this Association shares the full responsibility for the government, the actions taken, and the upholding of individual integrity and honor which casts the best light upon the ideals of our Charter. Their suggestions shall become a permanent record of this Association, and shall be the framework upon which the Board of Directors shall build our Association ever stronger and more influential in its service to the membership.

Those breeders of the American Cat Hound shall at all times realise their duty and obligation to their fellow members and the hunting fraternity of sportsmen, to act as honorable men and practioneers of an ancient and noble art; namely: breeders of a rare and highly valuable hunting animal, "The American Cat Hound". It behooves them to use their talents to the utmost in breeding ever better hunting dogs that will not only bring great individual recognition to them, but also enhance the prestige of all American Cat Hounds as the greatest of all hunting dogs.

The American Cat Hunters and Sportsmen Association is a subsidiary of The American Cat Hound Registry; but the Association is controlled and governed by the membership through their elected Board of Directors, who act within the framework of the Founding Charter. The American Cat Hound Registry will serve the Association in an advisory capacity only; except in event of violation of any part of the Founding Charter as outlined herein, the Registry has the right as guaranteed under its Charter of Incorporation to police and remedy said violation in accordance with the laws of the State of Mississippi.

NOTE: IF MORE SPACE IS NEEDED PLEASE DO NOT USE THIS FORM.
DO NOT ATTACH ANY PAPERS TO ANY ARTICLE.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. The signatures of the incorporators must agree with their names as they appear in the resolution, article 2 of the charter and in the acknowledgment.

Signatures: Thomas Allen Long

Rachel Long

Thaddeus Leon Yarbrough

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of _____

This day personally appeared before me, the undersigned authority _____, _____, _____, _____, _____, _____, incorporators of the corporation known as the _____ who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the _____ day of _____, 19____

_____

STATE OF MISSISSIPPI

County of Winston

This day personally appeared before me, the undersigned authority Rachel Long, Thomas Allen Long, Thaddeus Leon Yarbrough, _____, _____, incorporators of the corporation known as the American Cat Hunters Sportsmen Club who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 8th day of Sept., 1972

My Commission Expires Oct. 31, 1975 _____

Received at the office of the Secretary of State this the 12th day of Sept., A.D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Helen Ladner

Secretary of State

Jackson, Miss., SEPT. 12, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A.F. Summer

Attorney General

By George M. Irving

SPECIAL Assistant Attorney General

NOTE: In case all incorporators are together when acknowledgment is taken, one acknowledgment will

BOOK 198 PAGE 130

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE AMERICAN CAT HOUND REGISTRY, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 12th day of September A. D., 1972.

William L. Waller

Governor

By the Governor

Heber Ladner

Secretary of State

RESOLUTION OF THE AMERICAN CAT HOUND REGISTRY, AN UNINCORPORATED ASSOCIATION, TO INCORPORATE, DESIGNATING THE INCORPORATORS, THE NAME OF THE PROPOSED CORPORATION AND AUTHORIZING THE EXPENDITURE OF THE ASSOCIATION NECESSARY TO DO SO.

BE IT RESOLVED by the members of The American Cat Hound Registry, an unincorporated association of individuals, that it is to the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the laws of the State of Mississippi applicable thereto and that THOMAS ALLEN LONG, RACHEL LONG, THADDEUS YARBROUGH, are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named THE AMERICAN CAT HOUND REGISTRY; that they are fully empowered to do and perform any and all acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, RACHEL LONG, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is a true and correct copy of a Resolution duly and properly adopted at a meeting thereof held on the 5th day of September, 1972, at Route 3, Box 47, Louisville, Mississippi, at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 8th day of September, 1972.

Rachel Long
SECRETARY

U.S. NOTARY PUBLIC

Sybil Seamon Notary Public

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. Non-profit.

THE CHARTER OF INCORPORATION OF

1. The corporate title of said company is: THE AMERICAN CAT HOUND REGISTRY, INC.

2. The names and post office addresses of the incorporators are:
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
THOMAS ALLEN LONG	Route 3, Box 47	Louisville,	Mississippi
RACHEL LONG	Route 3, Box 47	Louisville,	Mississippi
THADDEUS YARBROUGH	Route 3, Box 31-A	Louisville,	Mississippi

All of the above named incorporators are adult resident citizens of the State of Mississippi.

3. The domicile is at Route 3, Box 47 (Street and No.) Louisville, Mississippi 39339 (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)

The American Cat Hound Registry is a nonprofit organization and no shares of stock shall be issued. It is an association of sportsmen dedicated to the improvement of dogs used in the sport of cat hunting by registering and offering of information to all breeders and the general public concerned.

This is a fraternal corporation.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:

The American Cat Hound Registry is open to all dogs used in the supreme sport of cat hunting that are capable of striking, jumping and running cats of any known species to gun, bay, den or tree.

All dogs will be registered as "American Cat Hounds". The cat-hunting dog is a rare and unique animal, showing in less than ten per cent of all known breeds or mixed breeds. It is the purpose of this Registry to preserve, propogate, and improve the quality of this entirely separate hunting breed.

The word "hound" and "dog" will be used interchangeably to describe one and the same animal.

Owners may use their name and/or kennel name to identify their "family strain" of American Cat Hounds. Such family strain names may be registered with this Registry; when so registered no other person may use that name or names. Registry numbers will be assigned each Family Strain, and to each dog registered. These numbers may be tattooed on dogs for permanent identity.

All American Cat Hounds may be registered with other Registries in any manner owners desire.

When the Registration Numbers assigned to each dog by this Registry are tattooed on dog, The American Cat Hound Registry offers a standing reward

of One Hundred Dollars for information leading to the arrest and conviction of any one stealing an American Cat Hound. This Registry will further aid and assist in the prosecution of said thief or thieves.

Application forms for registering dogs and family strain names may be obtained from this Registry. Pictures must be taken of each side of dog; one set will be attached to owners registration papers, one set will be kept in Registry files. This is necessary for owners protection in event of lass or theft of registered dog, and for the protection of any one purchasing a registered American Cat Hound.

The American Cat Hound Registry will serve as a permanent recording agency for all owners desiring registration of their cat hunting dogs. It will further serve as a clearing house for all breeders inquiries, buyers inquiries, and assistance in locating lost or stolen dogs of this Registry. No personal information concerning owners of registered American Cat Hounds will be given to any one at any time.

As outlined in preceding paragraph, information will be taken from files. The honesty of each statement is guaranteed by the owners Notarized Application Form. The American Cat Hound Registry is not responsible for any false statements made in these Notarized application forms, and all legal responsibilities lies with the person signing said Notarized application forms.

It is further resolved by the membership of this Registry to form The American Cat Hunters And Sportsmen Association, under a separate Charter of Incorporation; for the purpose preserving our sport and protecting all species of cats classed as game or predator animals. This Association shall be a subsidiary of this Registry, and if in the event of violation of any part of its Founding Charter, the American Cat Hound Registry reserves the right to police and remedy said violation in accordance with the Charter of Incorporation and the laws of the State of Mississippi.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. The signatures of the incorporators must agree with their names as they appear in the resolution, article 2 of the charter and in the acknowledgment.

Signatures: Thomas Allen Long
Rachel Long
Thaddeus Yarbrough

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Winston

This day personally appeared before me, the undersigned authority Thomas Allen Long, Rachel Long, Thaddeus Yarbrough,

incorporators of the corporation known as the The American Cat Hound Registry who acknowledged that ~~he~~ (they) signed and delivered the above and foregoing charter of incorporation as ~~his~~ (their) act and deed on this the 11th day of September, 1972

My Commission Expires Oct. 31, 1975 Mrs. Sybil Weaver

STATE OF MISSISSIPPI
County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the day of , 19

Received at the office of the Secretary of State this the 12th day of September A.D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Helen Ladner
Secretary of State

Jackson, Miss., SEPT. 12, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By George M. Irwin
SPECIAL Assistant Attorney General

NOTE:—In case all incorporators are together when acknowledgment is taken, one acknowledgment will be sufficient.

BOOK 198 PAGE 105

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MISSISSIPPI COUNCIL OF THE BLIND, INCORPORATED

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 13th day of September A. D., 1972.

William V. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

"We, the undersigned, being all the incorporators of the Mississippi Council of the Blind, Inc. and all of the subscribers to its capital stock entitled to notice of said meeting, do hereby call the first meeting of the stockholders thereof, to be held in the Victory Room of the Hotel Heidelburg at 131 East Capitol Street in the city of Jackson, County of Hinds, and the State of Mississippi at ten o'clock A. M., on the 26th day of February A. D., 1972, for the organization of said corporation, the election of directors, and the transaction of such other business as may properly come before said meeting and we hereby waive all requirements as to notice of such meeting and consent to such organization, election of directors, and transaction of business."

Dated this the 3rd day of January A. D., 1972 at 241 Bon Air, in the city of Jackson, the County of Hinds, State of Mississippi.

Rebecca Floyd

ORGANIZATIONAL MEMBERSHIP MEETING

Be it remembered that incorporators of the Mississippi Council of the Blind, Inc. which comprises the membership as of this date, met at ten o'clock A. M. on the 26th day of February, 1972, pursuant to the notice of said meeting, in the Victory Room of the Hotel Heidelburg at 131 East Capitol Street in the city of Jackson, County of Hinds, and the State of Mississippi, for the purpose of considering adopting the charter and by-laws of said corporation and the election of the directors of said corporation and any other business that the membership deemed necessary and proper to transact at said meeting.

The following were present who constituted all of the incorporators and all the persons so far admitted to membership who constitute the present members of said corporation: to wit: Gary Austin, Coley Bagwell, Wallace Ballard, Woodward G. Barnes, R. C. Benton, Joe Bishop, Lee Breland, Ethel Britt, Wardell Britt, Joe L. Brown, Lavada Caffey, Winfred Caffey, George Cantin, Inez Cantin, Jim L. Carballo, James D. Case, James D. Clay, Wayne Coker, Obie Collins, Linail Collins, Gertrude B. Cooper, Walter D. Cooper, Winston Copeland, Gerald Crane, Annie M. Davis, Tommy Davis, Rebecca Floyd, Monroe Frazier, John L. Granger, Mary Granger, John Hawkins, Jr.,

Hattie Mae Holley, John H. Holley, Felix Hunter, Charles Jones, Julia Fay Jones, Douglas LaPrade, Sarah LaPrade, Wilma Lassitter, Dan Maddox, Peggy Maddox, Billy Mayfield, Janice Mayfield, Judy McEwin, Linda McKenzie, Ben McMillan, Ethel McMillan, Lyn Ray McMillan, Bonnie Moore, James C. Moore, Andrew Oliver, Mae H. Owens, Clemmie Sanders, Mary Lue Sanders, Howard Sessums, Robert Shelton, T. S. Singletary, Billy Smith, Elson Smith, Michael Smitherman, Bill Spigner, Sue C. Spigner, Lillian E. Steele, Barbara Sterling, Dianne Strickland, Mr. and Mrs. Jeffery Sterling, George E. Tucker, Laverne Tucker, C. Morris Ward, Patsy D. Ward, Rubel Walker, Raymond D. Williams, Ross J. Williams, Tommie Wilson.

Miss Rebecca Floyd was designated temporary chairman and called the meeting to order and stated that pursuant to the notice of the meeting, the object of the meeting was to consider and adopt the charter and the by-laws of said corporation and the election of the directors and officials and the handling of other pertinent business.

Thereupon, the organization and the incorporation of the Mississippi Council of the Blind, Inc. was moved and carried unanimously. The following officers were elected: Rebecca Floyd, President; Bill Spigner, Vice President; Linda McKenzie, Recording Secretary; Raymond D. Williams, Corresponding Secretary; and Peggy Maddox, Treasurer. It was moved and carried that these five elected officers are to serve as members of the corporate Board of Directors. Other elected Directors were: Elson Smith, Andrew Oliver, Clemmie Sanders, Ben McMillan, Sarah LaPrade, and Winfred Caffey. These with the five elected officials constitute a Board of eleven members. Doyle Case was elected Parliamentarian without the power to vote.

RESOLUTION OF THE MEMBERSHIP OF THE MISSISSIPPI COUNCIL OF THE BLIND, IN CONVENTION ASSEMBLED, AUTHORIZING INCORPORATION AND AUTHORIZING AND DIRECTING THREE MEMBERS OF SAID BOARD OF DIRECTORS TO MAKE APPLICATION FOR CHARTER OF INCORPORATION, AND AUTHORIZING THE EXPENDITURE OF THE FUNDS OF THE ASSOCIATION FOR THE PURPOSE OF PROCURING SAID CORPORATE CHARTER.

WHEREAS, Rebecca Floyd, Bill Spigner, Linda McKenzie, Raymond D. Williams, Peggy Maddox, Elson Smith, Andrew Oliver, Clemmie Sanders, Ben McMillan, Sarah LaPrade, and Winfred Caffey now are the duly elected Board of Directors of a civic improvement organization known as the Mississippi Council of the Blind, located at 62 North Main Street, in the city of Sardis, County of Panola, State of Mississippi, formed for the primary purpose of rendering all possible assistance in the promotion, development, and improvement of services to blind persons in the State of Mississippi, with its corporate name to be Mississippi Council of the Blind, Incorporated, and,

WHEREAS, the membership of the Mississippi Council of the Blind, in convention assembled, now find and determine that it would be in and to the best interest of said Mississippi Council of the Blind that same be incorporated as a non-profit, non-share corporation under the provisions of Section 5310.1 as Amended, Mississippi Code of 1942, Recompiled, as passed at the 1962 session of the Mississippi Legislature;

NOW, THEREFORE, BE IT RESOLVED by the Mississippi Council of the Blind in duly convened session as follows:

SECTION 1: That the Mississippi Council of the Blind, a civic improvement organization located and situated at 62 North Main Street in the city of Sardis, County of Panola, State of Mississippi, be incorporated as a non-profit, non-share civic improvement organization under the provisions of Section 5310.1 as Amended, Mississippi Code of 1942, Recompiled.

SECTION 2: That Rebecca Floyd, Raymond D. Williams, and Elson Smith, or some other member of the Board of Directors in the event that the aforesaid Elson Smith is incapacitated, being three of the members of said Board of Directors of the Mississippi Council of the Blind, and all being adult resident citizens of the State of Mississippi, be and they are hereby authorized empowered, and directed to make application to the Secretary of the State of Mississippi for a Charter of Incorporation of the said association as a non-profit, non-share, civic improvement corporation under the provisions of Section 5310.1, Amended, Mississippi Code of 1942, Recompiled.

SECTION 3: That said persons be and they are hereby authorized to do and commit any and all acts necessary to make application for said Charter of Incorporation and to sign all instruments necessary or required by the Secretary of the State of Mississippi in order to secure said Charter of Incorporation. And to expend, whenever necessary, the funds of the aforesaid association for the purpose of procuring the aforesaid corporate charter.

SECTION 4: That Linda McKenzie, the Recording Secretary of said Mississippi Council of the Blind, be and she is hereby authorized, empowered, and directed to certify a true and correct copy of this resolution to the Secretary of State of the State of Mississippi in connection with making an application for a Charter of Incorporation.

Passed and adopted in duly convened meeting on this the 26th day of February, 1972 and re-adopted by the duly convened meeting of the membership of the Mississippi Council of the Blind, in convention assembled, on this the 9th day of September, 1972.

BOOK 198 PAGE 109

CERTIFICATE OF SECRETARY

I, Linda McKenzie, do hereby certify that I am the duly elected and acting Recording Secretary of the Mississippi Council of the Blind, a civic organization located at 62 North Main Street, in the city of Sardis, County of Panola and State of Mississippi, and that said association is composed of the following Board of Directors: Rebecca Floyd, Bill Spigner, Linda McKenzie, Raymond D. Williams, Peggy Maddox, Elson Smith, Andrew Oliver, Clemmie Sanders, Ben McMillan, Sarah LaPrade, and Winfred Caffey.

I further certify that all of the above named persons are adult resident citizens of the State of Mississippi and that the above resolution is a true and correct copy of the resolution passed and adopted by the unanimous vote of all the membership and said Board of Directors of the Mississippi Council of the Blind in convention assembled, on the 26th day of February, 1972, in duly called and convened meeting.

WITNESS my signature, this the 13th day of July, 1972.

Linda McKenzie
Linda McKenzie, Recording Secretary
Mississippi Council of the Blind, Inc.

STATE OF MISSISSIPPI
COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for the aforesaid county and state, Linda McKenzie, Recording Secretary of the Mississippi Council of the Blind, Inc., who acknowledged that she signed and delivered the above and foregoing certificate of authentication as her voluntary act and deed on this the 13th day of July, 1972.

Jessie B. Lowry
Notary Public

My commission expires: My Commission Expires April 20 [illegible]

BOOK 198 PAGE 130

THE CHARTER OF INCORPORATION

OF

MISSISSIPPI COUNCIL OF THE BLIND, INCORPORATED

1. The corporate title of said organization is : Mississippi Council of the Blind, Incorporated.

2. The names of the incorporators are:

Rebecca Floyd	62 North Main Street, Sardis, Miss. 38666
Elson Smith	241 Bon Air, Jackson, Miss. 39216
Raymond D. Williams	Post Office Box 684, Senatobia, Miss. 38668

Each of the above named incorporators are adult resident citizens of the State of Mississippi.

3. The domicile is at 62 North Main Street in the city of Sardis, County of Panola, and State of Mississippi.

4. Mississippi Council of the Blind, Incorporated, is a non-profit corporation and no shares of stock are to be issued.
This is a civic improvement corporation.
Mississippi Council of the Blind, Incorporated, is organized for the general purpose of rendering all possible assistance in the promotion, development, and improvement of services to blind persons in the State of Mississippi, and to render all possible assistance in like measure to any affiliate organization such as the American Council of the Blind by:

A. Increasing public understanding of the social and economic gains to individuals and to the nation through providing opportunities for all blind persons to become self-sufficient, self-supporting, and contributing members of society.

B. Providing a forum on a regional and/or local level for the discussion of all problems relating to services to blind persons and the prevention of blindness, and providing publications and conferences to accomplish this purpose.

C. Encouraging an interdisciplinary approach to problems of services to blind persons through the maximum use of knowledge and skills of all related professions.

D. Fostering research to advance knowledge and skills for the improvement of services to all blind persons.

E. Assisting in the development of professional training opportunities for all persons engaged in providing services to blind persons.

F. Assisting in the development of professional standards for the personnel engaged in the specialized program of services to blind persons.

G. Initiating, if necessary, and cooperating with other groups in the development of programs of social action throught legislation or in other ways, for the benefit of blind persons.

H. Interpreting to other disciplines an understanding of the special needs resulting from blindness and encouraging maximum use of their knowledge and skills in our specialized field.

I. Providing a device under the control of blind persons for the synthesizing of their opinions as to the most urgent needs and the means of meeting same.

J. Preventing and precluding unwarranted out-of-state interference with and direction of the normal aspirations of blind persons of this state.

5. The period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:

A. To do and perform any and all acts deemed advisable and feasible by the membership and/or the governing authorities of said membership that would accomplish or tend to assist to accomplish the obvious set forth purpose for which this charter is sought.

B. To solicit and receive funds from any and all sources available for said purpose.

C. To the same extent as natural persons might or could do, to purchase or otherwise acquire and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose and deal in lands or leaseholds in any interest and rights, licenses or priveleges necessary, convenient or appropriate for any of the purposes herein expressed.

D. To construct and/or build and erect, enlarge, repair, remodel and otherwise engage any work or real property or personal property owned or to be owned by said corporation.

E. To lend funds to any agnecy or entity which has for its general objective the same as does this entity.

F. To borrow money and to make and issue notes, deeds of trust, and evidence of indebtedness of all kinds and generally to make and perform agreements and contracts of any and every kind and description without limitation as to the amount of corporate indebtedness or liability; and to pledge or mortgage any of this property or security therefore in any manner permitted by law.

G. To acquire and to hold on and exercise all rights of ownership in and to sell, transfer or pledge shares of capital stock or bonds or become a member or a stockholder of any corporation or association engaged in any related activities.

H. To buy or lease, hold and exercise all privileges of ownership in and to all real or personal property as may be necessary or cinvenient for the conduct and operation of the business of the corporation or incidental thereto.

I. To establish reserves and invest the funds thereof in stocks, bonds, and other property as the Board of Directors may deem Satisfactory.

J. To have and exercise all powers, priveleges and rights conferred on corporations by the laws of the State of Mississippi and all powers and rights incidental in carrying out the purposes for which this corporation is fromed except such as are inconsistent with the express provisions of the act under which this corporation is incorporated.

K. The names and addresses of the members of the initial Board of Directors as is presently constituted are: Rebecca Floyd, 62 North Main Street, Sardis, Ms. 38666; Bill Spigner, 318 Lumpkin, Tupelo, Ms. 38801; Linda McKenzie, 135 Taylor Street, Jackson, Ms. 39216; Raymond D. Williams, Post Office Box 684, Senatobia, Ms. 38668; Peggy Maddox, 311 Livingston, Jackson, Ms. 39206; Elson Smith, 241 Bon Air, Jackson, Ms. 39216; Andrew Oliver, C/O Mississippi Industries for the Blind, 2501 North West Street, Jackson, Ms. 39216; Clemmie Sanders, 3225 Whitfield Mill Road, Jackson, Ms. 39211; Ben McMillan, 131 Duncan Avenue, Jackson, Ms. 39202; Sarah LaPrade, 277 Taylor Street, Jackson, Ms. 39216; and Winfred Caffey, 317 Duncan, Jackson, Ms. 39202.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends, or profits among its members, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for the corporate debt, but the entire corporate property shall be liable for the claims of creditors. Expulsion shall be the only remedy for non-payment of dues.

Rebecca Floyd

Miss Rebecca Floyd, Incorporator

STATE OF MISSISSIPPI
COUNTY OF PANOLA

This day personally appeared before me, the undersigned authority in and for the above mentioned county and state, Rebecca Floyd, one of the incorporators of the corporation known as the Mississippi Council of the Blind, Incorporated, who acknowledged that she signed and executed the above and foregoing articles of incorporation as her voluntary act and deed on this the 11 day of July, 1972.

Carol A Bland

My commission expires July 15, 1974

Elson Smith

Elson Smith, Incorporator

Raymond D. Williams

Raymond D. Williams, Incorporator

STATE OF MISSISSIPPI
COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for the before mentioned county and state, Elson Smith and Raymond D. Williams, incorporators of the corporation known as the Mississippi Council of the Blind, Incorporated, who acknowledged that they signed and executed the above and foregoing articles of incorporation as their voluntary act and deed on this the 13th day of July, 1972.

Josie B. Lowry, Notary Public

My commission expires: My Commission Expires April 26, 1976

RECEIVED at the office of the Secretary of State this the 13th day of July A. D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner

Secretary of State

Jackson, Mississippi, ,1972

BOOK 198 PAGE 114

Jackson, Miss.
Sept. 11, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State of Mississippi or of the United States.

A. F. Summer
Attorney General

Special George M. Swindell
Assistant Attorney General

STATE OF MISSISSIPPI

Office of

SECRETARY OF STATE

Jackson

I, Heber Ladner, Secretary of State, do certify that the Charter of Incorporation hereto attached entitled the Charter of Incorporation of

MISSISSIPPI COUNCIL OF THE BLIND, INCORPORATED

is, pursuant to the provisions of Title 21, Code of Mississippi of 1942, as amended, Recorded in the Records of Incorporation in this office, in Photostat Book, Number_____, Pages_____.

THE GREAT SEAL
OF THE STATE
OF MISSISSIPPI

Given under my hand and the Great Seal of the State of Mississippi hereunto affixed this the _____day of _____, 1972.

_____
Secretary of State

STATE OF MISSISSIPPI

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MISSISSIPPI COUNCIL OF THE BLIND, INCORPORATED

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this the _____ day of _____, A. D.,1972.

_____
Governor

By the Governor

_____
Secretary of State

BOOK 198 PAGE 116

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

ECONOMIC DEVELOPMENT CORPORATION OF PONTOTOC, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 13th day of September A. D., 1972.

William V. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

RESOLUTION OF Economic Development Corporation of Pontotoc AN UNINCORPORATED ASSOCIATION, TO INCORPORATE, DESIGNATING THE INCORPORATORS, THE NAME OF THE PROPOSED CORPORATION AND AUTHORIZING THE EXPENDITURE OF THE FUNDS OF THE _____ NECESSARY SO TO DO.

BE IT RESOLVED by the members of Economic Development Corporation of Pontotoc, an unincorporated association of individuals, that it is to the best interests of this nonprofit organization that it be forthwith incorporated as a nonprofit corporation under the laws of the State of Mississippi applicable thereto and that Charles R. Gray, Cadd Green, James E. Martin

_____

_____

_____

_____

_____

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this nonprofit organization to be named Economic Development Corporation of Pontotoc; that they are fully empowered to do and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the corporation as may be necessary so to do.

C E R T I F I C A T E

I, Elorise W. Davis, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is a true and correct copy of a Resolution duly and properly adopted at a meeting thereof held on the 19th day of August, 1972, at Pontotoc, Mississippi, at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 19th day of August, 1972.

Mrs. Elorise W. Davis
SECRETARY

BOOK 198 PAGE 113

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. Non-profit.

THE CHARTER OF INCORPORATION OF

1. **The corporate title of said company is:**

   Economic Development Corporation of Pontotoc, Inc.

2. **The names and post office addresses of the incorporators are:**
   (The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
Charles R. Gray	1018 North Brooks Street	Pontotoc	Mississippi
Cadd Green	Hwy. 15 Bypass	Pontotoc	Mississippi
J.E. Martin	422 Columbia	Pontotoc	Mississippi

All adult resident citizens of the State of Mississippi.

3. **The domicile is at** 123 Main Street (Street and No.) Pontotoc (City) Mississippi (State)

4. **(Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)**

   This is a non-profit, non-share corporation and is a civic improvement corporation, pursuant to Section 5310.1 of the Mississippi Code of 1942, as amended and recompiled.

5. **Period of existence shall be perpetual.**

6. **The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:**

   This corporation is organized and chartered for the purpose of furthering the economic development of Pontotoc County, Mississippi and its environs, and promoting and assisting the growth and development of business concerns, including small-business concerns, in said area. The primary objective of this corporation shall be benefit to the community as measured by increased employment, payroll, business volume and corresponding factors rather than monetary profits to the shareholders.

   The corporation is authorized and empowered to do all things necessary to carry on and accomplish the purpose for which it is organized and chartered, including authority and power.

   To enter into, make and perform contracts of every kind and description.

   To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and

to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To lend to any person, firm or corporation any of its funds, either with or without security.

To purchase, hold, sell and transfer the shares of its own capital stock.

To promote and assist the growth and development of small-business concerns and others.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description.

To acquire, construct, convert, or expand plant facilities for lease or sale.

NOTE: IF MORE SPACE IS NEEDED PLEASE DO NOT USE THIS FORM.
DO NOT ATTACH ANY PAPERS TO ANY ARTICLE.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. The signatures of the incorporators must agree with their names as they appear in the resolution, article 2 of the charter and in the acknowledgment.

Signatures: Charles R. Gray

CHARLES R. GRAY

CADD GREEN

J. E. Martin

J.E. MARTIN

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Pontotoc

This day personally appeared before me, the undersigned authority Charles R. Gray, Cadd Green, J.E. Martin, _____, _____, _____, _____, incorporators of the corporation known as the Economic Development Corporation of Pontotoc who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 21st day of August, 19 72

Carol Ann Jackson (Campbell)
Notary Public

MY COMMISSION EXPIRES DECEMBER 17, 1974

STATE OF MISSISSIPPI

County of _____

This day personally appeared before me, the undersigned authority _____, _____, _____, _____, _____, _____, incorporators of the corporation known as the _____ who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the _____ day of _____, 19____

_____

Received at the office of the Secretary of State this the 23rd day of August A.D., 19 72, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
Secretary of State

Jackson, Miss., Sept. 12, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By George M. Irwin
SPECIAL Assistant Attorney General

NOTE:—In case all incorporators are together when acknowledgment is taken, one acknowledgment will be sufficient.

BOOK 198 PAGE 121

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE OLD SPANISH TRAIL HERITAGE FOUNDATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 13th day of September A. D., 1972.

William V. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

THE CHARTER OF INCORPORATION OF THE OLD SPANISH TRAIL HERITAGE FOUNDATION, INC.

1. The corporate title of said company is:
The Old Spanish Trail Heritage Foundation, Inc.

2. The names and post office addresses of the incorporators are:

Mrs. William E. Barrett	806 - 2nd Street, Gulfport, Miss. 39501
Mrs. Roy Ruggles Johnson	103 Fairview Dr., Biloxi, Miss. 39530
M. James Stevens	2300 Beach Dr., Miss. City Station, Gulfport, Miss. 39501

All of the above named incorporators are adult resident citizens of the State of Mississippi.

3. The domicile is at 806 - 2nd Street, Gulfport, Mississippi 39501

4. The corporation is nonprofit and no shares of stock are to be issued and is a corporation where no dividends or profits may be made among its members. The corporation shall charge dues, but expulsion is the only remedy for the nonpayment of dues. This is a literary, civic improvement and lyceum corporation.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated.

   a. To be a civic organization and lyceum association for the purpose of owning, leasing or otherwise controlling historical and other buildings and places and things, including the acquiring, fostering, maintaining, restoring and preserving historical relics and places.

   b. To promote civic improvement by means of the social and educational advancement of its members, the dissemination of information concerning historical events and places; local, national and state.

   c. To use facilities for civic, cultural and literary improvement.

   d. To raise funds by subscriptions, gifts or otherwise for the accomplishments of the purposes herein stated.

   e. To acquire, own, buy, sell, lease, mortgage, or otherwise manage and deal in and with real and personal property suitable and desirable for the above stated purposes.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for nonpayment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

By: William E. Barrett

Mrs. Roy Ruggles Johnson

M. James Stevens

STATE OF MISSISSIPPI)
: ss
COUNTY OF HARRISON)

This day personally appeared before me, the undersigned authority Mrs. William E. Barrett, Mrs. Roy Ruggles Johnson and M. James Stevens incorporators of the corporation known as The Old Spanish Trail Heritage Foundation, Inc. who acknowledged that they signed and delivered the above and foregoing charter of incorporation as their act and deed on this the 8th day of September, 1972.

Notary Public

My Commission Expires: August 31, 1974

Received at the office of the Secretary of State, this the 11th day of September, 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Secretary of State

Jackson, Mississippi, Sept. 12, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

Attorney General

By: Special Assistant Attorney General

I, Mrs. Roy Ruggles Johnson, Secretary of The Old Spanish Trail Heritage Foundation, do hereby certify that the following is a true and correct copy of a resolution duly adopted by and appearing in the minutes of said association; said resolution having been adopted at a meeting of the said association, held on August 31, 1972.

"RESOLVED, that Mrs. William Earl Barrett, Mrs. Roy Ruggles Johnson and M. James Stevens, members of The Old Spanish Trail Heritage Foundation, all being adult residents and citizens of Harrison County, Mississippi, are authorized and directed to apply for a Charter of Improvement for the association, such corporation to be a nonprofit and nonshare corporation, and they are further authorized and directed to choose a name for said corporation and do any and all things necessary and desirable to accomplish the effective incorporation and organization of this association, when incorporated".

THIS the 8th day of September, 1972.

Mrs Roy Ruggles Johnson
Secretary

BOOK 198 PAGE 125

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

HANCOCK COUNTY CHAPTER #1114 OF AMERICAN
ASSOCIATION OF RETIRED PERSONS, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 13th day of September A. D., 1972.

William L. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

THE CHARTER OF INCORPORATION

OF

HANCOCK COUNTY CHAPTER #1114 OF AMERICAN ASSOCIATION OF RETIRED PERSONS, INC.

* * * * *

1. The corporate title of said company is

HANCOCK COUNTY CHAPTER #1114 OF AMERICAN ASSOCIATION OF RETIRED PERSONS, INC.

2. The names of the incorporators are:

NAMES	ADDRESSES
FRED H. FISHER	408 Sears Avenue, Waveland, Mississippi 39576
MARGARET KEEN	102 Barcelona Street, Bay St. Louis, Mississippi 39520
ADA POLLARD	Rt. 2, Box 111, Bay St. Louis, Mississippi 39520

All of the above listed incorporators are adult resident citizens of the State of Mississippi.

3. The domicile is at Waveland, Mississippi.

4. This is a non-profit corporation and no shares of stock shall be issued, and will be a civic improvement corporation.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:

To understand aging as a modern social achievement measurable in terms of longer life and a shift from a work-centered society to one that is leisure-centered.

To offer the individual senior citizen opportunities for self-appraisal and for planning a way of life designed to attain the maximum amount of self-realization and enrichment in the years ahead.

To help foster equality of opportunity for the aging population by (i) promoting its continued growth and development, its self-respect, its self-confidence and its usefulness, (ii) encouraging its participation in the stream of contemporary life, and (iii) stimulating a dynamic public interest in all segments of the aging population, and recognition of their potential.

To study and to discuss the meaning of a longer life for retired persons in a society which offers more and more free time; and to present statistical data for gerontological purposes.

To identify through educational procedures, experiences which will further growth and development of personality for retired persons and lead to new, useful and

creative roles which in turn will provide a sense of life-fulfillment in our changing society.

To devote the energies of the Corporation to furthering its educational, scientific and philanthropic objectives of prolonging and improving the mental and physical well-being of retired persons.

Generally, to aid retired persons in their social, physical, economic and intellectual needs by acting as a local chapter of the AMERICAN ASSOCIATION OF RETIRED PERSONS, a District of Columbia Non-Profit Corporation (hereinafter referred to as "AARP"), in accordance with and in furtherance of its purposes, objectives and ideals.

7. The Corporation is to have members. The designation of the class or classes of members of the Corporation shall be as follows:

The Corporation shall have two classes of members: national organization and individual. AARP shall be the national organization member of the Corporation. All persons who are members in good standing of AARP and who pay, in advance, to the Corporation the annual dues which may be prescribed from time to time in the By-Laws of the Corporation shall be individual members. Expulsion shall be the only remedy for non-payment of dues.

8. The manner in which the directors of the Corporation are to be elected shall be as provided in the By-Laws of the Corporation.

9. The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and its directors:

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director, member or other private individual, 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 6 hereof. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

In the event the existence of the Corporation should for any reason be terminated, all funds of the Corporation shall, after the payment of its liabilities, be distributed exclusively for charitable purposes.

Notwithstanding any other provisions of these Articles, the Corporation shall not engage in any transaction which is a prohibited transaction as defined in Section 503(c) of the Internal Revenue Code of 1954, or the corresponding provisions of any subsequent United States Revenue Laws.

Neither the Corporation nor any officer or individual member of the Corporation shall have the authority to represent, contract for, or otherwise act in an official capacity for AARP. No officer or individual member shall use the Corporation to further his own personal interests.

The purposes and objects of the Corporation shall in all respects conform to the purposes of AARP. The Corporation shall not engage in or permit or suffer any activity detrimental to or which detracts from the best interests of AARP or its members.

10. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death, or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

Fred H. Fisher

Margaret Keen

Ada Pollard

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
COUNTY OF HANCOCK } SS.

This day personally appeared before me, the undersigned authority, FRED H. FISHER, MARGARET KEEN and ADA POLLARD incorporators of the corporation known as the HANCOCK COUNTY CHAPTER.#1114 OF AMERICAN ASSOCIATION OF RETIRED PERSONS, INC., who acknowledged that they signed and executed the above and foregoing articles of incorporation as their act and deed on this the 23 day of August, 1972.

Received at the office of the Secretary of State this the 11th day of Sept., A. D. 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Secretary of State

Jackson, Mississippi
SEPT. 12, 1972.

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

Attorney General

By SPECIAL Assistant Attorney General

RESOLUTION OF HANCOCK COUNTY CHAPTER #1114 OF AMERICAN ASSOCIATION OF RETIRED PERSONS, INC., AN UNINCORPORATED ASSOCIATION, TO INCORPORATE, DESIGNATING THE INCORPORATORS, THE NAME OF THE PROPOSED CORPORATION AND AUTHORIZING THE EXPENDITURE OF THE FUNDS OF THE ASSOCIATION NECESSARY SO TO DO.

* * * * *

BE IT RESOLVED by the members of HANCOCK COUNTY CHAPTER #1114 OF AMERICAN ASSOCIATION OF RETIRED PERSONS, INC., an unincorporated association of individuals, that it is to the best interests of this Association that it be forthwith incorporated as a nonprofit corporation under the laws of the State of Mississippi applicable thereto and that FRED H. FISHER, MARGARET KEEN and ADA POLLARD, are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this Association to be named HANCOCK COUNTY CHAPTER #1114 OF AMERICAN ASSOCIATION OF RETIRED PERSONS, INC., that they are fully empowered to do and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the Association as may be necessary so to do.

C E R T I F I C A T E

I, MARGARET KEEN, do hereby certify that I am the duly elected, qualified and acting Secretary of the above-named unincorporated association of individuals and that the foregoing is a true and correct copy of a Resolution duly and properly adopted at a meeting thereof held on the 21 day of AUGUST, 1972, at Waveland, Mississippi at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 23 day of AUGUST 1972.

Margaret Keen, Secretary

BOOK 198 PAGE 133

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE FILTHY FEW DIRT BIKE ASSOCIATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 14th day of September A. D., 1972.

William L. Waller

Governor

By the Governor

Heber Ladner

Secretary of State

BE IT RESOLVED that the President, Spurgeon E. Williams, and the Vice President, G C. McGuire, and the Secretary-Treasurer, Ann E. Williams, be and they are hereby authorized to file for a Charter of Incorporation of The Filthy Few Dirt Bike Association of Attala County, Mississippi, in the name of The Filthy Few Dirt Bike Association, Inc., for the following purposes: To promote the operation of dirt bikes for pleasure and in competition, to teach safety, precautions, rules, and regulations in the operation of dirt bikes, to organize and hold races and other dirt bike riding contests at various places within the State of Mississippi, and particularly in Attala County, Mississippi, to promote sportsmanship and common courtesies in the operation of dirt bikes, to buy, lease, or own land for driving courses and race tracks, and to operate the same on a non-profit basis.

We, the undersigned, officers of the Filthy Few Dirt Bike Association of Attala County, do hereby certify that at a meeting of the association the foregoing resolution was unanimously adopted on the 1st day of June, 1972.

Spurgeon E. Williams

Spurgeon E. Williams

G. C. McGuire

G. C. McGuire

Ann E. Williams

Ann E. Williams

BOOK 198 PAGE 135

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. Non-profit.

THE CHARTER OF INCORPORATION OF

THE FILTHY FEW DIRT BIKE ASSOCIATION, INC.

1. The corporate title of said company is:

THE FILTHY FEW DIRT BIKE ASSOCIATION, INC.

2. The names and post office addresses of the incorporators are:
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
Spurgeon E. Williams, an adult resident of the State of Mississippi	Highway 43 South	Kosciusko	Miss. 39090
G. C. McGuire, an adult resident of the State of Mississippi	311 St. Matthews	Kosciusko	Miss. 39090
Ann E. Williams, an adult resident of the State of Mississippi	Highway 43 South	Kosciusko	Miss. 39090

3. The domicile is at Timberland Supply Co. Office, Highway 12 West, Kosciusko, Miss. 39090
(Street and No.) (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Revised Code of Mississippi of 1942, and amendments thereto.)

This is a non profit corporation and no shares of stock will be issued. The type of the organization is a pleasure and educational organization and is an institution of learning and promotion of sports as authorized by Section 5310.1 of the Mississippi Code of 1942 as amended and recompiled.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:

The purpose of the corporation shall be to promote the operation of dirt bikes for pleasure and in competition, to teach safety, precautions, rules, and regulations in the operation of dirt bikes, to organize and hold races and other dirt bike riding contests at various places within the State of Mississippi, and particularly in Attala County, Mississippi, to promote sportsmanship and common courtesies in the operation of dirt bikes, to buy, lease, or own land for driving courses and race tracks, and to operate the same on a non-profit basis.

BOOK 100 PAGE 247

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment.

Signatures: Spurgeon E. Williams
Spurgeon E. Williams

G. C. McGuire
G. C. McQuire

Ann E. Williams
Ann E. Williams

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of ATTALA

This day personally appeared before me, the undersigned authority Spurgeon E. Williams, G. C. McQuire, Ann E. Williams, _____, _____, _____, incorporators of the corporation known as the The Filthy Few Dirt Bike Association, Inc. who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 5th day of September, 1972.

Agnes H. Ethridge
NOTARY PUBLIC

My commission expires Feb. 12, 1974.

STATE OF MISSISSIPPI
County of _____

This day personally appeared before me, the undersigned authority _____, _____, _____, _____, _____, _____, incorporators of the corporation known as the _____ who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the _____ day of _____, 19____

_____

Received at the office of the Secretary of State this the 7th day of September A.D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
Secretary of State

Jackson, Miss., Sept 11, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By George H. Lumpkin
SPECIAL Assistant Attorney General

NOTE:—In case all incorporators are together when acknowledgment is taken, one acknowledgment will be sufficient.

BOOK 198 PAGE 137

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

COILA COMMUNITY DEVELOPMENT CLUB, INCORPORATED

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 14th day of September A. D., 1972.

William L. Waller

Governor

By the Governor

Heber Ladner

Secretary of State

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. Non-profit.

THE CHARTER OF INCORPORATION OF

COILA COMMUNITY DEVELOPMENT CLUB, INCORPORATED

1. **The corporate title of said company is:**

COILA COMMUNITY DEVELOPMENT CLUB, INCORPORATED

2. **The names and post office addresses of the incorporators are:**
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
Willie Pearl McCaskill	Route 1, Box 80	Coila	Mississippi
Claudine McDaniel	Route 1, Box 8	Coila	Mississippi
Mary Day	Route 1, Box 33	Coila	Mississippi

All of the said incorporators are adult resident citizens of the State of Mississippi.

3. **The domicile is at** Route 1 Box 80 (Street and No.) Coila (City) Mississippi (State)

4. **(Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)**

This corporation shall be a non-profit Corporation and no Shares of stock shall be issued, and this Corporation shall be governed by representatives of all its members, who shall elect a board of three of its members, as a Board of Directors, to govern the affairs of the Corporation, who shall hold office for a period of one year, or until successors are elected. Annual Membership fees or dues shall be set by the Board of Directors, and qualifications for membership in the Corporation shall be set forth in the By-Laws of the Corporation. This corporation shall be engaged in the Educational Cultural Civic and Environmental Improvement of the Community.

5. **Period of existence shall be perpetual.**

6. **The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:**

THE PURPOSE AND POWERS OF THIS FRATERNAL CORPORATION ARE:

1. For the purpose of promoting Educational, Cultural, Civic and Environmental improvement of the community in which it is domiciled.
2. For the purpose of obtaining rights and easements and title to real and personal property, for the use, benefits and promotion of the activities of this Corporation and its members, and bona fide guests, for which the Corporation is being created.
3. For the protections of the environment of the community in which it is domiciled.
4. To adopt the corporate seal, a facsimile of which shall be imprinted upon the by-laws at the place designated therefor.
5. To adopt by-laws for the regulation and operation of the internal affairs of the corporation, including the authority to acquire, own, sell, and lease real and personal property, to carry out the purposes of this corporation.
6. To adopt and amend by-laws at regular and special meetings of the corporation; and which by-laws shall specify the officers and directors to be elected by a majority vote of the membership, and shall set forth the powers, duties, qualifications, and responsibilities thereof.
7. To sue and be sued, complain and defend in its corporate name.
8. To the extent [illegible] members shall elect a president, vice-president, secretary, or secretary-treasurer, and such directors as the members may see fit in accordance with said by-laws.
9. To levy and enforce assessments upon the members to provide funds for the operation of the league as distinguished from dues.
10. To elect and appoint such other officers and agents as the Members may determine necessary to carry out the purposes of this corporation.

RESOLUTION AUTHORIZING THREE MEMBERS OF THE COILA COMMUNITY DEVELOPMENT CLUB, TO APPLY FOR A CHARTER OF INCORPORATION OF THE SAID COILA COMMUNITY DEVELOPMENT CLUB.

Came on this day for hearing in open meeting of the Coila Community Development Club, Coila, Mississippi, at its regular meeting at Route 1, Coila, Mississippi, on the 10 day of August, 1972, the matter of the proposed incorporation of the Coila Community Development Club, Route 1, Coila, Mississippi, and under the name of Coila Community Development Club, Incorporated, Route 1, Coila, Mississippi, Carroll County, under the laws of the State of Mississippi, as a non profit corporation for the purpose of engaging in educational, cultural, Civic and environmental improvement and development, and the transferring of all property and functions of this Club to it when organized, and the matter being submitted to a vote of a quorum of the Members of said Coila Community Development Club, and the proposition was read aloud, and motion being made and seconded that the matter be approved by this Coila Community Devebpment Club.

It is therefore ordered by the Members of the Coila Community Development Club, that the application of a charter of incorporation be made to the proper officials of the State of Mississippi by Willie Pearl McCalskill, Claudine McDaniel and Mary Ray, whose addresses are all Route 1, Coila, Mississippi, being three members of said Coila Community Development Club, each being over the age of 21 years of age, and residents of the First Judicial District of Carroll County, State of Mississippi, for a Charter of Incorporation of Coila Community Development Club, under Section 5310.1, et seq., and of the law, and that they the said 3 applicants above named, be hereby authorized to transfer the functions and property of the Coila Community Development Club to the Corporation when so organized.

Adopted this 10 day of August, 1972.

Claudine McDaniel, Secretary

Willie Pearl McCalskill, President

BOOK 198 PAGE 110

State of Mississippi

County of Carroll

I hereby certify that the above and foregoing is a true and correct copy of the Resolution of the Minutes of the Coila Community Development Club, Coila, Mississippi, as the same appears of record in Minute Book of said Coila Community Development Club at page 4 thereof, in my office at Route 1, Coila, Mississippi.

Witness my signature this the 10th day of August, 1972.

Claudine McDaniel

Claudine McDaniel, Secretary of Coila Community Development Club.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. The signatures of the incorporators must agree with their names as they appear in the resolution, article 2 of the charter and in the acknowledgment.

Signatures: Willie Pearl McCaskill
Willie Pearl McCaskill
Claudine McDaniel
Claudine McDaniel
Mary Day
Mary Day

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Carroll

This day personally appeared before me, the undersigned authority Willie Pearl McCaskill, Claudine McDaniel, Mary Day, incorporators of the corporation known as the COILA COMMUNITY DEVELOPMENT CLUB INCORPORATED who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 14th day of August, 1972

SEAL My Comm. Exp. First Mon. of Jan. 1976

Mina H. Gee, Chancery Clerk

STATE OF MISSISSIPPI

County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the day of , 19

Received at the office of the Secretary of State this the 7th day of September A.D., 1972, together with the sum of $20.00 deposited to cover the recording fee and referred to the Attorney General for his opinion.

Helen Ladner
Secretary of State

Jackson, Miss., Sept. 13, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By George M. Sworsdell
Special Assistant Attorney General

NOTE:—In case all incorporators are together when acknowledgment is taken, one acknowledgment will be sufficient.

BOOK 198 PAGE 142

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

HENNESSEY BAYOU HUNTING CLUB, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 14th day of September A. D., 1972.

William L. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

RESOLUTION

BE IT RESOLVED, that it is the will of the membership of the Hennessey Bayou Hunting Club, an unincorporated Association, that it is in the best interest of the Association that the same be incorporated as a non-profit, non-share corporation under the laws of the State of Mississippi;

BE IT FURTHER RESOLVED, that Elmer Riley, Sam Beevers and George Walton, members of said organization, be and they are hereby authorized and empowered by the said Hennessey Bayou Hunting Club, to make application for a Charter of Incorporation, and to sign any and all documents and to take such steps and to do any and all things in the name of said organization necessary or incident to obtaining a Charter of Incorporation.

CERTIFICATE

We hereby certify that the foregoing is a true copy of a Resolution unanimously adopted at a regular meeting of the members of the Hennessey Bayou Hunting Club, on the 14 day of Aug., 1972, as the same appears on the minutes of said organization.

Witness our signatures, this the 7 day of Sept, 1972.

Sam Beavers, President

George Walton, Secretary-Treasurer

CHARTER OF INCORPORATION

OF

HENNESSEY BAYOU HUNTING CLUB, INC.

1. The corporate title of said company is: Hennessey Bayou Hunting Club, Inc.

2. The name of the incorporators are:

Elmer Riley
Route 2, Box 188 C
Vicksburg, Mississippi

Sam Beevers
212 Alfred Drive
Vicksburg, Mississippi 39180

George Walton
319 Shady Lane
Vicksburg, Mississippi 39180 - All of the above named incopo-rators are adult resident citizens of the State of Mississippi.

3. The domicile is at 212 Alfred Drive, Vicksburg, Warren County, Mississippi.

4. The corporation is a non-share, non-profit corporation, incorporated pursuant to the terms of Section 5301.1 of the Mississippi Code of 1942, as amended. This is a fraternal corporation.

5. The period of existence of the corporation is perpetual.

6. The purposes for which the corporation is created are:

To operate and maintain a private hunting and fishing club for the benefit, use and recreation of its members and their guests and in order to improve their physical, mental and moral conditions; to foster and encourage the observance of the game and fish laws of the United States and the State of Mississippi, and the conservation of wildlife; to acquire, own and hold, by purchase, lease, gift or otherwise, real or personal property of every kind and character, including hunting and fishing leases, permits or privileges; to establish game and fish preserves for the protection, conservation and restoration of game and fish; to assess and receive reasonable initiation fees and/or dues of its members; to promulgate and enforce reasonable and proper rules and restrictions upon the use of the club hunting and fishing grounds by its members and their guests; and to possess all lawful powers necessary to carry out these purposes.

7. The corporation shall not be required to make publication of its Charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make

the loss of membership, by death or otherwise, determination of all interests of such members in the corporate assets, and there shall be no individual liability against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

Elmer Riley

Elmer Riley

Sam Beevers

Sam Beevers

George Walton

George Walton

STATE OF MISSISSIPPI

COUNTY OF Hinds

This day personally appeared before me, the undersigned authority, Elmer Riley, Sam Beevers, and George Walton, incorporators of the corporation known as Hennessey Bayou Hunting Club, Inc., who acknowledged that they signed and executed the above and foregoing Articles of Incorporation as their act and deed on this, the 8th day of September, 1972.

Emma Lee Walker

Notary Public

My Commission Expires:

My Commission Expires August 5 1976

Received at the office of the Secretary of State, this the 12th day of September

A. D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
SECRETARY OF STATE.

Jackson, Miss.,

Sept. 13, 1972

I have examined this application for a Charter of incorporation, and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

A. F. Summer
ATTORNEY GENERAL.

By George M. Irwin
SPECIAL Assistant Attorney General.

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BOOK 198 PAGE 149

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MARK SEYMOUR, POST 5699, VETERANS OF FOREIGN WARS OF THE UNITED STATES

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 18th day of September A. D., 1972.

William V. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

RESOLUTION OF MARK SEYMOUR, POST 5699, VETERANS OF FOREIGN WARS OF THE UNITED STATES. AN UNINCORPORATED ASSOCIATION, TO INCORPORATE, DESIGNATING THE INCORPORATORS, THE NAME OF THE PROPOSED CORPORATION AND AUTHORIZING THE EXPENDITURE OF THE FUNDS OF THE POST NECESSARY SO TO DO.

BE IT RESOLVED by the members of MARK SEYMOUR, POST 5699, VETERANS OF FOREIGN WARS OF THE UNITED STATES, an unincorporated association of individuals, that it is to the best interests of this POST that it be forthwith incorporated as a nonprofit corporation under the laws of the State of Mississippi applicable thereto and that BRUCE E. McARTOR, RICHARD V. DELOREY, SR., CARL F. WILSON

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this POST to be named MARK SEYMOUR, POST 5699, VETERANS OF FOREIGN WARS OF THE UNITED STATES, INC.; that they are fully empowered to do and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the POST as may be necessary so to do.

CERTIFICATE

I, WARNER R. SNEED, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is a true and correct copy of a Resolution duly and properly adopted at a meeting thereof held on the 18 day of July, 1972, at OCEAN SPRINGS, MISSISSIPPI, at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 18 day of July, 1972.

~~XXX~~ Warner R Sneed
SECRETARY

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. Non-profit.

THE CHARTER OF INCORPORATION OF

Mark Seymour, Post 5699, Veterans of Foreign Wars of the United States

1. The corporate title of said company is: Mark Seymour, Post 5699, Veterans of Foreign Wars of the United States.

2. The names of the incorporators are:
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
Bruce E. McArtor	139 Hickory Drive	Ocean Springs,	Mississippi
Richard V. Delorey Sr	312 John Avenue	Pascagoula,	Mississippi
Carl F. Wilson	214 Browning Drive	Ocean Springs,	Mississippi

Each of whom is an adult resident citizen of the State of Mississippi.

3. The domicile is at Highway 90 East, Ocean Springs, Mississippi
(Street and No.) (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, etc.)

The corporation is non-profit and no shares of stock shall be issued, and is a fraternal organization as authorized under the provisions of Section 5310.1 of the Mississippi Code of 1942 (Recompiled) and amendments thereto.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:

The purpose of this corporation shall be fraternal, patriotic, historical, and educational to preserve and strengthen comradeship among its members; to assist worthy comrades; to perpetuate the memory and history of our dead, and to assist their widows and orphans; to maintain true allegiance to the Government of the United States of America, and fidelity to the Constitution and laws; to foster true patriotism; to maintain and extend the institutions of American Freedom, and to preserve and defend the United States from all her enemies, whomsoever.

1. The active and voting membership of this corporation shall at all times consist of and be confined to the active membership in good standing in Mark Seymour Post 5699, Veterans of Foreign Wars of the United States, with eligibility to, acquiring of, suspension from and discontinuance of membership being in accordance with the National Constitution and By-Laws of the Veterans of Foreign Wars of the United States.

2. This incorporated subordinate unit of the Veterans of Foreign Wars shall at all times, remain under the jurisdiction of and be governed according to the Constitution and By-Laws of the Veterans of Foreign Wars of the United States. In the event that any provision of this Certificate of Incorporation conflicts with National Charter and By-Laws of the Veterans of Foreign Wars of the United States, such conflicting provisions shall be deemed null and void, and the National Charter and By-Laws shall, at all times govern.

3. This corporation shall have powers to own such property as may be reasonable and necessary for the carrying out of its purpose, including the right of acquisition and ownership of and in the improvements and expansion thereof for a Post Home and Club House for the use of its members in good standing and their guests and may borrow money and execute certificates of indebtedness and sue and be sued in its own name and may pledge the assets of the Post's security for loans and may have such other powers not inconsistent with purposes for which it is formed.

4. In the event of a dissolution of this corporation all of the assets shall be property of the Mark Seymour Post 5699, Veterans of Foreign Wars of the United States; and in the event of the simultaneous dissolution of this corporation and of the forfeiture of the charter issued by the Veterans of Foreign Wars of the United States to said subordinate unit then, and in that event, title to all of the assets of this corporation shall pass to the Veterans of Foreign Wars of the United States to be disposed of in accordance with the National By-Laws, rules and regulations of the said Veterans of Foreign Wars of the United States. At no time shall the assets of the corporation be distributed among the individual members thereof.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors. Expulsion shall be the only remedy for nonpayment of dues.

NOTE: IF MORE SPACE IS NEEDED PLEASE DO NOT USE THIS FORM.
DO NOT ATTACH ANY PAPERS TO ANY ARTICLE.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment.

Signatures: Bruce E McArtor
Richard V. Delorey Sr
Carl F. Wilson

Incorporators

APPROVED 8-7-72
FOR THE COMMANDER IN CHIEF
ADJUTANT GENERAL

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Jackson

This day personally appeared before me, the undersigned authority Bruce E. McArtor, Richard V. Delorey Sr, Carl F. Wilson, _____, _____, _____, _____, _____, incorporators of the corporation known as the Mark Seymour Post 5699 Veterans of Foreign Wars of the United States who acknowledged that (he) (they) signed and executed the above and foregoing articles of incorporation as (his) (their) act and deed on this the 2nd day of August, 1972

My Commission Expires: [illegible]
Notary Public

STATE OF MISSISSIPPI
County of _____

This day personally appeared before me, the undersigned authority _____, _____, _____, _____, _____, _____, incorporators of the corporation known as the _____ who acknowledged that (he) (they) signed and executed the above and foregoing articles of incorporation as (his) (their) act and deed on this the _____ day of _____, 19____

_____

Received at the office of the Secretary of State this the 21st day of August A.D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Helen Ludlam
Secretary of State

Jackson, Miss., Sept. 15, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By George W. Irvin III
Special Assistant Attorney General

NOTE:—In case all incorporators are together when acknowledgment is taken, one acknowledgment will be sufficient.

BOOK 198 PAGE 154

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

BROOKHAVEN SCHOOL TRANSIT, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 18th day of September A. D., 1972.

William L. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

MINUTES OF ORGANIZATIONAL MEETING OF BROOKHAVEN SCHOOL TRANSIT, INC.

Be it remembered that at a meeting of Brookhaven School Transit, begun and held at Brookhaven, Mississippi on the 31st day of August, 1972. A. D., and the following among other proceedings, was had and done, to-wit:

Upon motion made, seconded and duly carried, Francis J. Speights, T. L. Dickinson and Mrs. Fleet Lofton were authorized, empowered and directed to make application for a charter of incorporation as a non-profit corporation under the laws of Mississippi, in the form attached hereto.

I hereby certify that the preceding paragraph is a true copy as the same appears on the minutes of said corporation.

Francis J. Speights
Presiding Officer
Francis J. Speights

ATTEST:

Mrs. Fleet Lofton
Secretary
Mrs. Fleet Lofton

BOOK 198 PAGE 156

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. Non-profit.

THE CHARTER OF INCORPORATION OF

BROOKHAVEN SCHOOL TRANSIT, INC.

1. The corporate title of said company is: Brookhaven School Transit, Inc.

2. The names and post office addresses of the incorporators are:
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
Francis J. Speights	Route 1	Brookhaven	Mississippi
T. L. Dickinson	Route 1	Brookhaven	Mississippi
Mrs. Fleet Lofton	Route 1	Brookhaven	Mississippi

Each of the above is an actual bona fide adult resident citizen of Lincoln County, Mississippi.

3. The domicile is at 301 Highway 51 South (Street and No.) Brookhaven (City) Mississippi (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Revised Code of Mississippi of 1942, and amendments thereto.)

This corporation is non profit, no shares of stock shall be issued, and is primarily in aid, support and for educational purposes as is authorized by the provisions of Section 5310.1 Revised Code of 1942 and amendments thereto. This corporation is a charitable corporatin.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:

The purposes for which this corporation is created is to aid in the operation of private school and it shall be operated exclusively for charitable and educational purposes, with its primary purpose being more specifically stated as follows:

(a)
To own and operate school buses to transport children to and from school and to and from school related activities and particularly to own and operate school buses in connection with Brookhaven Academy, Inc. of Brookhaven, Mississippi and such other schools as may be determined by the members of the corporation.

(b)
To select and employ such bus drivers, assistant bus drivers, mechanics and other employees as the corporation may deem necessary and advisable and provided that no person shall have a right to be employed or retained as a bus driver, assistant bus driver, mechanic or other employee but any such employment or retention is solely at the will and pleasure of the corporation and may be denied or terminated at the will of the corporation.

(c)
To prescribe, charge and collect such fees as the corporation may find necessary and proper to be collected from pupils, students, parents or guardian.

(d)
To acquire by purchase, gift or in any other lawful manner such real and personal property as is requisite and necessary for the carrying out of the purposes for which this corporation is formed.

(e) To sell, mortgage or in any other lawful manner dispose of its money, choses in action, real or personal property as seems good to the corporation, except that no properties or dividends shall be paid to the members of the corporation or to any person, firm or corporation for them.

(f)
To have and use a corporate seal, to sue and be sued, to exercise generally such powers as are by law conferred upon corporations not for profit.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment.

Signatures: Frances J. Sprafitt
L. L. Dickinson
Mrs Fleet Lofton

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Lincoln

This day personally appeared before me, the undersigned authority Frances J. Sprafitt, L. L. Dickinson, and Mrs Fleet Lofton

incorporators of the corporation known as the Brookhaven School Transit, Inc.

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 14th day of September, 1972

My Commission Expires Jan. 12, 1975 Maxine P. [illegible]

STATE OF MISSISSIPPI
County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the day of , 19

Received at the office of the Secretary of State this the 8th day of September A.D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
Secretary of State

Jackson, Miss., SEPT. 15, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By George M. Swindoll
SPECIAL Assistant Attorney General

NOTE:—In case all incorporators are together when acknowledgment is taken, one acknowledgment will be sufficient.

BOOK 198 PAGE 159

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE PORT GIBSON ECONOMIC LOCAL DEVELOPMENT CORPORATION

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 18th day of September A. D., 1972.

William V. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

RESOLUTION

BE IT RESOLVED by the members of the THE PORT GIBSON Economic Local Development Assoctation that Evan Doss, James Miller, and Cardel Williams be, and they are, hereby authorized, empowered, enabled and directed to apply for a charter of incorporation of THE PORT GIBSON Economic Local Development Association. It appears that it is for the best interests of the Association to be incorporated in order that it can function more efficiently, and further its stated purposes. The said Evan Doss, James Miller, and Cardel Williams are hereby authorized, empowered, and enabled to apply for, obtain, and do all things necessary in order to obtain a non-profit charter of incorporation under the laws of the State of Mississippi.

Duly resolved this the 25 day of August, 1972.

CERTIFICATE

The undersigned Evan Doss, Jr. and James Miller, as president and secretary, respectively, of THE PORT GIBSON Economic Local Development Association, do hereby certify the above and foregoing resolution was duly offered and seconded and unanimously adopted at a meeting of THE PORT GIBSON Economic Local Development Association duly held at PORT GIBSON, Mississippi, on the 1 day of August, 1972. The undersigned Evan Doss, Jr. acted as chairman at said meeting and the undersigned James Miller acted as secretary at said meeting.

Witness our signatures this the 25 day of August, 1972.

Evan Doss, Jr.

James Miller

THE CHARTER OF INCORPORATION OF THE PORT GIBSON ECONOMIC LOCAL DEVELOPMENT CORPORATION

1. The corporate title of said company is: THE PORT GIBSON ECONOMIC LOCAL DEVELOPMENT CORPORATION

2. The names of the incorporators are:

Evan Doss, Box 563, Port Gibson, Mississippi 39150
James Miller, Route 2, Port Gibson, Mississippi 39150
Cardel Williams, Sugar Hill, Port Gibson, Mississippi 39150

all of whom are adult resident citizens of the State of Mississippi.

3. The domicile of the company , Port Gibson, Mississippi 39150. Its Post Office address is Box 563, Port Gibson, Mississippi and its street address is Main Street, Port Gibson, Mississippi 39150.

4. This is a non-profit civic improvement corporation created and organized under Section 5310.1 of the Mississippi Code of 1942, recompiled, and related statutes, and no shares of stock shall be issued.

5. Period of existence shall be perpetual.

6. The purposes for which this civic improvement corporation is created, not contrary to law and within the sphere and scope of this non-profit corporation, are: to promote and assist the well-being of the people of Claiborne County, Mississippi, to promote and assist economic development, to promote and assist in housing, education, agriculture, home economics, and social welfare activities, and aid and assist in all ways any projects that will make Claiborne County a more advantageous place to reside for present and future residents.

7. The rights and powers of the corporation, to be exercised only to the extent reasonable necessary to accomplish the purposes stated above, and only to the extent permitted to an organization exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954 or its subsequently effective counterpart, are:

(a) To sue and be sued, complain and defend, in its corporate name;

(b) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any manner reproduced;

(c) To purchase, take, receive, lease, or otherwise acquire, own hold, improve and use real or personal property, or any interest therein, whereever situated;

(d) To sell, convey, pledge, lease, exchange and transfer all or any part of its property and assets;

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any instrumentality thereof, provided, however, that this paragraph shall not be construed to grant to any corporation the power to create unlawful monopolies, trusts or combinations in restraint of trade in violation of the laws of Mississippi;

(f) To make contracts and incur liabilities, borrow money at such lawful rates of interest as the corporation shall determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

(g) To invest and reinvest its funds, and take and hold real and personal property as security therefor;

(h) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation;

(i) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of Mississippi, for the administration and regulation of the internal affairs of the corporation;

(j) In addition to authority now provided by law, to make donations for the public welfare or for charitable, scientific or education purposes; and in time of war to make donations in aid of war activities;

(k) To cease its corporate activities and surrender its corporate franchise;

(l) To advise and assist within the sphere and scope of this non-profit corporation, any agency public or private in securing further economic development, job opportunities, or low-rental housing in any area encompassed by this corporation;

(m) To apply for, receive, and/or administer any grants or other assistance from any state or federal agency;

(n) To apply for, receive, and/or administer any grants, donations, or other assistance from any person, corporation, association or charitable foundation;

(o) To have and exercise all powers reasonably necessary to effect any or all of the purposes for which the corporation is organized.

8. The corporation shall not be required to make publication of its its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each

member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

Signatures:

EVAN DOSS, JR.
BOX 563
Port Gibson, Mississippi 39150

JAMES MILLER
ROUTE 2
Port Gibson, Mississippi 3915

CARDEL WILLIAMS
Sugar Hill
Port Gibson, Mississippi 3915

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF CLAIBORNE

This day personally appeared before me, the undersigned authority, Evan Doss, Jr., James Miller and Cardel Williams, incorporators of the corporation known as THE PORT GIBSON ECONOMIC LOCAL DEVELOPMENT CORPORATION, who acknowledged that they signed and executed the above and foregoing articles of incorporation as their act and deed on this the 25th day of August, 1972.

NOTARY PUBLIC

My Commission Expires:
My Commission Expires Jan. 1, 1976

Book 103 Page 201

Received at the Office of the Secretary of State this the 14th day of September, 1972, A.D., together with the sum of $_____, deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Helen Lindsey
SECRETARY OF STATE

JACKSON, MISS. Sept. 15, 1972

I have examined this Charter of Incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
ATTORNEY GENERAL

By: George M. Irwin
Special Asst. Atty. General

BOOK 198 PAGE 165

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

SWAN LAKE HOME OWNERS, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 18th day of September A. D., 1972.

William L. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

CERTIFIED COPY OF RESOLUTION
AUTHORIZING INCORPORATION

I, DAVID ZUMALT, Secretary of SWAN LAKE HOME OWNERS, INC., an unincorporated association, do hereby certify that the following is a true and correct copy of a Resolution unanimously adopted at a meeting of the members of said Association on motion duly made, seconded at a proper meeting of said Association properly held and called on the 9th day of August, 1972, at Swan Lake in Hinds County, Mississippi, at which meeting a quorum was present.

> BE IT RESOLVED that the aims and purposes of this Association can be better fulfilled under a corporate form of existence, therefore, Robert C. Bickley, Paul Lewis, and David Zumalt are hereby designated incorporators of a nonprofit corporation to be formed under the laws of the State of Mississippi to accomplish the aims of this Association. The incorporators are authorized and directed to prepare, execute and submit a Charter of Incorporation to the Secretary of State of the State of Mississippi and to determine the contents thereof.

WITNESS MY SIGNATURE as Secretary of said Association, this the 10 day of August, 1972.

David P. Zumalt

DAVID ZUMALT
Secretary

THE CHARTER OF INCORPORATION
OF
SWAN LAKE HOME OWNERS, INC.

1. The corporate title of said company is SWAN LAKE HOME OWNERS, INC.

2. The names of the incorporators are:

Name	Street & Number	City	State
Robert C. Bickley	342A Swan Lake Dr.	Jackson	Miss.
Paul A. Lewis	365 Swan Lake Dr.	Jackson	Miss.
David Zumalt	343 Swan Lake Dr.	Jackson	Miss.

All of whom are adult resident citizens of the state of Mississippi.

3. The domicile is 342 Swan Lake Drive, Jackson, Mississippi.

4. The corporation is a nonprofit civic improvement and no shares of stock will be issued.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated, subject to the foregoing rights and powers of this corporation, are:

(1) To acquire and install any equipment and to reconstruct, repair and otherwise provide any equipment and services necessary for the continued safe and attractive maintenance of Swan Lake dam or any other property owned by the corporation.

(2) To clean, maintain and otherwise provide any services necessary to insure the continued availability of Swan Lake and any other property owned by the corporation for the recreational purposes of the members of the corporation.

(3) To maintain, fertilize, stock and manage Swan Lake.

(4) To improve and beautify the subdivision environs of Swan Lake Parts I, II, III and IV.

(5) To sue and be sued, complain and defend in its corporate name.

(6) To have a corporate seal, a facsimile of which shall be impressed upon the Bylaws of the corporation at a point designated therefor and to use same as provided in the Bylaws.

(7) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use real or personal property or any interest therein, wherever situated, especially the dam, lake bottom and common areas of Swan Lake.

(8) To sell, convey, mortgage, execute deeds of trust upon, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets in accordance with its Bylaws.

(9) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or the State of Mississippi or any other state, or any political subdivision thereof, or governmental district or municipality or of any instrumentality thereof; provided, however, that this section shall not be construed to grant to any corporation the

power to create unlawful monopolies, trusts, or combinations in restraint of trade in violation of the laws of this state.

(10) To make contracts and incur liabilities, borrow money at such rates of interest, not contrary to law, as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, deed of trust, or pledge of all, or any of its property, franchises and income in accordance with its Bylaws.

(11) To invest and reinvest its funds for its corporate purposes, and to take and hold real and personal property as security for the payment of funds so invested.

(12) To elect or appoint officials and agents of the corporation, not contrary to law and the provisions of the charter, and define their duties and fix their compensation, if any, for services actually rendered to the corporation.

(13) To make donations for the public welfare or for charitable, scientific or educational purposes; and in time of war to make donations in aid of war activities.

(14) To cease its corporate activities and surrender its corporate franchise.

(15) The Bylaws shall provide, among other things, for the qualifications of persons to be members of the corporation, what may constitute forfeiture of membership in addition to nonpayment of dues, if any, the duties and responsibilities of the officers and directors of the corporation and their respective terms of office, and the qualifications of persons who may be elected officers and directors of the corporation.

(16) All such powers shall be exercised only to the extent reasonably necessary to accomplish the stated purposes of the corporation.

(17) The corporation is irrevocably dedicated to and shall be operated exclusively for non-profit purposes and no part of the income or assets of the corporation shall be distributed to or inure to the benefit of any individual.

(18) Upon the dissolution of the corporation or the winding up of its affairs, the corporation's property shall not be conveyed or distributed to any individual, or organization created or operated for profit, but shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes and exempt from income taxation under Section 501 (c) (7) of the Internal Revenue Code or its then effective counterpart selected by the Board of Directors subject to approval by the members.

7. This corporation shall not be required to make publication of its Charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall vest in each member the right to one vote in the election of all officers, shall make expulsion the only remedy for nonpayment of dues, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

ROBERT C. BICKLEY

PAUL A. LEWIS

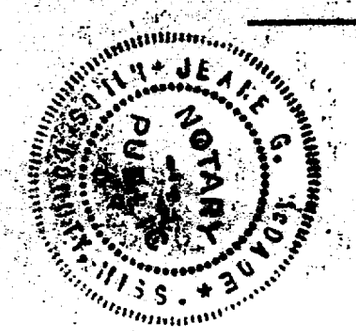
DAVID ZUMALT

STATE OF MISSISSIPPI I
I
COUNTY OF HINDS I

THIS day personally appeared before me, the undersigned authority, ROBERT C. BICKLEY, PAUL A. LEWIS, and DAVID ZUMALT, incorporators of the corporation known as SWAN LAKE HOME OWNERS, INC., who acknowledged that they signed and executed the above and foregoing Articles of Incorporation as their acts and deed on this the 28th day of August, 1972.

Jeane G. McDade
NOTARY PUBLIC

MY COMMISSION EXPIRES:
My Commission Expires Jan. 7th, 1973



Received at the Office of the Secretary of State this the 22 day of August, 1972, together with the sum of $20.00, deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Helen Ladner
SECRETARY OF STATE

Jackson, Mississippi, Sept. 14, 1972.

I have examined this Application for a Charter of Incorporation and am of the opinion that it is not violative of the Constitution and Laws of the State of Mississippi or of the United States.

A. F. SUMMER
Attorney General

BY: George M. Swindell
Special Assistant Attorney General

BOOK 198 PAGE 173

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

LAZY B RIDERS, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 18th day of September A. D., 1972.

William V. Waller

Governor

By the Governor

Heber Ladner

Secretary of State

RESOLUTION: At a meeting of the Lazy B. Rider's Club held on Wednesday August, 16, 1972, in North Biloxi, Mississippi, the following resolution was adopted:

RESOLVED: That Mrs. Margaret Miller, Mr. Timothy Murray and Nello Battaya be and are hereby empowered authorized and directed to make necessary application with the Secretary of State of the State of Mississippi for a grant of a corporate charter incorporating said association under the name of Lazy B. Rider's Inc.

Resolved on this the 13th day of August, 1972.

Mrs. Margaret Miller

BOOK 198 PAGE 175

CERTIFICATE

The undersigned Vice President of Lazy B. Riders, does hereby certify that the foregoing is a true and correct copy of that certain resolution dated August 13 1972.

Witness my signature on this the 13 day of August, 1972.

Timothy Runnagle

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. Non-profit.

THE CHARTER OF INCORPORATION OF

1. The corporate title of said company is: LAZY B RIDERS, INC.

2. The names and post office addresses of the incorporators are:
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
Mrs. Margaret Miller	172 Gulf Stream Point	North Biloxi,	Miss. 39532
Mr. Timothy Murray	1539 Columbus Drive	Biloxi,	Miss. 39530
Mr. Nello Battaya	1st Av. W	Biloxi,	Miss. 39530

All three of the above are adult resident citizens of the State of Mississippi.

3. The domicile is at 172 Gulf Stream Point, North Biloxi, Mississippi 39532
(Street and No.) (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)

The Corporation is non-profit and no shares of stock are to be issued. The type of organization to be incorporated is a horse riding organization and the general purposes for which it is created are listed under the succeeding Paragraph 6. This is a fraternal corporation.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:

A. To increase interest in horses and horsemanship
B. To increase enjoyment of and participation in horse sports
C. To increase the general caliber of horses
D. To increase the general knowledge of horsemanship
E. To own, buy, sell, maintain and lease real estate in connection therewith
F. To own, buy, sell, lease and maintain machinery equipment, and other personal property necessary and reasonably necessary to the operation of said corporation.
G. To borrow and to invest and reinvest its funds and take security therefor and buy and sell securities, bills of exchange, notes and choses in action
H. To do any and all things reasonably necessary to effectuate the purposes hereinabove set forth.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. The signatures of the incorporators must agree with their names as they appear in the resolution, article 2 of the charter and in the acknowledgment.

Signatures: Mrs. Margaret Miller
MRS. MARGARET MILLER
Timothy Murray
MR. TIMOTHY MURRAY
Nello F. Battaya
MR. NELLO BATTAYA

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of HARRISON

This day personally appeared before me, the undersigned authority Mrs. Margaret Miller; Mr. Timothy Murray and Mr. Nello Battaya, incorporators of the corporation known as the LAZY B RIDERS, INC. who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 13th day of September, 1972

Pamela Ruth Lyons

My Commission Expires Sept. 17, 1975

STATE OF MISSISSIPPI
County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the day of , 19

Received at the office of the Secretary of State this the 14th day of Sept. A.D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Helen Ladner
Secretary of State

Jackson, Miss., SEPT. 15, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

K. F. Summers
Attorney General

By George H. Irwin
SPECIAL Assistant Attorney General

NOTE:—In case all incorporators are together when acknowledgment is taken, one acknowledgment will

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BOOK 198 PAGE 179

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

CONCERNED CITIZENS OF DELISLE, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 19th day of September A. D., 1972.

William V. Waller

Governor

By the Governor

Heber Ladner

Secretary of State

RESOLUTION OF CONCERNED CITIZENS OF DELISLE, INC. AN UNINCORPORATED ASSOCIATION, TO INCORPORATE, DESIGNATING THE INCORPORATORS, THE NAME OF THE PROPOSED CORPORATION AND AUTHORIZING THE EXPENDITURE OF THE FUNDS OF THE ASSOCIATION NECESSARY SO TO DO.

Be it RESOLVED by the members of CONCERNED CITIZENS OF DELISLE, INC., an unincorporated association of individuals, that it is to the best interests of this ASSOCIATION that it be forthwith incorporated as a nonprofit corporation under the laws of the State of Mississippi applicable thereto and that Murry Keel, General Delivery, DeLisle, Mississippi; John Peranich, General Delivery, DeLisle, Mississippi; Neville Ladner, General Delivery, DeLisle, Mississippi; Louis Harshbarger, General Delivery, DeLisle, Mississippi; and Sadie Rodrick, General Delivery, DeLisle, Mississippi are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this ASSOCIATION to be named CONCERNED CITIZENS OF DELISLE, INC.; that they are fully empowered to do and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the ASSOCIATION as may be necessary so to do.

C E R T I F I C A T E

I, Florence Harshbarger do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is a true and correct copy of a Resolution duly and properly adopted at a meeting thereof, held on the 24th day of August, 1972, at DeLisle, Mississippi, at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 24th day of August, 1972.

Florence Harshbarger
Secretary

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. Non-profit.

THE CHARTER OF INCORPORATION OF

1. The corporate title of said company is:

CONCERNED CITIZENS OF DELISLE, INC.

2. The names and post office addresses of the incorporators are:
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
Merry Keel	General Delivery	DeLisle	Mississippi
John Peranich	"	"	"
Neville Ladner	"	"	"
Louis Harshbarger	"	"	"
Sadie Rodrick	"	"	"

All of the above named incorporators are adult resident citizens of the State of Mississippi.

3. The domicile is at General Delivery (Street and No.) DeLisle (City) Mississippi (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)

The corporation shall be non-profit and shall not issue or be authorized to issue any stock shares but shall forever be dedicated to improvement of the DeLisle Community. This is a civic improvement corporation.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:

This corporation is created to promote the improvement of the DeLisle community in Harrison County, Mississippi by accumulation of funds through sponsoring social events, operating concessions, accepting donations or gifts and holding events to promote the purpose of the corporation; to purchase and hold property, build buildings and improve property and conditions for the community for recreation, beautification and other purposes and to maintain same; to operate a cemetary for burial of persons, to charge for services of burial and to maintain and improve same and to do all things authorized by law for non-profit corporations.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. The signatures of the incorporators must agree with their names as they appear in the resolution, article 2 of the charter and in the acknowledgment.

Signatures: Murry Keel
John Peranich
Neville Ladner
Lewis Harshbarger
Sadie Rodrick

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Harrison

This day personally appeared before me, the undersigned authority Murry Keel, John Peranich, Neville Ladner, Louis Harshbarger, Sadie Rodrick

incorporators of the corporation known as the Concerned Citizens of DeLisle, Inc.

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 24th day of August 1972

W. L. Lee, Circuit Clerk of Harrison County, Miss.
By: Gayle Parker [illegible]

STATE OF MISSISSIPPI
County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the day of , 19

Received at the office of the Secretary of State this the 8th day of September A.D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
Secretary of State

Jackson, Miss., Sept. 18, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By George H. Swindell
Special Assistant Attorney General

NOTE:—In case all incorporators are together when acknowledgment is taken, one acknowledgment will be sufficient.

BOOK 198 PAGE 183

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

JACKSON HOUSING ALLIANCE, INCORPORATED

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this day of September A. D., 1972.

William V. Waller

Governor

By the Governor

Heber Ladner

Secretary of State

RESOLUTIONS OF JACKSON HOUSING ALLIANCE, AN UNINCORPORATED ASSOCIATION, TO INCORPORATE, DESIGNATING THE INCORPORATORS THE NAME OF THE PROPOSED CORPORATION AND AUTHORIZING THE EXPENDITURE OF THE FUNDS TO THE ASSOCIATION NECESSARY TO DO SO.

BE IT RESOLVED by the members of the Jackson Housing Alliance, an unincorporated alliance of individuals, that it is to the best interest of this community that it be forthwith incorporated as a non-profit corporation under the laws of the State of Mississippi applicable thereto and that Reverend O. B. Cobbins, Linda Glass, E. M. Swart, Robert Taylor, John Dan Smith, Bennie Thompson, Alex Waites, Shannon Ferguson, Michael Raff, Lavaree Jones, Lottie Rhodes, Joe Hemmingway, Richard Johnson, Charles Horwitz are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Jackson Housing Alliance Incorporated; that they are fully empowered to do and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

C E R T I F I C A T E

I, John Dan Smith, do hereby certify that I am the duly chosen, qualified and acting organizer of the above named unincorporated alliance of individuals, and that the foregoing is a true and correct copy of a Resolution duly and properly adopted at a meeting thereof held on the 27 day of July, 1972, A.D., at Jackson, Mississippi, at which a majority of the members were present, and said meeting was duly and properly called and held.

WITNESS MY SIGNATURE, this the 27 day of July, 1972.

John Dan Smith

ORGANIZER

THE CHARTER OF INCORPORATION OF THE JACKSON HOUSING ALLIANCE INCORPORATED

1. The corporate title of said company is: Jackson Housing Alliance, Incorporated.

2. The names and post office addresses of the incorporators are:

   a. Reverend O. B. Cobbins, 4328 California Ave., Jackson, Miss.

   b. Linda Glass, 2906 N. State Street, Jackson, Miss.

   c. E. M. Swart, 541 Witsell Rd., Jackson, Miss.

   d. Robert Taylor, P. O. Box 22512, Jackson, Miss.

   e. John Dan Smith, Box 11249, Jackson, Miss.

   f. Bennie Thompson, 323 Rose Street, Jackson, Miss.

   g. Alex Waites, 512 Lexington Ave., Jackson, Miss.

   h. Shannon Ferguson, 418 S. Gallatin, Jackson, Miss.

   i. Michael Raff, 108 S. President, Jackson, Miss.

   j. Lavaree Jones, 521 Poindexter St., Jackson, Miss.

   k. Lottie Rhodes, 920 N. Blair, Jackson, Miss.

   l. Joe Hemmingway, 123 E. Griffith, Jackson, Miss.

   m. Richard Johnson, 735 Lawrence Rd., Jackson, Miss.

   n. Charles Horwitz, P. O. Box 3624, Jackson, Miss.

   All of the incorporators are adult resident citizens of Mississippi.

3. The domicile is at 414 S. State Street, Jackson, Mississippi.

4. This is a non-profit, civic improvement corporation incorporated under §5310.1 of the Mississippi Code of 1942, as amended, and no shares of stock shall be issued.

5. The period of existence shall be perpetual.

6A. The purposes for which this corporation is created not contrary to law and within the sphere and scope of this corporation, are:

   a. to educate low-income families about the public housing referendum and the desire for better housing.

   b. to become a clearing house of information on housing of all types that affect low-income people.

   c. to establish relationships with the Jackson Housing Authority, non-profit sponsors and interest groups.

   d. to publish a newsletter-fact sheet on housing activities.

   e. to monitor public and private housing delivery systems for quality, relevance and equal opportunity.

f. to receive and to refer complaints.

g. to become involved in the development of tenants organization in Section 23 Leased Housing and other low-rent housing projects.

h. to encourage the upper and upper middle class constituents to participate in the program and providing housing for the poor.

i. to provide a counseling service to families on home ownership and federal assistance to obtain better housing.

6B. The rights and powers of the corporation, to be exercised only to the extent necessary to accomplish the purposes stated above, are:

a. to sue and be sued, complain and defend, in its corporate name.

b. to have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any manner reproduced.

c. to purchase, take, receive, lease, or otherwise acquire, own, hold, improve and use real or personal property, or any interest therein, wherever situated.

d. to sell, convey, pledge, lease, exchange and transfer all or any part of its property and assets.

e. to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of shares or interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any instrumentality thereof, provided, however, that this section shall not be construed to grant this corporation the power to create unlawful monopolies, trusts or combinations in restraint of trade in violation of the laws of this State.

f. to make contracts and incur liabilities, borrow money at such lawful rates of interest as the corporation shall determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, and income.

g. to invest and reinvest its funds, and take and hold real and personal property as security therefor.

h. to elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

i. to make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the internal affairs of the corporation.

j. in addition to authority now provided by law, to make donations for the public welfare or for charitable, scientific or educational purposes.

k. to cease its corporate activities and surrender its corporate charter.

l. to conduct concerted activities for the mutual aid and support of the corporation members.

m. to apply for, receive, and/or administer any grants, donations or other assistance from any public agency or from any private person, corporation, association, or charitable foundation.

n. to have and exercise all powers reasonably necessary to effect any or all of the purposes for which the corporation is organized.

7. This corporation shall not be required to make publication of its charter; shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

SIGNATURES:

INCORPORATORS

BOOK 198 PAGE 188

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF Hinds

This day personally appeared before me, the undersigned authority O. B. Cobbins, Bennie Thompson, Lottie Rhodes, Linda Glass, Alex Waites, Joe Hemingway, D. L. M. Moore, Shannon Ferguson, Richard Johnson, Robert Taylor, Michael Ruff, Charles Horwitz, John Dan Smith, Lavaree Jones, incorporators of the corporation known as the JACKSON HOUSING ALLIANCE who acknowledged that they signed and delivered the above and foregoing charter of incorporation as their act and deed on this the 19th day of September, A.D., 1972.

Annie L. Ward

My Commission Expires September 30, 1976

Received at the office of the Secretary of State this the 19th day of Sept. A.D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner

SECRETARY OF STATE

Jackson, Mississippi, Sept. 19, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer

ATTORNEY GENERAL

BY: George M. Sennett

SPECIAL ASSISTANT ATTORNEY GENERAL

BOOK 198 PAGE 189

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

FOREST HILL RIDING CLUB, INCORPORATED

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this SEPTEMBER 21, A.D., 1972.

William V. Waller
Governor

By the Governor

Helen Ladner
Secretary of State

The following is an excerpt of the minutes of the regular meeting of the Forest Hill Riding Club held on September 19, 1972, at the Forest Hill Riding Club on Raymond Road in Jackson, Mississippi:

> "....President Bilbo Morrison brought the matter of obtaining a charter as a non-profit organization before the Forest Hill Riding Club members. He stated that there would be a $25.00 fee (payable to the Secretary of State) and that we would need some legal assistance to obtain the charter. Vernon Cash made a motion that we take the steps necessary to obtain a charter. Ann Barns seconded the motion, and it was passed unanimously by the members of the Forest Hill Riding Club, such motion and subsequent vote also authorized Mr. Bilbo Morrison, Mr. Everett Head, and Mrs. Polly Pinson to apply for a charter of incorporation for the riding club."

I, Mrs. Polly Pinson, Secretary-Treasurer of the Forest Hill Riding Club, do hereby certify that this is a true and correct excerpt of the minutes of the regular meeting of the Forest Hill Riding Club held September 19, 1972, at the Forest Hill Riding Club on Raymond Road in Jackson, Mississippi.

Mrs Polly Pinson

SECRETARY-TREASURER

STATE OF MISSISSIPPI)

County of Hinds)

On September 21, 1972, before me, Notary Public, in and for said County and State, personally appeared Mrs. Polly Pinson, known to me to be the person whose name is subscribed to this instrument, and acknowledged that she executed the same.

WITNESS my hand and official seal.

CHARLES S. HEAD HINDS COUNTY MISS. NOTARY PUBLIC

Charles S. Head

NOTARY PUBLIC

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. Non-profit.

THE CHARTER OF INCORPORATION OF

1. The corporate title of said company is:

FOREST HILL RIDING CLUB, INCORPORATED

2. The names and post office addresses of the incorporators are:
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name — Street & No. — City — State

(1) Mr. Bilbo Morrison, 51, 2401 McDowell Road, Jackson, Mississippi 39204, phone 372-9463, being an adult resident citizen of the State of Mississippi, date of birth: 10-23-21 PRESIDENT

(2) Mr. Everett Head, 44, 2433 Coronet Place, Jackson, Mississippi 39204, phone 372-4900, being an adult resident citizen of the State of Mississippi, date of birth: 1-7-28 VICE-PRESIDENT

(3) Mrs. Polly Pinson, 36, 1260 Wooddell Drive, Jackson, Mississippi 39212, phone 372-8568, being an adult resident citizen of the State of Mississippi, date of birth: 7-9-36 SECRETARY-TREASURER

3. The domicile is at Route 1, Box 233, Raymond Road, Jackson, Mississippi
(Street and No.) (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)

The FOREST HILL RIDING CLUB, INCORPORATED is a non-profit organization and no shares of stock shall be issued. The Club is organized as a civic improvement society to help young people know more about agriculture and to provide the opportunity for our members to hold fairs at the riding club arena.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:

The purpose of the FOREST HILL RIDING CLUB, INCORPORATED shall be the promotion of good fellowship among persons who share a common interest in horsemanship; to promote and improve the physical, mental and moral condition of mankind by providing the means and opportunity of healthful recreation by riding, roping, camping, trailrides, rodeos, and other sports and similar non-profitable activities; to further educate members of the Corporation and their families in horsemanship and to do all matters and things incident thereto.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. The signatures of the incorporators must agree with their names as they appear in the resolution, article 2 of the charter and in the acknowledgment.

Signatures: Mr. Bilbo Morrison
Mr. Everett Head
Mrs Polly Pinson

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Hinds

This day personally appeared before me, the undersigned authority Mr. Bilbo Morrison, Mr. Everett Head, Mrs Polly Pinson, incorporators of the corporation known as the Forest Hill Riding Club, Inc., who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 21st day of September

My Commission Expires Jan. 10, 1976 Charles S. Head

STATE OF MISSISSIPPI

County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the day of , 19

Received at the office of the Secretary of State this the 21st day of Sept. A.D., 1972 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
Secretary of State

Jackson, Miss., Sept. 21, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By George H. Swindall
Special Assistant Attorney General

NOTE:—In case all incorporators are together when acknowledgment is taken, one acknowledgment will be sufficient.

BOOK 198 PAGE 193

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

NATCHEZ STATE BANK AND TRUST COMPANY

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 21st day of September A. D., 1972.

William V. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

BOOK 198 PAGE 194

State of Mississippi

Department of Bank Supervision

JACKSON

The within and foregoing ~~Amendment to the~~ Charter of Incorporation of

NATCHEZ STATE BANK AND TRUST COMPANY

Natchez, Mississippi

is here approved.

In testimony whereof, I have hereunto set my hand and caused the Seal of the Department of Bank Supervision State of Mississippi to be affixed, this the 20th *day of* September 19 72

Horace Steele

STATE COMPTROLLER.

HORACE STEELE
STATE COMPTROLLER

DEPARTMENT OF
BANK SUPERVISION
STATE OF MISSISSIPPI
P. O. BOX 731
JACKSON 39205

TEL. NO. 601-354-6106

CERTIFICATE OF AUTHORITY

TO INCORPORATE AND ORGANIZE

I, Horace Steele, State Comptroller, Department of Bank Supervision, State of Mississippi, do hereby authorize the prospective incorporators of the Natchez State Bank and Trust Company, Natchez, Adams County, Mississippi, to proceed to incorporate and organize the Natchez State Bank and Trust Company, Natchez, Adams County, Mississippi, as is provided by Section 5157, title 21, chapter 2, Mississippi Code of 1942, Recompiled.

This certificate is issued in accordance with the order and direction of the Banking Board, State of Mississippi, in its written decision and opinion of September 20, 1972, as provided by Section 5160, title 21, chapter 2, Mississippi Code of 1942, Recompiled.

Given under my hand and official seal of office this the 20th day of September 1972.

Horace Steele
State Comptroller
Department of Bank Supervision
State of Mississippi

BOOK 198 PAGE 196

CERTIFICATE OF INCORPORATION

OF

NATCHEZ STATE BANK AND TRUST COMPANY

1. The corporate title of the company is:

NATCHEZ STATE BANK AND TRUST COMPANY

2. The names and places of residence of the incorporators and the number of shares subscribed by each of them are:

NAME	RESIDENCE	NUMBER OF SHARES
James M. Biglane	Natchez, Mississippi	44,750
Peter Buttross	Natchez, Mississippi	500
Richard M. Durkin	Natchez, Mississippi	500
Dr. Carl Passman	Natchez, Mississippi	1,250
Hugh I. Stahlman, III	Natchez, Mississippi	1,250
Dr. John R. Young	Natchez, Mississippi	1,250
Dr. Gerald M. Little	Natchez, Mississippi	500

3. The domicile is at Natchez, Adams County, Mississippi.

4. The amount of capital stock is:

Two Hundred Fifty Thousand Dollars ($250,000.00) of common stock divided into fifty thousand (50,000) shares of the par value of Five Dollars ($5.00) per share.

5. Number of shares of each class and par value thereof:

Fifty thousand shares (50,000) of common stock of the par value of Five Dollars ($5.00) per share, which is to be sold at Ten Dollars ($10.00) per share; Two Hundred Fifty Thousand Dollars ($250,000.00) Surplus.

6. The period of existence is ninety-nine (99) years.

7. The purposes for which it is created:

The general nature of the business is to conduct the business of a commercial bank, savings bank and trust company, as hereinafter set forth, in and as separate or different departments of said bank.

To do, conduct and transact generally the business of a commercial bank and to do all things and exercise all powers and perform all functions which a commercial bank is authorized

or empowered to do, exercise or perform under and by virtue of the laws of the State of Mississippi, or which it may be by law hereafter authorized to do, exercise or perform; to receive deposits of money, deal in commercial paper, to make loans thereon, lend money on real or personal property, discount bills, notes or other commercial paper and to buy and sell securities, gold and silver bullion, foreign coins or bills of exchange, and to do all the things herein as such commercial bank and insofar as is consistent with the laws of the State of Mississippi.

To do, conduct and transact the business of a savings bank, and to do all things, exercise all powers and perform all functions which a savings bank is authorized or empowered to do, exercise or perform under and by virtue of the laws of the State of Mississippi, or which it may be by law hereafter authorized to do, exercise or perform; to accumulate and lend the funds of its stockholders and depositors; receive deposits of money; lend, invest and collect the same with interest; to repay depositors with or without interest; invest such funds in such property, securities and obligations as are or may be prescribed or permitted by the laws of the State of Mississippi; to declare and pay a stipulated rate of interest on deposits made for a stated period, or upon special terms, and to do all the things herein as such savings bank and insofar as is consistent with the laws of the State of Mississippi.

To do, conduct and transact generally the business of a trust company and to do all things, exercise all powers and perform all functions which a trust company is authorized or empowered to do, exercise of perform under and by virtue of the laws of the State of Mississippi, or which it may be by law hereafter authorized to do, exercise or perform; to accept and execute all such trusts and perform such duties of every description as may be committed to it by any person, firm or corporation or that may be committed or transferred to it by order of any court of record; to receive money in trust, take and accept by grant, assignment, transfer, devise or bequest, and hold any real or personal estate or trusts according to the laws of the State of Mississippi or any other State or of the United States, and execute such legal trusts in regard to the same, on such terms as may be directed or agreed upon thereto; to act as agent for the investment of money or the management of property for other persons, and as agent for persons and corporations for the purpose of issuing, registering, transferring or countersigning the certificates of stock, bonds or other evidences of debt of any corporation, association, municipality, state, county or public authority on such terms as may be agreed upon; to act as guardian for any minor or insane person under the appointment of any court of record having jurisdiction of the person or estate of such minor or insane person; to act as administrator or executor of the estate of any deceased person; to act as agent or attorney in fact and as commissioner for the sale of property, both real and person; to act as assignee or receiver or as trustee in mortgages or bond issues or in any other fiduciary capacity authorized by law. To accept trust funds or other property upon specially agreed terms and pay or deliver the same to the owners, beneficiaries or others, as the case may be, when

and as the same should be paid or delivered according to the terms of the trust agreement under which it is held, and to do all things herein as such trust company and insofar as is consistent with the laws of the State of Mississippi.

To conduct a safe deposit business and in the conduct of said safe deposit business to store and hold for others personal property and securities with or without compensation, and to maintain vaults and safes and receptacles therein for the storage, safe-depositing and safe-keeping of personal property and securities, and to rent and hire such safes and receptables to others upon such terms and conditions as it may deem advisable.

To establish, maintain and conduct a branch or branches of the commercial department, savings department, trust department, safe deposit department or either or any of said departments, in accordance with the laws of the State of Mississippi.

To combine the business of a commercial bank, savings bank, trust company and safe deposit company, or any of them, in the manner authorized by the laws of the State of Mississippi, or in any manner that may hereafter be authorized by the laws of the State of Mississippi.

To make application for membership in the Federal Reserve System whereby to purchase and hold stock in a designated Federal Reserve Bank in the Federal Reserve System, or to make the required deposit in a designated Federal Reserve Bank of the Federal Reserve System, in place of purchase of stock therein, and to comply with the requirements of the Federal Reserve Act and the regulations of the Board of Governors of the Federal Reserve System made in pursuance thereof and generally to furnish all necessary papers and documents and perform all acts necessary whereby to attain membership in said Federal Reserve System.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of the objects or the furtherance of any of the powers herein set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things, incidental or appurtenant or growing out of or connected with the aforesaid businesses or powers, or any part or parts thereof, provided the same is not inconsistent with the laws of the State of Mississippi; to borrow money and to make and issue bonds, notes, debentures, obligations and evidences of indebtedness of all kinds, whether secured or unsecured, without limit as to the amount, provided the same be not inconsistent with the laws of the State of Mississippi; and generally to make and perform agreements and contracts of every kind and description, and to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, rent, convey, mortgage or otherwise own, deal in or dispose of lands and leaseholds, and any interest, estate and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed; to acquire by purchase, subscription, or otherwise, and to hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds or other obligations or securities of any corporation or corporations; to merge or consolidate

with any corporation in such manner as may be permitted by law; to do any other acts or things for the preservation, protection, improvement or enhancement of the value of its own stock or the stock of other corporations, or bonds or other obligations, or to do any acts or things designed for any such purpose, and while the owner of such stocks, bonds or other obligations to exercise any and all voting powers thereon.

8. Number of shares of each class to be subscribed and paid for before the corporation may begin business:

Fifty thousand shares (50,000) of common stock of the par value of Five Dollars ($5.00) per share to be sold at Ten Dollars ($10.00) per share with the Five Hundred Thousand Dollars ($500,000.00) paid in before the corporation may begin business.

WITNESS our signatures this the 7th day of January, 1972.

James M. Biglane

Richard M. Durkin

Hugh L. Stahlman, III

Peter Buttross

Dr. Carl Passman

Dr. John R. Young

Dr. Gerald M. Little

STATE OF MISSISSIPPI

COUNTY OF ADAMS

The above and foregoing application sworn to and subscribed before me by James M. Biglane, one of the prospective incorporators, on this the 7th day of January, 1972.

Notary Public

My commission expires: 2-20-1975

Received at the office of the Secretary of State, this the 21st day of September

A. D., 1972, together with the sum of $50.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Helen Ludlum
SECRETARY OF STATE.

Jackson, Miss.,

September 21, 1972

I have examined this Application for Charter of incorporation, and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

A. F. Summer
ATTORNEY GENERAL.

By W. D. Eastman
Assistant Attorney General.

BOOK 198 PAGE 201

State of Mississippi

Office of
Secretary of State
Jackson

I, Heber Ladner, Secretary of State, do certify that the Charter of Incorporation hereto attached entitled the Charter of Incorporation of

STONE COUNTY FARM BUREAU MEMBERS CREDIT UNION

was, pursuant to the provisions of Title 21, Code of Mississippi of 1942, as amended, Recorded in the Records of Incorporations in this office, in PHOTOSTAT BOOK, NUMBER ONE-HUNDRED NINETY-EIGHT, PAGES 201-206.

THE GREAT SEAL OF THE STATE OF MISSISSIPPI

Given under my hand and the Great Seal of the State of Mississippi hereunto affixed this 22nd day of September, 1972.

Heber Ladner

Secretary of State

RECEIVED
JUN 8 '72
DEPT. OF BANK SUPERVISION

May 23, 1972

TO WHOM IT MAY CONCERN:

The undersigned having been present at the charter application meeting of the below listed credit union, states the following:

A. NAME - The name of the Credit Union shall be, "Stone County Farm Bureau Members Credit Union."

B. PRINCIPAL OFFICE - The principal office of the credit union shall be located in the Stone County Farm Bureau Office, 527 South Magnolia Drive, Wiggins, Mississippi.

C. MEMBERSHIP - Membership in this credit union will be extended to all members of the Stone County Farm Bureau, members of their immediate families residing in the same household, organizations of such persons and employees of this credit union. There are 665 Farm Bureau members within the field of membership of this credit union.

D. The eight (8) incorporators are citizens of the State of Mississippi and have each subscribed to sufficient shares to start operation of the credit union.

E. ARTICLES OF INCORPORATION - The Articles of Incorporation (attached hereto) have been completed and notarized.

F. GENERAL - A number of the Stone County Farm Bureau Board of Directors were instrumental in laying the ground work for the charter meeting. There was no opposition to a credit union being organized. Office space is available for the credit union in the Stone County Farm Bureau office. Mr. Cecil L. Willison is the key man to contact regarding this charter application. Mailing address: 527 South Magnolia Drive, Wiggins, Miss. 39577. Business phone: 928-7351. Home phone: 928-7003. The Mississippi Credit Union League recommends the granting of this charter.

Respectfully submitted,

Hugh Gray

Hugh Gray
Field Representative

H. J. Carr

Approved: H. J. Carr
Managing Director

WE, THE UNDERSIGNED, Residents of the State of Mississippi do hereby apply for permission to organize a Credit Union for the purposes indicated in and in accordance with the provisions of Chapter No. 5 of the Mississippi Code 1942; and do hereby bind ourselves to comply therewith and with all the laws, rules and regulations applicable to credit unions in the State of Mississippi; and hereby certify as follows:

1. The name of the proposed credit union, (which shall contain the words "Credit Union" as a part of the corporate name), is the Stone County Farm Bureau Members CREDIT UNION, and the principal office of the credit union shall be at 527 South Magnolia Drive, Wiggins, Miss. 39577.

2. The names and addresses of the subscribers to these Articles of Incorporation, and the number of shares subscribed by each are as follows:

NAME	ADDRESS	SHARES SUBSCRIBED
John H. O'Neal, Sr.,	Rt. 1, Box 66, Wiggins, Miss. 39577	(2)
Orbin S. Mallett,	Rt. 1, Box 250, Perkinston, Miss. 39573	(2)
Duron D. Hatton,	Rt. 1, Box 360, Perkinston, Miss. 39573	(2)
Norval Denson,	Rt. 2, Box 32C, Wiggins, Miss. 39577	(2)
Billy Stamps,	Rt. 1, Box 84, Wiggins, Miss. 39577	(2)
Colan McMurphy,	P. O. Box 192, Perkinston, Miss. 39573	(2)
Mrs. Brent Hatten,	Rt. 1, Box 114-C, Wiggins, Miss. 39577	(2)
Cecil L. Willison,	Rt. 2, Box 58A, Wiggins, Miss. 39577	

3. The par value of the shares shall be 5.00 dollars per share (not to exceed ten dollars.) This has reference to Chapter 5, Title 21, Code of 1942, and all amendments thereto.

4. That the association and its members will comply with all the laws, rules and regulations applicable to credit unions.

IN WITNESS WHEREOF, we have made, signed and acknowledged these Articles of Incorporation in duplicate, this 23 day of May, 19 72.

John H O'Neal Sr
Orbin S Mallett
Duron D Hatton
Norval Denson
Billy Stamps
Colan McMurphy
Mrs Brent Hatten
Cecil L Willison

STATE OF Mississippi

COUNTY OF Stone

BEFORE ME, the undersigned, a Notary Public, in and for said State and County this 23 day of May, 1972, personally appeared.

John H. Neal Sr. Billy Sharp
Orlin A. Mallett Calan McCrimmy
Duncan D. Hatten Mrs. Brent Hatten
Norval Denson Cecil L. Williams

subscribers to the foregoing Articles of Incorporation and acknowledged that they executed the same to be their free act and deed.

R B Gunn III
NOTARY PUBLIC

(SEAL)

My commission expires _____

Oct. 13, 1975

CREDIT UNION BOARD

MEETING

September 18, 1972

The Credit Union Board met September 18, 1972, at 11 a.m. in the office of the State Comptroller, Department of Bank Supervision, State of Mississippi, pursuant to its call on September 11, 1972, for the purpose of considering the applications of Stone County Farm Bureau Members Credit Union, Wiggins, and the J.C. Hospital System Employees Credit Union, Pascagoula, Mississippi.

The following members were present:

Heber Ladner, Secretary of State, State of Mississippi

W. H. King, State Auditor, State of Mississippi

W. D. Coleman, Assistant Attorney General, State of Mississippi

L. B. West, appointed by the Governor of the membership of the Board of Directors of the Mississippi Credit Union League

Horace Steele, State Comptroller, Department of Bank Supervision, State of Mississippi; and

Horace Carr, Managing Director of the Mississippi Credit Union League, who presented the applications and recommended their approval.

The application of the Stone County Farm Bureau Members Credit Union was reviewed. The principal office is to be at 527 South Magnolia Drive, Wiggins, Mississippi, and it was the consensus of those present that the Stone County Farm Bureau Members should be operating successfully, efficiently, and profitably within a three-year period.

If, however, the Credit Union is not operating successfully, efficiently and profitably in that period of time, the members of subject credit union should voluntarily vote to dissolve the organization.

With the foregoing provisions, the charter was unanimously approved by the Credit Union Board, State of Mississippi, on motion by W. H. King, seconded by L. B. West.

Application of the J. C. Hospital System Employees Credit Union with principal office at Singing River Hospital, Pascagoula, Mississippi, was duly reviewed and it was the consensus of those present that the Credit Union should be operating successfully, efficiently and profitably within a three-year period. If, however, the Credit Union is not operating successfully, profitably and efficiently in that period of time, the members of the said Credit Union should voluntarily vote to dissolve the organization.

With the foregoing provisions, the charter was unanimously approved by the Credit Union Board, State of Mississippi.

On motion duly made and carried, the meeting was adjourned, subject to call.

Horace Steele
State Comptroller
Department of Bank Supervision
State of Mississippi

Attest:
Mrs. Helen Napier

BOOK 198 PAGE 207

State of Mississippi

Office of
Secretary of State
Jackson

I, Heber Ladner, Secretary of State, do certify that the Charter of Incorporation hereto attached entitled the Charter of Incorporation of

J. C. HOSPITAL SYSTEM EMPLOYEES CREDIT UNION

was, pursuant to the provisions of Title 21, Code of Mississippi of 1942, as amended, Recorded in the Records of Incorporations in this office, in PHOTOSTAT BOOK, NUMBER ONE-HUNDRED NINETY-EIGHT, PAGES 207-212.

THE GREAT SEAL OF THE STATE OF MISSISSIPPI

Given under my hand and the Great Seal of the State of Mississippi hereunto affixed this 22nd day of September, 1972.

Heber Ladner

Secretary of State

August 15, 1972

TO WHOM IT MAY CONCERN:

The undersigned having been present at the charter application meeting of the below listed credit union states the following:

A. NAME - The name of the credit union shall be, "J. C. Hospital System Employees Credit Union.

B. PRINCIPAL OFFICE - The principal office of the credit union shall be located in the Singing River Hospital, Pascagoula, Mississippi. The mailing address is c/o Singing River Hospital, Pascagoula, Miss. 39567.

C. MEMBERSHIP - Membership in this credit union shall be available to the staffs, which will include consulting doctors, and employees of both Singing River Hospital, Pascagoula, Miss., and Ocean Springs Hospital, Ocean Springs, Miss.; members of their immediate families residing in the same household; organizations of such persons and employees of this credit union. There are approximately 475 employees within the field of membership.

D. The eight incorporators are citizens of the state of Mississippi and have each subscribed to sufficient shares to start operation of the credit union.

E. ARTICLES OF INCORPORATION - The Articles of Incorporation (attached hereto) have been completed and notarized.

F. GENERAL - The Executive Director of the hospital system is agreeable to the employees organizing a credit union and has pledged his support as to payroll deduction, office space and utilities. Both, the Singing River Hospital in Pascagoula and the Ocean Springs Hospital in Ocean Springs are under the same executive director for administrative purposes. Mrs. Patricia Grubbs is the key lady to contact regarding the charter application. Mailing address: c/o Singing River Hospital, Pascagoula, Mississippi 39567. The Mississippi Credit Union League recommends the granting of this charter.

Respectfully submitted,

Hugh Gray

Hugh Gray
Field Representative

H. J. Carr

Approved: H. J. Carr
Managing Director

WE, THE UNDERSIGNED, Residents of the State of MISSISSIPPI do hereby apply for permission to organize a Credit Union for the purposes indicated in and in accordance with the provisions of Chapter No. 5 of the Mississippi Code 1942; and do hereby bind ourselves to comply therewith and with all the laws, rules and regulations applicable to credit unions in the State of MISSISSIPPI; and hereby certify as follows:

1. The name of the proposed credit union, (which shall contain the words "Credit Union" as a part of the corporate name), is the J. C. HOSPITAL SYSTEM EMPLOYEES CREDIT UNION, and the principal office of the credit union shall be at c/o Singing River Hospital, Pascagoula, Miss. 39567.

2. The names and addresses of the subscribers to these Articles of Incorporation, and the number of shares subscribed by each are as follows:

NAME	ADDRESS	SHARES SUBSCRIBED
Barbara B. Seidel	206 Shannon Lane, Ocean Springs, Miss. 39564	(2)
Mavis Reeves	P. O. Box 306, Ocean Springs, Miss. 39564	(2)
John L. Sorel	Rt. 5, Box 73, Pascagoula, Miss. 39567	(2)
Eartha Lee Green	208 Myers St., Moss Point, Miss. 39563	(2)
Patricia S. Grubbs	1802 Singing River St., Pascagoula, Miss.	(2)
Dora K. Russum	912 Sarrazin St., Pascagoula, Miss. 39567	(2)
Carol L. Rome	116 Oxford Dr., Gautier, Miss. 39553	(2)
Mrs. Penny Everett	121 Labranch St., Ocean Springs, Miss. 39564	(2)

3. The par value of the shares shall be $5.00 dollars per share (not to exceed ten dollars.) This has reference to Chapter 5, Title 21, Code of 1942, and all amendments thereto.

4. That the association and its members will comply with all the laws, rules and regulations applicable to credit unions.

IN WITNESS WHEREOF, we have made, signed and acknowledged these Articles of Incorporation in duplicate, this 15 day of August, 19 72.

Barbara B. Seidel
Mavis Reeves
John L. Sorel
Eartha Lee Green
Patricia S. Grubbs
Dora K. Russum
Carol L. Rome
Penny Everett

STATE OF Mississippi

COUNTY OF Jasper

BEFORE ME, the undersigned, a Notary Public, in and for said State and County this 15 day of August, 1972, personally appeared.

Barbara B. Seidel — Patricia A. Grubbs

Doris Reeves — Dora K. Russum

John Hall — Carol L. Rone

Martha Lee Green — Jenny Everett

subscribers to the foregoing Articles of Incorporation and acknowledged that they executed the same to be their free act and deed.

Dora K. Russum
NOTARY PUBLIC

(SEAL)

My commission expires _____

My commission expires May 7, 1973

CREDIT UNION BOARD

MEETING

September 18, 1972

The Credit Union Board met September 18, 1972, at 11 a.m. in the office of the State Comptroller, Department of Bank Supervision, State of Mississippi, pursuant to its call on September 11, 1972, for the purpose of considering the applications of Stone County Farm Bureau Members Credit Union, Wiggins, and the J.C. Hospital System Employees Credit Union, Pascagoula, Mississippi.

The following members were present:

Heber Ladner, Secretary of State, State of Mississippi

W. H. King, State Auditor, State of Mississippi

W. D. Coleman, Assistant Attorney General, State of Mississippi

L. B. West, appointed by the Governor of the membership of the Board of Directors of the Mississippi Credit Union League

Horace Steele, State Comptroller, Department of Bank Supervision, State of Mississippi; and

Horace Carr, Managing Director of the Mississippi Credit Union League, who presented the applications and recommended their approval.

The application of the Stone County Farm Bureau Members Credit Union was reviewed. The principal office is to be at 527 South Magnolia Drive, Wiggins, Mississippi, and it was the consensus of those present that the Stone County Farm Bureau Members should be operating successfully, efficiently, and profitably within a three-year period.

If, however, the Credit Union is not operating successfully, efficiently and profitably in that period of time, the members of subject credit union should voluntarily vote to dissolve the organization.

With the foregoing provisions, the charter was unanimously approved by the Credit Union Board, State of Mississippi, on motion by W. H. King, seconded by L. B. West.

Application of the J. C. Hospital System Employees Credit Union with principal office at Singing River Hospital, Pascagoula, Mississippi, was duly reviewed and it was the consensus of those present that the Credit Union should be operating successfully, efficiently and profitably within a three-year period. If, however, the Credit Union is not operating successfully, profitably and efficiently in that period of time, the members of the said Credit Union should voluntarily vote to dissolve the organization.

With the foregoing provisions, the charter was unanimously approved by the Credit Union Board, State of Mississippi.

On motion duly made and carried, the meeting was adjourned, subject to call.

Horace Steele
State Comptroller
Department of Bank Supervision
State of Mississippi

Attest:

BOOK 198 PAGE 213

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

THE HERITAGE SCHOOL

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* SEPTEMBER 22, A.D., 1972.

William L. Waller

Governor.

Attest:

Heber Ladner

Secretary of State.

ARTICLES OF AMENDMENT OF THE HERITAGE SCHOOL

WHEREAS, the membership of The Heritage School at an authorized meeting on the 19th day of September, 1972, adopted a corporate resolution to amend Article 7 of its Charter of Incorporation as follows, to-wit:

> That the Charter of Incorporation of the Heritage School be amended to provide that upon the dissolution of the corporation, the Board of Trustees 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 in such manner, or to such organization or organizations organized and operated exclusively for charitiable, 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 provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Chancery Court of Hinds County in which the principal office of the corporation is 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.

A true and correct copy of the aforesaid corporate resolution is attached hereto, made a part hereof as though copied in words and figures in full and made an exhibit to these articles of amendment.

Dated this 19th day of September, 1972.

J. W. Langford
PRESIDENT & CHAIRMAN OF THE BOARD

Mary R. Bond
SECRETARY

STATE OF MISSISSIPPI

COUNTY OF HINDS

I, the undersigned authority do hereby certify that on the 19th day of September, 1972, personally appeared before me, Mary R. Bond and Thomas W. Sanford, who being by me first duly sworn declare that they are the Secretary and President and Chairman of the Board of the Heritage School, that they executed the foregoing instrument as the act and deed of the corporation and that the facts contained therein are true and correct.

NOTARY PUBLIC

My Commission Expires: My Commission Expires Sept. 21, 1975

CORPORATE RESOLUTION OF THE HERITAGE SCHOOL TO AMEND ITS CHARTER OF INCORPORATION

Be it remembered that at a duly authorized meeting of the membership of the Heritage School held at the school building in the city of Jackson, Mississippi on the 19th day of September, 1972 on motion duly made, seconded and carried it was resolved as follows, to-wit:

> That the Charter of Incorporation of the Heritage School be amended to provide that upon the dissolution of the corporation, the Board of Trustees 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 in such manner, or to such organization or organizations organized and operated exclusively for charitiable, 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 provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Chancery Court of Hinds County in which the principal office of the corporation is 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.

In witness whereof, this resolution was so passed and made a part of the minutes of this corporation.

Mary R. Bond
SECRETARY

Edward L. Booth, Jr., M.D.
PRESIDENT & CHAIRMAN OF THE BOARD

Received at the office of the Secretary of State, this the 22nd day of Sept.

A. D., 1972, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
SECRETARY OF STATE.

Jackson, Miss.,

Sept. 22, 1972

I have examined this application for amendment to the Charter of incorporation, and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

A. F. Summer
ATTORNEY GENERAL.

By Georgia Swindoll
Special Assistant Attorney General.

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BOOK 198 PAGE 219

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

SUNFLOWER WELFARE RIGHTS, INCORPORATED

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 22nd day of September A. D., 1972.

William V. Waller

Governor

By the Governor

Heber Ladner

Secretary of State

RESOLUTION

BE IT RESOLVED that the members of the Sunflower Welfare Rights Association hereby declare that it would be beneficial to their Association and in furtherance of its aims to become chartered as a non-profit corporation, and therefore appoint Rev. John Brooks, Mrs. Ada Woodard and Miss. Patricia Garfield to seek and obtain a non-profit charter under the laws of the State of Mississippi for the Association, and empower the named individuals to do all things necessary to obtain such charter.

(Rev. John Brooks)
CHAIRMAN

I do hereby certify that the above is a true copy of a resolution passed by the members of the Sunflower Welfare Rights Association at a meeting on ~~May~~ June 1, 1972

(Patricia Ann Garfield)
SECRETARY

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. **Non-profit.**

THE CHARTER OF INCORPORATION OF

1. The corporate title of said company is:

SUNFLOWER WELFARE RIGHTS, INCORPORATED

2. The names and post office addresses of the incorporators are:
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
REV. JOHN BROOKS	317 Church Street	Indianola,	Mississippi
MRS. ADA WOODARD	P. O. Box 628	Moorehead,	Mississippi
MISS. PATRICIA GARFIELD	Box 136A	Doddsville,	Mississippi

ALL OF THE ABOVE NAMED INCORPORATORS ARE ADULT RESIDENT CITIZENS OF SUNFLOWER COUNTY, MISSISSIPPI...

3. The domicile is at 317 Church Street, (Street and No.) Indianola, (City) Mississippi (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)

This is a non-profit, non-share corporation organized under the authority of, and governed by, the provisions of Sec. 5310.1 of the Mississippi Code of 1942, as amended, and this is to be a civic improvement society.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:

This organization is chartered for the purpose of fostering the economic development of the Sunflower County area and adjacent areas in the Mississippi Delta, and to enable poor persons to become economically self-sufficient.

The rights and powers of the corporation, to be exercised only to the extent reasonably necessary to accomplish the purposes stated above, and only to the extent permitted to an organization exempt under Sec. 501 (c) (3) of the Internal Revenue Code or its subsequently effective counterpart, are:

(a) To sue and be sued, complain and defend, in its corporate name;

(b) To have a corporate seal, a facsimile of which shall be imprinted in the minutes at the place designated therefor, and to use the same by causing a facsimile thereof to be impressed or affixed or in any other manner reproduced;

(c) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve and use real or personal property, or any interest therein, whereever situated;

(d) To sell, convey, mortgage, pledge, lease, exchange and transfer all or any part of its property and assets;

(e) To make contracts or incur liabilities, borrow money at such lawful rates of interest as the corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage or pledge or all or any of its property, franchises and income;

(f) To apply for, receive and administer grants and other assistance from state and federal agencies and from private charitable and non-profit corporations, associations, foundations and persons;

(g) To engage in manufacturing, processing, constructing, vending, marketing, improving, erecting or otherwise carrying on gainful activity involving realty or goods; and

(h) To have and exercise all powers reasonably necessary to effect any of, or all of the purposes for which the corporation is organized.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. The signatures of the incorporators must agree with their names as they appear in the resolution, article 2 of the charter and in the acknowledgment.

Signatures: Rev. John Brooks

(her mark) X Ada Woodard

Patricia Ann Garfield

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Sunflower

This day personally appeared before me, the undersigned authority Rev. John Brooks Mrs. Ada Woodard Miss. Patricia Garfield

incorporators of the corporation known as the Sunflower Welfare Rights, Inc.

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 29 day of June, 1972

my Commission Expires September 7-1974

STATE OF MISSISSIPPI

County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the day of , 19

Received at the office of the Secretary of State this the 23rd day of August A.D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Secretary of State

Jackson, Miss., Sept. 21, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By George M. Summer
Special Assistant Attorney General

NOTE:—In case all incorporators are together when acknowledgment is taken, one acknowledgment will be sufficient.

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BOOK 198 PAGE 225

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE FOUNDATION OF THE FIRST BAPTIST CHURCH OF WIGGINS, MISSISSIPPI

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 25th day of September A. D., 1972.

William V. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

RESOLUTION

Be it remembered that on the 13th day of September, 1972, at a regularly constituted business session, the First Baptist Church of Wiggins, Mississippi, pursuant to notice having been first given, there was called into conference the membership of the First Baptist Church of Wiggins, Mississippi, whereat the required number of the resident members were present of the church, in person or by proxy, to conduct the business of said church and at which time said meeting Rev. James Street was duly constituted Moderator and Mrs. Jan Taylor was serving as Clerk of said church where the following things were had and done, to-wit:

Jack Parsons made the following announcement and motion, to-wit:

> On Monday night, 11th day of September, 1972, the Board of Deacons of the First Baptist Church of Wiggins, Mississippi met and after a discussion, motion was made by deacon, Jack Parsons and seconded by deacon, Edgar Bates, wherein the Board of Deacons gave unanimous approval to the attached Charter of the Foundation of the First Baptist Church of Wiggins, Mississippi and said board recommended that the Charter be presented to the membership of the First Baptist Church for action on the 13th day of September, 1972.

I, therefore, move that the membership of the First Baptist Church of Wiggins, Mississippi, herein assembled in a regularly duly constituted business session and pursuant to due notice, which has been heretofore properly given, approve the attached Charter of Incorporation of the Foundation of the First Baptist Church of Wiggins, Mississippi and that the men, whose names appear thereon and whose names appear in the notice, be and the same are hereby specifically authorized, empowered, and directed to proceed to obtain the issuance of Charter of Incorporation of the First Baptist Church of Wiggins, Mississippi Foundation and to bring the corporation into being, and that they be authorized to do the things necessary, incidental, and proper to bring about the due and proper organization of the Foundation for the use and benefits as therein stated.

The foregoing motion was duly seconded by Edgar Bates and after discussion, vote having been taken, the congregation unanimously voted in favor of said motion and when no votes were taken against said motion, the same was declared carried by the Moderator.

A copy of said Charter is attached hereto and made a part hereof as if copied in full herein and forms a part of the minutes of this meeting.

James W. Street
MODERATOR

Jan Taylor
CLERK

BOOK 198 PAGE 223

CERTIFICATE

I, Jan Taylor, Clerk of the First Baptist Church of Wiggins, Mississippi, and custodian of the minutes of said church, do hereby certify the foregoing and that the above and foregoing is a true and correct exert from the minutes of the First Baptist Church of Wiggins, Mississippi, when it was in conference and business meeting as required under the laws of the State of Mississippi and the By Laws of the First Baptist Church of Wiggins, Mississippi and that the original of said minutes is now in my possession and that I am custodian of the original of said minutes.

IN WITNESS WHEREOF, I set and subscribe my signature as Clerk of the First Baptist Church of Wiggins, Mississippi on this the 18th day of September, 1972.

Jan Taylor
CLERK
First Baptist Church
Wiggins, Mississippi

CHARTER OF INCORPORATION
OF
THE FOUNDATION OF THE FIRST BAPTIST CHURCH
OF
WIGGINS, MISSISSIPPI

I.

The corporate title of said company is: The Foundation of the First Baptist Church of Wiggins, Mississippi.

II.

The incorporators are all adult residents/citizens of Mississippi, and their names and post office addresses are:

1. Charles Henderson, Ray Street, Wiggins, Mississippi.
2. C. Forrest Evans, Magnolia Drive North, Wiggins, Mississippi.
3. A. Wynn Alexander, North Vardaman Street, Wiggins, Miss.
4. Gordon S. McHenry, East College Avenue, Wiggins, Miss.
5. Jack Parsons, Highway 29 East, Wiggins, Mississippi.

III.

The domicile of the corporation in this state is: 219 Second Street, Wiggins, Mississippi.

IV.

This is a nonprofit corporation, and no shares of stock are to be issued, shall divide no dividends or profits among its members in connection with the corporate existence of this corporation, shall be no dues assessed, each member shall have the right to one vote in election of officers, shall make the loss of membership, by death or otherwise, the termination of interest in the corporate assets, and no individual liabilities against the members for corporate debts but entire assets shall be liable for the claims of creditors.

The period of existence is: Perpetual.

VI.

The purpose for which the corporation is created is to advance the causes of the First Baptist Church of Wiggins, Mississippi, a religious society and in so doing:

To acquire, create, establish, hold and administer a foundation fund to be used, expended and administered exclusively for the advancement of religion, of education, both scientific and literary, public enlightment, for the relief of the sick and suffering humanity, from whatever cause, for the promotion of literary and spiritual research for the alleviation of human suffering and for the advancement of human knowledge, culture and for the care of humanity, including the sick, aged and helpless, and for the care of poor or needy children, for the aid and advancement of charities and charity for benevolent institutions, for the prevention of cruelty and neglect of children, and for any other worthy charity or costs for the advancement of humanity, and to alleviate human suffering; provided, however, that this corporation shall never use any of its funds, assets or properties for the purpose of promoting or carrying on propaganda or attempting in any manner to influence legislation, either local, state or federal; and provided further that this corporation shall never use any of its funds, assets or properties for the purpose of participating in or intervening in any political campaign on behalf of any candidate for public office or otherwise for the purpose of promoting any political organization; and provided further that this corporation shall never engage in any activity or expend any of its funds, assets or properties for any purposes which are prohibited to corporations declared to be exempt under the provisions of Section 501 of the Internal Revenue Code of 1954 (USCA Title 26, Section 501) or any amendment thereto or any reenactment thereof or any other law of similar import enacted in the exercise of its taxing authority by the Congress of the United States or by any rule or regulation adopted and promulgated by any official or agency of the United States under the authority of any such act of Congress; and provided further that this corporation shall never grant or donate any of its money, assets or property by gift, donation or otherwise to any organization, firm or corporation other than those

The incorporators of this corporation shall constitute the members of this corporation and its governing authority until such time as the said Board of Trustees shall be elected by the membership of the First Baptist Church of Wiggins, Mississippi. A code of bylaws for the government of this corporation, consistent with this charter of incorporation, shall be adopted by the membership of the First Baptist Church of Wiggins, Mississippi.

(d) The assets, property and income of the corporation shall be used entirely and exclusively for the purposes thereof and no dividends or profits from the operation of the corporation shall be divided among the members of the corporation; that expulsion shall be the only remedy for the nonpayment of dues, if any, with the right, however, vested in each member, while a member of the corporation, to cast one vote in the election of all officers; that the loss of membership by death or otherwise shall terminate the interest of such member in the corporate assets of the corporation; that there shall be no individual liabilities against the members of the corporation for its corporate debts but the entire corporate property shall be liable for the claims of creditors.

(e) No member, officer or trustee of this corporation shall ever receive, either directly or indirectly, any salary, compensation, fee or income from the corporation or from any of its funds or property for, on account of, or as a result of, any services rendered to the corporation, but all services by any member, officer, or trustee of this corporation in connection with its business or affairs shall be without compensation, and no profits or financial benefits of any nature whatsoever shall be received by any member, officer or trustee of the corporation in connection with any dealings with or for or on behalf of this corporation. No donor or contributor of any gift, grant, or donation to the corporation shall ever receive in any manner or form, whatsoever, any benefit or advantage, financial or otherwise, from any of the funds, assets

listed, mentioned and contemplated in Section 170 (c) (2) of the Internal Revenue Code of 1954 (USCA Title 26, Section 170 (c) (2)) or any amendment thereto or reenactment thereof or any other law of similar import enacted in the exercise of its taxing authority by the Congress of the United States; and for the accomplishment of said purposes the corporation is endowed with the rights and powers prescribed and set forth as follows:

(a) To acquire by donation, gift, contribution, grant or purchase any and all kinds, classes and species of property, real, personal or mixed, including notes, securities, negotiable instruments and evidences of debt; and to hold, use, lease, let, loan, receive income from, rent and dispose of same at will, and to use for the purposes aforesaid all such property and funds, and the yield, rents, income and interest therefrom. The Foundation may, however, in its discretion decline any gift, contribution, grant or bequest.

(b) The corporation shall from time to time invest, handle, manage and control its funds, assets and property so as to obtain for the corporation the most advantageous yield of income therefrom, consistent with safety of investment, for the uses and purposes of the corporation.

(c) The management of all of the funds, assets and property of this corporation and the management and control of all of its affairs shall be vested in a Board of Trustees and the members of said Board of Trustees shall constitute and be all of the members of this corporation. The Board of Trustees shall be elected by the membership of the First Baptist Church of Wiggins, Mississippi at such times and for such tenure of service as the church may prescribe. The Board of Trustees shall consist of such number of members, not less than five in number, as the membership of the First Baptist Church of Wiggins, Mississippi, may from time to time prescribe; and all members of said Board of Trustees shall be resident members of the First Baptist Church of Wiggins, Mississippi.

or property of the corporation. This provision shall not, however, prohibit the Foundation from accepting gifts, grants, bequests or contributions from persons or entities who shall retain to themselves for life or for a period of years, the income from the subject matter of such grant, bequest, gift or donation, nor from accepting income from properties the title of which is retained by or may revert back to the donor.

(f) In the event of the liquidation of this corporation at any time, all funds, assets and property held by the corporation, and all interest, yield or income therefrom, shall revert to and become the property of the First Baptist Church of Wiggins, Mississippi, and shall be used for the purposes hereinabove expressed, and no part of the same shall ever be vested in or paid to or received by any of the members, officers or trustees of the corporation, or any donor or contributor of any gift, grant or donation to this corporation.

VII.

The corporation shall not be required to make publication of its charter and shall issue no shares of stock, this being a non-profit, no share corporation.

WITNESS our signatures on this the 14th day of September 1972.

CHARLES HENDERSON

C. FORREST EVANS

A. WYNN ALEXANDER

GORDON S. MCHENRY, M.D.

JACK PARSONS

STATE OF MISSISSIPPI

COUNTY OF STONE

I, Hollie T. Bond, Chancery Clerk, hereby certify that on the 14th day of September, 1972, personally appeared before me, Charles Henderson, C. Forrest Evans, A. Wynn Alexander, Gordon S. McHenry, M.D., and Jack Parsons, who, being by me first duly sworn, declared that they are the incorporators of the Foundation of the First Baptist Church of Wiggins, Mississippi and that they executed the foregoing document as the incorporators of the corporation and that the statements therein contained are true, this the 18th day of September, 1972.

Hollie T. Bond

HOLLIE T. BOND, Chancery Clerk

BOOK 198 PAGE 235

Received at the office of the Secretary of State, this the 19th day of Septem

A. D., 19 72, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Helen Lackey
SECRETARY OF STATE.

Jackson, Miss.,

Sept. 22, 1972

I have examined this Application for A Charter of incorporation, and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

A. F. Summer
ATTORNEY GENERAL.

By George M. Irwin
SPECIAL Assistant Attorney General.

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BOOK 198 PAGE 237

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

COAST NOBLES LANDHOLDING COMPANY

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this SEPTEMBER 24, A.D., 1972.

William V. Fuller

Governor

By the Governor

Heber Ladner

Secretary of State

File #12,134

RESOLUTION OF COAST NOBLES LANDHOLDING COMPANY, AN UNINCORPORATED ASSOCIATION, TO INCORPORATE.

BE IT RESOLVED by the members of COAST NOBLES LANDHOLDING COMPANY, an unincorporated association of individuals, that it is to the best interest of this unincorporated organization that it be forthwith incorporated as a non-profit corporation under the laws of the State of Mississippi, applicable thereto, and:

BE IT RESOLVED, by the members of the COAST NOBLES LANDHOLDING COMPANY, in meeting duly held this the 26th day of April, 1971, that the membership of the COAST NOBLES LANDHOLDING COMPANY do hereby authorize and direct the following designated members of the COAST NOBLES LANDHOLDING COMPANY to make application to the Secretary of State of the State of Mississippi for a charter as a non-profit, non-share corporation as provided by Section 5310.1 of the Recompiled Mississippi Code of 1942 as amended.

BE IT FURTHER RESOLVED that ROBERT H. COLEMAN, HARRELL T. HEPTINSTALL and STANLEY E. BYRD, SR., are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this organization to be named COAST NOBLES LANDHOLDING COMPANY, INCORPORATED and that they are fully empowered to do and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the corporation as may be necessary so to do.

C E R T I F I C A T E

I, STANLEY E. BYRD, SR., Secretary, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is a true and correct copy of a Resolution duly and properly adopted at a meeting thereof held on the 26th day of April, 1971, at the United Gas Building, 2220 15th St. in Gulfport, Mississippi at which a majority of the members were present, and said meeting was duly and properly called and held.

WITNESS my signature, this the 26th day of April, 1971.

Stanley E. Byrd Sr.

STANLEY E. BYRD, SR., Secretary

File #12,134

BOOK 198 PAGE 239

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. Non-profit.

THE CHARTER OF INCORPORATION OF

1. **The corporate title of said company is:**

COAST NOBLES LANDHOLDING COMPANY, INCORPORATED

2. **The names and post office addresses of the incorporators are:**
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
ROBERT H. COLEMAN	308 Washington Road	Bay St. Louis,	Mississippi
HARRELL T. HEPTINSTALL	101 Cleveland	Gulfport,	Mississippi
STANLEY E. BYRD, SR.	316 - 41st St.	Gulfport,	Mississippi

All incorporators are adult resident citizens of the State of Mississippi.

3. **The domicile is at** 316 - 41st St (Street and No.) Gulfport (City) Mississippi, 39501 (State)

4. **(Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)**

The corporation shall be a non-profit corporation and no shares of stock shall be issued. This corporation is created for the sole purpose of holding title to real or personal property other than cash and securities owned by the Coast Nobles Landholding Company. This is a fraternal corporation.

5. **Period of existence shall be perpetual.**

6. **The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:**

(a) to purchase, take, receive, lease, or otherwise acquire, own, hold, improve and use real or personal property, other than cash and securities, or any interest therein as may be reasonably necessary for the purpose of this corporation; to sell, convey, mortgage, execute Deeds of Trust upon, pledge, lease, exchange, transfer and otherwise dispose of any or all of its property and assets.

(b) To sue and be sued, complain and defend in its corporate name; to have a corporate seal, a facsimile of which shall be impressed upon the bylaws of the corporation at a point designated therefor and to keep and use the same as provided in the bylaws.

(c) To make contracts and incur liabilities, borrow money at lawful rates of interest as the corporation may determine, issue its notes, bonds, and other obligations as aforesaid to secure the repayment thereof; to levy upon and enforce collection of assessments against its members, as distinguised from dues, if any; to elect or appoint officials of this charter and define their duties; to make donations for the public welfare or charitable, scientific, or educational purposes; to cease its corporate

(c) (Continued) activities and surrender its corporate franchise.

(d) To make and alter bylaws by a majority vote of the members present at any regular or special meeting, not inconsistent with this Charter of Incorporation or the laws of this state for the administration and regulation of the internal affairs of the corporation.

(e) At the organizational meeting of the members of this corporation, or a majority thereof, they shall accept this charter if found to be acceptable, adopt said bylaws; from the membership they shall elect a president, vice president, a secretary or secretary-treasurer and such number of trustees or directors as the members may determine as provided in said bylaws and the same may contain such other matters as the members may desire to include therein not contrary to this charter of the law of this state. The bylaws shall provide, among other things for the qualification of persons to be members of the corporation, what may constitute forefeiture of membership in addition to non-payment of dues, if any, the duties, responsibilities, and authority of the officers and directors of the corporation and their respective terms of office and the qualifications of persons who may be elected officers and directors and employees of the corporation. The secretary and treasurer may be one and the same person or there may be a secretary and a separate person, a member, as treasurer. A quorum for the transaction of business at the organizational meeting or at any regular or special meeting of the membership and Board of Trustees shall consist of a majority of the members.

(7) The trustees and managing officers of the corporation shall be members in good standing of the COAST NOBLES LANDHOLDING COMPANY and remain subject to the By-Laws of Hamasa Temple, Meridian, Mississippi and the control of the Potentate of said Temple.

(8) The Potentate ofHamasa Temple shall have power to remove from office in the corporation any trustee or managing officer for disobedience of his orders or for any violation of Temple By-Laws with respect to the affairs of the corporation.

(9) Upon dissolution of the corporation, it shall, after paying or making provision for the payment of all of the liabilities of the corporation dispose of all assets thereof by conveying same to Shriners Hospital for Crippled Children, a Colorado corporation, or its successors, if possible, otherwise to Hamasa Temple A.A.O.N.M.S., Meridian, Miss. This corporation shall not engage indirectly or directly in any political of lobbying activities.

(10) Upon dissolution of the corporation, no part of its assets or funds will inure to the benefit of any member of the corporation nor to any of its officers of trustees.

(11). Expulsion shall be the only remedy for non-payment of dues by any member. Each member shall be entitled to one vote in the election of all officers.

NOTE: IF MORE SPACE IS NEEDED PLEASE DO NOT USE THIS FORM.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. The signatures of the incorporators must agree with their names as they appear in the resolution, article 2 of the charter and in the acknowledgment.

Signatures: Robert H. Coleman
ROBERT H. COLEMAN

Harrell T. Heptinstall
HARRELL T. HEPTINSTALL

Stanley E. Byrd Sr
STANLEY E. BYRD, SR.

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of HARRISON

This day personally appeared before me, the undersigned authority ROBERT H. COLEMAN, HARRELL T. HEPTINSTALL, STANLEY E. BYRD, SR. _____, _____, _____, _____, _____, incorporators of the corporation known as the _____ who acknowledged that ~~he~~ (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 14TH day of May, 1971

Everett E. Cook

STATE OF MISSISSIPPI
County of _____

Everett E. Cook, Notary Public
Gulfport, Harrison County, Mississippi
My Commission Expires May 22, 1974

This day personally appeared before me, the undersigned authority _____, _____, _____, _____, _____, incorporators of the corporation known as the _____ who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the _____ day of _____, 19__

Received at the office of the Secretary of State this the 20th day of May A.D., 1971, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
Secretary of State

Jackson, Miss., Sept. 25, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By George M. Sumrall
SPECIAL Assistant Attorney General

NOTE:—In case all incorporators are together when acknowledgment is token, one acknowledgment will be sufficient

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BOOK 198 PAGE 243

State of Mississippi

Office of Secretary of State

Jackson

I, Heber Ladner, Secretary of State, do certify that the amendment hereto attached, amending the Charter of Incorporation of

YAZOO CITY, MISSISSIPPI

was pursuant to the provisions of the laws of Mississippi recorded in the Records of Incorporations in this office, in PHOTOSTAT BOOK, NUMBER ONE-HUNDRED NINETY-EIGHT, PAGES 243-249.

SECRETARY OF STATE * OFFICIAL * STATE OF MISSISSIPPI

Given under my hand and Seal of office hereunto affixed, this 26th day of September, 1972.

Heber Ladner

SECRETARY OF STATE

BOOK 198 PAGE 214

IN THE CHANCERY COURT OF YAZOO COUNTY, MISSISSIPPI

IN VACATION

CAUSE NO. 16,829

IN THE MATTER OF THE ENLARGEMENT

OF

THE BOUNDARIES OF YAZOO CITY, MISSISSIPPI

DECREE APPROVING, RATIFYING, AND CONFIRMING THE ENLARGEMENT OF THE BOUNDARIES OF THE MUNICIPALITY OF YAZOO CITY, MISSISSIPPI

This matter coming on to be heard this day in vacation on the sworn petition of the municipality of Yazoo City, Mississippi, a municipal corporation, acting by and through its Mayor, Floyd E. Johnson, and its Board of Aldermen, Ross M. Turner, O. Earl Ingram, Charles E. Fulgham and F. G. Corley, praying for the approval, the ratification, and the confirmation of the proposed enlargement of the boundaries of said municipality, and upon order entered in this cause on the 4th day of August, 1972, setting this cause for hearing this date in vacation, and upon proof of publication of notice to all persons interested in, affected by, or having objections to the proposed incorporation within the municipality of Yazoo City, Mississippi, of the lands proposed to be incorporated, said notice being proper and sufficient as required by law and published in the Yazoo City Herald, a newspaper published in Yazoo County, Mississippi, once each week for three consecutive weeks, and upon proof of the posting of a copy of said notice in three or more public places in the said territory to be annexed to and incorporated within the city limits of said city, and upon certification by the Clerk of this Court that no protests or objections have been filed herein, and it appearing unto the Court that an ordinance was duly enacted by the Board of Mayor and Aldermen of Yazoo City, Mississippi, on the 12th day of June, 1972, ordaining the enlargement of the boundaries of Yazoo City, Mississippi, a true and correct

copy of which is attached to the petition filed in this cause, and it further appearing unto the Court that said enlargement provided by said ordinance and the approval of which is prayed for by said petition is reasonable and is required by the public convenience and necessity, and it further appearing that in the event of an enlargement of the said municipality that reasonable public and municipal services will be rendered in the annexed territory within a reasonable time, and it further appearing unto the Court that there have been no protests or objections filed to the proposed enlargement of the boundaries of said municipality, and it further appearing that said proposed enlargement should be approved, ratified and confirmed;

IT IS, THEREFORE, HEREBY ORDERED, ADJUDGED AND DECREED that the proposed enlargement of the boundaries of the municipality of Yazoo City, Mississippi, as prayed for in said petition and as ordained by said ordinance be, and the same is hereby approved, ratified, and confirmed, and that the boundaries of the municipality of Yazoo City, Mississippi, as altered, enlarged, and extended by said ordinance be, and they are, hereby described and established as follows:

All of Section 16, Township 12 North, Range 2 West and all of S½ of SW¼ of Section 15, Township 12 North, Range 2 West, lying west of Battaile Ditch and west of Grand Avenue Extension and all of Section 33, Township 12 North, Range 2 West, Yazoo County, Mississippi, (less or except a part of said Section 33 which lies South of the old Yazoo City and Benton Public Road and East of the West boundary of Lot 464 of said City, and less also a part of Lot 695 of Yazoo City which lies South of the Old Yazoo City and Benton Public Road as shown by J. W. Mercer's map of said City made in 1905; and less also Lots 464, 465, 466 and part of Lots 467 and 468,

and all of Lots 471, 472, 475 and its subdivisions, 477, 624 to 644, inclusive, all of Yazoo City, according to said map; and less also Lots 7 through 36, inclusive, Lots 44 through 72, inclusive, and Lots 81 through 159, inclusive, of the Subdivision of Lot 469 of Yazoo City, Mississippi, as shown on the Map of Yazoo City, Mississippi, made by J. B. Williams and Company, Engineers, in 1957); a part of the SE¼ of Section 33, Township 12 North, Range 2 West of Yazoo County, Mississippi, being a part of Lots 467, 468, and 695 of Yazoo City, Mississippi, more particularly described as beginning at a point on the South side of Broadway Street (or a continuation thereof) which is 155 feet East of the Northwest corner of Lot 468 of said City, run thence Southerly at right angles to Broadway Street a distance of 90 feet, thence in an Easterly direction parallel with Broadway Street 220 feet, thence South a distance of 235 feet into Lot 467 of said City, thence East into Lot 695 of said City to Southwesterly side of Old Benton Road, thence Northwesterly along the Westerly and Southerly side of said Old Benton Road to the South side of Broadway Street and thence Westerly along the South side of Broadway Street to the point of beginning; Lots 1, 4 and 5 (less Lot 475 of the Manchester survey) of Section 32, Township 12 North, Range 2 West; 450 feet off the East side of the SW¼ of Section 29, Township 12 North, Range 2 West, less 420 feet off the North end of said strip of 450 feet, and less all of that part of said strip of 450 feet lying South of the Public Road known as River Road, said road being a continuation of Jefferson Street; all of the Northeast corner of Lot 2 of Section 32, Township 12 North, Range 2 West, which lies North of said River Road, or Jefferson Street extended; 3784 feet off the South side of the West ½ of the West ½ of Section 28, and 2220 feet in width off the South sides of the East ½ of the SW¼ of Section 28 and the SE¼ of Section 29, Township 12 North,

Range 2 West; all of the SE¼ of Section 28. Also, all of the NE¼ of Section 28, all of the East ½ of SW¼ of Section 28, all of the East ½ of the West ½ of Section 21, all of the East ½ of Section 21, parts of the West 3/4ths of Section 22, part of the West ½ of Section 27, and part of the North ½ of the West ½ of Section 34, Township 12 North, Range 2 West, all more particularly described and bounded as follows: Beginning at a point that is 113.4 feet South of the NW corner of Section 34, Township 12 North, Range 2 West, Yazoo County, Mississippi, run thence East to the West boundary of a public road known as the Brickyard Hill Road, thence Northward along West boundary of said road to the Section line between Section 34 and Section 27, Township 12 North, Range 2 West, thence East along said Section line to the West boundary of the right-of-way of the United States Highway 49-E, thence Northwesterly along West boundary of said right-of-way to the North line of the right-of-way of Fifteenth Street, run thence Southeasterly along an extension of the North line of said Fifteenth Street to the North side of Grady Avenue, as extended Northeasterly, and the North side of Graball Road as shown on the Plat of Lintonia Plantation of record in the office of the Chancery Clerk of Yazoo County, Mississippi, thence Easterly and Northerly along the North side of the right-of-way of said Graball or public road as shown on said Plat of Lintonia Plantation to the point where it intersects the East boundary of the West one-half of the East one-half of Section 22, Township 12 North, Range 2 West of Yazoo County, Mississippi, thence North along the said East boundary of the West ½ of East ½ of said Section 22, to the point where the same intersects a branch or creek on the South boundary of the Yazoo Country Club property, thence Westerly along the South side of said branch or creek along the South boundary of the Yazoo Country Club property to the point where the East boundary of United States Highway 49-E crosses the South side of

said branch or creek, thence Northeasterly along the East side of the right-of-way of United States Highway 49-E to the point where the same intersects the North boundary of Section 22, Township 12 North, Range 2 West of Yazoo County, Mississippi, thence West along the North boundary of said Section 22 and along the North boundary of Section 21, Township 12 North, Range 2 West of said County to a point where the South line of said Section 21 and the North line of said Section 22 intersects the East boundary line of Clubview Subdivision, thence North 18° 47' East to Southwesterly side of Battaile Ditch; thence North 44° 19' West 393.8 feet along Southwesterly side of Battaile Ditch and the Northeasterly side of Clubview Subdivision, thence North 41° 39' West 922 feet more or less along the Southwesterly side of Battaile Ditch to the North boundary of the S½ of the SW¼ of Section 15, Township 12 North, Range 2 West, thence along the said North boundary of said S½ of said SW¼ of said Section 15 to the east boundary line of Section 16, Township 12 North, Range 2 West; thence North to the NE corner of said Section 16, thence West along the North boundary of said Section 16 to its NW corner, thence South along the West boundary of said Section 16, to its SW corner, thence East along the South boundary of said Section 16 a distance of 1320 feet more or less to the West boundary of Champlin Avenue as shown on the map of the Lintonia Plantation, thence South along West boundary of said Champlin Avenue to a point that is 420 feet South of the North line of the SW¼ of Section 28, Township 12 North, Range 2 West, thence East 1348 feet to the East boundary of said SW¼ of Section 28, thence North 420 feet to center of Section 28, thence East to the Section line between Sections 28 and 27, Township 12 North, Range 2 West, thence South along said Section line to the Section corner common to Sections 33, 34, 27 and 28, Township 12 North, Range 2 West, thence South along Section line between Sections 33 and 34, Township 12

North, Range 2 West, 113.4 feet to point of beginning, all in Township 12 North, Range 2 West, Yazoo County, Mississippi.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the Chancery Clerk of Yazoo County, Mississippi, be and he is, hereby authorized and directed after the expiration of ten days from the date of this decree, if no appeal is taken therefrom, to forward to the Secretary of the State of Mississippi a certified copy of this decree, and

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the municipality of Yazoo City, Mississippi, be and the same is, hereby taxed with all the cost of this proceeding.

ORDERED, ADJUDGED AND DECREED this the 15th day of September, 1972, in Vacation.

/s/ E. G. Cortright
CHANCELLOR

Filed September 15 19 72
MRS. CATHERINE PREWITT Chancery Clerk
By /s/ Myrtis M. Palmer D. C.
Recorded September 15, 1972
mm BK 62-page 461

STATE OF MISSISSIPPI
YAZOO COUNTY

I, Mrs. Catherine Prewitt, Clerk of the Chancery Court in and for the State and County aforesaid hereby certify that the foregoing is a true and correct copy of the DECREE as the same appears of record in Book 62 Page 461 of the records in my office.

Given under my hand and official seal this the 25th day of September, 19 72

MRS. CATHERINE PREWITT, Chancery Clerk
By Myrtis M. Palmer D. C.

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BOOK 198 PAGE 251

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MISSISSIPPI BOW HUNTERS ASSOCIATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this SEPTEMBER 26, A.D., 1972.

William L. Waller

Governor

By the Governor

Heber Ladner

Secretary of State

RESOLUTION OF MISSISSIPPI BOW HUNTERS ASSOCIATION AN UNINCORPORATED ASSOCIATION, TO INCORPORATE, DESIGNATING THE INCORPORATORS, THE NAME OF THE PROPOSED CORPORATION AND AUTHORIZING THE EXPENDITURE OF THE FUNDS OF THE ASSOCIATION NECESSARY SO TO DO.

BE IT RESOLVED by the members of MISSISSIPPI BOW HUNTERS ASSOCIATION, an unincorporated association of individuals, that it is to the best interests of this ASSOCIATION that it be forthwith incorporated as a nonprofit corporation under the laws of the State of Mississippi applicable thereto and that Everett Roberts, 5053 South Drive, Jackson, Miss. 39209; Warren Willis, 1247 McDonal Avenue, Canton, Mississippi 39046; Ernest M. Herrington, 330 Cedars of Lebanon, Jackson, Mississippi 39206

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this ASSOCIATION to be named MISSISSIPPI BOW HUNTERS ASSOCIATION, INC.; that they are fully empowered to do and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the ASSOCIATION as may be necessary so to do.

C E R T I F I C A T E

I, JOHNNY COLLINS, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is a true and correct copy of a Resolution duly and properly adopted at a meeting thereof held on the 16th day of SEPTEMBER, 19 72, at CANTON, MISSISSIPPI, at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 22nd day of SEPTEMBER, 19 72.

Johnny Collins
SECRETARY

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

BOOK 198 PAGE 253

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. Non-profit.

THE CHARTER OF INCORPORATION OF

MISSISSIPPI BOW HUNTERS ASSOCIATION, INC.

1. The corporate title of said company is:

MISSISSIPPI BOW HUNTERS ASSOCIATION, INC.

2. The names and post office addresses of the incorporators are:
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
Everett Roberts	5053 South Drive	Jackson,	Mississippi
Warren Willis	1247 McDonald Ave.	Canton,	Mississippi
Ernest M. Herrington	330 Cedars of Lebanon	Jackson,	Mississippi

All of the above named incorporators are adult resident citizens of the State of Mississippi.

3. The domicile is at Rt. 1, Cypress Lane, Greenwood, Mississippi 38930
(Street and No.) (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)

This is a nonprofit, fraternal corporation and no shares of stock shall be issued.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:

The Mississippi Bowhunters Association is the association of bowhunters developed to foster, expand and perpetuate the practice of bowhunting in the State of Mississippi; to encourage the use of the bow and arrow in the hunting of all legal game and predators; to improve the bow and arrow hunter for the hunting; and to protect, improve and increase the privileges of bow and arrow hunters.

Within the MBA, competition is of a secondary nature. The reason is the MBA realizes that it is the duty of the Association and its members to take interest and an active part in the work of policing and protecting our sport by assisting any and all groups in the protection and propagation of the wildlife and habitat thereof. Thus the practice range becomes the means of perfecting...good fellowship...and sportsmanship...to make archery more interesting; and to better equip us for the wild game trail through increased knowledge of our weapon and the respect of our fellow hunters, making for more and better bowhunting for all the years to come.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. The signatures of the incorporators must agree with their names as they appear in the resolution, article 2 of the charter and in the acknowledgment.

Signatures: Everett Roberts
EVERETT ROBERTS

Warren Willis
WARREN WILLIS

Ernest M. Herrington
ERNEST M. HERRINGTON

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of HINDS

This day personally appeared before me, the undersigned authority Everett Roberts, Warren Willis and Ernest M. Herrington, , , , incorporators of the corporation known as the Mississippi Bow Hunters Association, Inc. who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 26th day of September, 1972.

My Commission Expires March 17, 1976

David Roberts

STATE OF MISSISSIPPI
County of HINDS

This day personally appeared before me, the undersigned authority , , , , , , incorporators of the corporation known as the , who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the day of , 19

Received at the office of the Secretary of State this the 26th day of September A.D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Hebe Ladner
Secretary of State

Jackson, Miss., Sept. 26, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By George M. Irwin
SPECIAL Assistant Attorney General

NOTE:—In case all incorporators are together when acknowledgment is taken, one acknowledgment will be sufficient.

BOOK 198 PAGE 255

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE CROSSROADS OF THE DELTA MUSEUM, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 26th day of September A. D., 1972.

William V. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

RESOLUTION

ADOPTED BY THE CROSSROADS OF THE DELTA MUSEUM

SEPTEMBER 8, 1972

BE IT RESOLVED, that it is the consensus of the members of the Crossroads of the Delta Museum, an unincorporated association, that it would be to the best interest of said association that same be incorporated as a non-profit, non-share, corporation under the laws of the State of Mississippi;

BE IT FURTHER RESOLVED, that AL FULTZ, GEORGE CHATHAM, and CLARKE JOHNSON, members of the association, be, and they hereby are, authorized, empowered and directed by the said Crossroads of the Delta Museum, to make application for a charter of incorporation, and to sign any and all documents, and to take such steps and do any and all things in the name of the said Crossroads of the Delta Museum necessary and incident to obtaining such charter of incorporation.

C E R T I F I C A T E

We, the undersigned AL FULTZ and CLARKE JOHNSON, President and Secretary, respectively of Crossroads of the Delta Museum, an incorporated association, hereby certify that the foregoing is a true and correct copy of a resolution unanimously adopted by the members of the said Crossroads of the Delta Museum at a meeting thereof held on September 8, 1972, as the same appears on the minutes of said organization.

WITNESS our signatures, this the 18th day of September, A. D., 1972.

A. C. Fultz
PRESIDENT

S. Clarke Johnson
SECRETARY

ARTICLES OF INCORPORATION

OF

THE CROSSROADS OF THE DELTA MUSEUM

We, the undersigned natural persons of the age of twenty one years or more, acting as incorporators of a corporation under the Mississippi Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

1. The name of the corporation is The Crossroads of the Delta Museum, Inc.

2. The names of the incorporators are:

NAME	ADDRESS
AL FULTZ	EZELL DRIVE, INDIANOLA, MISS.
GEORGE CHATHAM	813 W. GRESHAM, INDIANOLA, MISS.
CLARKE JOHNSON	400 ALEXANDER, INDIANOLA, MISS.

(The above are all adult resident citizens of the County of Sunflower, Mississippi.)

3. The domicile is at Box 486, Indianola, Mississippi, 38751.

4. No stock shall be issued. The corporation shall be a non-share corporation. Expulsion shall be the only remedy for non-payment of dues, and each member of the membership shall be vested with the right of one vote in the election of all officers, and the loss of membership by dealth, or non-payment of dues, shall terminate all interest of each member in the corporation. This is a civic improvement corporation.

5. Period of existance shall be perpetual.

6. The purpose for which the corporation is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonable necessary to accomplish the stated purpose of the association being incorporated.

PURPOSE: The establishment and maintenance of a corporation to exist and to be operated exclusively for civic improvements, educational, and recreational purposes; to stimulate interest in, education of, and appreciation of the history and archeology of Sunflower County, Mississippi, and the surrounding area in the State of Mississippi; and to encourage, foster, and promote by acquisition or

otherwise, the preservation of historic sites and buildings in said county and area; further to establish and operate educational facilities, to encourage, foster, and promote by aquisition or otherwise the development of education and recreation areas and facilities in said county and area, and to operate said facilities.

To acquire, own and hold by purchase, gift, lease or otherwise real and personal property and to encumber said real and personal property.

To acquire on and/or hold by purchase, gift, lease or other wise artifacts in accordance with the purposes herein stated.

No part of the net earnings shall inure to the benefit of any other private individual or member, however, said corporation shall hire when necessary and pay salaries of employees, and any contributions, gifts, made to the corporation shall be used exclusively for the carrying out of the above mentioned purpose.

The rights and powers that my be exercised by the corporation, in addition to the foregoing, are those conferred by the provisions of chapter 4, title 21, Mississippi Code of 1942, recompiled, and ammendments thereto.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall vest in each member the right of one vote in the election of all officers shall make the laws of membership, and dealth of a member or the non-payment of dues shall terminate all interest of such members in the corporation, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

WITNESS our signatures on this the 18 day of September, A. D., 1972.

AL FULTZ

GEORGE CHATHAM

CLARKE JOHNSON

STATE OF MISSISSIPPI

COUNTY OF SUNFLOWER

This day personally appeared before me, the undersigned authority in and for said county and state, the aboved named AL FULTZ, GEORGE CHATHAM, and CLARKE JOHNSON, incorporators of Crossroads of the

Delta Museum, who acknowledged for himself that he signed and executed the above and foregoing instrument on the day and the date therein mentioned and or the purposes therein stated, the same being his voluntary act and deed.

WITNESS my hand and official seal, this the 18 day of September, A. D., 1972.

NOTARY PUBLIC

My Commission Expires:

My Commission Expires May 25, 1975

Received at the Office of the Secretary of State, this the 21st day of September, A. D., 1972, together with the sum of $20.00 deposited to recover the recording fee, and referred to the Attorney General for his opinion.

SECRETARY OF STATE

Jackson, Miss.

I have this day, 25th day of September, A. D., 1972, examined this charter of incorporation, and I am of the opinion that it is not violative of the Constitution and Laws of Mississippi, or of the United States of America.

ATTORNEY GENERAL

BY SPECIAL ASSISTANT ATTORNEY GENERAL

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BOOK 198 PAGE 261

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

JACKSONIANS FOR PUBLIC EDUCATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 27th day of September A. D., 1972.

William V. Waller

Governor

By the Governor

Heber Ladner

Secretary of State

CERTIFICATE

This is to certify that at a regular meeting of JACKSONIANS FOR PUBLIC EDUCATION, an unincorporated association, held on the 14th day of September, 1972, at the Christian Center, Millsaps College, Jackson, Mississippi, at which meeting a quorum of the members of said association was present, the following resolution was unanimously adopted by the members of Jacksonians for Public Education, to-wit:

> That Jacksonians for Public Education, of Jackson, Mississippi, institute the steps necessary and incident to incorporate itself as a non-profit, non-share corporation, under and pursuant to the laws of the state of Mississippi. Further, that Alex A. Alston, Jr., Dean M. Miller and Betty M. Grimes be authorized and directed to serve as incorporators of the corporation to be so formed and are directed to immediately take all necessary steps incident to the formation and incorporation of Jacksonians for Public Education, Inc.

I hereby certify that the above and foregoing is a true and exact copy of the resolution unanimously adopted as aforesaid.

WITNESS MY SIGNATURE, this the 14th day of September, 1972.

Maurice V. Duvic
Secretary

STATE OF MISSISSIPPI
COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named Maurice V. Duvic, who, after having been by me first duly sworn, on his oath states that he is the duly elected Secretary of Jacksonians for Public Education, an unincorporated association of Jackson, Mississippi, and was serving in such capacity on September 14, 1972; that, in his capacity as Secretary, he recorded the business transacted at a meeting of the association held on the above date and that the Certificate

above truly and accurately reflects a resolution unanimously adopted by the members of Jacksonians for Public Education at said meeting.

Secretary

SWORN TO AND SUBSCRIBED before me, this the 14th day of September, 1972.

Pauline W. Cochran
NOTARY PUBLIC

My Commission Expires:

My Commission Expires June 15, 1975

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. Non-profit.

THE CHARTER OF INCORPORATION OF

JACKSONIANS FOR PUBLIC EDUCATION, INC.

1. The corporate title of said company is:

Jacksonians for Public Education, Inc.

2. The names and post office addresses of the incorporators are:
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
Alex A. Alston, Jr.	1835 Lyncrest	Jackson,	Mississippi
Dean M. Miller	231 Ashcot Circle	Jackson,	Mississippi
Betty M. Grimes	4314 Dunn Street	Jackson,	Mississippi

All of the above named incorporators are adult resident citizens of the State of Mississippi.

3. The domicile is at 507 First National Bank Building, Jackson, Mississippi.
(Street and No.) (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)

The corporation is a non-profit corporation and shall issue no shares of stock. The corporation is a civic improvement society dedicated to the improvement of public education in Jackson, Mississippi.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:

The corporation is created for the purpose of improving public education in the Jackson community, with the object of keeping the membership and community informed about the Jackson Public School System, to improve communication, understanding and respect between parents, teachers and students, to encourage support for the public school system and to do and to accomplish all other acts and things to accomplish these purposes.

To effectuate the purposes of this corporation, the corporation shall have the power to acquire by lease, purchase, gift or otherwise such real and personal property as may be necessary to enable the corporation to fulfill its primary purposes as set forth above. Further, the corporation shall have and exercise the power to sell, lease or otherwise dispose of the real and personal property acquired as aforesaid when and if such property is no longer useful or necessary under the performance of the educational and civic improvement purposes and functions of the corporation.

To raise funds to be used in the furtherance of the corporate purposes by engaging in publishing, printing, broadcasting, distribution of printed materials, operation of reading libraries, film libraries, and other lawful activities involving utilization of communication products skills and related activities.

To purchase all forms of insurance needed for the protection of the corporation, its members individually, and the public, in the performance of any and all acts done by and on behalf of the corporation in furtherance of the objectives and purposes of the corporation.

To enter into contracts of any nature with other corporations, partnerships, individuals, banking and saving and loan institutions, and any other organizations, groups, bodies politic, other persons, individually or in combination, to effectuate the purposes of the corporation.

To borrow or receive money from any financial institution, individual, organization or corporation, or any other source to effectuate the purposes of the corporation, and to issue bonds, notes, deeds of trust, and any and all other forms of instruments of security as may be necessary to secure the acquisition of funds needed for the performance of the corporation's functions.

To affiliate with any local, regional, statewide, national or international federation, club or any other form of organization or combination of other related organizations and to subscribe to the requirements, rules and regulations thereof, so long as the same are not in conflict with the charter and by-laws of this corporation or the Constitution and laws of the State of Mississippi.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

8. The corporation reserves the right to amend, alter, change or repeal any provision contained in the Charter of Incorporation in the manner now or hereafter prescribed by statute.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. The signatures of the incorporators must agree with their names as they appear in the resolution, article 2 of the charter and in the acknowledgment.

Witness the signature of the incorporators, on this the 21 day of September, 1972.

Signatures: Alex A. Alston, Jr.

Dean M. Miller

Betty M. Grimes

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Hinds

This day personally appeared before me, the undersigned authority Alex A. Alston, Jr., Dean M. Miller, and Betty M. Grimes, _____, _____, _____, _____, _____, incorporators of the corporation known as the Jacksonians for Public Education, Inc., who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 21st day of September, 1972.

Pauline H. Cox

My Commission Expires June 15, 1973

STATE OF MISSISSIPPI

County of _____

This day personally appeared before me, the undersigned authority _____, _____, _____, _____, _____, _____, incorporators of the corporation known as the _____ who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the _____ day of _____, 19____.

_____

Received at the office of the Secretary of State this the 27th day of September A.D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Helen Ladner

Secretary of State

Jackson, Miss., Sept. 27, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer

Attorney General

By George H. Lumpkin

SPECIAL Assistant Attorney General

NOTE:—In case all incorporators are together when acknowledgment is taken, one acknowledgment will be sufficient.

BOOK 198 PAGE 267

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

GRAVEL HILL RURAL WATER ASSOCIATION, INCORPORATED

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 28th day of September A. D., 1972.

William L. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

RESOLUTION OF GRAVEL HILL RURAL WATER ASSOCIATION AN UNINCORPORATED ASSOCIATION, TO INCORPORATE, DESIGNATING THE INCORPORATORS, THE NAME OF THE PROPOSED CORPORATION AND AUTHORIZING THE EXPENDITURE OF THE FUNDS OF THE ASSOCIATION NECESSARY TO DO SO.

BE IT RESOLVED by the members of Gravel Hill Rural Water Association, an incorporated association of land owners and individuals, that it is to the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the laws of the State of Mississippi applicable thereto and that John L. Cheatham W, address: , Mississippi; and C E White , address: Rt 1 Sidon , Mississippi; and J. D. Robes , address: Rt. 1 Greenwood, , Mississippi, are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Gravel Hill Rural Water Association Incorporated of the First Judicial District of Carroll County, Mississippi; that they are fully empowered to do and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

C E R T I F I C A T E

I, Cyrus A White, whose address is Rt 1 Box 334 Sidon Miss, do hereby certify that I an the duly elected, qualified and acting Secretary of the above named unincorporated association if individuals, and that the foregoing is a true and correct copy of a Resolution duly and properly adopted at a meeting thereof held on the 9th day of June, 1972, at Rt. 1 Greenwood Miss in Judicial Dist Carroll, Mississippi, at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature this the 9th day of June, 1972.

Cyrus A White
Secretary

MACK L. BOYKIN
ATTORNEY AT LAW
COURTHOUSE SQUARE
P. O. BOX 203
CARROLLTON, MISS.
38917

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. Non-profit.

THE CHARTER OF INCORPORATION OF

GRAVEL HILL RURAL WATER ASSOCIATION, INCORPORATED

1. The corporate title of said company is:

GRAVEL HILL RURAL WATER ASSOCIATION, INCORPORATED

2. The names and post office addresses of the incorporators are:
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
J. L. CHEATHAM, JR.		ROUTE 1, GREENWOOD, MISS.	
C.E. WHITE		ROUTE 1, SIDON, MISS.	
J. D. NOBLES		Route 1, Box 181, Greenwood, Miss	

All of the above named incorporators are adult resident citizens of the State of Mississippi and competent to contract and agree.

3. The domicile is at Route 1 Humphrey Highway (Street and No.) Greenwood, Miss. (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)

This corporation shall be a non-profit corporation, and no shares of stock or certificates of stock shall be issued, This corporation is organized for the specific purpose of owning and operating a rural water distribution system, for the benefit of Members of the Corporation and for what benefit may accure to others. This corporation shall be controlled and governed by officiers duly elected by the Members of the corporation.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:

A. This corporation was created for the purpose of owning and operating a rural water distribution system, in the First Judicial District of Carroll County, State of Mississippi, in and about and around the Gravel Hill Community, owning, using and controlling pipe lines, and land and other realty necessary for such pipe lines, and owning, and using any and all things and property reasonably necessary for the use and operation of such rural water distribution system to be delivered to members and others, as may be deemed necessary by the Officiers of such Corporation.
B. For the purpose of purchase and sale of real and personal property necessary or useful in the operation of such Water System
C. With the right to sue and be sued in the Corporate name as a duly Organized Corporation of this state.
B. With the right, powers reasonable necessary for the operation of a rural Water Distribution System, not inconsisent with the laws of this state.
D. With the power to delegate authority to officers for the transaction of all business for this Corporation.
E. To own real and personal property, to buy and sell personal Real property usable in such business
F. To borrow money, repayable on time, to issue notes and bonds of indebtedness, and to execute deeds of trust and mortages to secure the payment of any indebtedness, owned and to be owed by the Corporation.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. The signatures of the incorporators must agree with their names as they appear in the resolution, article 2 of the charter and in the acknowledgment.

Signatures: John L. Cheatham, Jr.
John L. Cheatham, Jr.
C. E. White
C. E. White
J. D. Nobles
J. D. Nobles

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Leflore

This day personally appeared before me, the undersigned authority ~~in and for said county and state~~, John L. Cheatham, Jr., C. E. White, J. D. Nobles, _____, incorporators of the corporation known as the Gravel Hill Rural Water Association, Inc., who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 14 day of September, 1972

My Commission Expires: My Commission Expires March 10, 1974 Notary Public

STATE OF MISSISSIPPI

County of _____

This day personally appeared before me, the undersigned authority _____, _____, _____, _____, _____, _____, incorporators of the corporation known as the _____ who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the _____ day of _____, 19____

Received at the office of the Secretary of State this the 26th day of September A.D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Helen Ladner
Secretary of State

Jackson, Miss., Sept. 25, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By George H. Swindoll
Special Assistant Attorney General

NOTE:—In case all incorporators are together when acknowledgment is taken, one acknowledgment will

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BOOK 198 PAGE 273

State of Mississippi

Office of Secretary of State

Jackson

I, Heber Ladner, Secretary of State, do certify that the DECREE FOR DISSOLUTION OF ~~[illegible]~~ the Charter of Incorporation of

MISSISSIPPI EXTENDED CARE CENTERS, INC.

was pursuant to the provisions of the laws of Mississippi recorded in the Records of Incorporations in this office, in PHOTOSTAT BOOK NUMBER ONE HUNDRED NINETY EIGHT, PAGES 273-275

Given under my hand and Seal of office hereunto affixed, this 28th day of September, 1972.

Heber Ladner

SECRETARY OF STATE

SECRETARY OF STATE * OFFICIAL * STATE OF MISSISSIPPI

IN THE CHANCERY COURT OF THE FIRST JUDICIAL DISTRICT

HINDS COUNTY, MISSISSIPPI

FILED
SEP 27 1972
ATTEST A TRUE COPY
JOE VIRDEN
CHANCERY CLERK
D. C.

DISSOLUTION OF
MISSISSIPPI EXTENDED CARE CENTERS, INC.,
EX PARTE

NO. 87356

FINAL DECREE FOR DISSOLUTION OF NON-PROFIT CORPORATION WITHOUT APPOINTMENT OF LIQUIDATORS

Coming on to be heard this day the petition for dissolution of Mississippi Extended Care Centers, Inc., a non-profit Mississippi corporation, without appointment of liquidators, the said petition having been joined in and presented by the corporation, by its officers and only members and directors, to-wit: John D. Holland, Henry W. O'Dom and Earl Keyes, and after having read all of the pleadings in this cause and heard the evidence presented doth find that the said corporation is domiciled in Jackson, First Judicial District of Hinds County, Mississippi, that this Court has jurisdiction over the subject matter and parties of this cause, and that said corporation was incorporated on the 27th day of January, 1971, the Charter being recorded in Photostat Book 186 at Pages 237 - 242 of the records of the office of the Secretary of State of the State of Mississippi, that at a meeting of the members held on the 20th day of September, 1972, it was unanimously voted that said corporation be dissolved, and the Court finding that it would be to the best interest of all parties in interest that the Corporation be dissolved, and the Court finding that the corporation has not debts outstanding in that a profit making corporation has been set up with the same identical name which assumes all obligations of this corporation and that the appointment of liquidators for the dissolution of the corporation should be dispensed with under Section 5324-02 of the Mississippi Code of 1942, Annotated, as amended.

IT IS ORDERED, ADJUDGED AND DECREED:

1. That Mississippi Extended Care Centers, Inc., a non-profit Mississippi corporation, be and the same is hereby dissolved as of

September 27, 1972, without appointment of liquidators.

2. That the officers and directors of this corporation be and they are hereby authorized to surrender the Charter of Incorporation of this corporation to the Secretary of State of the State of Mississippi, and to file a certified copy of this decree in the office of said Secretary of State.

3. That the officers and directors of the corporation be and they are hereby authorized to distribute to the members, as co-tenants, the assets of said corporation, if any there be, in proportion to their rights thereto, and that the same become the property of said members, subject to the laws of the State of Mississippi.

ORDERED, ADJUDGED AND DECREED this the 27th day of September, 1972.

Signed J. C. STENNETT

CHANCELLOR

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State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

PEOPLE'S BANK AND TRUST

OLIVE BRANCH, MISSISSIPPI

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 28th day of September, 1972.

William L. Waller

Governor.

Attest:

Heber Ladner

Secretary of State.

BOOK 198 PAGE 278

Department of Bank Supervision

JACKSON

The within and foregoing Amendment to the Charter of Incorporation of

PEOPLE'S BANK AND TRUST

OLIVE BRANCH, MISSISSIPPI

is here approved.

In testimony whereof, I have hereunto set my hand and caused the Seal of the Department of Bank Supervision State of Mississippi to be affixed, this 28th *day of* September *19* 72

Horace Steele
State Comptroller

By _____
Deputy STATE COMPTROLLER.
Department of Bank Supervision
State of Mississippi

AMENDMENT OF THE CHARTER OF INCORPORATION OF

PEOPLE'S BANK AND TRUST

OLIVE BRANCH, MISSISSIPPI

That the charter of incorporation of People's Bank and Trust be amended to read as follows:

That Article 4 be amended to read as follows:

4. The amount of classes of capital stock are to be 25,000 shares of common stock with a par value of $10.00 each, totaling $250,000.00 of such common stock.

That Article 5 be amended to read as follows:

5. The number of shares for each class and par value thereof; 25,000 shares of common stock of a par value of $10.00 per share to be sold at $20.00 per share providing captial of $250,000.00 and paid in surplus of $250,000.00.

That the other Articles be, and the same remain, as originally granted, including any and all amendments thereto.

WITNESS the signature and seal of the corporation this the 26th day of September, 1972.

PEOPLE'S BANK AND TRUST

By: _____
W. W. Kerr, President

ATTEST:

_____
William L. Dillon, Secretary

STATE OF MISSISSIPPI

COUNTY OF DESOTO

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named W. W. Kerr and William L. Dillon both personally known to me, who acknowledged to me that they are President and Secretary respectively of People's Bank and Trust, a Mississippi banking corporation, and that as such officers and for and on behalf of said corporation they executed the above and foregoing Amendment to the Charter of Incorporation of People's Bank and Trust as the act and deed of said corporation after having been duly authorized so to do.

Given under my hand and official seal of office this the 26th day of September, 1972.

Barbara J. Crenshaw
Notary Public

My Commission expires:

8-76

RESOLUTION OF THE STOCKHOLDERS OF

PEOPLE'S BANK AND TRUST

WHEREAS, on the 14th day of March, 1952, the State of Mississippi approved a charter of incorporation to Estate Trust Company, which charter was duly approved by the Honorable Hugh White, Governor of the State of Mississippi on the 14th day of March, 1952, and on said day the same was examined by Honorable J. P. Coleman, Attorney General of the State of Mississippi, and found not to be in violation of the Constitution and laws of the State of Mississippi or of the United States, said charter being recorded in the office of Honorable Heber Ladner, Secretary of State; and

WHEREAS, the name of Estate Trust Company was changed to American Trust Company by charter amendment on March 4, 1959, and approved by Honorable W. P. McMullan, Jr., State Comptroller, on the 17th day of February, 1959, examined and found not in violation of the Constitution and laws of Mississippi or of the United States by Honorable Joe T. Patterson, Attorney General, and accepted and recorded by Honorable Heber Ladner, Secretary of State, on March 4, 1959; and

WHEREAS, on the 20th day of March, 1963, the charter of incorporation of American Trust Company was approved by the Honorable Ross B. Barnett, Governor, after first being approved by Honorable Llewellyn Brown, State Comptroller, on the 20th day of March, 1963, and examined and found not in violation of the Constitution and laws of the State of Mississippi or the United States by Honorable Joe T. Patterson, Attorney General, which amendment to charter was duly recorded in the office of the Secretary of State of the State of Mississippi by Honorable Heber Ladner on the 21st day of March, 1963; and

WHEREAS, the charter of incorporation of American Trust Company was amended, changing the domicile, capital structure, and purposes thereof with said charter and amendment being approved by the Honorable John Bell Williams, governor, on the 9th day of February, 1970 after first being approved by the Honorable Horace Steele, State Comptroller, on the same day and examined and found not in violation of the

Constitution and laws of the State of Mississippi or the United States by the Honorable A. F. Summer, Attorney General, acting by and through his assitant W. D. Coleman on the same day which said amendment was duly recorded in the office of the Secretary of State of the State of Mississippi by the Honorable Heber Ladner on the 9th day of February, 1970; and

WHEREAS, the charter of incorporation of American Trust Company was amended changing the name to First Republic Trust Company and further changing the domicile of said corporation and respecting the statutory period of existance and the amendment being approved by the Honorable John Bell Williams, Governor, on the 12th day of July, 1971, after first being approved by the Honorable Horace Steele, State Comptroller on the 6th day of July, 1971, acting by and through his Deputy State Comptroller, Alenson V. Turnbough and examined and found not in violation of the Constitution and laws of the State of Mississippi or the United States by the Honorable A. F. Summer, Attorney General, acting by and through his assistant W. D. Coleman on the 8th day of July, 1971 and with said amendment being received by the Honorable Heber Ladner, Secretary of State of the State of Mississippi and filed and duly recorded in his office on the 12th day of July, 1971; and

WHEREAS, the charter of incorporation of First Republic Trust Company was amended changing the name to First Republic Bank and Trust Company and further changing the classes, par value, and subscription value of the capital stock of said corporation and the amendment being approved by the Honorable William L. Waller, Governor, on the 15th day of March, 1972, after first being approved by the Honorable Horace Steele, State Comptroller, on the 13th day of March, 1972, acting by and through his Deputy State Comptroller, Alanson V. Turnbough, and examined and found not in violation of the Constitution and laws of the State of Mississippi or the United States by the Honorable A. F. Summer, Attorney General, acting by and through his assistant W. D. Coleman on the 15th day of March, 1972, and with said

amendment being received by the Honorable Heber Ladner, Secretary of State of the State of Mississippi and filed and duly recorded in his office on the 15th day of March, 1972.

WHEREAS, the charter of incorporation of First Republic Bank and Trust Company was amended changing the name to People's Bank and Trust, and said amendment was approved by the Honorable William L. Waller, Governor, on the 21st day of March, 1972 after first being approved by the Honorable Horace Steele, State Comptroller, on the 20th day of March, 1972, acting by and through his Deputy State Comptroller, Alanson V. Turnbough and having been examined and found not in violation of the Constitution and laws of the State of Mississippi or the United States by the Honorable A. F. Summer, acting by and through his assistant Martin R. McLendon on the 21st day of March, 1972, A.D., and with said amendment being received by the Honorable Heber Ladner, Secretary of State of the State of Mississippi and filed and duly recorded in his office on the 21st day of March, 1972, A.D.

NOW THEREFORE, BE IT RESOLVED that the charter of incorporation of People's Bank and Trust as originally issued and amended, be amended to read as follows:

That Article 4 be amended to read as follows:

4. The amount of classes of capital stock are to be 25,000 shares of common stock with a par value of $10.00 each, totaling $250,000.00 of such common stock.

That Article 5 be amended to read as follows:

5. The number of shares for each class and par value thereof: 25,000 shares of common stock of a par value of $10.00 per share to be sold at $20.00 per share providing capital of $250,000.00 and paid in surplus of $250,000.00.

That the other Articles be, and the same remain, as originally granted, including any and all amendments thereto.

BE IT FURTHER RESOLVED that the President and Secretary be authorized to execute any amendments to the articles of incorporation

be recorded as provided by Section 3161 of the Mississippi Code of 1942 Annotated.

C E R T I F I C A T E

I, W. W. Kerr, President of the above corporation, hereby certify that the above and foregoing is a true and correct copy of a Resolution passed by the stockholders of said corporation as the same appears on the Minutes of the corporation. Said Resolution was passed by the unanimous consent of all stockholders.

WITNESS my signature this the 26th day of September, 1972.

PEOPLE'S BANK AND TRUST

By: W. W. Kerr
W. W. Kerr, President

CERTIFICATE

I, Ross L. Franks, a duly licensed and practicing attorney within the State of Mississippi, certify to the following:

I am the attorney of record of and for People's Bank and Trust, Olive Branch, Mississippi, and was also attorney at the time of the special stockholders' meeting referred to herein. I am additionally a stockholder of said bank. I attended said stockholders' meeting and supervised the calling of said meeting and assisted the President in conducting the meeting.

The attached resolution was unanimously adopted at a special stockholders' meeting of the People's Bank and Trust of Olive Branch, Mississippi. The meeting was had on the 6th day of July 1972 at 7 p. m. at the banking offices in Olive Branch, Mississippi. A notice of said meeting fully stating the purpose of the meeting and the time and place thereof was mailed to each and every stockholder of record 15 days before said meeting. All stockholders attended either in person or by duly executed and filed proxies. All stockholders additionally prior to said meeting signed and executed a waiver of notice and time of notice for said meeting. All requirements regulating a special meeting of stockholders have been fully and completely complied with. This increase in capital was the only matter before the stockholders' meeting and the said minutes of the stockholders' meeting were duly recorded in page 70-75 in the Minute Book of said bank.

Ross L. Franks

STATE OF MISSISSIPPI)
COUNTY OF HINDS)

Personally appeared before me this the 28th day of September 1972 Ross L. Franks to me known and known to me to be the person who executed the above certificate, who after being duly sworn states on his oath that the statements contained in the foregoing are true and correct.

Notary Public

BOOK 198 PAGE 286

Received at the office of the Secretary of State, this the 29th day of Sept

A. D., 19 72, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
SECRETARY OF STATE.

Jackson, Miss.,

September 28, 1972

I have examined this Amendments to the Charter of incorporation, and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

A. F. Summer
ATTORNEY GENERAL.

By C. L. Coleman
Assistant Attorney General.

BOOK 198 PAGE 287

State of Mississippi

Office of
Secretary of State
Jackson

I, Heber Ladner, Secretary of State, do certify that the Charter of Incorporation hereto attached entitled the Charter of Incorporation of

ILLINOIS CENTRAL GULF RAILROAD COMPANY

was, pursuant to the provisions of Title 21, Code of Mississippi of 1942, as amended, Recorded in the Records of Incorporations in this office, in PHOTOSTAT BOOK, NUMBER ONE-HUNDRED NINETY-EIGHT, PAGES 287 - 300.

THE GREAT SEAL OF THE STATE OF MISSISSIPPI

Given under my hand and the Great Seal of the State of Mississippi hereunto affixed this 29th day of September, 1972.

Heber Ladner

Secretary of State

BOOK 198 PAGE 288

FILED
SEP 28 1972
HEBER LADNER
SECRETARY
OF STATE

ILLINOIS CENTRAL GULF RAILROAD COMPANY

CERTIFICATE OF INCORPORATION

Incorporated Under the Laws of the
State of Delaware

BOOK 198 PAGE 289

CERTIFICATE OF INCORPORATION

OF

ILLINOIS CENTRAL GULF RAILROAD COMPANY

I, the undersigned, for the purpose of incorporating and organizing a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1 of Title 8 of the Delaware Code of 1953, known as the "General Corporation Law of the State of Delaware", and the acts amendatory thereof and supplemental thereto), do make and file this Certificate of Incorporation and do hereby certify as follows, to wit:

FIRST: The name of the Corporation (hereinafter called the Corporation) is:

ILLINOIS CENTRAL GULF RAILROAD COMPANY

SECOND: The registered office of the Corporation in the State of Delaware shall be located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of the registered agent of the Corporation is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware 19899.

THIRD: The nature of the business of the Corporation and the objects or purposes to be transacted, promoted or carried on by it are as follows:

(a) To engage in any and all branches of the business of transportation, whether by railroad, motor vehicle, pipeline, water, air, or any other means of conveyance whatsoever now in existence or hereafter invented or developed; and in connection therewith to own and maintain and to construct, acquire by purchase, lease or otherwise, railroads, railways, truck lines, bus lines, pipelines, shipping lines and airlines, and any other means of transportation now or hereafter in use for the transportation of passengers, freight, mail, express, baggage, goods, wares, merchandise and other property of every kind and nature, and to conduct, engage in and carry on the business of transportation of property of every class and description and of persons and by any means of transportation now or hereafter in use; and to own, operate, maintain, hold and use, purchase, construct, establish, lease or otherwise acquire, mortgage and sell, or otherwise dispose of or deal with terminal properties and depots, freight and passenger station houses, storage facilities, machine and repair shops, freight, stock and repair yards, facilities of communication by telegraph, telephone, radio, television or otherwise, power plants and power houses, grain and other elevators, wharves, docks, airports, laboratories, locomotives and other railroad rolling stock, motors, buses, trucks, automobiles, ships and vessels, aircraft, and all structures, tools, machinery, appliances, and appurtenances and any and all other property, real, personal or mixed, and wheresoever situated, whether or not similar to any property above described, which may be necessary or useful in connection with the business of the Corporation.

(B) To purchase, invest in, lease, sublease or otherwise acquire, sell, assign, transfer, mortgage, lease, sublease or otherwise dispose of, franchises, rights of way, easements, permits and other rights and privileges of every type, whether granted by the United States, any state, district or territory thereof, any municipality, any foreign country, any other body politic, or any subdivision or agency of any of the foregoing, or any person, firm, association, corporation, joint-stock company, syndicate, trustee, or other entity, and to exercise, in so far as may be permitted by law, the right of eminent domain.

(C) To purchase or otherwise acquire, invest in, own, hold, develop or operate improved and unimproved real property, and any interest of any kind therein and to lease, let and hire and to sell or otherwise dispose of any real property or any interest therein and to build,

rebuild, alter, improve or remove any buildings or other structures on real property owned or otherwise held by the Corporation and to engage in any and all businesses relating to real property or interests therein and the products thereof.

(D) To manufacture, own, lease, purchase or otherwise acquire, invest in, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, lease, let, hire, trade, deal in and deal with, goods, wares and merchandise and personal property of every kind and description, including, without limiting the generality of the foregoing, railroad rolling stock, and otherwise to engage in any business in respect thereof.

(E) To engage in any service business of any kind or character whatsoever which may lawfully be performed by a Delaware corporation.

(F) To acquire by purchase, lease, sublease, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of, and otherwise deal in and with, any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any person, firm, association, corporation, joint-stock company, syndicate or trustee, public or private, or by any government, or by any state, territory, province, municipality or other political subdivision thereof or by any governmental agency, or by any other entity, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including without limitation the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

(G) To apply for, register, purchase or otherwise acquire, hold, own, use, develop, sell, assign, lease, sublease, pledge, mortgage, grant licenses or sublicenses with respect to, or otherwise dispose of and turn to account, (i) letters patent, patent rights, inventions, improvements, processes, copyrights, trademarks, trade names, distinctive marks and designs, formulae and similar rights granted by, recognized or otherwise existing under the laws of the United States or of any of the states, districts or territories thereof or any other country or government and (ii) franchises, permits, licenses, privileges and other evidence of lawful authority or agency relating to or useful in connection with any business of the Corporation or the accomplishment of its objects and purposes.

(H) To acquire, and pay for in cash, stock, notes, debentures or bonds of the Corporation or otherwise, the good will, rights, assets and other properties, and to undertake or assume the whole or any part of the obligations or liabilities, of any person, firm, association, corporation, joint-stock company, syndicate, trustee, or other entity; to hold or in any manner dispose of the whole or any part of the properties so acquired; and to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business.

(I) To assume, or guarantee the payment of principal, interest or dividends with respect to, or guarantee the performance of any other contractual obligation with respect to, any obligations, securities, liabilities or undertakings of any person, firm, association, corporation, joint-stock company, syndicate, trustee, body politic or subdivision or agency thereof, or other entity any obligation of which the Corporation holds or in the affairs or prosperity of which the Board of Directors of the Corporation shall consider that the Corporation has an interest and to mortgage, pledge or otherwise encumber its property, or any part or parts thereof to secure the payment of principal, interest or dividends or the performance of any other contractual obligation with respect to any such obligations, securities, liabilities or undertakings assumed by it or with respect to which it shall have made any guarantee.

(J) To lend money or credit to and aid in any other manner any person, firm, association, corporation, joint-stock company, syndicate, trustee, body politic or subdivision or agency thereof, or other entity any obligation of which the Corporation holds or in the affairs or prosperity of which the Board of Directors of the Corporation shall consider that the Corporation has an interest and to do all acts and things designed to protect, preserve, improve or enhance the value of any such obligation or interest.

(K) To enter into, make and perform contracts of every kind and description, including without limitation, contracts of indemnity or suretyship, with any person, firm, association, corporation, joint-stock company, syndicate, trustee, body politic or subdivision or agency thereof, or any other entity.

(L) To borrow or raise moneys for any of the purposes of the Corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, hypothecation, conveyance or assignment in trust or otherwise of the whole or any part of the property of the Corporation, whether at the time owned or thereafter acquired, and to sell, assign, exchange, transfer, pledge, hypothecate or otherwise dispose of or deal in and with such bonds and other obligations of the Corporation for its corporate purposes.

(M) To purchase, lease, sublease or otherwise acquire and own, receive, hold, retire, cancel, assign, transfer, sell, exchange, pledge, hypothecate or otherwise dispose of and deal in and with, shares of its own capital stock and its bonds, debentures, other evidences of indebtedness, securities, liabilities and obligations, to the extent permitted by the laws of the State of Delaware.

(N) To have one or more offices to carry on all or any of its operations and businesses, and to purchase, lease, sublease, invest in, or otherwise acquire, build, make, assemble, maintain, improve, enjoy, manage, develop, utilize, and operate, mortgage, sell, assign, transfer, lease, sublease or otherwise dispose of any and all property, real or personal, and any interests of any kind therein, as the Corporation may deem advantageous in its business, in any of the states, districts or territories of the United States, and in any and all foreign countries, subject to applicable law.

(O) To organize or cause to be organized under the laws of the State of Delaware, any other state or states of the United States, the United States, any territory, district, dependency, colony or possession of the United States or of any foreign country, a corporation or corporations for the purpose of transacting, promoting or carrying on any or all objects or purposes for which the Corporation is organized; to

dissolve, wind up, liquidate, merge or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated, and, subject to the laws of the State of Delaware, any other state or states of the United States, the United States and any territory, district, dependency, colony or possession of the United States or of any foreign country, to consolidate or merge with or into one or more other corporations organized under the laws of the State of Delaware, any other state or states of the United States, the United States, any territory, district, dependency, colony or possession of the United States or of any foreign country.

(P) To such extent as a corporation organized under the General Corporation Law of the State of Delaware may now or hereafter lawfully do, to do, either as principal or agent, partner, limited partner, joint venturer or otherwise, and either alone or through subsidiaries or in connection with other persons, firms, associations, corporations, partnerships, limited partnerships, joint ventures or other entities of any kind, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the Corporation or to enhance the value of its properties; and in general to engage in any lawful act or activity for which a corporation may now or hereafter be organized, and to exercise any and all powers, rights and privileges which a corporation may now or hereafter lawfully exercise, under the General Corporation Law of the State of Delaware or under any act amendatory thereof, supplemental thereto or substituted therefor, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

(Q) Whenever the context permits, the following provisions shall govern the construction of the paragraphs of these purposes: No specified enumeration shall be construed as restricting in any way any general language; any word, whether in the singular or the plural, shall be construed to mean both the singular and the plural; any phrase in the conjunctive or in the disjunctive shall include both the conjunctive and disjunctive; the mention of the whole shall include any part or parts; verbs in the present or future tense shall be construed to include both the present or future tenses or either of them.

Notwithstanding any other provision contained herein, The Corporation shall not be authorized to construct, maintain, or operate public utilities within the State of Delaware.

The purposes, powers and provisions set forth in this Article THIRD or which shall henceforth be contained in this Certificate of Incorporation, as the same may be amended from time to time, shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause of this or of any other article of said Certificate; but such purposes, powers and provisions shall be regarded as independent purposes, powers and provisions, and the specification of particular powers of the Corporation is not intended to be, and is not, in limitation of, but is in furtherance of, the powers granted to corporations under the General Corporation Law of the State of Delaware and in pursuance of the provisions of which the Corporation is formed.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000) and the par value of each of such shares shall be One Dollar ($1.00). All such shares shall be of one class and shall be designated as "Common Stock".

No holder or owner of shares of stock of the Corporation shall be entitled as of right, by reason of the holding or ownership thereof, to acquire any part of the stock so issued or to acquire any bonds or other obligations of the Corporation convertible into shares of its stock. The Corpo-

ration from time to time may sell or otherwise dispose of treasury stock held by the Corporation (that is to say, stock issued and thereafter acquired by the Corporation) to such person or persons and in such amounts and for such consideration as the Board of Directors may determine and no holder or owner of shares of stock of the Corporation at any time shall be entitled as of right, by reason of the holding or ownership of such stock, to acquire any part of such treasury stock.

FIFTH: The name and mailing address of the Incorporator is Cravath, Swaine & Moore, One Chase Manhattan Plaza, New York, N. Y. 10005.

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

EIGHTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make, alter or repeal the By-laws of the Corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.

To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution passed by a majority of the whole Board, to designate one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in the resolution or in the By-laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the By-laws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the Corporation.

NINTH: Meetings of stockholders may be held outside the State of Delaware, if the By-laws so provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-laws of the Corporation. Elections of directors need not be by ballot unless the By-laws of the Corporation shall so provide.

TENTH: The Corporation reserves the right to amend, alter, change, add to or repeal any provisions contained in this Certificate of Incorporation in any manner now or here-

after prescribed by law, and all rights and powers conferred upon stockholders, directors and officers of the Corporation pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the Incorporator hereinabove named, does hereby further certify that the facts hereinabove stated are truly set forth and, accordingly, has caused this certificate to be executed in its name by one of its general partners this 29th day of December 1971.

CRAVATH, SWAINE & MOORE,

by _____
A General Partner

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

BE IT REMEMBERED that on this 29th day of December 1971, personally came before me, John Murphy, a notary public in and for the County and State aforesaid, Henry P. Riordan, to me known, who being by me duly sworn, did depose and say that he is a General Partner of Cravath, Swaine & Moore, the incorporator named in the foregoing Certificate of Incorporation, that he executed said Certificate of Incorporation in the name and on behalf of said incorporator for the uses and purposes therein expressed and that the facts stated therein are true.

Given under my hand and seal of office the day and year last aforesaid.

John Murphy
Notary Public

NOTARIAL SEAL

JOHN MURPHY
Notary Public, State of New York
No. 03-5071555
Qualified in Bronx County
Certificate filed in New York County
Commission Expires March 30, 1972

jg

BOOK 198 PAGE 300

State of Delaware

Office of Secretary of State

I, Walton H. Simpson, *Secretary of State of the State of Delaware,* do hereby certify *that the above and foregoing is a true and correct copy of* Certificate of Incorporation of the "ILLINOIS CENTRAL GULF RAILROAD COMPANY", as received and filed in this office the thirtieth day of December, A.D. 1971, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand and official seal at Dover this* twentieth *day of* September *in the year of our Lord one thousand nine hundred and* seventy-two.

Walter H Simpson

Secretary of State

R B Elwell

Ass't Secretary of State

FORM 121

BOOK 198 PAGE 301

State of Mississippi

Office of Secretary of State

Jackson

I, Heber Ladner, Secretary of State, do certify that the DECREE DISSOLVING ~~[illegible]~~ the Charter of Incorporation of

BUTLER'S LAKE HUNTING CLUB, INC.

was pursuant to the provisions of the laws of Mississippi recorded in the Records of Incorporations in this office, in PHOTOSTAT BOOK, NUMBER ONE-HUNDRED NINETY-EIGHT, PAGES 301 - 304,

Given under my hand and Seal of office hereunto affixed, this 29th day of September, 1972.

SECRETARY OF STATE

SECRETARY OF STATE * OFFICIAL * STATE OF MISSISSIPPI

IN THE CHANCERY COURT OF ADAMS COUNTY, MISSISSIPPI

IN VACATION, 1972

IN THE MATTER OF THE
DISSOLVING OF BUTLER'S LAKE
HUNTING CLUB, INC.

CAUSE NO. 23,902

DECREE DISSOLVING BUTLER'S LAKE
HUNTING CLUB, INC.

This cause this day coming on for hearing on the Petition of Chandler Jordan, Paul Klutts, and R. A. Marler, and it appearing unto the Court as follows:

(1)

That Butler's Lake Hunting Club, Inc. is a domestic, non-profit, non-share corporation whose charter was approved on December 7, 1967, and is on file in Deed Book 10-W, page 141 of the records in the office of the Chancery Clerk of Adams County, Mississippi.

(2)

That the names and addresses of the members of Butler's Lake Hunting Club, Inc. are as follows:

Lawrence Adams	Box 1307, Natchez, Mississippi
H. L. Alford	Rt. 3, Box 63, Natchez, Mississippi
Dempsey T. Amacker	304 Franklin St., Natchez, Mississippi
Basil Ballard	P. O. Box 1443, Natchez, Mississippi
Bob Bee	301 Live Oak Dr., Natchez, Mississippi
C. T. Brown	P. O. Box 386, Natchez, Mississippi
Frank Byrne	P. O. Box 1505, Natchez, Mississippi
Arnold Dahlgren	P. O. Box 548, Natchez, Mississippi
Will Druetta	274 Sgt. Prentiss Dr., Natchez, Mississippi
A. J. Ferguson	P. O. Box 1201, Natchez, Mississippi
Tommy Floyd	1204 Eastwood Rd., Natchez, Mississippi
Joe Fortunato	107 S. Pearl St., Natchez, Mississippi
Jim Gilbert	1201 John R. Junkin Dr., Natchez, Mississipp
William Godfrey	172 Sgt. Prentiss Sr., Natchez, Mississippi
S. J. Greer	Washington, Mississippi
Sonny Gwin	116 Auburn Ave., Natchez, Mississippi
Walter Heard	114 S. Commerce, Natchez, Mississippi
Graham H. Hicks	P. O. Box 364, Natchez, Mississippi
B. C. Jordan, Jr.	P. O. Box 1267, Natchez, Mississippi
Hayden Kaiser	P. O. Box 1267, Natchez, Mississippi
Paul Klutts	P. O. Box 885, Natchez, Mississippi
Morris Krouse	P. O. Box 1003, Natchez, Mississippi
Bruce Kuehnle	Medical Arts Bldg., Natchez, Mississippi
Robert Marler	114 Live Oak Dr., Natchez, Mississippi
Gilmer McLaurin	P. O. Box 1188, Natchez, Mississippi
Hall Ratcliffe, Jr.	104 Trace Town, Natchez, Mississippi
Barnett Serio, Jr.	331 Market St., Natchez, Mississippi
Marion Smith	P. O. Box 1307, Natchez, Mississippi
Jack Swarts, Jr.	107 N. Pine St., Natchez, Mississippi
Jas. E. (Buddy) Williams	2152 Second St., Natchez, Mississippi
M. C. Foster	2147 Second St., Natchez, Mississippi

That all of said members are adult resident citizens of Adams County, Mississippi.

(3)

That the officers and directors of Butler's Lake Hunting Club, Inc. are:

Chandler Jordan - President and Director
P. O. Box 1267, Natchez, Mississippi

Paul Klutts - Vice President and Director
P. O. Box 885, Natchez, Mississippi

R. A. Marler - Secretary-Treasurer and Director
114 Live Oak Drive, Natchez, Mississippi

That all officers as above listed are adult resident citizens of Adams County, Mississippi.

(4)

That Butler's Lake Hunting Club, Inc. does not owe any debts. That the corporation has lost its hunting and fishing lease and that the members are desirous of surrendering the charter.

(5)

That attached to the petition as Exhibit "A" are copies of the consent of 100 percent of the membership of Butler's Lake Hunting Club, Inc. seeking the dissolution of the club and the surrender of its charter. That attached to the copies of such consent is a certificate of R. A. Marler, Secretary-Treasurer, which certificate also certifies that 100 percent of the membership of Butler's Lake Hunting Club, Inc., voted for its dissolution.

(6)

That as there are no debts of the corporation, the appointment of liquidators should be dispensed with.

(7)

That upon dissolution of the corporation, any cash balance remaining in the treasury after the payment of all legal fees, court

costs and expenses incurred in the surrender's proceeding, not to exceed $200.00, be divided among the membership on the basis agreed to by the full membership, that is, a payment of $75.00 to members of one year or less, with the balance being divided equally among the remaining members.

(8)

That in view of the written consents to dissolve filed by 100 percent of the membership, no further meeting of the club is required under the provisions of Section 5309-303 of the Mississippi Code of 1942, as amended.

(9)

And it appearing to the court that the Petition to Dissolve was sworn to and executed by all officers and directors of the corporation.

NOW, THEREFORE, PREMISES CONSIDERED, it is hereby ordered, Adjudged and Decreed that Butler's Lake Hunting Club, Inc., be and is hereby dissolved, and authority is granted to distribute any cash assets on the basis herein set forth, without appointment of liquidators, and the Chancery Clerk is hereby directed to enter Notice of Dissolution on the Charter of Incorporation as recorded in his office.

ORDERED, ADJUDGED AND DECREED, this the 15th day of September, 1972.

Curtis L. Collins
CHANCELLOR

STATE OF MISSISSIPPI
ADAMS COUNTY

I, Robert E. Burns, Chancery Clerk in and for said County and State do hereby certify that the above and foregoing instrument is a true and correct copy of original recorded in Minute Book 42 Page 352 in the office of the Chancery Clerk, Adams County, Mississippi.

Given under my hand and seal of office this the 27 day of Sept. A.D. 1972.

ROBERT E. BURNS, Chancery Clerk
By Gladys Julius, D. C.

ADAMS COUNTY
MISSISSIPPI
FILED.....M
SEP 15 1972
ROBERT E. BURNS
CHANCERY CLERK
BY Gladys Julius DC

MINUTE BOOK 42 PAGE 350

BOOK 198 PAGE 305

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE PENTECOSTAL POWER CHURCH

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 29th day of September A. D., 1972.

William V. Waller

Governor

By the Governor

Heber Ladner

Secretary of State

RESOLUTION OF The PENTACOSTAL POWER CHURCH
AN UNINCORPORATED ASSOCIATION, TO INCORPORATE, DESIGNATING THE INCORPORATORS, THE NAME OF THE PROPOSED CORPORATION AND AUTHORIZING THE EXPENDITURE OF THE FUNDS OF THE ASSOCIATION NECESSARY TO DO SO.

BE IT RESOLVED by the members of The Pentacostal Power Church an unincorporated association of individuals, that it is to the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the laws of the State of Mississippi applicable thereto and that R. B. Williams, Letha Williams and Elder Alfred C. Moore

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named The Pentacostal Power Church;
that they are fully empowered to do and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

C E R T I F I C A T E

I, Letha Williams, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is a true and correct copy of a Resolution duly and properly adopted at a meeting thereof held on the 19th day of September, 19~~6~~ 72, at Vicksburg, Mississippi, at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 19th day of September, 19~~6~~ 72

Letha Williams
SECRETARY

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. **Non-profit.**

THE CHARTER OF INCORPORATION OF

THE PENTECOSTAL POWER CHURCH

1. **The corporate title of said company is:** The Pentecostal Power Church

2. **The names and post office addresses of the incorporators are:**
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
R. B. Williams	Rt. 4 Box 183	Vicksburg	Miss.
Elder Alfred C. Moore	3205 Washington	Jackson	Miss.
Letha Williams	Rt. 4 Box 183	Vicksburg,	Miss

All of the above named incorporators are adult resident citizens of the State of Mississippi.

3. **The domicile is at** Rt. 4 Box 183 (Street and No.) Vicksburg (City) Mississippi (State)

4. **(Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)**

The proposed Corporation is a non-profit religous corporation and no shares of stock shall be issued.

5. **Period of existence shall be perpetual.**

6. **The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:**

To establish a Pentecostal Power Church in the State of Mississippi and to organize said church to have the customary and necessary powers including but not limited to the buying and selling of real and personal property and to make necessary loans in accordance with proper corporate bylaws.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. The signatures of the incorporators must agree with their names as they appear in the resolution, article 2 of the charter and in the acknowledgment.

Signatures: R. B. Williams
Letha Williams
Elder Alfred C. Moore

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Warren

This day personally appeared before me, the undersigned authority R. B. Williams, Letha Williams, Elder Alfred C. Moore, incorporators of the corporation known as the The Pentacostal Power Church who acknowledged that (~~he~~) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 20th day of September, 19[illegible]

P. Kelly Lazacono
Comm. exp. 7-25-74

STATE OF MISSISSIPPI
County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the day of , 19

Received at the office of the Secretary of State this the 25th day of September A.D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
Secretary of State

Jackson, Miss., Sept. 28, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By George M. Swindell
Special Assistant Attorney General

NOTE:—In case all incorporators are together when acknowledgment is taken, one acknowledgment will be sufficient.

BOOK 198 PAGE 309

State of Mississippi

Office of Secretary of State
Jackson

I, Heber Ladner, Secretary of State, do certify that the ~~xamendment hereto attached, amending this Charter of Incorporation of~~

MERGER, MERGING COLUMBUS AND GREENVILLE RAILWAY COMPANY

A Mississippi Corporation

Into

ILLINOIS CENTRAL GULF RAILROAD COMPANY

A Delaware Corporation

was pursuant to the provisions of the laws of Mississippi recorded in the Records of Incorporations in this office, in PHOTOSTAT BOOK, NUMBER ONE-HUNDRED NINETY-EIGHT, PAGES 309-380.

Given under my hand and Seal of office hereunto affixed, this 29th day of September, 1972.

Heber Ladner

SECRETARY OF STATE

SECRETARY OF STATE * OFFICIAL * STATE OF MISSISSIPPI

BOOK 198 PAGE 310

ARTICLES OF MERGER

OF

COLUMBUS AND GREENVILLE RAILWAY COMPANY

AND

ILLINOIS CENTRAL GULF RAILROAD COMPANY

The undersigned corporations, pursuant to Section 74 and 77 of The Mississippi Corporation Act as amended, hereby execute the following articles of merger:

ARTICLE ONE

The names of the corporations proposing to merge, and the names of the states under the laws of which such corporations are organized, are as follows:

Name of Corporation	State of Incorporation
Columbus and Greenville Railway Company	Mississippi
Illinois Central Gulf Railroad Company	Delaware

ARTICLE TWO

The laws of the State of Delaware, under which Illinois Central Gulf Railroad Company is organized, permit such merger.

ARTICLE THREE

The name of the surviving corporation shall be Illinois

Central Gulf Railroad Company, and it shall be governed by the laws of the State of Delaware.

ARTICLE FOUR

The plan of merger entitled "Agreement and Plan of Merger", dated as of April 7, 1969 (hereinafter called the Plan), is attached hereto and is hereby incorporated herein by reference.

ARTICLE FIVE

Columbus and Greenville Railway Company has 695 shares of Common Stock outstanding (excluding treasury shares), all of which shares are entitled to vote. Six hundred ninety of such shares were voted for the Plan and none were voted against the Plan.

ARTICLE SIX

The Plan was submitted to and unanimously approved by the Board of Directors of Illinois Central Gulf Railroad Company at a meeting of said Board of Directors duly called and held in accordance with the laws of the State of Delaware and the By-laws of Illinois Central Gulf Railroad Company, and thereby the Plan, pursuant to Section 251(f) of the Delaware General Corporation Law, became the duly adopted agreement and act of Illinois Central Gulf Railroad Company

without any vote of the sole shareholder of Illinois Central Gulf Railroad Company, in that no shares of Common Stock of Illinois Central Gulf Railroad Company, the surviving corporation, and no shares, securities or obligations convertible into such stock are to be issued or delivered under the Plan.

ARTICLE SEVEN

All provisions of the law of the State of Mississippi and the State of Delaware applicable to the proposed merger have been complied with.

ARTICLE EIGHT

It is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Mississippi:

1. The surviving corporation may be served with process in the State of Mississippi in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Mississippi which is a party to the merger.

2. The Secretary of State of the State of Mississippi shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any

such proceeding; the address to which the service of process in any such proceeding shall be mailed is Illinois Central Gulf Railroad Company, 135 East Eleventh Place, Chicago, Illinois 60605.

IN WITNESS WHEREOF each of the undersigned corporations has caused these articles of merger to be executed in its name by its President or Vice President and Secretary or Assistant Secretary, as of the 20th day of September 1972.

ILLINOIS CENTRAL GULF RAILROAD COMPANY,

by _____
President

(Corporate Seal)

and _____
Secretary

COLUMBUS AND GREENVILLE RAILWAY COMPANY,

by _____
President

(Corporate Seal)

and _____
Secretary

BOOK 198 PAGE 314

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

I, Marian L. Johnson, a notary public, do hereby certify that on this 22nd day of September 1972, personally appeared before me John B. Goodrich, who, being by me first duly sworn, declared that he is the ~~President~~ Secretary of Illinois Central Gulf Railroad Company, that he executed the foregoing Articles of Merger as ~~President~~ Secretary of the corporation, and that the statements therein contained are true.

Marian L. Johnson
Notary Public

My Commission expires: July 22, 1974

(Notarial Seal)

STATE OF MISSISSIPPI,)
) ss.:
COUNTY OF Lowndes,)

I, John B. Kellum, a notary public, do hereby certify that on this 20th day of September 1972, personally appeared before me R. C. Stovall, Jr, who, being by me first duly sworn, declared that he is the President of Columbus and Greenville Railway Company, that he executed the foregoing Articles of Merger as President of the corporation, and that the statements therein contained are true.

John B. Kellum
Notary Public

My Commission expires:

My Commission Expires May 4th, 1974

(Notarial Seal)

BOOK 198 PAGE 315

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

I, Marian F. Johnson, a notary public, do hereby certify that on this 22nd day of September 1972, personally appeared before me R. C. Wiese, who, being by me first duly sworn, declared that he is the Vice President Secretary of Illinois Central Gulf Railroad Company, that he executed the foregoing Articles of Merger as Secretary of the corporation, and that the statements therein contained are true.

Marian F. Johnson
Notary Public

My Commission expires: July 23, 1974

(Notarial Seal)

STATE OF MISSISSIPPI,)
) ss.:
COUNTY OF Lowndes,)

I, John B. Kellum, a notary public, do hereby certify that on this 20th day of September 1972, personally appeared before me W. B. WEBB, who, being by me first duly sworn, declared that he is the Secretary of Columbus and Greenville Railway Company, that he executed the foregoing Articles of Merger as Secretary of the corporation, and that the statements therein contained are true.

John B. Kellum
Notary Public

My Commission expires:
My Commission Expires May 4th, 1974
(Notarial Seal)

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (hereinafter called the "Agreement") made and entered into as of this 7th day of April 1969, by and between COLUMBUS AND GREENVILLE RAILWAY COMPANY (hereinafter called "Columbus"), a Mississippi corporation which is a carrier by railroad subject to the Interstate Commerce Act, ILLINOIS CENTRAL INDUSTRIES, INC. (hereinafter called "Industries"), a Delaware corporation not a carrier by railroad, but having control of a carrier and subject to certain limited provisions of the Interstate Commerce Act, ILLINOIS CENTRAL GULF RAILROAD COMPANY (hereinafter called "ICG"), a Delaware corporation which will hold all the properties and franchises of Illinois Central Railroad Company (hereinafter called "Illinois Central") and Gulf, Mobile and Ohio Railroad Company (hereinafter called "Gulf") following the combination hereinafter referred to, and R. C. STOVALL (hereinafter called "Stovall"), a citizen and resident of Columbus, Mississippi.

W I T N E S S E T H:

WHEREAS Columbus has authorized 1,000 shares of Common Stock, 305 of which are issued and held in the treasury of Columbus and 695 of which are outstanding (682 of such issued and outstanding shares of Common Stock being owned by Stovall);

WHEREAS Industries has authorized 16,500,000 shares of Common Stock, 2,500,000 shares of First Preferred Stock and 6,000,000 shares of Second Preferred Stock, of which

6,340,902 shares of Common Stock and 2,617,203 shares of Second Preferred Stock were outstanding on February 28, 1969;

WHEREAS there are pending proceedings before the Interstate Commerce Commission (hereinafter called the "Commission"), denominated Finance Docket Nos. 25103 et al., requesting its approval of the combination of all the franchises and assets of Illinois Central and Gulf into ICG which will be wholly owned and controlled by Industries; and

WHEREAS the Boards of Directors of Columbus, Industries and ICG believe it to be in the best interests of their respective corporations and security holders, and in the public interest, that, subject to the terms and upon the conditions herein stated, Columbus be merged into ICG.

NOW, THEREFORE, for and in consideration of the premises and of the mutual covenants herein contained, the parties hereto agree as follows:

1. Merger

In accordance with the provisions of this Agreement, Columbus shall be merged with and into ICG, which shall be the surviving corporation (hereinafter sometimes called the "Surviving Corporation"; and Columbus and ICG being hereinafter sometimes called the "Constituent Corporations") and the name of which shall be Illinois Central Gulf Railroad Company.

II. Effective Date

The Effective Date shall be the time at which this Agreement, having been tendered for filing in the

office of the Secretary of State of Mississippi, is tendered for filing in the office of the Secretary of State of Delaware. Such tendering for filing shall be effected as promptly as practicable after the certificates and opinions described in paragraphs (a)(1), (a)(2), (b)(1) and (b)(3) of Article X shall have been delivered.

III. Effect of Merger

(a) Except as herein specifically set forth, the identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities of ICG shall continue in effect and unimpaired by the merger, and the corporate identity, franchises, existence, purposes, powers, objects, privileges, rights and immunities of Columbus shall be merged into ICG and ICG shall, as the Surviving Corporation existing solely under the laws of the State of Delaware, be fully vested therewith. The separate existence and corporate organization of Columbus, except in so far as they may be continued by statute, shall cease when the merger shall become effective.

(b) At the Effective Date all and singular the rights, privileges, immunities, powers and franchises, as well of a public as of a private nature, and all the property, real, personal and mixed, of each of the Constituent Corporations, and all debts due to either of them on whatever account, including subscriptions to shares and all other things in action, and all and every other interest of any type or character whatsoever, of or belonging to

either of them, shall be taken and deemed to be transferred to, and shall be vested in, the Surviving Corporation without further act or deed; and all property, rights, privileges, immunities, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate, whether vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger; but the Surviving Corporation shall thenceforth be liable for all debts, liabilities, duties and penalties of each of the Constituent Corporations, and all said debts, liabilities, obligations, duties and penalties shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, obligations, duties and penalties had been incurred or contracted by it.

IV. Consideration

The manner and basis of converting or exchanging the shares of stock of each of the Constituent Corporations into or for shares of stock of the Surviving Corporation or of Industries, as the case may be, and the exchange of certificates therefor, shall be as follows:

(a) Each share of Common Stock, $1 par value, of ICG which shall be outstanding at the Effective Date shall continue unchanged.

(b) Each share of Common Stock, $100 par value, of Columbus which shall be outstanding immediately prior to the Effective Date (except for the 305 shares of such Common Stock which are held in the treasury of Columbus) shall, by virtue of the merger and without any action on the part of the holder thereof, be exchanged for 1/695 of the aggregate amount of Industries Common Stock to be issued on the merger, determined as follows: The aggregate amount of Industries Common Stock to be issued on the merger shall be 70,000 shares, provided, however, that:

(i) if the fair market value of Industries Common Stock at the Effective Date shall be less than $71-1/2 per share, the aggregate amount of Industries Common Stock to be issued on the merger shall be such number of shares as shall have a fair market value of $5,000,000 at the Effective Date; or

(ii) if the fair market value of Industries Common Stock at the Effective Date shall be more than $85 per share, the aggregate amount of Industries Common Stock to be issued on the merger shall be such number of shares as shall have a fair market value of $5,950,000 at the Effective Date.

For purposes of this Agreement the fair market value of Industries Common Stock at the Effective Date shall be the average of the reported closing prices of Industries Common Stock on the New York Stock Exchange

over a period of 30 trading days ending 30 days prior to the Effective Date. If between the date hereof and the Effective Date the shares of Industries Common Stock shall be changed into a different number of shares by reason of any reclassification, recapitalization, split-up, combination, exchange of shares or readjustment, or a stock dividend thereon shall be declared with a record date within said period, the number of shares of Industries Common Stock to be issued and delivered as provided in this Agreement, and the figures of $71-1/2 and $85 as fair market values of Industries Common Stock at the Effective Date, shall be correspondingly adjusted.

(c) Notwithstanding the foregoing paragraph (b) of this Article IV, the number of shares of Industries Common Stock deliverable thereunder shall be adjusted to reflect the extent to which, at the Effective Date, the financial condition of Columbus has improved or worsened, as determined from its balance sheet in the following manner: Columbus' balance sheet, as of December 31, 1967, previously furnished to Industries and reported to the Commission, shows total assets of $5,298,396 and total liabilities of $897,706, or a shareholders' equity (inclusive of capital surplus and retained income) of $4,400,690. The balance sheet of Columbus, as of the Effective Date, which shall be kept in accordance with the Uniform System of Accounts for Class II Line-haul Railroad Companies prescribed by the Commission at December 31, 1967, shall be used to determine the amount by which the then shareholders' equity exceeds or is less than the shareholders'

equity as of December 31, 1967; such amount shall be determined, subject to adjustment as provided in paragraph (d) of This Article IV, on the basis of the unaudited balance sheet for the most recent available quarter prior to the Effective Date; such amount shall be certified by the chief financial officer of Columbus in a certificate (hereinafter called the "Auditor's Certificate") accompanied by a balance sheet and income statement prepared in accordance with the Uniform System of Accounts for Class II Line-haul Railroad Companies prescribed by the Commission at December 31, 1967; and the number of shares otherwise to be issued by Industries under paragraph (b) of this Article IV shall be determined as follows: The amount of such increase or decrease in shareholders' equity shall be added to or subtracted from $5,000,000, and the resulting figure shall be divided by (i) the fair market value of Industries Common Stock at the Effective Date if such fair market value is less than 71-1/2, or (ii) 71-1/2 if such fair market value is between 71-1/2 and 85, both inclusive. If the fair market value of Industries Common Stock at the Effective Date is more than 85, said resulting figure shall be multiplied by a fraction the numerator of which is 85 and the denominator of which is 71-1/2; and the product shall be divided by the fair market value of Industries Common Stock at the Effective Date. The numbers of shares obtained on the calculations provided in the two immediately preceding sentences shall, subject to adjustment as provided in paragraph (d) of this Article IV, be issued on the merger.

(d) Fifteen percent of the total number of shares issued in exchange for the Common Stock of Columbus shall be deposited in a stock escrow account, established under terms approved by Industries and Columbus. An audit of Columbus shall be made promptly after the Effective Date by a firm of independent certified public accountants of national reputation as of the Effective Date, for the purpose of determining the amount by which the shareholders' equity of Columbus at the Effective Date has increased or decreased since December 31, 1967. Such audit shall be made in accordance with the Uniform System of Accounts for Class II Line-haul Railroad Companies prescribed by the Commission at December 31, 1967, and copies thereof shall be furnished to all parties in interest. If none of the parties shall claim that a mistake has been made in such audit within 30 days of receipt thereof, such audit shall be final, conclusive and binding on all the parties; otherwise the parties shall promptly correct such mistake, if any, as may have been made in such audit. If upon such audit it shall be determined that shareholders' equity in Columbus as of the Effective Date is equal to that certified in the Auditor's Certificate, the number of shares in said escrow account shall remain the same. If upon such audit it shall be determined that shareholders' equity in Columbus as of the Effective Date is more than that certified in the Auditor's Certificate, the number of shares in said escrow account shall be

increased by the issuance by Industries of an appropriate additional number of shares so that the total number of shares issued on the merger (including those held in the stock escrow account) will be such number as is determined in accordance with the calculation formulae set forth in Paragraphs (b) and (c) of this Article IV. If upon such audit it shall be determined that shareholders' equity in Columbus as of the Effective Date is less than that certified in the Auditor's Certificate, the number of shares in said escrow account shall be decreased by the appropriate number of shares so that the total number of shares issued on the merger (including those held in the stock escrow account) will be such number as is determined in accordance with the calculation formulae set forth in Paragraphs (b) and (c) of this Article IV; the number of shares by which the escrow account is to be decreased shall be returned to Industries; and if there is not a sufficient number of shares in said escrow account to cover such decrease, Stovall and the other stockholders of Columbus shall, in proportion to their holdings of Columbus stock, deliver to Industries a sufficient number of shares of Industries Common Stock to make up such deficiency.

(e) Notwithstanding Paragraphs (c) and (d) of this Article IV, if the audit by such independent certified public accountants of national reputation, when binding on the parties, shall show that shareholders' equity in Columbus as of the Effective Date has decreased since December 31, 1967, the shareholders of Columbus may,

within 30 days from the date on which such audit becomes final, make up such decrease by a payment or transfer to ICG of cash, U. S. government securities or securities listed on a national securities exchange having a value on the date of such payment or transfer equal to the amount of such decrease. If such payment or transfer is made by the shareholders of Columbus to ICG, Industries shall issue and shall deliver to the shareholders of Columbus and into the stock escrow account (in the proportion of 85% and 15%, respectively) an additional number of shares of Industries Common Stock so that the total number of such shares issued on the merger shall be that number required to be issued under Paragraph (b) of this Article IV unmodified by Paragraphs (c) and (d).

(f) The escrow account established under Paragraph (d) above shall continue in effect, as security for the representations, warranties and agreements of Columbus and Stovall made pursuant to Article VII of this Agreement, until the expiration of a six months period following the Effective Date. At the expiration of such period, said escrow account shall terminate and the shares then remaining in said escrow account shall be delivered to the stockholders of Columbus in proportion with their respective interests.

(g) In making the adjustments and computations required pursuant to Paragraphs (c), (d) and (e) above,

the following principles shall be applicable and observed:

1. The balance sheets of Columbus shall continue to be kept in accordance with the Uniform System of Accounts for Class II Line-haul Railroad Companies prescribed by the Commission at December 31, 1967, provided that all the expenditures incurred by Columbus relating to the transactions contemplated by this Agreement shall be paid prior to the Effective Date and shall be charged to operating expenses of Columbus.

2. Any change in Columbus' balance sheet which results from its sustaining either a profit or loss in a sale of existing assets shall be disregarded, and the profits of any such sale shall not be directly or indirectly reflected as an asset on Columbus' balance sheet (whether as cash, as property in which such profits may be invested, as cash or other property acquired with such cash or such property, or otherwise), and to the extent that the profits of such sale shall be directly or indirectly used to decrease a liability of Columbus, such liability shall continue to be reflected on Columbus' balance sheet. To the extent that any such sale shall result in a tax payable by Columbus, such tax liability shall not be reflected on Columbus' balance sheet.

3. The $2,038,336 Other Capital Surplus items reflected on the balance sheet of Columbus as of December 31, 1967, shall continue to be reflected thereon.

4. Columbus shall be credited with an asset equal to the amount of Federal income tax benefit Industries would have received for its last tax year ending before the Effective Date if Industries could lawfully have used all net operating losses of Columbus as of the Effective Date to apply against its own Federal income tax liability for such year.

5. Subsequent to the date of this Agreement Columbus' cost (less salvage) of laying up to six miles of replacement rail in any consecutive twelve month period shall be treated as an asset of Columbus at the Effective Date.

6. Notwithstanding subparagraph (2), to the extent that Columbus shall sell property described on Schedule A hereto for a price in excess of 7% above appraised value, such excess shall be credited as an asset of Columbus at the Effective Date, but any profits received on any such sale other than any such excess, including amounts (other than interest or other income) withdrawn by Columbus from the Escrow Account referred to in Article VII(h), shall not be reflected as an asset of Columbus.

(h) After the Effective Date, each holder of an outstanding certificate or certificates theretofore representing one or more shares of Columbus Common Stock shall surrender the same to an agent or agents to be designated for such purpose by Industries on the Effective Date, and such holder shall, upon such surrender, receive

a certificate or certificates representing the number of whole shares of Industries Common Stock into which the shares of Columbus theretofore represented by the certificate or certificates so surrendered shall have been converted (other than the shares held in the stock escrow account referred to in Paragraph (d) of Article IV). Until so surrendered, each outstanding certificate which, prior to the Effective Date, represented shares of outstanding Columbus Common Stock shall be deemed for all corporate purposes, other than the payment of dividends, to evidence the ownership of the whole shares of Industries Common Stock into which such shares of Columbus have been so converted. Unless and until any such outstanding certificates shall be so surrendered, no dividend payable to the holders of record of Industries Common Stock as of any time subsequent to the Effective Date shall be paid to the holders of such outstanding certificates, but upon the surrender of any such outstanding certificate or certificates as aforesaid there shall be paid to the record holder of the certificate or certificates for one or more whole shares of Industries Common Stock issued in exchange therefor the amount of dividends without interest which theretofore became payable with respect to the number of whole shares of Industries Common Stock represented by the certificate or certificates issued in exchange. Any dividends paid in respect of the shares held in the escrow account referred to in Paragraph (d) of Article IV shall be held in said account until such shares are delivered as provided

therein, at which time they shall be payable to the respective parties entitled to such shares.

(i) No certificate for a fractional share of Industries Common Stock shall be issued upon any surrender of any stock certificate or certificates of Columbus, but in lieu thereof each stockholder entitled to a fractional share interest shall, upon surrender of his certificate or certificates to an exchange agent appointed by Industries, have the nontransferable right to receive a cash payment in an amount equal to the product of (i) the fair market value of one share of Industries Common Stock at the Effective Date, times (ii) the fraction represented by such fractional share.

(j) At the Effective Date all 305 shares of Columbus Common Stock that shall then be held in its treasury shall cease to exist, and all certificates representing such shares shall be canceled.

V. Tax Ruling

It is the intention of the parties hereto to effectuate a transaction free of tax to Industries, ICG, Columbus, Stovall and the other shareholders of Columbus, and to that end Industries and Columbus will promptly seek to obtain a ruling from the Internal Revenue Service to the effect that the merger contemplated by this Agreement constitutes a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1954.

VI. Application for Commission Approval

Columbus, Stovall, Industries, Illinois Central, Gulf, and ICG agree to cooperate fully in implementing this

Agreement. Each undertakes to secure or aid in the securing of all needed authorization for approval of the merger in accordance with terms of this Agreement. Each shall cooperate fully in the preparation of all appropriate documents that may be required to secure prompt and expeditious approval thereof, including the preparation and filing of testimony in support of this merger of Columbus into ICG in accordance with the terms of this Agreement. Each party shall bear its own expenses in connection with the prosecution of this merger before the Commission; provided that to the extent that any expenses are incurred in respect of the period following the date of this Agreement, such expenses shall be reimbursed to Columbus by Industries prior to the Effective Date. Immediately upon the execution of this Agreement by Industries, Columbus and Stovall, Columbus shall withdraw its opposition to and its Motion to Dismiss the applications of Industries, Gulf and Illinois Central in Finance Docket Nos. 25103 et al.

VII. Representations and Warranties of Columbus and Stovall

Columbus and Stovall severally warrant, represent and agree, which representations, warranties and agreements shall survive the Effective Date and continue in effect until the expiration of a period ending six months after the Effective Date, as follows:

(a) that Columbus is duly organized and validly existing under and pursuant to the laws of the State of Mississippi, and it is in good standing in accordance with all applicable laws, rules and regulations, including those of the Commission;

(b) that Columbus has outstanding 695 shares of Common Stock of $100 par value, of which Stovall as of the date of this Agreement owns 682, free and clear of all liens and encumbrances;

(c) that the balance sheet of Columbus as of December 31, 1967, furnished to Industries and included in its Annual Report to the Commission, and the related figures in such report, (i) are in accordance with the books and records of Columbus, (ii) are correct and complete and present fairly the financial condition of Columbus for the period covered thereby, and (iii) have been prepared in accordance with the Commission's Uniform System of Accounts for Class II Line-haul Railroad Companies; provided, however, that Columbus shall not be deemed to have breached its warranties and representations here undertaken should the $2,038,336 Other Capital Surplus item reflected on the Columbus balance sheet at December 31, 1967, be altered or restated;

(d) that there are no material undisclosed liabilities (including claims for Federal and state taxes) not provided for in sufficient amounts;

(e) that except to the extent set forth in Schedule B hereto, there are as of the date of this Agreement no actions, suits or proceedings pending or, to the knowledge of Columbus, threatened against Columbus;

(f) that except to the extent set forth in Schedule C hereto, to the knowledge of Stovall

there are as of the date of this Agreement no actions, suits or proceedings pending or threatened against Columbus;

(g) Columbus is not a party to any material contracts which are not in the ordinary course of business;

(h) that from the date of this Agreement until the Effective Date Columbus will not sell, transfer, encumber or otherwise dispose of any of its assets (other than those described in Schedule A hereto) of a value in excess of $5,000, other than in the ordinary course of its business and provided that insurance policies on the life of Stovall may be sold for their cash surrender value; and that Columbus shall not sell the properties described in Schedule A hereto except (i) on 15 days notice to Industries and (ii) if Industries so requests, upon deposit of all or part of the proceeds in a Real Estate Escrow Account, established with a bank under terms satisfactory to Industries and Columbus providing for the holding of such proceeds for release to ICG after the Effective Date provided that, to the extent that Columbus needs the funds (including interest and other income thereon) in such Escrow Account for the conduct of its railroad business, Columbus shall be permitted to draw funds from such Escrow Account.

(i) that from the date of this Agreement until the Effective Date Columbus will not issue any stock, bonds or other securities, other than equipment trusts or other securities as may be required in the ordinary

conduct of its railroad business, or rights to purchase the same or transfer the 305 shares of Common Stock held in the treasury or purchase or otherwise acquire any of its outstanding Common Stock or otherwise change its capital structure or make any distributions or pay any dividends, nor will it in any manner contract any indebtedness except for that incurred in the ordinary course of business;

(j) that from the date of this Agreement until the Effective Date Columbus will not enter into any leases, contracts or agreements of any kind or character or incur any liabilities, save and except those to which Columbus is presently committed or which are disclosed herein or are incurred in the ordinary course of business;

(k) that from the date of this Agreement until the Effective Date Columbus will not make or become obligated to make any payments or distributions to or for the benefit of any of its officers, stockholders or employees, save and except wages, salaries and payments made to officers or employees in the ordinary course of business, including therein contributions pursuant to life and health insurance and pension plans as presently in effect, true copies of which have been delivered to Industries; provided, however, that reasonable increases in payments and benefits under the health insurance, group life insurance and pension plans shall be permitted if the amounts of such increases are consistent with increases in the past as disclosed to Industries;

(l) that from the date of this Agreement until the Effective Date Columbus will cause its business to be operated prudently and its properties to be maintained in the same manner in which they have been maintained, and will keep in good standing such insurance on the properties of Columbus in such amounts and covering such risks as is now carried by Columbus;

(m) that Columbus will have corporate power to enter into, and perform all of its obligations necessary in connection with, this Agreement; and that the board of directors of Columbus will have approved, authorized and ratified the adoption by Columbus of all necessary and appropriate resolutions;

(n) that Columbus shall not acquire any new equipment without first consulting with Industries; and

(o) that Columbus will not liquidate or terminate the corporate existence of C&G Industries, Inc. and that Columbus will not permit C&G Industries, Inc. to do any of the things which Columbus is prohibited from doing under the terms of this Agreement.

VIII. Industries' Representations and Warranties

Industries represents and warrants that it is a corporation duly authorized and existing in good standing under the laws of the State of Delaware and that on or before the Effective Date Industries and ICG will have corporate power to enter into and perform all of their obligations under this Agreement, and the Board of Directors of Industries and the Board of Directors and stockholders of ICG will have approved, authorized and ratified the execution and delivery by Industries and ICG of this Agreement and all undertakings hereunder.

IX. Additional Agreements

(a) For the period between December 31, 1967, and the Effective Date, Columbus will furnish, to the extent requested by Industries and at the expense of Industries, annual, semiannual or quarterly financial statements of Columbus to Industries audited by Price Waterhouse & Co. or such other auditor as may be selected by Industries, and, to the extent not so requested by Industries, Columbus will furnish at its expense quarterly and annual unaudited financial statements of Columbus to Industries within 45 days after the end of each quarter certified by the chief financial officer of Columbus.

(b) Stovall (i) shall cause Columbus to approve and adopt this Agreement, (ii) shall vote his 682 shares of Columbus Common Stock in favor of adoption of this Agreement, and shall not transfer any of such shares unless the transferee shall agree with Industries to vote the transferred shares in favor of adoption of this Agreement, and (iii) shall use his best efforts to solicit the affirmative vote of the remaining 13 shares of Columbus Common Stock for adoption of this Agreement.

(c) Stovall agrees that he will acquire the Industries Common Stock to be issued to him on the merger for investment, and not with a view to, or for sale in connection with, the distribution of the same, nor with any present intention of distributing or selling the same. Stovall will furnish an investment representation letter to Industries at the time of the delivery to him of the certifi-

cate or certificates for the Industries Common Stock to be received by him on the merger.

Industries agrees that, at any one time within a three-year period following the Effective Date, upon the written request of Stovall, Industries shall either (1) at its expense use its best efforts to register the number of shares of Industries Common Stock so requested to be registered under the Securities Act of 1933 (hereinafter called the "Act"), and to keep such registration effective for a period of 40 days, provided that such request shall not be made if counsel for Industries is willing to give its opinion (at Industries' expense) to the effect that such registration is not required in order to enable Stovall to sell publicly such shares without violating the Act, or (2) purchase such number of shares at a price computed as set forth in the next succeeding sentence. Industries further agrees that, if it elects to use its best efforts to register such shares and if a registration statement has not become effective within three months of the date of such request of Stovall, Industries will if requested by Stovall purchase such shares at a price equal to the average of the closing prices of Industries Common Stock for the 30 trading days subsequent to the date of the request by Stovall for registration.

(d) Industries prior to the Effective Date shall use its best efforts to list on the New York Stock Exchange the shares of Industries stock to be issued under this agreement.

X. Conditions Precedent to Consummation of the Merger

(a) The obligation of ICG to merge Columbus into itself shall be subject to the fulfillment prior to the Effective Date of each of the following conditions:

(1) The representations and warranties made by Stovall and Columbus in Article VII hereof shall, on the Effective Date, be true and correct in all material respects; Columbus and Stovall shall comply with all covenants, conditions and agreements required by this Agreement to be complied with by the Effective Date; and ICG shall have been furnished with certificates of the President of Columbus dated the Effective Date, certifying to the fulfillment of this condition.

(2) ICG shall have received an opinion, dated the Effective Date, from counsel for Columbus to the following effect:

(i) Columbus is duly organized, validly existing and in good standing under the laws of the State of Mississippi;

(ii) this Agreement has been duly authorized, executed and delivered by Columbus and constitutes a legal, valid and binding obligation of Columbus; and

(iii) no approvals or authorizations of any governmental authority, other than those which have been obtained, are necessary for consummating the merger contemplated by this Agreement.

(3) The Plan of Reorganization dated as of December 15, 1967, among Gulf, Industries and Illinois Central shall have become effective.

(b) The obligation of Columbus to merge into ICG shall be subject to fulfillment prior to the Effective Date of each of the following conditions:

(1) The representations and warranties made in Article VIII hereof shall, on the Effective Date, be true and correct in all material respects; Industries and ICG shall comply with all covenants, conditions and agreements between the parties; and Columbus shall have been furnished with a certificate of the President or a Vice President of Industries, dated the Effective Date, certifying to the fulfillment of this condition.

(2) The shares of Industries Common Stock to be issued in the merger contemplated by this Agreement shall have been authorized for listing on the New York Stock Exchange, subject to official notice of issuance.

(3) Columbus shall have received an opinion, dated the Effective Date, from counsel for Industries, to the following effect:

(i) Industries and ICG are duly organized, validly existing and in good standing under the laws of the State of Delaware;

(ii) this Agreement has been duly authorized, executed and delivered by Industries and ICG and constitutes legal, valid and binding obligations of Industries and ICG; and

(iii) no approvals or authorizations of any governmental authority, other than those which have been obtained, are necessary for consummating the merger contemplated by this Agreement.

(c) The obligation of ICG to merge Columbus into itself, and the obligation of Columbus to merge into ICG, shall be subject to the fulfillment prior to the Effective Date of each of the following conditions:

(1) The merger shall, to the extent required by law, have been duly approved by the shareholders of ICG and Columbus entitled to vote thereon.

(2) The ruling from the Internal Revenue Service referred to in Article V hereof shall have been obtained, shall be in substance as requested, shall be satisfactory to Industries and to Columbus, and shall be in effect on the Effective Date.

(3) The authorization of the Commission referred to in Article VI hereof shall have been obtained and be in effect on the Effective Date.

XI. Termination of Agreement

(a) Anything herein to the contrary notwithstanding, this Agreement may be terminated and the merger may be abandoned any time prior to the Effective Date by mutual agreement evidenced by resolutions of the Boards of Directors of Columbus and ICG (or, if ICG is not yet a party hereto, Industries).

(b) This Agreement may be terminated at the option of the Board of Directors of any party hereto:

(1) if the Interstate Commerce Commission shall have declined by a final order or orders, to approve any material aspect of the merger provided for by this Agreement subject to its jurisdiction, and proceedings shall not have been instituted within 90 days from

the effective date of said order or orders seeking judicial review thereof, or, in the event such proceedings are so instituted, if such order or orders shall be sustained upon final disposition of the judicial proceedings in question;

(2) if the Reorganization Date established in the Plan of Reorganization of Industries, Illinois Central and Gulf, as set forth in Exhibit 7 to their applications to the Interstate Commerce Commission, Finance Dockets 25103 et al., shall not have occurred prior to January 1, 1972 (or such later date as has been established by the boards of directors of Industries, Illinois Central and Gulf) as provided in Paragraph 12.2(g) of said Plan of Reorganization;

(3) in the event that the Plan of Reorganization (or any modification thereof) shall have been submitted to the stockholders of Industries, Illinois Central or Gulf and such stockholders shall have failed to approve the same by the requisite vote; or

(c) This Agreement may be terminated at the option of Columbus and Stovall at any time after January 1, 1971.

XII. Shareholder Action

This Agreement shall be promptly submitted to shareholders of Columbus for the purpose of considering and acting upon adoption hereof.

XIII. Execution by ICG

This Agreement shall become binding upon the parties hereto (other than ICG) upon execution and delivery hereof by

by Columbus, Industries and Stovall, regardless of whether ICG has executed this Agreement or has been incorporated at the time of execution by said parties other than ICG. Industries agrees with Columbus and Stovall to cause ICG to be incorporated under the laws of the State of Delaware and to cause ICG to execute and deliver this Agreement prior to the Effective Date.

XIV. Successors

This Agreement shall be binding upon, and shall inure to the benefit of, the successors, assigns, heirs, executors, administrators and legatees of the parties hereto.

XV. Counterparts

This Agreement may be signed in one or more counterparts, each of which shall be deemed an original.

IN WITNESS WHEREOF, the parties hereto have entered into this Agreement, all as of the day and year first above written.

ILLINOIS CENTRAL INDUSTRIES, INC.

ATTEST: By: _____
Secretary President

ILLINOIS CENTRAL GULF RAILROAD COMPANY

ATTEST: By: _____
Secretary President

COLUMBUS AND GREENVILLE RAILWAY COMPANY

ATTEST: By: _____
Secretary President

_____
R. C. Stovall

SCHEDULE A

Listed and briefly described below are important items of property owned by Columbus or its subsidiary C&G Industries at the locations shown and as to which appraisals have been given Columbus by Mr. Robert Malone, Appraiser of Columbus, Mississippi. Copies of these appraisals have been furnished to Industries.

See attached Condensed Appraisal Report.

SCHEDULES B AND C

BOOK 198 PAGE 343

ACCIDENTS INVOLVING NON-EMPLOYEES
FROM
JANUARY 1, 1966, to FEBRUARY 1, 1969
BUT NOT INCLUDING
THOSE WHICH WERE SETTLED OR INVOLVE LITIGATION WHICH HAS TERMINATED

NO.	NAME	DATE	PLACE
1.	Wallace Smith	1-1-69	Greenwood
2.	E. G. Crick	12-6-68	Indianola
3.	Leon Wiley	12-9-68	Greenville
4.	W. T. Campbell	11-4-68	Greenwood
5.	A. J. Pilcher	11-13-68	Greenville
6.	J. L. Tingle	10-2-68	Greenwood
7.	Jimmy Williams	9-24-68	Greenwood
8.	Homer Luxford	9-6-68	Greenville
9.	Mrs. Foster Landers	5-22-68	West Point
10.	Leonard Palmertree	5-22-68	Moorhead
11.	Mrs. Robert Johnson	5-1-68	Indianola
12.	Z. C. Jones	10-27-68	Heathman
13.	Bright Furniture	1-9-68	Greenwood
14.	Jewell Tidwell Charles Justice	11-25-67 11-25-67	Indianola
15.	R. C. Price	9-26-67	Carrollton
16.	B. P. McGough	9-26-67	Eupora
17.	Louis J. Smith	8-27-67	West Point
18.	Oscar Quinn	8-28-67	Greenville
19.	J. L. Harris	6-22-67	Stoneville
20.	Ricky Underwood	6-6-67	Greenwood
21.	So. Bell Telephone & Telegraph Co.	5-25-67	Elizabeth
22.	L. H. Poe	2-28-67	Greenwood
23.	Marty Barber	2-6-67	Columbus

Accidents Involving Non-Employees
January 1, 1966, to February 1, 1969
Page 2

NO.	NAME	DATE	PLACE
24.	J. E. Sesson	1-11-67	Columbus
25.	Mrs. C. B. Roberts	12-12-66	Moorehead
26.	Staple Cotton Assn.	11-2-66	Greenwood
27.	H. C. Morris	11-2-66	Columbus
28.	Paul E. Roy	11-10-66	West Point
29.	More Gibbs Rachel Gibbs	9-27-66 9-27-66	Elizabeth
30.	Purolater Co.	8-12-66	Greenville
31.	Jerry Pierce	6-1-66	Greenville
32.	Deaton Truck Line R. G. Rainey	5-6-66 5-6-66	Greenwood
33.	Jerry Leach	3-11-66	Columbus
34.	Rodney Smith	3-5-66	West Point
35.	Otis Clayton	2-11-66	Greenwood
36.	James Staten	6-17-65	Greenwood
37.	E. Melton, Jr.	8-7-65	Greenwood
38.	Homer Turner	3-16-68	Maben

ACCIDENTS INVOLVING EMPLOYEES
FROM
JANUARY 1, 1966, to FEBRUARY 1, 1969
BUT NOT INCLUDING THOSE FOR WHICH CLAIMS WERE FILED & SETTLED

NO.	NAME	DATE	REMARKS
1.	Isaiah Layton	12-11-68	No claim filed.
2.	Nothan Hudson	7-11-68	No claim filed.
3.	D. W. Jackson	7-11-68	No claim filed.
4.	Sammy Weaver	1-18-68	No claim filed.
5.	Dupree Ward	11-3-67	No claim filed.
6.	Sammy Weaver	7-5-67	No claim filed.
7.	Calvin Williams	10-12-66	No claim filed.
8.	Lincoln Irby	6-6-67	No claim filed.
9.	George L. Pierce	2-15-67	No claim filed.
10.	Lincoln Irby	3-10-67	No claim filed.
11.	T. R. Swift	3-15-67	No claim filed
12.	Robert Murry	2-14-67	No claim filed.
13.	M. F. McWilliams	1-4-67	No claim filed.
14.	W. W. Harris	1-9-67	No claim filed.
15.	A. F. Huckaby	1-9-67	No claim filed.
16.	A. T. Logan	10-29-66	No claim filed.
17.	Dupree Ward	8-6-66	No claim filed.
18.	Isaiah Layton	3-16-66	No claim filed.
19.	A. T. Logan	3-10-66	No claim filed.
20.	Dupree Ward	1-10-66	No claim filed.

SMITH VS. C&G RAILWAY COMPANY AND
L. C. AND GARY UNDERWOOD

Rodney Smith, a minor, age 18 years, by Newmon A. Smith, father and next friend vs. Columbus and Greenville Railway Company and L. C. Underwood and Gary Underwood, Circuit Court, Oktibbeha County, Mississippi, seeks damages in amount of $100,000.00 for personal injuries suffered in crossing accident at West Point, Mississippi, on March 5, 1966, while riding in a car belonging to L. C. Underwood. Pending.

ROBERTS VS. C&G RAILWAY COMPANY
AND MRS. DEVADA BOLLING

H. L. Roberts, Jr., as father and next ofkin of an unborn viable fetus vs. Columbus and Greenville Railway Co. and Mrs. Devada Bolling, seeks damages in the sum of $150,000.00 in the Circuit Court of Washington County, Mississippi. Mrs. Roberts, wife of plaintiff was eight months pregnant. Was riding in car owned by plaintiff but driven by Mrs. Roberts' sister-in-law, Mrs. Bolling. Ran into side of engine on #49 highway crossing near Indianola on November 23, 1967, killing both Mrs. Roberts and unborn child. Case tried at December 1968 term resulting in judgement in favor of C&G Railway Company and Mrs. Bolling. Motion for new trial overruled as to defendant C&G Railway Company; sustained as to Mrs. Devada Bolling. Appealed to Supreme Court of Mississippi.

GIBSON VS. C&G RAILWAY COMPANY

Gibson vs. Columbus and Greenville Railway Company, U. S. District Court, Northern District of Mississippi, Greenville, Mississippi. Suit by Mrs. Gibson and three minor children for death of husband and father, Donald L. Gibson, seeking damages of $285,000.00. Gibson, a trainman, age 38 years, was killed in a derailment at Maben, Mississippi, on December 22, 1963.

BOOK 198 PAGE 347

CONDENSED APPRAISAL REPORT
C & G RAILROAD PROPERTY
PREPARED
FOR
MR. R. C. STOVALL
PRESIDENT

CITY	COUNTY	STATE
COLUMBUS	LOWNDES	MISSISSIPPI
WEST POINT	CLAY	MISSISSIPPI
EUPORA	WEBSTER	MISSISSIPPI
KILMICHAEL	MONTGOMERY	MISSISSIPPI
GREENWOOD	LEFLORE	MISSISSIPPI
GREENVILLE	WASHINGTON	MISSISSIPPI

BY

ROBERT C. MALONE
APPRAISER
1911 COLLEGE STREET
COLUMBUS, MISSISSIPPI

PARCEL NO.	TRACT	FRONT FEET	PAGE NO.
1		330	66
2		330	66
3	"A"	100	66
3	"B"	25	66
3	"C"	430	66
3	"D"	35	67 & 71
3	"E"	545	66
3	"F"	545	67
4		330	67
5	"A"	165	68 & 71
5	"B"	80	68
5	"C"	40	68
5	"D"	410	68
5	"E"	435	69
5	"F"	90	69 & 71
5	"G"	330	69
5	"H"	410	69
6	"A"	25	70
6	"B"	40	70
6	"C"	145	70
6	"D"	130	70 & 71
6	"E"	3.38 Ac.	70
7	"A"		70
7	"B"		70

• PAGE NO. See original Appraisal Report dated September 1, 1958

BOOK 198 PAGE 349

MASTER PLAT
PARCEL NO.
SUBJECT

SCALE
1" = 300'

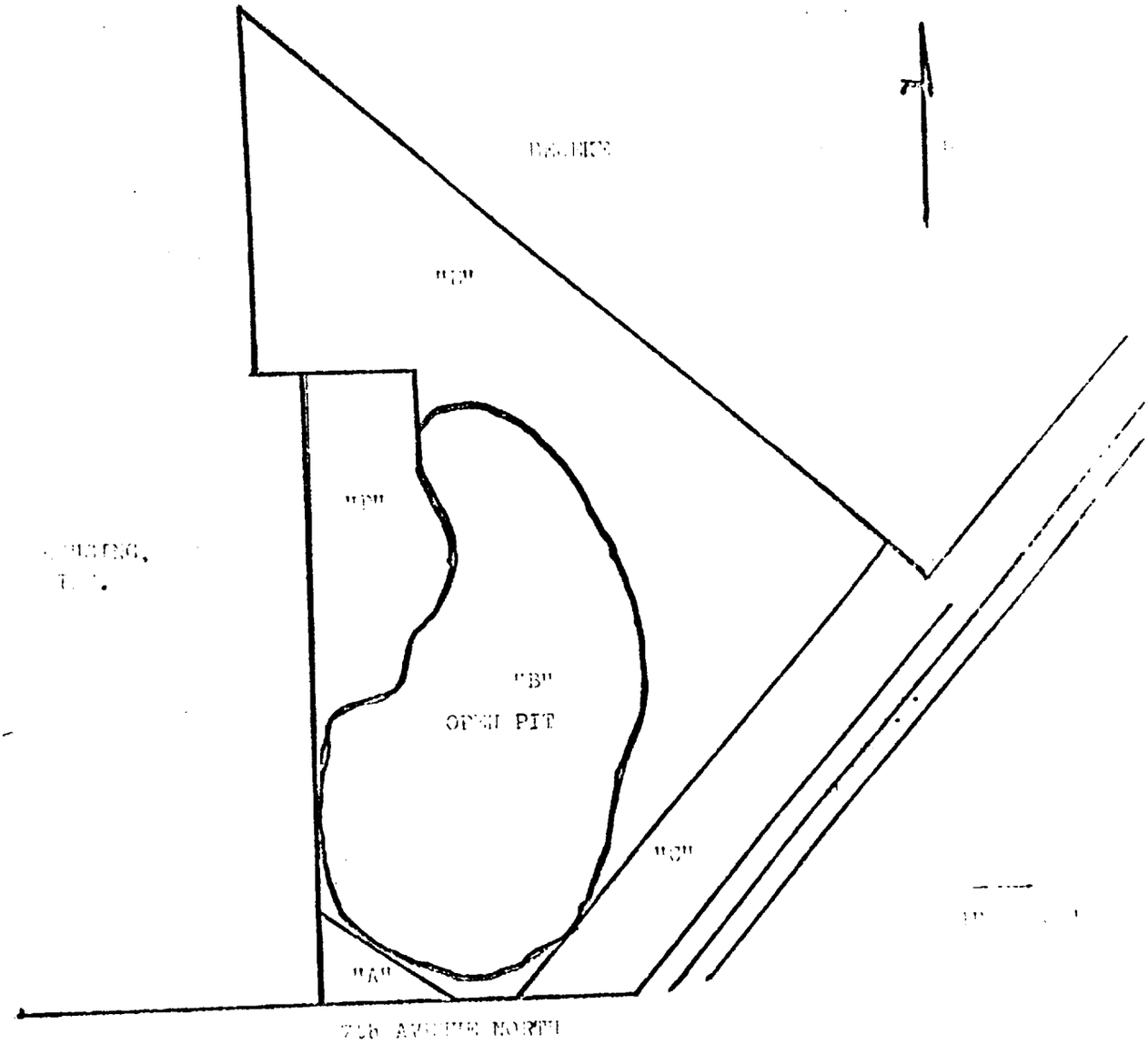
PARCEL NO.	TRACT	SIZE	* PAGE NO.
7	"A"	150 F.F.	25 & 27
7	"B"	7.0 Ac.	25
7	"C"	1.530 Ac.	25
7	"E"	3.633 Ac.	25
7	"D"	0.850 Ac.	25
8	"A"	2.0 Ac.	25
8	"B"	26.4 Ac.	26
8	"C"	35.6 Ac.	26

* PAGE NO. See original Appraisal Report dated December 15, 1968.

PLAT - SUBJECT

PARCEL NO. 7

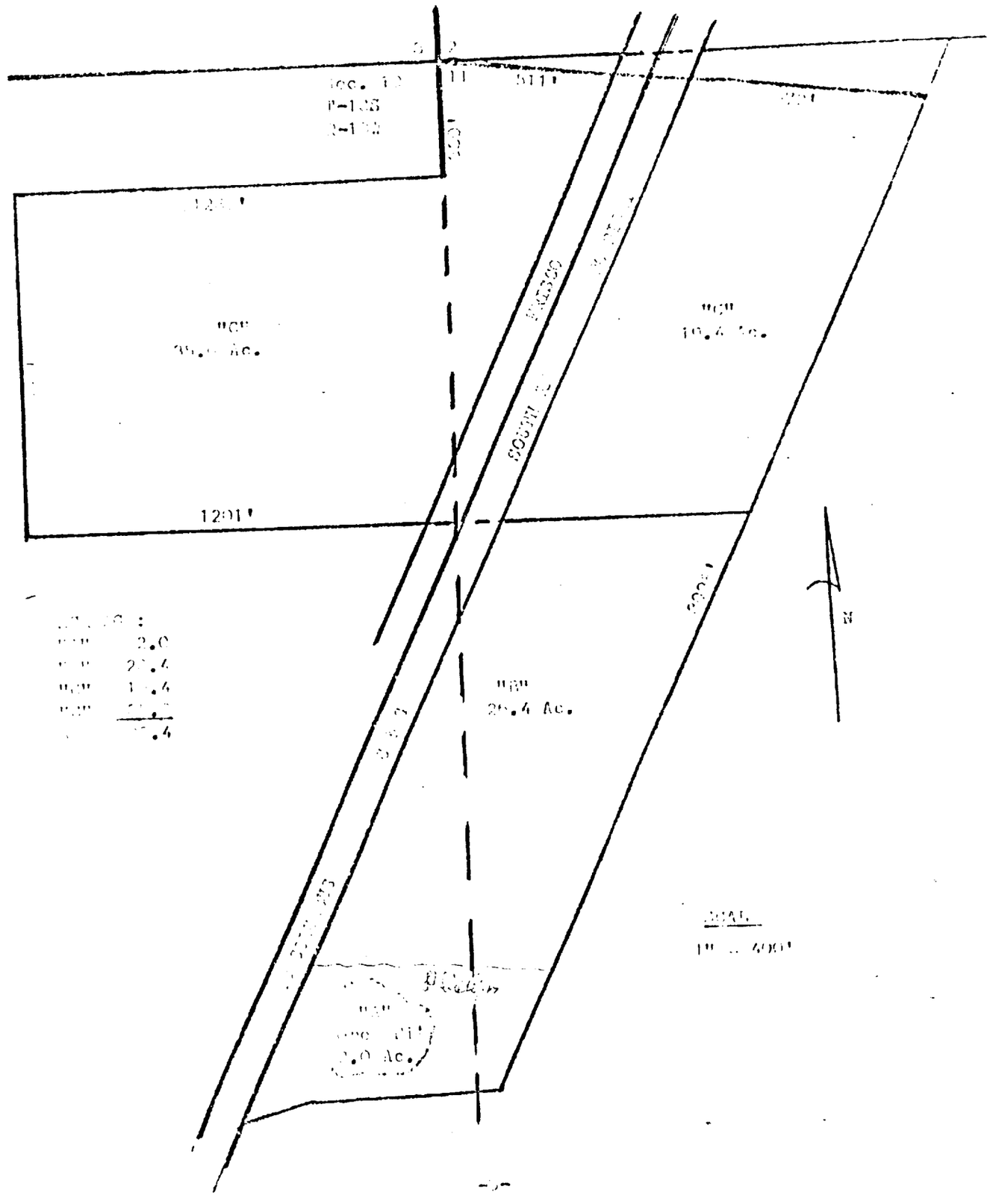
TRACTS A, B, C, D & E



ACREAGE

"A"	.017 Ac. +-
"B"	7.000 Ac. +-
"C"	1.530 Ac. +-
"D"	.950 Ac. +-
"E"	3.613 Ac. +-
TOTAL	13.090 Ac. +-

BOOK 198 PAGE 352



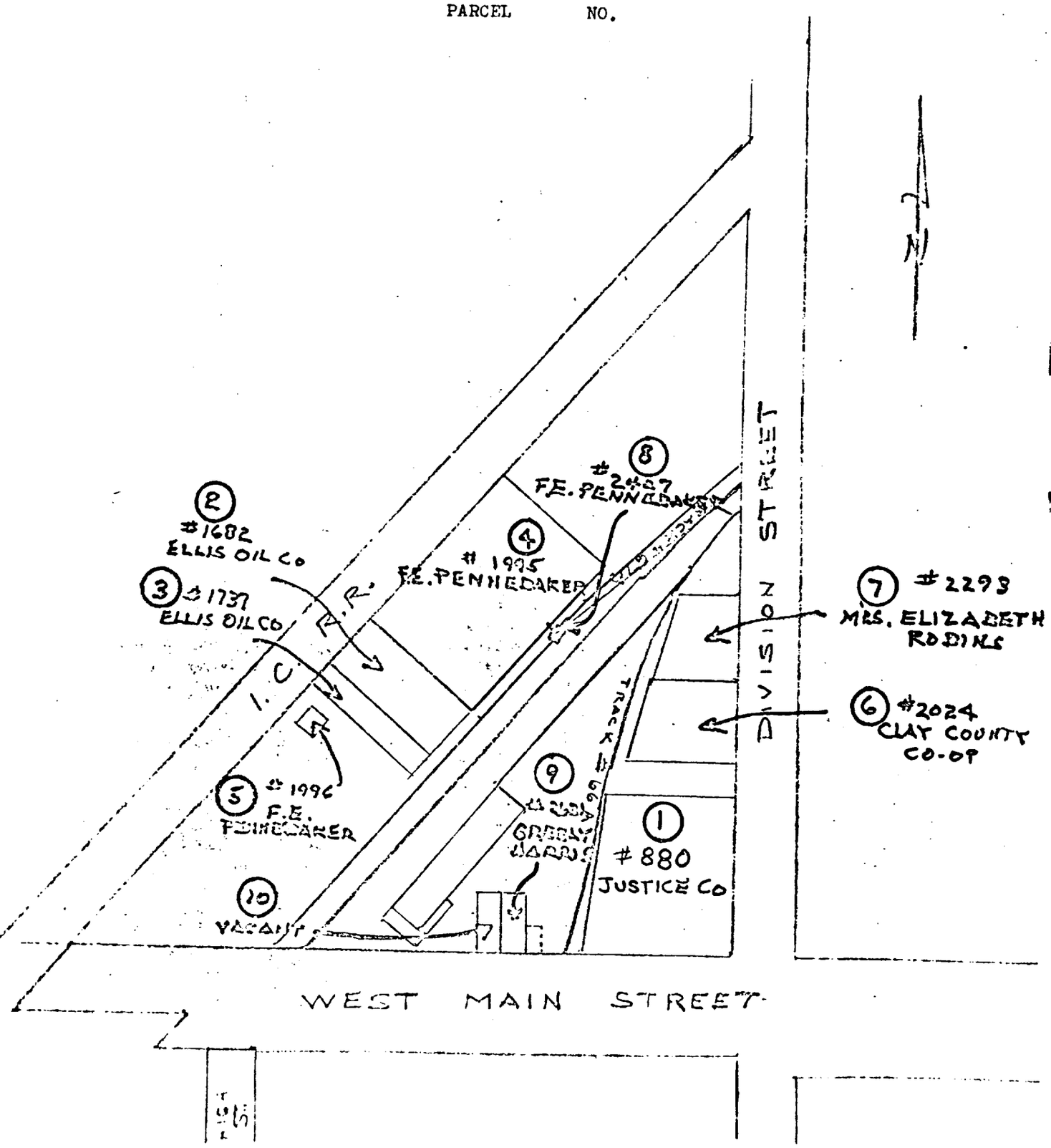
PARCEL NO.	CONTRACT NO.	LESSEE	* PAGE NO.
1	880	The Justice Co.	44
2	1682	Ellis Oil Co.	45
3	1737	Ellis Oil Co.	45
4	1995	F. E. Pennebaker	46
5	1996	F. E. Pennebaker	46
6	2024	Clay County Co-Op.	47
7	2293	Mrs. Elizabeth Robins	47
8	2427	F. E. Pennebaker	48
9	2631	Greely Harris	48
10	None	Potential	48

* PAGE NO. See original Appraisal Report dated April 1, 1968.

BOOK 198 PAGE 354

LOCATION MAP

PARCEL NO.

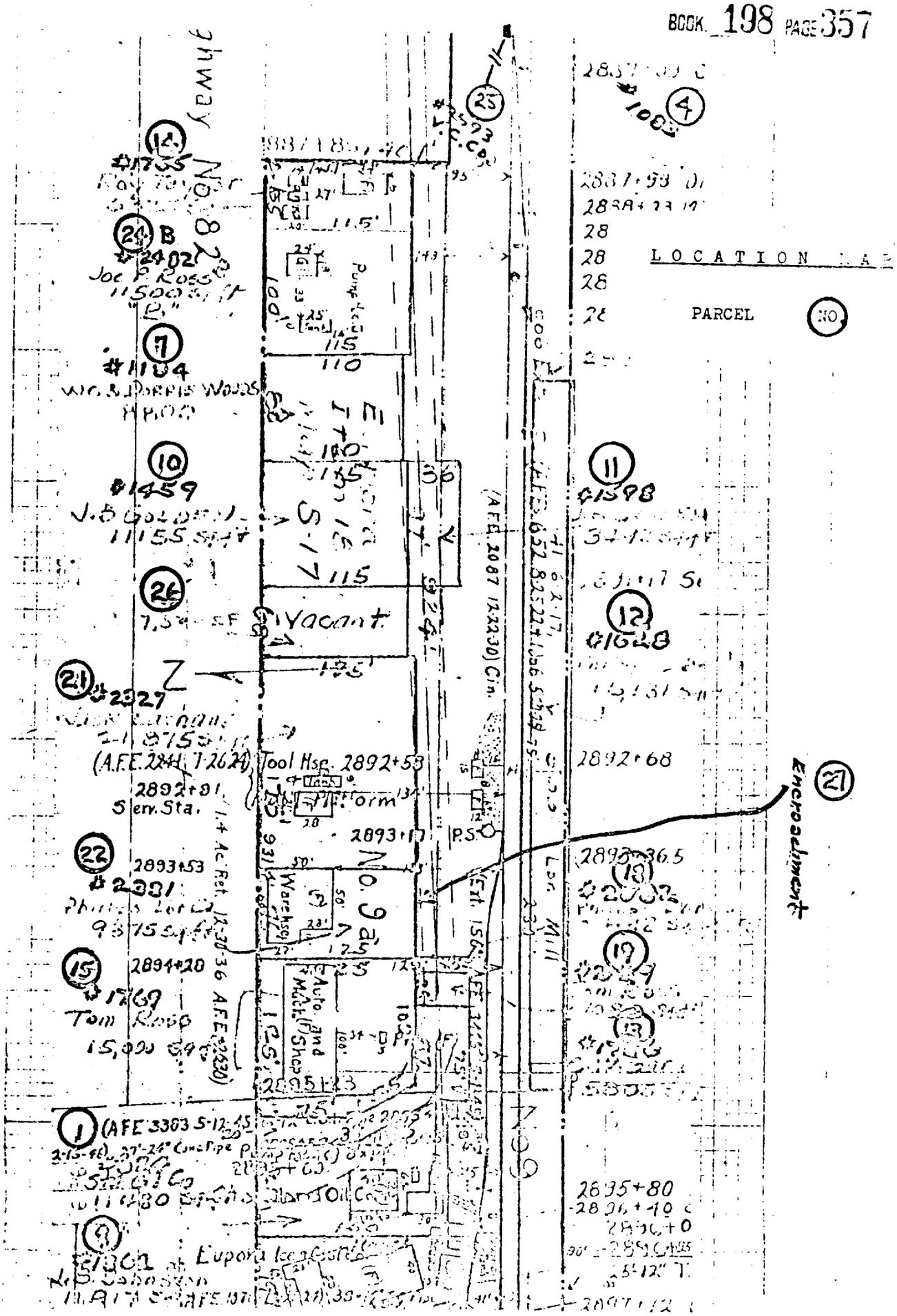


BOOK 198 PAGE 355

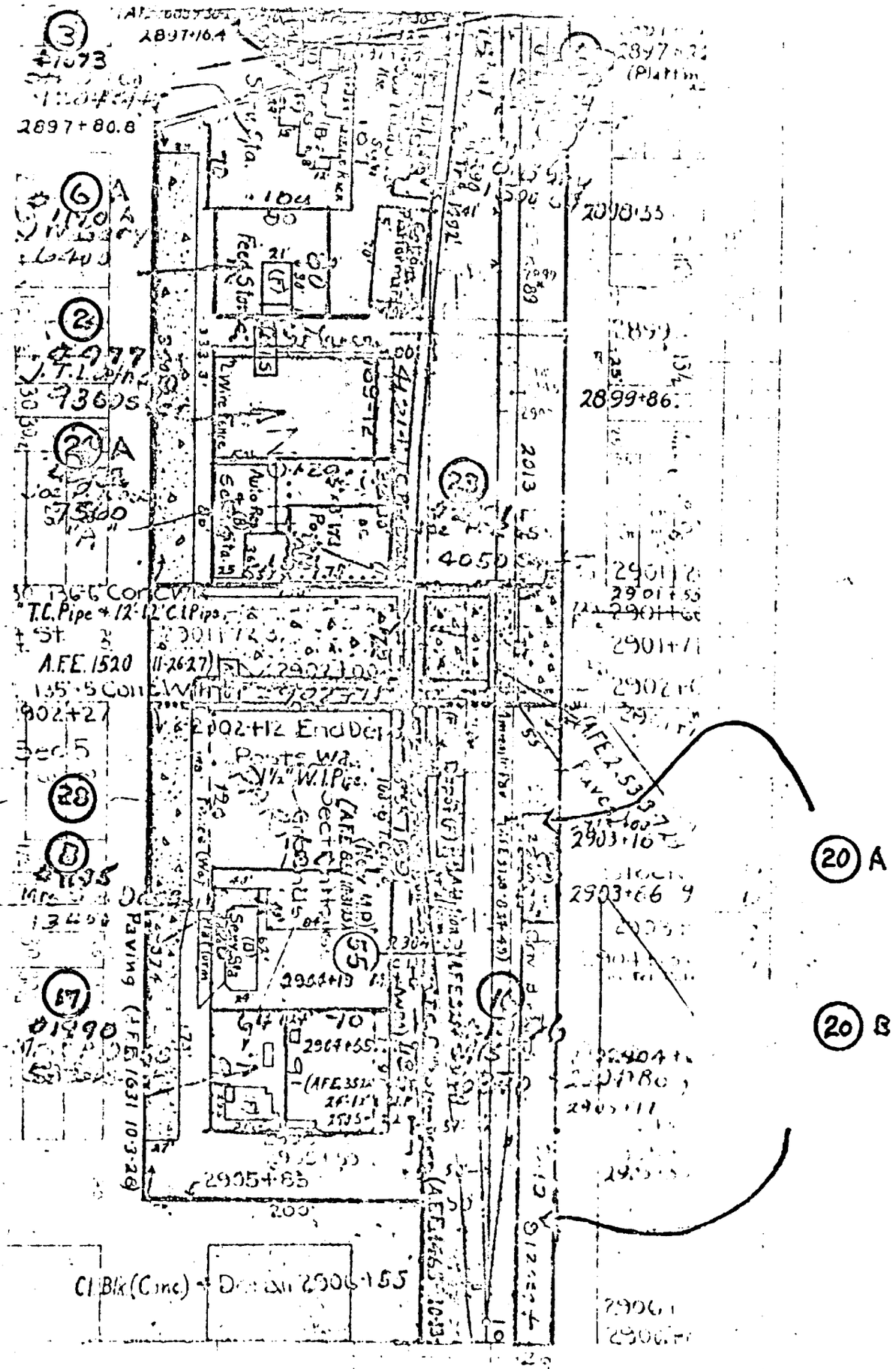
PARCEL NO.	CONTRACT NO.	LESSEE	PAGE NO.
1	624	Std. Oil Co. Bulk Plant	90
2	977	J. T. Latham	90
3	1073	Std. Oil Co. Service Station	91
4	1083	J. R. Phillips	91
5	1169	J. O. Gary	91
6	1170-A	J. W. Gary	92
6	1170-B	J. W. Gary	92
7	1184	W. C. & Dorrie Woods	93
8	1195	Mrs. S. P. Doss	93
9	1362	J. B. Johnston	94
10	1459	J. B. Golden	94
11	1598	J. B. Golden	95
12	1628	Phillips Lbr. Co.	95
13	1758	C. W. Gary	96
14	1765	Roy Taylor	96
15	1769	T. H. Ross	97
16	1946	Mrs. S. P. Doss	97
17	1990	Mrs. S. P. Doss	98
18	2082	Phillips Lbr. Co.	98
19	2129	T. H. Ross	99
20	2233-A	Farmers Co-Op.	99
20	2233-B	Farmers Co-Op.	100
21	2327	Jack Latham	100
22	2381	Phillips Lbr. Co.	101
23	2401	J. P. Ross	101

PARCEL NO.	CONTRACT NO.	LESSEE	* PAGE NO.
24	2482-A	J. P. Ross	102
24	2482-B	J. P. Ross	102
25	2693	V. C. Chemical Co.	103
26	Potential	Vacant	103
27	Potential	Encroachment by Phillips Lbr. Co.	104
28	Potential	R. R. Park	104

*. PAGE NO. See original Appraisal Report dated November 23, 1966.


LOCATION MAP
PARCEL NO.
Vacant
Tool Hsg. 2892+53
Serv. Sta.
Warehsg
Auto and Mach. Shop
Encroachment
(A.F.E. 2087 12-22-30) Cin.
(A.F.E. 3383 5-12-45)
2892+68
2893+17
2893+53
2894+20
2895+80
2896+40
2897+12
Tom Ross
Joe P. Ross
Eupora Ice Gate

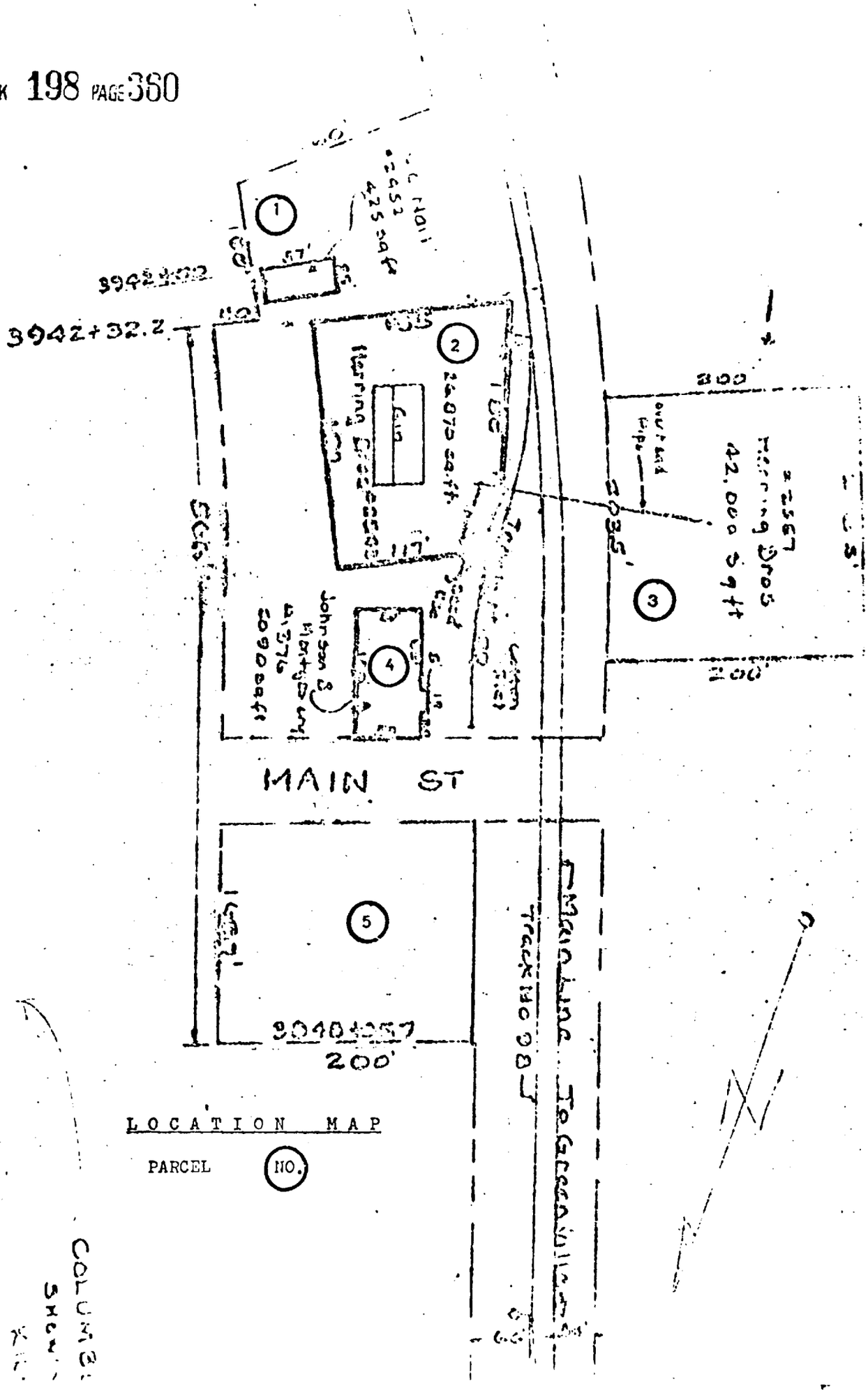
BOOK 198 PAGE 358



PARCEL NO.	CONTRACT NO.	LESSEE	* PAGE NO.
1	2452	W. C. Hall	23
2	2543	Herring Bros.	23
3	2557	Herring Bros.	23
4	1376	Johnson & Montgomery	24
5	None	Vacant	24

* PAGE NO. See original Appraisal Report dated February 14, 1967.

BOOK 198 PAGE 360



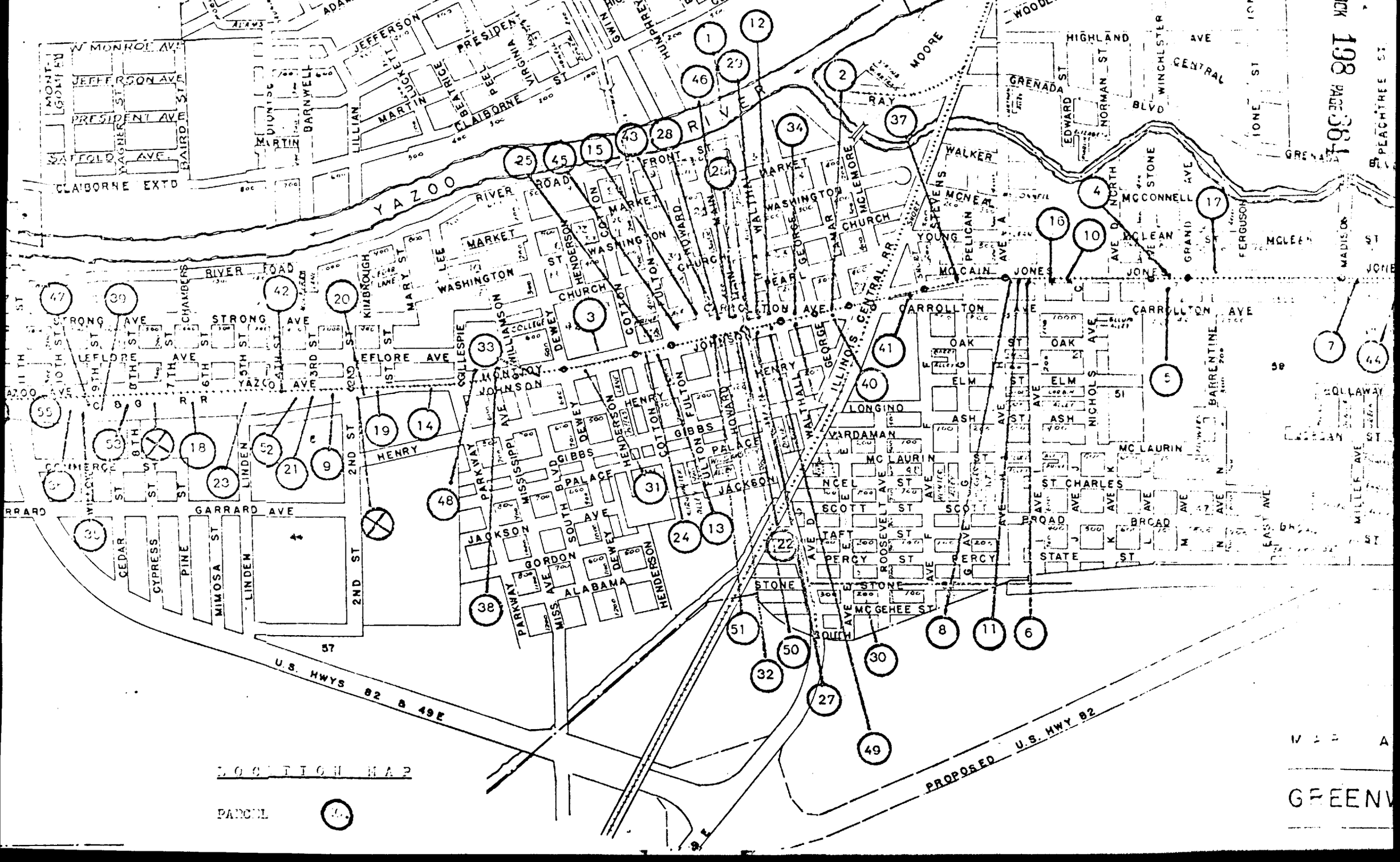
PARCEL NO.	CONTRACT NO.	LESSEE	* PAGE NO.
1	23	Delta Feed Co.	145
2	528	City of Greenwood	145
3	548	City of Greenwood	146
4	552	D. W. Boyd	146
5	618	D. W. Boyd	147
6	696	R. A. Billups	147
7	788	Arkansas Fuel Co.	148
8	1027	J. H. Freeman	148
9	1241	S. L. McGinnis	149
10	1242	Greenwood Lbr. Co.	149
11	1243	J. H. Freeman	150
12	1319	H. Y. Kitchell	150
13	1382	Greenwood Utilities	151
14	1555	City of Greenwood	151
15	1629	Harry Goldberg	152
16	1700	Billups Petro. Co.	152
17	1989	D. W. Boyd	153
18	2081	Greenwood Delta Gin	153
19	2159	Mrs. A. M. Aven	154
20	2168	Mrs. A. M. Aven et al	154
21	2212	P. L. McGinnis	155
22	2261	W. C. Bain	155
23	2287	Choctaw, Inc.	156
24	2297	City of Greenwood	156
25	2331	City of Greenwood	157
26	2352	Spur Dist. Co.	157

PARCEL NO.	CONTRACT NO.	LESSEE	PAGE NO.
27	2354	Mrs. A. M. Avon	158
28	2371	Harry Goldberg	158
29	2384	Delta Feed Co.	159
30	2411	Geo. B. Young	159
31	2422	City of Greenwood	160
32	2443	W. C. Bain	160
33	2448	B. M. Carr	161
34	2468	E. C. Parham	161
35	2504	J. J. Ferguson	162
36	2505	J. J. Ferguson	162
37	2511	D-X Sunray	163
38	2530	City of Greenwood	163
39	2542	Greenwood Elev. Co.	164
40	2554	Monsanto Chem. Co.	164
41	2562	McBee & Triplett	165
42	2609	J. H. Hargrove	165
43	2618	Steele Furn. Co.	166
44	2624	New Farmers Gin	166
45	2625	Russell Co.	167
46	2629	Continental Sou.	167
47	2640	J. J. Ferguson	168
48	2661	City of Greenwood	168
49	2662	J. M. Parkerson	169
50	2692	W. C. Bain	169
51	2729	N. T. Gray	170
52	2739	Gresham & McPherson	170

PARCEL NO.	CONTRACT NO.	LESSEE	* PAGE NO.
53	Proposed	Greenwood Sheet Metal Co.	171
54	2194 (Old)	Greenwood Block & Tile Co.	171
55	No Contract	** Potential	172

* PAGE NO. See original Appraisal Report dated February 14, 1966.

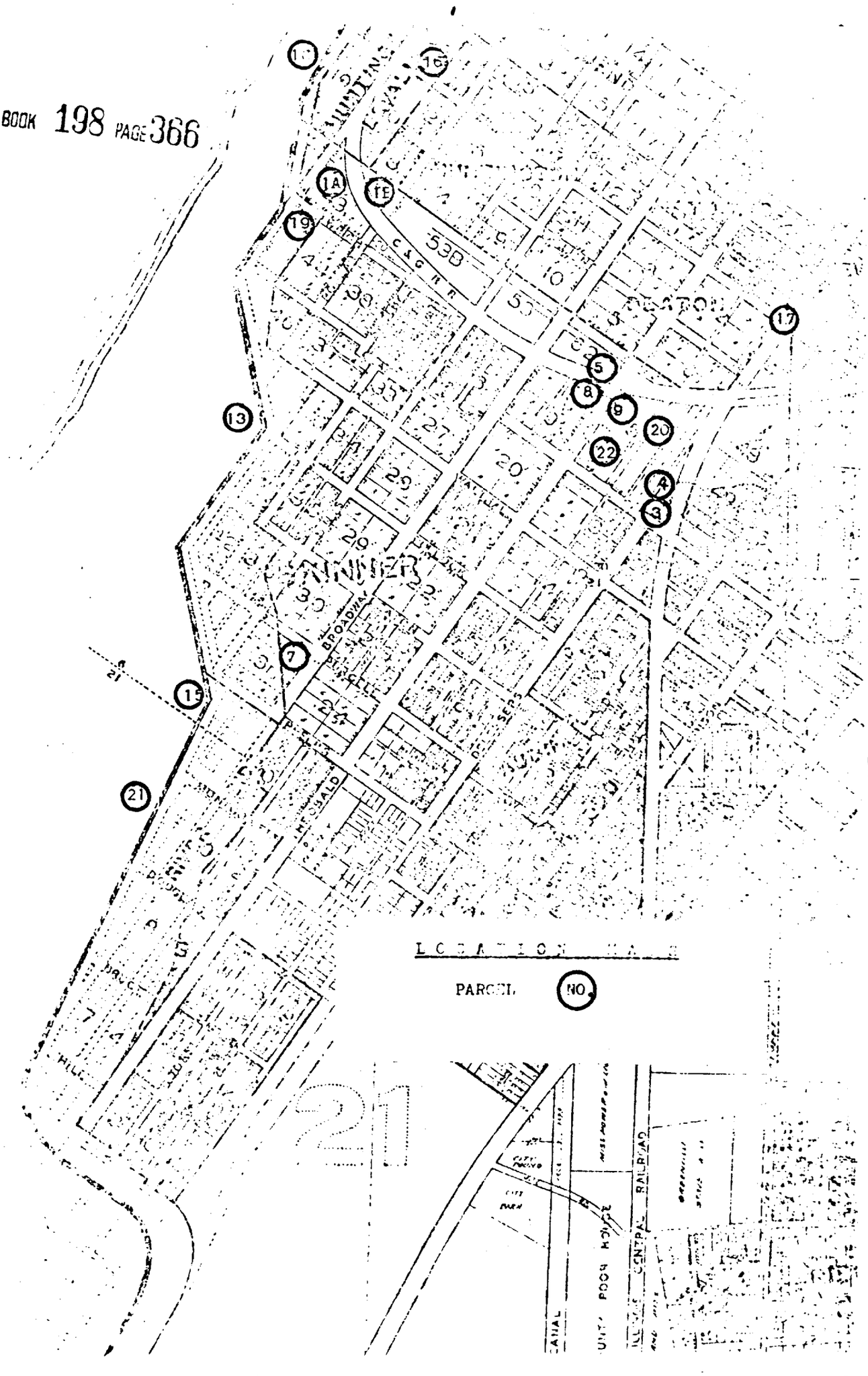
** See original Appraisal Report dated February 14, 1966 for description of land and plat, Pages 143 and 144.


W MONROE AVE
JEFFERSON AVE
PRESIDENT AVE
SAFFOLD AVE
CLAIBORNE EXTD
JEFFERSON ST
MARTIN LUTHER KING
PRESIDENT ST
VIRGINIA ST
CLAIBORNE ST
BARNWELL
LILLIAN
BAIRD ST
YAZOO RIVER
ROAD
FRONT ST
MARKET
WASHINGTON
CHURCH
HENDERSON
COTTON
FULTON
HOWARD
MAIN
WALTHALL
LAMAR
MCLEMORE
PEARL
GEORGE
STEVENS
MCNEA
YOUNG
PELICAN
MCCAIN
JONES
CARROLLTON AVE
OAK ST
ELM ST
ASH ST
MC LAURIN
NCEL ST
SCOTT ST
TAFT ST
PERCY ST
STONE
MC GEHEE ST
SOUTH
STATE ST
ST CHARLES
BROAD
NICHOLS AVE
BARRENTINE
ILLINOIS CENTRAL RR
HIGHLAND AVE
GRENADA ST
BLVD
WINCHLSTER
CENTRAL
EDWARD
NORMAN ST
IONE ST
MOORE
RAY
WALKER
MCCONNELL
MCLEAN
GRAND AVE
FERGUSON
MADISON
PEACHTREE
STRONG AVE
LEFLORE AVE
YAZOO AVE
GARRARD AVE
CHAMBERS
KILBROUGH
MARY LEE
COLLEGE
COLLEGE ST
COLLEGE AVE
COLLESPIE
WILLIAMSON
DEWEY
JOHNSON
GIBBS
SOUTH BLVD
PALACE
MISSISSIPPI
PARKWAY
ALABAMA
GORDON
JACKSON
HENRY
LINDEN
CEDAR
CYPRESS
PINE
MIMOSA ST
2ND ST
1ST ST
3RD ST
4TH ST
5TH ST
6TH ST
7TH ST
8TH ST
9TH ST
10TH ST
11TH ST
CONVERSE ST
LONGINO
YARDAMAN
HOLLAWAY
MILLER AVE
EAST BROAD
U.S. HWYS 82 & 49E
PROPOSED U.S. HWY 82
LOCATION MAP
PARCEL

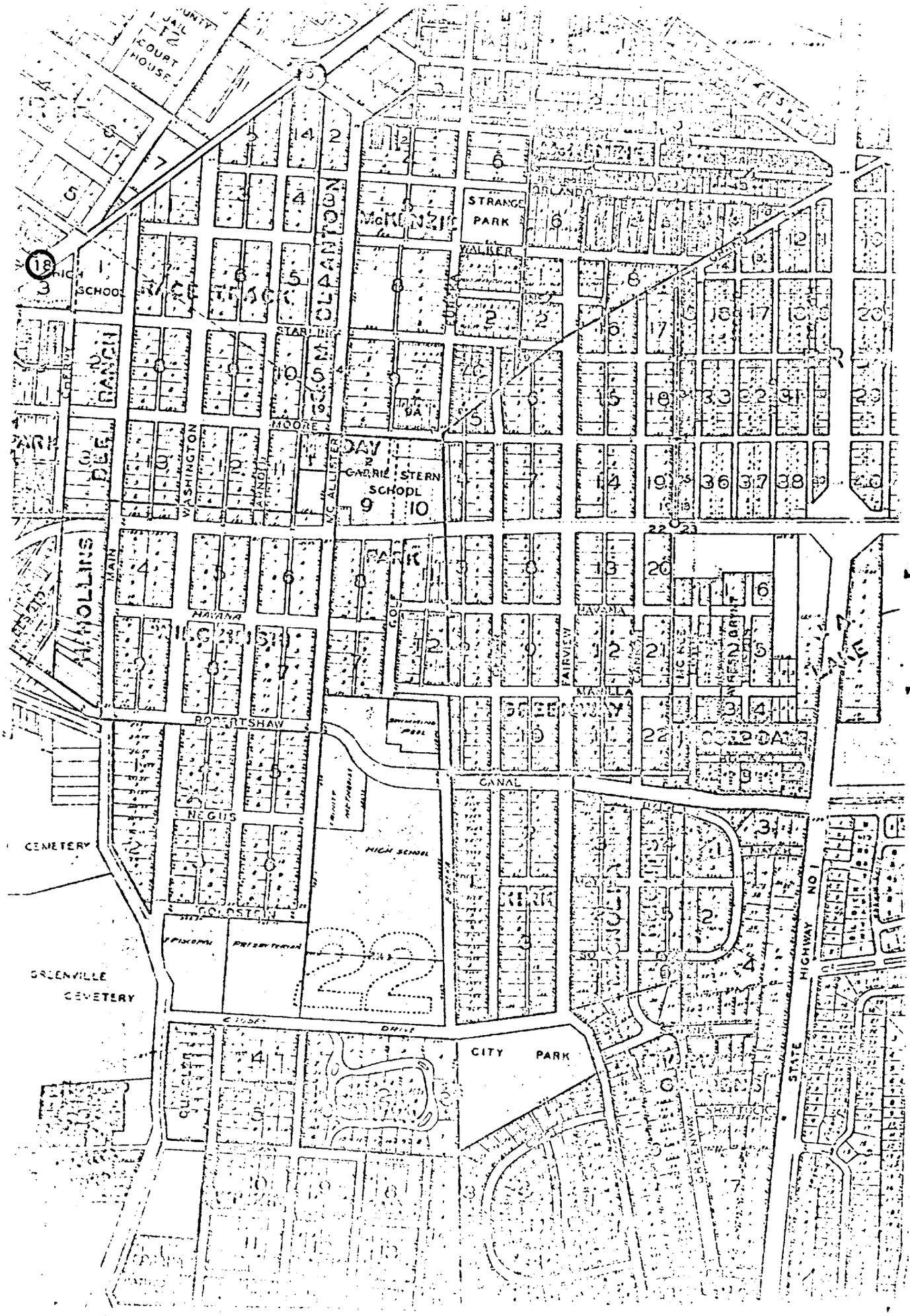
PARCEL NO.	CONTRACT NO.	LESSEE	* PAGE NO.
1-A	538	Chicago Mill & Lbr. Co.	74
1-B	538	Chicago Mill & Lbr. Co.	74
1-C	538	Chicago Mill & Lbr. Co.	74
2	716	Wolcott & Steele	75
3	1164	Burdine & Ross	75
4	1331	Burdine & Ross	75
5	1444	Robert O. May	76
6	1518	F. Dallriva & P. Lemonis	76
7	2111	Rode Ready Mix Concrete Co.	77
8	2188	Mississippi Power & Light Co.	77
9	2204	H. I. Melton	77
10	2227	Riverside Poster Adv. Co.	78
11	2228	Riverside Poster Adv. Co.	78
12	2263	Washington County	78
13	2294	Joel Hawkins	79
14	2308	Monsanto Chemical Co.	79
15	2330	Paul Sullivan	79
16	2407	Chicago Mill & Lbr. Co.	80
17	2438	Mrs. George Nichols	80
18	2550	Bd. Trustees, Greenville	80
19	2568	D-X Sunray Oil Co.	81
20	2592	Concrete Products Co.	81
21	2663	B. Taylor & C. E. Calloway	81
22	2716	Baird & Company	82
23	2726	Burdine & Company	82

* PAGE NO. See original Appraisal Report dated November 9, 1965

BOOK 198 PAGE 366



CROWN OF LEVEE
LEVEE
TRI-STATE STOCKYARDS
HORSESHOE BAYOU 1ST
COLORED SCHOOL
FRISBY PARK
PROTECTION
LEVEE
THEOBALD
NELSON
CYPRESS
MAGNOLIA
AIRE
BELLE AIRE
UNION
DELTA COMPRESS
GREENVILLE COMPRESS
BELLE MEADE
HIGHWAY NO 1
STARLING
DELESSEPS
HARVEY
SIXTH
EDISON


COURT HOUSE
STRANGE PARK
WALKER
McKENZIE
McCLANTOON
RACE TRACK
HIGH SCHOOL
STARLING
MOORE
DAY
GARRIE STERN SCHOOL
WASHINGTON
MC ALLISTER
DEE RANCH
HOLLINS
MAIN
PARK
HAVANA
FAIRVIEW
MANILLA
ROBERTSHAW
CANAL
NEGUS
CEMETERY
HIGH SCHOOL
GOLDSTEIN
GREENVILLE CEMETERY
CITY PARK
STATE HIGHWAY NO 1
SHATTUCK

QUALIFICATIONS OF THE APPRAISER
ROBERT C. MALONE

Realtor, Developer, Builder, Appraiser and Inspector 23 years

Federal Housing Administration - Fee Appraiser and Inspector

Veterans Administration - Fee Appraiser and Inspector

Small Business Administration - Fee Appraiser

TVA - Fee Appraiser

Mississippi Highway Department - Fee Appraiser

Jefferson Standard Life Insurance Company - Fee Appraiser

Commonwealth Life Insurance Company - Fee Appraiser

Piedmont Southern Life Insurance Company - Fee Appraiser

Reid-McGee & Company - Fee Appraiser

Kimbrough Investment Company - Fee Appraiser

Wortman and Mann, Inc. - Fee Appraiser

Bailey Mortgage Company - Fee Appraiser

Mortgage Guaranty Insurance Corporation - Fee Appraiser

First Federal Savings and Loan Association - Fee Appraiser

Columbus Savings and Loan Association - Fee Appraiser

American-Bosch Credit Union - Fee Appraiser

Pure Oil Company - Fee Appraiser

Columbus & Greenville Railroad - Fee Appraiser

Corporation Relocation - Fee Appraiser

Numerous Miscellaneous Lending Agencies - Fee Appraiser

Member of Local, State and National Association of Real Estate Boards

Member of American Right-Of-Way Association

ILLINOIS CENTRAL GULF RAILROAD COMPANY

CERTIFICATE

I, JOHN B. GOODRICH, Secretary of ILLINOIS CENTRAL GULF RAILROAD COMPANY, a corporation organized and existing under the laws of the State of Delaware (hereinafter called Central Gulf) HEREBY CERTIFY, as such Secretary and under the seal of Central Gulf, that the Agreement and Plan of Merger dated as of April 7, 1969, to which this certificate is attached, among ILLINOIS CENTRAL INDUSTRIES INC., a corporation organized and existing under the laws of the State of Delaware (hereinafter called Industries), COLUMBUS AND GREENVILLE RAILWAY COMPANY, a corporation organized and existing under the laws of the State of Mississippi (hereinafter called Columbus) and Central Gulf providing for the merger of Columbus into Central Gulf, which shall be the surviving corporation, and for the exchange of the capital stock of Columbus for shares of the Common Stock of Industries, was duly submitted to the Board of Directors of Central Gulf at a meeting of said Board of Directors duly called and held in accordance with the laws of the State of Delaware and the By-laws of Central Gulf; that said Agreement and Plan of Merger was approved by said Board of Directors in accordance with the laws of the

State of Delaware; that thereby said Agreement and Plan of Merger was at said meeting duly adopted as the act of the Board of Directors of Central Gulf and pursuant to Section 251(f) of the Delaware General Corporation Law became the duly adopted agreement and act of Central Gulf without any vote of the shareholder of Central Gulf; that as of the date hereof the outstanding shares of Central Gulf are such as to render said Section 251(f) inapplicable in that no shares of common stock of Central Gulf, the surviving corporation, and no shares, securities or obligations convertible into such stock are to be issued or delivered under said Agreement and Plan of Merger; and that the Certificate of Incorporation of Central Gulf, as heretofore amended and as in effect on the date of the merger provided for in said Agreement and Plan of Merger, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving said merger.

WITNESS my hand and the seal of Illinois Central Gulf Railroad Company, on this 22nd day of September 1972.

Secretary

[CORPORATE SEAL]

COLUMBUS AND GREENVILLE RAILWAY COMPANY

CERTIFICATE

I, W. B. WEBB , Secretary of COLUMBUS AND GREENVILLE RAILWAY COMPANY, a corporation organized and existing under the laws of the State of Mississippi (hereinafter called Columbus), hereby certify, as such Secretary and under the seal of Columbus, that the Agreement and Plan of Merger dated as of April 7, 1969, to which this certificate is attached, among ILLINOIS CENTRAL INDUSTRIES, INC., a corporation organized and existing under the laws of the State of Delaware, ILLINOIS CENTRAL GULF RAILROAD COMPANY, a corporation organized and existing under the laws of the State of Delaware, and Columbus, providing for the merger of Columbus into Illinois Central Gulf Railroad Company, which shall be the surviving corporation, was duly submitted to the shareholders of Columbus at a meeting of such shareholders duly called and held in accordance with the laws of the State of Mississippi, with notice that one purpose of the meeting was to consider and take action upon said Agreement and Plan of Merger; that said Agreement and Plan of Merger was approved by the shareholders of Columbus in accordance with the laws of the State of Mississippi; and that thereby said Agreement and Plan of Merger was at said meeting duly adopted as the act of the shareholders of Columbus and became the duly adopted

agreement and act of Columbus.

WITNESS my hand and the seal of Columbus and Greenville Railway Company on this 22nd day of September 1972.

Secretary

[CORPORATE SEAL]

BOOK 198 PAGE 374

The ABOVE AGREEMENT AND PLAN OF MERGER, having been executed on behalf of each corporate party thereto, and having been adopted separately by each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Delaware, and the Corporation Law of the State of Mississippi, the President and Secretary or Assistant Secretary of each corporate party thereto does now hereby execute the said Agreement and Plan of Merger and the Secretary or Assistant Secretary of each corporate party thereto does now hereby attest the Agreement and Plan of Merger under the corporate seals of their respective corporations, as the respective act, deed and agreement of each of said corporations, as of this 21st day of September 1972.

ILLINOIS CENTRAL GULF RAILROAD COMPANY,

by _____
President

[CORPORATE SEAL]

Attest:

_____
Secretary

by _____
Secretary

COLUMBUS AND GREENVILLE RAILWAY COMPANY,

by _____
President

[CORPORATE SEAL]

Attest:

_____
Secretary

by _____
Secretary

5N

ILLINOIS CENTRAL INDUSTRIES, INC.,

by _____
President

[CORPORATE SEAL]

Attest:

_____
Assistant Secretary

by _____
Assistant Secretary

BOOK 198 PAGE 376

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

BE IT REMEMBERED that on this 22nd day of September, 1972, personally came before me, a Notary Public in and for the County and State aforesaid, Alan S. Boyd, President of Illinois Central Gulf Railroad Company, a corporation of the State of Delaware, party to the foregoing Agreement and Plan of Merger, and he duly executed said Agreement and Plan of Merger before me and acknowledged the said Agreement and Plan of Merger to be his act and deed and the act and deed of said corporation and that the facts stated therein are true; and that the seal affixed to said Agreement and Plan of Merger and attested by the Secretary of said corporation is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Marian L. Peterson
Notary Public

My Commission Expires July 22, 1974

BOOK 198 PAGE 377

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

BE IT REMEMBERED that on this 22nd day of September, 1972, personally came before me, a Notary Public in and for the County and State aforesaid, John B. Goodrich, Secretary of Illinois Central Gulf Railroad Company, a corporation of the State of Delaware, party to the foregoing Agreement and Plan of Merger, and he duly executed said Agreement and Plan of Merger before me and acknowledged the said Agreement and Plan of Merger to be his act and deed and the act and deed of said corporation and that the facts stated therein are true; and that the seal affixed to said Agreement and Plan of Merger and attested by the Secretary of said corporation is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Notary Public

My Commission Expires July 22, 1974

BOOK 198 PAGE 378

STATE OF MISSISSIPPI,)
) ss.:
COUNTY OF Lowndes)

BE IT REMEMBERED that on this 20th day of September 1972, personally came before me, a Notary Public in and for the County and State aforesaid, R. C. Stovall, Jr, President of Columbus and Greenville Railway Company, a corporation of the State of Mississippi, party to the foregoing Agreement and Plan of Merger, and he duly executed said Agreement and Plan of Merger before me and acknowledged the said Agreement and Plan of Merger to be his act and deed and the act and deed of said corporation and that the facts stated therein are true; and that the seal affixed to said Agreement and Plan of Merger and attested by the Secretary of said corporation is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

John B. Kellum
Notary Public

My Commission Expires May 4th, 1974

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

BE IT REMEMBERED that on this 22nd day of September, 1972, personally came before me, a Notary Public in and for the County and State aforesaid, S. E. G. Hillman, President of Illinois Central Industries, Inc., a corporation of the State of Delaware, party to the foregoing Agreement and Plan of Merger, and he duly executed said Agreement and Plan of Merger before me and acknowledged the said Agreement and Plan of Merger to be his act and deed and the act and deed of said corporation and that the facts stated therein are true; and that the seal affixed to said Agreement and Plan of Merger and attested by the Assistant Secretary of said corporation is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Notary Public

My Commission Expires July 22, 1974

BOOK 198 PAGE 380

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

BE IT REMEMBERED that on this 22nd day of September, 1972, personally came before me, a Notary Public in and for the County and State aforesaid, E. H. Cahill, Assistant Secretary of Illinois Central Industries, Inc., a corporation of the State of Delaware, party to the foregoing Agreement and Plan of Merger, and he duly executed said Agreement and Plan of Merger before me and acknowledged the said Agreement and Plan of Merger to be his act and deed and the act and deed of said corporation and that the facts stated therein are true; and that the seal affixed to said Agreement and Plan of Merger and attested by the Assistant Secretary of said corporation is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Marian L. Johnson
Notary Public
My Commission Expires July 22, 1974

BOOK 198 PAGE 351

STATE OF MISSISSIPPI

EXECUTIVE OFFICE

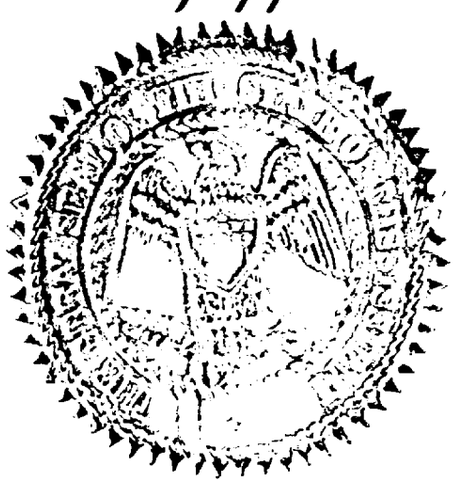
Jackson

The within and foregoing Amendment to the Charter of Incorporation of

RANKIN COUNTY BANK

BRANDON, MISSISSIPPI

is hereby approved.



In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 29th day of September, 1972.

William L. Waller

Governor.

Attest:

A RESOLUTION ADOPTED BY THE BOARD OF DIRECTORS OF RANKIN COUNTY BANK, AMENDING THE ARTICLES OF INCORPORATION TO INCREASE THE CAPITAL STOCK OF RANKIN COUNTY BANK.

(Excerpt from Minutes of Directors Meeting- Held September 19,1972)

RESOLVED, first that the capital stock of this bank be increased in the sum of $61,590.00 by the declaration and issuance to the holders of out-standing common capital stock of a stock dividend in the sum of $61,590.00 to be accomplished by the issuance of 6159 additional shares of common capital stock of the par value of $10.00 per share, such new shares to be issued and delivered to the holders of common stock on the basis of one (1) additional share of common stock for each ten (10) shares of common stock standing in the name of each stockholder on the books of this bank as of this date; this dividend to be accomplished by the issuance of 6,150.1 additional shares out of the surplus and/or undivided profits of this bank and by the issuance and sale of 8.9 shares of common capital stock.

RESOLVED, second, that the Articles of Incorporation, as amended, be further amended by striking out Section 1 of Article 3 and inserting, in lieu thereof, the following:

Article 3 (1) Amount, Classes and shares of Capital Stock:

The amount of Capital Stock of the Corporation shall be $676,600.00, divided into classes and shares as follows:

(a) $676,600.00 par value of common capital stock divided into 67,660 shares of the par value of $10.00 per share.

RESOLVED, third, that the officers of this bank be and they are hereby authorized and empowered to do and perform any and all acts in connection with (a) the issuance of 6159 additional shares of common stock; (b) the completion of the amendments to the Articles of Incorporation in order to carry out the foregoing; all as more fully set forth herein.

RESOLVED, fourth, that the above mentioned increase of capital stock and the amendment of the Charter be accomplished by the officers of this bank at any time prior to December 10, 1972.

RESOLVED, this the 19th day of September, 1972.

CHAIRMAN OF THE BOARD

ACTING SECRETARY

A RESOLUTION OF THE BOARD OF DIRECTORS OF RANKIN COUNTY BANK PROVIDING THAT NO FRACTIONAL SHARES OF COMMON STOCK SHALL BE ISSUED IN CONNECTION WITH THE INCREASE THIS DAY AUTHORIZED IN THE COMMON CAPITAL STOCK OF RANKIN COUNTY BANK OR OTHERWISE.

BE IT RESOLVED by the Board of Directors of Rankin County Bank, that, in the issuance of the common stock dividend this day authorized, no fractional shares shall be issued, but warrants shall be issued indicating rights to fractional shares, which warrants shall be transferable and full shares shall be issued when and if the holders of said warrants may acquire or accumulate the same so as to be entitled to one (1) or more full shares, provided, however, that all warrants not accumulated and used in the acquisition of full shares within sixty (60) days from the date thereof shall be cancelled by the President of this bank and may be sold by the President to any person desiring to purchase same.

BE IT FURTHER RESOLVED that in the future transfer of stock on the books of this bank, no fractional shares shall be issued.

RESOLVED, this the 19th day of September, 1972.

BOOK 198 PAGE 385

State of Mississippi

Department of Bank Supervision

JACKSON

The within and foregoing Amendment to the Charter of Incorporation of

RANKIN COUNTY BANK

BRANDON, MISSISSIPPI

is here approved.

In testimony whereof, I have hereunto set my hand and caused the Seal of the Department of Bank Supervision State of Mississippi to be affixed, this 27th *day of* September *1972*

HORACE STEELE
STATE COMPTROLLER

BY: Alanson V. Turnbough
Deputy STATE COMPTROLLER.
Alanson V. Turnbough

BOOK 198 PAGE 586

Rankin County Bank

Dear Sir:

The regular meeting of the stockholders of the Rankin County Bank, Brandon, Mississippi will be held on January 11, 1972, at 2 o'clock P.M. in the Directors' Room in the main office of Rankin County Bank at 106 Government Street in the City of Brandon, Mississippi, for the purpose of transacting the following business:

1. The election of Directors.

2. To consider a resolution authorizing the Board of Directors, at its discretion, and if conditions warrant, (a) to increase the capital stock of the corporation at any time during the year of 1972 by the declaration of a common stock dividend, with the source from which the dividend is derived subject to the approval of the State Comptroller; (b) to adopt an appropriate amendment to the Articles of Incorporation of the bank, reflecting such increase; (c) to adopt an appropriate resolution regarding the issuance of warrants for fractional shares to avoid the issuance of any certificate for a fractional share.

3. The transaction of such other business as may properly come before said meeting.

Please sign and return the enclosed proxy even though you intend to attend the meeting, as it is necessary that at least two-thirds of the outstanding shares of stock be voted in favor of these matters for them to be adopted. We hope you will be present, and if you are, your proxy will be returned.

Very sincerely,

D. F. Calfee, President

A RESOLUTION OF THE STOCKHOLDERS OF RANKIN COUNTY BANK AUTHORIZING THE BOARD OF DIRECTORS, AT ITS DISCRETION, TO DECLARE A STOCK DIVIDEND.

BE IT RESOLVED by the stockholders of Rankin County Bank, that the Board of Directors of Rankin County Bank is hereby authorized, at its discretion, and if conditions warrant, (a) to increase the capital stock of the corporation at any time during the year of 1972 by the declaration of a common stock dividend, with the source from which the dividend is derived subject to the approval of the State Comptroller; (b) to adopt an appropriate amendment to the Articles of Incorporation of the bank, reflecting such increase; (c) to adopt an appropriate resolution regarding the issuance of warrants for fractional shares to avoid the issuance of any certificate for a fractional share.

RESOLVED this the 11th day of January, 1972.

At a regular meeting of the stockholders of the Rankin County Bank, Brandon, Mississippi, held on the 11th day of January, 1972, the foregoing resolution was adopted by the following vote, representing more than two-thirds of the common stock of the bank outstanding, no preferred stock being outstanding:

Total number of shares of common stock outstanding	61,501
Total number of shares of common stock represented at the meeting	49,277
Total number of shares of common stock voted in favor of resolution	49,277
Total number of shares of common stock voted against the resolution	None

I hereby certify that the foregoing is a true and correct report of the vote and of the resolution adopted at a meeting of the stockholders of the bank held on the date mentioned and that a complete list of the stockholders voting therefor and of the number of shares voted by each is on file in this bank.

President

Sworn to and subscribed before me, this the 11th day of January, 1972.

Notary Public

My Commission Expires Sept. 14, 1974

AMENDMENTS TO ARTICLES OF INCORPORATION
of
RANKIN COUNTY BANK.

RESOLVED, first, that the capital stock of this bank be increased in the sum of SIXTY ONE THOUSAND FIVE HUNDRED TEN DOLLARS, in the following manner, to-wit:

(a) By the declaration and issuance to the holders of outstanding common capital stock of a stock dividend in the issuance of 6150.1 additional shares of common stock of the par value of $10.00 per share, such new shares to be issued and delivered to the holders of common capital stock on the basic of one (1) additional share of common capital stock for each ten (10) shares of common capital stock standing in the name of each stockholder on the books of this bank as of this date; and that such common capital stock dividend be issued out of the surplus and/or undivided profits of this bank.

(b) By the issuance and sale of 8.9 additional shares of common capital stock of the par value of $10.00 per share; such additional shares to be sold at a price of $130.00 per share, and in the issuance and sale of such additonal 8.9 shares of said common capital stock, the shareholders of this bank shall have no preemptive rights, but same may be sold at said price, in such manner, as the Board of Directors of the bank may direct.

(c) The Board of Directors also authorized management to use the paid in surplus on the 8.9 shares to be sold to charge down furniture and fixtures in the amount of $1068.00. In order not to have that small amount of paid in surplus commingled with the Banks earned surplus.

RESOLVED, second, that the Articles of Incorporation, as amended, be further amended in the following particulars:

RESOLVED, second, that the Articles of Incorporation, as amended, be further amended by striking out Section 1 of Article 3 and inserting, in lieu thereof, the following:

"Article 3 (1) Amount, Classes and shares of Capital Stock: The amount of Capital Stock of the corporation shall be $676,600.00, divided into classes and shares as follows:

(a) $676,600.00 par value of common capital stock divided into 67,660 shares of the par value of $10.00 per share".

RESOLVED, third, that the officers of this bank be and they are hereby authorized and empowered to do and perform any and all acts in connection with (a) the issuance of 6150.1 additional shares of common stock as a stock dividend, (b) the issuance and sale of said additional 8.9 shares of common stock to be sold; and (c) the completion of the aforesaid amendments to the Articles of Incorporation.

RESOLVED, fourth, that the above mentioned increase of capital stock and the amendment of the Charter be accomplished by the officers of this bank at any time prior to December 10, 1972.

RESOLVED, this 19th day of September, 1972.

Received at the office of the Secretary of State, this the 27th day of September

A. D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
SECRETARY OF STATE.

Jackson, Miss.,

September 29, 1972

I have examined this Amendment to the Charter of incorporation, and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

A. F. Summer
ATTORNEY GENERAL.

By W. J. Coleman
Assistant Attorney General.

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BOOK 198 PAGE 393

State of Mississippi

Office of Secretary of State
Jackson

I, Heber Ladner, Secretary of State, do certify that the amendment hereto attached, amending the Charter of Incorporation of

PROTECTIVE SERVICE LIFE INSURANCE COMPANY, INC.

was pursuant to the provisions of the laws of Mississippi recorded in the Records of Incorporations in this office, in PHOTOSTAT BOOK, NUMBER ONE-HUNDRED NINETY-EIGHT, PAGES 393-400.

Given under my hand and Seal of office hereunto affixed, this 3rd day of October, 1972.

SECRETARY OF STATE OFFICIAL STATE OF MISSISSIPPI

Heber Ladner

SECRETARY OF STATE

RESOLUTION AMENDING ARTICLES OF ASSOCIATION OF PROTECTIVE SERVICE LIFE INSURANCE COMPANY, INC.

BE IT UNANIMOUSLY RESOLVED by the stockholders of Protective Service Life Insurance Company, Inc., that the Articles of Association of the corporation, recorded in Photostat Book No. 112 at pages 131-147 of the Records of Incorporations in the office of the Secretary of State, State of Mississippi, and certified by him on December 21, 1960, as amended by amendment recorded in Photostat Book No. 128 at pages 91-98 of the Records of Incorporations in said office, certified by the Secretary of State on February 7, 1962, as amended by amendment recorded in Photostat Book No. 153 at pages 101-104 of the Records of Incorporations in said office, certified by the Secretary of State on September 17, 1965, the original articles and the amendments being referred to hereinafter collectively as the Charter, be and the same is hereby amended in the following particulars, to-wit:

Article III of the Charter shall henceforth read as follows, to-wit:

The domicile of the corporation is Jackson, Hinds County, Mississippi.

Article IV of the Charter shall henceforth read as follows, to-wit:

The corporation shall be a stock company, shall have authorized capital in the amount of $1,000,000, shall have 1,000,000 shares of common stock and said stock shall have the par value of $1.00 per share. The holders of said stock shall be entitled to all of the privileges and shall be subject to all of the restrictions imposed upon common class of stock by the laws of this jurisdiction.

Article V of the Charter shall henceforth read as follows, to-wit:

The sales price per share of stock shall be set by the Board of Directors which from time to time shall be changed by the Board of Directors.

Article VII of the Charter shall henceforth be amended to include the following, to-wit:

In addition to those purposes already granted this corporation, the general object and purpose additionally shall be:

To carry on the business commonly known as life and health and accident insurance, on a stock plan, contract for the payment of endowments and annuities, or to make and enter into such other contracts, conditioned upon the continuance or cessation of human life.

To have all powers and authorities granted and all limitations under the Mississippi Business Corporation Act when applicable to an insurance company.

And generally to do any and all acts which an insurance corporation may do under the laws and regulations of the State of Mississippi.

Article VIII of the Charter shall henceforth read as follows, to-wit:

In addition to that authority granted in the Articles of Association under Article VIII, as amended, the corporation shall not transact additional business until the following capital and surplus requirements are met so far as is applicable to the additional powers granted by this amendment in Article VII:

Capital - $200,000.00
Surplus - $300,000.00

Authority and limitations in this paragraph shall not in any way interfere with the authority already granted this corporation to operate under its existing and heretofore granted authority.

Article IX shall be added to the Charter and shall read as follows, to-wit:

The Insurance Commissioner of the State of Mississippi is designated as attorney for the service of legal process as provided by law.

The registered office is 3110 Old Canton Road, Jackson, Mississippi, and the registered agent is Gene A. Wilkinson, General Legal Counsel, or James F. Robinson, President, whose address is 3110 Old Canton Road, Jackson, Hinds County, Mississippi.

BE IT FURTHER RESOLVED that all Sections and Articles of said Charter, as amended, except for Sections and Articles thereof amended by this resolution, shall remain as originally granted.

BE IT FURTHER RESOLVED that the President and Secretary of the corporation, or either of them, be and they are authorized to execute an amendment of said Charter in the manner contemplated by law and to do all acts and things necessary or incidental to amending same.

CERTIFICATE

The undersigned, being all of the stockholders of Protective Service Life Insurance Company, Inc., and all of the officers thereof, hereby certify that the foregoing is a true and correct copy of a resolution adopted by the unanimous vote of all of the stockholders of said corporation at an annual meeting of the stockholders held on the 17th day of July, 1972, as the same is reflected in the Minutes of meetings of stockholders of said corporation, and that the same has not been amended, supplemented, modified or otherwise changed, and is still in full force and effect.

This, the 17th day of July, 1972.

James F. Robinson
Stockholder

James F. Robinson, President

Raymond O. Cohen, Stockholder

Raymond O. Cohen, Secretary-Treasurer

Gene A. Wilkinson, Stockholder

William E. Lax, Stockholder

AMENDMENT TO ARTICLES OF ASSOCIATION OF PROTECTIVE SERVICE LIFE INSURANCE COMPANY, INC., AS AMENDED

KNOW ALL MEN BY THESE PRESENTS:

Pursuant to the provisions of the Mississippi Insurance Laws and the Mississippi Business Corporation Act, when applicable, the undersigned insurance corporation adopts the following Articles of Amendment to its Articles of Association:

FIRST: The name of this corporation is PROTECTIVE SERVICE LIFE INSURANCE COMPANY, INC.

SECOND: The following amendment of the Articles of Association was adopted by the shareholders of the corporation on July 17, 1972, in the manner prescribed by law:

Article III of the Charter shall henceforth read as follows, to-wit:

The domicile of the corporation is Jackson, Hinds County, Mississippi.

Article IV of the Charter shall henceforth read as follows, to-wit:

The corporation shall be a stock company, shall have authorized capital in the amount of $1,000,000, shall have 1,000,000 shares of common stock and said stock shall have the par value of $1.00 per share. The holders of said stock shall be entitled to all of the privileges and shall be subject to all of the restrictions imposed upon common class of stock by the laws of this jurisdiction.

Article V of the Charter shall henceforth read as follows, to-wit:

The sales price per share of stock shall be set by the Board of Directors which from time to time shall be changed by the Board of Directors.

Article VII of the Charter shall henceforth be amended to include the following, to-wit:

In addition to those purposes already granted this corporation, the general object and purpose additionally shall be:

To carry on the business commonly known as life and health and accident insurance, on a stock plan, contract for the payment of endowments and annuities, or to make and enter into such other contracts, conditioned upon the continuance or cessation of human life.

To have all powers and authorities granted and all limitations under the Mississippi Business Corporation Act when applicable to an insurance company.

And generally to do any and all acts which an insurance company may do under the laws and regulations of the State of Mississippi.

Article VIII of the Charter shall henceforth read as follows, to-wit:

In addition to that authority granted in the Articles of Association under Article VIII, as amended, the corporation shall not transact additional business until the following capital and surplus requirements are met so far as is applicable to the additional powers granted by this amendment in Article VII:

Capital - $200,000.00
Surplus - $300,000.00

Authority and limitations in this paragraph shall not in any way interfere with the authority already granted this corporation to operate under its existing and heretofore granted authority.

Article IX shall be added to the Charter and shall read as follows, to-wit:

The Insurance Commissioner of the State of Mississippi is designated as attorney for the service of legal process as provided by law.

The registered office is 3110 Old Canton Road, Jackson, Mississippi, and the registered agent is Gene A. Wilkinson, General Legal Counsel, or James F. Robinson, President, whose address is 3110 Old Canton Road, Jackson, Hinds County, Mississippi.

THIRD: The number of shares of the corporation outstanding at the time of the adoption was 1295; and the number of shares entitled to vote thereon was 1295.

FOURTH: There is only one class of stock, all common.

FIFTH: The number of shares voted for such amendment was 1295; and the number of shares voted against such amendment was 0.

SIXTH: The number of shares are all common and, therefore, all are entitled to vote as common.

SEVENTH: The manner, if not stated in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

Each shareholder or stockholder of the corporation shall transfer his existing shares of stock on the basis of 50 shares for each one share outstanding at the time this amendment is adopted, or as soon thereafter as possible.

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital (expressed in dollars) as changed by such amendment, are as follows:

The capital of this corporation is changed from $500,000 to $1,000,000.

Dated July 17, 1972.

PROTECTIVE SERVICE LIFE INSURANCE COMPANY, INC.

BY: James F. Robinson
President

BY: Raymond O. Cohen
Secretary

STATE OF MISSISSIPPI
COUNTY OF HINDS

I, Brenda D. Rogers, a notary public, do hereby certify that on this 17th day of July, 1972, personally appeared before me James F. Robinson, who, being by me first duly sworn, declared that he is the President of Protective Service Life Insurance Company, Inc., that he executed the foregoing document as President of the corporation, and that the statements therein contained are true; and that personally appeared before me Raymond O. Cohen, who, being by me first duly sworn, declared that he is Secretary of Protective Service Life Insurance Company, Inc., that he executed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.

Brenda D. Rogers
NOTARY PUBLIC

My Commission Expires:

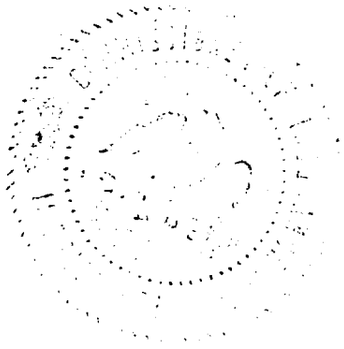
My Commission Expires Sept. 17, 1975

CERTIFICATE

I, Evelyn Gandy, Commissioner of Insurance of the State of Mississippi, do hereby certify that the foregoing Amendment to Charter of Incorporation of Protective Service Life Insurance Company, Inc., of Jackson, Mississippi, has this day been approved by me and the same is hereby referred to the Secretary of State for further handling.

WITNESS MY SIGNATURE, this the 29th day of September, 1972.

Evelyn Gandy
Evelyn Gandy
Commissioner of Insurance



BOOK 198 PAGE 401

State of Mississippi

Office of Secretary of State

Jackson

I, Heber Ladner, Secretary of State, do certify that the amendment hereto attached, amending the Charter of Incorporation of

TOWN OF HICKORY FLAT, MISSISSIPPI

was pursuant to the provisions of the laws of Mississippi recorded in the Records of Incorporations in this office, in PHOTOSTAT BOOK, NUMBER ONE-HUNDRED NINETY-EIGHT, PAGES 401-405.

Given under my hand and Seal of office hereunto affixed, this 3rd day of October, 1972.

SECRETARY OF STATE * STATE OF MISSISSIPPI *

Heber Ladner

SECRETARY OF STATE

IN THE CHANCERY COURT OF BENTON COUNTY, MISSISSIPPI

IN VACATION 1972

BOOK 198 PAGE 402

IN RE: EXTENSION OF BOUNDARIES OF THE TOWN OF HICKORY FLAT, BENTON COUNTY, MISSISSIPPI) CAUSE NO. 3855

ORDER RATIFYING, APPROVING AND CONFIRMING THE ORDINANCE TO ALTER, EXTEND AND ENLARGE THE CORPORATE LIMITS OF THE TOWN OF HICKORY FLAT, BENTON COUNTY, MISSISSIPPI

THERE CAME on to be and was heard on this the 8th day of September, 1972, at the Courthouse in the City of Holly Springs, Mississippi, the Petition of the Town of Hickory Flat, Mississippi, seeking ratification, approval and confirmation of an Ordinance to alter, extend and enlarge the corporate limits and boundaries of the Town of Hickory Flat, Mississippi.

UPON PRESENTATION of evidence by properly sworn witnesses and evidence by official documents, this Court finds as follows:

1. That no objections to the Petition have been filed.

2. That the Town of Hickory Flat is a "Code Charter" or "Code Chapter Charter" municipality and that this cause is governed by Title 16, Article I, Volume 3, Recompiled Code of 1942, and more particularly Sections 3374-10 to 3374-33 of the Mississippi Code of 1942, Annotated and Recompiled.

3. That the Town of Hickory Flat desires to alter, extend and enlarge its corporate limits and boundaries by adding thereto adjacent unincorporated territory. That at the Regular May 1972 Meeting of the Board of Mayor and Aldermen of the Town of Hickory

Flat, Mississippi, held on Tuesday, May 2, 1972, at 6:00 o'clock P. M. at the Town Hall and in strict accordance with requirements of Section 3374-10, Mississippi Code of 1942, Annotated and Recompiled, said Board passed an Ordinance declaring its intention to enlarge by defining with certainty the territory proposed to be annexed, defining the entire boundary as changed and describing in general terms the proposed municipal improvements and municipal services to be rendered within the annexed area and the approximate time they shall be made. That said Ordinance is recorded in the official minutes of said Town in Minute Book No. 2, at pages 284-288 and in Ordinance Book No. 1, at pages 80-84. Further, that said Ordinance was published, as required by Section 3374-72, Mississippi Code of 1942, Annotated and Recompiled, in the Southern Advocate, a weekly newspaper published in the Town of Ashland, Benton County, Mississippi, and circulated throughout Benton County, Mississippi. That said publication was made on Thursday, May 18, 1972, and appears in Volume 66, No. 20 thereof. That, as required by statute, attached to said Petition, marked "Exhibit A," is a certified copy of said Ordinance.

4. That, also attached to said Petition, marked "Exhibit B," is a map of the entire Town, showing the area before the proposed annexation and showing, in a different color, the area proposed to be included in the boundaries of the Town of Hickory Flat, Mississippi.

5. Further, that there shall be made available to the annexed area the following municipal or public services: (a) complete and adequate street lighting; (b) city police protection; and (c) reduction of water rates comparable to rates now charged to customers within the present boundaries of the Town. That, there shall be made available to the annexed area within a reasonable time, not to exceed three (3) years from the date of approval by this Court, the following municipal or public improvements: (a) increased water capacity with larger and more efficient water distribution lines; (b) fire hydrants; (c) reduction of fire

insurance rates; (d) fire protection; (e) measure for elimination of, or protection from, mosquitos and other insects; and (f) the opening of city streets where the same is needed and where the same is economically feasible.

6. Further, that the new sewer system of the Town of Hickory Flat, Mississippi, would be available to portions of the proposed annexed area and would be extended to the other areas as soon as economically feasible.

IT IS THEREFORE, ORDERED that the Ordinance extending and enlarging the corporate limits of the Town of Hickory Flat, Mississippi, be and it is hereby ratified, approved and confirmed, as described in said Ordinance; and from this date hereafter, the boundaries of the Town of Hickory Flat, Benton County, Mississippi, shall be described as follows:

> BEGINNING at the Northeast corner of the Southwest Quarter of Section 27, Township 5 South, Range 1 East, run thence East 1320 feet to a point; run thence South 3300 feet to a point; run thence West 4620 feet to the center of the Northeast Quarter of the Northeast Quarter of Section 33, Township 5 South, Range 1 East; thence North 1320 feet to the center of the Southeast Quarter of the Southeast Quarter of Section 28, Township 5, Range 1 East; thence run West 660 feet; thence run North 1409.1 feet to a point on the North right-of-way of U. S. Highway No. 78; run thence North 87° 45' West, 285.78 feet to a point on the North right-of-way of U. S. Highway No. 78; run thence North 304.92 feet to a point; run thence South 87° 45' East, 285.78 feet to a point; thence run North 265.98 feet to a point on the North boundary line of the Southeast Quarter of Section 28, Township 5 South, Range 1 East, the same being the Northwest corner of the Northeast Quarter of the Southeast Quarter of Section 28, Township 5 South, Range 1 East; and run thence East 3960 feet to the point of beginning.

ORDERED, this the 8th day of September, 1972.

William H. Anderson

WILLIAM H. ANDERSON, CHANCELLOR

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BOOK 198 PAGE 407

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

F & J HOUSING, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 2nd day of October A. D., 1972.

William L. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

RESOLUTION TO INCORPORATE

WHEREAS, F & J Housing Association, an unincorporated association was organized for the purpose of owning and operating a low cost multi-family housing facility, and

WHEREAS, it is necessary and desirable to incorporate as a nonprofit, nonshare corporation, in order to obtain the necessary financial assistance for carrying out such project;

NOW THEREFORE, BE IT RESOLVED that F & J Housing Association be incorporated as a nonprofit, nonshare corporation under the provisions of Section 5310. 1, Revised Code of Mississippi of 1942, and amendments thereto, for the purpose of owning and operating a low cost multi-family housing facility, that Lavern N. Hyer, Jerry D. Hyer and Fred N. Hyer, being members of the association and adult resident citizens of the State of Mississippi, be and they are hereby authorized and directed to apply for such charter of incorporation.

CERTIFICATE

I, Lavern N. Hyer, Secretary of F & J Housing Association, do hereby certify that the above and foregoing is a true copy of the Resolution to Incorporate adopted by the members of the association on the 22nd day of September, 1972.

Lavern N. Hyer

Lavern N. Hyer, Secretary
F & J Housing Association

THE CHARTER OF INCORPORATION OF

F & J HOUSING, INC.

1. The corporate title of said company is: F & J Housing, Inc.

2. The names and post office addresses of the incorporators are:

Name	Street & No.	City	State
Lavern N. Hyer		Darlove	Mississippi
Jerry D. Hyer		Darlove	Mississippi
Fred N. Hyer		Darlove	Mississippi

All of the above named incorporators are adult resident citizens of the State of Mississippi and a certified copy of the resolution of F & J Housing Association, authorizing, directing and empowering said incorporators to make application for a grant of charter is attached hereto in aid of this application for charter for said association.

3. The domicile is at Darlove, Mississippi.

4. This corporation is a non-profit, nonshare corporation and is organized pursuant to Section 5310. 1, Revised Code of Mississippi of 1942, and amendments thereto for the purpose of promoting the general social welfare of the community by providing low cost housing and related facilities for domestic farm labor. Type of organization: to provide uniform low cost multi-family housing.

This corporation shall not have capital stock. It shall be composed of members rather than shareholders. The conditions and regulations of membership and the rights or other privileges of classes of members shall be determined and fixed by the bylaws.

5. The period of existence shall be perpetual.

6. The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

to acquire, construct, provide and operate housing and related facilities for use of farm labor, without regard to race, color, creed or national origin;

to acquire, improve, and operate any real or personal property or interest or rights therein or appurtenant thereto;

to sell, convey, assign, mortgage, or lease any real or personal property.

to borrow money and to execute such evidence of indebtedness and such contracts, agreements and instruments as may be necessary, and to execute and deliver any mortgage, deed of

trust, assignment of income or other security instrument in connection therewith; and

to do all things necessary and appropriate for carrying out and exercising the foregoing purposes and powers.

The number of directors on the permanent board shall be fixed by the Bylaws. The incorporators shall constitute the initial and temporary board and the members shall meet within a convenient time after the registration of these articles of incorporation for the purpose of [redacted] conducting business and taking such other action as necessary to protect the organization of the corporation.

In the event of the dissolution of this corporation or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property, and assets of the corporation shall go and be distributed to one or more such nonprofit corporations or municipal corporations as may be selected by the board of directors of this corporation to be used for, and devoted to, the purpose of carrying on a non-profit housing project for domestic farm labor or other purpose to promote the general social welfare of the community. In no event shall any of the assets or property in the event of the dissolution thereof go or be distributed to members either for the reimbursement of any sum described, donated, or contributed by such members, or for any other purpose; provided that nothing herein shall prohitit the corporation from paying its just debts.

7. This corporation shall not be required to make publication of its Charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall vest in each member the right to one vote in the election of all officers, shall make loss of membership by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors. Expulsion shall be the only remedy for non-payment of dues.

The balance, if any, of all money received by the corporation from its operations, after payment in full of all operating expenses, debts, and obligations of the corporation of whatsoever kind and nature as they become due, shall be used to make advance payments on any loans owed by the corporation, to lower the lease-rental charge to occupants of the housing, or for some related purpose.

Signatures:

Lavern N. Hyer

Jerry D. Hyer

Fred N. Hyer

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

WASHINGTON COUNTY

This day personally appeared before me, the undersigned authority Lavern N. Hyer, Jerry D. Hyer, and Fred N. Hyer, incorporators of the corporation known as F & J Housing, Inc. who acknowledged that they signed and executed the above and foregoing articles of incorporation as their act and deed on this 22nd day of September, 1972.

Durwood Ruegger
Notary Public

My Comm. Exps: 6/23/75

F. DUR. GWD RUEGGER, WASH. NOTARY PUBLIC WASHINGTON COUNTY, MISS.

Received at the office of the Secretary of State this the 25th day of September A. D., 1972 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Helen Dean
Secretary of State

Jackson, Miss., Sept. 29, 1972.

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By: George H. Swindall
SPECIAL Assistant Attorney General

BOOK 198 PAGE 412

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

BUDDY MATHIS EVANGELISTIC MINISTRIES, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 2nd day of October A. D., 1972.

William V. Waller

Governor

By the Governor

Heber Ladner

Secretary of State

THE BUDDY MATHIS EVANGELISTIC ASSOCIATION

Pascagoula, Mississippi

RESOLUTION

WHEREAS, the members of The Buddy Mathis Evangelistic Association have determined that in order to accomplish the purposes of the Association, it will be necessary for the Association to acquire and own real and personal property, hire personnel to assist in the operation and management of the Association, and to incur indebtedness; and

WHEREAS, the members of the Byron E. Mathis Evangelistic Association have further determined that its purposes may also be accomplished through the publication of religious material and the utilization of television and radio media for the broadcasting of programs of a religious nature; and

WHEREAS, in order to accomplish the foregoing it is necessary for the Buddy Mathis Evangelistic Association to be incorporated as a non-profit, non-share corporation;

NOW THEREFORE, BE IT RESOLVED, that the Executive Committee of this Association be and they are hereby authorized to take whatever steps necessary to incorporate this Association as a non-profit, non-share corporation under the laws of the State of Mississippi; and be it

RESOLVED further that Byron E. Mathis, James V. Miller and F. E. Smith be and they are hereby authorized to make application to the Secretary of State of the State of Misissippi for a Charter of Incorporation; and be it

RESOLVED further that the name to be used in said application shall be Buddy Mathis Evangelistic Ministries, Inc.

The Buddy Mathis Evangelistic Association

Secretary

CERTIFICATE

I, JOYCE M. MATHIS do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the members of The Buddy Mathis Evangelistic Association on August 31, 1972 as same appears in the Minutes of the Association.

Secretary: (Mrs.) Joyce M. Mathis

ATTEST:

President: Byron E. Mathis

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. Non-profit.

THE CHARTER OF INCORPORATION OF

BUDDY MATHIS EVANGELISTIC MINISTRIES, INC.

1. **The corporate title of said company is:** BUDDY MATHIS EVANGELISTIC MINISTRIES, INC.

2. **The names and post office addresses of the incorporators are:**
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
Byron E. Mathis Date of Birth: Dec. 9, 1926	2057 Market Street,	Pascagoula,	Mississippi
James V. Miller Date of Birth: April 3, 1938	1201 Dupont Street,	Pascagoula,	Mississippi
F. E. Smith Date of Birth: March 30, 1918	803 11th Street,	Pascagoula,	Mississippi

All of the above incorporators are adult resident citizens of the State of Mississippi.

3. **The domicile is at** 2101 Market Street, Pascagoula, Mississippi 39567
(Street and No.) (City) (State)

4. **(Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)**

The corporation is a religious society as authorized for incorporation by Section 5310.1 of the Mississippi Code of 1942. It is a non-profit corporation and no shares of stock shall be issued.

5. **Period of existence shall be perpetual.**

6. **The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:**

To further the spreading of the Gospel through the evangelistic ministry on an international scale; to own, rent, lease and otherwise acquire such property, both real and personal, as will be necessary and to dispose of said property as and when same becomes necessary; to print, publish, sell and distribute books, papers, tracts, sheet music, tapes and films of a religious nature; and to employ such personnel as may be necessary to accomplish the purposes of the corporation; and to exercise all of those powers conferred upon corporations by Section 4 of the Mississippi Business Corporation Act as shall be reasonably necessary to accomplish the stated purpose of the association being incorporated hereunder.

BOOK 105 PAGE 110

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. The signatures of the incorporators must agree with their names as they appear in the resolution, article 2 of the charter and in the acknowledgment.

Signatures: Byron E. Mathis
James V. Miller
F E Smith

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of JACKSON

This day personally appeared before me, the undersigned authority Byron E. Mathis, James V. Miller, F. E. Smith, _____, _____, _____, incorporators of the corporation known as the BUDDY MATHIS EVANGELISTIC MINISTRIES, INC. who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 31st day of August, 1972

William S. Palmer
Notary Public

My Commission Expires Oct. 9, 1974

STATE OF MISSISSIPPI
County of _____

This day personally appeared before me, the undersigned authority _____, _____, _____, _____, _____, _____, incorporators of the corporation known as the _____ who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the _____ day of _____, 19____

_____

Received at the office of the Secretary of State this the 25th day of September A.D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Helen Ladner
Secretary of State

Jackson, Miss., Sept. 29, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By George H. Swindall
Assistant Attorney General
SPECIAL

NOTE:—In case all incorporators are together when acknowledgment is taken, one acknowledgment will be sufficient.

BOOK 198 PAGE 417

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

LINCOLN GARDEN CHURCH OF CHRIST

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 2nd day of October A. D., 1972.

William L. Waller

Governor

By the Governor

Heber Ladner

Secretary of State

AUTHORIZATION TO APPLY FOR CHARTER OF INCORPORATION

The following excerpt is taken from an organization meeting of the members of the Lincoln Garden Church of Christ, Cleveland, Mississippi, held on August 21, 1972, at 7:30 P.. M., at 506 Clark Street, Cleveland, Mississippi, which meeting was held pursuant to due and proper notice to the members of said Lincoln Garden Church of Christ:

> "Thereafter, on motion made, seconded, and unanimously adopted, General L. Burton, Alonzo Graham, and James Williams were designated as members of said Lincoln Garden Church of Christ to sign said charter of incorporation for and on behalf of said body."

I, the Secretary of the organization meeting of Lincoln Garden Church of Christ, Cleveland, Mississippi, do hereby certify that the above and foregoing is a true and correct copy of an excerpt of the Minutes of the organization meeting of said Lincoln Garden Church of Christ held at the time and place aforesaid.

Dated this the 21st day of September, 1972.

James Williams

James Williams, Secretary

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. Non-profit.

THE CHARTER OF INCORPORATION OF

LINCOLN GARDEN CHURCH OF CHRIST

1. The corporate title of said company is: Lincoln Garden Church of Christ.

2. The names and post office addresses of the incorporators are:
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
General L. Burton	1307 Church St.	Cleveland	Miss.
Alonzo Graham, Jr.	809 Jackson St.	Cleveland	Miss.
James Williams	917 Parkview St.	Cleveland	Miss.

All of said incorporators are adult resident citizens of the State of Mississippi and reside in Bolivar County, Mississippi.

3. The domicile is at 1002 White Street (Street and No.) Cleveland (City) Mississippi (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)

The Corporation is non-profit, and no shares of stock shall be issued.

The corporation shall exist as a Church of Christ.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:

The purpose of this Corporation is to promote and support religious, Divine and Christian worship as taught by the New Testament, and the transaction of such secular business for the maintenance of said Corporation for such religious purpose, it being understood that the basic fundamental principles of this Corporation and the religious worship to be conducted in connection therewith, shall, in all respects, conform to the teachings and examples contained in that part of the Holy Scriptures known as the New Testament, without any additions to, or subtractions from, among which fundamental principles are (a) That Jesus Christ is the only begotten Son of God, the Father; that His Kingdom for the spiritual salvation of men and women was established on the first Pentecost after His crucifixion, and that Christ is now ruling upon His throne, and that His laws, as promulgated by Him and through his Apostles and inspired writers, under the guidance and direction of the Holy Spirit, are absolute and exclusive for the governing of His body, the church, in all spiritual or doctrinal matters. This paragraph is intended to exclude as active and participating members of this congregation or religious body, among others, any and all persons advocating and/or teaching the "premillennial theory", and/or teaching or advocating that the Bible teaches a return and earthly reign of Christ as a temporal King upon earth for one thousand years, or for any period of time, prior to the day of final judgment. (b) Faith, Repentance, Confession and Baptism are essentials for the admission of an alien sinner to the Church, or Kingdom of Christ. (c) That the local congregation of Church of Christ is all and the only organization authorized to carry on Christian work or worship, and that such organization excludes each and every other organization, for the purpose of conducting or carrying on

religious work or worship, whether the same be missionary or otherwise. (d) That the teaching of the Bible is and will be sponsored by said organization under the direction of its officers on Sunday and on any other days of the week that the opportunity and expediency of the time and occasion may authorize, by teaching the Bible or any part thereof, with or without lesson helps, lesson aids and commentaries, and by teaching the congregation as a whole, in one body, or by dividing the congregation present into suitable and proper classes the expediency thereof to be determined by the elders or proper officials of said congregation. (e) That no mechanical musical instrument of any kind whatsoever shall ever be used in connection with the song service or worship or work to be carried on or conducted by said congregation or religious body. (f) The support of such organizations as care for orphans, dependent children, aged and sick, shall not be opposed or forbidden. (g) That no creed, other than the New Testament, shall ever be used, prescribed, or enforced in whole or in part on said religious body or any of its members in connection with the work and worship to be carried on by said religious body.

The business of the association shall be transacted by three trustees to be elected by the congregation of this religious Corporation, with the understanding that no person shall be eligible to vote or participate at any such election of trustees who does not subscribe in and to the provisions and conditions of the teaching of the New Testament, as enumerated hereinabove, and no person shall be eligible to act as trustee hereunder, unless he be a loyal member of said congregation and in good standing and fully subscribing to the teaching of the New Testament, as enumerated hereinabove, which teaching is declared fundamental.

The rights and powers that are to be exercised by this corporation in pursuance of the above and foregoing purposes and objects shall be limited to those that are reasonably necessary to accomplish the above stated purpose of this corporation, and shall specifically include, but shall not be expressly limited to, the following rights and powers:

(a) To sue and to be sued in its corporate name and so defend.

(b) To have and use a corporate seal if it so desires.

(c) To borrow, invest, and reinvest money; to make contracts and incur liabilities, issue its notes, bonds, debentures or other obligations; to secure any of its obligations by mortgage, deed of trust, pledge of any or all of its property and income, or by the use of any type of security instrument under the Uniform Commercial Code when same becomes effective on March 31, 1968; and to take and hold title and possession to real, personal, or mixed property as security for the payment of funds loaned or invested.

(d) To purchase, own, maintain, sell, lease, and sublease buildings, lots, real or personal property, and all necessary furniture and fixtures therefor, for the above and foregoing purposes; and to construct, repair, improve, renovate, and sell any of the above and foregoing property or properties for the purposes and objects of this corporation.

The corporation shall operate on a strictly non-profit basis and all monies, properties and other assets coming into its hands shall be used exclusively for the purposes, objects and activities of the corporation and no profits or dividends shall ever be divided among its members, and in the event of a dissolution, any assets so remaining in this corporation's possession, title to which may be in the name of the corporation, shall upon dissolution become the property of such corporation, league, organization or society designated by this corporation which has established itself in a tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or for the purposes set forth and specified in Section 501(c)(3) of the Internal Revenue Code of 1954.

No part of the activities of this corporation shall be for the purpose of carrying on propaganda or otherwise attempt to influence any legislation, and shall not participate in or intervene in any political campaign on behalf of any candidate for public office; nor shall the officers and trustees of said corporation receive any compensation as such officers and trustees, provided however, that nothing herein contained shall prevent the compensation of the Pastor of this corporation.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. The signatures of the incorporators must agree with their names as they appear in the resolution, article 2 of the charter and in the acknowledgment.

Signatures: James Williams
Alonzo Graham Jr
General L. Burton

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of BOLIVAR

This day personally appeared before me, the undersigned authority General L. Burton, Alonzo Graham, Jr., James Williams, _____, _____, _____, _____, _____, incorporators of the corporation known as the Lincoln Garden Church of Christ who acknowledged that ~~(he)~~ (they) signed and delivered the above and foregoing charter of incorporation as ~~(his)~~ (their) act and deed on this the 21st day of September 1972

MY COMMISSION EXPIRES:
February 25, 1976

Dana C. Moore, Jr.
NOTARY PUBLIC

STATE OF MISSISSIPPI

County of _____

This day personally appeared before me, the undersigned authority _____, _____, _____, _____, _____, _____, incorporators of the corporation known as the _____ who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the _____ day of _____, 19____

Received at the office of the Secretary of State this the 26th day of September A.D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Helen Ladner
Secretary of State

Jackson, Miss., Sept. 29, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By George M. Swindoll
Special Assistant Attorney General

NOTE:—In case all incorporators are together when acknowledgment is taken, one acknowledgment will be sufficient.

BOOK 198 PAGE 422

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

WEST PANOLA TRANSPORTATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 2nd day of October A. D., 1972.

William L. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

R E S O L U T I O N

WHEREAS, the parents of students attending West Panola Academy have heretofore formed an association for the purpose of providing transportation for said students to and from said West Panola Academy; and,

WHEREAS, said association has been in existence and furnishing said transportation for the last two school years; and,

WHEREAS, said association is advised that it would be desirable to form a non-profit corporation under the laws of the State of Mississippi in order to diligently and effectively carry out the purpose of the association; and,

WHEREAS, the membership of said association desires to so incorporate a non-profit corporation under the laws of the State of Mississippi;

NOW THEREFORE BE IT RESOLVED by the membership of West Panola Transportation Association that three of its members, viz: Gilbert McCown, Ira Gail Fisher and Mrs. Hazel Weed be and they are hereby authorized and directed to make application for a Charter of Incorporation under the name of West Panola Transportation, Inc. with the Secretary of State of the State of Mississippi.

* * * * * * * * * * * *

C E R T I F I C A T E

I, Mrs. Hazel Weed, Secretary of West Panola Transportation Association hereby certifies the above Resolution was duly adopted by the membership of said association at a meeting of said association held 24 August 1972.

Mrs Hazel Weed
Secretary

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. **Non-profit.**

THE CHARTER OF INCORPORATION OF

WEST PANOLA TRANSPORTATION, INC.

1. The corporate title of said company is:

WEST PANOLA TRANSPORTATION, INC.

2. The names and post office addresses of the incorporators are:
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
GILBERT McCOWN	205 Gay Street	Batesville,	Mississippi
IRA GAIL FISHER	Route 4	Batesville,	Mississippi
MRS. HAZEL WEED	Route 1	Batesville,	Mississippi

All of the above incorporators are adult resident citizens of the State of Mississippi.

3. The domicile is at Highway 6 West (Street and No.) Batesville (City) Mississippi (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Revised Code of Mississippi of 1942, and amendments thereto.)

This is a non-profit charitable corporation and no shares of stock shall be issued.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:

To operate and function exclusively as a charitable corporation with all rights, powers and privileges pertaining thereto, and more particularly to own, hold, control, lease, maintain, operate, improve and manage a transportation system for the transfer, conveyance, carrying and transporting of students duly enrolled and attending West Panola Academy to and from certain points of origin to be determined by the membership of said corporatio to the said West Panola Academy and in connection with such purposes to acqui own hold, maintain, lease, improve, buy, sell, mortgage and otherwise deal with real and personal property in order to effectively carry out such functions and purposes.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment.

Signatures: Gilbert McCown
Gilbert McCown

Ira Gail Fisher
Ira Gail Fisher

Mrs. Hazel Weed
Mrs. Hazel Weed

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of PANOLA

This day personally appeared before me, the undersigned authority GILBERT McCOWN, IRA GAIL FISHER and MRS. HAZEL WEED, incorporators of the corporation known as the WEST PANOLA TRANSPORTATION, INC. who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 27th day of September 1972

(SEAL)

My commission expires: 10 June 1976 Mary L Boyd NOTARY PUBLIC

STATE OF MISSISSIPPI
County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the day of , 19

Received at the office of the Secretary of State this the 28th day of September A.D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Helen Palmer
Secretary of State

Jackson, Miss., Sept. 29, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By George H. Swindoll
Special Assistant Attorney General

NOTE:—In case all incorporators are together when acknowledgment is taken, one acknowledgment will

BOOK 198 PAGE 426

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE CHRISTIAN CHURCH (INDEPENDENT)

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 2nd day of October A. D., 1972.

William L. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

A Special meeting of Christians was held in the home of Dale Jackson, on the 16th day of Apsil 1972.

There were eleven adult members present, constituting a majority of the members of this congregation.

Upon motion, duly made and seconded, the following resolution was adopted.

RESOLVED, that the male head of each family of this congregation be authorized and empowered to make application for a grant of charter. The following list of names constitutes the head of each family.

1. Dale Jackson
2. Don Jacko
3. Earle Cole
4. John Palmer
5. Jerry Haley
6. Tom Bayly

On motion the meeting adjourned.

Donna Cole

Donna Cole, Secretary

State of Mississippi
County of Harrison

I, Donna Cole, as secretary of the group of Christians meeting in the home of Dale Jackson, do hereby certify that the above is a true, correct and complete copy of the resolution passed at a special meeting of the congregation duly called and held at 1200 hrs., on the 16th day of April 1972, as recorded in the records of said congregation.

I further certify that I am the keeper of the papers and records of the group of Christians that meet in the home of Dale Jackson.

Donna Cole

Donna Cole, Secretary

BOOK 103 PAGE 125

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. Non-profit.

THE CHARTER OF INCORPORATION OF

THE CHRISTIAN CHURCH (INDEPENDENT)

1. **The corporate title of said company is:** THE CHRISTIAN CHURCH (INDEPENDENT)

2. **The names and post office addresses of the incorporators are:**
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State	
Dale Jackson	1034 Jim Money Road	Biloxi	MS	39531
Donald Jacko	Box 97, Lot 49 Rt. 5 Popps Ferry Rd	Biloxi	MS	39532
Earle Cole	6433 Sixth St.	Biloxi	MS	39530
John Palmer	2415 Middlecoff	Gulfport	MS	39501
Jerry Haley	Kim-K Apt. #112	Gulfport,	MS	39501
Tom Bayly	2104 Edgewood Ave	Pascagoula	MS	

All of the above named incorporators are adult resident citizens of the State of Mississippi.

3. **The domicile is at** ~~1016 Pass Road~~ (Street and No.), Gulfport, MS (City), Box 4197 W. Biloxi Sta. Biloxi, (State) MS 39531

4. **(Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)**
The corporation is non-profit; no share of stock will be issued; the organization is a church.

5. **Period of existence shall be perpetual.**

6. **The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:**

The corporation is being created to give religious instruction to its members; to operate, and maintain conventional and customary church-school and church services and instruction; to engage in charitable activities; to buy and sell personal and real property nedessary for the operation of the corporation; to contract for services to be rendered to the said corporation.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. The signatures of the incorporators must agree with their names as they appear in the resolution, article 2 of the charter and in the acknowledgment.

Signatures: Dale Jackson
Donald A. Jacks
Earle B. Cole
John A. Palmer
Jerry Haley
Tom Bayly

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of HARRISON

This day personally appeared before me, the undersigned authority DALE JACKSON, DONALD JACKO, EARLE COLE, JOHN PALMER, JERRY HALEY, TOM BAYLY, incorporators of the corporation known as the CHRISTIAN CHURCH who acknowledged that ~~(he)~~ (they) signed and delivered the above and foregoing charter of incorporation as ~~(his)~~ (their) act and deed on this the 6TH day of SEPTEMBER, 1972

Mrs. Margaret C. Lasley
NOTARY PUBLIC

STATE OF MISSISSIPPI
County of _____

This day personally appeared before me, the undersigned authority _____, _____, _____, _____, _____, _____, incorporators of the corporation known as the _____ who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the _____ day of _____, 19____

_____

Received at the office of the Secretary of State this the 27th day of Sept. A.D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
Secretary of State

Jackson, Miss., Sept. 29, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By George M. Swindall
SPECIAL Assistant Attorney General

NOTE:—In case all incorporators are together when acknowledgment is taken, one acknowledgment will be sufficient.

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BOOK 198 PAGE 431

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE TWENTY-FIRST CENTURY FOUNDATION

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 4th day of October A. D., 1972.

William V. Waller

Governor

By the Governor

Heber Ladner

Secretary of State

BOOK 198 PAGE 432

DEPARTMENT OF JUSTICE

Office of the Attorney General

JACKSON, MISSISSIPPI 39205

A. F. SUMMER
ATTORNEY GENERAL

October 3, 1972

GEORGE M. SWINDOLL
SPECIAL ASSISTANT ATTORNEY GENERAL

Honorable Herman Glazier
Executive Assistant to the Governor
State of Mississippi
Executive Chamber
Jackson, Mississippi 39205

Re: The Black Foundation - Name Changed To:
The Twenty First Century Foundation

Dear Mr. Glazier:

In accordance with your request of September 27, 1972, regarding the above captioned foreign corporation, I have examined the hereinafter mentioned documents, which I return to you herewith, and I find nothing in said charter or articles of incorporation or association that is violative of the Constitution or the Laws of this State.

It is understood, of course, that upon domestication of said corporation it shall, regardless of any provisions of its charter or the law of the state of its creation, become subject to all the relevant laws of the State of Mississippi and, particularly, the last sentence of Section 5341, Mississippi Code of 1942, Recompiled and Amended, which reads as follows:

> "Any corporation shall, upon compilance with this law, become to all intents and purposes a corporation of this state, and shall be entitled to all the rights and privileges and be subject to all the duties, obligations, restrictions, liabilities, limits and penalties conferred and imposed by laws of this state upon similar corporations incorporated under the laws of this state."

The documents herewith returned to you are as follows:

1. Letter from Honorable Herman Glazier, dated September 27, 1972.

2. Check No. 809, issued by United States Corporation Company and payable to Secretary of State, State of Mississippi, dated September 25, 1972, in the sum of Twenty Five ($25.00) Dollars.

3. Certified copy of Resolution Designating Mississippi Agent, and

4. What appears to be authenticated copies of the Charter, Articles of Conversion and Article of Amendment to Articles of Conversion issued to this corporation under the Laws of the State of Delaware.

It is to be noted that this approval assumes that the provisions of Section 7716-05 and 5490, Mississippi Code of 1942, will be complied with and will not be violated.

Sincerely yours,

A. F. SUMMER, ATTORNEY GENERAL

BY George M. Swindoll

George M. Swindoll
Special Assistant Attorney General

GMS:nm

Enclosures

BOOK 198 PAGE 434

STATE OF MISSISSIPPI
EXECUTIVE CHAMBER
JACKSON

WILLIAM LOWE WALLER
GOVERNOR

September 27, 1972

The Honorable A. F. Summer
Attorney General
New Capitol Building
Jackson, Mississippi

Dear General Summer:

Governor Waller requests the advice of the Attorney General as to the constitutionality and legality of the provisions of the attached Articles of Incorporation of The Black Foundation, 306 South State Street, Dover, Delaware, and its application to qualify to do business in the State of Mississippi.

Yours very truly,

Herman Glazier

Herman Glazier
Executive Assistant
to the Governor

Enclosures

CERTIFIED COPY OF

RESOLUTION DESIGNATING MISSISSIPPI AGENT

THIS IS TO CERTIFY, that on December 15, 1971, acting by written consent in accordance with Section 141(f) of the General Corporation Law of Delaware, the Board of Directors of THE TWENTY-FIRST CENTURY FOUNDATION duly adopted the following resolution:

> "RESOLVED, that United States Corporation Company whose post office address is Magnolia Towers, 809 North State Street, Jackson, Mississippi 39201 be and it hereby is designated and appointed the resident agent of the Corporation in the State of Mississippi upon whom service or process against the Corporation may be had in the event of any suit against the Corporation in said State, but for no other purpose; and that all prior designations and appointments of resident agents be and the same are hereby revoked."

WITNESS, my signature and the Seal of said Corporation at New York, New York this 15th day of September, 1972.

Mauris Emeka
Assistant Secretary

* * *

ACCEPTANCE BY AGENT

The undersigned hereby accepts the above designation and appointment as resident agent for service of process.

Date at Jackson, Mississippi, this the 27th day of September, 1972.

United States Corporation Co.
Mississippi Secretary

BOOK 198 PAGE 436

CERTIFICATE OF INCORPORATION

OF

THE BLACK FOUNDATION

(A Delaware Corporation)

I, the undersigned, in order to form a non-profit non-stock corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, being Chapter I of Title 8 of the Revised Code of 1953, as amended by Chapter 50 of the Laws of 1967, and Acts supplemental thereto, do hereby certify as follows:

1. NAME.

The name of the corporation (the "Corporation") is:

THE BLACK FOUNDATION

2. REGISTERED OFFICE AND AGENT.

The registered office of the Corporation is No. 306 South State Street, City of Dover, County of Kent, State of Delaware. The name of its registered agent is United States Corporation Company, whose address is 306 South State Street, in said City.

3. PURPOSES AND POWERS.

3.1. The objects and purposes of the Corporation shall be exclusively charitable, educational and scientific

within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954, as the same may be amended from time to time, and shall be limited exclusively to the following objects and purposes: relief of the poor, the distressed and the underprivileged; lessening of the burdens of Government; promotion of social welfare by lessening neighborhood tensions, eliminating prejudice and discrimination, and combating community deterioration and juvenile delinquency; instructing and training individuals for the purpose of improving or developing their capabilities; the instruction of the public on subjects useful to the individual and beneficial to the community; and the carrying on of scientific research for the purpose of aiding a community or geographical area by attracting new industry to the community or area or by encouraging the development of, or retention of, an industry in the community or area.

3.2. In furtherance of its objects and purposes as set out in Section 3.1 hereof, but not for any other object or purpose, the Corporation shall have the following powers, in addition to those powers granted by the General Corporation Law of Delaware, to the extent permitted by law:

3.2.1. To stimulate, foster, coordinate, plan, improve and encourage the economic development of areas of chronic poverty;

3.2.2. To invest and reinvest the Corporation's funds exclusively for the objects and purposes set forth in Section 3.1 hereof, without regard to whether such investments would be regarded as desirable or prudent by an investor interested solely in profit and not interested in promoting such objects and purposes, and to receive funds (by grant or otherwise) for the purpose of such investment and reinvestment from individuals and other organizations;

3.2.3. To assist low-income families obtain improved housing;

3.2.4. To assist and promote open-occupancy, nondiscriminatory housing;

3.2.5. To conduct and support job training projects in urban and rural poverty areas;

3.2.6. To conduct and support educational programs designed to enable members of minority groups to enter fields of entrepreneurship, management and advantageous employment not generally entered by such persons;

3.2.7. To solicit, accept, hold and administer funds exclusively for the Corporation's objects and purposes set forth in Section 3.1 hereof, and to that end, to take and receive, by be-

quest, devise, gift or benefit of trust, any property, real or personal, tangible or intangible, wheresoever located;

3.2.8. To transfer or distribute funds to organizations which are exempt from income tax under section 501(c)(3) of the United States Internal Revenue Code of 1954, or contributions to which are deductible under section 170 of such Code, as such sections and such Code may be amended from time to time;

3.2.9. To exercise its rights, powers and privileges by holding meetings of its Members and Board of Directors, by keeping its books, by employing personnel and by establishing one or more offices, branches, subdivisions and agencies, in any part of the United States of America; and

3.2.10. To do everything and anything reasonably and lawfully necessary, proper, suitable or convenient to achieve the objects and purposes set forth in Section 3.1 hereof;

provided, however, that the Corporation may not exercise any power, either express or implied, in such a manner as to disqualify the Corporation from exemption from income tax under section 501(c)(3) of the United States Internal Revenue Code of 1954, as the same may be amended from time to time.

3.3. It is the intention of the Corporation at all times to qualify and remain qualified as exempt from income tax under section 501(c)(3) of the United States Internal Revenue Code of 1954, as the same may be amended from time to time. Accordingly:

3.3.1. The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any private member or individual; nor shall any of such net earnings nor any of the property or assets of the Corporation be used other than for the objects and purposes of the Corporation as set forth in Section 3.1 hereof;

3.3.2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall the Corporation participate in, or intervene in (by the publishing or distributing of statements or otherwise), any political campaign on behalf of any candidate for public office;

3.3.3. In the event of a liquidation, dissolution, termination or winding up of the Corporation (whether voluntary, involuntary or by operation of law), none of the property or assets of the

Corporation shall be made available in any way to any individual, corporation or other organization, except to corporations or other organizations which qualify as exempt from income tax under section 501(c)(3) of the United States Internal Revenue Code of 1954, as the same may be amended from time to time.

4. INCORPORATOR.

4.1. The name and mailing address of the incorporator is:

Name	Address
Christopher G. Stoneman	One Wall Street New York, N.Y. 10005

4.2. The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation in the manner required by the General Corporation Law of Delaware.

5. DIRECTORS.

5.1. The names and addresses of the persons who are to serve as Directors until the first annual meeting of the Members are as follows:

Name	Address
Robert S. Browne	112 West 120th Street New York, New York
Metz Rollins	110 East 125th Street New York, New York

Name	Address
Charles Spivey	475 Riverside Drive New York, New York
Lucius Walker	475 Riverside Drive New York, New York
George Wiley	1419 H Street, N.W. Washington, D. C.
Hosea Williams	250 Auburn Avenue Atlanta, Georgia

5.2. The affairs of the Corporation shall be managed and all powers of the Corporation shall be exercised by the Board of Directors in accordance with and subject to the provisions of the By-laws, except as otherwise provided by law, but the Directors shall act only as a Board and the individual Directors shall have no power as such.

5.3. The powers of the Board of Directors, unless otherwise specified by the Members, shall include the power to borrow money and give security in the name of the Corporation without limit as to amount, but only in furtherance of the stated objects and purposes of the Corporation.

5.4. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of two or more of the Directors of the Corporation. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member

at any meeting of the committee. Any such committee, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it.

5.5. The Corporation shall not have authority to issue any capital stock.

5.6. The number of Directors which shall constitute the whole Board shall be fixed by the By-laws, but in no case shall the number be less than three.

5.7. Election of Directors, their term of office, quorum and voting requirements, classes of Directors and filling of vacancies shall be as provided by the By-laws.

6. BY-LAWS.

6.1. The Corporation shall adopt By-laws, which shall set forth the procedures for the election of Members and Directors of the Corporation, and may contain such other provisions for the regulation of the affairs of the Corporation as from time to time shall be deemed advisable. Such By-laws, to the extent permitted by law and this Certificate of Incorporation, are to be adopted in the first instance by the persons named in Section 5.1 hereof to serve as Directors, and thereafter the Board of Directors may from time to time make By-laws and amend or repeal By-laws

(other than By-laws which provide that they may be amended or repealed only by the Members); provided, that any By-law made, amended or repealed by the Board of Directors may be amended or repealed, and any By-laws may be made, by the Members.

6.2. The Members of the Corporation shall, in the first instance, be elected by the persons named in Section 5.1 hereof to serve as Directors; thereafter, the admission of all other persons to membership in the Corporation, the conditions of membership, the rights and obligations of Members and the classification of Members, if any, shall be as provided in the By-laws.

7. MISCELLANEOUS.

7.1. The private property of the Members, Directors and officers of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

7.2. No Member, Director or officer of the Corporation or any other person shall be liable on account of any investment or reinvestment of the Corporation's funds made pursuant to Section 3.2.2 hereof which such Member, Director, officer or other person intended in good faith to further the objects and purposes set forth in Section 3.1 hereof.

IN WITNESS WHEREOF, I have signed and acknowledged

this Certificate of Incorporation this 31 day of March ,
1970.

Christopher G. Stevenson

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 31st day of March, 1970, before me personally came CHRISTOPHER G. STONEMAN, to me known and known to me to be the person described in and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same, and that the facts stated therein are true.

Lillian Limbrick
Notary Public

LILLIAN LIMBRICK
Notary Public, State of New York
No. 41-2304860
Qualified in Queens County
Certificate filed in New York County
Commission Expires March 30, 1971

18

BOOK 198 PAGE 447

State of Delaware

Office of Secretary of State

I, Walton H. Simpson, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Incorporation of "THE BLACK FOUNDATION", as received and filed in this office the first day of April, A.D. 1970, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this tenth day of November in the year of our Lord one thousand nine hundred and seventy-one.

Walton H. Simpson

Secretary of State

Asst Secretary of State

FORM 121

CERTIFICATE OF AMENDMENT

TO

CERTIFICATE OF INCORPORATION

OF

THE BLACK FOUNDATION

I, ROBERT S. BROWNE, President of The Black Foundation, certify as follows:

1. That at a special meeting of the Board of Directors of said Foundation pursuant to Section 242(c)(3) of the General Corporation Law of Delaware, duly held on September 10, 1971, at which a quorum of said Board was present and acting throughout, the following resolution was unanimously adopted:

> "RESOLVED, that the following amendment to Section 1 of the certificate of incorporation of The Black Foundation is hereby declared to be advisable and that said section shall accordingly be amended to read:
>
> '1. NAME.
>
> 'The name of the corporation (the "Corporation") is:
>
> THE TWENTY-FIRST CENTURY FOUNDATION'"

2. That at a special meeting of the Board of Directors of said Foundation pursuant to said Section 242(c)(3), duly held on September 27, 1971, at which a majority of all the members of said Board were present and acting throughout, said Board voted

unanimously in favor of the foregoing amendment to the certificate of incorporation of said Foundation.

IN WITNESS WHEREOF, I have signed this Certificate of Amendment to the Certificate of Incorporation of The Black Foundation this 1st day of November , 1971.

Robert S. Brown
President

Attest:

Marie L. Engelby
Secretary

BOOK 198 PAGE 450

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 1st day of November, 1971, before me personally appeared ROBERT S. BROWNE, to me known and known to me to be the person described in and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same, and that the facts stated therein are true.

W. Haywood Burns
Notary Public

W. HAYWOOD BURNS
Notary Public, State of New York
No. 31-0502740
Qualified in New York County
Commission Expires March 30, 1973

js

BOOK 198 PAGE 451

State of Delaware

Office of Secretary of State

I, Walton H. Simpson ~~Eugene Bunting~~, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of "THE BLACK FOUNDATION", as received and filed in this office the fourth day of November, A.D. 1971, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this tenth day of November in the year of our Lord one thousand nine hundred and seventy-one.

Walton H. Simpson
Deputy Director

Secretary of State

R. H. Caldwell

Ass't Secretary of State

FORM 121

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BOOK 198 PAGE 453

State of Mississippi

Office of Secretary of State
Jackson

I, Heber Ladner, Secretary of State, do certify that the amendment hereto attached, amending the Charter of Incorporation of

CITY OF WAVELAND, MISSISSIPPI

was pursuant to the provisions of the laws of Mississippi recorded in the Records of Incorporations in this office, in PHOTOSTAT BOOK, NUMBER ONE-HUNDRED NINETY-EIGHT, PAGES 453-457.

Given under my hand and Seal of office hereunto affixed, this 5th day of October, 1972.

Heber Ladner

SECRETARY OF STATE

SECRETARY OF STATE * OFFICIAL * STATE OF MISSISSIPPI

NO. 11,770

IN THE CHANCERY COURT OF HANCOCK COUNTY, MISSISSIPPI 51 PAGE 403

IN VACATION, 1972

FILED

SEP 7 1972

JOHN D. RUTHERFORD, JR. CHANCERY CLERK

By _____ D. C.

IN THE MATTER OF THE EXTENSION OF THE BOUNDARIES OF THE CITY OF WAVELAND, MISSISSIPPI

FINAL DECREE

This matter this day came on to be heard on petition of the City of Waveland for the ratification, approval and confirmation of the Ordinance extending and enlarging the boundaries of said City, and same being Ordinance No. 76 of the City of Waveland, Mississippi, and a Decree Pro Confesso having been taken against "any and all parties, interested in, affected by, or objecting to the inclusion in, and annexation of proposed territory embraced in Cause No. 11,770, within the corporate limits within the City of Waveland," and the Court having jurisdiction over this Cause, and the Cause having proceeded to trial and the Court having taken and heard all evidence offered or adduced on behalf of Petitioner, the City of Waveland, and Petitioner having rested its case;

The Court having from time to time, throughout the hearing of the trial, heard and considered the evidence adduced through the hearing and having thoroughly considered said case; and the Court having fully considered the evidence before it and being now fully informed in the premises, doth State:

1. That the proposed enlargement of the City of Waveland and the proposed annexation of the said area as set forth in Section 2 of said Ordinance No. 76 is reasonable and that said annexation is required for the public convenience and necessity.

2. That a reasonable public and municipal service will be rendered in the annexed territory within a reasonable length of time.

3. The ordinance is reasonable and feasible and is required for the public convenience and necessity and ought to be approved, ratified and confirmed.

It is therefore,

ORDERED, ADJUDGED AND DECREED that Ordinance No. 76 of the City of Waveland, entitled "An Ordinance to Enlarge, Extend, and Define the Corporate Limits and Boundaries of the City of Waveland, Hancock County, Mississippi" be and the same is hereby ratified and confirmed.

It is further,

ORDERED, ADJUDGED AND DECREED that the boundaries of the City of Waveland as enlarged by said ordinance be and the same are hereby affixed and defined as follows:

Beginning at a point in the sea wall on the Mississippi Sound said point being further described as a U. S. Corps of Engineers Monument BSL-5 and located in the sea wall west of the section line common to Sections 9 and 16, both sections being in Township 9 South, Range 14 West; thence, South a distance of approximately 150 feet to the water's edge; thence West a distance of approximately 4,850 feet along the water's edge to a point where the water's edge intersects the 16th Section line; thence North a distance of approximately 150 feet to a scribed mark in the sea wall; thence North approximately 4,090 feet along the 16th Section line to a stake post located on the south boundary of the right-of-way of the L & N Railroad; thence northeast approximately 4,200 feet along the L & N right-of-way to a stake, which said stake is located at the intersection of the South right-of-way of the L & N Railroad and the present corporate limits of the City of Waveland; thence, North 11 degrees, 48 minutes, 30 seconds West, for a distance of 8,434 feet approximately to a point (concrete post) that is a North right-of-way monument of U. S. Highway 90 and is further described as being North of the Blossman property and East of the intersection of old U. S. Highway 90 and new U. S. 90; thence, along the same northwesterly bearing a distance of 1906.376 feet to a point in the North right-of-way of the Kiln-Waveland Highway, a gravel road; thence along said right-of-way, North 54 degrees, 23 minutes, 43 seconds West to a point where said Eastern right-of-way line intersects the ½ section line of Section 33, Township 8 South, Range 14 West; thence East along said ½ section line to the East line of said Section 33; thence North along said section line to a point which is 1235.9 feet, South of the Section corner of Sections 28-27-33-34; thence East parallel to the North line of Section 34 to the East section line of Section 34; thence, South to a point on the East line of Section 34 where an extension of the South line of Bismark Street would intersect said East section line; thence East along the South line of Bismark Street to its intersection with the North line of the right-of-way of Highway 90; thence easterly along the North right-of-way line of Highway 90 to point where the northerly projection of that line between Lots 12 and 13 of Block 69 of the Bay St. Louis Land and Improvement Company Subdivision of the Bay St. Louis Land and Improvement Company's First Addition to the City of Bay St. Louis and Waveland, as recorded in Plat Book 1 of the Original

Plats, pages 30 and 31, Records of Plats, in the Office of the Chancery Clerk of Hancock County, Mississippi; thence southerly along said projected line to the Southwest corner of Lot 13, Block 68 of said subdivision; thence easterly along the projected South line of Lot 13 in an easterly direction to a point on the Southwest line of Lot 44, Rear Fourth Ward, Bay St. Louis, Mississippi; thence South 70 degrees East along said Southwest line of said Lot 44 to a point on the section line between Sections 35 and 36, Township 8 South, Range 14 West; thence South along said section line to the section corner common to Sections 35 and 36, Township 8 South, Range 14 West, and Sections 1-2, Township 9 South, Range 14 West, which is also a point on the existing North corporate line of the City of Waveland; thence easterly and southeasterly along the corporate lines of the City of Waveland as existing on January 1, 1966 to a point where said line intersects the northern shoreline or water's edge of the Mississippi Sound or Gulf of Mexico; thence Southwesterly along said shoreline or water's edge to a point 150 feet South of the point of beginning; thence North 150 feet to the point of beginning.

Said property hereinabove described being the territory annexed to the City of Waveland by this decree; together with the existing corporate limits of said City as they existed on the 10th day of July, 1972.

It is further,

ORDERED, ADJUDGED AND DECREED that the cost herein be taxed against the Petitioner.

ORDERED, ADJUDGED AND DECREED, this the 7th day of September, A. D. 1972.

John L. Morris
CHANCELLOR

BOOK 198 PAGE 457

State of Mississippi

IN THE CHANCERY COURT OF HANCOCK COUNTY

I, JOHN D. RUTHERFORD, JR., Clerk of the Chancery Court of Hancock County, Mississippi, do hereby certify that the above and foregoing constitutes a true and correct copy and literal transcript of FINAL DECREE IN THE MATTER OF THE EXTENSION OF THE BOUNDARIES OF THE CITY OF WAVELAND, MISSISSIPPI, BEING CAUSE #11,770

as the same now appears recorded in Chancery Minute Book 51 page 409 thru 411 of the records now on file in my office.

AND I FURTHER CERTIFY that said Chancery Court is a Court of Record with an official seal, and that I, as Clerk of said Chancery Court, am the custodian of the records and of the seal of said court.

(SEAL)

IN TESTIMONY WHEREOF, I HAVE HEREUNTO set my hand and affixed the seal of this said Court at the City of Bay Saint Louis, on this 3rd day of OCTOBER, in the year of our Lord, one thousand nine hundred and SEVENTY-TWO.

JOHN D. RUTHERFORD, JR., Clerk of the Chancery Court of Hancock County, Mississippi.

By Lila M. Taylor, Deputy Chancery Clerk

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BOOK 198 PAGE 459

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

BURNS METHODIST CHURCH CEMETERY, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 5th day of October A. D., 1972.

William V. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

RESOLUTION OF BURNS METHODIST CHURCH CEMETERY, INC. AN UNINCORPORATED ASSOCIATION, TO INCORPORATE, DESIGNATING THE INCORPORATORS, THE NAME OF THE PROPOSED CORPORATION AND AUTHORIZING THE EXPENDITURE OF THE FUNDS OF THE CEMETERY NECESSARY SO TO DO.

BE IT RESOLVED by the members of Burns Methodist Church Cemetery, Inc., an unincorporated association of individuals, that it is to the best interests of this cemetery that it be forthwith incorporated as a nonprofit corporation under the laws of the State of Mississippi applicable thereto and that Clifton Winstead, Arward Winstead, T. W. Winstead, W. E. Dobbs, and Mrs. Clemis Wicker

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this cemetery to be named Burns Methodist Church Cemetery, Inc.; that they are fully empowered to do and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the cemetery as may be necessary so to do.

C E R T I F I C A T E

I, Edna Winstead, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is a true and correct copy of a Resolution duly and properly adopted at a meeting thereof held on the 5th day of November, 1971, at Burns Methodist Church, at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 20th day of September, 19 72.

/s/ Edna Winstead
SECRETARY

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. Non-profit.

THE CHARTER OF INCORPORATION OF

BURNS METHODIST CHURCH CEMETERY, INC.

1. The corporate title of said company is: Burns Methodist Church Cemetery, Inc.

2. The names and post office addresses of the incorporators are:
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
Clifton Winstead	Route 1	Raleigh,	Mississippi
Arward Winstead	Route 1	Raleigh,	Mississippi
T. W. Winstead	243 North Raleigh St.	Forest,	Mississippi
W. E. Dobbs	345 Hillsbora St.	Forest,	Mississippi
Mrs. Clemis Wicker		Burns,	Mississippi

All of the above named incorporators are adult resident citizens of the State of Mississippi.

3. The domicile is at Burns (Street and No.) (City) Mississippi (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)

The corporation is non-profit and no shares of stock are to be issued and it will be a charitable association for the maintenance, upkeep, and perpetuation of Burns Methodist Church Cemetery, together with a civic improvement society with park and park facilities in connection therewith, as contemplated under Section 5310.1 of the Mississippi Code of 1942 reconciled.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:

The purpose for which the corporation is created are: That it maintain and operate a park for the use and benefit of the members of Burns Methodist Church Cemetery Association, and those with friends, relatives and ancestors buried in said cemetery; and it is and will be a fraternal organization for meeting place and for upkeep and maintenance of the cemetery and to perpetuate its continuance and to perpetuate the Burns Methodist Church name in this area and identify it with the grounds where Rev. T. B. Winstead is buried and to make of said grounds suitable park and to acquire and hold real estate and personal property in connection therewith not contrary to law, and to do all other things incident to that herein provided.

BOOK 135 PAGE 482

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. The signatures of the incorporators must agree with their names as they appear in the resolution, article 2 of the charter and in the acknowledgment.

Signatures: Clifton Winstead
Arward Winstead
T W Winstead
W E Dobbs
Mrs Clemis Wicker

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of SMITH

This day personally appeared before me, the undersigned authority Clifton Winstead, Arward Winstead, T. W. Winstead, W. E. Dobbs, Mrs. Clemis Wicker, _____, _____, incorporators of the corporation known as the Burns Methodist Church Cemetery, Inc. who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 20th day of September, 19 72.

My commission expires: July 11, 1974

Mable Tillman
NOTARY PUBLIC

STATE OF MISSISSIPPI
County of _____

This day personally appeared before me, the undersigned authority _____, _____, _____, _____, _____, _____, incorporators of the corporation known as the _____ who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the _____ day of _____, 19____.

_____

Received at the office of the Secretary of State this the 25th day of September A.D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
Secretary of State

Jackson, Miss., Oct. 3, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By George A. Swindoll
Special Assistant Attorney General

NOTE:—In case all incorporators are together when acknowledgment is taken, one acknowledgment will be sufficient.

BOOK 198 PAGE 463

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MARION ASSOCIATION FOR RETARDED CHILDREN, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 5th day of October A. D., 1972.

William L. Waller

Governor

By the Governor

Heber Ladner

Secretary of State

RESOLUTION

WHEREAS, the Marion County Association for Retarded Children is an unincorporated association composed of members in the vicinity of Marion County; and

WHEREAS, said association is a charitable association in the nature of a civic improvement society which is dedicated to a program of promoting the general welfare of mentally retarded persons, developing training programs for such persons, aiding and advising the parents of such persons and promoting a better understanding of the problems of mental retardation; and

WHEREAS, it is the desire of said association to incorporate under the provisions of Section 5310.1, Mississippi Code of 1942, as amended;

NOW, THEREFORE, BE IT RESOLVED by the Marion County Association for Retarded Children at a regular meeting duly and legally called and held, that the Marion County Association for Retarded Children be incorporated as a non-profit, non-share corporation under Section 5310.1, Mississippi Code of 1942, as amended, and be it further resolved that Aubrey Mitchell, Sammie Lee Barnes, Lucille Boutwell and Bill Davis are four members of the association, all of whom are adult citizens of the State of Mississippi, are hereby designated as members of the association to apply for Charter of Incorporation for said Marion County Association for Retarded Children, Inc., and said parties are authorized and directed to do any and all things which may be necessary, incidental to or connected with the incorporation of the Marion County Association for Retarded Children, as a non-profit, non-share corporation, the corporate name to be Marion County Association for Retarded Children, Inc.

RESOLVED on this the 28th day of September, A. D., 1972.

The foregoing Resolution having been first reduced to writing was introduced by Lela Wilson who moved the adoption thereof, seconded by Catherine Sibley thereupon said Resolution was adopted section by section and then as a whole by unanimous vote in each instance.

Clubia Mitchell
President

ATTEST:

Lucille Boutwell
Secretary

CERTIFICATE

The undersigned, Lucille Boutwell , Secretary of the Marion County Association for Retarded Children, a charitable association, and as such the official custodian of the Minute Book and records of said organization, does hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Marion County Association for Retarded Children, an unincorporated association, at a regular meeting of said association begun and held at the Marion County Courthouse Annex, Columbia, Mississippi which was duly and legally called and held.

Witness my signature, on this the 28th day of September, A. D., 1972.

Lucille Boutwell

BOOK 198 PAGE 466

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. Non-profit.

THE CHARTER OF INCORPORATION OF

MARION ASSOCIATION FOR RETARDED CHILDREN, INC.

1. The corporate title of said company is: MARION ASSOCIATION FOR RETARDED CHILDREN, INC.

2. The names and post office addresses of the incorporators are:
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
Aubrey Mitchell	Rt. 4 Box 36	Columbia,	Mississippi 39429
Sammie Lee Barnes	Rt. 5	Columbia,	Mississippi 39429
Lucille Boutwell	Rt. 4	Columbia,	Mississippi 39429
Bill Davis	Rt. 1	Foxworth,	Mississippi

All of the above named incorporators are adult resident citizens of the State of Mississippi.

3. The domicile is at Rt. 4 Box 36, Sullivan Street Columbia Mississippi
(Street and No.) (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)

This is a non-profit corporation and no shares of stock shall be issued. The corporation is non-political and non-sectarian.

This is a Civic Improvement Corporation.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:

a. To promote the general welfare of the mentally retarded whereever they may be.
b. To foster the development of programs in their behalf.
c. To encourage research related to mental retardation.
d. To advise and aid parents in the solution of their problems and to coordinate their efforts and activities.
e. To develop a better understanding of the problems of mental retardation by the public.
f. To cooperate with all public, private, and religious agencies and professional groups in the furtherance of these ends.
g. To associate with and support financially the Mississippi and National Associations to promote the common cause.
h. To serve locally as a clearinghouse for gathering and giving out information regarding the mentally retarded.
i. To solicit and recieve funds for the accomplishment of the above purposes.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. The signatures of the incorporators must agree with their names as they appear in the resolution, article 2 of the charter and in the acknowledgment.

Signatures: Aubrey Mitchell
Sammie Lee Barnes
Lucille Boutwell
Bill Davis

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Marion

This day personally appeared before me, the undersigned authority Aubrery Mitchell, Sammie Lee Barnes, Lucille Boutwell, Bill Davis, _____, _____, _____,

incorporators of the corporation known as the Marion Association for Retarded Children, Inc. who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 28 day of September, 19 72

MY COMMISSION EXPIRES JAN. 1, 1976 Cody M. Buckley, Chancery Clerk By Lela F. Wilson D.C.

STATE OF MISSISSIPPI
County of _____

This day personally appeared before me, the undersigned authority _____, _____, _____, _____, _____, _____,

incorporators of the corporation known as the _____ who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the _____ day of _____, 19____

Received at the office of the Secretary of State this the 5th day of Oct. A.D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

John Ladner
Secretary of State

Jackson, Miss., Oct. 5, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By George M. Arnold
Assistant Attorney General
SPECIAL

NOTE: In case all incorporators are together when acknowledgment is taken, one acknowledgment will

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BOOK 195 PAGE 469

State of Mississippi

Office of Secretary of State
Jackson

I, Heber Ladner, Secretary of State, do certify that the amendment hereto attached, amending the Charter of Incorporation of

BANKERS TRUST SAVINGS AND LOAN ASSOCIATION

was pursuant to the provisions of the laws of Mississippi recorded in the Records of Incorporations in this office, in PHOTOSTAT BOOK, NUMBER ONE-HUNDRED NINETY-EIGHT, PAGES 469 - 471.

Given under my hand and Seal of office hereunto affixed, this 5th day of October, 1972.

Heber Ladner

SECRETARY OF STATE

SECRETARY OF STATE * OFFICIAL * STATE OF MISSISSIPPI

BOARD MEETING - September 11, 1972

The Mississippi Board of Savings and Loan Associations met at 2 P.M., September 11, 1972, at the Savings and Loan Board office at Room 408, Farm Bureau Building, Jackson, Mississippi, for its regular monthly meeting.

Present were: W. Hamp King, Chairman
Heber Ladner
Delos H. Burks

Absent were: Miss Evelyn Gandy, Vice Chairman
Brad Dye

Also present was Walter E. Bullock, Executive Officer

CASE NO. 81 - DB-2 - SOUTHEAST MISSISSIPPI SAVINGS AND LOAN ASSOCIATION
Waynesboro, Mississippi

There came on for consideration the petition of Southeast Mississippi Savings and Loan Association for authority for a Charter of Incorporation. No notice having been published, as required by Section 5288-05 of The Savings and Loan Act of 1962, the Board continued the case pending receipt of further advice from the attorney for petitioner.

CASE NO. 82 - DB-2 - FIRST SAVINGS AND LOAN ASSOCIATION OF NEW ALBANY
New Albany, Mississippi

There came on for consideration the petition of First Savings and Loan Association of New Albany for authority for a Charter of Incorporation. The Board held for consideration in Executive Session objector's request that hearing on this petition be before the full Board, petitioner having requested a hearing in New Albany during the week of October 16.

CASE NO. 83 - DB-2 - BANKERS TRUST SAVINGS AND LOAN ASSOCIATION
Jackson, Mississippi

ORDER
GRANTING AUTHORITY TO
BANKERS TRUST SAVINGS AND LOAN ASSOCIATION
TO ACQUIRE THE EXISTING OFFICE OF
COAST CITIES SAVINGS AND LOAN ASSOCIATION

THIS CAUSE came on to be heard for Final Hearing before the Full Board in Regular Session on September 11, 1972, said Board meeting upon the Petition of Bankers Trust Savings and Loan Association filed heretofore in the manner and in the form as is required by the laws of the State of Mississippi and the Rules and Regulations of this Board; and the Board, in Open Session, having considered the plead-

ings, exhibits, oral presentation of argument and proof incident thereto and, accordingly, the Board having been fully advised in the premises, is of the opinion that the Petitioner is entitled to the relief sought, subject to the conditions hereinafter set out.

IT IS THEREFORE ORDERED that Bankers Trust Savings and Loan Association is hereby authorized to acquire the existing office of Coast Cities Savings and Loan Association by the purchase of the assets and the assumption of the liabilities of the said Coast Cities Savings and Loan Association and, pursuant thereto, to operate such office as a branch office of Bankers Trust Savings and Loan Association, said office being located at 205 Lameuse Street, Biloxi, Mississippi. This Order is specifically subject to compliance with the applicable provisions of the Mississippi Business Corporation Act and the ultimate surrender of the Charter of Coast Cities Savings and Loan Association.

So ordered this 11th day of September, 1972.

W. Hamp King

W. Hamp King, Chairman

ATTEST:

Walter E. Bullock

Walter E. Bullock, Executive Officer

CASE NO. 88 - DB-2 - FIRST AMERICAN SAVINGS AND LOAN ASSOCIATION
Jackson, Mississippi

ORDER AUTHORIZING THE ACQUISITION OF THE EXISTING OFFICES OF CLINTON SAVINGS AND LOAN ASSOCIATION BY PURCHASING THE ASSETS AND ASSUMING THE LIABILITIES THEREOF AND TO MOVE ITS PRESENT OFFICE TO THE MAIN OFFICE OF CLINTON SAVINGS AND LOAN ASSOCIATION AT 201 WEST LEAKE STREET, CLINTON, MISSISSIPPI, AND TO OPERATE THE BRANCH OF CLINTON SAVINGS AND LOAN ASSOCIATION IN CLINTON PLAZA SHOPPING CENTER AND THE PRESENT OFFICE OF FIRST AMERICAN SAVINGS AND LOAN ASSOCIATION AT 1450 ELLIS AVENUE AS BRANCH OFFICES OF FIRST AMERICAN SAVINGS AND LOAN ASSOCIATION.

This case having come on for hearing on the Petition of First American Savings and Loan Association, a Mississippi Association, having its domicile and principal place of business at 1450 Ellis Avenue, Jackson, Mississippi, for authorization from this Board to acquire the assets and

BOOK 198 PAGE 472

State of Mississippi

Office of Secretary of State

Jackson

I, Heber Ladner, Secretary of State, do certify that the amendment hereto attached, amending the Charter of Incorporation of

FIRST AMERICAN SAVINGS & LOAN ASSOCIATION

was pursuant to the provisions of the laws of Mississippi recorded in the Records of Incorporations in this office, in PHOTOSTAT BOOK, NUMBER ONE-HUNDRED NINETY-EIGHT, PAGES 472 - 474.

Given under my hand and Seal of office hereunto affixed, this 5th day of October, 1972.

SECRETARY OF STATE * OFFICIAL * STATE OF MISSISSIPPI

Heber Ladner

SECRETARY OF STATE

[redacted]

ings, exhibits, oral presentation of argument and proof incident thereto and, accordingly, the Board having been fully advised in the premises, is of the opinion that the Petitioner is entitled to the relief sought, subject to the conditions hereinafter set out.

IT IS THEREFORE ORDERED that Bankers Trust Savings and Loan Association is hereby authorized to acquire the existing office of Coast Cities Savings and Loan Association by the purchase of the assets and the assumption of the liabilities of the said Coast Cities Savings and Loan Association and, pursuant thereto, to operate such office as a branch office of Bankers Trust Savings and Loan Association, said office being located at 205 Lameuse Street, Biloxi, Mississippi. This Order is specifically subject to compliance with the applicable provisions of the Mississippi Business Corporation Act and the ultimate surrender of the Charter of Coast Cities Savings and Loan Association.

So ordered this 11th day of September, 1972.

W. Hamp King

W. Hamp King, Chairman

ATTEST:

Walter E. Bullock

Walter E. Bullock, Executive Officer

CASE NO. 88 - DB-2 - FIRST AMERICAN SAVINGS AND LOAN ASSOCIATION
Jackson, Mississippi

ORDER AUTHORIZING THE ACQUISITION OF THE EXISTING OFFICES OF CLINTON SAVINGS AND LOAN ASSOCIATION BY PURCHASING THE ASSETS AND ASSUMING THE LIABILITIES THEREOF AND TO MOVE ITS PRESENT OFFICE TO THE MAIN OFFICE OF CLINTON SAVINGS AND LOAN ASSOCIATION AT 201 WEST LEAKE STREET, CLINTON, MISSISSIPPI, AND TO OPERATE THE BRANCH OF CLINTON SAVINGS AND LOAN ASSOCIATION IN CLINTON PLAZA SHOPPING CENTER AND THE PRESENT OFFICE OF FIRST AMERICAN SAVINGS AND LOAN ASSOCIATION AT 1450 ELLIS AVENUE AS BRANCH OFFICES OF FIRST AMERICAN SAVINGS AND LOAN ASSOCIATION.

This case having come on for hearing on the Petition of First American Savings and Loan Association, a Mississippi Association, having its domicile and principal place of business at 1450 Ellis Avenue, Jackson, Mississippi, for authorization from this Board to acquire the assets and

assume the liabilities of Clinton Savings and Loan Association, and to move the main office of First American Savings and Loan Association to the present main office of Clinton Savings and Loan Association at 201 West Leake Street, Clinton, Mississippi, and to continue to operate the branch of Clinton Savings and Loan Association at Clinton Plaza Shopping Center as a branch of First American Savings and Loan Association and to operate the office of First American Savings and Loan Association at 1450 Ellis Avenue as a branch.

It appearing to this Board that both associations are providing a beneficial service to the areas which they are serving at their existing locations and that the sale and purchase of the assets of Clinton Savings and Loan Association by First American Savings and Loan Association and the continued operation of all three locations by First American Savings and Loan Association with its main office located at 201 West Leake Street, Clinton, Mississippi, will not jeopardize the financial stability of any existing association.

It further appearing to this Board that the operation of the two associations under one Charter, that being the Charter of First American Savings and Loan Association, would enable said Association to surrender the Charter of Clinton Savings and Loan Association, which it has agreed to do, and said Board further finding that there were no objections filed to this Petition and no proponents appearing at the hearing.

NOW, THEREFORE, it is hereby ordered and adjudged that First American Savings and Loan Association is hereby authorized to acquire the assets of and to assume the liabilities of Clinton Savings and Loan Association, and to move the main office of First American Savings and Loan Association to the present main office of Clinton Savings and Loan Association at 201 West Leake Street, Clinton, Mississippi, and to continue to operate the branch of Clinton Savings and Loan Association at Clinton Plaza Shopping Center as a branch of First American Savings and Loan Association and to operate the office of First American Savings and Loan Association at 1450 Ellis Avenue as a branch.

So ordered this 11th day of September, 1972.

W. Hamp King

W. Hamp King, Chairman

ATTEST:

Walter E. Bullock

Walter E. Bullock, Executive Officer

BOOK 198 PAGE 475

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

McLAIN VOLUNTEER FIRE DEPARTMENT, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 6th day of October A. D., 1972.

William L. Waller

Governor

By the Governor

Heber Ladner

Secretary of State

RESOLUTION OF McLAIN VOLUNTEER FIRE DEPARTMENT AN UNINCORPORATED ASSOCIATION, TO INCORPORATE, DESIGNATING THE INCORPORATORS, THE NAME OF THE PROPOSED CORPORATION AND AUTHORIZING THE EXPENDITURE OF THE FUNDS OF THE DEPARTMENT NECESSARY SO TO DO.

BE IT RESOLVED by the members of McLAIN VOLUNTEER FIRE DEPARTMENT, an unincorporated association of individuals, that it is to the best interests of this DEPARTMENT that it be forthwith incorporated as a nonprofit corporation under the laws of the State of Mississippi applicable thereto and that Carrol E. Goff, Albert White and Tommy Roberts

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this department to be named McLAIN VOLUNTEER FIRE DEPARTMENT, INC.; that they are fully empowered to do and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the department as may be necessary so to do.

CERTIFICATE

I, James L. Brown, Jr., do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is a true and correct copy of a Resolution duly and properly adopted at a meeting thereof held on the 11th day of September, 1972, at MaLain, Mississippi, at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 11th day of September, 1972.

James L. Brown, Jr.
SECRETARY

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. **Non-profit.**

THE CHARTER OF INCORPORATION OF

McLAIN VOLUNTEER FIRE DEPARTMENT, INC.

1. The corporate title of said company is: McLain Volunteer Fire Department, Inc.

2. The names of the incorporators are:
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
Carroll E. Goff	Box 71	McLain,	Miss.
Albert White	Box 101	McLain,	Miss.
Tommy Roberts	Box 102	McLain,	Miss.

All of the above named incorporators are adult resident citizens of the State of Mississippi.

3. The domicile is at _____ McLain, _____ Mississippi
(Street and No.) (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, etc.)

Said corporation is a non-profit corporation and no shares of stock shall be issued. This is a fire company.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:

The purpose of said corporation is to organize, establish and maintain and operate a volunteer fire department to be situated in the Town of McLain and operate in the genetal area of Greene County, Mississippi, in the trade area of McLain in Greene County, Mississippi, being a fire company.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE: IF MORE SPACE IS NEEDED PLEASE DO NOT USE THIS FORM.
DO NOT ATTACH ANY PAPERS TO ANY ARTICLE

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment.

Signatures: x Carroll E Goff
CARROLL E GOFF

x Albert White
ALBERT WHITE

x Tommy Roberts
TOMMY ROBERTS

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Greene

This day personally appeared before me, the undersigned authority Carroll E. Goff ~~Albert White~~, Tommy Roberts, incorporators of the corporation known as the McLain Volunteer Fire Department, Inc. who acknowledged that ~~(he)~~ (they) signed and executed the above and foregoing articles of incorporation as (his) (their) act and deed on this the 11 day of Sept, 1972

Malcolm N Cockrell

STATE OF MISSISSIPPI
County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the
who acknowledged that (he) (they) signed and executed the above and foregoing articles of incorporation as (his) (their) act and deed on this the day of , 19

Received at the office of the Secretary of State this the 21st day of September A.D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
Secretary of State

Jackson, Miss., Oct. 5, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By George H. Smithell
SPECIAL Assistant Attorney General

NOTE:—In case all incorporators are together when acknowledgment is taken, one acknowledgment will be sufficient.

BOOK 198 PAGE 480

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MILLSAPS DEVELOPMENT INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 6th day of October A. D., 1972.

William L. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

RESOLUTION

"WHEREAS, Millsaps College Development Association is now a voluntary nonprofit unincorporated organization composed of certain persons associated for the purpose of receiving and holding title to real property in order to collect the income therefrom and to distribute the entire income, less necessary and proper expense, to Millsaps College, a nonprofit organization existing under the laws of the State of Mississippi; and

"WHEREAS, after thorough investigation and discussion in meeting assembled, the members of said organization find that incorporation will entitle it to financial, organizational and other advantages not now enjoyed, and will facilitate accomplishment of the charitable purposes of the organization; and

"WHEREAS, the members of the organization find that the organization should be incorporated as a nonprofit corporation under and by virtue of the laws of the State of Mississippi.

"NOW, THEREFORE, BE IT RESOLVED by Millsaps College Development Association, in meeting assembled, that:

"1. James B. Campbell, W. M. Buie and George B. Pickett are hereby authorized and directed to proceed to take all actions and to do all things necessary to incorporate Millsaps College Development Association as a nonprofit corporation under the laws of the State of Mississippi, and to act as the incorporators thereof.

"2. The corporate title of the corporation herein authorized shall be "Millsaps Development Inc."

"3. The domicile of the said corporation shall be in the City of Jackson, Hinds County, Mississippi.

"4. The purposes and powers of the said corporation shall be as set forth in the copy of the proposed Charter of Incorporation, a copy of which is attached hereto as Exhibit A.

"5. The corporate organizational meeting shall be held at 800 Bankers Trust Plaza Building, Jackson, Mississippi, on the 9th day of October, 1972, at 10:30 A. M."

CERTIFICATE

I. J. Walton Lipscomb, Secretary of Millsaps College Development Association, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by Millsaps College Development Association, in meeting assembled, on the 27th day of September, 1972, at Jackson, Mississippi.

Witness my signature this 27th day of September, 1972.

J. Walton Lipscomb

Secretary

THE CHARTER OF INCORPORATION

OF

MILLSAPS DEVELOPMENT INC.

1. The corporate title of said corporation is MILLSAPS DEVELOPMENT INC.

2. The names and post office addresses of the incorporators, all of whom are members of the organization and are adult resident citizens of the State of Mississippi, are:

James B. Campbell	4152 N. Honeysuckle Lane Jackson, Mississippi 39211
W. M. Buie	809 Avondale Jackson,Mississippi 39216
George B. Pickett	1018 Arlington Jackson,Mississippi 39202

3. The domicile is at 1701 North State Street, Jackson, Mississippi.

4. This is a nonprofit charitable corporation and no shares of stock shall be issued.

5. The period of existence shall be perpetual.

6. The purposes for which this charitable corporation is created (including a statement of the rights and powers which are to be exercised by this corporation, which rights and powers shall be limited to those reasonably necessary to accomplish the stated purposes) are:

(1) To receive and hold title to real property, to collect the income therefrom and to distribute the

entire income, less necessary and proper expense, to Millsaps College, a Mississippi corporation which qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code and its regulations; and to borrow money and to execute such documents as are necessary and proper to evidence and secure payment (including promissory notes, mortgages, deeds of trust, pledges or assignments), all solely in connection with and as a part of the aforesaid purposes.

All assets of the corporation shall be used to accomplish this corporation's charitable purposes. No part of any net earnings of the corporation shall inure to the benefit of any member, director or officers of the corporation, or any private individual save and except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and no member, director or officer of the corporation, or private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

(2) To sue and be sued, complain and defend, in its corporate name.

(3) To adopt a corporate seal, which shall be impressed upon the by-laws of this corporation at a place therein described, and to keep and use said seal in accordance with the by-laws.

(4) To adopt, amend and repeal by-laws (a) to govern the internal affairs of this corporation, (b) to determine or designate the number and name of the officers and directors to be elected or appointed, with a description of their duties and responsibilities, (c) to designate the term or terms of said officers and directors, and (d) to set and determine the qualifications for membership in this corporation.

(5) In general, and subject to such limitation and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or as may be reasonably necessary for the accomplishment of the purposes of this corporation; but only such powers shall be exercised as are in the furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended and by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

(6) Upon the dissolution of the corporation, after provision is made for the payment of all of the liabilities of the corporation, the assets of the corporation shall be distributed exclusively to Millsaps College.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claim of creditors.

8. The number of shares of each class of stock necessary to be subscribed and paid for before the corporation shall commence business: None

JAMES B. CAMPBELL

W. M. BUIE

GEORGE B. PICKETT

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, JAMES B. CAMPBELL, W. M. BUIE and GEORGE B. PICKETT, incorporators of the corporation known as MILLSAPS DEVELOPMENT INC., who acknowledged to me that they signed and executed the above and foregoing Charter of Incorporation as their act and deed on this 25 day of October, 1972.

NOTARY PUBLIC

MY COMMISSION EXPIRES:
My Commission Expires September 4, 1974

RECEIVED at the office of the Secretary of State, this the 5th day of October, A. D., 1972, together with the sum of $ 20.00, deposited to cover the filing fee, and referred to the Attorney General for his opinion.

Helen Lakes
SECRETARY OF STATE

Jackson, Mississippi

October 5th, 1972

I have examined this application for a Charter of Incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. SUMMER
ATTORNEY GENERAL

BY George H. Swindoll
GEORGE H. SWINDOLL
Special Assistant Attorney General

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BOOK 198 PAGE 487

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

GREENE COUNTY ASSOCIATION FOR RETARDED CHILDREN, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 9th day of October A. D., 1972.

William L. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

RESOLUTION

WHEREAS, the Greene County Association for Retarded Children is an unincorporated association composed of members in the vicinity of Greene County in Mississippi; and

WHEREAS, said association is a charitable association in the nature of a civic improvement society which is dedicated to a program of promoting the general welfare of mentally retarded persons, developing training programs for such persons, aiding and advising the parents of such persons and promoting a better understanding of the problems of mental retardation; and

WHEREAS, it is the desire of said association to incorporate under the provisions of Section 5310.1, Mississippi Code of 1942, as amended;

NOW, THEREFORE, BE IT RESOLVED by the Greene County Association for Retarded Children at a regular meeting duly and legally called and held, that the Greene County Association for Retarded Children be incorperated as a non-profit, non-share corporation under Section 5310.1, Mississippi Code of 1942, as amended, and be it further resolved that Calvin Turner, Mrs. Eva Turner, and Mrs. Frances Burch are three members of the association, all of whom are adult citizens of the State of Mississippi, are hereby designated as members of the association to apply for Charter of Incorporation for said Greene County Association for Retarded Children, Inc., and said parties are authorized and directed to do any and all things which may be necessary, incidental to or connected with the incorporation of the Greene County Association for Retarded Children, Inc., as a non-profit, non-share corporation, the corporate name to be Greene County Association for Retarded Children, Inc.

RESOLVED on this the 23rd day of September, 1972.

The foregoing Resolution having been first reduced to writing was introduced by Calvin Turner, who moved the adoption thereof, seconded by Mrs. Eva Turner; thereupon said Resolution was adopted section by section and then as a whole by unanimous vote in each instance.

Calvin C. Turner
President

ATTEST:

Eva M. Turner
Secretary

CERTIFICATE

The undersigned, Mrs. Eva Turner, Secretary of the Greene County Association for Retarded Children, a charitable association, and as such the official custodian of the Minute Book and records of said organization, does hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Greene County Association for Retarded Children, an unincorporated association, at a regular meeting of said association begun and held at 7:00 P.M. on September 23, 1972, in the City of Leaksville, Mississippi, which was duly and legally called and held.

Witness my signature, on this 23rd day of September, 1972.

Eva M. Turner

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. Non-profit.

THE CHARTER OF INCORPORATION OF

Greene County Association for Retarded Children, Inc.

1. The corporate title of said company is:
   Greene County Association for Retarded Children, Inc.

2. The names and post office addresses of the incorporators are:
   (The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
Calvin Turner	Route #4 Box 138	Lucedale	Mississippi
Mrs. Eva Turner		Leaksville,	Mississippi
Mrs. Frances Burch		Leaksville,	Mississippi

All of the above incorporators are adult resident citizens of the State of Mississippi.

3. The domicile is at Route #4, Box 138 (Street and No.) Lucedale (City) Mississippi (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)
   This is a non-profit corporation and no shares of stock shall be issued. The corporation is non-political and non-sectarian.
   This is a Civic Improvement Corporation.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:
   a. To promote the general welfare of the mentally retarded wherever they may be.
   b. To foster the development of programs in their behalf.
   c. To encourage research related to mental retardation.
   d. To advise and aid parents in the solution of their problems and to coordinate their efforts and activities.
   e. To develop a better understanding of the problems of mental retardation by the public.
   f. To cooperate with all public, private, and religious agencies and professional groups in the furtherance of these ends.
   g. To associate with and support financially the Mississippi and National Associations to promote the common cause.
   h. To serve locally as a clearinghouse for gathering and giving out information regarding the mentally retarded.
   i. To solicit and receive funds for the accomplishment of the above purposes.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. The signatures of the incorporators must agree with their names as they appear in the resolution, article 2 of the charter and in the acknowledgment.

Signatures: Calvin C. Turner
Mrs. Frances Burch
Eva M. Turner

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Greene

This day personally appeared before me, the undersigned authority Calvin Turner, Mrs. Eva Turner, Mrs. Frances Burch, _____, _____, _____, _____, _____, _____

incorporators of the corporation known as the Greene County Association for Retarded Children, Inc. who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 6 day of octolyn, 1972

Comm Exp 1st Mon Jan 1976 Wayne Sullivan Notary Public

STATE OF MISSISSIPPI
County of _____

This day personally appeared before me, the undersigned authority _____, _____, _____, _____, _____, _____, _____, _____, _____

incorporators of the corporation known as the _____

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the _____ day of _____, 19____

_____

Received at the office of the Secretary of State this the 9th day of octo A.D., 19 72, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Helen Ladner
Secretary of State

Jackson, Miss., Oct. 9, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By George M. Sumrall
Assistant Attorney General

NOTE:—In case all incorporators are together when acknowledgment is taken, one acknowledgment will be sufficient.

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BOOK 198 PAGE 493

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MISSISSIPPI FEDERATION OF CHILD DEVELOPMENT CENTERS, INCORPORATED

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 6th day of October A. D., 1972.

William L. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

BOOK 198 PAGE 494

RESOLUTION

WHEREAS, the MISSISSIPPI FEDERATION OF CHILD DEVELOPMENT CENTERS, INC., of Hinds County, Mississippi, is an unincorporated, non-profit organization; and

WHEREAS, said unincorporated organization is authorized to be incorporated under the laws of the Laws of the State of Mississippi; and

WHEREAS, the interest of said unincorporated organization would be promoted by its incorporation;

NOW, THEREFORE, BE IT RESOLVED that REV. JOHN W. HUNTER, W. M. MCCLOUD and JOHN BUFFINGTON, be and they are hereby authorized, empowered and directed to apply for and obtain a charter of incorporation for said organization under the Laws of the State of Mississippi, as a non-profit and no share corporation.

BE IT FURTHER RESOLVED that the said REV. JOHN W. HUNTER, W. M. MCCLOUD and JOHN BUFFINGTON be and they are hereby authorized, empowered and directed to do all things necessary or proper to accomplish the purpose of this Resolution.

STATE OF MISSISSIPPI }
COUNTY OF CLAY }

Personally appeared before me, the undersigned authority at law in and for said County and State aforesaid WILMA DAVIS, who, being duly sworn states on oath that she is duly elected, qualified and acting Secretary of the unincorporated non-profit organization, the MISSISSIPPI FEDERATION OF CHILD DEVELOPMENT CENTERS, INC., of Hinds County, Mississippi, and that as such Secretary she is the keeper and custodian of its minutes and records, and that the above and foregoing is true and correct copy of the Resolution adopted at a meeting of said organization on the 18th day of February, A. D., 1972.

Wilma Davis
WILMA DAVIS, Secretary

SWORN TO AND SUBSCRIBED before me, on this the 4th day of October, A. D., 1972.

Myra D. Deans
NOTARY PUBLIC

My Commission Expires:

M. Comm. Expires Feb. 4, 1976

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. **Non-profit.**

THE CHARTER OF INCORPORATION OF

MISSISSIPPI FEDERATION OF CHILD DEVELOPMENT CENTERS, INCORPORATED

1. **The corporate title of said company is:** MISSISSIPPI FEDERATION OF CHILD DEVELOPMENT CENTERS, INCORPORATED

2. **The names and post office addresses of the incorporators are:**
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
Rev. John W. Hunter	Route 1, Box 11	Shuqualak, Mississippi	39361
Rev. W. M. McCloud	1108 South 14th St.	Columbus, Mississippi	39701
Mr. John Buffington	328 Cottrell Street	West Point, Mississippi	39773

All of the above named incorporators are adult resident citizens of the State of Mississippi.

3. **The domicile is at** 418 South Gallatin Street, Jackson, Mississippi 39205
(Street and No.) (City) (State)

4. **(Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)**

The Corporation shall be non-profit and no shares of stock shall be issued. The Corporation shall be a civic improvement society.

5. **Period of existence shall be perpetual.**

6. **The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:**

The purposes for which the corporation is organized are:

1. To utilize and develop educational techniques to bring members and others to a better understanding of the many systems, services, and institutions which affect the development and operations of child development centers;

2. To promote, through education, cooperation among members organizations;

3. To train administrators, teachers, teacher's aides, parents, community workers, and volunteers to work with and for organizations, institutions and people involved in child development programs;

4. To do and have done research relevant to the development and/or expansion child development centers;

5. Including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law);

6. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

Notwithstanding any other provision of this charter, the Corporation shall not conduct or be carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Upon dissolution of the Corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which then qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. The signatures of the incorporators must agree with their names as they appear in the resolution, article 2 of the charter and in the acknowledgment.

Signatures: Rev. John W. Hunter

Rev. W. M. McCloud

Mr. John Buffington

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Clay

This day personally appeared before me, the undersigned authority Rev. John W. Hunter, Rev. W. M. McCloud and Mr. John Buffington, _____, _____, incorporators of the corporation known as the MISSISSIPPI FEDERATION OF CHILD DEVELOPMENT CENTERS, INC. who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 4th day of October, 1972.

My Commission Expires Feb. 4, 1976

Mrs. R. L. Means, Notary Public

STATE OF MISSISSIPPI

County of _____

This day personally appeared before me, the undersigned authority _____, _____, _____, _____, _____, _____, incorporators of the corporation known as the _____ who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the _____ day of _____, 19____.

_____

Received at the office of the Secretary of State this the 6th day of October A.D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner

Secretary of State

Jackson, Miss., Oct. 6, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer

Attorney General

By George M. Irwin

Assistant Attorney General

NOTE:—In case all incorporators are together when acknowledgment is taken, one acknowledgment will be sufficient.

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BOOK 198 PAGE 499

State of Mississippi

Office of Secretary of State
Jackson

I, Heber Ladner, Secretary of State, do certify that the amendment hereto attached, amending the Charter of Incorporation of

FIRST SAVINGS AND LOAN ASSOCIATION OF SUNFLOWER COUNTY

CHANGING NAME TO

FIRST SAVINGS AND LOAN ASSOCIATION OF WEST MISSISSIPPI

was pursuant to the provisions of the laws of Mississippi recorded in the Records of Incorporations in this office, in PHOTOSTAT BOOK, NUMBER ONE-HUNDRED NINETY-EIGHT, PAGES 499-504.

Given under my hand and Seal of office hereunto affixed, this 9th day of October, 1972.

Heber Ladner

SECRETARY OF STATE

SECRETARY OF STATE * STATE OF MISSISSIPPI *

RECESSED BOARD MEETING - September 20, 1972

The Mississippi Board of Savings and Loan Associations met at 10 A.M., September 20, 1972, at the State Treasurer's office in the Walter Sillers Building, Jackson, Mississippi.

Present were: W. Hamp King, Chairman
Miss Evelyn Gandy, Vice Chairman
Brad Dye

Absent were: Heber Ladner
A. F. Summer

Also present was Walter E. Bullock, Executive Officer

CASE NO. 91 - DB-2 - FIRST SAVINGS AND LOAN ASSOCIATION OF SUNFLOWER COUNTY
Indianola, Mississippi

The Board having received amended petition of First Savings & Loan Association of Sunflower County, Indianola, Mississippi, for approval of amendments to its Charter and Bylaws, and having considered same, finds that the amendments are in proper form and is of the opinion that said amendments should be approved.

THEREFORE, IT IS ORDERED AND ADJUDGED that the Articles of Incorporation of FIRST SAVINGS & LOAN ASSOCIATION OF SUNFLOWER COUNTY are amended to read as follows:

Article I, Section 1. The corporate title of said association shall be "FIRST SAVINGS AND LOAN ASSOCIATION OF WEST MISSISSIPPI".

Section 2. Its main office shall be at 123 Main Street, Indianola, Mississippi.

Section 3. Branch offices may be operated at such locations as may be approved by the Board of Savings and Loan Associations.

Article IV. The amount of the capital stock in the association shall be in two classes, to-wit:

PERMANENT STOCK SHARES having a par value of $100.00 per share, being the ownership shares, shall be in the amount of Three Hundred Thousand Dollars ($300,000.00).

SHARE ACCOUNTS having a par value of $100.00 per share, to be credited to the account of the holder thereof and evidenced by passbooks, investment shares, and/or savings share account certificate, shall be unlimited.

The association may pay dividends, other than stock dividends, on permanent stock shares only if:

1. The aggregate amount of permanent stock shares, general reserves, surplus and undivided profits, less determined losses, equals or exceeds 8% of the withdrawable accounts and the payment of a dividend on permanent stock shares in excess of twice the average rate of interest paid on withdrawable accounts will not reduce the aggregate amount of permanent stock shares, general reserves, surplus and undivided profits to an amount less than 8% of the withdrawable accounts; or

2. The dividend rate on such permanent stock shares computed on the greater of (a) par value (if any) of permanent stock shares, or (b) total price paid to the association for permanent stock shares divided by the number of shares outstanding, does not exceed twice the average rate of interest paid on withdrawable accounts.

Notwithstanding any other provisions of the Charter of Incorporation or by-laws, the association shall not pay a dividend on permanent stock shares when the aggregate par value of the permanent stock shares together with the amount of surplus, undivided profits and all reserves required or designated for losses, less determined losses, if less than five per cent (5%) of withdrawable capital.

Article IX, Section 1. The officers of the Association shall be a Chairman of the Board of Directors, a president, one or more vice-presidents, a secretary, and a treasurer.

Section 2. a. THE CHAIRMAN OF THE BOARD OF DIRECTORS shall if present preside at all meetings of the Board of Directors and at all meetings of the Stockholders. He shall be elected by the Directors from their membership.

b. THE PRESIDENT shall be amember of the Board of Directors and shall be the executive officer of the association.

c. The offices of Secretary and Treasurer may be held by the same person.

d. All officers shall be elected by the Board of Directors and shall hold office for 3 years or until their successors are duly elected and qualified. They shall have such duties as are usually incident to their respective offices and such as may be assigned to them by the Board of Directors. Officers other than the Chairman of the Board and President may or may not be members of the Board of Directors.

IT IS ALSO ORDERED AND ADJUDGED that the Bylaws of FIRST SAVINGS & LOAN ASSOCIATION OF SUNFLOWER COUNTY be amended to read as follows:

Article I.

"Section I. The corporate title of said association shall be: 'FIRST SAVINGS AND LOAN ASSOCIATION OF WEST MISSISSIPPI'."

"Section 2. Its main office shall be at 123 Main Street, Indianola, Mississippi."

"Section 3. Branch offices may be operated at such locations as may be approved by the Board of Savings and Loan Associations."

Article IV "The amount of the capital stock in the association shall be in two classes, to-wit:

PERMANENT STOCK SHARES having a par value of $100.00 per share, being the ownership shares, shall be in the amount of Three Hundred Thousand Dollars ($300,000.00).

SHARE ACCOUNTS having a par value of $100.00 per share, to be credited to the account of the holder thereof and evidenced by passbooks, investment shares, and/or savings share account certificate, shall be unlimited.

The association may pay dividends, other than stock dividends, on permanent stock shares only if:

1. The aggregate amount of permanent stock shares, general reserves, surplus and undivided profits, less determined losses, equals or exceeds 8% of the withdrawable

accounts and the payment of a dividend on permanent stock shares in excess of twice the average rate of interest paid on withdrawable accounts will not reduce the aggregate amount of permanent stock shares, general reserves, surplus and undivided profits to an amount less than 8% of the withdrawable accounts; or

2. The dividend rate on such permanent stock shares computed on the greater of (a) par value (if any) of permanent stock shares, or (b) total price paid to the association for permanent stock shares divided by the number of shares outstanding, does not exceed twice the average rate of interest paid on withdrawable accounts.

Notwithstanding any other provisions of the Charter of Incorporation or the by-laws, the association shall not pay a dividend on permanent stock shares when the aggregate par value of the permanent stock shares together with the amount of surplus, undivided profits and all reserves required or designated for losses, less determined losses, if less than five per cent (5%) of withdrawable capital."

Article IX

"Section 1. The officers of the association shall be a Chairman of the Board of Directors, a president, one or more vice-presidents, a secretary, and a treasurer."

"Section 2. a. THE CHAIRMAN OF THE BOARD OF DIRECTORS shall if present preside at all meetings of the Board of Directors and at all meetings of the Stockholders. He shall be elected by the Directors from their membership.

b. THE PRESIDENT shall be a member of the Board of Directors and shall be the executive officer of the Association.

c. The offices of Secretary and Treasurer may be held by the same person.

d. All officers shall be elected by the Board of Directors and shall hold office for 3 years or until their successors are duly elected and qualified. They shall have such duties as are usually incident to their respective offices and such as may be assigned to them by the Board of Directors. Officers other than the Chairman of the Board and President may or may not be members of the Board of Directors."

So ordered this 20th day of September, 1972.

W. Hamp King

W. Hamp King, Chairman

ATTEST:

Walter E. Bullock

Walter E. Bullock, Executive Officer

There being no further business to come before the Board, the meeting was adjourned.

W. Hamp King

W. Hamp King, Chairman

ATTEST:

Walter E. Bullock

Walter E. Bullock, Executive Officer

BOOK 198 PAGE 505

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

TALLY ARMS CONDOMINIUM ASSOCIATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 11th day of October A. D., 1972.

William L. Waller

Governor

By the Governor

Secretary of State

BOOK 113 PAGE 506

STATE OF MISSISSIPPI

COUNTY OF HARRISON

RESOLUTION OF TALLY ARMS CONDOMINIUM ASSOCIATION, AN UNINCORPORATED ASSOCIATION, TO INCORPORATE, DESIGNATING THE INCORPORATORS, THE NAME OF THE PROPOSED CORPORATION, AND AUTHORIZING THE EXPENDITURE OF THE FUNDS OF THE ASSOCIATION NECESSARY TO DO SO

BE IT RESOLVED, by the members of TALLY ARMS CONDOMINIUM ASSOCIATION, an unincorporated association of individuals, that it is to the best interest of this association that it be forthwith incorporated as a Non-Profit Corporation under the Laws of the State of Mississippi applicable thereto, and that WALTER L. TALLY, H. W. GRAY, and KLEMENS A. KAMPE, are elected, appointed, designated and authorized to act as Incorporators in applying for a Charter for this association to be named TALLY ARMS CONDOMINIUM ASSOCIATION, INC.; that they are fully empowered to do and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association which may be necessary so to do.

C E R T I F I C A T E

I, NORMAN BRELAND, do hereby certify that I am the duly elected, qualified, and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is a true and correct copy of a Resolution duly and properly adopted at a meeting thereof, held on the 2nd day of October, 1972, at [illegible] A.M., at which a majority of the members were present, and said meeting was duly and properly called and held.

WITNESS MY SIGNATURE, this, the 4th day of October, 1972.

Norman Breland

SECRETARY

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. **Non-profit.**

THE CHARTER OF INCORPORATION OF

TALLY ARMS CONDOMINIUM ASSOCIATION, INC.

1. The corporate title of said company is: TALLY ARMS CONDOMINIUM ASSOCIATION, INC.

2. The names and post office addresses of the incorporators are:
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
1) Walter L. Tally	401 33rd Street	Gulfport,	Mississippi
2) H. W. Gray	Unit 36, Tally Arms Condominium, 16th & Church Sts.	Gulfport,	Mississippi
3) Klemens A. Kampe	Unit 37, Tally Arms Condominium, 16th & Church Sts.	Gulfport,	Mississippi

All of the above named incorporators are adult resident citizens of the State of Mississippi.

3. The domicile is at ~~Corner~~ 16th & Church Sts., Gulfport, Mississippi
(Street and No.) (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)

Tally Arms Condominium Association, Inc., is Non-Profit and no shares of stock are to be issued, and the type of organization is "Civic Improvement Society" for administration of Tally Arms Condominium ownership.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:

The purposes of incorporation are: To provide for maintenance, preservation, and architectural control of the residences, lots and common areas subject to the Declaration of Condominium made by Tally House, Inc., and Great American Mortgage Investors, dated July 7, 1972, and recorded on July 10, 1972, in Deed Book 687, Pages 377-95, of the Land Deed Records of the Office of the Chancery Clerk of the First Judicial District of Harrison County, Mississippi; to promote the health, safety and welfare of the residents within the said property and any additions thereto as may hereafter be brought within the jurisdiction of this association by annexation; to approve the annual budget, provide for, collect and administer assessments in connection with said Declaration, and to adopt and enforce reasonable rules and regulations thereunder, not contrary to law.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors. (Note: "Member" as used in the voting provision of this paragraph shall mean "Dwelling Unit Owner", one vote being allocated to each dwelling unit.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. The signatures of the incorporators must agree with their names as they appear in the resolution, article 2 of the charter and in the acknowledgment.

Signatures: Walter L Tally
WALTER L. TALLY
H. W. Gray
H. W. GRAY
Klemens A. Kampe
KLEMENS A. KAMPE

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of HARRISON, First Jud. District

This day personally appeared before me, the undersigned authority ~~WALTER L. TALLY~~ H. W. GRAY, KLEMENS A. KAMPE, _____, _____, _____, _____, incorporators of the corporation known as the TALLY ARMS CONDOMINIUM ASSOCIATION, INC., who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 4th day of October, 19 72.

Donna J Cave
Notary Public

My Commission Expires March 4, 1974

STATE OF MISSISSIPPI

County of _____

This day personally appeared before me, the undersigned authority _____, _____, _____, _____, _____, incorporators of the corporation known as the _____ who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the _____ day of _____, 19____.

Received at the office of the Secretary of State this the 9th day of Oct. A.D., 19 72, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Secretary of State

Jackson, Miss., Oct 10, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By George M. Swindoll
Special Assistant Attorney General

NOTE:—In case all incorporators are together when acknowledgment is taken, one acknowledgment will be sufficient.

BOOK 198 PAGE 509

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

COLUMBUS COMMUNITY THEATER, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 11th day of October A. D., 1972.

William L. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

STATE OF MISSISSIPPI

COUNTY OF LOWNDES

RESOLUTION

WHEREAS, the Columbus Community Theater of Columbus, Lowndes County, Mississippi, is an unincorporated lyceum association; and

WHEREAS, said unincorporated organization is authorized to be incorporated under the laws of the State of Mississippi; and

WHEREAS, the best interest of said unincorporated organization would be promoted by its incorporation.

NOW, THEREFORE, BE IT

RESOLVED that James R. Moore, Margaret S. Luke and Thomas J. Fagan, be and they are, authorized and directed to obtain a charter of incorporation for said organization under the laws of the State of Mississippi as a non-share and non-profit lyceum association.

RESOLVED that James R. Moore, Margaret S. Luke and Thomas J. Fagan, be, and they are hereby, authorized, empowered and directed to do all things necessary to accomplish the purpose of this resolution.

STATE OF MISSISSIPPI

COUNTY OF LOWNDES

Personally appeared before me, the undersigned authority in and for said county and state, Margaret S. Luke, who by me having been first duly sworn, on oath stated that she is the duly elected, qualified and acting secretary of the unincorporated lyceum association known as the Columbus Community Theater of Columbus, Lowndes County, Mississippi, and that as such secretary she is the keeper and custodian of its minutes and records; further, that the above and foregoing is a true and correct copy of the resolution duly made, recorded and passed at a regular meeting of said organization held on the 1st day of August, 1972.

Margaret S. Luke

Sworn to and subscribed before me this 4th day of October A.D., 1972.

Kathleen W. Burnett
Notary Public

(SEAL)

My commission expires: June 26, 1974

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. **Non-profit.**

THE CHARTER OF INCORPORATION OF

1. **The corporate title of said company is:** COLUMBUS COMMUNITY THEATER, INC.

2. **The names of the incorporators are:**
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
James R. Moore	308 Vance Street	Columbus,	Mississippi 39701
Thomas J. Fagan	Pleasant Vale Drive	Columbus,	Mississippi 39701
Margaret L. Duke	919 College Street	Columbus,	Mississippi 39701

All of the above named incorporators are adult resident citizens of the State of Mississippi.

3. **The domicile is at** ~~308 Vance Street (Street and No.) Columbus (City), Mississippi, 39701 (State)~~

4. **(Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, etc.)**

The corporation is non-profit and no shares are to be issued. The corporation is a type of corporation authorized by the provisions of House Bill 1335, Laws of 1968.

This is a lyceum corporation.

5. Period of existence shall be perpetual.

See four.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:

The purposes for which the corporation is created, not contrary to law, are and shall be:
(A) To form a lyceum association or society that will produce, direct, sponsor, endorse, promote, and otherwise, encourage theatrical productions and related activities for the educational development and entertainment of the general public.
(B) To purchase or otherwise acquire, contract for, take, hold, own, develop, improve, operate, lease, let, enjoy, control, manage, mortgage, sell, exchange, convey or otherwise deal in and with such property, real, personal and mixed, as may be reasonably necessary to carry out the purposes for which the corporation is formed.
(C) To contract with any and all entities as may be reasonably necessary to carry out the purposes for which the corporation is formed.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE: IF MORE SPACE IS NEEDED PLEASE DO NOT USE THIS FORM.
DO NOT ATTACH ANY PAPERS TO ANY ARTICLE.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment.

Signatures: James R. Moore
Thomas J. Fagan
Margaret L. Duke

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of LOWNDES

This day personally appeared before me, the undersigned authority of law, in and for said county and state, James R. Moore, Thomas J. Fagan and Margaret L. Duke, _____, _____, incorporators of the corporation known as the incorporators who acknowledged that (he) (they) signed and executed the above and foregoing charter of incorporation as (his) (their) act and deed on this the 4th day of October, 1972

MY COMMISSION EXPIRES JUNE 26 1974 Kathleen H. Burnett

STATE OF MISSISSIPPI
County of _____

This day personally appeared before me, the undersigned authority _____, _____, _____, _____, _____, _____, incorporators of the corporation known as the _____ who acknowledged that (he) (they) signed and executed the above and foregoing charter of incorporation as (his) (their) act and deed on this the _____ day of _____, 19____

_____

Received at the office of the Secretary of State this the 6th day of Oct. A.D., 1972, together with the sum of $_____ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
Secretary of State

Jackson, Miss., Oct. 9, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

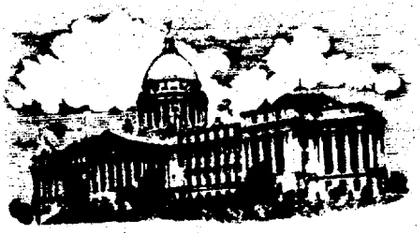
A. F. Summer
Attorney General

By George M. Trimble
Special Assistant Attorney General

NOTE:—In case all incorporators are together when acknowledgment is taken, one acknowledgment will be sufficient.

BOOK 198 PAGE 514

State of Mississippi

EXECUTIVE  OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of JACKSON-HINDS COMMUNITY LEGAL SERVICES

CHANGING NAME TO:

COMMUNITY LEGAL SERVICES OF MISSISSIPPI, INC.

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 11th day of October A. D., 1972

William V. Waller

Governor.

Attest:

Heber Ladner

Secretary of State.

CERTIFIED COPY OF RESOLUTION
ADOPTED BY
JACKSON-HINDS COMMUNITY LEGAL SERVICES
AT A MEETING HELD ON JULY 26, 1972,
AUTHORIZING AND DIRECTING THE CHANGE
OF NAME TO
COMMUNITY LEGAL SERVICES OF MISSISSIPPI, INC.

WHEREAS, JACKSON-HINDS COMMUNITY LEGAL SERVICES is a voluntary, non-profit, incorporation chartered by the State of Mississippi, and

WHEREAS, after thorough discussion in a noticed meeting assembled, this corporation desires to change its name from Jackson-Hinds Community Legal Services to Community Legal Services of Mississippi, Inc.

THEREFORE BE IT RESOLVED by Jackson-Hinds Community Legal Services that:

The name of Jackson-Hinds Community Legal Services be changed to Community Legal Services of Mississippi, Inc.

C E R T I F I C A T E

I, A. Spencer Gilbert, III, President of the Board of Directors of Jackson-Hinds Community Legal Services do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by Jackson-Hinds Community Legal Services in a meeting assembled on the 26th day of July, 1972, in Jackson, Mississippi.

WITNESS MY SIGNATURE, this 4th day of October, 1972.

A. Spencer Gilbert, III
A. SPENCER GILBERT, III

ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

OF

JACKSON-HINDS COMMUNITY LEGAL SERVICES

Pursuant to the provisions of Section 5323 of the Mississippi Code Annotated, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

First: The name of this corporation is changed from JACKSON-HINDS COMMUNITY LEGAL SERVICES to COMMUNITY LEGAL SERVICES OF MISSISSIPPI, INC.

Second: The following amendment of the Articles of Incorporation was adopted by the members of the corporation on July 26, 1972, at a regular meeting of the members of the corporation at Jackson, Mississippi:

> The name of Jackson-Hinds Community Legal Services be changed to Community Legal Services of Mississippi, Inc.

DATED: This 4th day of October, 1972.

SIGNED: JACKSON-HINDS COMMUNITY LEGAL SERVICES

(hereafter Community Legal Services of Mississippi, Inc.)

BY: N. Spencer Sicard, III
ITS PRESIDENT

A C K N O W L E D G M E N T

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, A. SPENCER GILBERT, III, President of the Board of Directors of the corporation known as Jackson-Hinds Community Legal Services, who acknowledged that he signed and executed the above and foregoing Articles of Amendment to the Articles of Incorporation of Jackson-Hinds Community Legal Services on this the 4th day of October, 1972.

My Commission Expires Jan. 27, 1975

Ruby B. Smith
NOTARY PUBLIC

BOOK 198 PAGE 518

Received at the office of the Secretary of State, this the 4th day of October

A. D., 1972, together with the sum of $10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
SECRETARY OF STATE.

Jackson, Miss.,

Oct. 11, 1972

I have examined this Application for amendment of the Charter of incorporation, and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

A. F. Summer
ATTORNEY GENERAL.

By George M. Irwin
Special Assistant Attorney General.

BOOK 198 PAGE 519

State of Mississippi

Office of Secretary of State
Jackson

I, Heber Ladner, Secretary of State, do certify that the amendment hereto attached, amending the Charter of Incorporation of

THE SECURITY LIFE INSURANCE COMPANY OF THE SOUTH

was pursuant to the provisions of the laws of Mississippi recorded in the Records of Incorporations in this office, in PHOTOSTAT BOOK, NUMBER ONE-HUNDRED NINETY-EIGHT, PAGES 519-537.

SECRETARY OF STATE
OFFICIAL
STATE OF MISSISSIPPI

Given under my hand and Seal of office hereunto affixed, this 12th day of October, 1972.

Heber Ladner

SECRETARY OF STATE

AMENDMENT TO CHARTER

OF

THE SECURITY LIFE INSURANCE COMPANY OF THE SOUTH

WHEREAS, on the 9th day of October, 1972, there was duly and legally held a special called meeting of the stockholders of The Security Life Insurance Company of the South in the City of Jackson, Mississippi; and

WHEREAS, at said meeting there was adopted the following RESOLUTION, a certified copy of which is attached hereto as Exhibit "A" and incorporated herein by reference:

RESOLUTION OF STOCKHOLDERS

"BE IT RESOLVED that the Charter of Incorporation and Articles of the Association of The Security Life Insurance Company of the South be, and hereby are, amended as follows:

There shall be a new class of stock to be known as Class "BB" stock issued at par value of One Dollar ($1.00) per share to consist of Ten Thousand (10,000) shares. Said shares shall first be offered for sale to present shareholders of the Company in proportion to their interest in the outstanding shares of the Company. Each share of "BB" stock shall have equal right of participation upon dissolution of the Company.

The amount of Class "AA" common stock authorized is hereby reduced from 40,000 shares of the par value of Twelve Dollars and 50/100 ($12.50) to 39,120 shares of said stock. The purpose of this reduction of Class "AA" stock is to reduce capital stock of the Company by Eleven Thousand Dollars ($11,000.00).

The amount of Capital Stock is Five Hundred and Ten Thousand Dollars ($510,000.00), composed of Ninety-three Thousand One Hundred and Twenty (93,120) shares of common stock divided into the following classes:

1. 40,000 shares shall be Class "A" common stock of the par value of twenty-five cents ($0.25) per share;

2. 4,000 shares shall be Class "B" common stock of the par value of twenty-five cents ($0.25) per share;

3. 39,120 shares shall be Class "AA" common stock of the par value of Twelve Dollars and Fifty cents ($12.50) per share;

4. 10,000 shares shall be Class "BB" common stock of the par value of One Dollar ($1.00) per share."

WHEREAS, said RESOLUTION was, by vote of the stockholders, present in person and represented by proxies, adopted, and which stock represented in the meeting was a majority of the stock of the Company,

NOW, THEREFORE, the Charter of Incorporation and Articles of the Association of The Security Life Insurance Company of the South are amended in the following particulars:

In lieu of paragraphs reading:

"The amount of captial stock is Five Hundred and Eleven Thousand Dollars ($511,000.00), composed of Eighty-four Thousand (84,000) shares of common stock divided into the following classes:

1. 40,000 shares shall be Class "A" common stock of the par value of $0.25 per share.

2. 4,000 shares shall be Class "B" common stock of the par value of $0.25 per share.

3. 40,000 shares shall be Class "AA" common stock of the par value of $12.50 per share."

the following shall be substituted:

There shall be a new class of stock to be known as Class "BB" stock issued at par value of One Dollar ($1.00) per share to consist of Ten Thousand (10,000) shares. Said shares shall first be offered for sale to present shareholders of the Company in proportion to their interest in the outstanding shares of the Company. Each share of "BB" stock shall have equal right of participation upon dissolution of the Company.

The amount of Class "AA" common stock authorized is hereby reduced from 40,000 shares of the par value of Twelve Dollars and 50/100 ($12.50) to 39,120 shares of said stock. The purpose of this reduction of Class "AA" stock is to reduce capital stock of the Company by Eleven Thousand Dollars ($11,000.00).

The amount of Capital Stock is Five Hundred and Ten Thousand Dollars ($510,000.00), composed of Ninety-three Thousand One Hundred and Twenty (93,120) shares of common stock divided into the following classes:

1. 40,000 shares shall be Class "A" common stock of the par value of twenty-five cents ($0.25) per share;

2. 4,000 shares shall be Class "B" common stock of the par value of twenty-five cents ($0.25) per share;

3. 39,120 shares shall be Class "AA" common stock of the par value of Twelve Dollars and 50/100 ($12.50) per share;

4. 10,000 shares shall be Class "BB" common stock of the par value of One Dollar ($1.00) per share."

WITNESS my signature this the 9th day of October, 1972.

President

Secretary

CORPORATE SEAL

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named Walter H. Williams and Lionel B. Fraser, President and Secretary, respectively, of The Security Life Insurance Company of the South, a corporation, who acknowledged that as such officers of said corporation, having been first fully and duly authorized so to do, they signed, executed and delivered the foregoing instrument as the act and deed of The Security Life Insurance Company of the South on the day and year for the purposes therein mentioned.

WITNESS my signature and the seal of my office this the 9th day of October, 1972.

Notary Public

My Commission Expires:

My Commission Expires March 13, 1974

Oct. 9, 1972

BOOK 198 PAGE 523

RESOLUTION OF STOCKHOLDERS

BE IT RESOLVED that the Charter of Incorporation and Articles of the Association of The Security Life Insurance Company of the South be, and hereby are, amended as follows:

There shall be a new class of stock to be known as Class "BB" stock issued at par value of One Dollar ($1.00) per share to consist of Ten Thousand (10,000) shares. Said shares shall first be offered for sale to present shareholders of the Company in proportion to their interest in the outstanding shares of the Company. Each share of "BB" stock shall have equal right of participation upon dissolution of the Company.

The amount of Class "AA" common stock authorized is hereby reduced from 40,000 shares of the par value of Twelve Dollars and 50/100 ($12.50) to 39,120 shares of said stock. The purpose of this reduction of Class "AA" stock it to reduce capital stock of the Company by Eleven Thousand Dollars ($11,000.00).

The amount of Capital Stock is Five Hundred and Ten Thousand Dollars ($510,000.00), composed of ninety-three thousand one hundred and twenty (93,120) shares of common stock divided into the following classes:

1. 40,000 shares shall be Class "A" common stock of the par value of twenty-five cents ($0.25) per share;

2. 4,000 shares shall be Class "B" common stock of the par value of twenty-five cents ($0.25) per share;

3. 39,120 shares shall be Class "AA" common stock of the par value of twelve dollars and fifty cents ($12.50) per share;

4. 10,000 shares shall be Class "BB" common stock of the par value of one dollar ($1.00) per share.

"EXHIBIT A"

I, the undersigned Secretary of The Security Life Insurance Company of the South, do hereby certify that the foregoing is a true and correct copy of a RESOLUTION duly presented and passed at a special meeting of the stockholders of The Security Life Insurance Company of the South held at 1328 Lynch Street in the City of Jackson, Mississippi, on the 9th day of October, 1972.

WITNESS my signature and the seal of the corporation this the 9th day of October, 1972.

SIGNED: Rivard B Fraser
Secretary

SEAL

AFFIDAVIT

I, Lionel B. Fraser, Secretary, The Security Life Insurance Company of the South, a corporation, do hereby affirm and swear that on the 10th day of October, 1972, the sum of Seventy-three Thousand Four Hundred and Ninety-six Dollars ($73,496.00) was deposited in the Deposit Guaranty National Bank of Jackson, Mississippi to the surplus account of The Security Life Insurance Company of the South.

WITNESS MY SIGNATURE and the seal of the corporation this the 10th day of October, 1972.

SEAL

Lionel B. Fraser

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named Lionel B. Fraser, Secretary, The Security Life Insurance Company of the South, a corporation, who acknowledged that as such officer of said corporation, having been first fully and duly authorized so to do, signed the foregoing instrument as the act and deed of The Security Life Insurance Company of the South on the day and year for the purpose mentioned.

WITNESS MY SIGNATURE and the seal of my office this the 10th day of October, 1972.

Notary Public

My Commission Expires:

DEPOSIT GUARANTY NATIONAL BANK

JACKSON, MISSISSIPPI

CERTIFICATE OF BANK OFFICER

I, Cecil H. Smith, Senior Vice President of the Deposit Guaranty National Bank of Jackson, Mississippi, do hereby certify that Walter H. Williams, President, The Security Life Insurance Company of the South, has this day, the 10th of October, 1972, deposited in the Deposit Guaranty National Bank of Jackson, Mississippi, the sum of Eighty Thousand Dollars ($80,000.00) to the account of The Security Life Insurance Company, 1328 Lynch Street, Jackson, Mississippi, Account Number 25-51900, for the purpose of increasing the company's surplus by Seventy-three Thousand Four Hundred and Ninety-six Dollars ($73,496.00) and the company's capital by Six Thousand Five Hundred and Four Dollars ($6,504.00).

WITNESS MY SIGNATURE, this the 10th day of October, 1972.

Cecil H. Smith

STATE OF MISSISSIPPI

OFFICE OF THE INSURANCE COMMISSIONER

CERTIFICATE OF THE INSURANCE COMMISSIONER

I, EVELYN GANDY, Insurance Commissioner of the State of Mississippi, do hereby certify that I have examined the proposed Amendment to the Charter of Incorporation of The Security Life Insurance Company of the South and that, in my opinion, all provisions of the insurance laws of the State of Mississippi have been complied with, and said Amendment, therefore, has my approval.

WITNESS MY HAND and the seal of my office, this the 12th day of October, 1972.

Evelyn Gandy

EVELYN GANDY, Insurance Commissioner
of the State of Mississippi

BOOK 198 PAGE 528

STATE OF MISSISSIPPI

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF THE SECRETARY OF STATE

I, HEBER LADNER, Secretary of State of the State of Mississippi, do hereby certify that the foregoing and attached Amendment to the Charter of Incorporation of The Security Life Insurance Company of the South, duly and legally approved and certified by the proper officers, has this day been duly and properly recorded in the records of incorporation in my office and that the proper fee provided by law for filing and recording same is duly paid.

WITNESS MY HAND AND THE GREAT SEAL OF THE STATE OF MISSISSIPPI, this the _____ day of October, 1972.

HEBER LADNER, Secretary of State
of the State of Mississippi

AMENDMENT TO CHARTER

OF

THE SECURITY LIFE INSURANCE COMPANY OF THE SOUTH

WHEREAS, on the 18th day of May, 1972, there was duly and legally held a special called meeting of the stockholders of The Security Life Insurance Company of the South in the City of Jackson, Mississippi; and

WHEREAS, at said meeting there was adopted the following RESOLUTION, a certified copy of which is attached hereto as Exhibit "A" and incorporated herein by reference:

RESOLUTION

"RESOLVED, that the authorized Class "AA" stock of the Company be increased from $189,000.00 to $500,000.00 by increasing the number of shares of Class "AA" common stock of the par value of $12.50 per share from 15,120 shares to 40,000 shares and selling said shares for cash after first offering said shares to all of the present shareholders of the Company and giving them a preemptive right to acquire these additional shares in proportion to their interest in the outstanding shares of the Company, and that the proper officers of the Company be, and they are hereby, authorized and empowered to amend the Charter of said Company by deleting the unnumbered paragraph of the Articles of Incorporation setting forth the capitalization of the corporation and in lieu and instead of said paragraph to place the following:

'The amount of capital stock is $511,000.00 composed of 84,000 shares of common stock divided into the following classes:

1. 40,000 shares shall be Class "A" common stock of the par value of $0.25 per share.

2. 4,000 shares shall be Class "B" common stock of the par value of $0.25 per share.

3. 40,000 shares shall be Class "AA" common stock of the par value of $12.50 per share."

WHEREAS, said RESOLUTION was, by unanimous vote of the stockholders, present in person and represented by proxies, adopted,

and which stock represented in the meeting was a majority of the stock of the Company,

NOW, THEREFORE, the Charter of Incorporation and Articles of the Association of The Security Life Insurance Company of the South are amended in the following particulars:

In lieu of the paragraphs reading:

"The amount of capital stock is $200,000.00, composed of 59,120 shares of common stock divided into the following classes:

1. 40,000 shares shall be Class "A" common stock of the par value of $0.25 per share.

2. 4,000 shares shall be Class "B" common stock of the par value of $0.25 per share.

3. 15,120 shares shall be Class "AA" common stock of the par value of $12.50 per share."

the following shall be substituted:

"The amount of capital stock is Five Hundred and Eleven Thousand Dollars ($511,000.00), composed of Eighty-four Thousand (84,000) shares of common stock divided into the following classes:

1. 40,000 shares shall be Class "A" common stock of the par value of $0.25 per share.

2. 4,000 shares shall be Class "B" common stock of the par value of $0.25 per share.

3. 40,000 shares shall be Class "AA" common stock of the par value of Twelve Dollars and 50/100 ($12.50) per share.

WITNESS my signature this the 9th day of October, 1972.

President

Secretary

CORPORATE SEAL

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named Walter H. Williams and Lionel B. Fraser, President and Secretary, respectively, of The Security Life Insurance Company of the South, a corporation, who acknowledged that as such officers of said corporation, having been first fully and duly authorized so to do, they signed, executed and delivered the foregoing instrument as the act and deed of The Security Life Insurance Company of the South on the day and year for the purposes therein mentioned.

WITNESS my signature and the seal of my office this the 9th day of October, 1972.

Notary Public

My Commission Expires:

My Commission Expires March 13, 1974

May 18th 1972

BOOK 198 PAGE 532

RESOLUTION

"RESOLVED, that the authorized Class "AA" stock of the Company be increased from $189,000.00 to $500,000.00 by increasing the number of shares of Class "AA" common stock of the par value of $12.50 per share from 15,120 shares to 40,000 shares and selling said shares for cash after first offering said shares to all of the present shareholders of the Company and giving them a preemptive right to acquire these additional shares in proportion to their interest in the outstanding shares of the Company, and that the proper officers of the Company be, and they are hereby, authorized and empowered to amend the Charter of said Company by deleting the unnumbered paragraph of the Articles of Incorporation setting forth the capitalization of the corporation and in lieu and instead of said paragraph to place the following:

'The amount of capital stock is $511,000.00, composed of 84,000 shares of common stock divided into the following classes:

1. 40,000 shares shall be Class "A" common stock of the par value of $0.25 per share.

2. 4,000 shares shall be Class "B" common stock of the par value of $0.25 per share.

3. 40,000 shares shall be Class "AA" common stock of the par value of $12.50 per share."

"EXHIBIT A"

I, the undersigned Secretary of The Security Life Insurance Company of the South, do hereby certify that the foregoing is a true and correct copy of a RESOLUTION duly presented and passed at a special meeting of the stockholders of The Security Life Insurance Company of the South held at 1328 Lynch Street in the City of Jackson, Mississippi, on the 18th day of May, 1972.

WITNESS my signature and the seal of the corporation this the 9th day of October, 1972.

SIGNED: Lloyd B. Frazier
Secretary

SEAL

BOOK 198 PAGE 534

AFFIDAVIT

I, Lionel B. Fraser, Secretary, The Security Life Insurance Company of the South, a corporation, do hereby affirm and swear that on the 10th day of October, 1972, the sum of Seventy-three Thousand Four Hundred and Ninety-six Dollars ($73,496.00) was deposited in the Deposit Guaranty National Bank of Jackson, Mississippi to the surplus account of The Security Life Insurance Company of the South.

WITNESS MY SIGNATURE and the seal of the corporation this the 10th day of October, 1972.

Lionel B. Fraser

Lionel B. Fraser

SEAL

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named Lionel B. Fraser, Secretary, The Security Life Insurance Company of the South, a corporation, who acknowledged that as such officer of said corporation, having been first fully and duly authorized so to do, signed the foregoing instrument as the act and deed of The Security Life Insurance Company of the South on the day and year for the purpose mentioned.

WITNESS MY SIGNATURE and the seal of my office this the 10th day of October, 1972.

Notary Public

My Commission Expires:

My Commission Expires Feb. 17, 1976

DEPOSIT GUARANTY NATIONAL BANK

JACKSON, MISSISSIPPI

CERTIFICATE OF BANK OFFICER

I, Cecil H. Smith, Senior Vice President of the Deposit Guaranty National Bank of Jackson, Mississippi, do hereby certify that Walter H. Williams, President, The Security Life Insurance Company of the South, has this day, the 10th of October, 1972, deposited in the Deposit Guaranty National Bank of Jackson, Mississippi, the sum of Eighty Thousand Dollars ($80,000.00) to the account of The Security Life Insurance Company, 1328 Lynch Street, Jackson, Mississippi, Account Number 25-51900, for the purpose of increasing the company's surplus by Seventy-three Thousand Four Hundred and Ninety-six Dollars ($73,496.00) and the company's capital by Six Thousand Five Hundred and Four Dollars ($6,504.00).

WITNESS MY SIGNATURE, this the 10th day of October, 1972.

Cecil H. Smith

BOOK 198 PAGE 536

STATE OF MISSISSIPPI

OFFICE OF THE INSURANCE COMMISSIONER

CERTIFICATE OF THE INSURANCE COMMISSIONER

I, EVELYN GANDY, Insurance Commissioner of the State of Mississippi, do hereby certify that I have examined the proposed Amendment to the Charter of Incorporation of The Security Life Insurance Company of the South and that, in my opinion, all provisions of the insurance laws of the State of Mississippi have been complied with, and said Amendment, therefore, has my approval.

WITNESS MY HAND and the seal of my office, this the 13th day of October, 1972.

Evelyn Gandy

EVELYN GANDY, Insurance Commissioner
of the State of Mississippi

STATE OF MISSISSIPPI

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF THE SECRETARY OF STATE

I, HEBER LADNER, Secretary of State of the State of Mississippi, do hereby certify that the foregoing and attached Amendment to the Charter of Incorporation of The Security Life Insurance Company of the South, duly and legally approved and certified by the proper officers, has this day been duly and properly recorded in the records of incorporation in my office and that the proper fee provided by law for filing and recording same is duly paid.

WITNESS MY HAND AND THE GREAT SEAL OF THE STATE OF MISSISSIPPI, this the _____ day of October, 1972.

HEBER LADNER, Secretary of State
of the State of Mississippi

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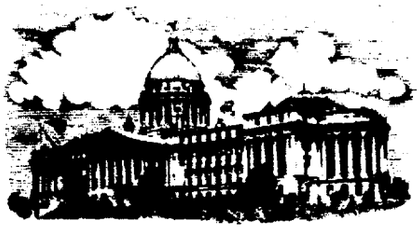
BOOK 198 PAGE 539

State of Mississippi

EXECUTIVE  OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

THE CHURCH AT SAPA

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 12th day of October, 1972.

William L. Waller

Governor.

Attest:

Heber Ladner

Secretary of State.

MINUTES OF THE MEETING OF THE MEMBERS OF
THE CHURCH AT SAPA
ADOPTING AND APPROVING A PROPOSED AMENDMENT
TO THE CHARTER OF INCORPORATION

WHEREAS, on the 11th day of August 1972, members of The Church At Sapa met and adopted a proposal to amend the Charter of Incorporation of The Church At Sapa to include additional language to qualify them for tax exempt status under the Internal Revenue Code.

The following language was proposed to be inserted in Section 6 and to become a part of The Articles of Incorporation, and was approved by all members present:

> If for any reason this corporation is dissolved or it ceases to function as a Church in accordance with this Charter, then all properties, whether real or personal, monies or other things of value shall pass and be distributed under and in accordance with Section 501(c)(3) of the Internal Revenue Code.
>
> This Corporation shall be authorized to exercise the powers permitted non-profit corporations under the Mississippi Statutes, provided however, this corporation, The Church At Sapa, Eupora, Mississippi, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code.
>
> Upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemptions under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer, or trustee of this organization.

There being no further business, the meeting was thereupon adjourned.

SECRETARY OF THE CHURCH AT SAPA

Geraldine Hinson
SECRETARY

This is to certify that this is a true and correct copy of the minutes of the meeting of the members of The Church at Sapa, said meeting being held August 11, 1972.

Geraldine Hinson
SECRETARY OF THE CHURCH AT SAPA

AMENDMENT OF THE CHARTER OF THE ARTICLES
OF INCORPORATION OF THE CHURCH AT SAPA

Additional language to Section 6

If for any reason this corporation is dissolved or it ceases to function as a Church in accordance with this Charter, then all properties, whether real or personal, monies or other things of value shall pass and be distributed under and in accordance with Section 501(c)(3) of the Internal Revenue Code.

This corporation shall be authorized to exercise the powers permitted non-profit corporations under the Mississippi Statutes, provided however, this corporation, The Church At Sapa, Eupora, Mississippi, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code.

Upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemptions under Section 501(c)(3) of the Internal Revenue Code, or to the Federal government, or to a State government, or to a local government, for a public purpose, and none of the assets will be distributed to any member, officer, or trustee of this organization.

STATE OF MISSISSIPPI

COUNTY OF WEBSTER

Before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Geraldine Hinson, Secretary of The Church At Sapa, who acknowledged that the foregoing Amendment of the Charter of Incorporation of The Church At Sapa is the Amendment that was adopted by all members at the meeting on August 11, 1972.

WITNESS MY HAND AND OFFICIAL SEAL on this the 7th day of September, A.D., 1972

Sylvia M Barnes
NOTARY PUBLIC

My Commission Expires:

January 4, 1976.

BOOK 198 PAGE 544

Received at the office of the Secretary of State, this the 15th day of Septem

A. D., 1972, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Helen Ladner
SECRETARY OF STATE.

Jackson, Miss.,

Oct. 11, 1972

I have examined this proposed amendment to the Charter of incorporation, and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

A. F. Summer
ATTORNEY GENERAL.

By George M. Swindell
Special Assistant Attorney General.

BOOK 198 PAGE 545

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MISSISSIPPI ART COLONY, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 12th day of October A. D., 1972.

William L. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

RESOLUTION

BE IT RESOLVED by the Mississippi Art Colony, Inc. that the following members of said Mississippi Art Colony, Inc. be and they hereby are authorized to apply to the State of Mississippi for a charter of incorporation for said Mississippi Art Colony, Inc., an unincorporated association, and to execute any and all papers necessary in connection with such incorporation:

Alex M. Loeb
2741 - 38th Street
Meridian, Mississippi

Jean R. Loeb
2741 - 38th Street
Meridian, Mississippi

Mrs. G. A. Howell
St. Francis Drive
Philadelphia, Mississippi

I, the undersigned Jean R. Loeb, Secretary of the Mississippi Art Colony, Inc., do hereby certify that the foregoing is a true and correct copy of a resolution adopted at a duly called and constituted meeting of the members of the Mississippi Art Colony, Inc. held on May 3, 1972, in the Pinehurst Hotel in Laurel, Mississippi.

WITNESS my signature this the 28th day of September, 1972.

Jean R. Loeb
Jean R. Loeb, Secretary

CHARTER OF INCORPORATION

OF

MISSISSIPPI ART COLONY, INC.

1. The corporate title of said corporation is MISSISSIPPI ART COLONY, INC.

2. The names, street addresses and postoffice addresses of the incorporators are:

Alex M. Loeb — 2741 - 38th Street, Meridian, Mississippi 39301
An adult resident citizen of the State of Mississippi.

Jean R. Loeb — 2741 - 38th Street, Meridian, Mississippi 39301
An adult resident citizen of the State of Mississippi.

Mrs. G. A. Howell — St. Francis Drive, Philadelphia, Mississippi 39350
An adult resident citizen of the State of Mississippi.

3. The domicile of the corporation in this state shall be 2741 - 38th Street, Meridian, Mississippi, 39301.

4. The corporation is a non-profit corporation operating an art colony and no shares of stock are to be issued. This is a fraternal corporation.

5. The period of existence of the corporation shall be perpetual.

6. The purpose for which the corporation is created is the promotion of art and the operation of art colonies. The rights and powers that are to be exercised by said corporation are the operation of an art colony; to sue and be sued, complain and defend, in its corporate name; to purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein wherever situated; and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets; and such other powers as it may have under Title 21, Chapter 4, Mississippi Code of 1942, Annotated.

7. The corporation shall issue no shares of stock and shall divide no dividends or profits among its members. Expulsion shall be the only remedy for non-payment of dues. Each member shall have the right to one vote in the election of all officers. Loss of membership by death or otherwise shall terminate all interest of such member in the corporate assets. There shall be no individual liabilities against the owners for corporate debts, but the entire corporation entity shall be liable for the claims of creditors.

This the 20th day of September, 1972.

Alex M. Loeb

Mrs. G. A. Howell

Mrs. G. A. Howell

Jean R. Loeb

STATE OF MISSISSIPPI

COUNTY OF LAUDERDALE

Personally appeared before me, the undersigned authority in and for said county and state, Alex M. Loeb and Jean R. Loeb, who acknowledged that they signed and executed the foregoing Charter of Incorporation as their act and deed on this the 20th day of September, 1972.

Carolyn B Smith
Notary Public

My commission expires:

My Commission Expires Jan. 26, 1975

STATE OF MISSISSIPPI

COUNTY OF NESHOBA

Personally appeared before me, the undersigned authority in and for said county and state, Mrs. G. A. Howell, who acknowledged that she signed and executed the foregoing Charter of Incorporation as her own act and deed on this the 22nd day of September, 1972.

Ex-Officio Elizabeth Darby, Chancery Clerk
Notary Public

My commission expires: 1-1-1976

Received at the office of the Secretary of State, this the 2nd day of Oct.

A. D., 19 72. together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
SECRETARY OF STATE.

Jackson, Miss.,

Oct. 12, 1972

I have examined this application for a Charter of incorporation, and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

A. F. Summer
ATTORNEY GENERAL.

By George M. Swindoll
Special Assistant Attorney General.

BOOK 198 PAGE 550

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

NATCHEZ-ROXIE BUS CLUB

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 12th day of October A. D., 1972.

William L. Waller
Governor

By the Governor

Peter Ladner
Secretary of State

RESOLUTION OF NATCHEZ - ROXIE BUS CLUB
AN UNINCORPORATED ASSOCIATION, TO INCORPORATE, DESIGNATING THE INCORPORATORS, THE NAME OF THE PROPOSED CORPORATION AND AUTHORIZING THE EXPENDITURE OF THE FUNDS OF THE ASSOCIATION NECESSARY TO DO SO.

BE IT RESOLVED by the members of NATCHEZ - ROXIE BUS CLUB an unincorporated association of individuals, that it is to the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the laws of the State of Mississippi applicable thereto and that

Bonnie M. Maher, Jr - President
B. L. Bradshaw - Vice President
Eula Lee Ford - Secretary

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named NATCHEZ - ROXIE BUS CLUB; that they are fully empowered to do and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Eula Lee Ford, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is a true and correct copy of a Resolution duly and properly adopted at a meeting thereof held on the 28 day of August, 1972, at Pine Ridge, at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 19 day of September, 1972.

SECRETARY

19 Sept 1972
[illegible]
[illegible]
[illegible] 12/31/75

BOOK 198 PAGE 502

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. Non-profit.

THE CHARTER OF INCORPORATION OF

1. The corporate title of said company is: NATCHEZ-ROXIE BUS CLUB

2. The names and post office addresses of the incorporators are:
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
Bonnie M. Maher, Jr.	Rt. 6, Box 384	Natchez	Miss.
B. L. Bradshaw	Rt. 6, Box 315	Natchez	Miss.
Eula Lee Ford	Rt. ø, Box 317	Natchez	Miss.

All of the above named incorporators are adult resident citizens of the State of Mississippi.

3. The domicile is at Rt. 6, Box 384 (Street and No.) Natchez (City) Mississippi (State) 39120

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)

This corporation will be non-profit and no shares of stock will be issued.

This is a charitable corporation.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:

This corporation is hereby organized for the purpose of transporting students from Adams County to Roxie, Miss.; to attend school and to transport student of this corporation to any school related activity.

The corporation shall appoint two members to act as a finance committee. The Committee shall receive all corporation monies and shall deposit them in the bank within one week on receipt at Britton & Koontz National Bank. They shall co-sign checks to make payment of club expenses. They will be responsible for seeing that all corporation debts are paid promptly. This committee shall keep a set of boods to be open to audit at anytime by the corporation chairman or any others. The Corporation may vote to audit the said book.

If any student or students misbehave on the bus he or she is to be corrected by driver and notify the parents. If the students behavior is not corrected by this, then the three member board appointed by this corporation will contact the parent of said child. If after this the student continues to misbehave the club reserves the right to expel this student from the bus and corporation on the recommendation of the board.

In the event any member of this corporation withdraws his membership in the corporation or is expelled from the corporation by a vote taken at a called meeting, they are to forfeit all claims to any assets the corporation may have.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. The signatures of the incorporators must agree with their names as they appear in the resolution, article 2 of the charter and in the acknowledgment.

Signatures: Bonnie M Maher Jr.
B. L. Bradshaw
Eula Lee Ford

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Adams

This day personally appeared before me, the undersigned authority Bonnie M Maher Jr., B. L. Bradshaw, Eula Lee Ford, incorporators of the corporation known as the Natchez-Roxie Bus Club who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 19 day of September, 1972

My Com Exp 12/31/75 Flora G. Wills Notary Public

STATE OF MISSISSIPPI
County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the day of , 19

Received at the office of the Secretary of State this the 20th day of September A.D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
Secretary of State

Jackson, Miss., Oct. 11, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By George M. Swindoll
Special Assistant Attorney General

NOTE:—In case all incorporators are together when acknowledgment is taken, one acknowledgment will be sufficient.

BOOK 198 PAGE 554

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

NATIONAL FEDERATION OF THE BLIND OF MISSISSIPPI, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 12th day of October A. D., 1972.

William L. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

CERTIFIED COPY OF RESOLUTION OF MEMBERS OF

NATIONAL FEDERATION OF THE BLIND OF MISSISSIPPI, INC.

WHEREAS, National Federation of the Blind of Mississippi, Inc. is now carrying on its activities as an unincorporated association, and

WHEREAS, the membership is desirous of converting the association into a non-profit corporation,

BE IT RESOLVED, that a non-profit corporation shall forthwith be formed and duly incorporated under the laws of the State of Mississippi, which are applicable to non-profit membership corporations, for such purposes as will permit it to carry on the activities of this association.

RESOLVED FURTHER, that Gene A. Wilkinson of the law firm of Bennett, Wilkinson & Ward, be authorized to make application for said Charter.

BE IT FURTHER RESOLVED that the following members of this association, all of whom are adult resident citizens of the State of Mississippi, are hereby authorized, directed, and empowered to make application for a Charter of Incorporation under the name of National Federation of the Blind of Mississippi, Inc. and to execute and deliver all necessary applications, certificates, and documents for said purpose and to do any and all things necessary to secure approval thereof, to-wit:

Albert L. Beasley
Hugh Barlow
E. U. Parker, Jr.

Done this, the 7 day of October, 1972.

I, Albert L. Brooks, President of National Federation of the Blind of Mississippi, Inc., do hereby certify that the foregoing is a true and correct copy of a Resolution authorizing the incorporation of said association, and that the said Resolution was adopted by unanimous vote of the members of the said association at a meeting as shown on the Resolution, the said membership meeting having been duly called, and the members having consented to the transaction of business, and having voted on the Resolution aforesaid as shown by the Minutes of the said membership meeting.

Witness my signature this the 7 day of October, 1972.

Albert L. Brooks
PRESIDENT, NATIONAL FEDERATION OF THE BLIND OF MISSISSIPPI, INC.

ATTEST:

x Kenneth Reed
SECRETARY

THE CHARTER OF INCORPORATION

OF

NATIONAL FEDERATION OF THE BLIND OF MISSISSIPPI, INC.

1. The corporate title of said company is: National Federation of the Blind of Mississippi, Inc.

2. The names and addresses of the incorporators, each of whom are adult resident citizens of the State of Mississippi, are:

Albert L. Beasley, 534 Hooker Street, Jackson, Mississippi.
Hugh Barlow, 313 Duncan Avenue, Jackson, Mississippi.
E. U. Parker, Jr., P. O. Box 2673, Laurel, Mississippi.

3. The domicile is at 534 Hooker Street, Jackson, Mississippi.

4. This corporation shall be a non-share, non-profit, charitable association and religious society; shall issue no shares of stock; shall divide no dividends or profits among its members; expulsion shall be the only remedy for non-payment of dues; each member shall be vested with the right to one vote in the election of all officers; the loss of membership by death or otherwise shall be the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts but the entire corporation property shall be liable for the claims of creditors.

5. The period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated.

Subject to the foregoing, the purposes and powers of this non-profit charitable association and religious society are:

(A) The purpose of this organization shall be to promote the economic and social welfare and the educational status of the blind and to function as an integral part of the National Federation of the Blind of Mississippi.

(B) To provide information to the general public.

(C) To provide charity to the community.

(D) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereto, to be impressed or affixed or in other manner reproduced.

(E) To sue and be sued, complain and defend, in its corporate name.

(F) To make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(G) To invest and reinvest its funds for its corporate purposes, and to take and hold real and personal property as security for the payment of funds so invested.

(H) To elect or appoint such officers, members and agents of the corporation, who may be directors or members, and define their duties.

(I) To enact and enforce By-Laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the governing of this association and to alter and amend same by a majority vote of those present at any regular or special meeting of the members of this corporation.

(J) To cease its corporate activities and surrender its corporate franchise.

(K) To have and exercise all powers reasonably necessary to accomplish the purposes and exercise the powers provided for in this charter and the By-Laws; no By-Law of this corporation shall be violative of the laws of the State of Mississippi.

(L) Said By-Laws shall, among other things, prescribe the qualifications for membership in this corporation.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

8. To have twelve (12) Directors to be elected originally by the membership; the original Directors shall be designated to serve one, two or three years; at the first annual meeting after the organizational meeting five (5) new Directors shall be selected each year by the Board of Directors.

9. In case of dissolution, property shall be distributed according to the Internal Revenue Service Code, Section 501(c).

x Albert S. Bosley

E. H. Parker Jr.

x Hugh Barlow

STATE OF MISSISSIPPI
COUNTY OF HINDS

This day personally appeared before me, the undersigned authority, Albert L. Beasley and Hugh Barlow, two of the incorporators of the corporation known as the National Federation of the Blind of Mississippi, Inc., who acknowledged that they signed and delivered the above and foregoing charter of incorporation as their act and deed on this the 7 day of October, 1972.

Ims Maude H. McKenzie
NOTARY PUBLIC

My commission expires My Commission Expires Dec. 6, 1975.

STATE OF MISSISSIPPI
COUNTY OF JONES

This day personally appeared before me, the undersigned authority, E. U. Parker, Jr., one of the incorporators of the corporation known as the National Federation of the Blind of Mississippi, Inc., who acknowledged that he signed and delivered the above and foregoing charter of incorporation as his act and deed on this the 7 day of October, 1972.

Imogene P. Parker
NOTARY PUBLIC

My commission expires 2-24-75.

Received at the office of the Secretary of State this the 10th day of October, 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
Secretary of State

Jackson, Miss., October 12, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or the United States.

A. F. Summer
Attorney General

By George M. Swindell
Special Assistant Attorney General

BOOK 198 PAGE 560

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

NORTH CENTRAL COMMUNITY DEVELOPMENT CORPORATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 12th day of October A. D., 1972.

William L. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

RESOLUTION OF NORTH CENTRAL

AREA COMMUNITY DEVELOPMENT ASSOCIATION

WHEREAS, the North Central Area Community Development Association is an unincorporated civic improvement society heretofore formed for the purpose of civic improvement, general social welfare and economic development in the following counties: Attala, Carroll, Grenada, Holmes, Leflore, Montgomery and Yalobusha with the privilege of adding adjoining and adjacent counties upon the request of the Board of Supervisors of any such adjoining or adjacent counties; and

WHEREAS, it is the desire of the North Central Area Community Development Association that they organize and obtain a Charter of Incorporation as a non-profit, nonshare civic improvement corporation under the Laws of the State of Mississippi; and under the corporate name of North Central Area Community Development Corporation.

NOW, THEREFORE, BE IT RESOLVED that the following named three members in good standing in the North Central Area Community Development Association who are all adult resident citizens of the State of Mississippi, be, and they are hereby authorized and directed to serve as incorporators of this civic improvement society, the said incorporators being fully authorized and empowered to prepare and present to the Secretary of State, State of Mississippi, Articles of Incorporation of this organization, and do any and all things necessary or convenient in obtaining a Charter of Incorporation for this civic improvement organization, to-wit:

(1) J. A. Knight

(2) W. L. Kellum

(3) George Williams

RESOLVED on this the 21st day of June, 1972.

CERTIFICATE

I, Charles W. Martin, Secretary, Treasurer of the North Central Area Community Development Corporation, do hereby certify that the above and foregoing is a true and correct copy of a resolution of the North Central Area Community Development Corporation unanimously adopted and approved by the membership thereof on June 19, 1972, in a regular business meeting as the same appears in the Minute Book of said Association. I further certify that the Minute Book of said Association is in my custody and that the resolution, as adopted, has not been repealed, amended or modified.

WITNESS MY SIGNATURE, this 21st. day of June, 1972.

Charles W. Martin

CHARTER OF INCORPORATION

OF

NORTH CENTRAL COMMUNITY DEVELOPMENT CORPORATION, INC.

This is to certify that we, the undersigned, adult resident citizens of the State of Mississippi do hereby associate ourselves for the purpose of forming a nonprofit corporation under and by virtue of the laws of the State of Mississippi, and further certify that:

1. The corporate title of said company is: NORTH CENTRAL COMMUNITY DEVELOPMENT CORPORATION, INC.

2. The names, street and post office addresses of the incorporators are:

Names	Street and Post Office Address	City	State
J. A. Knight	304 North Street	Lexington	Mississippi
W. L. Kellum	115 Grand Avenue	Greenwood	Mississippi
George Williams	Route 4	Grenada	Mississippi

all adult resident citizens of the State of Mississippi.

3. The domicile of said corporation is: 321 Summit Street, Winona, Mississippi 38967

4. This is a nonprofit, nonshare corporation and is a civic improvement corporation, pursuant to Section 5310.1 of the Mississippi Code of 1942, as amended and recompiled.

This corporation shall have no capital stock. It shall be composed of members rather than shareholders. The conditions and regulations of membership and the rights or other privileges of the classes of members shall be determined and fixed by the by-laws.

5. The period of existence shall be perpetual.

6. The purposes for which the Corporation is formed, and the rights and powers to be exercised to accomplish the stated purposes, in addition to those rights and powers granted by law, are as follows:

This corporation is organized for the purpose of promoting the general social welfare, economic development and improvement of the area which it serves and the State. To carry out the purposes as stated, this corporation shall have the rights and powers as follows:

(a) To contract for and receive all benefits, monetary or otherwise, that might be provided or made available by the National Housing Act, as amended, the Housing and Urban Development Act and amendments thereto, the Economic Act of 1964, as amended, the Appalachian Regional Development Act of 1964, as amended, and all subsequently enacted federal and state legislation related to the purposes of the corporation;

(b) To receive money, materials and labor from private individuals, private corporations and state, city, county and federal governmental agencies;

(c) To acquire, construct, provide and operate on a nonprofit basis, housing, both for homeownership, rental or leasing, related facilities, special housing facilities and services, nursing home, hospital and ambulance facilities and services, and any and all community and related facilities and services not contrary to law;

(d) To buy, own, sell, convey, assign, mortgage, or lease any interest in real estate and personal property, and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes of this corporation, including, but not limited to site development, constructing, maintaining and operating water and sewer facilities, garbage and solid waste disposal facilities, streets, roads, sidewalks and appurtenances, parks, playgrounds and recreational facilities, industrial parks, shopping facilities, human and environmental protection facilities, fire protection services, and/or other community facilities, incident to community and economic development and social welfare of the community;

(e) To sell, convey, mortgage, lease, pledge, exchange, transfer and otherwise dispose of all or any part of its property and assets;

(f) To borrow funds necessary for the furtherance of any or all of the objects of its business, the indebtedness for which borrowed funds may be evidenced by securities of this Corporation of any kind or character issued at any one or more times which may be either unsecured or secured by any mortgage, trust deed, assignment or income or other lien upon any part or all of the properties and assets at any time then or thereafter owned or acquired by this Corporation;

(g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested, including, but not limited to the right to act as an FHA or VA mortgagor;

(h) To sell and service any FHA insured or VA guaranteed mortgage or any mortgage or security acquired by it to the Federal National Mortgage Association or the Government National Mortgage Association or any other secondary lender;

(i) To make or contract for planning and feasibility studies, management and operational assistance, and studies evaluating the needs and developing potentials for maximum effectiveness in accomplishing the purposes of the corporation;

(j) To manage and operate or contract for the management or any housing, special housing facilities or any other community facilities owned or held by it or by any association, corporation or company contracting for such management services, including, but not limited to screening of tenants, execution of leases on rental housing, formulation of rules and regulations, contracts and procedures, acquisition of insurance, collection of rentals, establishment and enforcement of regulations pertaining to delinquencies, maintenance and any and all things necessary to manage and operate on a nonprofit basis housing or community developments;

(k) To do and perform any and all other acts reasonably necessary to accomplish the purposes of the corporation, including but not limited

to the execution of any agreements or instruments as may be necessary to enable the Corporation to accomplish the purposes as hereinbefore stated;

(l) This corporation shall have all the powers, privileges, rights, and immunities created, given, extended or conferred by the provisions of all applicable laws of the State of Mississippi pertaining to nonprofit corporations.

The corporation is irrevocably dedicated to and operated exclusively for nonprofit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any individual.

In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property and assets of the corporation shall go and be distributed to one or more such nonprofit corporations or municipal corporations as may be selected by the Board of Directors of this corporation, to be used for, and devoted to, the purpose of carrying on a nonprofit community development or housing project or for such other purposes to promote the general social welfare and economic development of the State. In no event shall any of the assets or property in the event of dissolution thereof go or be distributed to members, either for the reimbursement of any sum subscribed, donated or contributed by such members or for any other purpose; provided that, nothing herein shall prohibit the corporation from paying its just debts.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors. Expulsion shall be the only remedy for nonpayment of dues.

The balance, if any, of all money received by the corporation from its operations, after payment in full of all operating expenses, debts and obligations

of the corporation of whatsoever kind and nature as they become due, shall be used to make advance payments on any loan owned by the corporation or for any related purposes.

W. L. Kellum

George Williams

J. A. Knight

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI
COUNTY OF

This day personally appeared before me, the undersigned authority, W. L. Kellum, incorporator of the corporation known as North Central Community Development Corporation, Inc., who acknowledged that he signed and executed the above and foregoing articles of incorporation as his act and deed.

Given under my hand and official seal, this the 21st day of June, 1972.

Frances B. West
Notary Public

My Commission Expires:

My Commission Expires October 11, 1975

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI
COUNTY OF

This day personally appeared before me, the undersigned authority, George Williams, incorporator of the corporation known as North Central Community Development Corporation, Inc., who acknowledged that he signed and executed the above and foregoing articles of incorporation as his act and deed.

Given under my hand and official seal, this the 21st day of June, 1972.

Notary Public

My Commission Expires:

BOOK 198 PAGE 568

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI
COUNTY OF

This day personally appeared before me, the undersigned authority, J. A. Knight, incorporator of the corporation known as North Central Community Development Corporation, Inc., who acknowledged that he signed and executed the above and foregoing articles of incorporation as his act and deed.

Given under my hand and official seal, this the 21st day of June, 1972.

Frances B. Weed
Notary Public

My Commission Expires:

My Commission Expires October 17, 1973

BOOK 198 PAGE 569

Received at the office of the Secretary of State, this the 11th day of October

A. D., 1972, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
SECRETARY OF STATE.

Jackson, Miss.,

Oct. 11, 1972

I have examined this application for a Charter of incorporation, and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

A. F. Summer
ATTORNEY GENERAL.

By George M. Irwin
Special Assistant Attorney General.

BOOK 198 PAGE 570

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

NORTH DELTA COMMUNITY DEVELOPMENT CORPORATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 12th day of October A. D., 1972.

William V. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

RESOLUTION OF NORTH DELTA
AREA COMMUNITY DEVELOPMENT ASSOCIATION

WHEREAS, the North Delta Area Community Development Association is an unincorporated civic improvement society heretofore formed for the purpose of civic improvement, general social welfare and economic development in the following counties: Coahoma, DeSota, Panola, Quitman, Tallahatchie, Tate and Tunica with the privilege of adding adjoining and adjacent counties upon the request of the Board of Supervisors of any such adjoining or adjacent counties; and

WHEREAS, it is the desire of the North Delta Area Community Development Association that they organize and obtain a Charter of Incorporation as a non-profit, nonshare civic improvement corporation under the Laws of the State of Mississippi; and under the corporate name of North Delta Area Community Development Corporation.

NOW, THEREFORE, BE IT RESOLVED that the following named three members in good standing in the North Delta Area Community Development Association who are all adult resident citizens of the State of Mississippi, be, and they are hereby authorized and directed to serve as incorporators of this civic improvement society, the said incorporators being fully authorized and empowered to prepare and present to the Secretary of State, State of Mississippi, Articles of Incorporation of this organization, and do any and all things necessary or convenient in obtaining a Charter of Incorporation for this civic improvement organization, to-wit:

(1) Edwin P. Thomas

(2) Leonard L. Pharr

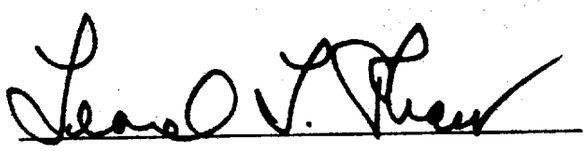
(3) Graham Bramlett

RESOLVED on this the 20th day of June, 1972.

CERTIFICATE

I, Leonard L. Pharr, Secretary-Treasurer of the North Delta Area Community Development Corporation, do hereby certify that the above and foregoing is a true and correct copy of a resolution of the North Delta Area Community Development Corporation unanimously adopted and approved by the membership thereof on June 20, 1972, in a regular business meeting as the same appears in the Minute Book of said Association. I further certify that the Minute Book of said Association is in my custody and that the resolution, as adopted, has not been repealed, amended or modified.

WITNESS MY SIGNATURE, this 20th day of June, 1972.



CHARTER OF INCORPORATION

OF

NORTH DELTA COMMUNITY DEVELOPMENT CORPORATION, INC.

This is to certify that we, the undersigned, adult resident citizens of the State of Mississippi do hereby associate ourselves for the purpose of forming a nonprofit corporation under and by virtue of the laws of the State of Mississippi, and further certify that:

1. The corporate title of said company is: NORTH DELTA COMMUNITY DEVELOPMENT CORPORATION, INC.

2. The names, street and post office addresses of the incorporators are:

Names	Street and Post Office Address	City	State
Edwin P. Thomas	P. O. Box 570	Webb	Mississippi
Leonard L. Pharr	431 School Street	Clarksdale	Mississippi
Graham Bramlett		Bobo	Mississippi

all adult resident citizens of the State of Mississippi.

3. The domicile of said corporation is: 702 DeSota Avenue, Clarksdale, Mississippi 38614.

4. This is a nonprofit, nonshare corporation and is a civic improvement corporation, pursuant to Section 5310.1 of the Mississippi Code of 1942, as amended and recompiled.

This corporation shall have no capital stock. It shall be composed of members rather than shareholders. The conditions and regulations of membership and the rights or other privileges of the classes of members shall be determined and fixed by the by-laws.

5. The period of existence shall be perpetual.

6. The purposes for which the Corporation is formed, and the rights and powers to be exercised to accomplish the stated purposes, in addition to those rights and powers granted by law, are as follows:

This corporation is organized for the purpose of promoting the general social welfare, economic development and improvement of the area which it serves and the State. To carry out the purposes as stated, this corporation shall have the rights and powers as follows:

(a) To contract for and receive all benefits, monetary or otherwise, that might be provided or made available by the National Housing Act, as amended, the Housing and Urban Development Act and amendments thereto, the Economic Act of 1964, as amended, the Appalachian Regional Development Act of 1964, as amended, and all subsequently enacted federal and state legislation related to the purposes of the corporation;

(b) To receive money, materials and labor from private individuals, private corporations and state, city, county and federal governmental agencies;

(c) To acquire, construct, provide and operate on a nonprofit basis, housing, both for homeownership, rental or leasing, related facilities, special housing facilities and services, nursing home, hospital and ambulance facilities and services, and any and all community and related facilities and services not contrary to law;

(d) To buy, own, sell, convey, assign, mortgage, or lease any interest in real estate and personal property, and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes of this corporation, including, but not limited to site development, constructing, maintaining and operating water and sewer facilities, garbage and solid waste disposal facilities, streets, roads, sidewalks and appurtenances, parks, playgrounds and recreational facilities, industrial parks, shopping facilities, human and environmental protection facilities, fire protection services, and/or other community facilities, incident to community and economic development and social welfare of the community;

(e) To sell, convey, mortgage, lease, pledge, exchange, transfer and otherwise dispose of all or any part of its property and assets;

(f) To borrow funds necessary for the furtherance of any or all of the objects of its business, the indebtedness for which borrowed funds may be evidenced by securities of this Corporation of any kind or character issued at any one or more times which may be either unsecured or secured by any mortgage, trust deed, assignment or income or other lien upon any part or all of the properties and assets at any time then or thereafter owned or acquired by this Corporation;

(g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested, including, but not limited to the right to act as an FHA or VA mortgagor;

(h) To sell and service any FHA insured or VA guaranteed mortgage or any mortgage or security acquired by it to the Federal National Mortgage Association or the Government National Mortgage Association or any other secondary lender;

(i) To make or contract for planning and feasibility studies, management and operational assistance, and studies evaluating the needs and developing potentials for maximum effectiveness in accomplishing the purposes of the corporation;

(j) To manage and operate or contract for the management or any housing, special housing facilities or any other community facilities owned or held by it or by any association, corporation or company contracting for such management services, including, but not limited to screening of tenants, execution of leases on rental housing, formulation of rules and regulations, contracts and procedures, acquisition of insurance, collection of rentals, establishment and enforcement of regulations pertaining to delinquencies, maintenance and any and all things necessary to manage and operate on a nonprofit basis housing or community developments;

(k) To do and perform any and all other acts reasonably necessary to accomplish the purposes of the corporation, including but not limited

to the execution of any agreements or instruments as may be necessary to enable the Corporation to accomplish the purposes as hereinbefore stated;

(l) This corporation shall have all the powers, privileges, rights, and immunities created, given, extended or conferred by the provisions of all applicable laws of the State of Mississippi pertaining to nonprofit corporations.

The corporation is irrevocably dedicated to and operated exclusively for nonprofit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any individual.

In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property and assets of the corporation shall go and be distributed to one or more such nonprofit corporations or municipal corporations as may be selected by the Board of Directors of this corporation, to be used for, and devoted to, the purpose of carrying on a nonprofit community development or housing project or for such other purposes to promote the general social welfare and economic development of the State. In no event shall any of the assets or property in the event of dissolution thereof go or be distributed to members, either for the reimbursement of any sum subscribed, donated or contributed by such members or for any other purpose; provided that, nothing herein shall prohibit the corporation from paying its just debts.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors. Expulsion shall be the only remedy for nonpayment of dues.

The balance, if any, of all money received by the corporation from its operations, after payment in full of all operating expenses, debts and obligations

of the corporation of whatsoever kind and nature as they become due, shall be used to make advance payments on any loan owned by the corporation or for any related purposes.

Edwin P. Thomas

Leonard L. Pharr

Graham Bramlett

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI
COUNTY OF COAHOMA

This day personally appeared before me, the undersigned authority, Edwin P. Thomas, incorporator of the corporation known as North Delta Community Development Corporation, Inc., who acknowledged that he signed and executed the above and foregoing articles of incorporation as his act and deed.

Given under my hand and official seal, this the 20th day of June, 1972.

Ernestine L. Fullilove
Notary Public

My Commission Expires:

My commission expires April 16, 1973

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI
COUNTY OF COAHOMA

This day personally appeared before me, the undersigned authority, Leonard L. Pharr, incorporator of the corporation known as North Delta Community Development Corporation, Inc., who acknowledged that he signed and executed the above and foregoing articles of incorporation as his act and deed.

Given under my hand and official seal, this the 20th day of June, 1972.

Ernestine L. Fullilove
Notary Public

My Commission Expires:

My commission expires April 16, 1973

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI
COUNTY OF COAHOMA

This day personally appeared before me, the undersigned authority, Graham Bramlett, incorporator of the corporation known as North Delta Community Development Corporation, Inc., who acknowledged that he signed and executed the above and foregoing articles of incorporation as his act and deed.

Given under my hand and official seal, this the 20th day of June, 1972.

Ernestine L. Fullilove
Notary Public

My Commission Expires:

My commission expires April 16, 1973

BOOK 198 PAGE 579

Received at the office of the Secretary of State, this the 11th day of October

A. D., 19 72, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Helen Ladner
SECRETARY OF STATE.

Jackson, Miss.,

Oct. 11, 1972

I have examined this application for a Charter of incorporation, and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

A. F. Summer
ATTORNEY GENERAL.

By George M. Swindall
Special Assistant Attorney General.

BOOK 198 PAGE 580

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

NORTHEAST MISSISSIPPI COMMUNITY DEVELOPMENT CORPORATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 12th day of October A. D., 1972.

William L. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

RESOLUTION OF NORTHEAST
MISSISSIPPI COMMUNITY DEVELOPMENT ASSOCIATION

WHEREAS, the Northeast Mississippi Community Development Association is an unincorporated civic improvement society heretofore formed for the purpose of civic improvement, general social welfare and economic development in the following counties: Alcorn, Benton, Marshall, Prentiss, Tippah and Tishomingo with the privilege of adding adjoining and adjacent counties upon the request of the Board of Supervisors of any such adjoining or adjacent counties; and

WHEREAS, it is the desire of the Northeast Mississippi Community Development Association that they organize and obtain a Charter of Incorporation as a nonprofit, nonshare civic improvement corporation under the Laws of the State of Mississippi; and under the corporate name of Northeast Mississippi Community Development Corporation.

NOW, THEREFORE, BE IT RESOLVED that the following named three members in good standing in the Northeast Mississippi Community Development Association who are all adult resident citizens of the State of Mississippi, be, and they are hereby authorized and directed to serve as incorporators of this civic improvement society, the said incorporators being fully authorized and empowered to prepare and present to the Secretary of State, State of Mississippi, Articles of Incorporation of this organization, and do any and all things necessary or convenient in obtaining a Charter of Incorporation for this civic improvement organization, to-wit:

(1) T. A. Little

(2) Marvin Gresham, Jr.

(3) J. M. Ash

RESOLVED on this the 26th day of June, 1972.

CERTIFICATE

I, Wm Russell Bonds, Secretary of the Northeast Mississippi Community Development Corporation, do hereby certify that the above and foregoing is a true and correct copy of a resolution of the Northeast Mississippi Community Development Corporation unanimously adopted and approved by the membership thereof on June 26, 1972, in a regular business meeting as the same appears in the Minute Book of said Association. I further certify that the Minute Book of said Association is in my custody and that the resolution, as adopted, has not been repealed, amended or modified.

WITNESS MY SIGNATURE, this 26 day of June, 1972

Wm Russell Bonds

CHARTER OF INCORPORATION

OF

NORTHEAST MISSISSIPPI COMMUNITY DEVELOPMENT CORPORATION, INC.

This is to certify that we, the undersigned, adult resident citizens of the State of Mississippi do hereby associate ourselves for the purpose of forming a nonprofit corporation under and by virtue of the laws of the State of Mississippi, and further certify that:

1. The corporate title of said company is: NORTHEAST MISSISSIPPI COMMUNITY DEVELOPMENT CORPORATION, INC.

2. The names, street and post office addresses of the incorporators are:

Names	Street and Post Office Address	City	State	
T. A. Little		Glen	Mississippi	38846
Marvin Gresham, Jr.		Hickory Flat	Mississippi	38633
J. M. Ash		Potts Camp	Mississippi	38659

all adult resident citizens of the State of Mississippi.

3. The domicile of said corporation is: Post Office Box 6-D, Booneville, Mississippi 38829.

4. This is a nonprofit, nonshare corporation and is a civic improvement corporation, pursuant to Section 5310.1 of the Mississippi Code of 1942, as amended and recompiled.

This corporation shall have no capital stock. It shall be composed of members rather than shareholders. The conditions and regulations of membership and the rights or other privileges of the classes of members shall be determined and fixed by the by-laws.

5. The period of existence shall be perpetual.

6. The purposes for which the Corporation is formed, and the rights and powers to be exercised to accomplish the stated purposes, in addition to those rights and powers granted by law, are as follows:

This corporation is organized for the purpose of promoting the general social welfare, economic development and improvement of the area which it serves and the State. To carry out the purposes as stated, this corporation shall have the rights and powers as follows:

(a) To contract for and receive all benefits, monetary or otherwise, that might be provided or made available by the National Housing Act, as amended, the Housing and Urban Development Act and amendments thereto, the Economic Act of 1964, as amended, the Appalachian Regional Development Act of 1964, as amended, and all subsequently enacted federal and state legislation related to the purposes of the corporation;

(b) To receive money, materials and labor from private individuals, private corporations and state, city, county and federal governmental agencies;

(c) To acquire, construct, provide and operate on a nonprofit basis, housing, both for homeownership, rental or leasing, related facilities, special housing facilities and services, nursing home, hospital and ambulance facilities and services, and any and all community and related facilities and services not contrary to law;

(d) To buy, own, sell, convey, assign, mortgage, or lease any interest in real estate and personal property, and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes of this corporation, including, but not limited to site development, constructing, maintaining and operating water and sewer facilities, garbage and solid waste disposal facilities, streets, roads, sidewalks and appurtenances, parks, playgrounds and recreational facilities, industrial parks, shopping facilities, human and environmental protection facilities, fire protection services, and/or other community facilities, incident to community and economic development and social welfare of the community;

(e) To sell, convey, mortgage, lease, pledge, exchange, transfer and otherwise dispose of all or any part of its property and assets;

(f) To borrow funds necessary for the furtherance of any or all of the objects of its business, the indebtedness for which borrowed funds may be evidenced by securities of this Corporation of any kind or character issued at any one or more times which may be either unsecured or secured by any mortgage, trust deed, assignment or income or other lien upon any part or all of the properties and assets at any time then or thereafter owned or acquired by this Corporation;

(g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested, including, but not limited to the right to act as an FHA or VA mortgagor;

(h) To sell and service any FHA insured or VA guaranteed mortgage or any mortgage or security acquired by it to the Federal National Mortgage Association or the Government National Mortgage Association or any other secondary lender;

(i) To make or contract for planning and feasibility studies, management and operational assistance, and studies evaluating the needs and developing potentials for maximum effectiveness in accomplishing the purposes of the corporation;

(j) To manage and operate or contract for the management or any housing, special housing facilities or any other community facilities owned or held by it or by any association, corporation or company contracting for such management services, including, but not limited to screening of tenants, execution of leases on rental housing, formulation of rules and regulations, contracts and procedures, acquisition of insurance, collection of rentals, establishment and enforcement of regulations pertaining to delinquencies, maintenance and any and all things necessary to manage and operate on a nonprofit basis housing or community developments;

(k) To do and perform any and all other acts reasonably necessary to accomplish the purposes of the corporation, including but not limited

to the execution of any agreements or instruments as may be necessary to enable the Corporation to accomplish the purposes as hereinbefore stated;

(l) This corporation shall have all the powers, privileges, rights, and immunities created, given, extended or conferred by the provisions of all applicable laws of the State of Mississippi pertaining to nonprofit corporations.

The corporation is irrevocably dedicated to and operated exclusively for nonprofit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any individual.

In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property and assets of the corporation shall go and be distributed to one or more such nonprofit corporations or municipal corporations as may be selected by the Board of Directors of this corporation, to be used for, and devoted to, the purpose of carrying on a nonprofit community development or housing project or for such other purposes to promote the general social welfare and economic development of the State. In no event shall any of the assets or property in the event of dissolution thereof go or be distributed to members, either for the reimbursement of any sum subscribed, donated or contributed by such members or for any other purpose; provided that, nothing herein shall prohibit the corporation from paying its just debts.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors. Expulsion shall be the only remedy for nonpayment of dues.

The balance, if any, of all money received by the corporation from its operations, after payment in full of all operating expenses, debts and obligations

of the corporation of whatsoever kind and nature as they become due, shall be used to make advance payments on any loan owned by the corporation or for any related purposes.

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI
COUNTY OF Prentiss

This day personally appeared before me, the undersigned authority, Marvin Greenlee, Jr., incorporator of the corporation known as Northeast Mississippi Community Development Corporation, Inc., who acknowledged that he signed and executed the above and foregoing articles of incorporation as his act and deed.

Given under my hand and official seal, this the 26th day of June, 1972.

Thomas D. Kennedy, Jr.
Notary Public

My Commission Expires:

10-16-1973

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI
COUNTY OF

This day personally appeared before me, the undersigned authority, T. H. Tittle, incorporator of the corporation known as Northeast Mississippi Community Development Corporation, Inc., who acknowledged that he signed and executed the above and foregoing articles of incorporation as his act and deed.

Given under my hand and official seal, this the 26th day of June, 1972.

Thomas D. Kennedy, Jr.
Notary Public

My Commission Expires:

10-16-1973

BOOK 198 PAGE 588

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI
COUNTY OF Prentiss

This day personally appeared before me, the undersigned authority, J. M. Cash, incorporator of the corporation known as Northeast Mississippi Community Development Corporation, Inc., who acknowledged that he signed and executed the above and foregoing articles of incorporation as his act and deed.

Given under my hand and official seal, this the 26th day of June, 1972.

Thomas D. Kimmons
Notary Public

My Commission Expires:

10-16-1973

BOOK 198 PAGE 589

Received at the office of the Secretary of State, this the 11th day of October A. D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
SECRETARY OF STATE.

Jackson, Miss.,

Oct. 11, 1972

I have examined this application for a Charter of incorporation, and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

A. F. Summer
ATTORNEY GENERAL.

By George M. Swindoll
Special Assistant Attorney General.

BOOK 198 PAGE 590

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

NOXUBEE COUNTY HEALTH AND DAY CARE PROGRAM, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 12th day of October A. D., 1972.

William V. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

CERTIFIED COPY OF RESOLUTION

The undersigned duly elected and authorized Acting Secretary of a membership meeting of Noxubee County Health and Day Care Program hereby certifies that the following resolution was unanimously adopted at a meeting held on the 27 day of June, 1972.

WHEREAS, a proposed Charter of Incorporation under the laws of the State of Mississippi of Noxubee County Health and Day Care Program has been presented to and approved by this meeting; and

WHEREAS, all present desire to become incorporated as Noxubee County Health and Day Care Program, Inc. under the terms and provisions of the proposed Charter of Incorporation:

NOW THEREFORE, BE IT RESOLVED that Charles Fraley, Sr., Katie Upchurch and Matilda Barner all of whom are adult resident citizens of the State of Mississippi, should be and they are hereby designated incorporators of Noxubee County Health and Day Care Program, Inc. and they are hereby authorized and directed to do all things necessary and desirable to obtain said Charter of Incorporation.

Witness my signature on this 27th day of June, 1972.

Jack Mason

JACK MASON,
ACTING SECRETARY

THE CHARTER OF INCORPORATION OF

Noxubee County Health and Day Care Program, Inc.

1. The corporate title of said company is:

Noxubee County Health and Day Care Program, Inc.

2. The names, street addresses and post office address of the incorporators are:

Name	Street No.	City	State
Charles Fraley, Sr.	P. O. Box 47	Macon	Miss. 39341
Katie Upchurch	312 W. Pulaski	Macon	Miss. 39341
Matilda Barner	P. O. Box 314	Macon	Miss. 39341

All of the incorporators are adult resident citizens of the State of Mississippi.

3. The domicile, street and post office address of the corporation in this state is: Noxubee County Health and Day Care Program, Inc. P. O. Box 191, Macon, Mississippi 39341.

4. The corporation is non-profit, no shares of stock are to be issued. This is a civic improvement corporation.

5. The period of existence shall be perpetual.

6. The purposes for which the corporation is created, not contrary to law, including a statement of the rights and powers that are to be exercised by the corporation, which rights and powers shall be limited to those reasonably necessary to accomplish the stated purposes of the association being incorporated, are as follows:

To coordinate services and promote program development for children and their families;

To plan, coordinate and implement child development services of all kinds such as, by way of illustration, day care facilities, parent education programs, family planning, pre-natal care, mental health, medical, nutritional, educational and social services for children and their families;

To benefit the communities and areas in which the corporation will operate as measured by programs and services for the benefit and development of children and their families.

The rights and powers to be exercised by the corporation shall be the

following, insofar as they are reasonably necessary to accomplish the stated purposes of the corporation:

In the event of dissolution, winding up, or other liquidation of the assets of this corporation, all of its assets of every kind shall be distributed to an appropriate agency or department of the United States of America;

To adopt bylaws, to sue and be sued, prosecute and be prosecuted to judgment and satisfaction; to have a corporate seal; to enter into, make and perform contracts of every kind and description;

To own, purchase and receive as a gift or grant any sum of money and any real or personal property; to sell, convey, enchange and lease from or to others any real or personal property.

To borrow or raise money for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, bonds, debentures and other evidences of indebtedness, negotiable and non-negotiable, and to secure the payment thereof by mortgage or pledge of the whole or any part of the property of the corporation, and to sell, pledge or otherwise dispose of such bonds or other obligations for its corporate purposes;

To cooperate and act in conjunction with any agencies, corporations, instrumentalities or associations, both public and private, having similar purposes and objectives;

To do all things which are reasonably necessary or desirable to accomplish the purposes for which the corporation is organized.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

Expulsion shall be the only remedy for nonpayment of dues.

Notwithstanding any other provisions of these articles, this 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 provision of any future United States Internal Revenue Law or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

The corporation is irrevocably dedicated to and operated exclusively for nonprofit purposes; no part of the income or assets shall ever be distributed to or inure to the benefit of any director, officer or other private individual.

Charles Fraley

Katie Upchurch

Matilda Barner

INCORPORATORS

STATE OF MISSISSIPPI

COUNTY OF NOXUBEE

This day personally appeared before me, the undersigned authority, the within named Charles Fraley, Sr., Katie Upchurch, and Matilda Barner, incorporators of the corporation known as Noxubee County Health and Day Care Program, Inc., who acknowledged that they signed and executed the above and foregoing articles of incorporation as their act and deed on this 29th day of September, 1972.

J. E. Wardlaw, Circuit Clerk

Notary Public

Received at the Office of the Secretary of State this the 4th day of October, A. D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner

SECRETARY OF STATE

BOOK 198 PAGE 595

Jackson, Miss. Oct 11, 1972

I have examined the application for a charter of incorporation and am of the opinion that it is not violative of the constitution and laws of the State, or of the United States.

A. F. Summer
ATTORNEY GENERAL

BY George M. Swindoll
Special ASSISTANT ATTORNEY GENERAL

BOOK 198 PAGE 596

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

SOUTH DELTA COMMUNITY DEVELOPMENT CORPORATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 12th day of October A. D., 1972.

William V. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

RESOLUTION OF SOUTH DELTA
AREA COMMUNITY DEVELOPMENT ASSOCIATION

WHEREAS, the South Delta Area Community Development Association is an unincorporated civic improvement society heretofore formed for the purpose of civic improvement, general social welfare and economic development in the following counties: Bolivar, Washington, Sunflower, Humphreys, Issaquena and Sharkey with the privilege of adding adjoining and adjacent counties upon the request of the Board of Supervisors of any such adjoining or adjacent counties; and

WHEREAS, it is the desire of the South Delta Area Community Development Association that they organize and obtain a Charter of Incorporation as a non-profit, nonshare civic improvement corporation under the Laws of the State of Mississippi; and under the corporate name of South Delta Area Community Development Corporation.

NOW, THEREFORE, BE IT RESOLVED that the following named three members in good standing in the South Delta Area Community Development Association who are all adult resident citizens of the State of Mississippi, be, and they are hereby authorized and directed to serve as incorporators of this civic improvement society, the said incorporators being fully authorized and empowered to prepare and present to the Secretary of State, State of Mississippi, Articles of Incorporation of this organization, and do any and all things necessary or convenient in obtaining a Charter of Incorporation for this civic improvement organization, to-wit:

(1) Paul C. Love

(2) James Carter

(3) J. C. Halbrook, Jr.

RESOLVED on this the 19th day of June, 1972.

CERTIFICATE

I, J. C. Halbrook, Jr., Secretary of the South Delta Area Community Development Corporation, do hereby certify that the above and foregoing is a true and correct copy of a resolution of the South Delta Area Community Development Corporation unanimously adopted and approved by the membership thereof on June 19, 1972, in a regular business meeting as the same appears in the Minute Book of said Association. I further certify that the Minute Book of said Association is in my custody and that the resolution, as adopted, has not been repealed, amended or modified.

WITNESS MY SIGNATURE, this 19thday of June, 1972.

J C Halbrook Jr

CHARTER OF INCORPORATION

OF

SOUTH DELTA COMMUNITY DEVELOPMENT CORPORATION, INC.

This is to certify that we, the undersigned, adult resident citizens of the State of Mississippi do hereby associate ourselves for the purpose of forming a nonprofit corporation under and by virtue of the laws of the State of Mississippi, and further certify that:

1. The corporate title of said company is: SOUTH DELTA COMMUNITY DEVELOPMENT CORPORATION, INC.

2. The names, street and post office addresses of the incorporators are:

Names	Street and Post Office Address	City	State
Paul C. Love		Glen Allen	Mississippi 38744
James Carter	901 Nelson Street	Greenville	Mississippi 38701
J. C. Halbrook, Jr.	199 Central Street	Belzoni	Mississippi 39038

all adult resident citizens of the State of Mississippi.

3. The domicile of said corporation is: Building 340, Greenville Municipal Airport, Greenville, Mississippi 38701.

4. This is a nonprofit, nonshare corporation and is a civic improvement corporation, pursuant to Section 5310.1 of the Mississippi Code of 1942, as amended and recompiled.

This corporation shall have no capital stock. It shall be composed of members rather than shareholders. The conditions and regulations of membership and the rights or other privileges of the classes of members shall be determined and fixed by the by-laws.

5. The period of existence shall be perpetual.

6. The purposes for which the Corporation is formed, and the rights and powers to be exercised to accomplish the stated purposes, in addition to those rights and powers granted by law, are as follows:

This corporation is organized for the purpose of promoting the general social welfare, economic development and improvement of the area which it serves and the State. To carry out the purposes as stated, this corporation shall have the rights and powers as follows:

(a) To contract for and receive all benefits, monetary or otherwise, that might be provided or made available by the National Housing Act, as amended, the Housing and Urban Development Act and amendments thereto, the Economic Act of 1964, as amended, the Appalachian Regional Development Act of 1964, as amended, and all subsequently enacted federal and state legislation related to the purposes of the corporation;

(b) To receive money, materials and labor from private individuals, private corporations and state, city, county and federal governmental agencies;

(c) To acquire, construct, provide and operate on a nonprofit basis, housing, both for homeownership, rental or leasing, related facilities, special housing facilities and services, nursing home, hospital and ambulance facilities and services, and any and all community and related facilities and services not contrary to law;

(d) To buy, own, sell, convey, assign, mortgage, or lease any interest in real estate and personal property, and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes of this corporation, including, but not limited to site development, constructing, maintaining and operating water and sewer facilities, garbage and solid waste disposal facilities, streets, roads, sidewalks and appurtenances, parks, playgrounds and recreational facilities, industrial parks, shopping facilities, human and environmental protection facilities, fire protection services, and/or other community facilities, incident to community and economic development and social welfare of the community;

(e) To sell, convey, mortgage, lease, pledge, exchange, transfer and otherwise dispose of all or any part of its property and assets;

(f) To borrow funds necessary for the furtherance of any or all of the objects of its business, the indebtedness for which borrowed funds may be evidenced by securities of this Corporation of any kind or character issued at any one or more times which may be either unsecured or secured by any mortgage, trust deed, assignment or income or other lien upon any part or all of the properties and assets at any time then or thereafter owned or acquired by this Corporation;

(g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested, including, but not limited to the right to act as an FHA or VA mortgagor;

(h) To sell and service any FHA insured or VA guaranteed mortgage or any mortgage or security acquired by it to the Federal National Mortgage Association or the Government National Mortgage Association or any other secondary lender;

(i) To make or contract for planning and feasibility studies, management and operational assistance, and studies evaluating the needs and developing potentials for maximum effectiveness in accomplishing the purposes of the corporation;

(j) To manage and operate or contract for the management or any housing, special housing facilities or any other community facilities owned or held by it or by any association, corporation or company contracting for such management services, including, but not limited to screening of tenants, execution of leases on rental housing, formulation of rules and regulations, contracts and procedures, acquisition of insurance, collection of rentals, establishment and enforcement of regulations pertaining to delinquencies, maintenance and any and all things necessary to manage and operate on a nonprofit basis housing or community developments;

(k) To do and perform any and all other acts reasonably necessary to accomplish the purposes of the corporation, including but not limited

to the execution of any agreements or instruments as may be necessary to enable the Corporation to accomplish the purposes as hereinbefore stated;

(l) This corporation shall have all the powers, privileges, rights, and immunities created, given, extended or conferred by the provisions of all applicable laws of the State of Mississippi pertaining to nonprofit corporations.

The corporation is irrevocably dedicated to and operated exclusively for nonprofit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any individual.

In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property and assets of the corporation shall go and be distributed to one or more such nonprofit corporations or municipal corporations as may be selected by the Board of Directors of this corporation, to be used for, and devoted to, the purpose of carrying on a nonprofit community development or housing project or for such other purposes to promote the general social welfare and economic development of the State. In no event shall any of the assets or property in the event of dissolution thereof go or be distributed to members, either for the reimbursement of any sum subscribed, donated or contributed by such members or for any other purpose; provided that, nothing herein shall prohibit the corporation from paying its just debts.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors. Expulsion shall be the only remedy for nonpayment of dues.

The balance, if any, of all money received by the corporation from its operations, after payment in full of all operating expenses, debts and obligations of the corporation of whatsoever kind and nature as they become due, shall be used

to make advance payments on any loan owned by the corporation or for any related purposes.

Paul C Love

James Carter

J C Halbrook Jr

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI
COUNTY OF WASHINGTON

This day personally appeared before me, the undersigned authority, Paul C. Love, incorporator of the corporation known as South Delta Community Development Corporation, Inc., who acknowledged that he signed and executed the above and foregoing articles of incorporation as his act and dead.

Given under my hand and official seal, this the 19th day of June, 1972.

Dorothy K. Etheridge
Notary Public

My Commission Expires:

My Commission Expires Aug. 20, 1975

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI
COUNTY OF WASHINGTON

This day personally appeared before me, the undersigned authority, James Carter, incorporator of the corporation known as South Delta Community Development Corporation, Inc., who acknowledged that he signed and executed the above and foregoing articles of incorporation as his act and dead.

Given under my hand and official seal, this the 19th day of June, 1972.

Dorothy K. Etheridge
Notary Public

My Commission Expires:

My Commission Expires Aug. 20, 1975

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI
COUNTY OF WASHINGTON

This day personally appeared before me, the undersigned authority, J. C. Halbrook, Jr., incorporator of the corporation known as South Delta Community Development Corporation, Inc., who acknowledged that he signed and executed the above and foregoing articles of incorporation as his act and deed.

Given under my hand and official seal, this the 19th day of June, 1972.

Dorothy K. Etheridge
Notary Public

My Commission Expires:

My Commission Expires Aug. 20, 1975

Received at the office of the Secretary of State, this the 11th day of October

A. D., 1972, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
SECRETARY OF STATE.

Jackson, Miss.,

Oct. 11, 1972

I have examined this application for a Charter of incorporation, and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

A. F. Summer
ATTORNEY GENERAL.

By George M. Swindoll
Special Assistant Attorney General.

BOOK 198 PAGE 606

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

PROGRESS VOLUNTEER FIRE DEPARTMENT

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 12th day of October A. D., 1972.

William V. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

RESOLUTION OF Progress Volunteer Fire Department AN UNINCORPORATED ASSOCIATION, TO INCORPORATE? DESIGNATING THE INCORPORATORS, THE NAME OF THE PROPOSED CORPORATION AND AUTHORIZING THE EXPENDITURE OF THE FUNDS OF THE ASSOCIATION NECESSARY TO DO SO.

BE IT RESOLVED by the members of Progress Volunteer Department, Progress, Mississippi. an unincorporated association of individuals, that it is to the best interest of this association that it be forthwith incorporated as a nonprofit corporation under the laws of the State of Mississippi applicable thereto and that Mr. Frank Perret, Mr. Winford Jackson, Mr. Willie Rawls, Mr. Maurice Foreman, Mr. J. C. Gardner and Mr. Nolan Leglue Jr.,

Are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named The Progress Volunteer Fire Department that they are fully empowered to do and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary to do.

CERTIFICATE

I, Mrs. Daisy Leglue , do hereby certify that I am thedly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is a true and correct copy of a Resolution duly and properly adopted at a meeting thereof held on the 7 day of September , 1972, at Progress, Mississippi , at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 7 day of September, 1972.

Mrs. Daisy Leglue
SECRETARY

Mrs. Daisy Leglue
Route 4, Box 132
Magnolia, Mississippi

The Organizational meeting of the Progress Volunteer Fire Department was held at the Progress Elementary School in Progress, Mississippi, on September 7, 1972, with forty_ Four citizens of the community present and three guest.

These officers were elected from among those present:

Mr. Frank Perret, Chairman, Progress, Mississippi
Mr. Bertrand Smith, Vice_chairman, Progress, Missi.
Mrs. Daisy Leglue, Secetary, Progress, Mississippi
Mr. Winford Jackson, Progress, Mississippi
Mr. Willie Rawls, Progress, Mississippi
Mr. Maurice Foreman, Progress , Mississippi
Mr. J. C. Gardner, Progress, Mississippi
Mr. Nolan Leglue Jr. Progress, Mississippi

The purpose of the meeting was discussed and the reason for the Fire Department was agreed upon by those present. Mr. Maurice Foreman introduced Director W. Arsene Dick Sr., of the Pike County Civil Defence and his wife, and Mr. Jesse Hall First District Supervisor. Both pledged support and commended the people for their interest.

The Charter and By_laws were drafted and agreed upon by vote of all those present. A letter was composed to Hon. Heber Ladner, Secretary of State, State of Mississippi, Jackson, Mississippi, requesting an application for said chapter.

Upon motion and a second, all agreed that the group would meet the first Thursday of each month and Mr. Perret thanked those present for coming. The meeting was adjourned.

Frank Perret
Chairman

Secretary

Furnished by Heber Ladner, Secretary of State, Jackson, Miss. BOOK 198 PAGE 609

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. Non-profit.

THE CHARTER OF INCORPORATION OF

Progress Volunteer Fire Department

1. The corporate title of said company is:

Progress Volunteer Fire Department

2. The names and post office addresses of the incorporators are:
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
Mr. Winford Jackson		Progress	Mississippi
Mr. Willie Rawls		Progress	Mississippi
Mr. Maurice Foreman		Progress	Mississippi
Mr. J. C. Gardner		Progress	Mississippi
Mr. Nolan Leglue, Jr.		Progress	Mississippi
Mr. Frank Perret		Progress	Mississippi

All of the above named incorporators are adult resident citizens of the State of Mississippi.

3. The domicile is at Fire Station (Street and No.) Progress (City) Mississippi (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)

The corporation is Non-Profit and no shares of stock shall be issued. This is a fire company.

5. Period of existence shall be perpetual.

The period of existance shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:

The purpose of the organization is to establish, equip and maintain a fire-fighting department for the rural community of Progress, Mississippi.

A. To promote brotherhood and sociability and responsibility among its members, to hold and conduct social meetings, exursions, and entertainments for its members, to promote morally, educationally and faternally, the welfare of the members, to make contracts, purchase, mortgage and lease and hold real and personal property necessary to carry out the purposes of a volunteer fire-fighting department.

B. To interest and unite and train men in fire-fighting and the welfare of their fellowman.

C. To acquire real and personal property to use exclusively for the operation and betterment of the Fire Department as a whole.

D. The corporation shall not engage in any activity or activities which would constitute a legal business ordinarily carried on for profit.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. The signatures of the incorporators must agree with their names as they appear in the resolution, article 2 of the charter and in the acknowledgment.

Signatures: Frank Perret
Mr. Frank Perret
Winford Jackson
Mr. Winford Jackson
Willie Rawls
Mr. Willie Rawls
Maurice Foreman
Mr. Maurice Foreman
J. C. Gardner
Mr. J. C. Gardner
Nolan Leglue, Jr.
Mr. Nolan Leglue, Jr. Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of _____

This day personally appeared before me, the undersigned authority _____, _____, _____, _____, _____, _____, incorporators of the corporation known as the _____ who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the _____ day of _____, 19____

_____

STATE OF MISSISSIPPI
County of _____

This day personally appeared before me, the undersigned authority _____, _____, _____, _____, _____, _____, incorporators of the corporation known as the _____ who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the _____ day of _____, 19____

_____

Received at the office of the Secretary of State this the 18th day of Sept. A.D., 19 72, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Helen Ladner
Secretary of State

Jackson, Miss., Oct. 11, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By George M. Swindoll
SPECIAL Assistant Attorney General

NOTE:—In case all incorporators are together when acknowledgment is taken, one acknowledgment will be sufficient.

BOOK 198 PAGE 611

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

CAPITAL CITY SPORTS CLUB, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 12th day of October A. D., 1972.

William L. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

BOOK 198 PAGE 612

CERTIFIED COPY OF RESOLUTION

The undersigned duly elected and authorized Acting Secretary of a membership meeting of Capital City Sports Club hereby certifies that the following resolution was unanimously adopted at a meeting held on the 16th day of May, 1972.

WHEREAS, a proposed Charter of Incorporation under the laws of the State of Mississippi of Capital City Sports Club has been presented to and approved by this meeting; and

WHEREAS, all present desire to become incorporated as Capital City Sports Club, Inc. under the terms and provisions of the proposed Charter of Incorporation:

NOW THEREFORE, BE IT RESOLVED THAT Will T. Chambliss, Elijah Forkner, and Sherman Edwards all of whom are adult resident citizens of the State of Mississippi, should be and they are hereby incorporators of Capital City Sports Club and they are hereby authorized and directed to do all things necessary and desirable to obtain said Charter of Incorporation

Witness my signature on this 16 day of May, 1972.

Marian Hogan
ACTING SECRETARY

THE CHARTER OF INCORPORATION

1. The corporate title of said company is:

Capital City Sports Club, Inc.

2. The names, street addresses and post office address of the incorporators are:

Name	Street & No.	City	State
Will T. Chambliss	803 West Pearl Street	Jackson	Mississippi
Elijah Forkner	1966 Central Street	Jackson	Mississippi
Sherman Edwards	2334 Ludlow Street	Jackson	Mississippi

All adult resident citizens of the State of Mississippi.

3. The domicile, street and post office address of the incorporation in this state is:

803 West Pearl Street
Apartment #101
Jackson, Mississippi 39203

4. This is a non-profit, civic improvement corporation in which no shares of stock are to be issued, as authorized by Section 5310.1, Mississippi Code of 1942, Recompiled and Amended.

5. The period of existence shall be perpetual.

6. The purposes for which the corporation is created, not contrary to law, including a statement of the rights and powers that are to be exercised by the corporation, which rights and powers shall be limited to those reasonably necessary to accomplish the stated purposes of the association being incorporated, are as follows:

To coordinate services and promote athletic program development for young men and women and their families in the capital city area;

To plan, coordinate and implement athletic development

services of all kinds such as, by way of illustration, sports activities, counseling and guidance, sports information, educational and social services for athletically inclined young men and women and their families;

To benefit the communities and areas in which the corporation will operate as measured by programs and services for the benefit and development of young men and women and their families.

The rights and powers to be exercised by the corporation shall be the following, insofar as they are reasonably necessary to accomplish the stated purposes of the corporation:

To adopt bylaws, to sue and be sued, prosecute and be prosecuted to judgment and satisfaction; to have a corporate seal; to enter into, make and perform contracts of every kind and description;

To own, purchase and receive as a gift or grant any sum of money and any real or personal property; to sell, convey, exchange and lease from or to others any real or personal property.

To borrow or raise for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make accept, endorse, execute and issue promissory notes, drafts, bills of exchange, bonds, debentures and other evidences of indebtedness, negotiable and non-negotiable, and to secure the payment thereof by mortgage of pledge of the whole or any part of the property of the corporation, and to sell, pledge or otherwise dispose of such bonds or other obligations for its corporate purposes;

To cooperate and act in conjunction with any agencies, corporations, instrumentalities or associations, both public and private, having similar purposes and objectives;

To do all things which are reasonably necessary or desirable to accomplish the purposes for which the corporation is organized.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

Notwithstanding any other provision of these articles, this 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 provision of any future United States Internal Revenue Law or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

In the event of dissolution, winding up, or other liquidation of the assets of this corporation, all of its assets of every kind shall be distributed to an appropriate agency or department of Jackson State College.

The corporation is irrevocably dedicated to and operated exclusively for non-profit purposes; no part of the income or assets shall ever be distributed to or inure to the benefit of any director, officer or other private individual. Expulsion shall be the only remedy for nonpayment of dues.

INCORPORATORS

BOOK 198 PAGE 616

STATE OF MISSISSIPPI

COUNTY OF Hinds

This day personally appeared before me, the undersigned authority, the within named Will T. Chambliss, Elijah Forkner and Sherman Edwards incorporators of the corporation known as Capital City Sports Club who acknowledge that they sign and executed the above and foregoing articles of incorporation as their act and deed on this 17th day of July, 1972.

NOTARY PUBLIC

My Commission Expires May 24, 1975

Received at the Office of the Secretary of State this the 20th day of September, A.D., 1972, recording fee, and referred to the Attorney General for his opinion.

SECRETARY OF STATE

Jackson, Miss. Oct. 11, 1972

I have examined the application for a charter of incorporation and am of the opinion that it is not violative of the constitution and laws of the State, or of the United States.

ATTORNEY GENERAL

BY George M. Swindoll

Special ASSISTANT ATTORNEY GENERAL

BOOK 198 PAGE 617

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

CHRIST GIVES ETERNAL LIFE, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 12th day of October A. D., 1972.

William V. Waller

Governor

By the Governor

Heber Ladner

Secretary of State

THE CHRIST GIVES ETERNAL LIFE ASSOCIATION

Pascagoula, Mississippi

RESOLUTION

WHEREAS, the members of the Christ Gives Eternal Life Association have determined that in order to accomplish the purposes of the Association, it will be necessary for the Association to acquire and own real and personal property, hire personnel to assist in the operation and management of the Association, and to incur indebtedness; and

WHEREAS, the members of the Christ Gives Eternal Life Association have further determined that its purposes may also be accomplished through the publication of religious material and the utilization of television and radio media for the broadcasting of programs of a religious nature; and

WHEREAS, in order to accomplish the foregoing it is necessary for the Christ Gives Eternal Life Association to be incorporated as a non-profit, non-share corporation;

NOW THEREFORE, BE IT RESOLVED, that L. T. (Tim) Stokley, Mrs. Trinell Ros, and Mrs. Estelle Stokley be and they are hereby authorized to make application to the Secretary of State of the State of Mississippi for a charter of Incorporation and to do and perform each and every act necessary to accomplish the incorporation of this association as a non-profit, non-share corporation under the laws of the State of Mississippi; and be it

RESOLVED further that the name to be used in said application shall be Christ Gives Eternal Life, Inc.

The Christ Gives Eternal Life Association

Mrs Estelle Stokley
Secretary

CERTIFICATE

I, MRS. ESTELLE STOKLEY do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the members of the Christ Gives Eternal Life Association on September 27, 1972 as same appears in the Minutes of the Association.

Mrs Estelle Stokley
Secretary

ATTEST:
President: L. T. Vines Stokley

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. Non-profit.

THE CHARTER OF INCORPORATION OF

Christ Gives Eternal Life, Inc.

1. The corporate title of said company is:

Christ Gives Eternal Life, Inc.

2. The names and post office addresses of the incorporators are:
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
L. T. Stokley,	1907 - 8th	Pascagoula	Mississippi
Mrs. Estelle Stokley	1907 - 8th	Pascagoula	Mississippi
Mrs. Trinell Ross	2102 Market	Pascagoula	Mississippi

Date of Birth As Follows:

L. T. Stokley, 5-11-19
Mrs. Estelle Stokley, 4-6-14
Mrs. Trinell Ross 10-2-43

3. The domicile is at 2102 Market St., (Street and No.) Pascagoula, (City) Mississippi 39567 (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)

The Christ Gives Eternal Life, Inc. is a non-profit corporation and no shares of stock shall be issued. The Christ Gives Eternal Life, Inc. is a religious society the incorporation of which is authorized by Section 5310.1 of the Mississippi Code of 1942.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:

All these powers authorized and permissable under the provisions of Section 5310.1 Mississippi Code of 1942, as Amended and hereafter Amended, and as elsewhere may be authorized by the Laws of the State of Mississippi.

To advancing the Christian Gospel through the evangelistic ministry and to aid and assist evangelistic ministers in the advancement of the Christian Gospel.

To be a dynamic, spiritual organism empowered by the Holy Spirit to share Christ with as many people as possible in our evangelistic ministry throughout the world.

To have the right and power to do each and every act necessary to accomplish the above stated purposes for which the corporation is created including the right to purchase, take, receive, lease, or otherwise aqauire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therin wherever situated.

To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets in so far as same may be necessary to accomplish the purposes for which the corporation is created.

To produce, own, publish, and distribute books, tracts, papers, films, tapes, recordings, and sheet music of a religious nature.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. The signatures of the incorporators must agree with their names as they appear in the resolution, article 2 of the charter and in the acknowledgment.

Signatures: L. T. Stokley
Mrs. L. T. Stokley
Mrs. Estelle
Mrs. Trinele Ross

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Jackson

This day personally appeared before me, the undersigned authority L. T. (Tim) Stokely, Mrs. Trinele Ross, Mrs. Estelle Stokely, _____, _____, _____, _____, _____, _____,

incorporators of the corporation known as the Christ Gives Eternal Life, Inc.

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the _____ day of _____, 19__

_____

STATE OF MISSISSIPPI
County of _____

This day personally appeared before me, the undersigned authority _____, _____, _____, _____, _____, _____,

incorporators of the corporation known as the _____

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the _____ day of _____, 19__

_____

Received at the office of the Secretary of State this the 6th day of October A.D., 1972, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Helen Ladner
Secretary of State

Jackson, Miss., Oct. 11, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By George M. Swindell special
Assistant Attorney General

NOTE:—In case all incorporators are together when acknowledgment is taken, one acknowledgment will be sufficient.

BOOK 198 PAGE 622

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

EAST CENTRAL COMMUNITY DEVELOPMENT CORPORATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 12th day of October A. D., 1972.

William L. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

RESOLUTION OF EAST CENTRAL
AREA COMMUNITY DEVELOPMENT ASSOCIATION

WHEREAS, the East Central Area Community Development Association is an unincorporated civic improvement society heretofore formed for the purpose of civic improvement, general social welfare and economic development in the following counties: Clarke, Jasper, Kemper, Lauderdale, Leake, Neshoba, Newton, Scott and Smith with the privilege of adding adjoining and adjacent counties upon the request of the Board of Supervisors of any such adjoining or adjacent counties; and

WHEREAS, it is the desire of the East Central Area Community Development Association that they organize and obtain a Charter of Incorporation as a non-profit, nonshare civic improvement corporation under the Laws of the State of Mississippi; and under the corporate name of East Central Area Community Development Corporation.

NOW, THEREFORE, BE IT RESOLVED that the following named three members in good standing in the East Central Area Community Development Association who are all adult resident citizens of the State of Mississippi, be, and they are hereby authorized and directed to serve as incorporators of this civic improvement society, the said incorporators being fully authorized and empowered to prepare and present to the Secretary of State, State of Mississippi, Articles of Incorporation of this organization, and do any and all things necessary or convenient in obtaining a Charter of Incorporation for this civic improvement organization, to-wit:

(1) Harry N. Lackey

(2) Roy B. Simmons

(3) Pete Mundy

RESOLVED on this the 29th day of June, 1972.

BOOK 198 PAGE 624

CERTIFICATE

I, Pete Mundy, Secretary of the East Central Area Community Development Corporation, do hereby certify that the above and foregoing is a true and correct copy of a resolution of the East Central Area Community Development Corporation unanimously adopted and approved by the membership thereof on June 29, 1972, in a regular business meeting as the same appears in the Minute Book of said Association. I further certify that the Minute Book of said Association is in my custody and that the resolution, as adopted, has not been repealed, amended or modified.

WITNESS MY SIGNATURE, this 29 day of June, 1972

Pete Mundy

CHARTER OF INCORPORATION

OF

EAST CENTRAL COMMUNITY DEVELOPMENT CORPORATION, INC.

This is to certify that we, the undersigned, adult resident citizens of the State of Mississippi do hereby associate ourselves for the purpose of forming a nonprofit corporation under and by virtue of the laws of the State of Mississippi, and further certify that:

1. The corporate title of said company is: EAST CENTRAL COMMUNITY DEVELOPMENT CORPORATION, INC.

2. The names, street and post office addresses of the incorporators are:

Names	Street and Post Office Address	City	State
Harry N. Lackey	Highway 493	Bailey	Mississippi
Roy B. Simmons	Highway 80, West	Newton	Mississippi
Pete Mundy	281 Byrd Avenue	Philadelphia	Mississippi

all adult resident citizens of the State of Mississippi.

3. The domicile of said corporation is: 410 Decatur Street, Newton, Mississippi 39345.

4. This is a nonprofit, nonshare corporation and is a civic improvement corporation, pursuant to Section 5310.1 of the Mississippi Code of 1942, as amended and recompiled.

This corporation shall have no capital stock. It shall be composed of members rather than shareholders. The conditions and regulations of membership and the rights or other privileges of the classes of members shall be determined and fixed by the by-laws.

5. The period of existence shall be perpetual.

6. The purposes for which the Corporation is formed, and the rights and powers to be exercised to accomplish the stated purposes, in addition to those rights and powers granted by law, are as follows:

This corporation is organized for the purpose of promoting the general social welfare, economic development and improvement of the area which it serves and the State. To carry out the purposes as stated, this corporation shall have the rights and powers as follows:

(a) To contract for and receive all benefits, monetary or otherwise, that might be provided or made available by the National Housing Act, as amended, the Housing and Urban Development Act and amendments thereto, the Economic Act of 1964, as amended, the Appalachian Regional Development Act of 1964, as amended, and all subsequently enacted federal and state legislation related to the purposes of the corporation;

(b) To receive money, materials and labor from private individuals, private corporations and state, city, county and federal governmental agencies;

(c) To acquire, construct, provide and operate on a nonprofit basis, housing, both for homeownership, rental or leasing, related facilities, special housing facilities and services, nursing home, hospital and ambulance facilities and services, and any and all community and related facilities and services not contrary to law;

(d) To buy, own, sell, convey, assign, mortgage, or lease any interest in real estate and personal property, and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes of this corporation, including, but not limited to site development, constructing, maintaining and operating water and sewer facilities, garbage and solid waste disposal facilities, streets, roads, sidewalks and appurtenances, parks, playgrounds and recreational facilities, industrial parks, shopping facilities, human and environmental protection facilities, fire protection services, and/or other community facilities, incident to community and economic development and social welfare of the community;

(e) To sell, convey, mortgage, lease, pledge, exchange, transfer and otherwise dispose of all or any part of its property and assets;

(f) To borrow funds necessary for the furtherance of any or all of the objects of its business, the indebtedness for which borrowed funds may be evidenced by securities of this Corporation of any kind or character issued at any one or more times which may be either unsecured or secured by any mortgage, trust deed, assignment or income or other lien upon any part or all of the properties and assets at any time then or thereafter owned or acquired by this Corporation;

(g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested, including, but not limited to the right to act as an FHA or VA mortgagor;

(h) To sell and service any FHA insured or VA guaranteed mortgage or any mortgage or security acquired by it to the Federal National Mortgage Association or the Government National Mortgage Association or any other secondary lender;

(i) To make or contract for planning and feasibility studies, management and operational assistance, and studies evaluating the needs and developing potentials for maximum effectiveness in accomplishing the purposes of the corporation;

(j) To manage and operate or contract for the management or any housing, special housing facilities or any other community facilities owned or held by it or by any association, corporation or company contracting for such management services, including, but not limited to screening of tenants, execution of leases on rental housing, formulation of rules and regulations, contracts and procedures, acquisition of insurance, collection of rentals, establishment and enforcement of regulations pertaining to delinquencies, maintenance and any and all things necessary to manage and operate on a nonprofit basis housing or community developments;

(k) To do and perform any and all other acts reasonably necessary to accomplish the purposes of the corporation, including but not limited

to the execution of any agreements or instruments as may be necessary to enable the Corporation to accomplish the purposes as hereinbefore stated;

(l) This corporation shall have all the powers, privileges, rights, and immunities created, given, extended or conferred by the provisions of all applicable laws of the State of Mississippi pertaining to nonprofit corporations.

The corporation is irrevocably dedicated to and operated exclusively for nonprofit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any individual.

In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property and assets of the corporation shall go and be distributed to one or more such nonprofit corporations or municipal corporations as may be selected by the Board of Directors of this corporation, to be used for, and devoted to, the purpose of carrying on a nonprofit community development or housing project or for such other purposes to promote the general social welfare and economic development of the State. In no event shall any of the assets or property in the event of dissolution thereof go or be distributed to members, either for the reimbursement of any sum subscribed, donated or contributed by such members or for any other purpose; provided that, nothing herein shall prohibit the corporation from paying its just debts.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

The balance, if any, of all money received by the corporation from its operations, after payment in full of all operating expenses, debts and obligations

of the corporation of whatsoever kind and nature as they become due, shall be used to make advance payments on any loan owned by the corporation or for any related purposes. Expulsion shall be the only remedy for nonpayment of dues.

Harry D. Lackey

Ray B. Simmons

Pete Mundy

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI
COUNTY OF

This day personally appeared before me, the undersigned authority, Harry D. Lackey, incorporator of the corporation known as East Central Community Development Corporation, Inc., who acknowledged that he signed and executed the above and foregoing articles of incorporation as his act and deed.

Given under my hand and official seal, this the 29th day of June, 1972.

Notary Public

My Commission Expires:
My Commission Expires August 16, 1974

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI
COUNTY OF

This day personally appeared before me, the undersigned authority, Ray B. Simmons, incorporator of the corporation known as East Central Community Development Corporation, Inc., who acknowledged that he signed and executed the above and foregoing articles of incorporation as his act and deed.

Given under my hand and official seal, this the 29th day of June, 1972.

Notary Public

My Commission Expires:

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI
COUNTY OF

This day personally appeared before me, the undersigned authority, Pete Mundy, incorporator of the corporation known as East Central Community Development Corporation, Inc., who acknowledged that he signed and executed the above and foregoing articles of incorporation as his act and deed.

Given under my hand and official seal, this the 29th day of June, 1972.

Notary Public

My Commission Expires:

My Commission Expires August 16, 1974

Received at the office of the Secretary of State, this the 11th day of October A. D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
SECRETARY OF STATE.

Jackson, Miss.,

Oct. 11, 1972

I have examined this application for a Charter of incorporation, and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

A.F. Summer
ATTORNEY GENERAL.

By George M. Swindell
Special Assistant Attorney General.

BOOK 198 PAGE 632

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MARTIN BLUFF BAPTIST CHURCH, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 12th day of October A. D., 1972.

William V. Waller

Governor

By the Governor

Secretary of State

A RESOLUTION OF THE MEMBERS OF MARTIN BLUFF BAPTIST CHAPEL, AN UNINCORPORATED ASSOCIATION, TO INCORPORATE, DESIGNATING THE INCORPORATORS, THE NAME OF THE PROPOSED CORPORATION AND AUTHORIZING THE EXPENDITURE OF THE FUNDS OF THE ASSOCIATION NECESSARY TO DO SO.

BE IT RESOLVED by the members of Martin Bluff Baptist Chapel, an association of individuals, that it is to the best interests of this association that it forthwith incorporate as a nonprofit corporation under the laws of the State of Mississippi applicable thereto and that

B. E. BARNETT
DORSEY C. SAVAGE
HENRY R. KEEBLER

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named

MARTIN BLUFF BAPTIST CHURCH, INC.

and that they are fully empowered to do and perform any and all acts necessary and convenient to secure said charter and the membership hereby further authorizes the expenditure of such funds of the association as may be necessary so to do.

IN TESTIMONY WHEREOF, WITNESS our signatures this, the 3rd day of September, A. D., 1972.

B. E. Barnett
B. E. BARNETT

Dorsey C. Savage
DORSEY C. SAVAGE

Henry R. Keebler
HENRY R. KEEBLER

CERTIFICATE

I, Mrs. Barbara R. Keebler, do hereby certify that I am the duly elected, qualified and acting Clerk or Secretary of the above named association of individuals and that the foregoing is a true and correct copy of a Resolution duly and properly adopted at a meeting thereof held on the 3rd day of September, 1972, at Route 2, Gautier, Mississippi 39553, being on Martin Bluff Road in the Martin Bluff Community in Jackson County, Mississippi, at which a majority of the members present adopted said resolution, and said meeting was the regular Sunday Morning Worship Service and was duly and properly called and held.

WITNESS my signature, this the 3rd day of September, A. D., 1972.

Mrs. Barbara R. Keebler
Mrs. Barbara R. Keebler
Church Clerk
Martin Bluff Baptist Chapel
Route 2, Gautier, Mississippi 39553

Furnished by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. Non-profit.

THE CHARTER OF INCORPORATION OF

MARTIN BLUFF BAPTIST CHURCH, INC.

1. The corporate title of said company is:
MARTIN BLUFF BAPTIST CHURCH, INC.

2. The names and post office addresses of the incorporators are:
(The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
B. E. Barnett	Route 2,	Gautier,	Mississippi 39553
Dorsey C. Savage	Route 2,	Gautier,	Mississippi 39553
Henry R. Keebler	Route 2,	Gautier,	Mississippi 39553

All of the above named incorporators are adult resident citizen the State of Mississippi.

3. The domicile is at Route 2, Martin Bluff Road, (Street and No.) Gautier, (City) Miss. 39553 (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)

The corporation is non-profit and no shares of stock are to be issued and it is a church, being one of the type corporations set forth under the provisions of Section 5310.1, Mississippi Code of 1942, as Amended, and as elsewhere may be authorized by the laws of Mississippi.

This is a religious corporation.

5. Period of existence shall be perpetual.
PERPETUAL

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:

ALL those powers authorized and permissable under the provisions of Section 5310.1, Mississippi Code of 1942, as Amended and hereafter Amended, and as elsewhere may be authorized by the Laws of the State of Mississippi.

To be dynamic, spiritual organism empowered by the Holy Spirit to share Christ with as many people as possible in our church, community and throughout the world, To be a worshiping fellowship, experiencing an awareness of God, recognizing His person, and responding in obedience to His leadership. To experience an increasingly meaningful fellowship with God and fellow believers. To help people experience a growing knowledge of God and man. To be a church that ministers unselfishly to persons in the community and world in Jesus' name. To be a church whose purpose is to be Christlike in our daily living by emphasizing total commitment of life, personality, and possessions to the lordship of Christ.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. The signatures of the incorporators must agree with their names as they appear in the resolution, article 2 of the charter and in the acknowledgment.

Signatures: B. E. Barnett
B. E. Barnett

Dorsey C. Savage
Dorsey C. Savage

Henry R. Keebler
Henry R. Keebler

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Jackson

This day personally appeared before me, the undersigned authority B. E. Barnett, Dorsey C. Savage, Henry R. Keebler, _____, _____, _____, _____, incorporators of the corporation known as the MARTIN BLUFF BAPTIST CHURCH, INC. who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 20th day of SEPTEMBER, 1972

Cassandra G Keller
NOTARY PUBLIC

MY COMMISSION EXPIRES: 7/9/76

STATE OF MISSISSIPPI
County of _____

This day personally appeared before me, the undersigned authority _____, _____, _____, _____, _____, _____, incorporators of the corporation known as the _____ who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the _____ day of _____, 19____

_____

Received at the office of the Secretary of State this the 21st day of September A.D., 1972, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
Secretary of State

Jackson, Miss., Oct. 11, 1972

I have examined this application for a charter of incorporation and am of the opinion that it is not violative of the Constitution and laws of the State, or of the United States.

A. F. Summer
Attorney General

By George M. Brimdell
Special Assistant Attorney General

NOTE:—In case all incorporators are together when acknowledgment is taken, one acknowledgment will be sufficient.

BOOK 198 PAGE 636

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

WASHINGTON SCOUT CAMP FOUNDATION, INC.

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 12th day of October, 1972.

William L. Waller

Governor.

Attest:

Heber Ladner

Secretary of State.

SECOND RECESSED 1971 ANNUAL MEETING

The annual meeting of the Washington Scout Camp Foundation, Inc. which had been adjourned and recessed from month to month since April 20, 1972, was held on the 7th day of September at the Trinity United Methodity Church in Greenville, Mississippi, at same time and place as the September monthly meeting of the District Committee of Washington District. In the absence of the president and by deference of the vice president, William C. Keady, Jr., secretary and treasurer of the corporation called the meeting to order and acted as Chairman.

After the chair announced the continuing need of the corporation for a president and vice president, there were nominated and elected by acclamation the following officers: Walter Dannenberg, President; John C. Bridges, Vice President.

In the absence of the newly elected president and by deference from the newly elected vice president, William C. Keady, Jr., secretary and treasurer of the corporation, continued to handle the meeting and to act as chairman thereof. Upon motion duly made, seconded, it was unanimously resolved as follows:

(1) That the resolution of the prior special meeting of Board of Directors of January 16, 1958, be and the same is hereby amended and superceded to reflect that the corporation's checking acccunt shall be maintained at Greenville Bank, branch of Deposit Guaranty National Bank, at its Greenville, Mississippi office and that withdrawals from said account may be honored by said Bank by the signature of any two of the corporate officers of president, vice president and secretary-treasurer.

Certified to be a true copy of the original of which I am custodian thereof.

Secretary-Treasurer

(2) That the prior resolution of the special Board of Directors of March 17, 1964, be amended and superceded to reflect that the corporation's savings account shall be with Washington Federal Savings and Loan Association of Greenville, Mississippi, that any withdrawal therefrom may be honored by said Association on the strength of the signatures of any two officers of president, vice president and secretary-treasurer. That the balance and residue of said prior resolution of special meeting of Board of Directors of March 17, 1964, insofar as it pertained to Washington County Savings and Loan Association, corporate predecessor to Washington Federal Savings and Loan Association, remain in full force and effect.

(3) That pursuant to Section 5319, Mississippi Code of 1942 (Annotated) Recompiled, as amended, the corporation's office in the county of its domicile is hereby designated as 923 Washington Avenue, Greenville, Washington County, Mississippi (P. O. Box 895) and that the registered agent for the service of process for the corporation hereafter be and is herewith designated as William C. Keady, Jr., 923 Washington Avenue (P. O. Box 895), Greenville, Washington County, Mississippi, 38701, and that the president, vice president, and secretary-treasurer be and they are hereby authorized empowered and directed to take the steps required by law necessary to effectuate said designation and to pay from the corporation's funds the necessary expenses thereof.

There being no other business to come before the meeting, same was adjourned.

Wm C Keady Jr
Secretary

APPROVED:

W. W. Dannenberg
President

I, William C. Keady, Jr. , Secretary of Washington Scout Camp Foundation, Inc., a nonprofit, nonshare corporation of the State of Mississippi, do hereby certify that at the regular Annual Meeting of said corporation, duly held at Greenville, Mississippi on October 21, 1971, a quorum of the members being then and there present, the following resolution was adopted by a vote of two-thirds of the members present at such meeting:

RESOLVED, that the following proposed amendments to the Charter of Incorporation of Washington Scout Camp Foundation, Inc., be and the same hereby are adopted and approved, to-wit:

The Charter of Incorporation of Washington Scout Camp Foundation, Inc., recorded in the Records of Incorporations in the office of the Secretary of State of the State of Mississippi in Photostat Book, number sixty-two, pages 236-242 is hereby amended in the following particulars:

1. The paragraph numbered "5" appearing on page 240 of Book sixty-two of said Records of Incorporations is renumbered "9", but is otherwise unchanged.

2. The paragraph numbered "6", appearing on page 240 of said Book sixty-two is renumbered "10" and is amended so as to read as follows:

"10. The members of the corporation shall be those residents of the territory embraced in the Washington District of the Delta Area Council, Boy Scouts of America, as now or hereafter constituted, who are registered with the Boy Scouts of America in one or more of the following capacities:

(a) As an institutional representative of an institution located within the territory embraced in said Washington District, as now or hereafter constituted, which is chartered to sponsor a Boy Scout Troop, Sea Scout Ship, Air Scout Squadron, or Explorer Post.

(b) As District Chairman or Vice-Chairman of Washington District of the Delta Area Council, Boy Scouts of America.

(c) As District Commissioner, Assistant District Commissioner, or Neighborhood Commissioner of said Washington District.

(d) As Chairman or Co-Chairman of an operating committee of said Washington District.

(e) As a member of the Executive Board or Advisory Board of the Delta Area Council, Boy Scouts of America.

(f) As past District Chairmen of said Washington District, if registered in any capacity with the Boy Scouts of America."

3. Paragraphs numbered "6", "7", "8" and "9", appearing on page 241 of said Book sixty-two are hereby renumbered "11", "12", "13" and "14", but shall otherwise remain unchanged.

And it is further

RESOLVED, that the President or Secretary be and each of them is authorized to take such steps as are necessary to put said proposed amendments in effect in accordance with the laws of the State of Mississippi and, in connection therewith, to pay out of the funds of the corporation such filing fees as are required by law.

Dated at Greenville, Mississippi this 12th day of Sept. 1971.

Secretary

Certified to be a true copy of the original of which I am custodian thereof.

Secretary-Treasurer

ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

OF

WASHINGTON SCOUT CAMP FOUNDATION, INC.

Pursuant to the provisions of Section 5323 of the Mississippi Code of 1942 (Annotated), Recompiled, Amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

The Charter of Incorporation of Washington Scout Camp Foundation, Inc., recorded in the Records of Incorporations in the office of the Secretary of State of the State of Mississippi in Photostat Book, number sixty=two, pages 236-242 is hereby amended in the following particulars:

1. The paragraph numbered "5" appearing on page 240 of Book sixty-two of said Records of Incorporations is renumbered "9", but is otherwise unchanged.

2. The paragraph numbered "6", appearing on page 240 of said Book sixty-two is renumbered "10" and is amended so as to read as follows:

"10. The members of the corporation shall be those residents of the territory embraced in the Washington District of the Delta Area Council, Boy Scouts of America, as now or hereafter constituted, who are registered with the Boy Scouts of America in one or more of the following capacities:

(a) As an institutional representative of an institution located within the territory embraced in said Washington District, as now or hereafter constituted, which is chartered to sponsor a Boy Scout Troop, Sea Scout Ship, Air Scout Squadron, or Explorer Post.

(b) As District Chairman or Vice-Chairman of Washington District of the Delta Area Council, Boy Scouts of America.

(c) As District Commissioner, Assistant District Commissioner, or Neighborhood Commissioner of said Washington District.

(d) As Chairman or Co-Chairman of an operating committee of said Washington District.

(e) As a member of the Executive Board or Advisory Board of the Delta Area Council, Boy Scouts of America.

(f) As past District Chairmen of said Washington District, if registered in any capacity with the Boy Scouts of America.

3. Paragraphs numbered "6", "7", "8" and "9", appearing on page 241 of said Book sixty-two are hereby renumbered "11", "12", "13" and "14", but shall otherwise remain unchanged.

WASHINGTON SCOUT CAMP FOUNDATION, INC.

By _____
Secretary

STATE OF MISSISSIPPI

COUNTY OF WASHINGTON

I, a Notary Public of the State and County aforesaid, do hereby certify that on this 12th day of September, 1972, personally appeared before me William C. Keady, Jr., who, being by me first duly sworn, declared that he is the Secretary of Washington Scout Camp Foundation, Inc., that he executed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.

_____
Notary Public

My commission expires:
12/6/75

Received at the office of the Secretary of State, this the 4th day of October

A. D., 19 72, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
SECRETARY OF STATE.

Jackson, Miss.,

Oct. 11, 1972

I have examined this Application for Amendment of the Charter of incorporation, and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

A. F. Summer
ATTORNEY GENERAL.

By George M. Irwin
Special Assistant Attorney General.

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State of Mississippi

Office of Secretary of State
Jackson

I, Heber Ladner, Secretary of State, do certify that the

~~amendment hereto attached amending the Charter of Incorporation of~~

DECREE MODIFYING FORMER DECREE, DISSOLVING MISSISSIPPI EXTENDED CARE CENTERS, INC. BE CHANGED FROM SEPTEMBER 27, 1972 TO JANUARY 1, 1973

was pursuant to the provisions of the laws of Mississippi recorded in the Records of Incorporations in this office, in PHOTOSTAT BOOK, NUMBER ONE-HUNDRED NINETY-EIGHT, PAGES 645 - 647.

Given under my hand and Seal of office hereunto affixed, this 13th day of October, 1972.

Heber Ladner

SECRETARY OF STATE

SECRETARY OF STATE * OFFICIAL * STATE OF MISSISSIPPI

BOOK 198 PAGE 646

LAW OFFICES
SULLIVAN, SULLIVAN & KEYES

JOHN C. SULLIVAN, SR.
EARL KEYES
JOHN C. SULLIVAN, JR.
S. SMITH BONNER

SUITE 200 TWO THIRTEEN BUILDING
213 SOUTH LAMAR STREET - P. O. BOX 528
JACKSON, MISSISSIPPI 39205
TELEPHONE 354-1608

October 11, 1972

Honorable Heber Ladner
Secretary of State
State of Mississippi
New Capitol Building
Jackson, Mississippi

Dear Sir:

Pursuant to my telephone conversation with your office I am enclosing herewith an attested copy of the Decree entered October 10, 1972, modifying the Decree of September 27, 1972, to change the date to dissolve Mississippi Extended Care Centers, Inc., a non-profit Mississippi corporation to January 1, 1973, rather than September 27, 1972.

With kindest regards, I am

Very truly yours,

SULLIVAN, SULLIVAN & KEYES

By _____
Earl Keyes

EK:sgs

Enclosure

cc: Mississippi Extended Care Centers, Inc.

IN THE CHANCERY COURT OF THE FIRST JUDICIAL DISTRICT OF

HINDS COUNTY, MISSISSIPPI

DISSOLUTION OF
MISSISSIPPI EXTENDED CARE CENTERS, INC.
EX PARTE NO. 87,356

DECREE MODIFYING FORMER DECREE

This day this cause came on to be heard on the petition filed herein jointly by John D. Holland, Henry W. O'Dom and Earl Keyes, Petitioners in the above styled and numbered cause, praying for modification of the Final Decree entered on the 27th day of September, 1972, in certain particulars and the Court being fully advised in the premises is satisfied and does find that it has jurisdiction of this cause and that the Petitioners are all properly before this Court, and the Court, after considering said petition is of the opinion that the prayer of the petition filed by said parties should be granted.

IT IS, THEREFORE, ORDERED, ADJUDGED AND DECREED that the former decree of this court be modified to show that Mississippi Extended Care Centers, Inc., a non-profit Mississippi corporation, be dissolved as of January 1, 1973, rather than September 27, 1972, without the appointment of liquidators.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that all other provisions set out in said Decree shall remain in full force and effect.

SO ORDERED, ADJUDGED AND DECREED this, the 12th day of October, 1972.

Signed J. C. STENNETT

CHANCELLOR

FILED

ATTEST A TRUE COPY

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