BOOK 260 PAGE 1

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MINNEAPOLIS TEACHERS RETIREMENT FUND ASSOCIATION

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 November A. D., 1979.

Governor

By the Governor

Secretary of State

State of Mississippi
DEPARTMENT OF JUSTICE
Office of the Attorney General
JACKSON, MISSISSIPPI 39205

A. F. SUMMER

RICHARD M. ALLEN

November 19, 1979

Mr. Herman Glazier
Executive Assistant
to the Governor
20th Floor, Sillers Building
Jackson, Mississippi 39205

Re: Application for domestication of Minneapolis Teachers Retirement Fund Association

Dear Mr. Glazier:

In accordance with your request of November 16, 1979, regarding the above captioned foregoing corporation, I have examined the documents enclosed herewith and find nothing in said charter of articles of incorporation or association that is violative of the Constitution or 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 laws 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 79-1-23, Mississippi Code of 1972.

With kind regards, I am

Very truly yours,

Richard M. Allen

Richard M. Allen
Special Assistant Attorney General

RMA/ped
Enclosure

THE CAPITOL

JACKSON

CLIFF FINCH
GOVERNOR

November 16, 1979

The Honorable A. F. Summer
Attorney General
Carroll Gartin Justice Building
Jackson, MS. 39205

Dear General Summer:

Governor Finch requests the advice of the Attorney General as to the constitutionality and legality of the provisions of the attached Articles of Incorporation of the Minneapolis Teachers Retirement Fund Association, Minneaplois, Minnesota, and it application for domestication in the State of Mississippi.

Yours truly,

Herman Glazier

Executive Assistant
to the Governor

Enclosures

BOOK 280 PAGE 4

FAEGRE & BENSON

1300 NORTHWESTERN BANK BUILDING

MINNEAPOLIS, MINNESOTA 55402

ROBERT J. CHRISTIANSON
GEORGE D. McCLINTOCK
EVERETT A. DRAKE
DONALD L. ROBERTSON
WRIGHT W. BROOKS
RODGER L. NORDBYE
GEORGE E. HARDING
JOHN S. HOLTEN
G. ALAN CUNNINGHAM
R. W. DELKE
ERWIN MITCH GOLDSTEIN
JAMES A. HALLS
GERALD T. FLOM
CHARLES L. HORN
[illegible]
MARTIN N. BURKE
JOHN E. HARRIS
PAUL T. BIRKELAND
DAVID M. BEADIE
RICHARD C. SCHMOKER
THOMAS M. CROSBY, JR.
JAMES T. HALE
LUDWIG B. GARTNER, JR.
JAMES B. LOKEN
ARTHUR L. DOTEN
DUANE W. KROHNKE
GEORGE W. FLYNN
JAMES A. DUEHOLM
HUBERT V. FORCIER
JAMES M. SAMPLES
DALE E. BEIHOFFER
PETER R. KITCHAK
GALE R. MELLUM
BRUCE F. BURTON
JERRY W. SNIDER
HENDRIK De JONG
STEPHEN ROSHOLT
FRANK B. BUTLER
GORDON B. CONN, JR.
BRUCE A. ACKERMAN
MICHAEL H. HARPER, JR.

THOMAS L. KIMER
JOSEPH M. PRICE
W. SMITH SHARPE, JR.
PHILIP S. GARON
JOHN F. BEUKEMA
WALTER J. DUFFY, JR.
JAMES P. STEPHENSON
F. REID CARRON
A. DAVID KELLY
JOHN K. STEFFEN
CHARLES E. BOHLEN, JR.
JOHN B. GORDON
THOMAS M. MAYER
THOMAS D. MORGAN
[illegible]
HENRY F. FRISCH
LOREN F. HART
RANDY L. MILLER
WINTHROP A. ROCKWELL
PATRICK B. BAUER
JACK M. FRIBLEY
JOHN S. JAGIELA
DAVID B. DEAN
JOHN P. BORGER
HEIDI M. HOARD
DAVID P. PEARSON
JAMES G. RAY
RICHARD A. HELDE
MARGARET S. ANGLE
STEVEN R. ANDERSON
JAY D. CHRISTIANSEN
CHARLES S. FERRELL
DAVID B. MILLER
MARK F. ENGEBRETSON
JAMES A. O'NEAL
RICHARD T. THOMSON

J. B. FAEGRE (RETIRED)
JOHN C. BENSON
PAUL CHRISTOPHERSON
JOHN B. FAEGRE, JR.
COUNSEL

ACTION:

November 8, 1979

NOV 13 REC

Honorable Cliff Finch
Governor of the State of Mississippi
2003 Sillers Building
Jackson, MS 39205

Re: Domestication of Minneapolis Teachers Retirement Fund Association, a Minnesota Non-Profit Corporation, 1670 Northwestern Bank Building, Minneapolis, MN 55402

Dear Governor Finch:

On behalf of Minneapolis Teachers Retirement Fund Association, we hereby request that this non-profit, non-share corporation be domesticated in the State of Missouri.

Pursuant to Section 79-1-21 of the Mississippi Code Annotated of 1972, we enclose the following:

1. Copy of Charter of Minneapolis Teachers Retirement Fund Association, a Minnesota non-profit corporation, certified by the Secretary of State of Minnesota.

2. Designation of registered agent for process, with the acceptance signed by the designated agent.

3. Check in the amount of $25.00 payable to Secretary of State of the State of Mississippi for the required filing fee.

We request that this corporation be domesticated in the State of Mississippi.

Thank you for your assistance.

Very truly yours,

Rodger L. Nordbye

RLN:mlh
Encl:

ROBERT J. CHRISTIANSON
GEORGE D. MCCLINTOCK
EVERETT A. DRAKE
DONALD L. ROBERTSON
WRIGHT W. BROOKS
RODGER L. NORDBYE
GEORGE E. HARDING
JOHN S. HOLTEN
O. ALAN CUNNINGHAM
R. W. DELKE
ERWIN MITCH GOLDSTEIN
JAMES A. HALLS
GERALD F. FLOM
CHARLES L. HOHN
HAL P. PAGE
PETER V. ANSON
JAMES F. DEMARAIS
GORDON G. BUD SAER
DENIS FRENCH
RONALD B. HEMSTAD
NORMAN R. CARPENTER
LAWRENCE E. BROWN
MARY A. BLAKE
JOHN E. HARRIS
PAUL T. BIRKELAND
DAVID M. BEADIE
RICHARD C. SCHMOKER
THOMAS H. CROSBY, JR.
JAMES T. HALE
LUDWIG B. GARTNER, JR.
JAMES B. LOKEN
ARTHUR L. DOTEN
DUANE W. KROHNKE
GEORGE W. FLYNN
JAMES A. DUEHOLM
HUBERT V. FORCIER
JAMES H. SAMPLES
DALE E. BEIHOFFER
PETER R. KITCHAK
GALE R. HELLUM
BRUCE F. BURTON
JERRY W. SNIDER
HENDRIK DE JONG
STEPHEN ROSHOLT
FRANK S. BUTLER
GORDON S. CONN, JR.
BRUCE A. ACKERMAN
MICHAEL H. HARPER, JR.
THOMAS L. KIMER
JOSEPH H. PRICE
W. SMITH SHARPE, JR.
PHILIP S. GARON
JOHN F. BEUKEMA
WALTER J. DUFFY, JR.
JAMES P. STEPHENSON
F. REID CARRON
A. DAVID KELLY
JOHN R. STEFFEN
CHARLES E. BOHLEN, JR.
JOHN B. GORDON
THOMAS H. MAYERLE
THOMAS D. MORGAN
JOHN D. SHEELY
EDWARD D. HELMAN
JOHN T. HOEFFNER
ROBERT J. SCHIELL, JR.
RICHARD A. NOLSEN
BRIAN B. CONELL
WILLIAM R. BUSCH, JR.
BONNIE W. FLEWING
FLINT F. FOSCH
LOREN F. HART
RANDY L. MILLER
WINTHROP A. ROCKWELL
PATRICK B. BAUER
JACK M. FRIBLET
JOHN S. JAGIELA
DAVID B. DEAN
JOHN P. BORGER
HEIDI H. HOARD
DAVID P. PEARSON
JAMES O. RAT
RICHARD A. HELDE
MARGARET S. ANGLE
STEVEN R. ANDERSON
JAY D. CHRISTIANSEN
CHARLES S. FERRELL
DAVID B. MILLER
MARK F. ENGEBRETSON
JAMES A. O'NEAL
RICHARD T. THOMSON

FAEGRE & BENSON

1300 NORTHWESTERN BANK BUILDING

MINNEAPOLIS, MINNESOTA 55402

612/371-5300

J. B. FAEGRE (RETIRED)
JOHN C. BENSON
PAUL CHRISTOPHERSON
JOHN B. FAEGRE, JR.
COUNSEL

November 8, 1979

Honorable Cliff Finch
Governor of the State of Mississippi
2003 Sillers Building
Jackson, MS 39205

Re: Domestication of Minneapolis Teachers Retirement Fund Association, a Minnesota Non-Profit Corporation, 1670 Northwestern Bank Building, Minneapolis, MN 55402

Dear Governor Finch:

On behalf of Minneapolis Teachers Retirement Fund Association, we hereby request that this non-profit, non-share corporation be domesticated in the State of Missouri.

Pursuant to Section 79-1-21 of the Mississippi Code Annotated of 1972, we enclose the following:

1. Copy of Charter of Minneapolis Teachers Retirement Fund Association, a Minnesota non-profit corporation, certified by the Secretary of State of Minnesota.

2. Designation of registered agent for process, with the acceptance signed by the designated agent.

3. Check in the amount of $25.00 payable to Secretary of State of the State of Mississippi for the required filing fee.

We request that this corporation be domesticated in the State of Mississippi.

Thank you for your assistance.

Very truly yours,

Rodger L. Nordbye

RLN:mlh
Encl:

BOOK 260 PAGE 6

CERTIFIED COPY OF

RESOLUTION DESIGNATING MISSISSIPPI AGENT

THIS IS TO CERTIFY, That at a meeting of the Board of Directors of MINNEAPOLIS TEACHERS RETIREMENT FUND ASSOCIATION, a Minnesota Corporation

properly convened and held on the 1st day of November, 19 79, the following resolution was duly adopted:

"RESOLVED, that C T CORPORATION SYSTEM

118 North Congress Street of Jackson
(Post Office Address showing street and number)

Mississippi, be and he hereby is designated and appointed the resident agent of this Corporation in the State of Mississippi upon whom service of process against this Corporation may be had in the event of any suit against this Corporation in said State; and that all prior designations and appointments of resident agent be and the same are hereby revoked."

WITNESS my signature, and the Seal of said Company, at 1670 Northwestern Bank Building

this the _____ day of _____ A. D., 19__

Robert H. Lore
Secretary.

IMPRESS
SEAL HERE

ACCEPTANCE BY AGENT

The undersigned hereby accepts the above designation and appointment as resident agent for service of process.

Date at Minneapolis, ~~Miss.~~ Minn., this the 7th day of November, 19 79

D. M. McInerney
Assistant Vice President

C-40

ARTICLES OF INCORPORATION OF MINNEAPOLIS TEACHERS' RETIREMENT FUND ASSOCIATION

The undersigned being desirous of organizing a corporation in accordance with the provisions of Chapter 58 of the 1905 Revised Laws of Minnesota and of Chapter 343 of the General Laws of Minnesota, Session of 1909, have adopted and hereby do adopt the following Articles of Incorporation:

ARTICLE I.
NAME AND PLACE OF BUSINESS.

The name of this Association shall be "Minneapolis Teachers' Retirement Fund Association" and its principal place of business shall be the City of Minneapolis, State of Minnesota.

ARTICLE II.
OBJECTS.

The general purpose of this Association shall be to secure a fund from assessments upon its members, from donations and from such public taxes as may be levied and collected for such fund and from any other available source; to control and manage such fund for the purpose of paying annuities or other benefits to members of this Association who may be retired from teaching service while employed in the public schools of the City of Minneapolis, in accordance with a plan herein after set forth in more detail.

ARTICLE III.
NAMES OF INCORPORATORS.

The names and place of residence of the persons forming this Association for incorporation are as follows: Wallace G. Nye, Edith McClellan, George H. Elwell, James H. Harris, Arthur F. Benson, Thomas E. Hayward, Robert A. Crawford, Margaret C. Lorr, Harriet M. Cox, Anna E. Strohmeier, Jessie M. Hutchins, Harriet Ferris, Anna W. Wright, Helena B. Churchill and Lettie G. Hunt; all of whom reside in the City of Minneapolis.

ARTICLE IV.
MEMBERSHIP.

Any teacher in the employ of the Board of Education of the City of Minneapolis on June 1st, 1909, and any teacher employed by said Board of Education after that date, shall be eligible to membership in this Association. Teachers in the employ of said Board accepting membership in this Association prior to January 1st, 1910, shall only be required to pay regular rates for membership; teachers in the employ of said Board June 1st, 1909, accepting membership after said date, shall be required to pay the regular rates and also a penalty of 25 per cent on the payments for arrearages which would have been required had membership been taken prior to January 1st, 1910; provided however, that in the event that a by-law shall be adopted permitting teachers to become members without claiming the benefit of their previous teaching service without paying in the arrearages as hereinafter provided, then and in that case teachers in the employ of the Board of Education June 1st, 1909, shall not be required to pay any penalty should they subsequently desire to pay up their arrearages and get the benefits of the said service; and provided further, that in the event that any teacher in the employ of the Board June 1st, 1909, shall thereafter cease to be employed prior to January 1st, 1910, and shall subsequently be again employed by the Board of Education, then such teacher shall be permitted to join said Association upon the same terms as any other teacher and without the payment of any penalty upon arrearages.

When any member of this Association shall cease to be employed by the Board of Education in the City of Minneapolis as a teacher, such person shall cease to be a member of such Association unless he or she becomes beneficiary of the "Retirement Fund" of said Association.

Leave of absence not to exceed one year at any time shall not terminate said membership.

The word "teacher" or "teachers" as used herein, shall include superintendent, supervisors, principals, as well as instructors who are in the employ of the Board of Education.

Any teacher hereafter employed by the Board of Education of the City of Minneapolis, who was employed by it as a teacher at any time prior to June 1st, 1909, shall be entitled to have the full term of service both before and after June 1st, 1909, counted in determining the benefits to be received hereunder on becoming a member of this Association and meeting the requirements of these articles and of the by-laws.

ARTICLE V.
ADMINISTRATION OF AFFAIRS.

The administration of the business affairs of this Association shall be vested in a Board of nine (9) trustees consisting of the Mayor of the City of Minneapolis, the President of the Board of Education, the President of the City Council, the Chairman of the Ways and Means Committee of the City Council and five (5) members of the Association to be elected by the members of the Association by secret ballot.

The officers of the Association shall be a President, Vice President, Secretary and Treasurer, the first three (3) of whom shall be elected by the Board of Trustees from among its own members. The City Treasurer shall be Treasurer of this Association, provided, however, that said City Treasurer shall be required to furnish a bond to the Association with such conditions and in such sum as shall be provided in the by-laws of this Association; and if the City Treasurer shall fail or refuse to give such bond, then and in that event the Board of Trustees shall elect as Treasurer any resident of the City of Minneapolis that they may deem proper, who will give such bond. A reasonable fee paid by the Treasurer of this Association to a bond company for the procuring of the bond required herein shall be paid by this Association.

The annual meeting of this Association shall occur on the third Saturday of October of each year at 10 o'clock a. m., beginning Saturday, October 16th, 1909. Other regular and special meetings may be provided for in the by-laws of the Association.

At the first annual meeting of the Association, three (3) trustees shall be elected for a term of one year and two (2) trustees shall be elected for a term of two years.

When vacancies occur in the Board of Trustees by the death, resignation or removal of one or more of the five elective trustees, a successor or successors shall be elected to fill out the unexpired term either at a special meeting of the members to be called in accordance with the by-laws or at the next regular annual meeting of the Association.

Until the first annual meeting of this Association, October 16th, 1909, the following named persons shall constitute the Board of Trustees of this Association: The Mayor of the City of Minneapolis, the President of the Board of Education, the President of the City Council, the Chairman of the Ways and Means Committee of the City Council, Martha L. Hussey, Annie L. Boxonue, Harriet M. Cox, Thomas E. Hayward, Bridget Hayes.

ARTICLE VI.
CARE OF FUNDS.

The Treasurer of the Association shall be custodian of the funds and securities of the Association. He shall receive all moneys belonging to the Association and pay the same out only upon the order of the Board of Trustees, signed by its President and Secretary. The Board of Trustees shall designate a bank or banks in which the funds of the Association shall be deposited in the name of its Treasurer.

The Board of Trustees shall invest in a permanent fund for the benefit of the Association such portion of its funds which are obtained from year to year as in the judgment of the said Board of Trustees shall seem wise and prudent in order to meet the future obligations of this Association and to pay the annuities hereinafter specified. And the said fund shall be invested either in bonds of the United States Government, of the State of Minnesota, of the City of Minneapolis, or of any county, school district, or municipal corporation in the State of Minnesota. When such fund has been set apart the interest upon the same may be used to pay annuties from time to time, but no more than five per cent of the principal of said fund shall be used for any purpose during any one year.

ARTICLE VII.
RATES.

The rates for membership in the Association shall be in accordance with the following schedule:

For the first five years of teaching service, $10.00 per year; for the second five years of teaching service, $20.00 per year; for each subsequent year of teaching service, not exceeding thirty (30) years in all, $25.00 per year.

Members who have paid the fees for thirty (30) years of teaching service, shall not be required to pay any additional fees however long thereafter they may remain in the employ of the Board. Those rates shall be paid in ten (10) equal monthly payments corresponding with the ten months of the year for which teachers' salaries are paid.

By a majority vote of the members of this Association, the rates herein specified may be increased without an amendment of these Articles of Incorporation.

Teachers accepting membership in this Association shall be required to pay arrearages at the above rate without interest for such time of service as they are authorized to have recognized under the rules of this Association, unless the by-laws of this Association provide that any teacher entitled under the rules of this Association, to a credit for one or more years of teaching service at the time when he or she becomes a member of this Association, may waive his or her right to such credit and pay only current rates from the time when membership begins, and receive no credit for previous service. Such arrearages may be paid in cash during the first year of membership in the Association, or may be paid in five (5) equal annual payments with interest at the rate of 5 per cent per annum, payable annually upon the deferred installments; and in case the latter option is taken, interest upon the deferred installments shall commence at the end of the first year after membership in the Association begins. Provided further, that in case any teacher is retired before he or she has paid in fees a sum equal to one-half of the maximum annuities to which he or she would be entitled, then and in that case there shall be deducted from the annuity to be paid to such retired teacher during the first year, such sum as will make the total amount paid by such teacher one-half of the maximum annuity to which he or she is entitled and the remainder of fees or arrearages due or to be paid by said retired teacher shall be payable in installments as hereinbefore set forth.

ARTICLE VIII.
ANNUITIES.

Any member of this Association who shall have rendered twenty (20) years or more of teaching service in the public schools (ten of which may have been in public schools outside of the City of Minneapolis), who ceases to be in the employ of the Board of Education from any cause, shall be retired by the Association and receive an annuity in accordance with the following schedule:

For 20 years of service	$333.33
For 21 years of service	350.00
For 22 years of service	366.66
For 23 years of service	383.33
For 24 years of service	400.00
For 25 years of service	416.66
For 26 years of service	433.33
For 27 years of service	450.00
For 28 years of service	466.66
For 29 years of service	483.33
For 30 or more years of service	500.00

Such annuities shall be paid in ten (10) equal monthly payments corresponding to the ten months of the year for which teachers' salaries are paid.

In estimating the number of years of teaching service outside of the City of Minneapolis to be credited to any member of the Association, a year shall consist of nine (9) months of service, but it will not be necessary that said service shall have been rendered in any particular year, but credit may be had for any teaching service rendered; it being understood that at least nine (9) months of service will be required to entitle such teacher to a years' credit. Whenever in the judgment of the Board of Trustees the funds of the Association will not permit the payment of the full amount of the annuities in accordance with the foregoing schedule, then and there shall be paid to the persons entitled to annuities such pro rata sum as the said Board of Trustees shall deem it wise and prudent to pay, considering the then condition of the funds of the Association.

Members of the Association who shall have been in the employ of the Board of Education of the City of Minneapolis for two (2) years or more and who may have become incapacitated for teaching service, shall be allowed such benefits as the Board of Trustees may not mind and on the funds of the Association will permit, in accordance with the by-laws of the Association. In case any teacher incapacitated as aforesaid, is paid any sum whatever as benefits, such benefit shall immediately cease should such teacher again become able to resume teaching service.

In the event that any member of the Association is discharged by the Board of Education, such discharged teacher shall be entitled to withdraw from the treasury of this Association such sum as will equal all payments made by such discharged teacher into the treasury of this Association as fees, without interest.

In the event that any member of this Association resigns from his or her position as teacher and thereby terminates membership in the Association then and in that case such member shall be entitled to be paid out of the funds of this Association such sum as will equal one-half of all moneys paid into the Association by such teacher. Provided further, that in the event that such teacher subsequently returns to the employ of the Board of Education, such teacher shall be required to refund to the said "Retirement Fund" the amount so withdrawn with interest thereon at the rate of 5 per cent per annum, such sum to be so refunded within one year from the date of his or her return to service in the schools of the said City of Minneapolis. In the event of the death of any member of this Association before such member has been retired upon an annuity, then and in that case the heirs or legatees of such deceased teacher shall be entitled to a sum out of the funds of this Association equal to one-half of the sum paid into the Association by such deceased teacher without interest.

In the event that any member of this Association retired upon an annuity, earns during any one year a sum which, with his or her annuity received from this Association makes a total sum larger than $1,000.00, then and in that case such retired teacher shall only receive from this Association such portion of his or her annuity, if any, as may be required to make the total sum received from his or her earnings and his or her annuity equal to $1,000.00. For the purpose of this clause a year shall be understood to be from July 1st of one year to the succeeding June 30th.

ARTICLE IX.
THE CAPITAL STOCK AND LIMIT OF INDEBTEDNESS.

This Association shall have no capital stock.

The highest amount of indebtedness to which this Association shall at any time be subject is the sum of ($2,500.00) Twenty-five Hundred Dollars.

ARTICLE X.
BY-LAWS.

The officers of this Association shall be authorized to adopt such by-laws as may be proper, to carry out the purposes of this Association as herein set forth, either at any annual meeting or at any special meeting of the members of this Association called for that purpose.

ARTICLE XI.
AMENDMENTS.

These articles may be amended at any time upon a two-thirds vote of the members of this Association; subject, however, to the approval of such amendments by the City Council of the City of Minneapolis.

IN TRUTHFULLY WHEREOF, we, the undersigned, have hereunto subscribed our names and affixed our seals this 17th day of September, A. D. 1909.

Signed, sealed and delivered
in the presence of,
Marian F. Roberts
F. I. Chase

Wallace G. Nye (Seal)
Edith McClellan (Seal)
Geo. H. Elwell (Seal)
James H. Harris (Seal)
Arthur F. Benson (Seal)
Thos. E. Hayward (Seal)
Robt. A. Crawford (Seal)
Margaret C. Torr (Seal)
Harriet M. Cox (Seal)
Anna F. Strohmeier (Seal)
Jessie M. Hutchins (Seal)
Harriet Ferris (Seal)
Anna E. Wright (Seal)
Helena B. Churchill (Seal)
Lettie G. Hunt (Seal)

STATE OF MINNESOTA)
COUNTY OF HENNEPIN)

On this 17th day of September, A. D. 1909, personally appeared before me Wallace G. Nye, Edith McClellan, George H. Elwell, James H. Harris, Arthur F. Benson, Thomas E. Hayward, Robert A. Crawford, Margaret C. Torr, Harriet M. Cox, Anna F. Strohmeier, Jessie M. Hutchins, Harriet Ferris, Anna E. Wright, Helena B. Churchill and Lettie G. Hunt,

known to me to be the identical persons who executed the foregoing instrument in writing, and each acknowledged the execution of the same as their free act and deed.

(Notarial Seal)

Harlan P. Roberts,
Notary Public, Hennepin County, Minn.
My commission expires May 2nd, 1913.

Filed for record in this office on the 28th day of September, A. D. 1909 at 9 o'clock A. M. Julius A. Schmahl, Secretary of State.

BOOK 260 PAGE 10

E - E, File # 416

STATE OF MINNESOTA :
COUNTY OF HENNEPIN : SS.
CITY OF MINNEAPOLIS:

I, Henry M. Hatt, City Clerk of the City of Minneapolis, in the County of Hennepin and State of Minnesota, do hereby certify that I have examined the attached copy of resolutions, and have carefully compared the same with the original thereof now on file in my office, and that said attached copy is a true and correct copy of said original and of the whole thereof, and that said resolutions are the resolutions referred to in the attached transcript from the proceedings of an adjourned session of the City Council of said city held on June 15, 1923.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said city this 15th day of September, A. D. 1923.

Henry M. Hatt
City Clerk

BOOK 260 PAGE 12

STATE OF MINNESOTA :
COUNTY OF HENNEPIN : SS
CITY OF MINNEAPOLIS:

I, Henry N. Knott, City Clerk of the City of Minneapolis, in the County of Hennepin and State of Minnesota, do hereby certify that I have examined the attached copy of transcript from the proceedings of the City Council of said City, and have carefully compared the same with the original thereof now on file in this office, and that said attached copy of transcript is a true and correct transcript from said original proceedings.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said city, this 7th day of September, A.D. 1923

Henry N. Knott
City Clerk

CITY COUNCIL

REGULAR MEETING

June 8, 1923

Official Proceedings

(Published June 25, 1923, in the Minnesota Daily Star.)

Council Chamber,
Minneapolis, Minnesota,
June 8, 1923—3:00 p. m.

President Fruen in the chair.

Present—Aldermen Ryan, Dunleavy, Hawley, Mumm, Lindsten, Currie, Downes, Brom, Bastis, Peterson, Walquist, Turner, Sheffield, Rendell, Glaslen, Voelker, Scott, Guider, Pryts, Beneke, Rudsdil, Jensen, Robb, Buck. President Fruen—25. Absent—Alderman Chase—1.

MOTIONS AND RESOLUTIONS

Alderman Ryan moved that when this Council adjourns it adjourn until Friday, June 15, 1923, and that said meeting be and is hereby declared to be an adjourned session of the regular meeting of June 8, 1923.

Adopted.

STATE OF MINNESOTA :
COUNTY OF HENNEPIN : SS
CITY OF MINNEAPOLIS:

I, Henry N. Knott, City Clerk of the City of Minneapolis, in the County of Hennepin and State of Minnesota, do hereby certify that I have examined the attached copy of transcript from the proceedings of the City Council of said City, and have carefully compared the same with the original thereof now on file in this office, and that said attached copy of transcript is a true and correct transcript from said original proceedings.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said city, this 7th day of [illegible] A.D. 1923

City Clerk

CITY COUNCIL

ADJOURNED SESSION Of the Regular Meeting of June 8, 1923, Held June 15, 1923

Official Proceedings

(Published July 2, 1923, in the Minnesota Daily Star.)

Council Chamber,
Minneapolis, Minnesota.
June 15, 1923—2:00 p.m.

The Council met pursuant to adjournment.

Present—Aldermen Ryan, Dunleavy, Chase, Hawley, Mumm, Lindsten, Currie, Brown, Bastis, Peterson, Walquist, Turner, Sheffield, Rendell, Gleslen, Voelker, Scott, Guider, Pryts, Beneke, Rudsdil, Jenson, Robb, Buck, President Fruen—25. Absent Alderman Downes—1.

From the Standing Committee on Ways and Means—

Your Committee, to whom was referred at this meeting a communication from the Minneapolis Teachers' Retirement Fund Association submitting for approval resolutions amending the articles of incorporation of said association, which were adopted by the members of said association at a special meeting held on June 11, 1923, by a vote of 2,417 for and 63 against, respectfully report and recommend that said resolutions amending said articles of incorporation be and are hereby approved.

J. Walquist, G. T. Lindsten, Albert G. Bastis, G. S. Sheffield, Edward W. Hawley, Committee.

Adopted—Yeas, 25; nays, none, as follows: Yeas—Aldermen Ryan, Dunleavy, Chase, Hawley, Mumm, Lindsten, Currie, Brown, Bastis, Peterson, Walquist, Turner, Sheffield, Rendell, Gleslen, Voelker, Scott, Guider, Pryts, Beneke, Rudsdil, Jenson, Robb, Buck, President Fruen—25.

CERTIFICATE OF AMENDMENT:

THIS WILL CERTIFY that a special meeting of the members of the Minneapolis Teachers Retirement Fund Association was held at the City of Minneapolis, County of Hennepin and State of Minnesota, on the 7th day of June, 1923, pursuant to a notice duly sent to all of the members, which said notice fully specified the nature of the business to be transacted at said meeting, and notified the members that at said meeting there would be presented proposed amendments to the Articles of Incorporation of this Association.

At said meeting there were present 2200 in person or by proxy which is more than a quorum of the members.

That the resolution hereto attached and made a part of this certificate was duly adopted by the members by a vote of 2,147 in favor thereof and 53 against the same; that the number of votes cast in favor of said resolution was more than two-thirds of the entire membership of the Association.

WE DO FURTHER CERTIFY that at a meeting of the Board of Trustees of this Association held on the 13th day of September, 1923, at which a quorum was present, the following resolution was unanimously adopted:

"WHEREAS, the members of this association at a special meeting duly called, held on the 7th day of June, 1923, adopted a resolution for the amendment of the Articles of Incorporation of this association which amended the Articles by striking out Articles IV to VIII inclusive, and inserting in lieu thereof new Articles IV to XI as set forth in said resolution.
NOW THEREFORE, BE IT RESOLVED that the President and Secretary of this association be and they hereby are authorized and directed to make the proper certificate to the Secretary of State setting forth the passage of the resolution and to do any and all things necessary in order to effectuate the complete amendment of the Articles in accordance with the resolution adopted at the meeting of the members, as aforesaid."

This certificate is made for the purpose of complying with the Statutes of the State of Minnesota relating to the amendment of the Articles of Incorporation in order that the same may be duly filed and published as required by law.

Dated at Minneapolis,
September 13th, 1923.

Witnesses:

A B Morris

Dora Smith

President.

Secretary.

STATE OF MINNESOTA)
)SS:
COUNTY OF HENNEPIN)

On this 13th day of September, A.D. 1923, personally appeared before me A. P. Ortquist and Francis Cleary, who by me being duly sworn each for himself did depose and say that they are respectively the President and Secretary of the Minneapolis Teachers Retirement Fund Association; that they have read the foregoing certificate as to the passage of resolutions relating to the amendment of the Articles of Incorporation of the said Association and know the contents thereof, and they acknowledge the execution of said certificate to be their free act and deed and to be duly authorized by the said Association, and they further state the facts stated in said certificate are true.

Philip E Larson
Notary Public, Hennepin County, Minn.
My commission expires: [illegible] 1927

Resolutions for amendment of Articles of Incorporation of the Minneapolis Teachers' Retirement Fund Association.

Resolved, that the Articles of Incorporation of the Minneapolis Teachers' Retirement Fund Association be amended by striking out Articles IV to VIII inclusive of the present articles; and by inserting in lieu thereof new Articles IV to XI inclusive, to read as follows:

Article IV. **Membership; Classification of Members.**

(1) Any teacher in the employ of the Board of Education of the City of Minneapolis shall be eligible to Membership in this Association.

(2) The Association shall include as members all senior teachers in the public schools and all teachers and former teachers in the public schools who have a credit in the retirement deposit fund or who have a reserve in the annuity reserve fund or who shall be entitled to a present or future benefit under the articles and by-laws in effect at the time of the adoption of this article.

(3) Members of the Association are classified as follows:

Class "A." All persons who, at the time of the taking effect of this article, had applied for and were entitled to an annuity under the articles and by-laws then in effect; provided that a member of Class "A" who becomes employed as a senior teacher by the Board of Education after the adoption of this article, shall as to such employment only be governed by the provisions of these articles as the same apply to a member of Class "D."

Class "B." All members who at the time of the taking effect of this article had obtained credit for and had paid or agreed to pay all dues and arrearages on a total of twenty or more years of teaching service.

Class "C." All members who at the time of the taking effect of this article had obtained credit for and had paid or agreed to pay all dues and arrearages on a total of less than twenty years of teaching service.

Class "D." All other members.

(4) Every member shall furnish information showing the date of birth, teaching experience, sex, service in the public schools and other facts necessary for the identification of and determination of the rights of the member, with such evidence thereof as the Board shall require, and shall reply promptly in writing to requests for information from the Board.

(5) A member may at any time apply to the Board for a benefit.

Article V. **Administration of Affairs; Duties of Board.**

(1) The administration of the business affairs of this Association shall be vested in a Board of nine (9) trustees consisting of the Mayor of the City of Minneapolis, the President of the Board of Education, the President of the City Council, the Chairman of the Ways and Means Committee of the City Council, and five (5) members of the Association to be elected by the members of the Association by secret ballot.

The officers of the Association shall be a President, Vice-President, Secretary and Treasurer, the first three (3) of whom shall be elected by the Board of Trustees from among its own members. The City Treasurer shall be Treasurer of this Association, provided, however, that said City Treasurer shall be required to furnish a bond to the Association with such conditions and in such sum as shall be provided in the by-laws of this Association; and if the City Treasurer shall fail or refuse to give such bond, then and in that event the Board of Trustees shall elect as Treasurer any resident of the City of Minneapolis that they may deem proper, who will give such bond. A reasonable fee paid by the Treasurer of this Association to a bond company for the procuring of the bond required herein shall be paid by this Association.

The annual meeting of this Association shall occur on the second Saturday of November of each year at 10 o'clock A. M. Other regular and special meetings may be provided for in the by-laws of the Association.

At the first annual meeting of the Association, three (3) trustees shall be elected for a term of one year and two (2) trustees shall be elected for a term of two years. Thereafter, trustees shall be elected for terms of two years each.

When vacancies occur in the Board of Trustees by the death, resignation or removal of one or more of the five elective trustees, a successor or successors shall be elected to fill out the unexpired term either at a special meeting of the members to be called in accordance with the by-laws, or at the next regular annual meeting of the Association.

(2) The Board shall annually make a report to the City Council, the Board of Estimate and Taxation and the Board of Education for the fiscal year preceding. Such report shall describe the transactions of the Association, and shall contain such financial and statistical statements and statements of the receipts and disbursements of the several funds and of the liabilities and contingent obligations of the several funds and of the resources provided for the several funds

as of the close of the fiscal ye
financial condition of the Asso

(3) The Board shall receive, hold
belonging to the Association a
transaction of its business and
eral funds hereby created and
hereby provided as it shall dee
for putting into effect and carr
tem of the Association.

(4) The board shall employ such cl
ical, or other service as may be
compensation therefore and n
sary expenses incurred in the

(5) It shall be the duty of the boa
such reserve or surplus funds
bers and the future solvency o
shall from time to time order
of gains and savings as it may

(6) For the purpose of determinin
and other benefits based upon
shall combine the mortality
fund and the annuity reserve
portion, distribute, and transfe
tween the said funds in acc
mortality experience.

(7) The board may from time to t
gent fund to the annuity reser
ing in the aggregate at any ti
net present value of the prosp
chargeable to the annuity res
distribution of gains and sav
annuity reserve fund until a
shall have been repaid to the

(8) The board shall as of the e
such valuations of the severa
as of December 31, 1923, a
thereafter, the board shall
the mortality, disability, serv
ence of the several funds as

(9) The board shall determine,
which annuities and other be
basis upon which the liabilit
computed. The rates shall
benefits as near as may be a
less than the rates necessary

ment of the said benefits according to McCullough's Tables of Mortality Among Annuitants with interest at four per cent. No revision of rates shall affect adversely the rights of any beneficiary under an application made prior to such revision.

(10) The board shall determine the benefit to be paid to a member or beneficiary and shall certify the same to the treasurer for payment. The treasurer shall make payment by check to the order of the member or beneficiary and the personal endorsement of the payee shall be sufficient receipt and shall constitute a statement that the payee is entitled to the payment of such benefit in full compliance with the requirements of these articles.

(11) The board shall maintain individual records and individual accounts for members; and furnish to any member upon written request not more often than once in any year, a statement of the account of the member; and shall issue to every member a certificate of membership which shall contain such information as shall be necessary to identify the member.

Article VI. **Care of Funds.**

(1) The treasurer of the Association shall be custodian of the funds and securities of the Association. He shall receive all moneys belonging to the Association and pay the same out only upon the order of the Board of Trustees, signed by its President and Secretary. The Board of Trustees shall designate a bank or banks in which the funds of the Association shall be deposited in the name of its Treasurer.

(2) The funds shall be invested only in such securities as are authorized for the investment of the sinking fund of Minneapolis and the permanent school fund of Minnesota and in like securities of other States and municipalities therein, whose net bonded indebtedness does not exceed seven per cent of their assessed valuation.

Article VII. **Definitions.**

Unless the context otherwise requires:

(1) "Association" means the Minneapolis Teachers' Retirement Fund Association.

(2) "Board" means the board of trustees of the Minneapolis Teachers' Retirement Fund Association.

(3) "City" means the City of Minneapolis.

(4) "City Deposit" means the deposit made by the City in the retirement deposit fund on behalf of any member.

(5) "Fiscal Year" is the year beginning December thirty-first

(6) "Interest" means the actual rate ear board.

(7) "Members' Deposit" means any dep ment deposit fund by or on behalf o the city deposit.

(8) "Net Interest" means interest less ex

(9) "Public Schools" means all school funds, and under the control and ma of Education of the City of Minneap

(10) "Required Deposit" means five per tion received by a senior teacher de ment deposit fund.

(11) "Senior Teacher" designates a mem day of January preceding shall have fifth birthday anniversary.

(12) "Teacher" means any person menti Chapter 343, Laws of Minnesota, 19 employed or engaged as a principal c

(13) "Teaching" includes the exercise of tion for compensation, in any of the p school, college, department or institut the city, in instructing or controlling in administering, directing, organizing educational activity.

(14) "Year of teaching experience" mean which the teacher was employed in t seventy-five per cent of a school y months.

Article VIII. **Retirement Deposit Fund.**

(1) All moneys received for deposit by o bers in the retirement deposit fund, from the city for the retirement depo moneys transferred to or received by t fund from any legal source, together and other accretions thereto, belong to tirement deposit fund of the Associati

(2) All amounts deposited by or on behalf interest credited thereon shall be held individual member in the retirement purpose of providing an annuity or vided in these articles

(3) Each senior teacher shall deposit in the retirement deposit fund an amount equal to five per cent of all compensation received for service as a senior teacher in the public schools after January 1, 1924, as a required deposit. The required deposit on account of the compensation received by a senior teacher on any payroll shall be due and payable to the association when the compensation is payable to the member. Any member or any person on behalf of any member, may at any time as he shall elect make additions to any such required deposits.

(4) The City will deposit in the retirement deposit fund on behalf of every member as a city deposit an amount equal to the following percentage of the compensation for service as a senior teacher during the fiscal year on which required deposits were made by the member, namely:

> to one and one-half per cent add one-fourth of one per cent for each year of teaching experience credited to the member at the beginning of the fiscal year, and deduct one-twentieth of one per cent for each one hundred dollars of such compensation received during the year in excess of two thousand dollars, provided that the total shall not exceed nine per cent of such compensation received during the fiscal year, and provided, that any such compensation received during any fiscal year in excess of three thousand dollars shall be disregarded in computing and applying the above percentage.

Provided, however, that if the above percentages of city deposits together with the amount—one hundred forty thousand dollars annually for a period of fifty years—needed to amortize the liabilities of the association under the present articles of incorporation shall exceed an amount which will require a tax levy of more than one mill on each dollar of the assessed valuation of Minneapolis during the years 1923, 1924, 1925, 1926 and 1927, and thereafter until a higher tax rate has been authorized by an amendment to these articles of incorporation, then, and in that event, the percentages of city deposits shall be reduced to such an extent and in such amounts that one mill on each dollar of the assessed valuation of the taxable property of the city of Minneapolis will produce revenues sufficient to amortize the present liabilities under the articles of incorporation now in force, and provide a fund that will be sufficient to meet the liabilities for that year, and provided further that when the city deposits with interest accumulations in favor of a member shall have reached the sum of six thousand six hundred and sixty-six dollars ($6,666.00) the city's de-

posits shall cease; provided, however, that present tants are guaranteed full annuities as provided und articles, by-laws and rules as the same were in effect diately preceding the taking effect of this article.

(5) No city deposit shall be made on behalf of any mem Class D for more than sixty days preceding the dat member shall have furnished the required informati

(6) The board shall immediately transmit to the treasu payments received for the retirement deposit fund an certify the amount to be paid to the retirement fund to be credited to the individual account of each ber.

(7) The board shall annually, at the end of each fisca ascertain the teaching experience of each member, a amount of compensation on which required deposit made during the fiscal year by each member and basis thereof determine the city deposit to be made city in the retirement deposit fund on account of rendered during the fiscal year for each member an certify the total amount of such city deposits to officials, whose duty it is to levy taxes to be include tax levy for the ensuing year as provided in Secti Chapter 343, Laws of Minnesota 1909, as amended, be credited to the individual account of each mem the purpose of providing an annuity or other be provided in Article IX, and such total amount and thereon shall be an asset in the retirement deposit fu such taxes when collected shall be paid to the ret deposit fund.

(8) As of the end of each fiscal year the board shall cr account of each member in the retirement depos with net interest for the fiscal year.

(9) It shall be the duty of the board to maintain at a in the retirement deposit fund assets not less than bilities for deposits and interest accretions.

Article IX. **Benefits Provided from the Retirement Fund; Retirement Annuities; Death Benefits; drawals.**

(1) Upon the expiration of six months after filing ap with the board by a member who has ceased to be e in teaching, the accumulation from the member's may be withdrawn:

(a) In a single payment, or

(b) In such installments as the board shall a

(2) When a member has ceased to be employed in teaching, the accumulation from the member's deposits may be applied by the member as a net single premium at the rate published and certified by the board to the purchase of an annuity, the first annuity payment to be made in such month and year as the member shall direct, which annuity may be:

(a) An annuity payable monthly to the member during life and ceasing at the death of the member.

(b) An annuity payable monthly to the member during life, and in the event of the death of the member before one hundred eighty monthly payments have been made the monthly payments to be continued to the estate of the member or to such beneficiary as shall have been designated by the member until one hundred eighty monthly payments have been made; or

(c) An annuity payable monthly to the member during life, and after the death of the member, monthly payments of one-half the monthly amounts paid to the member to be continued during life to the beneficiary designated by the member in the original application for the benefit.

(3) When a member has ceased to be employed in teaching, the accumulation from city deposits may be applied by the member to the purchase of an annuity payable in the manner provided in paragraphs (a), (b), or (c) of subsection (2) of this article for the payment of an annuity purchased by the accumulation from the member's deposits; provided that the first payment shall not be made before the fiftieth birthday anniversary of the member unless an earlier payment shall be authorized by the board upon application by or on behalf of the member accompanied by satisfactory evidence that the member by reason of a physical or mental disability is incapable of rendering further satisfactory service as a teacher; and provided, that any annuity payment arising from city deposits for any month during which the member shall receive compensation paid by the city for any service, shall be reduced by an amount equal to the compensation so received, and the amount so withheld shall be paid into the retirement deposit fund to be accumulated, and to be applied on the application of the member, as provided in the case of the accumulation from city deposits; and provided that any member who shall have withdrawn the accumulated member's deposit in a lump sum, shall, on re-employment as a teacher, repay to the retirement deposit fund the amount so withdrawn with interest to be credited to the member's deposit.

(4) Any member of Class B, Class C and Class D written notice to the board in such form as it shall designate any person or persons having an insurabl in the life of the member as a beneficiary to w death benefit payable at the death of the member paid. The member may, from time to time, by a l ten notice, change the beneficiary. If no benefici have been named by the member, the death benefit payable to the estate of the member. The deat shall be the full amount of the accumulation to t of the member in the retirement deposit fund. The death benefit payment shall be made, as the shall have directed, either

(a) as an annuity payable monthly during of a beneficiary; or

(b) as an annuity payable monthly to a be during life, and in the event of death of beneficiary before one hundred eighty payments have been made, the monthly to be continued until one hundred eighty payments have been made; or

(c) to a beneficiary or to the estate of the in an agreed number of installments single sum.

(5) If the benefit elected is other than a single pay amount of the member's individual accumulatio retirement deposit fund covered by the applicat as of the date of the application be transferred t retirement deposit fund to the annuity reserve fund benefit shall be paid from the annuity reserve fund

Article X. **Annuity Reserve Fund.**

(1) The moneys transferred from the retirement depo to the annuity reserve fund in accordance with visions of Article IX and all other moneys transfer received by the annuity reserve fund from any lega together with the net interest and other accretions belong to and constitute the annuity reserve fun association.

(2) Annually as of the end of each fiscal year the bo determine the net present value of the prospectiv payments then chargeable to the annuity reserve f cording to the basic assumptions for the rates on w benefits have been granted

(3) It shall be the duty of the board to maintain at a assets in the annuity reserve fund not less than the present value of prospective benefit payments.

Article XI. The Contingent Fund; Benefits for Present Members.

(1) The balance in or belonging to the Association as of the taking effect of this article, the moneys received from the tax herein provided for the contingent fund, and all other moneys transferred to or received by the contingent fund from any legal sources, together with the net interest and other accretions thereto, belong to and constitute the contingent fund of the Association.

(2) Any member of Class A, shall from the taking effect of this article, be paid the benefits provided under the articles, by-laws, and rules as the same were in effect immediately preceding the taking effect of this article, subject to all the conditions thereof, except the pro-rata or other reduction authorized thereby, as if said articles, by-laws, and rules had continued in effect during the payments of such benefits. Such payments shall be made from the contingent fund.

(3) Any member of Class B or Class C may elect to relinquish all other benefits and to receive in lieu thereof the benefits provided under the articles, by-laws, and rules as the same were in effect immediately preceding the taking effect of this article, as if said articles, by-laws, and rules continued in effect until such benefits are fully paid, subject to all the conditions of said articles, by-laws, and rules, except the pro-rata or other reduction authorized thereby; provided that if the member shall, before such election to retire, have received any benefit derived from required deposits, the amount so received, with interest, shall be repaid by pro-rata reduction of the future benefits so elected by the member. The accumulation to the credit of the member in the retirement deposit fund shall be applied at the rates then in force toward the payment of the benefit so elected and any remaining part of the benefit so elected shall be paid from the contingent fund.

(4) The amount of any payment to a member of Class C under Section (3) of this article, shall be an amount equal to one-twentieth of the amount provided under said articles, by-laws, and rules as the same were in effect immediately preceding the taking effect of this article, for every year of teaching service for which such member of Class C had paid or agreed to pay dues and arrearages prior to the taking effect of this article.

(5) If a member before attaining age fifty, having made required deposits for not less than a school year during each of five fiscal years immediately preceding, becomes physically or mentally incapacitated to such extent that the

member is and will be wholly and presumably p
unable to engage in any occupation or perform
for compensation of financial value, and fur
proof thereof and that such disability has then
sixty days, the member shall be entitled to an a
ing the continuance of such disability equal to
which would become available to the membe
fiftieth birthday anniversary of the member un
visions of Section (2) and Section (3) of Arti
the accumulation in the retirement deposit
would accrue from city deposits and required
the rates provided in Section (3) and Sect
Article VIII upon compensation continued, at
received by the member, to the fiftieth birthday
of the member for service as a senior teacher i
schools; and upon application by, or in behalf o
ber, the accumulation to the credit of the me
retirement deposit fund shall be applied at the
force to the payment of the annuity, and any re
of the annuity shall be paid from the contingen
board may at any time, but not more often t
any year, require proof of the continuance o
disability, and if the member shall fail to furn
tory proof thereof, or if it appears at any t
member has become able to engage in any o
remuneration or profit, any part of such ann
from the contingent fund shall cease. Provide
payment is made from the contingent fund u
tion to any person entitled to compensation
on account of such disability under the Wor
pensation Act, this amount shall have deducte
amount equal to the sum received under th
Compensation Act.

(6) As of the end of the fiscal year preceding th
issue of a certificate of membership to an
Class B or Class C, the board shall cause a c
be made separately for the member of the
which would have resulted at such date from
at the rate provided in Article VIII, Section
deposits on all compensation for service to wh
ber was entitled to credit as teaching service u
cles, by-laws, and rules in effect immediately
taking effect of this article.

(7) In making such computation the rate of int
shall be four per cent per annum, and such
other methods of approximation may be emp
produce substantially correct results. The a

computation shall be carried forward and accumulated at the rate of interest used for deposits in the retirement deposit fund.

(8) When the accumulation of a member of Class B or of Class C from city deposits in the retirement deposit fund is applied to the purchase of an annuity in accordance with the provisions of Section (3) of Article IX, the annuity payments shall be increased by the additional amount which would be granted at the rates then in force on an accumulation equivalent to the amount of the computation defined in Section (6) of this article, and such additional amount shall be paid from the contingent fund; provided, that no such additional amount shall be paid to a member who ceased to be employed as a teacher in the public schools prior to the fiftieth birthday anniversary of the member, except upon satisfactory evidence that the member by reason of a physical or mental disability is incapable of rendering further satisfactory service as a teacher.

(9) Upon the issue of a certificate of membership to any member except a member of Class A, the board shall determine the accumulation as of December 31, 1923, resulting from the payments by such member to the association with interest thereon at the rate of four per cent per annum, compounded annually. The board shall thereupon certify the amount of such accumulation for transfer from the contingent fund to the credit of said member as a member's deposit in the retirement deposit fund, as of January 1, 1924. Such transfer shall be made from the contingent fund as the money becomes available.

(10) As of the end of each fiscal year, the board shall determine the present value of all contingent obligations for the payment of benefits herein provided to be paid from the contingent fund. In computing such present values, interest may be assumed at a rate not greater than four per cent per annum, and future contingencies shall be estimated upon suitable tables of mortality, disability, compensation, and withdrawal adopted by the board for that purpose.

(11) If, upon any valuation after the first, the assets of the contingent fund, after providing for all other liabilities, are less than the total present value of all the contingent obligations for future payments of benefits as above determined, the board shall determine the amount necessary to be paid into the contingent fund in order that the ratio of the said assets to the said total present value of contingent obligations shall exceed the corresponding ratio as of the end of the fiscal year preceding by one-fiftieth; and the board shall certify the amount so determined to the city officials whose

duty it is to levy taxes to be included in the tax levy for the ensuing year as provided in Section 6 of Chapter 343, Laws of Minnesota, 1909, as amended, and such total amount and interest thereon shall be an asset in the contingent fund, and such taxes when collected shall be paid to the contingent fund for the payment of the annuities provided in this article and for the payment of necessary expenses.

(12) It shall be the duty of the board to maintain at all times assets in the contingent fund not less than the excess of income over authorized disbursements.

Resolved, that Article IX of the present articles be re-numbered to read Article XII, that Article X be re-numbered to read Article XIII, and that Article XI be re-numbered to read Article XIV.

Resolved, that the foregoing amended articles shall take effect on January first, 1924, except that the provisions therein contained relating to the powers of the Board of Trustees shall take effect upon the adoption and approval of this resolution as provided by law.

BOOK 260 PAGE 26

Amendment to
Articles of Incorporation
of
Mpls. Teachers Retirement
Fund Association

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
SEP 21 1923
Mike Holm
Secretary of State

File # 416

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

Minneapolis Teachers Retirement Fund Association

- - - - - - - - - - - - - -

We, the undersigned, Helen Z. Kilgore and Philip E. Carlson, as President and Secretary respectively, of Minneapolis Teachers Retirement Fund Association, a corporation under the laws of the State of Minnesota, do hereby certify that at a special meeting of the members of said corporation called for that expressly stated purpose, duly called and held at the Court House in the City of Minneapolis in said State of Minnesota on the 24th day of May, 1928, at 4 o'clock, P. M., at which meeting 2328 members out of the total of 3306 members of said corporation were represented in person or by proxy, a resolution was duly adopted by more than two-thirds of all of the then members of said corporation, as follows:

RESOLVED that the Articles of Incorporation of the Minneapolis Teachers Retirement Fund Association as amended, be amended as follows:

Amend Article V by adding a new section to read as follows:

(12) The Board shall annually as of the end of each fiscal year determine the amount required to provide the total city deposits for the fiscal year, and the amount necessary to be paid into the contingent fund, in order that, after providing for necessary expense and other authorized expenditures, the contingent fund shall be not less than the amount of the fund December 31, 1927; and the Board shall certify the total amount necessary to be raised by taxation as thus determined, including uncollected taxes and interest, as provided in Section 6 of Chapter 343, Laws of Minnesota 1909, as amended. Such taxes when levied shall be an asset of the Association and shall be credited to the several funds as in these articles provided, and such taxes when collected shall be paid to the Association.

Amend Article VIII, Section (4) by striking out the period following the words "applying the above percentage" and inserting a comma and by striking out the words and figures following down to and including the words "the liabilities for that year" and by adding at the end of said Section (4) the following:

Such annuitants shall be paid first from tax revenues and if necessary from any moneys in the contingent fund. After providing for all other payments to be met from the contingent fund including necessary expense, the remaining tax revenues for the year shall belong to the retirement deposit fund in so far as required for city deposits for the year. If such remaining tax revenues for the year shall be less than the total required city deposits for the year the city deposit credited to each individual teacher for the year shall be reduced pro rata.

Amend Article VIII by striking out all of Sections (5) and (7) and renumbering Section (6) to be Section (5) and renumbering Sections (8) and (9) to be respectively Sections (6) and (7).

Amend Article XI by striking out all of Section (10) and all of Section (11) and renumbering Section (12) to be Section (10).

That said amendments to the Articles of Incorporation of said Minneapolis Teachers Retirement Fund Association were thereafter duly approved by the City Council of the City of Minneapolis, on October 12, 1928 as shown by the records and proceedings of said City Council on file in the City Clerk's office of the City of Minneapolis and that the said proceedings of the said City Council were duly published according to the law in the "Minneapolis Star", on October 19th, 1928.

Helen K. Kilgore
President,

Philip E. Carlson
Secretary.

STATE OF MINNESOTA)
) SS
COUNTY OF HENNEPIN)

On this 8th day of ~~August~~ September, A. D. 1929, before me appeared Helen K. Kilgore and Philip E. Carlson, to me personally known, who, being each by me duly sworn, did say that they are respectively the president and secretary of Minneapolis Teachers Retirement Fund Association, the corporation named in the foregoing certificate, that the seal affixed to said certificate is the corporate seal of said corporation, that said certificate was executed in behalf of said corporation by its express authority; and said Helen K. Kilgore and Philip E. Carlson acknowledged that they executed said certificate as aforesaid as their free act and deed as such president and secretary and as the free act and deed of said corporation.

W. H. Benton

Notary Public, Hennepin Co., Minn.
My commission expires: July 30, 1934

W. H. BENTON

BOOK 200 PAGE 30

Original.

Social 416

No.

AMENDMENTS TO
ARTICLES OF INCORPORATION.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
SEP 24 1929
Mike Holm
Secretary of State

ROBERTS, STRONG, MYERS & COVELL
ATTORNEYS
Security Building - Minneapolis, Minn.

FC 1 7416

BOOK 260 PAGE 31

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

Minneapolis Teachers Retirement Fund Association

- - - - - - - - - - - - - -

We, the undersigned, Helen K. Zilgore and Philip E. Carlson, as President and Secretary respectively, of Minneapolis Teachers Retirement Fund Association, a corporation under the laws of the State of Minnesota, do hereby certify that at a special meeting of the members of said corporation called for that expressly stated purpose, duly called and held at the Court House in the City of Minneapolis in said State of Minnesota on the 23rd day of May, 1929, at 4:15 o'clock, P. M., at which meeting 2416 members out of the total of 3499 members of said corporation were represented in person or by proxy, a resolution was duly adopted by more than two-thirds of all of the then members of said corporation, as follows:

Resolved that the Articles of Incorporation of the Minneapolis Teachers' Retirement Fund Association be amended to read as follows:

1. Amend Article II, to read as follows:

ARTICLE II

Objects

The general purpose of this Association shall be to secure a fund from assessments upon its members, from donations and from such public taxes as may be levied and collected for such fund and from any other available source; to control and manage such fund for the purpose of paying annuities or other benefits to members of this Association in accordance with a plan hereinafter set forth in more detail.

2. Amend Article IV, Section 2, to read as follows:

Section 2. The Association shall include as members all senior teachers in the public schools and all teachers and former teachers in the public schools who are entitled to a present or future benefit under the articles and by-laws of this Association.

3. Amend Article IV, Section 3, to read as follows:

Section 3. Members of the Association are classified as follows: Class "A." All persons who, prior to January 1, 1924, had applied for and were entitled to an annuity under the articles and by-laws then in effect; provided that a member of Class "A" who becomes employed as a senior teacher by the Board of Education after the adoption of this article, shall as to such employment only be governed by the provisions of these articles as the same apply to a member of Class "D."

Class "B." All members who prior to January 1, 1924, had obtained credit for and had paid or agreed to pay all dues and arrearages on a total of twenty or more years of teaching service.

Class "C." All members who prior to January 1, 1924, had obtained credit for and had paid or agreed to pay all dues and arrearages on a total of less than twenty years of teaching service.

4. Amend Article V, Section 12 to read as follows:

Section 12. The Board shall annually estimate the amount required from tax revenues for the next succeeding year, specifying the amount thereof: (a) to be credited to the Contingent Fund, (b) to be credited to members as city deposits, (c) to be credited to such reserve accounts as the Board may establish, and (d) to be credited to the Suspense Account as defined in the next succeeding section to liquidate the obligations of the City carried in said account, all as of the next succeeding year. The Board shall certify the amount to be raised by taxation as thus determined, as provided in Section 6 of Chapter 343, Laws of Minnesota, 1909, as amended. Said estimate of the amount necessary to be paid into the Contingent Fund shall show: (1) the amount required for administrative expense, (2) the amount required for annuities to Class A members, (3) the amounts required for each other purpose for which tax revenue is to be credited to the Contingent Fund. Such taxes when collected shall be paid to the Association.

5. Amend Article V by adding two new sections to read as follows:

Section 13. "Tax Revenue" means the amount received by the City from taxes levied pursuant to Section 6 of Chapter 343, Laws of Minnesota, 1909, as amended, and tax revenues of a specified period shall mean the amount so received during such period. "Suspense Account" means the account to which shall be debited the amounts credited to the various funds and accounts of the Association and charged to the City during the five year period ending December 31, 1928, in excess of the tax revenues received by the Association during said period.

Section 14. The Suspense Account shall be set up as of December 31, 1928 and the balance in the Contingent Fund at that date shall be transferred thereto. The Suspense Account shall be credited with the net amount of city deposits cancelled as provided in Article IX, Section (3), and with tax revenues of each fiscal period in excess of the amount required for other liabilities and for city deposits, and shall be charged with interest as of the end of each fiscal year

upon the balances due on said account during the fiscal year at the current rate used in crediting interest on city deposits. The balance in the Suspense Account shall be an obligation of the city until such account is closed. Said account shall be closed whenever credits shall equal debits charged thereto. Thereafter cancelled city deposits as provided in Article IX, Section (3) shall be so applied as to reduce the amount necessary to be raised by taxation as provided in Section 6 of Chapter 343, Laws of Minnesota, 1909, as amended.

6. Amend Article VI, Section 1, by striking out the words "signed by its President and Secretary."

7. Amend Article VIII, Section 4, by striking out all that part thereof following the words "shall cease;" and inserting a period.

8. Amend Article VIII by adding two new sections to read as follows:

"Section 8. The tax revenues of the Association shall be applied first to meet the obligations payable therefrom and chargeable to the Contingent Fund. The balance shall be applied to meet the obligations of the Association payable therefrom and chargeable to the Retirement Deposit Fund. The surplus, if any, shall be credited to the Suspense Account and to such other accounts as the Board shall direct. No portion of such tax revenues shall be credited to the Suspense Account unless such revenues for a fiscal period be in excess of requirements payable therefrom and credited to the Contingent Fund and the Retirement Deposit Fund. If the remaining tax revenues after providing for all payments to be met therefrom through the Contingent Fund be less than the total required city deposits for the year, the city deposits credited to each individual teacher for the year shall be reduced pro rata."

"Section 9. All persons granted annuities as of dates prior to January 1, 1924, are guaranteed full annuities as provided under the articles, by-laws and rules as the same were in effect prior to that date."

10. Amend Article IX, Section 3, by striking out the words: "any member who shall have withdrawn the accumulated member's deposit in a lump sum, shall, on re-employment as a teacher, repay to the Retirement Deposit Fund the amount so withdrawn with interest to be credited to the member's deposit." And by inserting in lieu thereof the following: "if a member ceases to be employed as a teacher in the public schools before having completed ten years of teaching service in such schools, the city deposit accumulated after the adoption of this amendment, from credits to said member before arriving at age 45 shall be cancelled; and, if a member whose city deposit has been so cancelled shall resume teaching in the public schools, the amount so cancelled shall be restored with interest to the credit of such member, and all rights arising from service prior to January 1, 1924 shall be restored."

11. Amend Article XIV, to read:

These Articles may be amended at any time upon a majority vote of the members of this Association; subject, however, to the approval of such amendments by the City Council of the City of Minneapolis.

3. Amend Article IV, Section 3, to read as follows:

Section 3. Members of the Association are classified as follows: Class "A." All persons who, prior to January 1, 1924, had applied for and were entitled to an annuity under the articles and by-laws then in effect; provided that a member of Class "A" who becomes employed as a senior teacher by the Board of Education after the adoption of this article, shall as to such employment only be governed by the provisions of these articles as the same apply to a member of Class "D."

Class "B." All members who prior to January 1, 1924, had obtained credit for and had paid or agreed to pay all dues and arrearages on a total of twenty or more years of teaching service.

Class "C." All members who prior to January 1, 1924, had obtained credit for and had paid or agreed to pay all dues and arrearages on a total of less than twenty years of teaching service.

4. Amend Article V, Section 12 to read as follows:

Section 12. The Board shall annually estimate the amount required from tax revenues for the next succeeding year, specifying the amount thereof: (a) to be credited to the Contingent Fund, (b) to be credited to members as city deposits, (c) to be credited to such reserve accounts as the Board may establish, and (d) to be credited to the Suspense Account as defined in the next succeeding section to liquidate the obligations of the City carried in said account, all as of the next succeeding year. The Board shall certify the amount to be raised by taxation as thus determined, as provided in Section 6 of Chapter 343, Laws of Minnesota, 1909, as amended. Said estimate of the amount necessary to be paid into the Contingent Fund shall show: (1) the amount required for administrative expense, (2) the amount required for annuities to Class A members, (3) the amounts required for each other purpose for which tax revenue is to be credited to the Contingent Fund. Such taxes when collected shall be paid to the Association.

5. Amend Article V by adding two new sections to read as follows:

Section 13. "Tax Revenue" means the amount received by the City from taxes levied pursuant to Section 6 of Chapter 343, Laws of Minnesota, 1909, as amended, and tax revenues of a specified period shall mean the amount so received during such period. "Suspense Account" means the account to which shall be debited the amounts credited to the various funds and accounts of the Association and charged to the City during the five year period ending December 31, 1928, in excess of the tax revenues received by the Association during said period.

Section 14. The Suspense Account shall be set up as of December 31, 1928 and the balance in the Contingent Fund at that date shall be transferred thereto. The Suspense Account shall be credited with the net amount of city deposits cancelled as provided in Article IX, Section (3), and with tax revenues of each fiscal period in excess of the amount required for other liabilities and for city deposits, and shall be charged with interest as of the end of each fiscal year

upon the balances due on said account during the fiscal year at the current rate used in crediting interest on city deposits. The balance in the Suspense Account shall be an obligation of the city until such account is closed. Said account shall be closed whenever credits shall equal debits charged thereto. Thereafter cancelled city deposits as provided in Article IX, Section (3) shall be so applied as to reduce the amount necessary to be raised by taxation as provided in Section 6 of Chapter 343, Laws of Minnesota, 1909, as amended.

6. Amend Article VI, Section 1, by striking out the words "signed by its President and Secretary."

7. Amend Article VIII, Section 4, by striking out all that part thereof following the words "shall cease;" and inserting a period.

8. Amend Article VIII by adding two new sections to read as follows:

"Section 8. The tax revenues of the Association shall be applied first to meet the obligations payable therefrom and chargeable to the Contingent Fund. The balance shall be applied to meet the obligations of the Association payable therefrom and chargeable to the Retirement Deposit Fund. The surplus, if any, shall be credited to the Suspense Account and to such other accounts as the Board shall direct. No portion of such tax revenues shall be credited to the Suspense Account unless such revenues for a fiscal period be in excess of requirements payable therefrom and credited to the Contingent Fund and the Retirement Deposit Fund. If the remaining tax revenues after providing for all payments to be met therefrom through the Contingent Fund be less than the total required city deposits for the year, the city deposits credited to each individual teacher for the year shall be reduced pro rata."

"Section 9. All persons granted annuities as of dates prior to January 1, 1924, are guaranteed full annuities as provided under the articles, by-laws and rules as the same were in effect prior to that date."

10. Amend Article IX, Section 3, by striking out the words: "any member who shall have withdrawn the accumulated member's deposit in a lump sum, shall, on re-employment as a teacher, repay to the Retirement Deposit Fund the amount so withdrawn with interest to be credited to the member's deposit." And by inserting in lieu thereof the following: "if a member ceases to be employed as a teacher in the public schools before having completed ten years of teaching service in such schools, the city deposit accumulated after the adoption of this amendment, from credits to said member before arriving at age 45 shall be cancelled; and, if a member whose city deposit has been so cancelled shall resume teaching in the public schools, the amount so cancelled shall be restored with interest to the credit of such member, and all rights arising from service prior to January 1, 1924 shall be restored."

11. Amend Article XIV, to read:

These Articles may be amended at any time upon a majority vote of the members of this Association; subject, however, to the approval of such amendments by the City Council of the City of Minneapolis.

That said amendments to the Articles of Incorporation of said Minneapolis Teachers Retirement Fund Association were thereafter duly approved by the City Council of the City of Minneapolis, on June 14th, 1929 as shown by the records and proceedings of said City Council on file in the City Clerk's office of the City of Minneapolis and that the said proceedings of the said City Council were duly published according to the law in the "Minneapolis Star", on June 19th, 1929.

Helen K. Kilgore
President

Philip B. Carlson
Secretary

STATE OF MINNESOTA)
) SS
COUNTY OF HENNEPIN)

On this 5 day of ~~August~~ September, A. D. 1929, before me appeared Helen Z. Kilgore and Philip E. Carlson, to me personally known, who, being each by me duly sworn, did say that they are respectively the president and secretary of Minneapolis Teachers Retirement Fund Association, the corporation named in the foregoing certificate, that the seal affixed to said certificate is the corporate seal of said corporation, that said certificate was executed in behalf of said corporation by its express authority; and said Helen K. Kilgore and Philip E. Carlson acknowledged that they executed said certificate as aforesaid as their free act and deed as such president and secretary and as the free act and deed of said corporation.

W. H. Benton
Notary Public, Hennepin Co., Minn.
My commission expires July 30, 1934
W. H. BENTON

BOOK 200 PAGE 36

Social File 416

No.

AMENDMENTS TO
ARTICLES OF INCORPORATION.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
SEP 3 0 1929
Mike Holm
Secretary of State

ROBERTS, STRONG, MYERS & COVELL
ATTORNEYS
Security Building - Minneapolis, Minn.

FC 7416

BOOK 260 PAGE 37

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

Minneapolis Teachers Retirement Fund Association

- - - - - - - - - - - - -

We, the undersigned, Helen K. Zilgore and Philip E. Carlson, as President and Secretary respectively, of Minneapolis Teachers Retirement Fund Association, a corporation under the laws of the State of Minnesota, do hereby certify that at a special meeting of the members of said corporation called for that expressly stated purpose, duly called and held at the Court House in the City of Minneapolis in said State of Minnesota on the 23rd day of May, 1929, at 4:15 o'clock, P. M., at which meeting 2416 members out of the total of 3499 members of said corporation were represented in person or by proxy, a resolution was duly adopted by more than two-thirds of all of the then members of said corporation, as follows:

Resolved that the Articles of Incorporation of the Minneapolis Teachers' Retirement Fund Association be amended to read as follows:

1. Amend Article II, to read as follows:

ARTICLE II

Objects

The general purpose of this Association shall be to secure a fund from assessments upon its members, from donations and from such public taxes as may be levied and collected for such fund and from any other available source; to control and manage such fund for the purpose of paying annuities or other benefits to members of this Association in accordance with a plan hereinafter set forth in more detail.

2. Amend Article IV, Section 2, to read as follows:

Section 2. The Association shall include as members all senior teachers in the public schools and all teachers and former teachers in the public schools who are entitled to a present or future benefit under the articles and by-laws of this Association.

That said amendments to the Articles of Incorporation of said Minneapolis Teachers Retirement Fund Association were thereafter duly approved by the City Council of the City of Minneapolis, on June 14th, 1929 as shown by the records and proceedings of said City Council on file in the City Clerk's office of the City of Minneapolis and that the said proceedings of the said City Council were duly published according to the law in the "Minneapolis Star", on June 19th, 1929.

Helen K. Kilgore
President

Philip E. Carlson
Secretary

STATE OF MINNESOTA)
) SS
COUNTY OF HENNEPIN)

On this [illegible] day of ~~August~~ September, A. D. 1929, before me appeared Helen Z. Kilgore and Philip E. Carlson, to me personally known, who, being each by me duly sworn, did say that they are respectively the president and secretary of Minneapolis Teachers Retirement Fund Association, the corporation named in the foregoing certificate, that the seal affixed to said certificate is the corporate seal of said corporation, that said certificate was executed in behalf of said corporation by its express authority; and said Helen K. Kilgore and Philip E. Carlson acknowledged that they executed said certificate as aforesaid as their free act and deed as such president and secretary and as the free act and deed of said corporation.

W. H. Benton
Notary Public, Hennepin Co., Minn.
My commission expires July 30, 1934
W.H. BENTON

BOOK 200 PAGE 42

Social File 416

No.

AMENDMENTS TO
ARTICLES OF INCORPORATION.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
SEP 30 1929
Mike Holm
Secretary of State

ROBERTS, STRONG, MYERS & COVELL
ATTORNEYS
Security Building - Minneapolis, Minn.

FILE # 416

Minneapolis, Minnesota

December 4, 1930

CERTIFICATE:

We, Lowell E. Jepson and Philip E. Carlson, President and Secretary, respectively, of the Minneapolis Teachers Retirement Fund Association, do hereby certify to the Secretary of State of the State of Minnesota:

That the attached amendment to the Articles of Incorporation of the Minneapolis Teachers Retirement Fund Association was duly adopted as an amendment to said Articles as provided by law at a regular meeting of the members of said Association held in the City of Minneapolis, Minnesota, on the eighth day of November, 1930;

We further certify that the said amendment was adopted by said Association at said meeting by a majority vote of the members of said Association, approved by the City Council of the City of Minneapolis, November 28, 1930, and published in the Minneapolis Star, December 2, 1930, at which date it became effective.

IN WITNESS WHEREOF, we have hereunto subscribed our names and the seal of said Association this fourth day of December, 1930.

Lowell E. Jepson
President

Philip E. Carlson
Secretary

Minneapolis Teachers Retirement Fund Association

Amend Article IX, Section 1, to read:

Section 1. Upon the expiration of six months after filing application therefor with the Board by a member who has ceased to be employed in teaching in the public schools of Minneapolis, the accumulation from the member's deposits may be withdrawn: (a) In a single payment, or (b) in such installments as the Board shall approve; Provided, that if a teacher shall resume teaching in the public schools of Minneapolis the amount so withdrawn shall be re-deposited with interest by the teacher in the Retirement Deposit Fund.

(Corporate Seal)

STATE OF MINNESOTA
County of Hennepin } ss.

Lowell R. Jepson and Philip E. Carlson, being first duly sworn, on oath depose and say: that they are respectively the president and secretary of Minneapolis Teachers' Retirement Fund Association the corporation named in the foregoing certificate; that said certificate contains a true statement of the action of the ~~stockholders and board of directors~~ Members of said ~~corporation~~ Association, duly held as aforesaid; that the seal attached is the corporate seal of said corporation; that said certificate is executed on behalf of said corporation, by its express authority; and they further acknowledge the same to be their free act and deed and the free act and deed of said corporation.

Lowell R. Jepson
Philip E. Carlson

Subscribed and sworn to before me this 20 day of December, 19[illegible]

Alma Hecker
ALMA HECKER
Notary Public Notary Public, Hennepin County, ~~County~~, Minn.
My Commission Expires January 20, 1961

(Seal)

My commission expires

Note:—In line 4 of the first paragraph, strike out the words "regular meeting of the stockholders of said corporation" if done at a special meeting, or "special meeting of the stockholders of said corporation, called for that expressly stated purpose" if done at a regular meeting.
This amendment should be recorded with the Secretary of State, the register of deeds and published for two consecutive weeks in a weekly paper or two consecutive days in a daily, the same as original articles, and affidavit of proof of publication filed in this office.
In the blank space under the word "Article ....." run all the articles you are amending.
Be sure to affix your corporate seal.

BOOK 200 PAGE 46

Social File 416

Mpls. Teachers Retirement Fund

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
DEC 24 1930

Secretary of State

CERTIFIED COPY OF RESOLUTION

RENEWING PERIOD OF CORPORATE EXISTENCE

OF

MINNEAPOLIS TEACHERS' RETIREMENT FUND ASSOCIATION

We, the undersigned, Charles R. Drake and Anne E. Hellesen, as President and Secretary, respectively, of Minneapolis Teachers' Retirement Fund Association, a corporation organized under the laws of Minnesota, do hereby certify that at a special meeting of the members of said corporation called and held in accordance with its by-laws at Jefferson Junior High School, Minneapolis, Minnesota, on Tuesday, September 12, 1939, at 4:00 o'clock P. M., at which a quorum was present and voted, a resolution was duly and regularly adopted by more than a three-fourths vote of the members of said corporation represented at said meeting, of which resolution the following is a true copy, to-wit:

> "Resolved that the period of corporate existence of the Minneapolis Teachers' Retirement Fund Association be and it hereby is renewed for a further term of thirty years."

And we do further certify that said special meeting was called for the express purpose of acting on the adoption of said resolution and that said purpose was clearly specified in the call for said special meeting and that the vote in favor of the adoption of said resolution at said meeting was unanimous.

Charles R. Drake
President

Anne E. Hellesen
Secretary

STATE OF MINNESOTA
COUNTY OF HENNEPIN SS

On this 16th day of September, 1939, before me, a Notary Public, within and for said County and State, personally appeared Charles R. Drake, and

Anne E. Hellesen, to me personally known, who, being by me each duly sworn, did say that they are respectively the President and Secretary of Minneapolis Teachers' Retirement Fund Association, the corporation named in the foregoing certificate, and that the seal affixed to said certificate is the corporate seal of said corporation and that said certificate was signed and sealed on behalf of said corporation by authority of its Board of Trustees, and said Charles R. Drake and Anne E. Hellesen acknowledged that they executed said certificate as their free act and deed as such President and Secretary and as the free act and deed of said corporation.

Karl H. Covell

Notary Public.

KARL H. COVELL
Notary Public, Hennepin County, Minn.
My Commission Expires Sept. [illegible]

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
SEP 16 1939

Secretary of State

FILE # 416

CERTIFICATE OF AMENDMENT

OF ARTICLES OF INCORPORATION

OF

MINNEAPOLIS TEACHERS RETIREMENT FUND ASSOCIATION

We, the undersigned, Helen L. Bauman and Anna Belle Thomas, as president and secretary respectively of Minneapolis Teachers Retirement Fund Association, a corporation organized under the laws of Minnesota, do hereby certify that at a Special Meeting of the members of said corporation called and held in accordance with its By-Laws at Jefferson Junior High School, Minneapolis, Minnesota, on February 7, 1941, at 4:00 o'clock P. M., at which a quorum was present and voted, a resolution was duly and regularly adopted by the affirmative vote of more than a majority of the number of members in the employ of the Board of Education of the City of Minneapolis, as follows:

> "Resolved that Article VI, Subsection (2) of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association be and the same hereby is amended to read as follows:
>
> > "The funds shall be invested only in such securities as are authorized for the investment of the sinking fund of Minneapolis and the permanent school fund of Minnesota and in like securities of other states and municipalities therein, whose net bonded indebtedness does not exceed seven per cent of their assessed valuation, and in bonds, the payment of which is guaranteed by the United States, and in securities authorized for the investment of trust funds in the state of Minnesota; provided, however, that the Association shall not be restricted by any minimum yield or interest rate provision applicable to any of such investments."

And we do further certify that said Special Meeting was called for the express purpose of acting on the adoption of said resolution, and that said purpose was clearly

specified in the call for said Special Meeting, and that the said amendment and resolution was duly and regularly adopted.

Helen L. Bauman
President

(Corporate Seal)

Secretary

STATE OF MINNESOTA
COUNTY OF HENNEPIN ss

On this 9th day of ~~March~~ April, 1941, before me a Notary Public, within and for said County and State, personally appeared Helen L. Bauman and Anna Belle Thomas, to me personally known, who being by me each duly sworn, did say that they are respectively the president and secretary of Minneapolis Teachers Retirement Fund Association, the corporation named in the foregoing certificate, and that the seal affixed to said certificate is the corporate seal of said corporation and that said certificate was signed and sealed on behalf of said corporation by authority of its Board of Trustees, and said Helen L. Bauman and Anna Belle Thomas acknowledged that they executed said certificate as their free act and deed as such president and secretary and as the free act and deed of said corporation.

Karl H. Covell

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 19 1941
Mike Holm
Secretary of State

KARL H. COVELL
Notary Public, Hennepin County, Minn.
My Commission Expires Sept. 9, 1941.

File # 416

CERTIFIED COPY OF RESOLUTION

AMENDMENT ARTICLES OF INCORPORATION

OF

MINNEAPOLIS TEACHERS' RETIREMENT FUND ASSOCIATION

We, the undersigned, Helen L. Bauman and Anna Belle Thomas, as President and Secretary, respectively, of Minneapolis Teachers' Retirement Fund Association, a corporation organized under the laws of Minnesota, do hereby certify that at a special meeting of the members of said corporation called and held in accordance with its by-laws at Jefferson Junior High School, Minneapolis, Minnesota, on Wednesday, May 21, 1941, at 4:00 o'clock P. M., at which a quorum was present and voted, a resolution was duly and regularly adopted by a majority of the members of which resolution the following is a true copy, to-wit:

> "Resolved that Article IX of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association be and the same hereby is amended by adding thereto Section (6) as follows:
>
> The city deposit including interest accumulated to the credit of a member who, prior to December 31, 1941 has withdrawn all member's deposits including interest accumulated, and is not entitled to any benefit under Article XI, Section (6) and (8), and has not theretofore applied for an annuity, shall cease to earn or be credited with interest as provided in Article VIII, Section (6) after December 31, 1941 and shall then be payable to said member."

And we do further certify that said meeting was called for the express purpose of acting on the adoption of said resolution, and that said purpose was clearly specified in the call for said special meeting, and that the vote in favor of the adoption of said resolution was 2371 members For said adoption and none Against said adoption.

Helen L. Bauman
President.

Anna Belle Thomas
Secretary.

STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

On this 11th day of June, 1941, before me, a Notary Public, within and for said County and State, personally appeared Helen L. Bauman and Anna Belle Thomas, to me personally known, who, being by me each duly sworn, did say that they are respectively the President and Secretary of Minneapolis Teachers' Retirement Fund Association, the corporation named in the foregoing certificate, and that the seal affixed to said certificate is the corporate seal of said corporation and that said certificate was signed and sealed on behalf of said corporation by authority of its Board of Trustees, and said Helen L. Bauman and Anna Belle Thomas acknowledged that they executed said certificate as their free act and deed as such President and Secretary and as the free act and deed of said corporation.

Karl H. Covell

KARL H. COVELL
Notary Public, Hennepin County, Minn.
My Commission Expires Sept. 9, 1942.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 19 1941

Mike Holm
Secretary of State

File #416-NP BOOK 200 PAGE 53

CERTIFIED COPY OF RESOLUTION

AMENDING ARTICLES OF INCORPORATION

OF

MINNEAPOLIS TEACHERS' RETIREMENT FUND ASSOCIATION

We, the undersigned, A. M. Bank and Lottie K. Warmbold, as President and Secretary, respectively, of Minneapolis Teachers' Retirement Fund Association, a corporation organized under the laws of Minnesota, do hereby certify that at a special meeting of the members of said corporation called and held in accordance with its by-laws at Jefferson Junior High School, Minneapolis, Minnesota, on Tuesday, March 21, 1944, at 4:00 o'clock P. M., at which a quorum was present and voted, a resolution was duly and regularly adopted by a majority of the members, of which resolution the following is a true copy, to-wit:

"RESOLVED, that Article V, Subsection (1), of the Articles of Incorporation of the Minneapolis Teachers' Retirement Fund Association be and the same hereby is amended to read as follows:

'ADMINISTRATION OF AFFAIRS
DUTIES OF BOARD

(1) The administration of the business affairs of this Association shall be vested in a Board of nine (9) trustees consisting of the Mayor of the City of Minneapolis, the President of the Board of Education, the President of the City Council, the Chairman of the Ways and Means Committee of the City Council, and five (5) members of the Association to be elected by the members of the Association by secret ballot. The secret ballot may be conducted by mail and the by-laws may provide the manner of conducting such ballot by mail.

The officers of the Association shall be a President, Vice President, Secretary and Treasurer, the first three (3) of whom shall be elected by the Board of Trustees from among its own members. The City Treasurer shall be Treasurer of this Association, provided, however, that said City Treasurer shall be required to furnish a bond to the Association with such conditions and in such sum as shall be provided in the by-laws of this Association; and if the City Treasurer shall fail or refuse to

give such bond, then and in that event the Board of Trustees shall elect as Treasurer any resident of the City of Minneapolis that they may deem proper, who will give such bond. A reasonable fee paid by the Treasurer of this Association to a bond company for the procuring of the bond required herein shall be paid by this Association.

The annual meeting of this Association shall occur on the last Tuesday in April of each year at four o'clock p. m., commencing with the year 1937. Other regular and special meetings may be provided for in the by-laws of the Association.

At the first annual meeting of the Association, three (3) trustees shall be elected for a term of one year and two (2) trustees shall be elected for a term of two years. Thereafter trustees shall be elected for terms of two years each. The terms of the trustees shall commence at such times as may be fixed by the by-laws.

When vacancies occur in the Board of Trustees by the death, resignation or removal or otherwise of one or more of the five elective trustees, a successor or successors shall be elected for the unexpired term by the remaining trustees, although less than a quorum."

And we do further certify that said meeting was called for the express purpose of acting on the adoption of said resolution, and that said purpose was clearly specified in the call for said special meeting, and that the vote in favor of the adoption of said resolution was 2014 members For said adoption and 4 Against said adoption.

A. M. Bunk
President.

Lettie K. Warmbold
Secretary.

STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

On this 10th day of April, 1944, before me, a Notary Public, within and for said County and State, personally appeared A. M. Bank and Lottie K. Warmbold, to me personally known, who, being by me each duly sworn, did say that they are, respectively, the President and Secretary of Minneapolis Teachers' Retirement Fund Association, the corporation named in the foregoing certificate, and that the seal affixed to said certificate is the corporate seal of said corporation and that said certificate was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said A. M. Bank and Lottie K. Warmbold acknowledged that they executed said certificate as their free act and deed as such President and Secretary and as the free act and deed of said corporation.

[signature]

[illegible] County, Minn.
October 5, 1948
My Comm[illegible]

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
APR 19 1944
[signature]
Secretary of State

File #416-NP

CERTIFIED COPY OF RESOLUTION AMENDING
ARTICLES OF INCORPORATION OF
MINNEAPOLIS TEACHERS RETIREMENT FUND ASSOCIATION

We, the undersigned, A. M. Bank and Lottie K. Warmbold, as President and Secretary, respectively, of Minneapolis Teachers' Retirement Fund Association, a corporation organized under the laws of Minnesota, do hereby certify that at a special meeting of the members of said corporation called and held in accordance with its by-laws at Jefferson Junior High School, Minneapolis, Minnesota, on Thursday, June 28, 1945, at 1:30 o'clock P. M., at which a quorum was present and voted, a Resolution was duly and regularly adopted by a majority of the members, of which resolution the following is a true copy, to-wit:

~~Minneapolis Teachers' Retirement Fund Association~~
~~306 Farmers and Mechanics Bank Building~~
~~Minneapolis 2, Minnesota~~

~~June 28, 1945~~

~~To the Honorable City Council~~
~~City of Minneapolis~~

~~Gentlemen:~~

~~At your request a special meeting of the members of the Minneapolis Teachers' Retirement Fund Association was held June 28, 1945, for the purpose of considering amendments to the Articles of Incorporation suggested by your Sub-committee. These amendments were considered at the meeting and the consideration resulted in the adoption of a Resolution reading as follows:~~

"Resolved, that subsection (3) of Article IX of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association be and the same hereby is amended to read as follows:

"(3) When a member has ceased to be employed in teaching, the accumulation from city deposits may be applied by the member to the purchase of an annuity payable in the manner provided in paragraphs (a), (b), or (c) of subsection (2) of this article for the payment of an annuity purchased by the accumulation from the member's deposits; provided that where the aggregate of the City deposit to the credit of such member will not provide an annuity equal to $2.00 per month for each year of teaching service in the City of Minneapolis in the manner provided in paragraph (a) of subsection (2) of this Article for a member who has attained the age of 55 years and has completed not less than twenty years of teaching service in the City, the City deposit shall be increased in the year of retirement to the amount necessary to provide such annuity. Any such increase shall be applied only to the purchase of an annuity in the manner provided in paragraph (a) of subsection (2) of this Article.

The first payment of any annuity provided by this subsection shall not in any case be made before the fiftieth birthday anniversary of the member unless an earlier payment shall be authorized by the Board upon application by or on behalf of the member accompanied by satisfactory evidence that the member by reason of a physical or mental disability is incapable of rendering further satisfactory service as a teacher; and provided, that any annuity payment arising from city deposits for any month during which the member shall receive compensation paid by the city for any service, shall be reduced by an amount equal to the compensation so received, and the amount so withheld shall be paid into the Retirement Deposit Fund to be accumulated, and to be applied on the application of the member, as provided in the case of the accumulation from city deposits; and provided that if a member ceases to be employed as a teacher in the public schools before having completed ten years of teaching service in such schools, the city deposit accumulated after the adoption of this amendment, from credits to said member before arriving at age 45 shall be cancelled; and, if a member whose city deposit has been so cancelled shall resume teaching in the public schools, the amount so cancelled shall be restored with interest to the credit of such member, and all rights arising from service prior to January 1, 1924, shall be restored."

Be it further Resolved that Subsection (4) of Article IX of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association be and the same hereby is amended to read as follows:

"(11) Any member of Class B, Class C and Class D may, by written notice to the Board in such form as it shall approve, designate any person or persons having an insurable interest in the life of the member as a beneficiary to whom any death benefit payable at the death of the member shall be paid. The member may, from time to time, by a like written notice, change the beneficiary. If no beneficiary shall have been named by the member, the death benefit shall be payable to the estate of the member. The death benefit shall be the full amount of the accumulation to the credit of the member in the retirement deposit fund, except that the portion of the death benefit arising from the accumulation of city deposits shall be payable only to a beneficiary who shall be the surviving spouse or surviving child of the member or any person actually dependent on and receiving principal support from the member, or surviving parent, or surviving brother or sister, or surviving children of the deceased brother or sister of the member. If the beneficiary designated by the member is not a person named in the preceding sentence, such death benefit from the accumulation of city deposits shall be paid in the following order: to the surviving spouse, the whole thereof; if there be no surviving spouse, to the surviving children, share and share alike; if there be no surviving spouse or child or children, to the dependent or dependents, as those terms are herein defined of the member, share and share alike; if there be no surviving spouse, child or children, or dependents, to the surviving parent and if there be no surviving parent, then to the surviving brothers and sisters of the member, in equal shares, and if there be no surviving brothers and sisters, then to the surviving children of the deceased brothers and sisters of the member, in equal shares, and if there be no person named in the preceding sentence who survives the member, then the accumulation of city deposits shall be cancelled and credited, as provided in Subsection (14) of Article V.

The death benefit payment shall be made, as the member shall have directed, either

(a) as an annuity payable monthly during the life of a beneficiary; or

(b) as an annuity payable monthly to a beneficiary during life, and in the event of death of the said beneficiary before one hundred eighty monthly payments have been made, the monthly payments to be continued until one hundred eighty monthly payments have been made; or

(c) to a beneficiary or tothe estate of the member in an agreed number of installments or in a single sum."

Be it further Resolved that Subsection (12) of Article V of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association be and the same hereby is amended to read as follows:

"(12) The Board shall annually estimate the amount required from tax revenues for the next succeeding year, specifying the amount thereof: (a) to be credited to the Contingent Fund, (b) to be credited to members as city deposits for such year, and (c) certified by the Board to be raised by taxation in the year 1946 and in each year subsequent thereto as provided by Minnesota Statutes 1941, Section 135.24 as amended, which was not included in the tax so levied and collected for such year. The Board shall certify the amount to be raised by taxation as thus determined, as provided in Minnesota Statutes 1941, Section 135.24 as amended. A copy of said estimate shall be submitted to the City Council for its inspection on or before September 15th in each year and before certification to the

Board of Education. Said estimate of the amount necessary to be credited to the members as city deposits shall include the additional amount, if any, required to provide the annuity payable from city deposits provided in Article IX hereof for members retiring during the current fiscal year. Said estimate of the amount necessary to be paid into the Contingent Fund shall show: (1) the amount required for administrative expense, (2) the amount required for annuities to Class A members, (3) the amounts required for each other purpose for which tax revenue is to be credited to the Contingent Fund. The total estimate of amounts necessary to be required from tax revenue shall be increased or decreased by the actuarial deficit or surplus in the annuity reserve fund. Such taxes when collected shall be paid to the Association. Any taxes so collected and paid in excess of the actual requirements for the purposes specified in (a) (b) and (c) above for such year shall be deducted from the amount certified for the ensuing year."

Be it further Resolved that Subsection (1) of Article IX of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association be and the same hereby is amended to read as follows:

"(1) Upon the expiration of six months after filing application therefor with the Board by a member who has ceased to be employed in teaching in the public schools of Minneapolis, the accumulations from the member's deposits as of December 31, 1945 may be withdrawn:

(a) In a single payment, or

(b) in such installments as the Board shall approve.

Provided, that if the member is not entitled to receive an annuity from city deposits the total accumulated amount of the member's deposits and accumulations thereto shall be returned to the member.

Provided also, that a member who is entitled to receive an annuity from city deposits may not withdraw his or her required deposits and accumulations thereto made subsequent to December 31, 1945, and such deposits and accumulations thereto shall be used only for the purchase of an annuity as specified in subsection (2) of this Article, or for the payment of a death benefit as specified in subsection (4) of this Article.

Provided further, that if a teacher shall resume teaching in the public schools of Minneapolis the amount so withdrawn shall be re-deposited with interest by the teacher in the Retirement Deposit Fund."

Be it further Resolved that Subsection (5) of Article XI of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association be and the same hereby is amended to read as follows:

"(5) If a member before attaining age fifty-five, having made required deposits for not less than a school year during each of five fiscal years immediately preceding becomes physically or mentally incapacitated to such extent that the member is and will be wholly and presumably permanently unable to engage in any occupation or perform any work for compensation or financial value, and furnishes due proof thereof and that such disability has then existed for sixty days, the member shall be entitled to an annuity during the continuance of such disability equal to the annuity which would become available to the member upon the fifty-fifth birthday anniversary of the member under the provisions of Section (2) and Section (3) of Article IX

from the accumulation in the retirement deposit fund which would accrue from city deposits and required deposits at the rates provided in Section (3) and Section (4) of Article VIII upon compensation continued, at the rate last received by the member, to the fifty-fifth birthday anniversary of the member for service as a senior teacher in the public schools; and upon application by, or in behalf of, the member, the accumulation to the credit of the member in the retirement deposit fund shall be applied at the rates then in force to the payment of the annuity, and any remaining part of the annuity shall be paid from the contingent fund. The board may at any time, but not more often than once in any year, require proof of the continuance of such total disability, and if the member shall fail to furnish satisfactory proof thereof, or if it appears at any time that the member has become able to engage in any occupation for remuneration or profit, any part of such annuity payable from the contingent fund shall cease. Provided, that if any payment is made from the contingent fund under this section to any person entitled to compensation from the city on account of such disability under the Workmen's Compensation Act, this amount shall have deducted from it an amount equal to the sum received under the Workmen's Compensation Act." "

~~With only minor exceptions the amendments were adopted in the form suggested by your Sub-committee.~~

~~1. The amendment to Article IX, Subsection (3) was adopted without change.~~

~~2. The amendment to Article IX, Subsection (4) was adopted with the following change:~~

~~The class of beneficiaries of the death benefit from city deposits according to the amendment suggested by the Sub-committee was limited to the surviving spouse, surviving child, or dependent. After long and careful consideration by the members present, it appeared that a majority of the members did not have a spouse, or child or, as yet, a dependent. The question of vested rights was also raised and discussed. They, therefore, extended the class of eligible beneficiaries to include surviving parent, surviving brother or sister and surviving children of deceased brother or sister.~~

~~3. The amendment to Article V, Subsection (12) changed the word "review" to "inspection" and rearranged the sentence order so that the second and third sentences were interchanged. We are sure that this will be acceptable since in the report of your Sub-committee dated June 28, 1945 it is stated that the sentence here involved "does not confer upon the City Council any power to control the amount which the Board of Education in its discretion should decide to levy" and that the same report asks only "the privilege of scrutinizing the estimate" which is provided by the sentences as changed.~~

~~4. In the suggested amendment of Article IX, Subsection (1) no change was made with the exception of the substitution of the word "required" for the word "own". This has the effect of permitting the teacher to withdraw without restriction any sums which she has voluntarily deposited with the Association over and above her required deposits of 5% which have been deducted from her salary. (See the last sentence of Article VIII, Subsection (3).)~~

~~5. The amendment to Article XI, Subsection (5) was adopted without change.~~

~~6. The amendment to Article V, Subsection (16) was not adopted. This amendment had been originally proposed by the Association. In view of the changes made by your Sub-committee in Article V, Subsection (12) this amendment is no~~

And we do further certify that the vote in favor of the adoption of said Resolution was 1525 members for said adoption and 16 Against said adoption. And we do further certify that said Resolution and the amendments therein contained were approved by the City Council of the City of Minneapolis at its meeting on June 29, 1945.

Albert M. Bank
President

Lottie K. Warmbold
Secretary

STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

On this 5 day of July, 1945, before me, a Notary Public, within and for said County and State, personally appeared A. M. Bank and Lottie K. Warmbold, to me personally known, who, being by me each duly sworn, did say that they are, respectively, the President and Secretary of Minneapolis Teachers' Retirement Fund Association, the corporation named in the foregoing certificate, and that the seal affixed to said certificate is the corporate seal of said corporation and that said certificate was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said A. M. Bank and Lottie K. Warmbold acknowledged that they executed said certificate as their free act and deed as such President and Secretary and as the free act and deed of said corporation.

William O. Wachs

WILLIAM O. WACHS
Notary Public, Hennepin County, Minn.
My Commission Expires Jan. 25, 1947.

KARL H. COVELL, Attorney,
931 First Natl-Soo Line Bldg.,
Minneapolis, Minnesota.

File # 416

CERTIFIED COPY OF RESOLUTION AMENDING
ARTICLES OF INCORPORATION OF MINNEAPOLIS TEACHERS' RETIREMENT FUND ASSOCIATION

We, the undersigned, A. M. Bank and Lottie M. Warmtold, as President and Secretary, respectively, of Minneapolis Teachers' Retirement Fund Association, a corporation organized under the laws of the State of Minnesota, do hereby certify that at a regular meeting of the members of said corporation called and held in accordance with its By-Laws at Jefferson Junior High School, Minneapolis, Minnesota, on Tuesday, April 30th, 1946, at 4:00 o'clock P. M., at which time a quorum was present and voted, a resolution was duly and regularly adopted by a majority of the number of members in the employ of the Board of Education of the City of Minneapolis, of a part of which resolution the following is a true copy, to-wit:

"RESOLVED that subsection (5) of Article XI of the Articles of Incorporation of the Minneapolis Teachers' Retirement Fund Association be, and the same hereby is, amended to read as follows:

"(5) If a member before attaining age fifty-five, having made required deposits for not less than a school year during each of five fiscal years immediately preceding becomes physically or mentally incapacitated to such extent that the member is and will be wholly and presumably permanently unable to engage in any occupation or perform any work for compensation or financial value, and furnishes due proof thereof and that such disability has then existed for sixty days, the member shall be entitled to an annuity during the continuance of such disability equal to the annuity which would become available to the member upon the fifty-fifth birthday anniversary of the member under the provisions of Section (2) and Section (3) of Article IX from the accumulation of the retirement deposit fund which would accrue from city deposits and required deposits at the rates provided in Section (3) and Section (4) of Article VIII upon compensation continued, at the rate last received by the member, to the fifty-fifth birthday anniversary of the member for service as a senior teacher in the public schools:provided, that the annuity equal to $2.00 per month for each year of teaching service in the City of Minneapolis, under the provisions of Sub-

section 3 of Article IX, shall, in the event a member becomes totally and permanently disabled, apply only to such member who, prior to her retirement on a disability annuity, shall have completed twenty years or more of teaching service in the public schools of the City of Minneapolis; and upon application by, or in behalf of, the member, the accumulation to the credit of the member in the retirement deposit fund shall be applied at the rates then in force to the payment of the annuity, and any remaining part of the annuity shall be paid from the contingent fund. The board may at any time, but not more often than once in any year, require proof of the continuance of such total disability, and if the member shall fail to furnish satisfactory proof thereof, or if it appears at any time that the member has become able to engage in any occupation for remuneration or profit, any part of such annuity payable from the contingent fund shall cease. Provided, that if any payment is made from the contingent fund under this section to any person entitled to compensation from the city on account of such disability under the Workmen's Compensation Act, this amount shall have deducted from it an amount equal to the sum received under the Workmen's Compensation Act."

and we do further certify that said amendment so contained in said Resolution was thereafter approved by the City Council of the City of Minneapolis.

WE DO FURTHER CERTIFY that at a special meeting of the members of said corporation called and held in accordance with its By-Laws at West High School Auditorium, Minneapolis, Minnesota, on Thursday, November 29th, 1945, at 4:15 o'clock P. M., at which time a quorum was present and voted, a resolution was duly and regularly adopted by a majority of the number of members in the employ of the Board of Education of the City of Minneapolis, of a part of which resolution the following is a true copy, to-wit:

"Resolved that Subsection (13) of Article V of the Articles of Incorporation of the Minneapolis Teachers' Retirement Fund Association be and the same hereby is amended to read as follows:

"(13) 'Tax Revenue' means the amount received from taxes levied pursuant to Section 6 of Chapter 343, Laws of Minnesota for 1909, as amended, or certified by the Board pursuant to Article V, Subsection (12), as amended, and tax revenues of a specified period shall mean the amount so received or certified applicable to such period. 'Suspense Account' means the account

to which shall be debited the amounts credited to the various funds and accounts of the Association and charged to the City during the five year period ending December 31, 1926, in excess of the tax revenues received by the Association during said period."

and we do further certify that said amendment so contained in said resolution was thereafter approved by the City Council of the City of Minneapolis.

A. M. Bank
President

Lottie K. Warmbold
Secretary

STATE OF MINNESOTA)
)SS
COUNTY OF HENNEPIN)

On this 11th day of December, 1946, before me, a Notary Public within and for said County and State, personally appeared A. M. BANK and LOTTIE K. WARMBOLD, to me personally known, who, being by me each duly sworn, did say that they are, respectively, the President and Secretary of Minneapolis Teachers' Retirement Fund Association, the corporation named in the foregoing certificate, and that the seal affixed to said certificate is the corporate seal of said corporation and that said certificate was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said A. M. Bank, and Lottie K. Warmbold acknowledged that they executed said certificate as their free act and deed as such President and Secretary and as the free act and deed of said corporation.

Karl H. Covell

KARL H. COVELL
Notary Public Hennepin County, Minn.
My Commission Expires Oct. 5, 1949.

S 416

BOOK 200 PAGE 65

CERTIFIED COPY OF RESOLUTION
AMENDING ARTICLES OF INCORPORATION
OF MINNEAPOLIS TEACHERS' RETIREMENT
FUND ASSOCIATION.

Filed #416

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
DEC 2 6 1946

Mike Holm
Secretary of State

1946

File # 416

CERTIFIED COPY OF RESOLUTION AMENDING ARTICLES OF INCORPORATION OF MINNEAPOLIS TEACHERS' RETIREMENT FUND ASSOCIATION

We, the undersigned, Annabelle Thomas and Lottie K. Warmbold, as President and Secretary, respectively, of Minneapolis Teachers' Retirement Fund Association, a corporation organized under the laws of Minnesota, do hereby certify that at the annual meeting of the members of said corporation called and held in accordance with its by-laws at Jefferson Junior High School, Minneapolis, Minnesota on Tuesday, April 27, 1948 at 4:00 o'clock P. M., at which time a quorum was present and voted, a Resolution was duly and regularly adopted by a majority of the members, of which Resolution the following is a true copy, to-wit:

"RESOLVED, that Article IX of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association be amended by adding thereto Subsection (8) reading as follows:

(8) (a) The benefits provided for in this Subsection (8) shall be available only to members who have attained the age of 55 years and have completed not less than twenty years of teaching service in the City and said benefits shall commence on the first day of the month next after the adoption and approval of this amendment.

(b) Each Class A member and each member receiving a benefit under the provisions of Subsection (3) of Article XI and who qualifies under paragraph (a) of this Subsection, shall be entitled to an additional annuity payable monthly and which additional annuity shall consist of monthly payments equal to the excess, if any, of the sum of $2.00 per month for each year of teaching service of such member in the City over the monthly annuity payments now payable each calendar month to such member.

(c) For each member who, prior to June 1, 1945, has caused the accumulation from City deposits to the credit of such member to be applied to the purchase of an annuity as provided in Subsection (3) of this Article and who qualifies under paragraph (a) of this Subsection, the Board shall cause a computation to be made of the amount of the annuity available to the member under Subsection (8) of Article XI and under Subsection (3) of this Article and payable as provided in paragraph (a) of Subsection (2) of this Article, at the time at which such accumulation was applied by the member to the purchase of an annuity.

Each such member shall be entitled to an additional annuity payable monthly and which additional annuity shall consist

of monthly payments equal to the excess, if any, of the sum of $2.00 per month for each year of teaching service of such member in the City over the monthly payments of the annuity computed above in this paragraph (c).

(d) The additional annuities provided in this Subsection (8) shall be payable monthly to the member during life and shall cease at the death of the member and shall be paid from the Contingent Fund."

And we do further certify that the vote in favor of the adoption of said Resolution was 1692 members for said adoption and 31 against said adoption. And we do further certify that said Resolution and the amendment therein contained was approved by the City Council of the City of Minneapolis at its meeting on June 11, 1948.

Annabelle Thomas
President

Lottie K. Warmbold
Secretary

STATE OF MINNESOTA)
) SS
COUNTY OF HENNEPIN)

On this 28th day of June, 1948, before me, a Notary Public, within and for said County and State, personally appeared Annabelle Thomas and Lottie K. Warmbold, to me personally known, who, being by me each duly sworn, did say that they are, respectively, the President and Secretary of Minneapolis Teachers' Retirement Fund Association, the corporation named in the foregoing certificate, and that the seal affixed to said certificate is the corporate seal of said corporation and that said certificate was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said Annabelle Thomas and Lottie K. Warmbold acknowledged that they executed said certificate as their free act and deed as such President and Secretary and as the free act and deed of said corporation.

Karl H. Covell

KARL H. COVELL
Notary Public, Hennepin County, Minn.
My Commission Expires Oct. 5, 1949.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUL 2 - 1948
Mike Holm
Secretary of State

F. 15 #4.2

CERTIFIED COPY OF RESOLUTION AMENDING
ARTICLES OF INCORPORATION OF MINNEAPOLIS
TEACHERS RETIREMENT FUND ASSOCIATION

We, the undersigned, Anna Belle Thomas and Lottie K. Warmbold, as President and Secretary respectively of Minneapolis Teachers Retirement Fund Association, a corporation organized under the laws of Minnesota, do hereby certify that at the regular annual meeting of the members of said corporation called and held in accordance with its by-laws at Jefferson Junior High School, Minneapolis, Minnesota on Tuesday, April 26, 1949 at 4:00 o'clock P. M., at which time a quorum was present and voted, a resolution was duly and regularly adopted by a majority of the members of said corporation, of which resolution the following is a true copy, to-wit:

"RESOLVED, That that part of Article V, Subsection (1) of the Articles of Incorporation reading as follows:

> 'The administration of the business affairs of the Association shall be vested in a Board of nine (9) trustees consisting of the Mayor of the City of Minneapolis, the President of the Board of Education, the President of the City Council, the Chairman of the Ways and Means Committee of the City Council, and five (5) members of the Association to be elected by the members of the Association by secret ballot. The secret ballot may be conducted by mail and the by-laws may provide the manner of conducting such ballot by mail.'

be and hereby is amended to read as follows:

> 'The administration of the business affairs of the Association shall be vested in a Board of nine (9) trustees consisting of the Mayor of the City of Minneapolis, the President of the Board of Education, the President of the City Council, the Chairman of the Ways and Means Committee of the City Council, and five (5) members of the Association to be elected at the annual meeting of the Association as provided in the by-laws or by mailed ballot as provided in the by-laws.'

and that the remainder of said Subsection (1) shall remain unchanged."

And we do further certify that at said meeting a resolution was duly and regularly adopted by a majority of the membership, of which resolution the following is a true copy, to-wit:

"RESOLVED, That Article IX of the Articles of Incorporation of Minneapolis Teachers Retirement Fund Association be amended by adding to said Article IX, Subsection (9) reading as follows, to-wit:

'(9) (a) The benefits provided for in this Subsection (9) shall be available to members only during the period from January 1, 1949 to and including June 30, 1951.

(b) Every person who is entitled to annuity payments during said period shall be entitled to receive an additional annuity from the Association which shallbe known as the "Subsection (9) annuity." The Subsection (9) annuity shall be in addition to all annuity payments to which any such person is entitled under the Articles of Incorporation other than this Subsection (9).

(c) The Subsection (9) annuity shall be an amount equal to 25% of the aggregate of the annuity payments to which such person is otherwise entitled in 1949, 25% of the aggregate of the annuity payments to which such person is otherwise entitled in 1950, and 12½% of the aggregate of the annuity payments to which such person is otherwise entitled in 1951, provided however, that no such person shall be entitled to a Subsection (9) annuity aggregating more than $300.00 in 1949, $300.00 in 1950 and $150.00 in 1951, and provided further, that in computing the amount of any Subsection (9) annuity, that part of the annuity payments which arises from, or was purchased with, any additions to required deposits voluntarily made by a member as provided in Article VIII, Subsection (3) of the Articles of Incorporation, shall be excluded from such computation.

(d) The Subsection (9) annuity shall be paid in such manner and at such times as the Board of Trustees shall direct and shall be paid from the Contingent Fund.' "

And we do further certify that the resolution first set forth above and the amendment therein contained was approved by the City Council of the City of Minneapolis at its meeting on May 13, 1949, and we do further certify that the resolution last set forth above and the amendment therein contained was approved by the City Council of the City of Minneapolis at its meeting on May 27, 1949.

Anna Belle Thomas
President

Lottie K. Warnabold
Secretary

STATE OF MINNESOTA)
) SS
COUNTY OF HENNEPIN)

On this 30th day of August, 1949, before me, a Notary Public, within and for said County and State, personally appeared Anna Belle Thomas and Lottie K. Warmbold, to me personally known, who, being by me each duly sworn, did say that they are, respectively, the President and Secretary of Minneapolis Teachers' Retirement Fund Association, the corporation named in the foregoing certificate, and that the seal affixed to said certificate is the corporate seal of said corporation and that said certificate was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said Anna Belle Thomas and Lottie K. Warmbold acknowledged that they executed said certificate as their free act and deed as such President and Secretary and as the free act and deed of said corporation.

Karl A. Boyle

Notary Public, Hennepin County, Minn.
My Commission Expires Oct. 5, 1949.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
[illegible] 1949
Mike Holm
Secretary of State

File 116

CERTIFIED COPY OF RESOLUTION
AMENDING ARTICLES OF
INCORPORATION OF MINNEAPOLIS
TEACHERS' RETIREMENT FUND
ASSOCIATION

We, the undersigned, Loren L. Cahlander and Lottie K. Warmbold, as President and Secretary, respectively, of Minneapolis Teachers' Retirement Fund Association, a corporation organized under the laws of Minnesota, do hereby certify that at a regular meeting of the members of said corporation regularly and duly called and held in accordance with its By-Laws at Jefferson Junior High School, Minneapolis, Minnesota, on Tuesday, April 25th, 1950, at 4:00 o'clock P. M., at which time a quorum was present and voted, a resolution was duly and regularly adopted by a majority of the members, of which resolution the following is a true copy, to-wit:

"RESOLVED, that Subsection (4) of Article IX of the Articles of Incorporation of the Minneapolis Teachers' Retirement Fund Association be, and the same hereby is, amended to read as follows:

"(4) Any member of Class B, Class C and Class D may, by written notice to the Board in such form as it shall approve, designate any person or persons as a beneficiary to whom any death benefit payable at the death of the member shall be paid. The member may, from time to time, by a like written notice, change the beneficiary. If no beneficiary shall have been named by the member, the death benefit shall be payable to the estate of the member. The death benefit shall be the full amount of the accumulation to the credit of the member in the retirement deposit fund, except that the portion of the death benefit arising from the accumulation of city deposits shall be payable only to a beneficiary who shall be the surviving spouse or surviving child of the member or any person actually dependent on and

receiving principal support from the member, or surviving parent, or surviving brother or sister, or surviving children of the deceased brother or sister of the member, or to a person or persons who substantially meet two of the following qualifications:

(a) Who is domiciled together with the member under a joint arrangement of sharing living expenses such as rent, food, maintenance of the domicile, taxes and upkeep.

(b) Who has, with the member, joint financial and survivorship arrangements such as bank accounts, stocks, bonds, life insurance, real estate and personal property.

(c) Who, with the member, has mutually agreed to aid each other in time of sickness, distress and old age.

At the time of the designation by a member of any beneficiary, such member shall file with the Board an agreement signed by the member and the beneficiary which substantially complies with two of the conditions set out in (a), (b), and (c) hereof.

If the beneficiary designated by the member is not a person named in the preceding sentence, such death benefit from the accumulation of city deposits shall be paid in the following order: to the surviving spouse, the whole thereof; if there be no surviving spouse, to the surviving children, share and share alike; if there be no surviving spouse or child or children, to the dependent or dependents, as those terms are herein defined, of the member, share and share alike; if there be no surviving spouse, child or children, or dependents, to the surviving parent and if there be no surviving parent, then to the surviving brothers and sisters of the member, in equal shares, and if there be no surviving brothers and sisters, then to the surviving children of the deceased brothers and sisters of the member, in equal shares, and if there be no person named in this sentence who survives the member, then the accumulation of city deposits shall be cancelled and credited, as provided in Subsection (14) of Article V. The death benefit payment shall be made, as the member shall have directed, either

(a) as an annuity payable monthly during the life of a beneficiary; or

(b) as an annuity payable monthly to a beneficiary during life, and in the event of death of the said beneficiary before one hundred eighty monthly payments have been made, the monthly payments to be continued until one hundred eighty monthly payments have been made; or

(c) to a beneficiary or to the estate of the member in an agreed number of installments or in a single sum."

And we do further certify that said Resolution and the amendment therein contained was approved by the City Council of the City of Minneapolis at its meeting on April 28th, 1950.

Loren L. Cahlander
(Loren L. Cahlander) President

(corporate Seal)

Lottie K. Warmbold
(Lottie K. Warmbold) Secretary

STATE OF MINNESOTA }
COUNTY OF HENNEPIN } SS

On this 21st day of July, 1950, before me, a Notary Public, within and for said County and State, personally appeared Loren L. Cahlander and Lottie K. Warmbold, to me personally known, who, being by me each duly sworn, did say that they are respectively the President and Secretary of Minneapolis Teachers' Retirement Fund Association, the corporation named in the foregoing certificate, and that the seal affixed to said certificate is the corporate seal of said corporation and that said certificate was signed and sealed on behalf of said corporation by

authority of its Board of Directors, and said Loren L. Canlander and Lottie K. Warnbold acknowledged that they executed said certificate as their free act and deed as such President and Secretary and as the free act and deed of said corporation.

Karl H. Covell

Notary Public, Hennepin County, Minn.
My commission expires:

KARL H. COVELL
Notary Public, Hennepin County, Minn.
My Commission Expires Oct. 5, 1958

Covell, Root & Bachelder,
Attorneys,
931 First National Soo Line Building,
Minneapolis, Minnesota.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUL 28 1958
Mike Holm
Secretary of State

File # 414

BOOK 260 PAGE 75

CERTIFIED COPY OF RESOLUTIONS
AMENDING ARTICLES OF
INCORPORATION OF MINNEAPOLIS
TEACHERS' RETIREMENT FUND
ASSOCIATION

We, the undersigned, Loren L. Cahlander and Lottie K. Warmbold, as President and Secretary, respectively of Minneapolis Teachers' Retirement Fund Association, a corporation organized under the laws of Minnesota, do hereby certify that at a special meeting of the members of said corporation regularly and duly called and held in accordance with its By-Laws at Jefferson Junior High School, Minneapolis, Minnesota, on Thursday, December 1st, 1949, at 4:00 o'clock P. M., at which time a quorum was present and voted, two resolutions were duly and regularly adopted by a majority of the members, of which resolutions the following are true copies, to-wit:

"RESOLVED, that Subsection (7) of Article IX as set forth in the Resolution adopted at the Annual Meeting of April 29, 1947, which amended Article IX by adding said Subsection (7) to Article IX of the Articles of Incorporation and which Resolution and amendment were thereafter disapproved by the City Council of the City of Minneapolis at its meeting on September 26, 1947, be, and the same hereby is, repealed and stricken from said Article IX.

BE IT FURTHER RESOLVED, that Article IX of the Articles of Incorporation of the Minneapolis Teachers' Retirement Fund Association be, and the same hereby is, amended by adding thereto Subsection (7) reading as follows:

(7) Any member who engages in or has engaged in active service in time of war or other emergency declared by proper authority in service outside of the United States in the American National Red Cross, shall receive credit for such period of service as teaching experience and teaching service in the City of Minneapolis as though actually employed and teaching in the City of Minneapolis during such period of service."

"RESOLVED, that Subsection (3) of Article IX of the Articles of Incorporation of the Minneapolis Teachers' Retirement Fund Association be, and the same hereby is, amended by striking out of said Subsection (3) the second sentence thereof reading as follows:

> Any such increase shall be applied only to the purchase of an annuity in the manner provided in paragraph (a) of subsection (2) of this Article."

And we do further certify that the Resolution first set forth above and the amendment therein contained was approved by the City Council of the City of Minneapolis at its meeting on January 27th, 1950, and we do further certify that the Resolution last set forth above and the amendment therein contained was approved by the City Council of the City of Minneapolis at its meeting on May 12th, 1950.

Loren L. Cahlander
(Loren L. Cahlander) President

(Corporate Seal)

Lottie K. Warmbold
(Lottie K. Warmbold) Secretary

STATE OF MINNESOTA }
}SS
COUNTY OF HENNEPIN }

On this 21st day of July, 1950, before me, a Notary Public, within and for said County and State, personally appeared Loren L. Cahlander and Lottie K. Warmbold, to me personally known, who, being by me each duly sworn, did say that they are respectively the President and Secretary of Minneapolis Teachers' Retirement Fund Association, the corporation named in the foregoing certificate, and that the seal affixed to said certificate is the corporate seal of said corporation and that said certificate was signed and sealed on behalf of said corporation

by authority of its Board of Directors, and said Loren L. Cahlander and Lottie K. Warmbold acknowledged that they executed said certificate as their free act and deed as such President and Secretary and as the free act and deed of said corporation.

Karl K Covell

Notary Public, Hennepin County, Minn.
My commission expires:

KARL K. COVELL
Notary Public, Hennepin County, Minn.
My Commission Expires [illegible] 1, 1954

Covell, Root & Bachelder,
Attorneys,
931 First National Soo Line Building,
Minneapolis, Minnesota.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUL 25 1950
Mike Holm
Secretary of State

FIL 740

CERTIFIED COPY OF RESOLUTION
AMENDING ARTICLES OF
INCORPORATION OF MINNEAPOLIS
TEACHERS' RETIREMENT FUND
ASSOCIATION

We, the undersigned, Loren L. Cahlander and Lottie K. Warmbold, as President and Secretary, respectively, of Minneapolis Teachers' Retirement Fund Association, a corporation organized under the laws of Minnesota, do hereby certify that at a regular meeting of the members of said corporation regularly and duly called and held in accordance with its By-Laws at Bryant Junior High School, Minneapolis, Minnesota, on Tuesday, June 6th, 1950, at 4:00 o'clock P. M., at which time a quorum was present and voted, a resolution was duly and regularly adopted by a majority of the members, of which resolution the following is a true copy, to-wit:

"RESOLVED, that Subsection (5) of Article XI of the Articles of Incorporation of the Minneapolis Teachers' Retirement Fund Association be, and the same hereby is, amended to read as follows:

"(5) (a) As used in this section the term "total disability" means the presumably permanent inability of the member by reason of physical or mental disability to render further satisfactory service as a teacher in the city; the term "valuation date" means the date 15 years after the commencement of total disability of the member but not later than June 30 next following the date at which the member shall have attained the age of 65.

(b) A member who has had 10 years of teaching service in the city and who incurs total disability while in such service, or while on leave of absence therefrom under the rules of the Board of Education of the city, shall be entitled to the benefit hereinafter provided and which shall be known as the total disability annuity. Any living member who is receiving a disability annuity under the provisions of Article XI, Section (5) at the time of the adoption of this

Section (3) shall be entitled in the future only to such total disability annuity in lieu of all other disability annuity payments.

(c) The total disability annuity shall be equal to the annuity which would become available to the member on the valuation date under the provisions of Section (2) and Section (3) of Article IX from the accumulation in the retirement deposit fund which would accrue from city deposits and required deposits at the rates provided in Section (3) and Section (4) of Article VIII upon compensation continued at the rate last received by the member to the valuation date for service as a senior teacher in the public schools; and upon application by, or in behalf of, the member, the accumulation to the credit of the member in the retirement deposit fund shall be applied at the rates then in force to the payment of the annuity, and any remaining part of the annuity shall be paid from the contingent fund.

(d) Payments of such annuity shall commence only after application therefor has been made, in writing, by the member or Guardian accompanied by due proof of the existence of total disability of the member and the Board has determined that such total disability exists. The certificate of the Board of Education or of the Superintendent of Schools of the city that such member has incurred a total disability as provided in Subsection (b) hereof, which shall be accompanied by the written report of two qualified physicians appointed by the Board of Education who have examined such member and upon which reports such certificate shall state it is based shall be sufficient proof of the existence of such total disability. When no such certificate is furnished, the Board shall appoint one or more qualified physicians to examine the applicant and to report to the Board, after which the Board shall make its determination as to the existence of such total disability. The Board may require proof of the continuance of total disability not more than once in each six months.

(e) Payments of the total disability annuity to a member shall cease when it is determined by the Board that total disability of the member no longer exists and after notice to the member. Upon such termination of payments of such annuity, the accumulation of member's and city deposits theretofore applied to the payment of said annuity under the provisions of Subsection (c) hereof shall be restored to the account of the member in the retirement deposit fund only to the extent of such payments from the retirement deposit fund. If, at any time, the compensation for

personal services, if any, earned by any member receiving total disability annuity payments, together with such payments, shall exceed, in any one calendar month the monthly compensation last received by the member as an employee of the Board of Education of the city, the total disability annuity payment for such month shall be reduced by the amount of such excess and may be deducted from any benefit thereafter payable to the member. Provided, that if any payment is made from the contingent fund under this section to any person entitled to compensation from the city on account of such disability under the Workmen's Compensation Act, this amount shall have deducted from it an amount equal to the sum received under the Workmen's Compensation Act.'"

And we do further certify that said Resolution and the amendment therein contained was approved by the City Council of the City of Minneapolis at its meeting on June 9th, 1950.

Loren L. Cahlander
(Loren L. Cahlander) President

(Corporate Seal) Lottie K. Warmbold
(Lottie K. Warmbold) Secretary

STATE OF MINNESOTA)
) SS
COUNTY OF HENNEPIN)

On this 21st day of July, 1950, before me, a Notary Public within and for said County and State, personally appeared Loren L. Cahlander and Lottie K. Warmbold, to me personally known, who, being by me each duly sworn, did say that they are respectively the President and Secretary of Minneapolis Teachers' Retirement Fund Association, the corporation named in the foregoing certificate, and that the seal affixed to said certificate is the corporate seal of said corporation and that said certificate was signed and sealed on behalf of said corporation by

authority of its Board of Directors, and said Loren L. Cahlander and Lottie K. Warmbold acknowledged that they executed said certificate as their free act and deed as such President and Secretary and as the free act and deed of said corporation.

Notary Public, Hennepin County, Minn.
My commission expires:

Covell, Root & Bachelder,
Attorneys,
931 First National Soo Line Building,
Minneapolis, Minnesota.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUL 25 1950
Secretary of State

BOOK 200 PAGE 82

CERTIFIED COPY OF RESOLUTIONS
AMENDING ARTICLES OF
INCORPORATION OF MINNEAPOLIS
TEACHERS' RETIREMENT FUND
ASSOCIATION.

1.50

We, the undersigned, Loren L. Schlender and Lottie K. Warmbold, as President and Secretary, respectively, of Minneapolis Teachers' Retirement Fund Association, a corporation organized under the laws of Minnesota, do hereby certify that at a special meeting of the members of said corporation regularly and duly called and held in accordance with its By-laws at Jefferson Junior High School, Minneapolis, Minnesota, on Thursday, November 29th, 1951 at 4:00 o'clock P. M., at which time a quorum was present and voted, a resolution was duly and regularly adopted by said Association by a majority vote of the members, of which resolution the following is a true copy, to-wit:

"RESOLVED, That Subsection (10) of Article IX of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association, as amended, be, and the same hereby is amended to read as follows:

(10) (a) Every person who is entitled to annuity payments shall be entitled to receive an additional annuity from the Association which shall be known as the "Subsection (10) annuity." The Subsection (10) annuity shall be in addition to all annuity payments to which any such person is entitled under the Articles of Incorporation other than this Subsection (10), provided, however, that the additional annuity provided for in this Subsection (10) shall not be included in the computation of the Subsection (9) annuity as provided in Subsection (9) of this article.

(b) The Subsection (10) annuity shall be an amount equal to 25 per cent of each of the annuity payments to which such person is otherwise entitled or $300.00 per annum, whichever is lesser, and provided, further, that in computing the amount of any Subsection (10) annuity, that part of the annuity payments which arises from, or was purchased with, any additions to required deposits voluntarily made by a member as provided in Article VIII, Subsection (3) of the Articles of Incorporation, shall be excluded from such computation.

(c) The Subsection (10) annuity shall be paid in such manner and at such times as the Board of Trustees shall direct and shall be paid from the Contingent Fund."

R-3 151

And we do further certify that the said resolution and the amendment therein contained was approved by the City Council of the City of Minneapolis at its meeting on February 8, 1952.

Loren L. Cahlander
(Loren L. Cahlander) President.

Lottie K. Warmbold
(Lottie K. Warmbold) Secretary.

STATE OF MINNESOTA)
) SS
COUNTY OF HENNEPIN)

On this 11 day of March, 1952 before me, a Notary Public within and for said County and State, personally appeared Loren L. Cahlander and Lottie K. Warmbold, to me personally known, who, being by me each duly sworn, did say that they are respectively the President and Secretary of Minneapolis Teachers' Retirement Fund Association, the corporation named in the foregoing certificate, and that the seal affixed to said certificate is the corporate seal of said corporation and that said certificate was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said Loren L. Cahlander and Lottie K. Warmbold acknowledged that they executed said certificate as their free act and deed as such President and Secretary and as the free act and deed of said corporation.

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within instrument was filed for record in my office on the [illegible] day of [illegible] A.D. 19[illegible] at 8 o'clock [illegible] M. and was duly recorded in Book [illegible] of Incorporations on page [illegible]

-2-

BOOK 260 PAGE 84

CERTIFIED COPY OF RESOLUTIONS
AMENDING ARTICLES OF
INCORPORATION OF MINNEAPOLIS
TEACHERS' RETIREMENT FUND
ASSOCIATION.

N-69, 305

We, the undersigned, Loren L. Schlender and Lottie E. Warmbold, as President and Secretary, respectively, of Minneapolis Teachers' Retirement Fund Association, a corporation organized under the laws of Minnesota, do hereby certify that at a special meeting of the members of said corporation regularly, legally and duly called and held at Jefferson Junior High School, Minneapolis, Minnesota, on Tuesday, February 10th, 1953, at 4:00 o'clock P. M., at which a quorum was present and voted, three resolutions were duly and regularly adopted by said Association by a majority vote of the members, of which the following are true and correct copies, to-wit;

"RESOLVED, that Subsection (1) of Article V of the Articles of Incorporation of the Minneapolis Teachers' Retirement Fund Association, as amended, be, and the same hereby is, amended to read as follows:

"(1) The administration of the business affairs of the Association shall be vested in a Board of nine (9) trustees consisting of the mayor of the City of Minneapolis, the President of the Board of Education, the President of the City Council, the Chairman of the Ways and Means Committee of the City Council, and five (5) members of the Association to be elected at the annual meeting of the Association as provided in the by-laws or by mailed ballot as provided in the by-laws.

"The officers of the Association shall be a President, Vice President, Secretary and Treasurer, the first three (3) of whom shall be elected by the Board of Trustees from among its own members. The Board of Trustees shall elect as Treasurer any resident of the City of Minneapolis who will give a bond as may be required by the Board at the expense of the Association.

"The annual meeting of this Association shall occur on the last Tuesday in April of each year at four o'clock p.m., commencing with the year 1937. Other regular and special meetings may be provided for in the by-laws of the Association.

"At the first annual meeting of the Association three (3) trustees shall be elected for a term of one year and two (2) trustees shall be elected for a term of two years. Thereafter trustees shall be

N-12, 306

elected for terms of two years each. The terms of the trustees shall commence at such times as may be fixed by the by-laws.

"When vacancies occur in the Board of Trustees by the death, resignation or removal or otherwise of one or more of the five elective trustees, a successor or successors shall be elected for the unexpired term by the remaining trustees, although less than a quorum."

BE IT FURTHER RESOLVED that Subsection (3) of Article V of said Articles of Incorporation be, and the same hereby is, amended to read as follows:

"(3) The Board shall receive, hold, invest and disburse moneys belonging to the Association and make such rules for the transaction of its business and for the control of the several funds hereby created and for the determination and the payment of the benefits hereby provided as it shall deem necessary or convenient for putting into effect and carrying on the retirement system of the Association."

BE IT FURTHER RESOLVED that Subsection (9) of Article V of said Articles of Incorporation be, and the same hereby is, amended to read as follows:

"(9) The Board shall determine, adopt and certify the rates at which annuities and other benefits shall be granted and the basis upon which the liabilities of the several funds shall be computed. The rates shall be accurate to provide for all benefits as near as may be at actual cost. No revision of rates shallaffect adversely the rights of any beneficiary under an application made prior to such revision."

BE IT FURTHER RESOLVED that Subsection (10) of Article V of said Articles of Incorporation be, and the same hereby is, amended to read as follows:

"(10) The Board shall determine the benefit to be paid to a member or beneficiary. The treasurer shall pay the benefit by check to the order of the member or beneficiary."

BE IT FURTHER RESOLVED that Subsection (2) of Article VI of said Articles of Incorporation be, and the same hereby is, amended to read as follows:

"(2) The funds shall be invested only in investments which a trustee is authorized to acquire under the laws of the state of Minnesota."

N-12, 307

"RESOLVED, that Subsection (10) of Article VII of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association, as amended, be, and the same hereby is, amended to read as follows:

"(10) 'Required Deposit' means five per cent of the compensation received by a senior teacher deposited in the retirement deposit fund. After July 1, 1953, the required deposit shall be six per cent of the compensation received by a member deposited in the retirement deposit fund."

BE IT FURTHER RESOLVED that Subsection (3) of Article VIII of said Articles of Incorporation be, and the same hereby is amended to read as follows:

"(3) Each senior teacher shall deposit in the retirement deposit fund an amount equal to five per cent of all compensation received for service as a senior teacher in the public schools after January 1, 1924, and until July 1, 1953, as a required deposit. Each member shall deposit in the retirement deposit fund an amount equal to six per cent of all compensation received for service as a teacherin the public schools after July 1, 1953, as a required deposit. The required deposit on account of the compensation received by a teacher on any payroll shall be due and payable to the Association when the compensation is payable to the member. Any member or any person on behalf of any member, may at any time as he shall elect make additions to any such required deposits."

BE IT FURTHER RESOLVED that Subsection (4) of Article VIII of said Articles of Incorporation be, and the same hereby is amended to read as follows:

"(4) (a) The City will deposit in each fiscal year until and including the fiscal year 1953 in the retirement deposit fund on behalf of every member as a city deposit an amount equal to the following percentage of the compensation for service as a senior teacher during the fiscal year on which required deposits were made by the member, namely: to one and one-half per cent add one-fourth of one per cent for each year of teaching experience credited to the member at the beginning of the fiscal year, and deduct one-twentieth of one per cent for each one hundred dollars of such compensation received during the year in excess of two thousand dollars, provided that the total shall not exceed nine per cent of such compensation received during the fiscal year, and provided, that any such compensation received during any fiscal year in excess of three thousand dollars shall be disregarded in computing and applying the above percentage, and provided further that when the city deposits with interest accumulations in favor of a member shallhave reached the sum of six thousand, six hundred and sixty-six dollars ($6,666.00) the city's deposits shall cease.

"(b) In the fiscal year 1954 and each fiscal year thereafter the city will deposit in the retirement deposit fund on behalf of every member as a city deposit an amount equal to four per cent of the compensation for service as a teacher during the fiscal year on which required deposits were made by the member."

N-12,308

BE IT FURTHER RESOLVED that Subsection (8) of Article VIII of said Articles of Incorporation be, and the same hereby is, amended to read as follows:

"(8) The tax revenues of the Association shall be applied first to meet the obligations payable therefrom and chargeable to the Contingent Fund. The balance shall be applied to meet the obligations of the Association payable therefrom and chargeable to the Retirement Deposit Fund. If the remaining tax revenues after providing for all payments to be met therefrom through the Contingent Fund be less than the total required city deposits for the year, the city deposits credited to each individual teacher for the year shall be reduced pro rata."

BE IT FURTHER RESOLVED that Subsection (7) of Article VIII of said Articles of Incorporation be, and the same hereby is, amended to read as follows:

"(9) All persons granted annuities as of dates prior to July 1, 1953, are guaranteed full annuities as provided under the articles, by-laws and rules as the same were in effect prior to that date."

BE IT FURTHER RESOLVED that Subsection (1) of Article IX of said Articles of Incorporation be, and the same hereby is, amended to read as follows:

"(1) Upon filing application therefor with the Board by a member who has ceased to be employed in teaching in the public schools of Minneapolis, the accumulations from the member's deposits may be withdrawn:

"(a) In a single payment, or
"(b) In such installments as the Board shall approve.

"Provided, that if the member is not entitled to receive an annuity from city deposits the total accumulated amount of the member's deposits and accumulations thereto shall be returned to the member. Provided also, that if a teacher shall resume teaching in the public schools of Minneapolis the amount so withdrawn shall be redeposited with interest by the teacher in the Retirement Deposit Fund."

BE IT FURTHER RESOLVED that Subsection (9) of Article IX of said Articles of Incorporation be, and the same hereby is, amended to read as follows:

"(9) (a) Every person who is entitled to annuity payments shall be entitled to receive an additional annuity from the Association which shall be known as the 'Subsection (9) annuity.' The Subsection (9) annuity shall be in addition to all annuity payments to which any such person is entitled under Articles of Incorporation other than this Subsection (9), and other than Subsection (11) of this Article IX.

"(b) The Subsection (9) annuity shall be an amount equal to seventy-five per cent of each of the annuity payments to which such person is entitled under the provisions of these Articles except Subsections (9) and (11) of this Article IX, provided, however, that no such person shall be entitled to a Subsection (9) annuity aggregating more than $75.00 in any one month and provided further, that in computing the amount of any Subsection (9) annuity, that part of the annuity payments which arises from, or was purchased with, any additions to required deposits voluntarily made by a member as provided in Article VIII, Subsection (3) of the Articles of Incorporation,

shall be excluded from such computation.

"(c) The Subsection (9) annuity shall be paid in such manner and at such times as the Board of Trustees shall direct and shall be paid from the Contingent Fund."

BE IT FURTHER RESOLVED that Subsection (10) of Article II of said Articles of Incorporation be, and the same hereby is, repealed and stricken out from said Article II.

BE IT FURTHER RESOLVED that Article IX of said Articles of Incorporation be, and the same hereby is, amended by adding thereto a Subsection (11) reading as follows:

"(11) (a) The benefit provided in this subsection (11) shall be known as the formula annuity. The formula annuity shall be available only to members who resign from or cease to be employed in teaching in the public schools of the city after June 1, 1953, and at the time of such resignation or cessation of such employment either are 60 years of age, or have performed 30 years of teaching service in the public schools, and have been members during all years of teaching service in the city except the probationary period of employment or became members before attaining the age of 26 years, and have not withdrawn any part of required deposits or accumulations thereto.

"(b) Each member who qualifies under the provisions of the foregoing paragraph (a) may elect to relinquish all other benefits from required and city deposits and accumulations thereto and to receive in lieu thereof a formula annuity. The formula annuity shall be an annuity of the value, at the rate published and certified by the Board, of a life annuity equal to one and two-thirds per cent (1 2/3%) of the arithmetic average annual compensation received by the member during any five consecutive years of such teaching service in the public schools of the city at the option of the member, multiplied by the years of such teaching service in the city.

"(c) The formula annuity may upon the application of the member be payable in the manner provided in one of paragraphs (a), (b) or (c) of Subsection (2) of this Article but shall be of the same valuation as the annuity specified in the foregoing paragraph (b) under the rate at which annuities shall be granted as are then in effect under Article V, Subsection (9).

"(d) Upon the granting of a formula annuity the required deposits and city deposits and accumulations thereto of the member shall be transferred from the Retirement Deposit Fund to the Annuity Reserve Fund and shall be applied as a net single premium at the rate published and certified by the Board to the purchase of an annuity payable in the manner selected by the member under Subsection (c) hereof. The monthly payments of the annuity so purchased shall be applied in partial payment of the monthly payments of the formula annuity and the balance of each monthly payment of the formula annuity not so paid shall be paid from the Contingent Fund.

"(e) The provisions of Subsection (9) of this Article shall not apply to the formula annuity. Additions to member's deposits voluntarily made by the member under Article VIII, Subsection (3) shall remain in the Retirement Deposit Fund until otherwise applied on the application of the member."

N-12, 310

BE IT FURTHER RESOLVED that all of the provisions of this Resolution shall be effective simultaneously and only upon the approval of the whole of said Resolution by the City Council of Minneapolis.

"RESOLVED that Subsection (14) of Article V of the Articles of Incorporation of the Minneapolis Teachers' Retirement Fund Association, as amended, be, and the same hereby is, amended to read as follows:

"(14) The Suspense Account shall be set up as of December 31, 1928, and the balance in the Contingent Fund at that date shall be transferred thereto. The Suspense Account shall be credited withthe net amount of city deposits cancelled as provided in Article IX, Section (3), and shall be charged with interest as of the end of each fiscal year upon the balances due on said account during the fiscal year at the current rate used in crediting interest on city deposits. Commencing in the year 1953, and each year thereafter, the Board shall include in the amount to be credited to the Contingent Fund and certified by the Board to be raised by taxation as provided in the foregoing Subsection (12) of this Article, a sum equal to one-fifth of the amount of the debit balance in the Suspense Account as of December 31, 1952, as a requirement of and to be credited to the Contingent Fund each year until the Suspense Account is closed; and in the year when said one-fifth is received by the Association the amount so received shall be transferred from the Contingent Fund and credited to the Suspense Account. The balance in the Suspense Account shall be an obligation of the city until such account is closed. Said account shall be closed whenever credits shall equal debits charged thereto. Thereafter cancelled city deposits as provided in Article IX, Section (3), shall be so applied as to reduce the amount necessary to be raised by taxation as provided in Section 6 of Chapter 343, Laws of Minnesota, 1909, as amended."

And we do further certify that the said resolutions and the amendments therein contained were approved by the City Council of the City of Minneapolis at its meeting on April 10th, 1953.

(Lorin L. Carlander) President

(Lottie K. Warmbold) Secretary

(Corporate Seal)

STATE OF MINNESOTA)
)ss
COUNTY OF HENNEPIN)

On this 20th day of April, 1953, before me, a Notary Public within and for said County and State, personally appeared LORIN L. CARLANDER and LOTTIE K. WARMBOLD, to me personally known, who, being by me

N-12,311

duly sworn, did say that they are respectively the President and Secretary of Minneapolis Teacher's Retirement Fund Association, the corporation named in the foregoing certificate, and that the seal affixed to said certificate is the corporate seal of said corporation and that said certificate was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said LOREN L. CAHLANDER and LOTTIE K. WARMBOLD Acknowledged that they executed said certificate as their free act and deed as such President and Secretary and as the free act and deed of said corporation.

Karen Covell

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the [illegible] instrument was filed for record in [illegible] on the 11 day of May A.D. 1953 at 9 o'clock [illegible] and was duly recorded in Book N-12 of Incorporations, on page 305
Mrs. Mike H. [illegible]
Secretary of State

[illegible] FILED
[illegible] EXED
[illegible] FILED
DEX CHECKED

H-14,111

CERTIFIED COPY OF RESOLUTION
AMENDING ARTICLES OF
INCORPORATION OF MINNEAPOLIS
TEACHERS' RETIREMENT FUND
ASSOCIATION.

We, the undersigned, Loren L. Cahlander and Lottie K. Warnbold, as President and Secretary, respectively, of Minneapolis Teachers' Retirement Fund Association, a corporation organized under the laws of Minnesota, do hereby certify that at a special meeting of the members of said corporation regularly and duly called and held in accordance with its By-laws at Jefferson Junior High School, Minneapolis, Minnesota, on March 8, 1955 at 4:00 o'clock P. M. at which time a quorum was present and voted, a resolution was duly and regularly adopted by said Association by a majority vote of the members, of which resolution the following is a true copy, to-wit:

"RESOLVED, That Article IX of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association as amended, be, and the same hereby is amended by adding thereto the following subsection (12) reading as follows, to-wit:

(12) (a) As provided and authorized in Chapter 10, Laws of Minnesota of 1955, the words "teacher" and "teachers" as used in these Articles shall include employees and former employees of this Association who are not now receiving retirement or pension benefits from the City of Minneapolis; and they shall be eligible to membership in this Association. In the determination of the obligations, rights, and benefits of the employees and former employees who become members, they shall be construed to have been members in teaching service in the public schools, rendering service as a teacher in the City during the entire period of their employment by the Association.

(b) Employees of the Association who hereafter become such shall apply for membership when employed. Present employees and former employees shall make application for membership within two years after the effective date of this subsection (12); provided, however, that no employee or former employee who has a credit or credits to his account as a municipal employee of the City of Minneapolis under Chapter 422 of Minnesota Statutes 1953, shall be required to become a member of this Association unless he has given written notice to this Association and to the retirement board of the City of Minneapolis with which he has such credit within two years after becoming eligible to membership in this Association of his desire to avail himself of the provisions of Sections 135.19 to

H-14,112

135.27 and become a member of this Association; and upon so electing, and when the city treasurer and retirement board of the City of Minneapolis with which such employee or former employee so has a credit, shall transfer and pay over to such Association all of the moneys remaining to the credit of such employee or former employee, he shall thereupon become a member of this Association, and such moneys shall be held by and applied toward his benefit in accordance with the articles of incorporation and by-laws of this Association. The retirement fund so paying over and transferring said moneys shall thereupon be relieved of all further liability and responsibility to such employee or former employee, of any nature whatsoever arising out of his former contributions to, credits, or participation in, the municipal pension and retirement plan adopted pursuant to Chapter 422, Minnesota Statutes of 1953.

(c) The Association shall deduct from the compensation payable to such members the required deposit of 6% and deposit the same to the credit of the member in the Retirement Deposit Fund pursuant to Article VIII, subsection (3)."

And we do further certify that the said resolution and the amendment therein contained was approved by the City Council of the City of Minneapolis at its meeting on March 25, 1955.

Loren L. Cahlander

(Loren L. Cahlander) President.

(Corporate seal)

(Lottie K. Warmbold) Secretary.

STATE OF MINNESOTA)
COUNTY OF HENNEPIN) ss

On this 26th day of April, 1955, before me, a Notary Public within and for said County and State, personally appeared Loren L. Cahlander and Lottie K. Warmbold, to me personally known, who, being by me each duly sworn, did say that they are respectively the President and Secretary of Minneapolis Teachers' Retirement Fund Association, the corporation named in the foregoing certificate, and that the seal affixed to said certificate is the corporate seal of said corporation and that said certificate was signed and sealed on

H-14, 413

behalf of said corporation by authority of its Board of Directors, and said Loren L. Cahlander and Lottie E. Warmbold acknowledged that they executed said certificate as their free act and deed as such President and Secretary and as the free act and deed of said corporation.

[illegible]

STATE OF [illegible]
DEPARTMENT OF [illegible]

I hereby [illegible] instrument was filed for [illegible] in office on the 5 day of May A.D. 19 55, at 8 [illegible] and was duly recorded in Book H-14 of [illegible] on page 411.

[illegible]
Secretary of State

[illegible]

-3-

BOOK 260 PAGE 94

CERTIFIED COPY OF RESOLUTIONS
AMENDING ARTICLES OF
INCORPORATION OF MINNEAPOLIS
TEACHERS' RETIREMENT FUND
ASSOCIATION.

F-16, 175

We, the undersigned, Loren L. Cahlander and Lottie K. Warmbold, as President and Secretary, respectively, of Minneapolis Teachers' Retirement Fund Association, a corporation organized under the laws of Minnesota, do hereby certify that at a special meeting of the members of said corporation regularly and duly called and held in accordance with its By-laws at Jefferson Junior High School, Minneapolis, Minnesota, on January 24, 1957 at 4:00 o'clock P.M. at which time a quorum was present and voted, a resolution was duly and regularly adopted by said Association by a majority vote of the members, of which resolution the following is a true copy, to-wit:

"RESOLVED, That Subsection (4) of Article IX of the Articles of Incorporation of the Minneapolis Teachers Retirement Fund Association be, and hereby is, amended by adding thereto the following:

Provided, however, that in the case of a member who has completed twenty (20) years of teaching service in the City, and who dies while in such service, or while on leave of absence therefrom under the rules of the Board of Education of the city, and who leaves surviving a spouse, dependent child, or dependent parent, the death benefit if the member so elects shall be, and shall be computed, determined and paid as follows and not otherwise, to-wit: If the formula annuity would have been available to the member if resigned from teaching in the public schools of the city at date of death, a computation shall be made of the then present value of such formula annuity of the member as provided in Article II, Subsection (11) (b); and if the formula annuity would not have been so available, the computation shall be made of the then present value of the annuity available to the member if ceased to be employed in teaching at date of death under the provisions of Article II, Subsections (2) and (3).

In such case the death benefit shall be the annuity purchased by the amount of such computation if applied as a net single premium at the rates published and certified by the Board and shall be payable as designated by the member only to the surviving spouse, dependent child or dependent parent of the member in the form provided in this Subsection (4). If no such designation has been made by the member, the annuity shall be payable to the surviving spouse, or, if no spouse survives to the dependent child or children in equal shares, or, if no dependent child survives, to the dependent parent, and such beneficiary shall in writing elect the form of the annuity so payable within sixty (60) days of the death of the member, and if no such election be made said annuity shall be payable monthly during the life of the beneficiary. The accumulations of the member in the Retirement Deposit Fund shall be transferred to the Annuity Reserve Fund to be applied to the payment of such annuity, and the balance of such annuity payments shall be paid from the Contingent Fund. The provisions of Article II, Subsection (9) shall not apply to any such annuity based on a computation of the formula annuity."

F-16, 1776

And we do further certify that the said resolution and the amendment therein contained was approved by the City Council of the City of Minneapolis at its meeting on May 10, 1957.

We, the undersigned, Loren L. Cahlander and Lottie K. Warmbold, as President and Secretary, respectively, of Minneapolis Teachers' Retirement Fund Association, a corporation organized under the laws of Minnesota, do hereby further certify that at a special meeting of the members of said corporation regularly and duly called and held in accordance with its By-Laws at Jefferson Junior High School, Minneapolis, Minnesota, on May 23, 1957 at 4:00 o'clock P.M. at which time a quorum was present and voted, a resolution was duly and regularly adopted by said Association by a majority vote of the members, of which resolution the following is a true copy, to-wit:

"RESOLVED, That Subsection (9) of Article IX of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association be, and hereby is amended to read as follows:

(9) (a) Every person who is entitled to annuity payments shall be entitled to receive an additional annuity from the Association which shall be known as the 'Subsection (9) annuity.' The Subsection (9) annuity shall be in addition to all annuity payments to which any such person is entitled under Articles of Incorporation other than this Subsection (9), and other than Subsection (11) of this Article IX. The Subsection (9) annuity shall be an amount equal to seventy-five per cent of each of the annuity payments to which such person is entitled under the provisions of these Articles except Subsections (9) and (11) of this Article IX, provided, however, that no such person shall be entitled to a Subsection (9) annuity aggregating more than $75.00 in any one month and provided further, that in computing the amount of any Subsection (9) annuity, that part of the annuity payments which arises from, or was purchased with, any additions to required deposits voluntarily made by a member as provided in Article VIII, Subsection (3) of the Articles of Incorporation, shall be excluded from such computation.

(b) The Subsection (9) annuity of a member who completed twenty (20) years of teaching service in the city shall include the sum of $7.50 per month in addition to the benefit provided in the foregoing Subsection (9) (a) provided, however, that this Subsection (b) shall not apply to annuities paid under and pursuant to the provisions of Article IX, Subsections (2) and (11).

(c) The Subsection (9) annuity shall be paid in such manner and at such times as the Board of Trustees shall direct and shall be paid from the Contingent Fund."

F-16, [illegible]

And we do further certify that the said resolution and the amendment therein contained was approved by the City Council of the City of Minneapolis at its meeting on May 31, 1957.

Loren L. Cahlander
(Loren L. Cahlander) President.

(Corporate seal)

Lottie K. Warmbold
(Lottie K. Warmbold) Secretary.

STATE OF MINNESOTA }
} ss
COUNTY OF HENNEPIN }

On this 6th day of June, 1957, before me, a Notary Public within and for said County and State, personally appeared Loren L. Cahlander and Lottie K. Warmbold, to me personally known, who, being by me each duly sworn, did say that they are respectively the President and Secretary of Minneapolis Teachers' Retirement Fund Association, the corporation named in the foregoing certificate, and that the seal affixed to said certificate is the corporate seal of said corporation and that said certificate was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said Loren L. Cahlander and Lottie K. Warmbold acknowledged that they executed said certificate as their free act and deed as such President and Secretary and as the free act and deed of said corporation.

Karen Correa

[illegible] COUNTY
Notary Public, Hennepin County Minn.
My Comm. Exp. Expires Oct. 5, 1962

STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that the within instrument was filed for record in this office on the 12 day of June A. D. 1957 at 1:30 o'clock P. M., and was duly recorded in Book F-16 of Incorporations, on page 475

Joseph L. Bernardi
Secretary of State

CERTIFIED COPY OF RESOLUTION AMENDING ARTICLES OF INCORPORATION OF MINNEAPOLIS TEACHERS' RETIREMENT FUND ASSOCIATION.

W-4, 183

We, the undersigned, Loren L. Cahlander and Lottie K. Warmbold, as President and Secretary, respectively, of Minneapolis Teachers' Retirement Fund Association, a corporation organized under the laws of Minnesota, do hereby certify that at a special meeting of the members of said corporation regularly and duly called and held in accordance with its By-laws at Jefferson Junior High School, Minneapolis, Minnesota, on April 29, 1958 and May 20, 1958 at 4:00 o'clock P. M., at which time a quorum was present and voted, a resolution was duly and regularly adopted by said Association by a majority vote of the members, of which resolution the following is a true copy, to-wit:

"RESOLVED, that Subsection (4) of Article IX of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association, as amended, be and hereby is amended to read as follows:

(4) Any member of Class B, Class C and Class D may, by written notice to the Board in such form as it shall approve, elect a death benefit and designate any person or persons as a beneficiary to whom any death benefit payable at the death of the member shall be paid. The member may, from time to time, by a like written notice, change the election and the beneficiary. The death benefit shall be only one of the A death benefit, the B death benefit or the C death benefit hereinafter provided, and shall be elected by the member in his notice. If there be no individual eligible to take the benefit so elected, or if no such election is made, the death benefit shall be the C death benefit, and if there be no individual eligible to take the C death benefit, then the death benefit shall be the benefit of greatest value as computed by the Board, at time of death, for which there is an individual eligible to receive the same.

A. The A death benefit.

The A death benefit shall be the full amount of the accumulation to the credit of the member in the retirement deposit fund, except that the portion of the A death benefit arising from the accumulation of city deposits shall be payable only to a beneficiary who shall be the surviving spouse or surviving child of the member or any person actually dependent on and receiving principal support from the member, or surviving parent, or surviving brother or sister, or surviving children of the deceased brother or sister of the member, or to a person or persons who substantially meet two of the following qualifications:

(i) Who is domiciled together with the member under a joint arrangement of sharing living expenses such as rent, food, maintenance of the domicile, taxes and upkeep.

(ii) Who has, with the member, joint financial and survivorship arrangements such as bank accounts, stocks, bonds, life insurance, real estate and personal property.

(iii) Who, with the member, has mutually agreed to aid each other in time of sickness, distress and old age.

At the time of the designation by a member of any beneficiary, such member shall file with the Board an agreement signed by the member and the beneficiary which substantially complies with two of the conditions set out in (i), (ii) and (iii) hereof. If the beneficiary designated by the member is not a person named in the first sentence of

this subsection A, such A death benefit from the accumulation of city deposits shall be paid in the following order: to the surviving spouse, the whole thereof; if there be no surviving spouse, to the surviving children, share and share alike; if there be no surviving spouse or child or children, to the dependent or dependents, as those terms are herein defined, of the member, share and share alike; if there be no surviving spouse, child or children, or dependents, to the surviving parent and if there be no surviving parent, then to the surviving brothers and sisters of the member, in equal shares, and if there be no surviving brothers and sisters, then to the surviving children of the deceased brothers and sisters of the member, in equal shares, and if there be no person named in this sentence who survives the member, then the accumulation of city deposits shall be cancelled and credited, as provided in Subsection (14) of Article V. The A death benefit payment shall be made, as the member shall have directed, either

(a) as an annuity payable monthly during the life of a beneficiary; or

(b) as an annuity payable monthly to a beneficiary during life, and in the event of death of the said beneficiary before one hundred eighty monthly payments have been made, the monthly payments to be continued until one hundred eighty monthly payments have been made; or

(c) to a beneficiary or to the estate of the member in an agreed number of installments or in a single sum.

If no beneficiary shall have been named by the member for the A death benefit, it shall be paid to the estate of the member.

B. The B death benefit.

The B death benefit shall be available only in the case of a member who has completed twenty (20) years of teaching service in the City, and who dies while in such service, or while on leave of absence therefrom under the rules of the Board of Education of the city, and who leaves surviving a dependent spouse, dependent child, or dependent parent, or dependent brother or dependent sister. In such case the B death benefit shall be, and shall be computed, determined and paid as follows and not otherwise, to-wit: If the formula annuity would have been available to the member if resigned from teaching in the public schools of the city at date of death, a computation shall be made of the then present value of such formula annuity of the member as provided in Article IX, Subsection (11) (b); and if the formula annuity would not have been so available, the computation shall be made of the then present value of the annuity available to the member if ceased to be employed in teaching at date of death under the provisions of Article IX, Subsections (2) and (3).

In such case the death benefit shall be the annuity purchased by the amount of such computation if applied as a net single premium at the rates published and certified by the Board and shall be payable as designated by the member only to the dependent spouse, dependent child or dependent parent or dependent brother or dependent sister of the member in the form provided in this Subsection (4) A (a) and (b). If no such designation has been made by the member, the annuity shall be payable to the dependent spouse, or, if no dependent spouse survives to the dependent child or children in equal shares, or, if no dependent child survives, to the dependent parent or parents, or, if no dependent parent survives, to the dependent brothers and sisters in equal shares, and such beneficiary shall in writing elect the form of the annuity so payable within sixty (60) days of the death of the member, and if no such election be made said annuity shall be payable monthly during the life of the beneficiary. The accumulations of the member in the Retirement Deposit Fund shall be transferred to the Annuity Reserve Fund to be applied to the payment of such annuity, and the

balance of such annuity payments shall be paid from the Contingent Fund. The provisions of Article IX, Subsection (9) shall not apply to any such annuity based on a computation of the formula annuity.

C. The C death benefit.

The C death benefit shall be available only in the case of a member who dies while in the teaching service of the City, or while on leave of absence therefrom under the rules of the Board of Education of the City, and who leaves surviving a beneficiary for whom benefits are hereinafter set forth.

The C death benefit shall be:

1. Widow. The widow of a deceased member, if such widow has not remarried, and if she was living with and was a dependent of the deceased member at the time of his death, shall be entitled to a widow's benefit for each month during which she is maintaining a child who is entitled to benefits under the succeeding paragraph 2, beginning with the first calendar month succeeding the death of her husband and ending with the month preceding the first month in which she remarries or dies. Such widow's benefit shall be the sum of $81.40 per month.

2. Children. The natural or adopted children of a deceased member shall be entitled to benefits in the amounts as follows:

a. one child, $81.40 per month;
b. two children, $135.70 per month;
c. three children, $189.90 per month;
d. four or more children, $200.00 per month.

Such benefits shall be payable to the surviving parent of the child or children, or to the guardian if there be one appointed by law. The benefits shall begin with the first calendar month succeeding the death of the member parent and shall end, with respect to each child, with the month preceding the first month in which any of the following occurs: such child dies, marries, is adopted (except for adoption by a stepparent, grandparent, aunt or uncle subsequent to the death of the member) or attains the age of eighteen years. The total benefits payable to two or more children shall be considered as equally divided between them.

3. Widower. A widower of a deceased member, if such widower has not remarried, has attained age 65, was living with such deceased member at the time of her death, and was receiving at least one-half of his support from the deceased member at the time of her death, shall be entitled to a widower's benefit for each month beginning with the first calendar month succeeding the death of such member and ending with the month preceding the month in which he remarries or dies. Such benefit shall be the sum of $81.40 per month.

4. The total benefits payable by reason of the death of any one member shall not in any event exceed the sum of $200.00 per month, under the provisions of the C death benefit.

5. For each month in which a widow or widower becomes entitled to benefits from the Minneapolis Teachers Retirement Fund Association by reason of his or her own membership therein, he or she shall be entitled to receive for each such month, only the larger of (a) the widow's or widower's benefit, or (b) his or her own benefit (unless the benefit to which he or she becomes entitled be a disability benefit, in which event he or she shall be entitled to receive both the widow's or widower's benefit and the disability benefit arising out of his or her own membership).

-4-

W-17, 186

6. For each month in which any individual entitled to receive benefits under the C death benefit, becomes entitled to receive more than one monthly benefit from the Minneapolis Teachers Retirement Fund Association, such individual shall nevertheless be entitled to receive for each such month only the largest of the monthly benefits to which he, but for the provisions of this paragraph, would otherwise be entitled for such month or months (except as otherwise provided in subparagraph 5 hereof).

7. If any widow or widower entitled to a C death benefit has earnings in excess of $1200.00 for a 12 month period, such widow's or widower's benefit during the succeeding 12 month period shall be reduced by the amount of such excess which shall be prorated over the months of the succeeding 12 month period and deducted from the benefits for each of such months.

D. For the purpose of death benefits, an individual is a dependent of the member if he or she received more than half of his or her support from the member for the year preceding the death or disability of last illness of the member; except that a spouse is a dependent if his or her income for such year was less than one-half of the combined income from all sources of husband and wife. If the death benefit payable is other than a single sum, the amount of the accumulations of the member in the Retirement Deposit Fund shall be transferred to the Annuity Reserve Fund to be applied to the payment of the benefit, and the balance of the benefit shall be paid from the Contingent Fund."

And we do further certify that the said resolution and the amendment therein contained was approved by the City Council of the City of Minneapolis at its meeting on November 14, 1958.

Lor. L. Cahlander
(Loren L. Cahlander) President.

[illegible]
(Lottie K. Warmbold) Secretary.

STATE OF MINNESOTA }
COUNTY OF HENNEPIN } ss

On this 26th day of January, 1959, before me, a Notary Public within and for said County and State, personally appeared Loren L. Cahlander and Lottie K. Warmbold, to me personally known, who, being by me each duly sworn, did say that they are respectively the President and Secretary of Minneapolis Teachers' Retirement Fund Association, the corporation named in the foregoing certificate, and that the seal affixed to said certificate is the corporate seal of said corporation, and that said certificate was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said Loren L. Cahlander and Lottie K. Warmbold acknowledged that they executed said certificate as their free act and deed as such President and Secretary and as the free act and deed of said corporation.

Karl H. Covell

KARL H. COVELL
Notary Public Hennepin County Minn.
My Commission Expires Oct. 5, 1962.

BOOK 200 PAGE 101

W-17, 187

CERTIFIED COPY OF
RESOLUTION AMENDING ARTICLES
OF INCORPORATION OF MINNEAPOLIS
TEACHERS' RETIREMENT FUND
ASSOCIATION

STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that the within instrument was filed for record in this office on the 28 day of JAN. A.D. 1959 at 12:15 o'clock P.M., and was duly recorded in Book W-17 of Incorporations, on page 187

Joseph L. Donovan
Secretary of State

Karl H. Covell
931 1st Nat'l-Son Line Bldg.
Minneapolis 2, Minnesota

BOOK 200 PAGE 102

0-18, 296

CERTIFIED COPY OF RESOLUTIONS AMENDING
ARTICLES OF INCORPORATION OF
MINNEAPOLIS TEACHERS' RETIREMENT FUND ASSOCIATION

We, the undersigned, Loren L. Cahlander and Lettie K. Warmbold, as President and Secretary, respectively, of Minneapolis Teachers' Retirement Fund Association, a corporation organized under the Laws of Minnesota, do hereby certify that at a special meeting of the members of said corporation regularly and duly called and held in accordance with its By-Laws at Jefferson Junior High School, Minneapolis, Minnesota, on March 5, 1959, at 4:00 o'clock p.m., at which time a quorum was present and voted, two resolutions were each, respectively, duly and regularly adopted by said Association by a majority vote of the members, of each of which resolutions the following is a true copy, to-wit:

Resolution #1

"RESOLVED, that Subsection (2) of Article IX of the Articles of Incorporation of Minneapolis Teachers Retirement Fund Association, as amended, be and hereby is amended to read as follows:

(2) When a member has ceased to be employed in teaching the accumulation from the member's deposits may be applied by the member as a net single premium at the rate published and certified by the Board to the purchase of an annuity, the first annuity payment to be made in such month and year as the member shall direct, which annuity may be:

(a) An annuity payable monthly to the member during life and ceasing at the death of the member.

(b) An annuity payable monthly to the member during life, and (1) in the event of the death of the member before thirty-six monthly payments have been made the monthly payments to be continued to the estate of the member or to such beneficiary as shall have been last designated by the member until thirty-six monthly payments have been made; or (2) in the event of the death of the member before one hundred eighty monthly payments have been made the monthly payments to be continued to the estate of the member or to such beneficiary as shall have been last designated by the member until one hundred eighty monthly payments have been made; or

(c) An annuity payable monthly to the member during life, and after the death of the member,

(1) monthly payments of one-half the monthly amounts paid to the member, or,

(2) monthly payments of three-fourths (3/4ths) the monthly amounts paid to the member, or,

(3) monthly payments of the full monthly amounts paid to the member

to be continued during life to the beneficiary designated by the member in the original application for the benefit."

Resolution #2

"RESOLVED, that Subsection (9) of Article IX of the Articles of Incorporation of Minneapolis Teachers Retirement Fund Association, as amended, be and hereby is amended to read as follows:

0-48, 2917

(9) (a) Every person who is entitled to annuity payments shall be entitled to receive an additional annuity from the Association which shall be known as the "Subsection (9) annuity." The Subsection (9) annuity shall be in addition to all annuity payments to which any such person is entitled under Articles of Incorporation other than this Subsection (9), and other than Subsection (11) of this Article IX. The Subsection (9) annuity shall be an amount equal to seventy-five per cent of each of the annuity payments to which such person is entitled under the provisions of these Articles except Subsections (9) and (11) of this Article IX, provided, however, that no such person shall be entitled to a Subsection (9) annuity aggregating more than $75.00 in any one month and provided further, that in computing the amount of any Subsection (9) annuity, that part of the annuity payments which arises from, or was purchased with, any additions to required deposits voluntarily made by a member as provided in Article VIII, Subsection (3) of the Articles of Incorporation, shall be excluded from such computation.

(b) The Subsection (9) annuity of a member who completed twenty (20) years of teaching service in the city shall include the sum of $7.50 per month in addition to the benefit provided in the foregoing Subsection (9) (a) provided, however, that this Subsection (b) shall not apply to annuities paid under and pursuant to the provisions of Article IX. Subsections (2) and (11).

(c) Commencing on July 1, 1959 the Subsection (9) annuity of a member who is not entitled to the formula annuity and who, prior to July 1, 1953 (1) resigned from and ceased to be employed in teaching in the public schools of the city, and (2) either completed thirty years of teaching service in the city or had attained the age of 60 years shall include in addition to the benefits provided in the foregoing Subsection (9) (a) and (b) a sum equal to twenty-five per cent (25%) of the amount of the monthly payments of the annuity of such member which become payable by the Association in each month after June, 1959 in which the person entitled to such monthly payments of annuity has attained the age of seventy-two (72) years; provided, however, that no such person shall be entitled to an additional annuity payment under this Subsection (9) (c) in excess of Twenty-five Dollars ($25.00) per month.

(d) The Subsection (9) annuity shall be paid in such manner and at such times as the Board of Trustees shall direct and shall be paid from the Contingent Fund."

And we do further certify that the said resolutions and the amendments therein contained were approved by the City Council of the City of Minneapolis at its meeting on June 26, 1959.

Loren L. Cahlander
(Loren L. Cahlander) President

(corporate seal)

Lottie K. Warmbold
(Lottie K. Warmbold) Secretary

BOOK 200 PAGE 104

0-15 293

STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

On this 23rd day of July, 1959, before me, a Notary Public within and for said County and State, personally appeared Loren L. Cahlander and Lottie K. Warmbold, to me personally known, who, being by me each duly sworn, did say that they are respectively the President and Secretary of Minneapolis Teachers' Retirement Fund Association, the corporation named in the foregoing certificate, and that the seal affixed to said certificate is the corporate seal of said corporation, and that said certificate was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said Loren L. Cahlander and Lottie K. Warmbold acknowledged that they executed said certificate as their free act and deed as such President and Secretary and as the free act and deed of said corporation.

Karl H. Coyle
KARL H. COYLE
Notary Public, Hennepin County, Minn.
My Commission Expires Oct. 5, 1962

Notary Public, Hennepin County, Minnesota
My Commission Expires:

STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that the within instrument was filed for record in this office on the 21st day of August A.D. 1959, at 11:45 o'clock A.M. and was duly recorded in Book 0-15 of Incorporations, on page 296

Joseph L. Donovan
Secretary of State

APPROVED
INDEXED
IND. FILED
DEL. CHECKED

W-14, 419

CERTIFIED COPY OF RESOLUTIONS AMENDING
ARTICLES OF INCORPORATION OF
MINNEAPOLIS TEACHERS' RETIREMENT FUND ASSOCIATION

We, the undersigned, Loren L. Cahlander and Lottie K. Warmbold, as President and Secretary, respectively, of Minneapolis Teachers' Retirement Fund Association, a corporation organized under the Laws of Minnesota, do hereby certify that at the annual meeting of the members of said corporation regularly and duly called and held in accordance with its By-Laws at Minneapolis, Minnesota, on April 26, 1960 at 4:00 o'clock P. M., at which time a quorum was present and voted, two resolutions were each, respectively, duly and regularly adopted by said Association by a majority vote of the members, of each of which resolutions the following is a true copy, to-wit:

Resolution #1

"RESOLVED, that Subsections (3) and (4) of Article VIII of the Articles of Incorporation of Minneapolis Teachers Retirement Fund Association, as amended, be and they hereby are respectively amended to read as follows:

'(3) Each senior teacher shall deposit in the retirement deposit fund an amount equal to five per cent of all compensation received for service as a senior teacher in the public schools after January 1, 1924, and until July 1, 1953, as a required deposit. Each member shall deposit in the retirement deposit fund an amount equal to six per cent of all compensation received for service as a teacher in the public schools after July 1, 1953, as a required deposit. The required deposit on account of the compensation received by a teacher on any payroll shall be due and payable to the Association when the compensation is payable to the member. Any member or any person on behalf of any member, may at any time as he shall elect make additions to any such required deposits. Provided, however, that a member who is entitled to and receiving an annuity from the Association shall not make any required deposits from compensation for service as a temporary substitute teacher in the schools of the city.'

'(4) (a) The City will deposit in each fiscal year until and including the fiscal year 1953, in the retirement deposit fund on behalf of every member as a city deposit an amount equal to the following percentage of the compensation for service as a senior teacher during the fiscal year on which required deposits were made by the member, namely: to one and one-half per cent add one-fourth of one per cent for each year of teaching experience credited to the member at the beginning of the fiscal year, and deduct one-twentieth of one per cent for each one hundred dollars of such compensation received during the year in excess of two thousand dollars, provided that the total shall not exceed nine per cent of such compensation received during the fiscal year, and provided, that any such compensation received during any fiscal year in excess of three thousand dollars shall be disregarded in computing and applying the above percentage, and provided further that when the city deposits with interest accumulations in favor of a member shall have reached the sum of six thousand, six hundred and sixty-six dollars ($6,666.00) the city's deposits shall cease.

(b) In the fiscal year 1954 and each fiscal year thereafter the city will deposit in the retirement deposit fund on behalf of every member as a city deposit an amount equal to four per cent of the compensation for service as a teacher during the fiscal year on which required deposits were made by the member.

(c) Provided, however, that the city will make no city deposits on account of the compensation for services as a temporary substitute teacher in the schools of the city on behalf of any such temporary substitute teacher who is entitled to, and who is receiving, an annuity from the Association.' "

Resolution #2

"RESOLVED, that Article IX of the Articles of Incorporation of Minneapolis Teachers Retirement Fund Association, as amended, be and hereby is amended by adding thereto Subsection (13) reading as follows:

'(13) Members who have applied for and are receiving annuity payments shall not accept employment as a substitute in the schools of the city of more than 60 days in any one year. During the period of service as substitute such member shall be a temporary substitute teacher.' "

And we do further certify that the said resolutions and the amendments therein contained were approved by the City Council of the City of Minneapolis at its meeting on April 29, 1960.

And we, the undersigned Loren L. Cahlander and Lottie K. Warmbold, as President and Secretary, respectively, of Minneapolis Teachers' Retirement Fund Association, a corporation organized under the Laws of Minnesota, do hereby certify that at the annual meeting of the members of said corporation regularly and duly called and held in accordance with its By-Laws at Minneapolis, Minnesota, on April 28, 1959 at 4:00 o'clock P. M., at which time a quorum was present and voted, a resolution was duly and regularly adopted by said Association by a majority vote of the members, of which resolution the following is a true copy, to-wit:

"RESOLVED, that Subsection 3 of Article IX of the Articles of Incorporation of the Association, as amended, be and hereby is amended by striking therefrom the following provision:

> 'and provided, that any annuity payment arising from city deposits for any month during which the member shall receive compensation paid by the city for any service, shall be reduced by an amount equal to the compensation so received, and the amount so withheld shall be paid into the Retirement Deposit Fund to be accumulated, and to be applied on the application of the member, as provided in the case of the accumulation from city deposits;'"

And we do further certify that the said resolution and the amendment therein contained were approved by the City Council of the City of Minneapolis at its meeting on March 25, 1960.

Loren L. Cahlander
(Loren L. Cahlander) President

(corporate seal)

Lottie K. Warmbold
(Lottie K. Warmbold) Secretary

STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

On this 8th day of September, 1960, before me, a Notary Public within and for said County and State, personally appeared Loren L. Cahlander and Lottie K. Warmbold, to me personally known, who, being by me each duly sworn, did say that they are respectively the President and Secretary of Minneapolis Teachers' Retirement Fund Association, the corporation named in the foregoing certificate, and that the seal affixed to said certificate is the corporate seal of said corporation, and that said certificate was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said Loren L. Cahlander and Lottie K. Warmbold acknowledged that they executed said certificate as their free act and deed as such President and Secretary and as the free act and deed of said corporation.

Karl W. Covell
KARL W. COVELL
Notary Public, Hennepin County, Minn.
My Commission Expires Oct. 3, 1963.

STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that the within instrument was filed for record in this office on the 15 day of Sept. A.D. 1960, at 9 o'clock A.M., and was duly recorded in Book W-19 of Incorporations, on page 449

Joseph L. Donovan
Secretary of State

[redacted] & FILED
INDEXED
IND. FILED
DEX. CHECKED

W-38, 142

CERTIFIED COPY OF RESOLUTIONS
AMENDING ARTICLES OF INCORPORATION OF
MINNEAPOLIS TEACHERS' RETIREMENT FUND ASSOCIATION

We, the undersigned, Loren L. Cahlander and Lottie K. Warmbold, as President and Secretary, respectively, of Minneapolis Teachers' Retirement Fund Association, a corporation organized under the laws of Minnesota, do hereby certify that at the annual meeting of the members of said corporation regularly and duly called and held in accordance with its By-Laws at Minneapolis, Minnesota, on April 25, 1961 at 4:00 o'clock P. M., at which time a quorum was present and voted, a resolution was duly and regularly adopted by said Association by a majority vote of the members, of which resolution the following is a true copy, to-wit:

"RESOLVED, that Article XII of the Articles of Incorporation of Minneapolis Teachers Retirement Fund Association be and hereby is amended to read as follows:

"ARTICLE XII

The Capital Stock and Limit of Indebtedness

This Association shall have no capital stock. The highest amount of indebtedness to which this association shall at any time be subject is the sum of Eight Hundred Thousand Dollars ($800,000.00)."

And we do further certify that the said resolution and the amendment therein contained was approved by the City Council of the City of Minneapolis at its meeting on April 21, 1961.

Loren L. Cahlander
President

Lottie K. Warmbold
Secretary

(corporate seal)

STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

On this 13th day of May, 1961, before me, a Notary Public within and for said County and State, personally appeared Loren L. Cahlander and Lottie K. Warmbold, to me personally known, who, being by me each duly sworn, did say that they are respectively the President and Secretary of Minneapolis Teachers' Retirement Fund Association,

BOOK 200 PAGE 108

W - [illegible] 143

the corporation named in the foregoing certificate, and that the seal affixed to said certificate is the corporate seal of said corporation, and that said certificate was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said Loren L. Cablander and Lottie E. Warmbold acknowledged that they executed said certificate as their free act and deed as such President and Secretary and as the free act and deed of said corporation.

(Notarial Seal)

[signature]

KEITH H. COVELL
Notary Public Hennepin County, Minn.
My Commission Expires Oct. 5, 1950.

COVELL AND BACHELDER, Attorneys
931 Soo Line Building
Minneapolis, Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the [illegible] instrument was filed for record in [illegible] office on the 16 day of June A.D. 1961 at 10 o'clock a.m. and was recorded in Book W-200 of Incorporations, on page 142.

[signature]
Secretary of State

K-27, 134

CERTIFIED COPY OF RESOLUTIONS AMENDING
ARTICLES OF INCORPORATION OF
MINNEAPOLIS TEACHERS RETIREMENT FUND
ASSOCIATION.

We, the undersigned, Loren L. Cahlander and Lottie K. Warnebold, as President and Secretary, respectively, of Minneapolis Teachers Retirement Fund Association, a corporation organized under the laws of Minnesota, do hereby certify that at the regular meeting of the members of said corporation regularly and duly called and held in accordance with its By-Laws at Jefferson Junior High School, Minneapolis, Minnesota, on April 24, 1962 at 4:00 o'clock P. M., at which time a quorum was present and voted, three resolutions, hereinafter designated as Resolution No. 1, Resolution No. 2 and Resolution No. 3, were each duly and regularly adopted by said Association by a majority vote of the members, and of which three resolutions the following are true and correct copies, to-wit:

'Resolution No. 1

RESOLVED, that Article V of the Articles of Incorporation of Minneapolis Teachers Retirement Fund Association, as amended, be, and the same hereby is amended by omitting Subsection (6) from said Article V, and which said Subsection (6) is hereby repealed. In all other respects said Article V, as amended, shall remain in full force and effect.'

'Resolution No. 2

RESOLVED, that Subsection (12) of Article V of the Articles of Incorporation of Minneapolis Teachers Retirement Fund Association, as amended, be, and hereby is amended to read as follows, to-wit:

(12) The Board shall annually estimate the amount required from tax revenues for the next succeeding year, specifying the amount thereof: (a) to be credited to the Contingent Fund, (b) to be credited to members as City deposits for such year, and (c) certified by the Board to be raised by taxation in the year 1946 and in each year subsequent thereto as provided by Minnesota Statutes 1941, Section 135.24 as amended, which was not included in the tax so levied and collected for such year. The Board shall certify the amount to be raised by taxation as thus determined, as provided in Minnesota Statutes 1941, Section 135.24 as amended. A copy of said estimate shall be submitted to the City Council for its inspection on or before September 15th in each year and before certification to the Board of Education. Said estimate of the amount necessary to be credited to the members as City deposits shall include the additional amount, if any, required to provide the annuity payable from City deposits, provided in Article IX hereof for members retiring during the current fiscal year. Said estimate of the amount necessary to be paid into the Contingent Fund shall show: (1) the amount required for administrative expense, (2) the amount required for annuities to Class A members, (3) the amounts required for each other purpose for which tax revenue is to be credited to the Contingent Fund. The total estimate of amounts necessary to be required from tax revenue shall be increased or decreased by the actuarial deficit or surplus in the annuity reserve fund. Such taxes when collected shall be paid to the Association. Any taxes so collected and paid in excess of the actual requirements for the purposes specified in (a), (b) and (c) above for such year shall be deducted from the amount certified for the ensuing year; and the amount, if any, by which such taxes so collected and paid are less than such requirements for such year shall be added to the amount certified for the ensuing year.'

'Resolution No. 3

RESOLVED, that the first paragraph of Subsection (4) of Article IX of the Articles of Incorporation of Minneapolis Teachers Retirement Fund Association be, and the same hereby is amended to read as follows, to-wit:

(4) Any member of Class B, Class C and Class D may, by written notice to the Board in such form as it shall approve, elect a death benefit and designate any person or persons as a beneficiary to whom any death benefit payable at the death of the member shall be paid. The member may, from time to time, by like written notice, change the election and the beneficiary. The death benefit shall be only one of the A death benefit, the B death benefit or the C death benefit hereinafter provided, and shall be elected by the member in his notice. If there be no individual eligible to take the benefit so elected, or if no such election is made, the death benefit shall be the C death benefit, and if there be no individual eligible to take the C death benefit, then the death benefit shall be the benefit of greatest value as computed by the Board, at time of death, for which there is an individual eligible to receive the same. In addition to the rights to designate a beneficiary and to elect a death benefit as hereinbefore specified, a member shall have the right to designate the member's spouse, or other person, as the beneficiary to whom any such death benefits shall be payable upon death of the member, with full power to such spouse, or other

K. 22,136

person, to make all elections and designations provided herein for such death benefits, and such spouse, or other person so designated, may, upon death of the member, thereupon (a) elect a death benefit hereinafter provided, (b) elect or designate the form of the annuity where hereinafter required or permitted, (c) designate the beneficiaries, if any, who shall be entitled to any benefits accruing after death of such member, and (d) make any other elections or designations which the member might have made during his lifetime with respect to such death benefits.'

And we do further certify that the said three resolutions and the amendments therein contained were each and all approved by the City Council of the City of Minneapolis at its meeting on July 13, 1962.

Loren L. Cahlander
(Loren L. Cahlander) President.

Lottie K. Warmbold
(Lottie K. Warmbold) Secretary.

STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

On this 7th day of September, 1962, before me, a Notary Public within and for said County and State, personally appeared Loren L. Cahlander and Lottie K. Warmbold, to me personally known, who, being by me each duly sworn, did say that they are respectively the President and Secretary of Minneapolis Teachers Retirement Fund Association, the corporation named in the foregoing certificate, and that the seal affixed to said certificate is the corporate seal of said corporation, and that said certificate was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said Loren L. Cahlander and Lottie K. Warmbold acknowledged that they executed said certificate as their free act and deed as such President and Secretary and as the free act and deed of said corporation.

Karl H. Covell

KARL H. COVELL
Notary Public, Hennepin County, Minn.
My Commission Expires Oct. 5, 1963.

BOOK 200 PAGE 112

K-22, 137

CERTIFIED COPY OF
RESOLUTIONS AMENDING ARTICLES
OF INCORPORATION OF MINNEAPOLIS
TEACHERS RETIREMENT FUND
ASSOCIATION.

STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that the within instrument was filed for record in this office on the 11 day of Sept. A.D. 1962 at 12:15 o'clock P.M., and was duly recorded in Book K-22 of Incorporations, on page 134.

Joseph L. Donovan
Secretary of State

Karl H. Covell
931 Soo Line Building
Minneapolis 2, Minnesota.

CERTIFIED COPY OF RESOLUTIONS AMENDING
ARTICLES OF INCORPORATION OF
MINNEAPOLIS TEACHERS' RETIREMENT FUND
ASSOCIATION.

B-26,

We, the undersigned, Loren L. Cahlander and Lottie K. Warmbold, as President and Secretary, respectively, of Minneapolis Teachers' Retirement Fund Association, a corporation organized under the Laws of Minnesota, do hereby certify that at the annual meeting of the members of said corporation, regularly and duly called and held in accordance with its By-Laws at Minneapolis, Minnesota, on April 27, 1965 at 4:00 o'clock P. M., at which time a quorum was present and voted, three resolutions were each, respectively, duly and regularly adopted by said Association by a majority vote of the members, of each of which resolutions the following is a true copy, to-wit:

"RESOLUTION I

BE IT RESOLVED, That Section (4) of Article IX of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association, be and hereby is, amended to read as follows:

'(4) Any member of Class B, Class C and Class D may, by written notice to the Board in such form as it shall approve, elect a death benefit and designate any person or persons as a beneficiary to whom any death benefit payable at the death of the member shall be paid. The member, may, from time to time, by a like written notice, change the election and the beneficiary. The death benefit shall be only one of the A death benefit, the B death benefit or the C death benefit hereinafter provided, and shall be elected by the member in his notice. If there be no individual eligible to take the benefit so elected, or if no such election is made, the death benefit shall be the C death benefit, and if there be no individual eligible to take the C death benefit, then the death benefit shall be the benefit of greatest value as computed by the Board, at time of death, for which there is an individual eligible to receive the same. In addition to the rights to designate a beneficiary or beneficiaries and to elect a death benefit as hereinbefore set forth, a member may authorize and empower such beneficiary or beneficiaries, or any other person, whether or not a beneficiary, to make such election or designation of death benefits, form of the annuity, and any other elections or designations the member could have made during his or her lifetime, and which the member has not so made, including the power to designate the beneficiary or beneficiaries, if any, who shall be entitled to any benefits accruing or remaining after death of any such designated beneficiary. Provided, however, that in any event, unless the member has otherwise directed in a duly executed beneficiary designation, the death benefit shall be the benefit of the greatest value, as computed by the Board, at the time of death, and payable monthly during the life or lives of the beneficiary or beneficiaries, for which there are one or more designated beneficiaries eligible to receive the same, where the person or persons empowered to make such elections or designations, fail to do so by reason of minority or other disability, conflict of interest, or any other reason, (by unanimous decision in the event more than one person has been so empowered), within 60 days after death of the member notwithstanding such benefit of the greatest value, as computed by the Board, may exclude, in whole or in part, the participation of any one or more of the designated beneficiaries, or may result in unequal participation therein by such designated beneficiaries. Such election or designation of a beneficiary empowered to do so may be made by a guardian of the estate of any such beneficiary who is a minor or under disability, if such there be; but in any event, where two or more persons are empowered to make such elections or designations jointly, such elections or designations must be so made by unanimous action of such persons within said period of 60 days after death of the member.'"

B-56, 263

"RESOLUTION II

RESOLVED, That the first paragraph of Section (2) of Article IX of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association be, and hereby is amended to read as follows:

'(2) When a member has ceased to be employed in teaching in the public schools of Minneapolis, the accumulation from the member's deposits may be applied by the member as a net single premium at the rate published and certified by the Board to the purchase of an annuity, the first annuity payment to be made in such month and year as the member shall direct, which annuity may be:'

BE IT FURTHER RESOLVED, That Section (3) of Article IX of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association, be, and it hereby is, amended to read as follows:

'(3) When a member has ceased to be employed in teaching in the public schools of Minneapolis, the accumulation from city deposits may be applied by the member to the purchase of an annuity payable in the manner provided in paragraphs (a), (b), or (c) of Subsection (2) of this Article for the payment of an annuity purchased by the accumulation from the member's deposits; provided that where the aggregate of the City deposit to the credit of such member will not provide an annuity equal to $2.00 per month for each year of teaching service in the City of Minneapolis in the manner provided in paragraph (a) of Subsection (2) of this Article for a member who has attained the age of 55 years and has completed not less than twenty years of teaching service in the City, the City deposit shall be increased in the year of retirement to the amount necessary to provide such annuity.

The first payment of any annuity provided by this subsection shall not in any case be made before the fiftieth birthday anniversary of the member unless an earlier payment shall be authorized by the Board upon application by or on behalf of the member accompanied by satisfactory evidence that the member by reason of a physical or mental disability is incapable of rendering further satisfactory service as a teacher; and provided that if a member ceases to be employed as a teacher in the public schools of Minneapolis before having completed ten years of teaching service in such schools, the City deposit accumulated after the adoption of this amendment, from credits to said member before arriving at age 45 shall be cancelled; and, if a member whose City deposit has been so cancelled shall resume teaching in the public schools of Minneapolis, the amount so cancelled shall be restored with interest to the credit of such member, and all rights arising from service prior to January 1, 1924, shall be restored.'"

"RESOLUTION III

BE IT RESOLVED, That Article IX, Subsection (9) (a) of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association, be, and hereby is, amended to read as follows:

'(9) (a) Every person who is entitled to annuity payments shall be entitled to receive an additional annuity from the Association which shall be known as the "Subsection (9) annuity." The Subsection (9) annuity shall be in addition to all annuity payments to which any such person is entitled under the Articles of Incorporation other than this Subsection (9); other than Subsection (11) of this Article IX; other than any death benefit measured by the formula annuity under Article IX, Subsection (4) B; and other than the benefits provided by Article IX, Subsection (4) C. The Subsection (9) annuity shall be an amount equal to one hundred per cent of each of the annuity payments to which such person is entitled under the provisions of these Articles except Subsections (9) and (11) of this Article IX; except any death benefit measured by the formula annuity under Article IX, Subsection (4) B; and except the benefits provided by Article IX, Subsection (4) C. Provided, however, that no such person shall be entitled to a Subsection (9) annuity aggregating more than $100.00 in any one month and provided further, that in computing the amount of any Subsection (9) annuity, that part of the annuity payments which arises from, or was purchased with, any additions to required deposits voluntarily made by a member as provided in Article VIII, Subsection (3) of the Articles of Incorporation, shall be excluded from such computation.'"

BOOK 200 PAGE 115

B-26, 264

And we do further certify that the said resolutions and the amendments therein contained were approved by the City Council of the City of Minneapolis at its meeting on June 25, 1965.

President

Secretary

STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

On this 2nd day of July, 1965, before me, a Notary Public within and for said County and State, personally appeared Loren L. Cahlander and Lottie K. Warmbold, to me personally known, who, being by me each duly sworn, did say that they are respectively the President and Secretary of Minneapolis Teachers' Retirement Fund Association, the corporation named in the foregoing certificate, and that the seal affixed to said certificate is the corporate seal of said corporation, and that said certificate was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said Loren L. Cahlander and Lottie K. Warmbold acknowledged that they executed said certificate as their free act and deed as such President and Secretary and as the free act and deed of said corporation.

RICHARD H. BACHELDER
Notary Public, Hennepin County, Minn.
My Commission Expires July 25 1966.

STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that the within instrument was filed for record in this office on the 6 day of July A.D. 1965 at 1:30 o'clock P.M., and was duly recorded in Book B-26 of Incorporations, on page 262

Joseph L. Donovan
Secretary of State

X-24,452

CERTIFIED COPY OF RESOLUTIONS AMENDING
ARTICLES OF INCORPORATION OF
MINNEAPOLIS TEACHERS' RETIREMENT FUND
ASSOCIATION.

We, the undersigned, Loren L. Cahlander and Lottie E. Warmbold, as President and Secretary, respectively, of Minneapolis Teachers' Retirement Fund Association, a corporation organized under the laws of Minnesota, do hereby certify that at the annual meeting of the members of said corporation, regularly and duly called and held in accordance with its By-Laws at Minneapolis, Minnesota, on April 25, 1967 at 4:00 o'clock P. M., at which time a quorum was present and voted, four resolutions were each, respectively, duly and regularly adopted by said Association by a majority vote of the members, of each of which resolutions the following is a true copy, to-wit:

RESOLUTION NO. 1

BE IT RESOLVED, That the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association be, and hereby are amended by the addition to Article IX thereof, of a new Subsection, being Subsection (14) which is as follows:

(14) All members who qualify in the manner hereinafter set forth, shall be entitled to increases in their annuities in the amounts and at the times hereinafter set forth, which shall be known as the "Cost of Living Increase Annuities." Except as otherwise provided, the Cost of Living Increase Annuities shall be available to all members who qualify for the respective annuities hereinafter provided, who shall become 72 years of age between December 31st of any year and July 1st of the succeeding year, commencing on the last day of September of such succeeding year, and payable monthly thereafter; and to all persons who become 72 years of age between June 30th of any year and January 1st of the succeeding year, commencing on the 31st day of March of such succeeding year, and payable on the last day of each month thereafter. To all persons who attained the age of 72 years on or before June 30, 1967, the annuity or annuities shall commence on the 30th day of September, 1967, and shall be payable on the last day of each month thereafter. No Cost of Living Increase Annuity shall be granted to any person, or become payable, prior to September 30, 1967. The cost of Living Increase Annuities shall consist of the following:

A. The "A" Basic Annuity Adjustment.

The "A" basic annuity adjustment shall be available to all members who prior to adoption of the within amendment, became entitled to receive any annuity under these Articles other than the formula annuity provided by Article IX, Subsection (11) hereof. It shall consist of an amount equal to 50c per month for each year of teaching service in the City of Minneapolis, payable monthly.

B. The "B" Basic Annuity Adjustment.

The "B" Basic Annuity Adjustment shall be available to all members who became entitled to receive a formula annuity under Article IX, Subsection (11) hereof during the years between the fiscal years 1954 and 1965, both years inclusive, the fiscal year being the year ending on June 30th of each such year. It shall consist of a percentage increase, as hereinafter set forth, of the annuity such member became entitled to receive upon ceasing to be employed in the schools of the City of Minneapolis, as follows:

Fiscal Year Formula Annuity Commenced.	Percentage Increase.
1954	7.5%
1955	7.0%
1956	6.5%
1957	6.0%
1958	5.5%
1959	5.0%
1960	4.5%
1961	4.0%
1962	3.5%
1963	3.0%
1964	2.5%
1965	2.0%

All members who became entitled to receive a formula annuity at any time in the year 1953 shall be included in the fiscal year ending June 30, 1954.

C. The "C" Total Disability Basic Annuity Adjustment.

The "C" Total Disability Basic Annuity Adjustment shall be granted to all members, who, prior to the adoption of the within amendment, became entitled to a total disability annuity, under Article XI, Subsection (5) of the Articles of Incorporation. It

shall commence nine years after the member first became entitled to such disability annuity, or when such member attains the age of 60 years, whichever date first occurs; provided, however, that no member shall be entitled to the "C" Total Disability Basic Annuity Adjustment prior to September 30, 1967. It shall consist of a percentage increase in the benefit to which the member first became entitled, equal to one-third of the percentage increase, if any, in the Consumer Price Index issued by the U. S. Bureau of Labor Statistics, all items U. S. 1957 - 1959 = 100, which increase in the Consumer Price Index occurred since the member first became entitled to such disability benefit, and which is determined as of the date the member becomes entitled to such increase hereunder.

D. Annual Automatic Increase Annuity.

Except as hereinafter provided, every member entitled to receive any annuity or annuities under these Articles, shall be granted an annual increase in such member's annuity or annuities. The amount of such increase in any year shall be equal to one and one-half (1½) percent of the annuity or annuities to which such member was entitled as of the end of the preceding year, which increase shall be granted and become payable beginning after attaining the age of 72 years, in the manner and at the times hereinbefore set forth. With respect to members who have become, or shall become, entitled to the total disability annuity under Article XI, Subsection (5) of the Articles of Incorporation, the annual automatic annuity adjustment of one and one-half (1½) per cent per annum shall commence nine years after such member becomes or has become entitled to such annuity, or upon reaching age 60 years, whichever date first occurs. Provided, however, that in any event, no member who becomes entitled to the "A", "B" or "C" Basic Annuity Adjustment shall commence receiving the annual automatic increase annuity until one year after becoming entitled to such "A", "B" or "C" Basic Annuity Adjustment.

E. Beneficiaries Annuity Increases.

All beneficiaries of a member with the exception of

shall commence nine years after the member first became entitled to such disability annuity, or when such member attains the age of 60 years, whichever date first occurs; provided, however, that no member shall be entitled to the "C" Total Disability Basic Annuity Adjustment prior to September 30, 1967. It shall consist of a percentage increase in the benefit to which the member first became entitled, equal to one-third of the percentage increase, if any, in the Consumer Price Index issued by the U. S. Bureau of Labor Statistics, all items U. S. 1957 - 1959 = 100, which increase in the Consumer Price Index occurred since the member first became entitled to such disability benefit, and which is determined as of the date the member becomes entitled to such increase hereunder.

D. Annual Automatic Increase Annuity.

Except as hereinafter provided, every member entitled to receive any annuity or annuities under these Articles, shall be granted an annual increase in such member's annuity or annuities. The amount of such increase in any year shall be equal to one and one-half (1½) percent of the annuity or annuities to which such member was entitled as of the end of the preceding year, which increase shall be granted and become payable beginning after attaining the age of 72 years, in the manner and at the times hereinbefore set forth. With respect to members who have become, or shall become, entitled to the total disability annuity under Article XI, Subsection (5) of the Articles of Incorporation, the annual automatic annuity adjustment of one and one-half (1½) per cent per annum shall commence nine years after such member becomes or has become entitled to such annuity, or upon reaching age 60 years, whichever date first occurs. Provided, however, that in any event, no member who becomes entitled to the "A", "B" or "C" Basic Annuity Adjustment shall commence receiving the annual automatic increase annuity until one year after becoming entitled to such "A", "B" or "C" Basic Annuity Adjustment.

E. Beneficiaries Annuity Increases.

All beneficiaries of a member ~~with the exception of~~

[illegible] shall be entitled to the same basic annuity adjustments and the same annual automatic increase annuities as such member would have been entitled to receive if living, and according to the age the member would have attained if living; terminating, however, upon termination of the benefits to which such beneficiary or beneficiaries are otherwise entitled under the terms of their respective beneficiary designations and the applicable provisions of the within Articles, and based upon the actual annuities being received by such beneficiary or beneficiaries upon any determinative date.

F. Voluntary Contributions.

In computing any of the foregoing Cost of Living Increase Annuities, that part of any annuity payments which arises from, or was purchased with, any additions to required deposits voluntarily made by or on behalf of a member as provided in Article VIII, Subsection (3) of the Articles of Incorporation, shall be excluded from such computation.

G. Payment From Contingent Fund.

Should the amount of the city deposit and the member's required deposits which are transferred from the Retirement Deposit Fund to the Annuity Reserve Fund upon retirement of a member, plus any other funds lawfully transferred to the Annuity Reserve Fund and made available for payment of the annuity plus cost of living increases, be insufficient to pay the monthly payments of the annuity, plus cost of living increases to which the member has become entitled, the balance of each monthly payment shall be paid from the Contingent Fund.

BE IT FURTHER RESOLVED, That Subsection (10) of Article VII of the Articles of Incorporation be, and hereby is amended to be as follows:

(10) "Required Deposit" means five per cent of the compensation received by a senior teacher deposited in the retirement deposit fund.

After July 1, 1951, the required deposit shall be six per cent of the compensation received by a member deposited in the retirement deposit fund. After July 1, 1967, the required deposit shall be six and one-half per cent (6½) of the compensation received by a member deposited in the retirement deposit fund.

BE IT FURTHER RESOLVED, That Subsection (J) of Article VIII of the Articles of Incorporation be, and hereby is, amended to be as follows:

(J) Each senior teacher shall deposit in the retirement deposit fund an amount equal to five per cent of all compensation received for service as a senior teacher in the public schools after January 1, 1925, and until July 1, 1951, as a required deposit. Each member shall deposit in the retirement deposit fund an amount equal to six per cent of all compensation received for service as a teacher in the public schools after July 1, 1951, as a required deposit. Each member shall deposit in the retirement deposit fund an amount equal to six and one-half per cent (6½) of all compensation received for service as a teacher in the public schools after July 1, 1967, as a required deposit. The required deposit on account of the compensation received by a teacher on any payroll shall be due and payable to the Association when the compensation is payable to the member. Any member or any person on behalf of any member, may at any time as he shall elect make additions to any such required deposits. Provided, however, that a member who is entitled to and receiving an annuity from the Association shall not make any required deposits from compensation for service as a temporary substitute teacher in the schools of the city.

BE IT FURTHER RESOLVED, That Subsection (K) of Article VIII of the Articles of Incorporation be, and hereby is, amended by the addition thereto of a new sub-paragraph immediately following sub-paragraph (c) thereof, to be designated as sub-paragraph "(d)", which is as follows:

X-28,457

(d) In the fiscal year 1968 and each fiscal year thereafter the city will deposit in the retirement deposit fund on behalf of every member as a city deposit, an amount equal to six and one-half per cent (6½) of the compensation for service as a teacher during the fiscal year in which required deposits were made by the member.

BE IT FURTHER RESOLVED, That paragraph (c) of Subsection (12) of Article IX of the Articles of Incorporation, be, and hereby is amended to be as follows:

(c) The Association shall deduct from the compensation payable to such members the required deposit of 6%, which required deposit from and after July 1, 1967, shall be 6½%, and deposit the same to the credit of the member in the Retirement Deposit Fund pursuant to Article VIII, Subsection (3).

RESOLUTION NO. 1

BE IT RESOLVED, That Subsection (14) of Article V of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association be, and hereby is, in all respects repealed and rescinded, and the said Articles of Incorporation be, and they hereby are, amended by the repeal and rescision of said Subsection (14) of Article V accordingly.

BE IT FURTHER RESOLVED, That Article IX, Subsection (4) A (1), (the A death benefit) of the Articles of Incorporation be, and hereby is, amended by striking and deleting therefrom the words and figures "and credited, as provided in Subsection (14) of Article V" where the said words and figures appear therein.

RESOLUTION NO. 3

BE IT RESOLVED, that subsection (l) of Article IX, be, and hereby is amended by the addition thereto immediately following the present Subsection (l) of Article IX of the following paragraph:

Provided further, that as to teachers now or hereafter employed or re-employed in the public schools of Minneapolis, any amounts of such teachers' required deposit so withdrawn by or returned to the teacher, may, at the option of such member be re-deposited in such manner, and at such rate of interest as the Board shall determine by appropriate rule. All such payments so redeposited or heretofore redeposited, shall be applied first to the repayment of such member's deposit for the last year of teaching service before such resumption of teaching service, and thereafter to each preceding year in the inverse order in which such deposits were originally made. Every member now or hereafter employed or re-employed in the public schools of Minneapolis shall be entitled to full credit for all periods of teaching service or experience for which the member has credit for required deposits, by repayment thereof or otherwise, for the purpose of computing the formula annuity provided in Subsection (ll) of Article IX of the Articles of Incorporation, and for the purpose of qualifying therefor for all such periods, notwithstanding the provision therein contained that the formula annuity shall be available, among other requirements, only to members who have been members during all years of teaching service, and have not withdrawn any part of required deposits or accumulations thereto. With respect to all periods of teaching service or experience rendered in the public schools of Minneapolis after July 1, 1967, no teacher shall be entitled to credit for teaching service or experience for any purpose for any such periods during which the teacher was not a member of the Association.

RESOLUTION NO. 4

BE IT RESOLVED, That subsection (3) of Article IX of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association, be, and hereby is, amended to be as follows:

(3) When a member has ceased to be employed in teaching in the public schools of Minneapolis, the accumulation from city deposits may be applied by the member to the purchase of an annuity payable in the manner provided in paragraphs (a), (b), or (c) of subsection (2) of this Article for the payment of an annuity purchased by the accumulation from the member's deposits; provided that when the aggregate of the City deposit to the credit of such member will not provide an annuity equal to $2.00 per month for each year of teaching service in the City of Minneapolis in the manner provided in paragraph (a) of Subsection (2) of this Article for a member who has attained the age of 55 years and has completed not less than twenty years of teaching service in the City, the City deposit shall be increased in the year of retirement to the amount necessary to provide such annuity.

The first payment of any annuity provided by this subsection shall not in any case be made before the fiftieth birthday anniversary of the member unless an earlier payment shall be authorized by the Board upon application by or on behalf of the member accompanied by satisfactory evidence that the member by reason of a physical or mental disability is incapable of rendering further satisfactory service as a teacher; and provided that if a member ceases to be employed as a teacher in the public schools of Minneapolis before having completed ten years of teaching service in such schools, the City deposit accumulated after the adoption of this amendment, from credits to said member before arriving at age 55 shall be cancelled. Provided, further, that if a member who is employed or re-employed after July 1, 1967, hereafter ceases to be employed as a teacher in the public schools of Minneapolis before having completed seven years of teaching service in such schools, the City deposits accumulated after July 1, 1967, from credits to said member, shall be cancelled regardless of the then attained age of the member. If a member whose City deposit has been

so cancelled in accordance with any of the foregoing provisions shall resume teaching in the public schools of Minneapolis, the amount so cancelled shall be restored with interest to the credit of such member, and all rights arising from service prior to January 1, 1924, shall be restored.

And we do further certify that the said resolutions and the amendments therein contained were approved by the City Council of the City of Minneapolis at its meeting on June 30, 1967.

President

Secretary

STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

On this 27 day of July, 1967, before me, a Notary Public within and for said County and State, personally appeared Loren L. Cahlander and Lottie K. Warmbold, to me personally known, who, being by me each duly sworn, did say that they are respectively the President and Secretary of Minneapolis Teachers' Retirement Fund Association, the corporation named in the foregoing certificate, and that the seal affixed to said certificate is the corporate seal of said corporation, and that said certificate was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said Loren L. Cahlander and Lottie K. Warmbold acknowledged that they executed said certificate as their free act and deed as such President and Secretary and as the free act and deed of said corporation.

RICHARD H. BACHELDER
Notary Public, Hennepin County, Minn.
My Commission Expires July 23, 1973

STATE OF MINNESOTA - DEPARTMENT OF STATE

I hereby certify that the within instrument was filed for record in this office on the 7 day of Aug A.D. 19 67 at 2 o'clock P.M. and was duly recorded in Book X-21 of Incorporations, on page 452

Secretary of State

7-20, 1

CERTIFIED COPY OF RESOLUTION AMENDING
ARTICLES OF INCORPORATION OF
MINNEAPOLIS TEACHERS' RETIREMENT FUND
ASSOCIATION.

We, the undersigned, Loren L. Cahlander and Lottie K. Warmbold, as President and Secretary, respectively, of Minneapolis Teachers' Retirement Fund Association, a corporation organized under the laws of Minnesota, do hereby certify that at the annual meeting of the members of said corporation, regularly and duly called and held in accordance with its By-Laws at Minneapolis, Minnesota, on April 30, 1968 at 4:00 o'clock P. M., at which time a quorum was present and voted, the following resolution was duly and regularly adopted by said Association by a majority vote of the members:

"BE IT RESOLVED, that Article XIV of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association be, and it hereby is amended to be as follows:

> These Articles may be amended at any time upon an affirmative vote of members not less in number than a majority of the number of members in the employ of the Board of Education of the special independent school district of Minneapolis (also known as Special School District No. 1), subject, however, to the approval of such amendments by the City Council of the City of Minneapolis; provided, that all such amendments shall be submitted to the Board of Education of the special independent school district of Minneapolis, either before or after adoption thereof by the members, after which the Board of Education shall have forty-five days within which to act upon such proposed amendments. If approved by the Board of Education, and adopted by the members in the manner above set forth, the proposed amendments shall then be submitted to the City Council of the City of Minneapolis for its approval. Provided further, that should the Board of Education neither approve or disapprove the proposed amendments within the time aforesaid, by written notice to the Secretary of the Association, the proposed amendments shall be deemed approved by the Board of Education in all respects as though a written approval thereof had been given to the Secretary of the Association."

And we do further certify that the said resolution and the amendment therein contained was approved by the City Council of the City of Minneapolis at its meeting on September 27, 1968.

Loren L. Cahlander
President

Lottie K. Warmbold
Secretary

BOOK 200 PAGE 128

2

STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

On this [illegible] day of [illegible], 1968, before me, a Notary Public within and for said County and State, personally appeared Loren L. Cahlander and Lottie K. Warmbold, to me personally known, who, being by me each duly sworn, did say that they are respectively the President and Secretary of Minneapolis Teachers' Retirement Fund Association, the corporation named in the foregoing certificate, and that the seal affixed to said certificate is the corporate seal of said corporation, and that said certificate was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said Loren L. Cahlander and Lottie K. Warmbold acknowledged that they executed said certificate as their free act and deed as such President and Secretary and as the free act and deed of said corporation.

Richard H. Bachelder

RICHARD H. BACHELDER
Notary Public, Hennepin County, Minn.
My Commission Expires July 25, 1973

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within instrument was filed for record in this office on the 22 day of Oct A. D. 1968 at 9 o'clock A. M., and was duly recorded in Book [illegible] of Incorporations, on page 1

Joseph L. Donovan
Secretary of State

BOOK 200 PAGE 129

396

CERTIFIED COPY OF RESOLUTION

RENEWING PERIOD OF CORPORATE EXISTENCE

OF

MINNEAPOLIS TEACHERS' RETIREMENT FUND ASSOCIATION

We, the undersigned, Loren L. Cahlander and Lottie K. Warmbold, President and Secretary, respectively, of Minneapolis Teachers' Retirement Fund Association, a corporation organized under the laws of Minnesota, do hereby certify that at a regular annual meeting of the members of said corporation called and held in accordance with its Articles of Incorporation and By-laws at Jefferson Junior High School, Minneapolis, Minnesota, on Tuesday, April 29, 1969, at 4:00 o'clock P. M., at which a quorum was present and voted, a resolution was duly and regularly adopted by more than a three-fourths vote of the members of said corporation represented at said meeting, of which resolution the following is a true copy, to-wit:

> "Resolved that the period of corporate existence of the Minneapolis Teachers' Retirement Fund Association be, and it hereby is renewed for a further term of thirty years."

And we do further certify that the vote in favor of the adoption of said resolution at said meeting was unanimous.

President

Secretary

STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

On this 7th day of May, 1969, before me, a notary public, within and for said county and state, personally appeared Loren L. Cahlander and Lottie K. Warmbold, to me personally

BOOK 200 PAGE 130

G - 5.2, 397

known, who, being by me each duly sworn, did say that they are respectively the President and Secretary of Minneapolis Teachers' Retirement Fund Association, the corporation named in the foregoing certificate, and that the seal affixed to said certificate is the corporate seal of said corporation, and that said certificate was signed and sealed on behalf of said corporation by authority of its Board of Trustees, and said Loren L. Cahlander and Lottie K. Warmbold acknowledged that they executed said certificate as their free act and deed as such President and Secretary, and as the free act and deed of said corporation.

[illegible]

STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that the within instrument was [illegible] in this office on the 16 day of June A.D. 1969 at 9 [illegible] A.M., and was duly recorded in Book [illegible] of Incorporations, on page [illegible]

[illegible]
Secretary of State

-2-

BOOK 260 PAGE 131
Q-32,157

CERTIFIED COPY OF RESOLUTIONS AMENDING
ARTICLES OF INCORPORATION OF
MINNEAPOLIS TEACHERS' RETIREMENT FUND
ASSOCIATION.

We, the undersigned, Loren L. Cahlander and Lottie K. Warmbold, as President and Secretary, respectively, of Minneapolis Teachers' Retirement Fund Association, a corporation organized under the Laws of Minnesota, do hereby certify that at the annual meeting of the members of said corporation, regularly and duly called and held in accordance with its By-Laws at Minneapolis, Minnesota, on April 23, 1969, at 4:00 o'clock P. M., at which time a quorum was present and voted, two resolutions were each, respectively, duly and regularly adopted by said Association by a majority vote of the members, of each of which resolutions the following is a true copy, to-wit:

Resolution No. 1.

BE IT RESOLVED, that Subsection (1) of ARTICLE V of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association be, and it hereby is amended to be as follows:

ARTICLE V.

Administration of Affairs, Duties of Board.

(1) The administration of the business affairs of the Association shall be vested in a Board of nine trustees consisting of the Mayor of the City of Minneapolis, one member appointed by the President of the City Council of the City of Minneapolis, and which member so appointed shall at all times be a member of such City Council, one of whom shall be appointed by the President of the Board of Education of the special independent school district of Minneapolis, (also known as Special School District No. 1), and which member so appointed shall at all times be a member of such Board of Education, and six members of the Minneapolis Teachers' Retirement Fund Association to be elected at the annual meeting of the Association as provided in the By-Laws or by mailed ballot as provided in the By-Laws. The members so appointed by the President of the City Council and by the President of the Board of Education shall hold office for such time as shall be determined by the President of the City Council and the President of the Board of Education respectively, and until their successors are selected and qualified; provided that the members so appointed by the President of the City Council and by the President of the Board of Education shall at all times be persons who are members of the City Council and the Board of Education respectively, elected as such by popular vote, and shall not be "ex officio" members thereof.

The officers of the Association shall be a President, Vice-President, Secretary and Treasurer, the first three (3) of whom shall be elected by the Board of Trustees from among its own members. The Board of Trustees shall elect as Treasurer any person in the discretion of the Board, who shall give a bond as may be required by the Board at the expense of the Association.

The annual meeting of this Association shall occur on the last Tuesday in April of each year at four o'clock P. M., commencing with the year 1937. Other regular and special meetings may be provided for in the By-Laws of the Association.

In the year 1969, the then Board of Trustees may by majority vote elect a member who shall serve until the next annual meeting of the Association in the year 1970. At the annual meeting of the Association to be held in the year 1970, two members shall be elected for a term of two years ending in 1972, and one member shall be elected for a term of one year ending in 1971. At the annual meeting of the Association to be held in the year 1971, two members shall be elected for a term of two years ending in 1973, and two members shall be elected for a term of three years ending in 1974. Thereafter two members shall be elected at each annual meeting for terms of three years each. The terms of the Trustees shall commence at such times as may be fixed by the By-Laws.

When vacancies occur in the Board of Trustees by the death, resignation or removal or otherwise of one or more of the six elective trustees, a successor or successors shall be elected for the unexpired term by the remaining Trustees, although less than a quorum.

RESOLUTION NO. 2

BE IT RESOLVED, that the C death benefit, being Paragraph C of Sub-paragraph (4) of ARTICLE IX of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association, be, and hereby is, amended to be in its entirety, as follows:

C. The C death benefit.

The C death benefit shall be available only in the case of a member who dies while in the teaching service of the City, or while on leave of absence therefrom under the rules of the Board of Education of the City, and who leaves surviving a beneficiary or beneficiaries for whom benefits are hereinafter set forth.

The C death benefit shall be:

1. Widow. The widow of a deceased member, if such widow has not remarried, and if she was living with and was a dependent of the deceased member at the time of his death, shall be entitled to a widow's benefit for each month during which she is maintaining a child who is entitled to benefits under the succeeding Paragraph 2 (a), beginning with the first calendar month succeeding the death of her husband, and ending with the month preceding the month in which she remarries or dies, or no longer is maintaining a child as defined in the succeeding Paragraph 2 (a) who is entitled to benefits. Such widow's benefit shall be the sum of $163.50 per month, subject to the adjustments and limitations hereinafter set forth in Paragraph 4.

2. Children.

(a) Each natural or adopted child of a deceased member who is under 18 years of age, and who was a dependent of the member at the time of death, shall be entitled to benefits in the sum of $163.50 per month, subject to the adjustments and limitations hereinafter set forth in Paragraph 4.

(b) Each natural or adopted child of a deceased member who is under 22 years of age, but over 18 years of

age, and who was a dependent of the member at the time of death, shall be entitled to benefits in the sum of $163.50 per month for each month during which he is a full time student as hereinafter defined, subject to the adjustments and limitations hereinafter set forth in Paragraph 4.

Such benefits shall be payable to the surviving parent of the child or children, or to the guardian if there be one appointed by law, except that benefits for a full time student may be paid directly to such student. The benefits shall begin with the first calendar month succeeding the death of the member parent and shall end, with respect to each child, with the month preceding the first month in which any of the following occurs; such child dies, marries, is adopted (except for adoption by a step-parent, grandparent, aunt or uncle subsequent to the death of the member), attains the age of eighteen years, or with respect to a full time student, attains the age of twenty-two years or ceases to be a full time student as determined by the Board of Trustees. The total benefits payable to two or more children shall be considered as equally divided between them.

3. Full Time Student. A full time student is one who is in full time attendance, as determined in each case by the Board of Trustees, as a student at a public school, college or university or an accredited private school, college or university. There shall not be included any person who is paid by his employer while attending school at the request (or pursuant to the requirement) of his employer. Payment of benefits for any period of four calendar months or less, in which such person does not attend school, may be made if he shows to the satisfaction of the Board of Trustees that he intends to continue in full time school attendance immediately after the end of such period, or if he does in fact resume full time attendance after the end of such period. In determining in each case whether or not such a child is in full time attendance at a public or accredited school, the Board may consider and apply the laws,

regulations and definitions applicable by the Social Security Administration in determining whether a child is entitled to benefits as a full time student for the purpose of the Federal Social Security Act.

4. It being the intention by the within C death benefit to provide substantially the same death benefits for widows and children as are provided under the Federal Social Security Act, the maximum benefits payable by reason of the death of any one member shall not exceed the maximum family payment in effect from time to time under the Social Security Act as the same may be amended from time to time ($434.40 per month in the year 1968 and succeeding years), and assuming such benefits are based upon the maximum average earnings permitted thereunder. To that end the Board of Trustees may from time to time increase the widows' benefits and children's benefits to an amount not to exceed the maximum widows' and children's benefits and the maximum family benefit provided from time to time under the Federal Social Security Act. Until such time as the Board of Trustees shall have so increased such benefits, the maximum total benefits shall not exceed the above sum of $434.40 per month under the provisions of the C death benefit. Should the number of beneficiaries be such that they be entitled to the maximum family benefits, it shall be evenly divided between all beneficiaries, except as hereinafter set forth.

5. For each month in which a widow becomes entitled to benefits from the Minneapolis Teachers' Retirement Fund Association by reason of her own membership therein, she shall be entitled to receive for each such month, only the larger of (a) the widow's benefit, or (b) her own benefit (unless the benefit to which she becomes entitled be a disability benefit, in which event she shall be entitled to receive both the widow's benefit and the disability benefit arising out of her own membership.)

6. For each month in which any individual entitled to receive benefits under the C death benefit, becomes entitled to receive more than one monthly benefit from the Minneapolis Teachers' Retirement Fund Association, such individual shall nevertheless be entitled to receive for each

such month only the largest of the monthly benefits to which he, but for the provisions of this paragraph, would otherwise be entitled for such month or months (except as otherwise provided in Sub-paragraph 5 hereof.)

7. If any widow entitled to a C death benefit has earnings in excess of $1680.00 for a 12 month period, such widow's benefit during the succeeding 12 month period shall be reduced by the amount of such excess which shall be prorated over the months of the succeeding 12 month period and deducted from the benefits for each of such months. The Board of Trustees may from time to time increase the above maximum amount of permitted earnings in conformity with the Federal Social Security Act as the same may be amended from time to time, but not to exceed the maximum amount under such Social Security Act, which is permitted without any reduction of benefits thereunder, and the Board of Trustees may request such reports of earnings by a widow from time to time as it shall see fit.

8. No person receiving a C death benefit prior to the adoption of the within amendment, shall have his benefit decreased or eliminated by reason of the within amendment; and except as hereinafter set forth, all persons receiving, or entitled to receive a C death benefit, shall, after the adoption of the within amendment, be entitled to the increased benefits herein provided. All increases in any C death benefits made by the Board of Trustees as herein provided, after the adoption of the within amendment, shall apply to all beneficiaries then receiving benefits, or who thereafter become entitled to receive a C death benefit, except as hereinafter set forth. None of the provisions of Sub-paragraph (14) of the within ARTICLE IX, concerning Basic Annuity Adjustments or Annual Automatic Annuity Increases shall apply to the C death benefits, notwithstanding Section E thereof. Notwithstanding any of the provisions of the within amendment, no widower receiving benefits under the provisions of the former C death benefit hereby repealed, shall receive any increase in his benefits by reason of the within amendments.

And we do further certify that the said resolutions and the amendments therein contained were approved by the Board of Education of Special School District No. 1, at a regular meeting thereof held on June 10, 1969, and were approved by the City Council of the City of Minneapolis at its meeting on July 23, 1969.

President

Secretary

STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

On this 1st day of Aug, 1969, before me, a Notary Public within and for said County and State, personally appeared Loren L. Cahlander and Lottie K. Warmbold, to me personally known, who, being by me each duly sworn, did say that they are respectively the President and Secretary of Minneapolis Teachers' Retirement Fund Association, the corporation named in the foregoing certificate, and that the seal affixed to said certificate is the corporate seal of said corporation, and that said certificate was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said Loren L. Cahlander and Lottie K. Warmbold acknowledged that they executed said certificate as their free act and deed as such President and Secretary, and as the free act and deed of said corporation.

H. GRAASDELEN
Notary Public, Hennepin County, Minn.
My Commission Expires Oct. 22, 1974

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within instrument was filed for record in this office on the 20 day of Aug. A. D. 1969, at 9 o'clock A. M., and was duly recorded in Book Q-32 of Incorporations, on page 157
Secretary of State

APPROVED
INDEXED
IND. FILED
DEL. CHG.

G-38, 138

CERTIFIED COPY OF RESOLUTIONS AMENDING
ARTICLES OF INCORPORATION OF
MINNEAPOLIS TEACHERS' RETIREMENT FUND
ASSOCIATION.

We, the undersigned, Loren L. Cahlander and Lottie K. Warmbold, as President and Secretary, respectively, of Minneapolis Teachers' Retirement Fund Association, a corporation organized under the Laws of the State of Minnesota, do hereby certify that at the regular annual meeting of the members of said corporation, regularly and duly called and held in accordance with its Articles of Incorporation and By-Laws at Minneapolis, Minnesota, on the 25th day of April, 1972, at 4:00 o'clock P. M., at which time a quorum was present and voted, four resolutions were each, respectively, duly and regularly adopted by said Association by a majority vote of the members, a true copy of each of which resolutions is as follows, to-wit:

G-38,139

RESOLUTION NO. 1

Resolution for Adoption of Amendment to
Provide Stock Appreciation Funded Annuity Increases.

RESOLVED, That Article IX of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association be, and hereby is amended by the addition thereto of a new subsection, to be designated as (15), as follows:

(15) STOCK APPRECIATION FUNDED ANNUITY INCREASES. All members who qualify in the manner hereinafter set forth, shall be entitled to increases in their annuities as hereinafter set forth, to be known as the "Stock Appreciation Funded Annuity Increases," which increases shall be determined and granted as follows:

(a) QUALIFICATIONS. To qualify for such increases, the member must have been retired and receiving an annuity under these Articles for a period of at least two full calendar years, and must have attained the age of at least 65 years.

(b) DETERMINATION OF UNREALIZED GAINS. The Board of Trustees shall determine as of December 31st of each year, the aggregate value of all common stocks which are included in the total investments of the Association, including therein all shares or interests in any mutual funds. The Board shall then determine the net appreciation, or unrealized gains, if any, over the book value thereof, which book value for the calendar year 1971 shall be the cost price of such stocks, and thereafter it shall be book value as determined and adjusted in accordance with the provisions hereinafter set forth. Such aggregate values shall be determined in the manner following: The market value of all such common stocks shall be determined as of the close of business on March 31st, June 30th, September 30th, and December 31st of each year. The sum of such values in each year, plus the sum of such values determined in like manner for the preceding calendar year, divided by 8, shall be the aggregate value for such year.

(c) INCREASES IN BOOK VALUE. Subject to the limitations hereinafter set forth, in the event it be determined as of December 31st of any year that the common stocks then owned by the Association have an unrealized appreciated value in excess of the book value thereof, the Board may increase the book value thereof to the extent of such excess of actual value, so determined, over book value. Such book value as so increased shall then be and become the book value until further action of the Board in accordance with the foregoing.

(d) APPLICATION OF INCREASED BOOK VALUES--INCREASES IN ANNUITIES. The Board may then apply such increases in book value first to the funding of all annuities granted in the calendar year under Article IX, Subsection (14) D (Annual Automatic Increase Annuity) of the Articles of Incorporation. Any such increase in book value in excess of the amount required to fund the increases in annuities granted in any such year under Article IX, Subsection (14) D may then be applied to the funding of increases in annuities in the Annuity Reserve Fund for each qualified member as hereinafter provided. Such increases in annuities shall be determined by the application of a uniform percentage rate to the annuity of each qualified member. Such percentage shall be determined by dividing the total increase in book value which is in excess of the amount required to fund the annuities granted during the year under Article IX, Subsection (14) D by the total reserve on annuities of all qualified members at the effective date.

(e) LIMITATIONS ON INCREASES IN BOOK VALUE AND REDUCTIONS IN BOOK VALUES. In no event may the book value of the common stocks held by the Association be increased more than once in each year; in no event may such increase be more than 5% of book value in any one year, which book value is determined as of December 31st of the preceding year, including any additions thereto previously made by the Board; and in no event may the Board increase book value by a sum greater than the amount

by which appreciated value as determined hereunder exceeds 115% of book value as it appears on December 31st of the preceding year. Should the aggregate value of the common stocks on December 31st of any year determined in accordance with the foregoing be less than an amount which is sufficient to fund any part or all of all prior increases granted hereunder computed in accordance with the foregoing, then and in such event the book value of such stocks shall be reduced and all such increases in annuities granted hereunder shall be reduced to the point at which none of such increased book values or increased amount of annuities shall exceed the limitations imposed by the foregoing; the limitations being determined at the latest possible valuation date upon which such increases in book values and annuities will conform with the foregoing limitations when based upon the latest December 31st aggregate market value. In no event, however, shall book value be decreased hereunder to an amount less than the cost price of such stocks.

(f) POWERS OF THE BOARD. Nothing herein contained shall be construed as requiring the Board to increase book value or grant increases in annuities in any year, or to increase book value and grant increases in annuities in the highest amount permitted at any time hereunder, should the Board in its discretion determine that it is not to the best interest of the Association so to do. The Board may also increase such book value as of December 31st of any year in accordance with the foregoing without applying such increase to increases in annuities should the Board determine it is to the best interest of the Association and its several funds so to do.

(g) EFFECTIVE DATES OF INCREASES AND DECREASES. The first such increase in book value and increases in annuities based thereon may be computed as of December 31, 1971, for members who qualify hereunder in the year 1972, but any such increases in annuities based thereon shall not commence until July 1, 1972. Thereafter all such increases or decreases in annuities shall commence as of July 1st of each year, based upon increases or decreases in book value determined as of December 31st of each preceding year.

(h) MINIMUM ANNUITIES. The annuity payment to any annuitant shall never be an amount less than the amount originally determined on the date of retirement, or January 1, 1972, whichever is later. Nothing herein contained shall be construed as permitting or requiring the reduction of any annuity increase granted pursuant to Article IX, Subsection (14) D (Annual Automatic Increase Annuity) whether any such increases be funded by increases in book values as herein provided, or otherwise; nor shall anything herein contained be construed as denying any increase granted in Article IX, Subsection (14) D.

(i) BENEFICIARIES - ANNUITIES AND BENEFITS INCLUDED. All beneficiaries of a deceased member who become eligible to receive an annuity remainder or death benefit annuity, except for the "C" death benefit, shall be entitled to the same percentage annuity increases hereunder as the member would have been entitled to receive, if living, according to the age the member would have attained if living; provided, that the annuity has been paid for a total of at least two full calendar years, either to the member, the beneficiary, or to both for a combined period of two full calendar years, as the case may be. No increase in annuity granted hereunder shall apply to the "C" death benefit or be construed as extending any benefit payments beyond the termination of any annuity, remainder of annuity after death, or death benefit, as contained in the member's retirement election or agreement, or the beneficiary's election or agreement. In computing any of the foregoing Stock Appreciation Funded Annuity Increases, that part of any annuity payments which arises from, or was purchased with, any additions to required deposits voluntarily made by or on behalf of a member as provided in Article VIII, Subsection (3) of the Articles of Incorporation, shall be excluded from such computation. Each increase herein provided shall otherwise include and apply to all annuities and benefits provided by the within Articles, and additions, increases or decreases therein provided by the Articles (including the within Subsection), to which any qualified member or beneficiary of a member, has become entitled prior to each such grant of an increase under the within Subsection (15).

Q-38, 141

RESOLUTION NO. 2

Resolution for Adoption of Amendment
to Provide Retirement Credit During Leaves of Absence.

RESOLVED, That Article IX of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association be, and hereby is amended by the addition thereto of a new subsection, to be designated as (16), as follows:

(16) Leaves of Absence. A member on leave of absence from the Minneapolis Public Schools, which leave has been granted by the Board of Education thereof, may continue as a member of the Minneapolis Teachers' Retirement Fund Association with full credit as teaching experience or service in the City of Minneapolis, as though actually employed and teaching in the City of Minneapolis during such leave, in the instances and subject to the conditions as follows:

(a) Elective Positions. When such leave is for service as an elected officer or member of any branch of the government of the City of Minneapolis, or the County of Hennepin, or of the State of Minnesota, provided that there is paid by or on behalf of such member the member's deposit based upon the salary the member would have received had the member continued in the teaching service of the Minneapolis Public Schools; and provided further that if such member be required to participate in any other public retirement plan or association during such leave, the credit for service in the Minneapolis Teachers' Retirement Fund Association shall be denied or terminated. Such member shall continue to be entitled to the same city deposits to his credit as he would have received had he continued as a teacher in the Minneapolis Public Schools for all periods during which the members deposit is so paid by or on behalf of the teacher.

(b) Employees of Teachers Organizations. When such leave is granted for service as an employee or agent of an organization primarily representing teachers in the Minneapolis Public Schools, provided there is paid by or on behalf of such member both the member's deposit and the city deposit based upon the salary the member would have received had the member continued in the teaching service of the Minneapolis Public Schools.

(c) Exchange Teachers. When such leave is granted for service in an exchange teaching program, provided that when the salary of any such exchange teacher is not paid by the Board of Education of the Minneapolis Public Schools, that there be paid by or on behalf of the teacher the member's deposit based upon the salary the teacher would have received had he or she continued in the teaching service of the Minneapolis Public Schools. Such member shall continue to be entitled to the same city deposits to his credit as he would have received had he continued as a teacher in the Minneapolis Public Schools for all periods during which the member's deposit is so paid by or on behalf of the teacher.

(d) Advance Study, Armed Forces Dependent Schools, etc. When such leave is granted for advance study, for teaching in the Armed Forces Dependent Schools, for participation in a Ford Fellowship Grant or such other similar grant designed primarily for study or self improvement of teacher; or when such leave is granted to accept employment involving teaching or research in the educational field, provided that the employer be a non-profit organization and credit for such service while so employed by a non-profit organization has been approved in each instance by the Board of Trustees; and provided further that as to all leaves granted under (d) hereof, there is paid by or on behalf of each such member an amount equal to both the member's deposit and the city deposit based upon the salary the member would have received had the member continued as a teacher in the Minneapolis Public Schools.

RESOLUTION NO. 3

Q-38, 142

RESOLVED, That Subsection (12) of ARTICLE V of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association, be, and hereby is amended to be as follows:

"(12) The Board shall annually estimate the amount required from tax revenues for the next succeeding year, specifying the amount thereof: (a) to be credited to the Contingent Fund, (b) to be credited to members as city deposits for such year, and (c) certified by the Board to be raised by taxation in the year 1946 and in each year subsequent thereto as provided by Minnesota Statutes 1941, Section 135.21 as amended, which was not included in the tax so levied and collected for such year. The Board shall certify the amount to be raised by taxation as thus determined, as provided in Minnesota Statutes 1941, Section 135.21 as amended. A copy of said estimate shall be submitted to the City Council for its inspection on or before September 15th in each year and before certification to the Board of Education. Said estimate of the amount necessary to be credited to the members as city deposits shall include the additional amount, if any, required to provide the annuity payable from city deposits provided in Article IX hereof for members retiring during the current fiscal year. Said estimate of the amount necessary to be paid into the Contingent Fund shall show: (1) the amount required for administrative expense, (2) the amount required for annuities to Class A members, (3) the amounts required for each other purpose for which tax revenue is to be credited to the Contingent Fund. The total estimate of amounts necessary to be required from tax revenue shall be increased or decreased by the actuarial deficit or surplus in the Annuity Reserve Fund, provided that such increase or decrease shall not be applicable to any actuarial deficit or surplus in the Annuity Reserve Fund incurred after December 31, 1970. Such taxes when collected shall be paid to the Association. Any taxes so collected and paid in excess of the actual requirements for the purposes specified in (a), (b) and (c) above for such year shall be deducted from the amount certified for the ensuing year; and the amount, if any, by which such taxes so collected and paid are less than such requirements for such year shall be added to the amount certified for the ensuing year."

RESOLUTION NO. 4

Q-38, 143

Resolution for Adoption of Amendment to Provide That All Cost of Living Increase Annuities Shall Commence on July 1st of Each Year.

RESOLVED, That the first paragraph of Article IX, Subsection (14), be, and hereby is amended to be as follows:

(14) All members who qualify in the manner hereinafter set forth, shall be entitled to increases in their annuities in the amounts and at the times hereinafter set forth, which shall be known as the "Cost of Living Increase Annuities." Except as otherwise provided, the Cost of Living Increase Annuities shall be available to all members who qualify for the respective annuities hereinafter provided, who shall become 72 years of age between December 31st of any year and July 1st of the succeeding year, commencing on the last day of September of such succeeding year, and payable monthly thereafter; and to all persons who become 72 years of age between June 30th of any year and January 1st of the succeeding year, commencing on the 31st day of March of such succeeding year, and payable on the last day of each month thereafter. To all persons who attained the age of 72 years on or before June 30, 1967, the annuity or annuities shall commence on the 30th day of September, 1967, and shall be payable on the last day of each month thereafter. No Cost of Living Increase Annuity shall be granted to any person, or become payable, prior to September 30, 1967. Except as hereinafter otherwise provided, from and after December 31st, 1972, all Cost of Living Increase Annuities shall commence on July 1st of the calendar year in which the member becomes 72 years of age, payable on the last day of each month. The Cost of Living Increase Annuities shall consist of the following:

BE IT FURTHER RESOLVED, That the second sentence of Article IX, Subsection (14) D, be and it hereby is amended to be as follows:

The amount of such increase in any year shall be equal to one and one-half (1½) per cent of the annuity or annuities to which such member was entitled as of the end of the preceding year, which increase shall be granted and become payable in the year in which the member becomes 72 years of age, in the manner and at the times hereinbefore set forth.

And we do further certify that the said resolutions and the amendments therein contained were duly approved by the Board of Education of Special School District No. 1, at a regular meeting thereof held on the 11th day of April, 1972, and were further duly approved by the City Council of the City of Minneapolis at a meeting thereof on the 28th day of April, 1972..

Loren L. Cahlander
President.

Lottie K. Warmbold
Secretary.

STATE OF MINNESOTA)
) SS
COUNTY OF HENNEPIN)

On this 18 day of May, 1972, before me, a Notary Public within and for said County and State, personally appeared Loren L. Cahlander and Lottie K. Warmbold, to me personally known, who being by me each duly sworn, did say that they are respectively the President and Secretary of Minneapolis Teachers' Retirement Fund Association, the corporation named in the foregoing certificate, and that the seal affixed to said certificate is

Q-38, 144

the corporate seal of said corporation, and that said certificate was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said Loren L. Cahlander and Lottie K. Warmbold acknowledged that they executed said certificate as their free act and deed as such President and Secretary and as the free act and deed of said corporation.

Richard H. Bachelder

Richard H. Bachelder
Attorney at Law
907 See Line Bldg.
Minneapolis, Minn. 55402

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within instrument was filed for record in this office on the 25 day of May A. D. 1972 at 9 o'clock A. M., and was duly recorded in Book Q-38 of Incorporations, on page 138
Arlen I. Erdahl
Secretary of State

APPROVED & FILED
INDEXED
IND. FILED
DIV. CHECKED

M-41,449

ARTICLES OF AMENDMENT
OF ARTICLES OF INCORPORATION
OF MINNEAPOLIS TEACHERS' RETIREMENT FUND
ASSOCIATION

We, the undersigned Geneveve K. Johnston and Lottie K. Warmbold, as President and Secretary, respectively, of Minneapolis Teachers' Retirement Fund Association, a corporation organized under the Laws of Minnesota, do hereby certify that at a Special Meeting of the members of said corporation duly called and held in accordance with its Articles of Incorporation and By-Laws at Minneapolis, Minnesota, on the 13th day of June, 1973, at 4:00 o'clock P. M. at which a quorum was present and voted, the following resolutions were each duly and regularly adopted by said Association by a majority vote of the members, to-wit:

RESOLUTION NO. I.

BE IT RESOLVED, That Article IX, Subsection (9) (a) of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association, be, and hereby is, amended to be as follows:

(9) (a) Every person who is entitled to annuity payments shall be entitled to receive an additional annuity from the Association which shall be known as the "Subsection (9) annuity." The Subsection (9) annuity shall be in addition to all annuity payments to which any such person is entitled under the Articles of Incorporation other than this Subsection (9); other than Subsection (11) of this Article IX; other than any death benefit measured by the formula annuity under Article IX, Subsection (4) B; and other than the benefits provided by Article IX, Subsection (4) C. The Subsection (9) annuity shall be an amount equal to one hundred per cent of each of the annuity payments to which such person is entitled under the provisions of these Articles except Subsections (9) and (11) of this Article IX, except any death benefit measured by the formula annuity under Article IX, Subsection (4) B; and except the benefits provided by Article IX, Subsection (4) C. Provided, however, that no such person shall be entitled to a Subsection (9) annuity aggregating more than $150.00 in any one month and provided further, that in computing the amount of any Subsection (9) annuity, that part of the annuity payments which arises from, or was purchased with, any additions to required deposits voluntarily made by a member as provided in Article VIII, Subsection (3) of the Articles of Incorporation, shall be excluded from such computation.

RESOLUTION NO. III.

BE IT RESOLVED, That Article VIII, Subsection (3) of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association, be, and hereby is, amended to be as follows:

(3) Each senior teacher shall deposit in the retirement deposit fund an amount equal to five per cent of all compensation received for service as a senior teacher in the public schools after January 1, 1924, and until July 1, 1953, as a required deposit. Each member shall deposit in the retirement deposit fund an amount equal to six per cent of all compensation received for service as a teacher in the public schools after July 1, 1953, as a required deposit. Each member shall deposit in the retirement deposit fund an amount equal to six and one-half per cent (6½%) of all compensation received for service as a teacher in the public schools after July 1, 1967, as a required deposit. The required deposit on account of the compensation received by a teacher on any payroll shall be due and payable to the Association when the compensation is payable to the member. Any member or any person on behalf of any member, may at any time as he shall elect make additions to any such required deposits; provided, that no further such voluntary additions to any such required deposits shall be permitted subsequent to July 1, 1973. Any member having credit for any such additions to members deposits made at any time may obtain a refund thereof at any time before the same have been applied to the purchase of an annuity, with interest which has accrued thereon in the Retirement Deposit Fund, upon application therefor, whereupon all further liability of the Association arising out of such deposits shall terminate. Provided, however, that a member who is entitled to and receiving an annuity from the Association shall not make any required deposits from compensation for service as a temporary substitute teacher in the schools of the city.

RESOLUTION NO. IV.

BE IT RESOLVED, That Article IX, Subsection (16) (a) of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Asso-

ciation, be and hereby is, amended to be as follows:

(a) Elective Positions. When such leave is for service as an [illegible] of the City of Minneapolis, or the County of Hennepin, or of the State of Minnesota, provided that there is paid by or on behalf of such member the member's deposit based upon the salary the member would have received had the member continued in the teaching service of the Minneapolis Public Schools. Such member shall continue to be entitled to the same city deposits to his credit as he would have received had he continued as a teacher in the Minneapolis Public Schools for all periods during which the members deposit is so paid by or on behalf of the teacher. Nothing herein contained shall be construed as permitting any person to be a member of the Association or to receive benefits therefrom contrary to any law of the State of Minnesota prohibiting membership in, or benefits from, more than one fund or association.

We do further certify that the said resolutions and the amendments therein contained were approved by the Board of Education of Special School District No. 1, at a regular meeting thereof held on September 11th, 1973; were approved by the City Council of the City of Minneapolis at its meeting on September 14th, 1973; and were proposed to the members by the Board of Trustees of Minneapolis Teachers' Retirement Fund Association.

President

Secretary

STATE OF MINNESOTA)
) SS
COUNTY OF HENNEPIN)

On this 12 day of [illegible], 1973, before me, a Notary Public within and for said County and State, personally appeared Geneveve K. Johnston and Lottie K. Warmbold, to me personally known, who, being by me each duly sworn, did say that they are respectively the President and Secretary of Minneapolis Teachers' Retirement Fund Association, the corporation named in the foregoing certificate, and that the seal affixed to said certificate is the corporate seal of said corporation, and that said certificate was signed and sealed on behalf of said corporation by authority of its Board of Trustees, and said Geneveve K. Johnston and Lottie K. Warmbold acknowledged that they executed said certificate as their free act and deed as such President and Secretary, and as the free act and deed of said corporation.

RICHARD H. BACHELDER
NOTARY PUBLIC - MINNESOTA
HENNEPIN COUNTY
My Commission Expires July 28, 1980

BOOK 200 PAGE 148

M-41, 440

RICHARD H. BACHELDER
Attorney for Minneapolis Teachers' Retirement Fund Association
903 Gas Line Building
Minneapolis, Minnesota 55402

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within instrument was filed for record in this office on the 20 day of Dec. A. D. 1973, at 7 o'clock P. M., and was duly recorded in Book M-41 of Incorporations, on page 440

Arlen I. Erdahl
Secretary of State

FILED

D-474

200 PAGE 149

X-42,504

ARTICLES OF AMENDMENT
OF ARTICLES OF INCORPORATION
OF MINNEAPOLIS TEACHERS' RETIREMENT FUND
ASSOCIATION

We, the undersigned Geneveve K. Johnston and Lottie K. Warmbold, as President and Secretary, respectively, of Minneapolis Teachers' Retirement Fund Association, a corporation organized under the Laws of Minnesota, do hereby certify that at a regular meeting of the members of said corporation duly called and held in accordance with its Articles of Incorporation and By-Laws at Minneapolis, Minnesota, on the 24th day of July, 1974, which meeting had been duly adjourned from the 30th day of April, 1974, at 4:00 o'clock P. M. at which a quorum was present and voted, the following resolutions were each duly and regularly adopted by said Association by a majority vote of the members, to-wit:

RESOLUTION NO. 6

RESOLVED, That Subsection (11) of Article IX of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association be, and hereby is, amended by the addition thereto of the following paragraph:

(f) Any member who resigns from or ceases to be employed in such teaching service after May 1, 1974, before attaining the age of 60 years, and who has less than 30 years of teaching service in the public schools, may nevertheless elect to receive a formula annuity to commence at such time as the member shall have reached the age of 60 years, provided such member's rights to city deposits have become vested. In such event, the member shall be entitled to an annuity in addition to the formula annuity computed and determined as follows:

(1) The interest on the city and members deposit which has accrued to the member's credit since the member so resigned or ceased to be employed in the teaching service to the date the member became 60 years of age shall be determined.

(2) The total of such accrued interest may then be applied by the member as a net single premium at the rate published and certified by the Board to the purchase of such additional annuity payable in the manner set forth in Article IX, Subsection (2) hereof.

(3) The provisions of Article IX, Subsections (3), (8),

and (9) hereof shall have no application to the within additional annuity.

(4) The within additional annuity and the interest accrued to the member's credit under the foregoing paragraph (f) (1) hereof, shall not be subject to the provisions contained in paragraph (b) hereof requiring the member to relinquish all other benefits from required and city deposits and accumulations thereto in order to receive a formula annuity.

Application for the foregoing deferred annuity may be made at any time after the member has reached the age of 60 years.

RESOLUTION NO. 7.

BE IT RESOLVED, That Article IX, Subsection (4) B of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association be, and hereby is, amended to be as follows:

B. The B Death Benefit. The B death benefit shall be available only in the case of a member who dies while in the teaching service in the City or while on leave of absence therefrom under the rules of the Board of Education of the city, or who dies at such time as the member may have been entitled to a deferred annuity under paragraph (f) of Subsection (11) hereof, and who leaves surviving a spouse, child, parent, brother or sister, or any person or persons who substantially meet two of the qualifications set forth in (1), (2) and (3) of Article IX, Subsection (4) A, as evidenced by written agreement as therein provided. The B death benefit shall be computed by determining the actuarial equivalent of any benefits which would have been available to the member under the within Articles if resigned from teaching at the time of death, including the right, if any, to a deferred annuity under paragraph (f) of Subsection (11) hereof.

In such case the death benefit shall be the annuity purchased by the amount of such computation if applied as a net single premium at the rates published and certified by the Board and shall be

payable as designated by the member only to the spouse, child, parent, brother or sister of the member or to the person or persons designated by the member who meet two of the qualifications set forth in (1), (2) and (3) of Article IX, Subsection (4) A, in the manner aforesaid, in the form provided in this Subsection (4) A (a) and (b). If no such designation has been made by the member, the annuity shall be payable to the spouse, or, if no spouse survives to the child or children in equal shares, or if no child survives to the parent or parents, or if no parent survives, to the brothers and sisters in equal shares, and such beneficiary shall in writing elect the form of the annuity so payable within sixty (60) days (subject to the power in the Board to extend the time for cause) of the death of the member. If no such election be made said annuity shall be payable monthly during the life of the beneficiary or beneficiaries or the survivor of them in the class so designated to receive the benefits. The accumulations of the member in the Retirement Deposit Fund shall be transferred to the Annuity Reserve Fund to be applied to the payment of such annuity, and the balance of such annuity payments shall be paid from the Contingent Fund. The provisions of Article IX, Subsection (9) shall not apply to any such annuity based on a computation of the formula annuity.

RESOLUTION NO. 8.

BE IT RESOLVED, That paragraph (b) of Subsection (5) of Article XI of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association be and hereby is, amended to be as follows:

(b) A member who has had three (3) years of teaching service in the city, or while on leave of absence therefrom under the rules of the Board of Education of the city, shall be entitled to the benefit hereinafter provided and which shall be known as the total disability annuity. Any living member who is receiving a disability annuity under the provisions of Article XI, Section (5) at the time of the adoption of this Section (5) shall be

entitled in the future only to such total disability annuity in lieu of all other disability annuity payments.

We do further certify that the said resolutions and the amendments therein contained were approved by the Board of Education of Special School District No. 1, at a regular meeting thereof held on the 9th day of [illegible], 1974; were approved by the City Council of the City of Minneapolis at its meeting on October 11, 1974; and were proposed to the members by the Board of Trustees of Minneapolis Teachers' Retirement Fund Association.

[signature]
President.

[signature]
Secretary.

STATE OF MINNESOTA)
) SS.
COUNTY OF HENNEPIN)

On this 21 day of October, 1974, before me, a Notary Public within and for said County and State, personally appeared Geneveve K. Johnston and Lottie K. Warmbold, to me personally known, who, being by me each duly sworn, did say that they are respectively the President and Secretary of Minneapolis Teachers' Retirement Fund Association, the corporation named in the foregoing certificate, and that the seal affixed to said certificate is the corporate seal of said corporation and that said certificate was signed and sealed on behalf of said corporation by authority of its Board of Trustees, and said Geneveve K. Johnston and Lottie K. Warmbold acknowledged that they executed said certificate as their free act and deed as such President and Secretary, and as the free act and deed of said corporation.

[signature]
RICHARD H. BACHELDER
HENNEPIN COUNTY

Richard H. Bachelder
Attorney for Minneapolis Teachers' Retirement [illegible]sociation
908 [illegible] Line Building
Minneapolis, Minnesota 55402
339-[illegible]627

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within instrument was filed for record in this office on the 25 day of Oct A.D. 1974 at 8:00 o'clock A.M., and was duly recorded in Book X-42 of incorporations, on page 504
Arlen I. Erdahl
Secretary of State

D-474

ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION
OF MINNEAPOLIS TEACHERS' RETIREMENT FUND ASSOCIATION

We, the undersigned Genevieve K. Johnston and Lottie K. Warnbold, as President and Secretary, respectively, of Minneapolis Teachers' Retirement Fund Association, a Minnesota corporation, do hereby certify that on the 10th day of May, 1976, the Board of Trustees of said corporation duly adopted a resolution setting forth the proposed amendments to the Articles of Incorporation of said corporation hereinafter set forth and directing that the same be submitted for adoption at a meeting of the members. That a notice of a recessed annual meeting of the members stating the purpose of said meeting to be the submission of said proposed amendments for adoption, was thereupon duly given to each member entitled to vote on the proposed amendments and to each officer and director of the corporation. That thereupon and at said recessed annual meeting held on the 25th day of May, 1976, at which a quorum was present, the resolutions hereinafter set forth for the adoption of said amendments were duly approved and adopted by majority vote of the members, to-wit:

RESOLUTION NO. 1.

RESOLVED: That Subsection (1) of Article V of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association, be and hereby is, amended to be as follows:

(1) a. Board of Trustees. The administration of the business affairs of the Association shall be vested in a Board of seven Trustees consisting of six members of the Association to be elected at the annual meetings of the Association as provided in the By-Laws or by mailed ballot as provided in the By-Laws, and for the terms hereinafter set forth, and one member appointed by the President of the Board of Education of the special independent school district of Minneapolis (also known as Special School District No. 1), which member so appointed shall at all times be an elected member of the said Board of Education, shall not be an "ex officio" member thereof, and who shall have full voting rights at all meetings of the Board of Trustees of Minneapolis Teachers' Retirement Fund Association. The member so appointed by the President of the Board of Education shall hold office for such time as shall be determined by the President of the Board of Education and until such member's successor has been appointed and qualified. Subsequent to July 1, 1976, no further reports to, or approvals by, the City Council of the City of Minneapolis shall be required concerning any of the affairs of the Association, not withstanding any provisions in the within Articles to the contrary.

b. Election of Trustees. The members of the Board of Trustees holding office at the time of the adoption of the within amendment other than the mayor of Minneapolis and the appointee of the President of the City Council, shall continue in office for the balance of their res-

pective terms, and the Association shall continue to elect two members at each annual meeting for terms of three years each. The terms of the Trustees shall commence at such times as may be fixed by the By-Laws.

c. Vacancies on the Board of Trustees. When vacancies occur in the Board of Trustees by the death, resignation or removal or otherwise of one or more of the six elective trustees, a successor or successors shall be elected for the unexpired term by the remaining trustees, although less than a quorum.

d. Officers. The officers of the Association shall be a President, Vice-President, Secretary and Treasurer, who shall be elected by the Board of Trustees from its own members, except that the Treasurer may be any person in the discretion of the Board. The Board may, in its discretion, require the Treasurer to give a bond in such amount as may be required by the Board at the expense of the Association.

e. Annual Meetings. The annual meetings of this Association shall be held upon such date in the month of April of each year as shall be determined by the Board of Trustees, at four o'clock P.M. commencing in the year 1977. Other regular and special meetings may be called, and the location of all meetings determined, in such manner as shall be provided for in the By-Laws of the Association.

BE IT FURTHER RESOLVED: That Subsection (2) of Article V of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association, be, and hereby is, repealed in its entirety, and Subsections (3), (4), (5), (7), (Subsection 6 having been heretofore repealed) (8), (9), (10), (11), (12) and (13) shall be renumbered as Subsections (2), (3), (4), (5), (6), (7), (8), (9), (10) and (11) respectively.

RESOLUTION NO. 2.

RESOLVED, That Subsection (15) of Article IX of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association, be, and it hereby is, repealed in its entirety, and that Subsection (16) of Article IX of said Articles of Incorporation, be, and hereby is, renumbered to be Subsection (15) thereof.

RESOLUTION NO. 3.

RESOLVED: That paragraph (b) of Subsection (11) of Article IX of the

Articles of Incorporation of Minneapolis Teachers' Retirement Association be and hereby is, amended to be as follows:

(b) 1. 1953 Formula Annuity.

Each member who qualifies under the provisions of the foregoing paragraph (a) may elect to relinquish all other benefits from required and city deposits and accumulations thereto and to receive in lieu thereof a formula annuity. The formula annuity shall be an annuity of the value, at the rate published and certified by the Board, of a life annuity equal to one and two-thirds per cent (1 2/3%) of the arithmetic average annual compensation received by the member during any five consecutive years of such teaching service in the public schools of the city at the option of the member, multiplied by the years of such teaching service in the city.

2. 1975 Revised Formula Annuity.

Effective July 1, 1976, a member qualified in the manner hereinafter set forth, in lieu of the 1953 Formula Annuity defined by Article IX (11) (b) (1) may elect to receive a 1975 Revised Formula Annuity in accordance with the following provisions, to be paid commencing with the later of July 1, 1975 or the date on which such member resigns or ceases to be employed in the public schools of Minneapolis:

a. Persons Entitled. All members who have retired or shall retire from teaching in the public schoos of the City of Minneapolis after May 1, 1974, and who are qualified under paragraph (a) hereof, may elect to receive a 1975 Revised Formula Annuity.

b. Computation of 1975 Revised Formula Annuity.

The 1975 Revised Formula Annuity shall be computed in the manner set forth in paragraph (b) 1 hereof save and except that the percentage used in the computation shall be two and one-fourth percent (2¼%) multiplied by not to exceed thirty years of such teaching service.

c. References to "formula annuity." In all instances in the within Articles of Incorporation where reference is made to the "formula annuity" such reference shall be deemed to include where appropriate the 1975 Revised Formula Annuity described in the within paragraph (b) 2.

d. Manner of Exercising Election. The manner in which such election to receive the 1975 Revised Formula Annuity may be made, shall be determined by appropriate action of the Board of Trustees.

BE IT FURTHER RESOLVED: That paragraph D of Subsection (14) of Article IX of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association be, and hereby is, amended to be as follows:

D. Annual Automatic Increase Annuity.

Except as hereinafter provided, every member entitled to receive any annuity or annuities under these Articles, shall be granted an annual increase in such member's annuity or annuities. The amount of such increase in any year shall be equal to one and one-half percent (1½%) of the annuity or annuities to which such member was entitled as of the end of the preceding year, which increase shall be granted and become payable in the year in which the member becomes 72 years of age in the manner and at the times hereinbefore set forth. With respect to members who have become, or shall become, entitled to the total disability annuity under Article XI, Subsection (5) of the Articles of Incorporation, the annual automatic annuity adjustment of one and one-half (1½) percent per annum shall commence nine years after such member becomes or has become entitled to such annuity, or upon reaching age 60 years, whichever date first occurs. Provided, however, that each member who attains the age of 65 years and has been receiving an annuity under these Articles for at least 24 months shall, on the later of July 1, 1975 or July 1st of the year next following the year in which he became so qualified, begin to receive the aforesaid annual automatic increases. Provided, further, that in any event, no member who becomes entitled to the "A," "B" or "C" Basic Annuity Adjustment shall commence receiving the annual automatic increase until one year after becoming entitled to such "A," "B" or "C" Basic Annuity Adjustment.

BE IT FURTHER RESOLVED: That Subsection (10) of Article VIII of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association be, and hereby is, amended to be as follows:

(10) "Required Deposit" means the amount each teacher is required to deposit in the retirement deposit fund as hereinafter set forth in Subsection (3) of Article VIII hereof.

BE IT FURTHER RESOLVED: That Subsection (3) of Article VIII hereof be and hereby is, amended to be as follows:

(3) Effective July 1, 1976, each teacher shall deposit in the retirement deposit fund an amount equal to eight and one-half percent (8½%) of all compensation received for service as a teacher in the public schools, as a required deposit. The required deposit on account of the compensation received by a teacher on any payroll shall be due and payable to the Association when the compensation is payable to the member. Provided, however, that a member who is entitled to and receiving an annuity from the Association shall not make any required deposits from compensation for service as a temporary substitute teacher in the schools of the city.

BE IT FURTHER RESOLVED: That paragraph (c) of Subsection (12) of Article IX of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association be, and hereby is, amended to be as follows:

(c) The Association shall deduct from the compensation payable to such members the same required deposit as is required from teachers under Subsection (3) of Article VIII hereof and deposit the same to the credit of the member in the Retirement Deposit Fund pursuant to said Article VIII, Subsection (3).

RESOLUTION NO. 4.

RESOLVED: That paragraph "E," "F" and "G" of Subsection (14) of Article IX of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association be renumbered as paragraphs "F," "G" and "H" respectively, and that a new paragraph "E" be added thereto as follows:

E. <u>"Across the Board" Annuity Increases.</u>

All members who have been retired and receiving any annuity or annuities hereunder which began prior to May 1, 1974, shall receive an increase in all such annuities in an amount equal to ten percent (10%) of the annuity or annuities such members were receiving as of July 1, 1974, including therein any increases such members were otherwise entitled to receive which increases commenced on July 1, 1974;

which [illegible] percent increases shall commence effec[illegible] July 1, 1975 and shall be retroactive to said date. Provided, however, that with respect to all members who, as of June 30, 1975, were receiving annuities which were being paid on a monthly basis for only ten months of each year, in lieu of the foregoing increase of ten percent (10%) all such members shall be paid a monthly annuity in the same amount per month they are entitled to receive under these articles for each month of such ten month periods, for a period of twelve months of each year, commencing July 1, 1975 and paid retroactive to said date. All beneficiaries of a member who would have been entitled to the foregoing ten percent (10%) annuity increase if living, shall be entitled to such increase, provided that no beneficiary under paragraph "C" of Subsection (4) of Article IX hereof shall be entitled to receive the within ten percent (10%) annuity increase.

RESOLUTION NO. 5.

RESOLVED: That Article XIV of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association be, and hereby is, amended to be as follows:

ARTICLE XIV.
AMENDMENTS

These Articles may be amended at any time upon an affirmative vote of members not less in number than a majority of the number of members in the employ of the Board of Education of the special independent school district of Minneapolis (also known as Special School District No. 1); provided that no such amendments shall become effective as to changes which require approval of the legislature of the State of Minnesota under the laws of the State of Minnesota until such changes have been so approved.

RESOLUTION NO. 6.

RESOLVED: That Article IX of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association be, and hereby is amended in accordance with the provisions of Sec. 354A.21 of the Minnesota Statutes, by the addition thereto of a new Subsection designated as Subsection (16) which shall be as follows:

(16) Proportionate Annuity Upon Compulsory Retirement. Any member who terminates employment at any time during the academic year at the

and of which such person is required to terminate employment pursuant to Section 354A.21 of the Minnesota Statutes and who has less than the minimum required number of years of service to otherwise qualify for a retirement annuity under these Articles shall be entitled upon application to a proportionate retirement annuity based on service prior to termination, in the manner provided by said section 354A.21 of the Minnesota statutes.

RESOLUTION NO. 7.

RESOLVED: That Article IX of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association be, and hereby is, amended in accordance with the provisions of Sec. 356.30 of the Minnesota Statutes, by the addition thereto of a new subdivision to be designated as Subdivision (17) which shall be as follows:

(17) Combined Service Annuity. Not withstanding any provisions of the within Articles to the contrary, any person having allowable service credits with the Minneapolis Teachers' Retirement Fund Association and with one or more other "covered funds" as the same are defined in Section 356.30 of the Minnesota statutes, may upon retirement from the last of such funds be granted an annuity from the Minneapolis Teachers' Retirement Fund Association computed in the manner and upon the terms and conditions set forth in said Section 356.30 of the Minnesota statutes as amended, and as the same may be amended from time to time by the legislature of the State of Minnesota, and further in accordance with the Articles of Incorporation, Bylaws and rules of the Board of Trustees of Minneapolis Teachers' Retirement Fund Association. Any repayment of a member's deposits which has been refunded may be made under such terms and conditions as shall be established by the Board of Trustees by appropriate rule therefor and in accordance with said Section 356.30 of the Minnesota statutes.

Genevieve K. Johnston
President

Lettie K. Turnbold
Secretary

160

D-45 19

STATE OF MINNESOTA)
) SS
COUNTY OF HENNEPIN)

On this 26th day of May, 1976, before me, a Notary Public within and for said County and State, personally appeared Genevere K. Johnston and Lottie K. Warmbold, to me personally known, who, being by me each duly sworn, did say that they are respectively the President and Secretary of Minneapolis Teachers' Retirement Fund Association, the corporation named in the foregoing Articles of Amendment, and that the seal affixed to said certificate is the corporate seal of said corporation; that the foregoing certificate was signed and sealed on behalf of said corporation by authority of its Board of Trustees; and said Genevere K. Johnston and Lottie K. Warmbold acknowledged that they executed said certificate as their free act and deed as such President and Secretary, and as the free act and deed of said corporation.

Richard H. Bachelder

RICHARD H. BACHELDER
NOTARY PUBLIC - MINNESOTA
HENNEPIN COUNTY
My Commission Expires July 25, 1980

Richard H. Bachelder
Attorney for Minneapolis Teachers' Retirement Fund Association
908 Soo Line Building
Minneapolis, Minnesota 55402
339-4627

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within instrument was filed for record in this office on the 27 day of MAY A. D. 1976, at 8:00 o'clock A M. and was duly recorded in Book D-45 of Incorporations, on page 12

Joan Anderson Growe
Secretary of State

BOOK 200 PAGE 161

D-474

ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION
OF MINNEAPOLIS TEACHERS' RETIREMENT FUND ASSOCIATION

V-46,940

We, the undersigned Geneveve K. Johnston and Robert W. Rose, as President and Secretary, respectively, of Minneapolis Teachers' Retirement Fund Association, a Minnesota corporation, do hereby certify that on the 17th day of June, 1977, the Board of Trustees of said corporation duly adopted a resolution setting forth the proposed amendment to the Articles of Incorporation of said corporation hereinafter set forth and directing that the same be submitted for adoption at a meeting of the members, all in accordance with Section 59 of Chapter 429 of the Laws of the State of Minnesota for the year 1977. That a notice of a recessed annual meeting of the members stating the purpose of said meeting to be the submission of said proposed amendment for adoption, was thereupon duly given to each member entitled to vote on the proposed amendment and to each officer and director of the corporation. That thereupon and at said recessed annual meeting held on the 28th day of June, 1977, at which a quorum was present, the resolution hereinafter set forth for the adoption of said amendment was duly approved and adopted by majority vote of the members, to-wit:

RESOLVED: That subsection (11), of Article IX, of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association be, and hereby is, amended by the addition thereto of a subparagraph to be designated subparagraph (g), as follows:

98514

(g) Notwithstanding any provision herein contained to the contrary, all teachers who become members of the association after July 1, 1977, who have 30 years of service to their credit upon retirement, but who have not attained the age of 60 years upon the effective date of an application for a retirement annuity pursuant to the foregoing subsection (11) hereof, shall be entitled only to a retirement annuity in an amount equal to the normal retirement annuity provided pursuant to said subsection (11) reduced by one-quarter of one percent for each month that the member is under age 60 at the time of retirement.

Geneveve K. Johnston
President

Robert W. Rose
Secretary

STATE OF MINNESOTA)
) SS
COUNTY OF HENNEPIN)

On this 17th day of June, 1977, before me, a Notary Public within and for said County and State, personally appeared Geneveve K. Johnston and Robert W. Rose, to me personally known, who, being by me each duly sworn, did say that they are respectively the President and Secretary of Minneapolis Teachers' Retirement Fund Association, the corporation named in the foregoing Articles of Amendment, and that the seal affixed to said certificate is the corporate seal of said corporation; that the foregoing certificate was signed and sealed on behalf of said corporation by authority of its Board of Trustees; and said Geneveve K.

V-46, 941

Johnston and Robert W. Rose acknowledged that they executed said certificate as their free act and deed as such President and Secretary, and as the free act and deed of said corporation.

Richard H. Bachelder

RICHARD H. BACHELDER
NOTARY PUBLIC, Hennepin County, Minnesota
My Commission Expires [illegible]

Richard H. Bachelder
Attorney for Minneapolis Teachers' Retirement Fund Association
1941 East River Terrace
Minneapolis, Minnesota 55414

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within instrument was filed for record in this office on the 30 day of June A. D. 19 77, at 8 o'clock A M., and was duly recorded in Book V-46 of Incorporations, on page 940

Joan Anderson Growe
RF
Secretary of State

M-552

ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION
OF MINNEAPOLIS TEACHERS' RETIREMENT FUND ASSOCIATION

BOOK 260 PAGE 163

NP

We, the undersigned Geneveve K. Johnston and Robert W. Rose, as President and Secretary, respectively, of Minneapolis Teachers' Retirement Fund Association, a Minnesota corporation, do hereby certify that on the 12th day of April, 1978, the Board of Trustees of said corporation duly adopted a resolution setting forth the proposed amendments to the Articles of Incorporation of said corporation hereinafter set forth and directing that the same be submitted for adoption at the annual meeting of the members. That a notice of an annual meeting of the members stating the purpose of said meeting to be the submission of said proposed amendments for adoption, was thereupon duly given to each member entitled to vote on the proposed amendments and to each officer and trustee of the corporation. That thereupon at said annual meeting held on the 27th day of April, 1978, at which a quorum was present, the resolutions hereinafter set forth for the adoption of said amendments were duly approved and adopted by majority vote of the members, to-wit:

RESOLUTION NO. 1.

RESOLVED: That the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association be, and hereby is amended by the addition thereto of the following Article:

ARTICLE XV.
Coordinated Retirement Program

There is hereby established effective July 1, 1978, a coordinated retirement program within the Minneapolis Teachers' Retirement Fund Association for teachers eligible for membership in such association who are, or shall become, covered by any agreement or modification made between the state and the secretary of health, education and welfare, making the provisions of the federal old age, survivors and disability insurance act applicable to such teachers. The within coordinated retirement program hereby provides for employee contributions, retirement annuities, disability benefits, optional survivor annuities, refunds of employee contributions and repayment thereof, age and service requirements, and purchase of credit for military service and sabbatical leave identical in effect to the corresponding provisions applicable to coordinated members of the statewide teachers retirement association contained in Minnesota Statutes, Sections 354.092; 354.35; 354.42, Subdivision 2; 354.44, Subdivisions 1, 4, 5, and 6; 354.45; 354.46, Subdivisions 2 and 3; 354.47, Subdivisions 1, Clause (2), and 2; 354.48; 354.49, Subdivisions 1, 2, 3, and 5; 354.50, Subdivisions 1 and 2; 354.53; and 354.60. All provisions contained in the within Articles of Incorporation pertaining to annual automatic annuity increases, eligibility for membership in the association, and administration of the association, including but not limited to investment of assets, shall apply to

the within coordinated retirement program and coordinated as well as basic members of the association.

RESOLUTION NO. 2.

RESOLVED: That Article IV, Subsection (11) (a) of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association be, and hereby is amended to be as follows:

(11) (a) The benefit provided in this subsection (11) shall be known as the formula annuity. The formula annuity shall be available only to members who resign from or cease to be employed in teaching in the public schools of the city after June 1, 1953, and at the time of such resignation or cessation of such employment either are 60 years of age, or have performed 30 years of teaching service in the public schools, and have been members during all years of teaching service in the city except the probationary period of employment or became members before attaining the age of 26 years, and have not withdrawn any part of required deposits or accumulations thereto. Provided, however that in the event the laws of the State of Minnesota shall require that all allowable service in all funds, as defined and described in Chapter 356 of the laws of the State of Minnesota, be combined for the purpose of determining eligibility for all benefits provided by such funds, all of such allowable service shall be so combined for the purpose of determining that a member has performed such 30 years of teaching service, not withstanding a part thereof is not teaching service or is not teaching service in the public schools of the city of Minneapolis.

RESOLUTION NO. 3.

RESOLVED: That Article IX, Subsection (4) B of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association, be and hereby is amended to be as follows:

B. The B Death Benefit.

The B death benefit shall be available only in the case of a member who dies while in the teaching service in the City or while on leave of absence therefrom under the rules of the Board of Education of the city, or who dies at such time as the member may have been entitled to a deferred annuity under paragraph (f) of Subsection (11) hereof, and who leaves surviving a beneficiary or beneficiaries in the class or classes hereinafter described. The B death benefit shall be computed by determining the actuarial equivalent

of any benefits which would have been available to the member under the within Articles if resigned from teaching at the time of death, including the right, if any, to a deferred annuity under paragraph (1) of Subsection (11) hereof.

In such case the death benefit shall be the annuity purchased by the amount of such computation if applied as a net single premium at the rates published and certified by the Board and shall be payable as designated by the member only to the spouse, children, dependent or dependents (as those terms are herein defined), of the member, grandchildren of the member, surviving parent or parents, grandparents, brothers and sisters, or children of deceased brothers or sisters, of the member, or to the person or persons designated by the member who meet two of the qualifications set forth in (1), (2) and (3) of Article IX, Subsection (4) A, in the manner aforesaid, in the form provided in Subsection (4) A (a) and (b). If no such designation has been made by the member, the annuity shall be payable to the spouse, or, if no spouse survives to the child or children in equal shares; if there be no surviving spouse or child, to the dependent or dependents (as those terms are herein defined) of the member, in equal shares; if there be no surviving spouse, child or children, or dependents, to the surviving grandchildren of the member, in equal shares; if there be no surviving grandchildren, then to the surviving parent or parents in equal shares, and if there be no surviving parent, then to the surviving grandparent or grandparents in equal shares, and if there be no surviving grandparent, then to the surviving brothers and sisters of the member in equal shares, and if there be no surviving brothers or sisters, then to the surviving children of deceased brothers and sisters of the member, in equal shares, and such beneficiary shall in writing elect the form of the annuity so payable within sixty (60) days (subject to the power in the Board to extend the time for cause) of the death of the member. If no such election be made said annuity shall be payable monthly during the life of the beneficiary or beneficiaries or the survivor of them in the class so designated to receive the benefits. The accumulations of the member in the Retirement Deposit Fund shall be transferred to the Annuity Reserve Fund to be applied to the payment of such annuity, and the balance of such annuity payments shall be paid from the Contingent Fund. The provisions of Article IX, Subsection (9) shall not apply to any such annuity based on a computation of the formula annuity.

RESOLUTION NO. 4.

RESOLVED: That Article V, Subsection (1) e of the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association be, and hereby is amended to be as follows:

e. Annual Meetings. The annual meetings of this Association shall be held at such time and place in each year as shall be determined by the Board of Trustees, commencing in the year 1979. Other regular and special meetings may be called, and the location of all meetings determined, in such manner as shall be provided for in the By-Laws of the Association.

RESOLUTION NO. 5.

RESOLVED: That the following amendment to the Articles of Incorporation of Minneapolis Teachers' Retirement Fund Association, to be designated as Subdivision (12) of Article V thereof, be and hereby is adopted:

(12) Indemnification of Trustees, Officers and Employees.

(a) To the full extent permitted by the laws of the State of Minnesota each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action suit or proceeding, wherever brought,

U-46,545

whether civil, criminal or administrative, solely because such person is or was a trustee, officer, employee or agent of the corporation or solely because such person is or was serving at the specific request of the Board of Trustees of the corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this subdivision shall continue as to a person who has ceased to be a trustee, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

(b) The corporation may purchase and maintain insurance on behalf of any indemnified party against any liability asserted against such person and incurred by such person in such capacity; provided that no indemnification shall be made under any policy of insurance for any act which could not be indemnified by the corporation under Paragraph (a) hereof.

Geneveve K. Johnston
President.

Robert W. Rose
Secretary.

STATE OF MINNESOTA)
) SS
COUNTY OF HENNEPIN)

On this 5th day of May, 1978, before me, a Notary Public within and for said County and State, personally appeared Geneveve K. Johnston and Robert W. Rose, to me personally known, who, being by me each duly sworn, did say that they are respectively the President and Secretary of Minneapolis Teacher's Retirement Fund Association, the corporation named in the foregoing Article 7 Amendment, and that the seal affixed to said certificate is the corporate seal of said corporation; that the foregoing certificate was signed and sealed on behalf of said corporation by authority of its Board of Trustees; and said Geneveve K. Johnston and Robert W. Rose acknowledged that they executed said certificate as their free act and deed as such President and Secretary, and as the free act and deed of said corporation.

Richard H. Bachelder

RICHARD H. BACHELDER
NOTARY PUBLIC - MINNESOTA
HENNEPIN COUNTY
My Commission Expires July 25 1980

BOOK 260 PAGE 167

M-48,586

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within instrument was filed for record in this office on the 26 day of May A. D. 19 28, at 8 o'clock A M., and was duly recorded in Book M-48 of Incorporations, on page 582

Joan Anderson Growe
Secretary of State

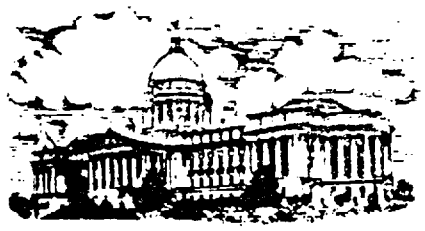
STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that this is a true and complete copy of the document as filed for record in this office.
DATED: 9/20 19 79

Joan Anderson Growe
Secretary of State

By Joann Silver
(This certification replaces our previous certification system)

THIS PAGE LEFT BLANK INTENTIONALLY

State of Mississippi

EXECUTIVE  OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

PEOPLE 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* 27th day of November A.D., 1979

Cliff Finch

Governor.

Attest:

Heber Ladner

Secretary of State.

CERTIFIED COPY OF RESOLUTION
ADOPTED BY
PEOPLE OF MISSISSIPPI, INC.
AT A MEETING OF THE MEMBERS HOLD ON
MAY 29, 1979
AUTHORIZING AND DIRECTING THE AMENDMENT OF
ARTICLES OF INCORPORATION OF PEOPLE OF MISSISSIPPI, INC.

WHEREAS, PEOPLE OF MISSISSIPPI, INC. is a voluntary, non-profit corporation chartered by the State of Mississippi, and

WHEREAS, after thorough discussion in a duly held meeting this corporation desires to amend its charter to allow for additional purposes and powers of said corporation; said additions being

1. To offer a broad range of medical services to the disadvantaged.
2. To assist the disadvantaged to achieve a more productive life style with assistance to them which may be as varied as operating a clinic for job training, or in other manners.
3. To secure funding for and to oversee various social programs.
4. To seek funding for establishing, operating and overseeing varied community actions and social programs in the State of Mississippi.

THEREFORE, BE IT RESOLVED BY THE PEOPLE OF MISSISSIPPI, INC. that its charter is amended as follows:

1. To offer a broad range of medical services to the disadvantaged.
2. To assist the disadvantaged to acheive a more productive life style with assistance to them which may be as varied as operating a clinic for job training, or in other manners.
3. To secure funding for and to oversee various social programs.
4. To seek funding for establishing, operating and overseeing varied community actions and social programs in the State of Mississippi.

CERTIFICATE

I, JOEL O. TATE, D.D.S., President of PEOPLE OF MISSISSIPPI, INC., do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by PEOPLE OF MISSISSIPPI, INC. in a meeting assembled on the 29th day of May, 1979, A. D., in Gulfport, Mississippi.

WITNESS MY SIGNATURE, on this the 15th day of October, 1979, A. D.

JOEL O. TATE, D.D.S., President

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
PEOPLE OF MISSISSIPPI, INC.

Pursuant to the provisions of Section 79-11-9 of the Mississippi Code of 1972, Annotated as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

First: The corporation is amended to

1. To offer a broad range of medical services to the disadvantaged.

2. To assist the disadvantaged to achieve a more productive life style with assistance to them which may be as varied as operating a clinic for job training, or in other manners.

3. To secure funding for and to oversee various social programs.

4. To seek funding for establishing, operating and overseeing varied community actions and social programs in the State of Mississippi.

Second: The following amendment of the Articles of Incorporation was adopted by the members of the corporation on the 29th day of May, 1979, at a regular meeting of the members of the corporation at Gulfport, Mississippi:

1. To offer a broad range of medical services to the disadvantaged.

2. To assist the disadvantaged to achieve a more productive life style with assistance to them which may be as varied as operating a clinic for job training, or in other manners.

3. To secure funding for and to oversee various social programs.

4. To seek funding for establishing, operating and overseeing varied community actions and social programs in the State of Mississippi.

DATED: this the 16th day of October, 1979, A. D.

SIGNED: _____
PEOPLE OF MISSISSIPPI, INC.

BY: _____
PRESIDENT

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI

COUNTY OF HARRISON

THIS DAY personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, JOEL O. TATE, D.D.S., President of PEOPLE OF MISSISSIPPI, INC. who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Articles of Incorporation of PEOPLE OF MISSISSIPPI, INC., on this ~~the~~ 16th day of October, 1979, A. D.

Wilma Laughlin
NOTARY PUBLIC

My Commission Expires:

2-8-83

BOOK 260 PAGE 173

Received at the office of the Secretary of State, this the 22nd day of April

A. D., 1979, together with the sum of $_____ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

John Eldon
SECRETARY OF STATE.

Jackson, Miss.,

22 Oct. 79

I have examined this amendment to 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 John W. Peyton
Assistant Attorney General.

BOOK 260 PAGE 174

State of Mississippi

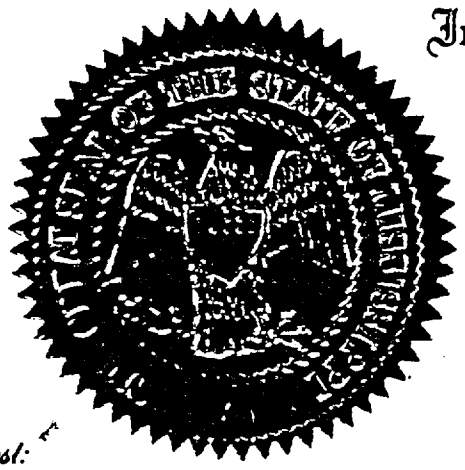
EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

THE UNITED WAY OF JONES COUNTY, 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* 27th day of November A.D., 1979

Cliff Finch

Governor.

Attest:

Heber Ladner

Secretary of State.

CERTIFIED COPY OF RESOLUTION ADOPTED BY
THE MEMBERS OF THE UNITED WAY OF JONES COUNTY, INC.,
AUTHORIZING AND DIRECTING THE
AMENDMENT OF THE CHARTER OF INCORPORATION

"WHEREAS, the Charter of Incorporation of The United Way of Jones County, Inc., was issued on August 8, 1958, incorporating this organization as a voluntary, non-share, non-profit, charitable organization under the laws of the State of Mississippi, which Charter is recorded in Charter Record Book 6, at pages 21-30, and which Charter was amended on May 25, 1979, which amendment is recorded in Charter Record Book 14, at pages 399-403, all in the office of the Chancery Clerk of Jones County in Laurel, Mississippi; and

"WHEREAS, the members at this properly called and held meeting of this corporation find that it is in the best interest of the corporation to amend its Charter:

"NOW, THEREFORE, BE IT RESOLVED by the members of The United Way of Jones County, Inc., that its Charter be, and the same is hereby amended by adding Article 9 as follows:

> "9. In the event of dissolution, the residual assets of the corporation will be turned over by the directors to one or more of the then active Institutional Member organizations which themselves are exempt as organizations described in Sections 501(c) (3) and 170(c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purposes."

CERTIFICATE

I, JOE FRANK SANDERSON, President of THE UNITED WAY OF JONES COUNTY, INC., do hereby certify that the above and foregoing Resolution is a true and correct copy of that certain Resolution adopted by the members of this corporation in a meeting of the members properly called and assembled on November 5, 1979, in the City of Laurel, Jones County, Mississippi.

WITNESS MY SIGNATURE on this the 5th day of November, 1979.

Joe Frank Sanderson, President

ARTICLES OF AMENDMENT TO THE CHARTER OF INCORPORATION OF THE UNITED WAY OF JONES COUNTY, INC.

Pursuant to the provisions of Section 79-11-9, Mississippi Code of 1972, the undersigned corporation adopts the following Articles of Amendment to its Charter of Incorporation:

FIRST: The name of this corporation is: THE UNITED WAY OF JONES COUNTY, INC.

SECOND: The following amendment of the Charter of Incorporation was adopted by the members of the corporation on November 5, 1979, at a properly called special meeting of the members of the corporation at Laurel, Mississippi:

> "NOW, THEREFORE, BE IT RESOLVED, by the members of The United Way of Jones County, Inc., that its Charter be, and the same is hereby amended by adding Article 9 as follows:
>
> > "9. In the event of dissolution, the residual assets of the corporation will be turned over by the directors to one or more of the then active Institutional Member organizations which themselves are exempt as organizations described in Sections 501(c) (3) and 170(c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purposes."

DATE: This the 5th day of November, A. D. 1979.

THE UNITED WAY OF JONES COUNTY, INC.

By: _____
President

STATE OF MISSISSIPPI
COUNTY OF JONES

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, JOE FRANK SANDERSON, President of THE UNITED WAY OF JONES COUNTY, INC., who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of THE UNITED WAY OF JONES COUNTY, INC., on this the 5th day of November, A. D. 1979.

Given under my hand and official seal of office on this the 5th day of November, A. D. 1979.

_____
Notary Public

My commission expires:
June 29, 1983

Received at the office of the Secretary of State, this the 16 day of Nov.

A. D., 19 79, together with the sum of $10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Barber
SECRETARY OF STATE.

Jackson, Miss.,

20 November 79

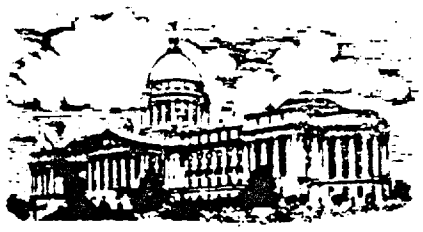
I have examined this amendment to a Charter of incorporation, and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

A. F. Summer Jr.
ATTORNEY GENERAL.

By Geo. H. Easton
Assistant Attorney General.

BOOK 250 PAGE 178

State of Mississippi

EXECUTIVE  OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

JIMMY KNIGHT EVANGELISTIC 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 the* 27th day of November A.D., 1979

Attest:

Heber Ladner

Secretary of State.

Cliff Finch

Governor.

RESOLUTION OF THE BOARD OF DIRECTORS OF
JIMMY KNIGHT EVANGELISTIC ASSOCIATION, INC.
TO AMEND ARTICLES OF INCORPORATION

WHEREAS, on the 23rd day of August, 1979, Jimmy Knight Evangelistic Association of Jones County, an unincorporated association, was granted a Certificate of Incorporation by the Secretary of State of Mississippi; and

WHEREAS, it is nownecessary that the original Articles of Incorporation of Jimmy Knight Evangelistic Association, Inc., be amended:

NOW THEREFORE, BE IT RESOLVED, by the members of the corporation that the Articles of Incorporation of Jimmy Knight Evangelistic Association, Inc. be amended by deleting paragraph 6 (a) and inserting the following in lieu thereof:

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 gospel of Jesus Christ:
1. through preaching the Word of God in evangelistic meetings, revivals, seminars, etc., in a manner consistent with Section 501 (c)(3) on the Internal Revenue Code of 1954, as Amended; 2. through teaching the truths of the Word of God in Seminars, Bible Studies, Church Group Retreats, etc., in a manner consistent with Section 501 (c)(3) of the Internal Revenue Code of 1954, as Amended; 3. and through written publications such as a periodic newsletter sent to interested individuals as a source of Christian encouragement for spiritual growth in a manner consistent with Section 501(c)(3) of the Internal Revenue Code of 1954, as Amended. In a manner consistent with Section 501(c)(3) of the Internal Revenue Code of 1954, as Amended, this organization shall at all times present the Holy Bible

as the inspired Word of God and shall proclaim Its truths with love, to the end that mankind may know and more fully understand the Good News of Jesus Christ. (Matthew 28: 19, 20).

We hereby certify that the foregoing is a true and correct copy of a certain Resolution adopted at a duly called meeting of the members of the corporation and the Board of Directors of Jimmy Knight Evangelistic Association, Inc., held on November 14, 1979, at Laurel, Mississippi, and that the resolution of the membership of this corporation as hereinabove set out remains in full force and effect.

IN WITNESS WHEREOF, we affix our names hereto on this the 14th day of November, 1979.

Jimmy Knight
JIMMY KNIGHT

Peggy Knight
PEGGY KNIGHT

Willie Gail Trigg
W. G. TRIGG

Laurel Robert J. Sanderson
REVEREND ROBERT J. SANDERSON

Graham Boutwell
GRAHAM BOUTWELL

CERTIFICATE

I, Peggy Knight, do hereby certify that I am the duly elected, qualified and acting Secretary of the Jimmy Knight Evangelistic Association, Inc., and that the foregoing is a true and correct copy of a Resolution duly and properly adopted at a meeting of the membership thereof held on the 14 day of November, 1979, at Laurel, Mississippi, at which a majority of the members were present, and said meeting was duly and properly called and held.

WITNESS my signature and certificate on this the 14 day of November, 1979.

(SEAL)

Peggy Knight
PEGGY KNIGHT, SECRETARY

AMENDMENT TO ARTICLES OF INCORPORATION OF
JIMMY KNIGHT EVANGELISTIC ASSOCIATION, INC.
A MISSISSIPPI CORPORATION

The Articles of Incorporation granted to Jimmy Knight Evangelistic Association, Inc., on August 23, 1979, are hereby amended by deleting paragraph 6 (a) and inserting the following in lieu thereof:

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 gospel of Jesus Christ:
1. through preaching the Word of God in evangelistic meetings, revivals, seminars, etc., in a manner consistent with Section 501 (c)(3) of the Internal Revenue Code of 1954, as Amended; 2. through teaching the truths of the Word of God in Seminars, Bible Studies, Church Group Retreats, etc., in a manner consistent with Section 501 (c)(3) of the Internal Revenue Code of 1954, as Amended; 3. and through written publications such as a periodic newsletter sent to interested individuals as a source of Christian encouragement for spiritual growth in a manner consistent with Section 501 (c)(3) of the Internal Revenue Code of 1954, as Amended. In a manner consistent with Section 501(c)(3) of the Internal Revenue Code of 1954, as Amended, this organization shall at all times present the Holy Bible as the inspired Word of God and shall proclaim Its truths with love, to the end that mankind may know and more fully understand the Good News of Jesus Christ. (Matthew 28: 19, 20).

DATED: November 14, 1979

JIMMY KNIGHT EVANGELISTIC ASSOCIATION, INC.

By: Jimmy Knight
Jimmy Knight, President

BOOK 260 PAGE 182

STATE OF MISSISSIPPI

COUNTY OF JONES

This day personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction, the within named JIMMY KNIGHT, who as President of Jimmy Knight Evangelistic Association, Inc., has acknowledged that as such officer, that he signed, executed and delivered the above and foregoing Amendment to Articles of Incorporation of Jimmy Knight Evangelistic Association, Inc., as his act and deed and for and on behalf of said corporation on the day and year therein mentioned.

Given under my hand and official seal of office on this the 14 day of December, 1979.

W. D. BARHAM, JR. NOTARY PUBLIC (SEAL) JONES COUNTY, MISSISSIPPI

Woodrow W. Barham Jr.
Notary public

My commission expires:
1-26-80

BOOK 260 PAGE 183

Received at the office of the Secretary of State, this the 19 day of Nov

A. D., 1979, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Barnes
SECRETARY OF STATE.

Jackson, Miss.,

November 19, 1979

I have examined this amendment to 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 Richard M. Allen
Special Assistant Attorney General.

THIS PAGE LEFT BLANK INTENTIONALLY

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

MONTICELLO HOUSING 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 the* 28th day of November A.D., 1979

Attest:

Heber Ladner
Secretary of State.

Cliff Finch
Governor.

CERTIFIED COPY OF RESOLUTION

ADOPTED BY

MONTICELLO HOUSING CORPORATION
AT A MEETING OF THE MEMBERS HELD ON

November 27, 1979
AUTHORIZING AND DIRECTING THE AMENDMENT OF

THE CHARTER OF INCORPORATION OF

MONTICELLO HOUSING CORPORATION

WHEREAS, MONTICELLO HOUSING CORPORATION is a voluntary, non-profit corporation chartered by the State of Mississippi, and

WHEREAS, after a thorough discussion in a duly held meeting this corporation desires to amend its charter, and

WHEREAS, HUD has requested the Corporate Charter of the Corporation be amended by adding the following paragraph as Article 6 P:

"P. The corporation shall limit its activities and the funds and assets connected therewith to carrying out the low-income housing Project #065-35285-PM-L8 at Monticello, Mississippi, including the financing thereof which has been approved by the Mississippi Regional Housing Authority No. VII, operating pursuant to MISS. CODE S 43-33-1 et. seq., and by the United States Department of Housing and Urban Development." and by deleting Article 7 and inserting in lieu and in place thereof the following Article 7:

"7. The corporation shall receive no compensation in connection with the financing of a project except for its expenses, which are subject to approval, in advance, by HUD in determining the development cost, cost of issuance and servicing fee as appropriate. If the corporation does receive any compensation in excess of such expenses, such excess sum shall be placed in the debt service reserve."

And by amending Article 8 by adding the phrase "for HUD-approved uses only" at the end of said Article.

THEREFORE, BE IT RESOLVED BY MONTICELLO HOUSING CORPORATION that its charter is amended as follows:

Section 1. The Authority hereby approves the Amendment to the HAP Agreement and authorizes and directs the Chairman of the Authority to execute the Amendment to Exhibit "B" of Agreement to Enter into Housing Assistance Payments Contract (HAPC) to Provide for 20 Year Term attached as Exhibit "A" and further authorizes and directs the Secretary of the Authority to impress and attest the seal of the Authority thereon.

Section 2. The Authority hereby approves the Amendment to Section 9 of the By-Laws of the Monticello Housing Corporation and further approves the amending of the Corporate Charter of said Corporation by adding the following paragraph as Article 6 P:

"P. The corporation shall limit its activites and the funds and assets connected therewith to carrying out the low-income housing Project #065-35285-PM-L8 at Monticello, Mississippi, including the financing thereof which has been approved by the Mississippi Regional Housing Authority No, VII, operating pursuant MISS. CODE S 43-33-1 et. seq., and by the United States Department of Housing and Urban Development."

and by deleting Article 7 and inserting in lieu and in place thereof the following Article 7:

"7. The corporation shall receive no compensation in connection with the financing of a project except for its expenses, which are subject to approval, in advance, by HUD in determining the development cost, cost of issuance and servicing fee as appropriate. If the corporation does receive any compensation in excess of such expenses, such excess sum shall be placed in the debt service reserve.", and amending Article 8 by adding the phrase "for HUD-approved uses only" at the end of said Article.

CERTIFICATE

I, Charles F. Craig, President of Monticello Housing Corporation do hereby certify that the above and foregoing resolution is a true and correct

the members of said
copy of a certain resolution adopted by / Monticello Housing Corporation in a meeting assembled on the 27th day of November, 19 79, at Jackson, Mississippi.

WITNESS MY SIGNATURE, this the 27th day of November, 19 79.

Charles F. Craig

Charles F. Craig
(PRESIDENT)

ARTICLES OF AMENDMENT TO THE

ARTICLES OF INCORPORATION

OF

MONTICELLO HOUSING CORPORATION

Pursuant to the provisions of Section 79-11-9, Mississippi Code of 1972, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

First: HUD has requested the Corporate Charter of the Corporation be amended by adding and substituting the following paragraphs and phrases to the Articles of Incorporation.

Second: The following amendments of the Articles of Incorporation was adopted by the members of the Corporation on November 27, 1979, at a called meeting of the members of the Corporation in Jackson, Mississippi.

SECTION VI

"P. The corporation shall limit its activities and the funds and assets connected therewith to carrying out the low-income housing Project #065-35285-PM-L8 at Monticello, Mississippi, including the financing thereof which has been approved by the Mississippi Regional Housing Authority No. VII, operating pursuant to MISS. CODE § 43-33-1 et. seq., and by the United States Department of Housing and Urban Development." and by deleting Article 7 and inserting in lieu and in place thereof the following Article 7:

SECTION VII: "7. The corporation shall receive no compensation in connection with the financing of a project except for its expenses, which are subject to approval, in advance, by HUD in determining the development cost, cost of issuance and servicing fee as appropriate. If the corporation does receive any compensation in excess of such expenses, such excess sum shall be placed in the debt service reserve.", and be amending Article 8 by adding the phrase "for HUD-approved uses only" at the end of said Article.

DATED: This the 27th day of November, 1979.

SIGNED: Monticello Housing Corporation
(Name of Corporation)

BY: Charles F. Craig
(President)

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
COUNTY OF Hinds

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Charles F. Craig, President of Monticello Housing Corporation, who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Articles of Incorporation of Monticello Housing Corporation, on this the 27th day of November, 1979.

Virginia L. Ray
NOTARY PUBLIC

VIRGINIA L. RAY • HINDS COUNTY • MISSISSIPPI • NOTARY PUBLIC

Commission Expires:
My Commission Expires Aug. 30, 1983

Received at the office of the Secretary of State, this the 28 day of Nov.

A. D., 19 79, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Wadner
SECRETARY OF STATE.

Jackson, Miss.,

November 28, 1979

I have examined this Amendment to 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 Richard M. Allen
Special Assistant Attorney General.

THIS PAGE LEFT BLANK INTENTIONALLY

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

FUNERAL AND MEMORIAL SOCIETY OF THE MISSISSIPPI GULF COAST, 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* 27th day of November A.D., 197

Cliff Finch

Governor.

Attest:

Heber Ladner

Secretary of State.

CERTIFIED COPY OF RESOLUTION

ADOPTED BY

FUNERAL AND MEMORIAL SOCIETY OF THE MISSISSIPPI GULF COAST, INC.
AT A MEETING OF THE MEMBERS HELD ON

10 October 1979
AUTHORIZING AND DIRECTING THE AMENDMENT OF

THE CHARTER OF INCORPORATION OF

FUNERAL AND MEMORIAL SOCIETY OF THE MISSISSIPPI GULF COAST, INC.

WHEREAS, FUNERAL AND MEMORIAL SOCIETY OF THE MISSISSIPPI GULF COAST, INC. is a voluntary, non-profit corporation chartered by the State of Mississippi, and

WHEREAS, after a thorough discussion in a duly held meeting this corporation desires to amend its charter to

THEREFORE, BE IT RESOLVED BY FUNERAL AND MEMORIAL SOCIETY OF THE MISSISSIPPI GULF COAST, INC. that its charter is amended as follows:

See Attached Exhibit "A"

CERTIFICATE

I, CECIL L. GRANT, President of FUNERAL AND MEMORIAL SOCIETY OF THE MISSISSIPPI GULF COAST, INC. do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by FUNERAL AND MEMORIAL SOCIETY OF THE MISSISSIPPI GULF COAST, INC. in a meeting assembled on the

10th day of OCTOBER, 19 79, at BILOXI, Mississippi.

WITNESS MY SIGNATURE, this the 10th day of OCTOBER, 19 79.

Cecil L. Grant

(PRESIDENT) CECIL L. GRANT

RESOLUTION

WHEREAS, paragraph 7 of the Charter of the Funeral and Memorial Society of the Mississippi Gulf Coast, Incorporated, provides as follows: "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. The members or the directors shall have the power to make, amend and repeal by-laws to govern this Corporation".

AND, WHEREAS, a change in the said paragraph 7 is desired by the membership of the said Society;

NOW, THEREFORE, be it resolved, that the said paragraph 7 of the said Charter be and the same is hereby amended to read and provide as follows: "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. The members shall have the power to make, amend and repeal bylaws to govern this Corporation".

Adopted this 10th day of October 1979.

Funeral and Memorial Society of the Mississippi Gulf Coast, Inc.

Cecil L. T. Grant
President

ATTESTED:

Myrtle S. Keehner
Secretary

EXHIBIT "A"

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

FUNERAL AND MEMORIAL SOCIETY OF THE MISSISSIPPI GULF COAST, INC.

Pursuant to the provisions of Section 79-11-9, Mississippi Code of 1972, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The corporation is amended to

SECOND: The following amendment of the Articles of Incorporation was adopted by the members of the corporation on 10 October, 19 79, at a regular meeting of the members of the corporation at Biloxi, Mississippi:

Affecting Paragraph 7 (see attached Exhibit "A")

DATED: This the 10th day of October, 1979.

SIGNED: FUNERAL AND MEMORIAL SOCIETY OF THE MISSISSIPPI GULF COAST, INC.
(Name of Corporation)

BY: Cecil L. Grant
(President)

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF HARRISON

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, CECIL L. GRANT, President of FUNERAL AND MEMORIAL SOCIETY OF THE

MISSISSIPPI GULF COAST, INC., who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Articles of Incorporation of FUNERAL AND MEMORIAL SOCIETY OF THE MISSISSIPPI GULF COAST, INC., on this the 16th day of NOVEMBER, 1979.

Alonzo J. Westbrook
NOTARY PUBLIC

My Commission expires: 6/20/80

Received at the office of the Secretary of State, this the 19 day of Nov.

A. D., 19 79, 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.,

26 Nov. 79

I have examined this amendment to 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 John M. Peston
Assistant Attorney General.

BOOK 260 PAGE 200

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

SHELBY PDS 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 27th day of November A. D., 1979.

Governor

By the Governor

Secretary of State

CERTIFIED COPY OF A RESOLUTION AUTHORIZING THE APPLICATION FOR A CHARTER OF INCORPORATION

I, BECKY DENTON, Secretary of SHELBY PDS TRANSPORTATION a non-profit association, do hereby certify that at a special meeting of the members of the association called for the purpose of authorizing the application for a charter of incorporation for the association held on the 30th day of October, 1979, the following Resolution was adopted by the unanimous vote of the members of the association:

BE IT RESOLVED by the members of Shelby PDS Transportation 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 the following persons are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Shelby PDS Transportation, Inc.:

Mitzi C. Pittman

Becky Denton

Judy McGee

BE IT FURTHER RESOLVED that said persons 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, said application to be filed with the Secretary of State of Mississippi, said corporation to be given the title of Shelby PDS Transportation, Inc., to be a non-profit corporation for which no shares of stock shall be issued and no profits or dividends shall be divided among the members, to have a perpetual existence, and which corporation 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 member in the corporate assets and for whose corporate debts there shall be no individual liabilities against the members and whose entire corporate property shall be liable for the claims of creditors.

I further certify that the original of the foregoing Resolution is recorded in the minutes of the association.

WITNESS my signature on this [illegible] day of [illegible], 1979.

BECKY DENTON, SECRETARY

CERTIFIED COPY OF

RESOLUTION DESIGNATING MISSISSIPPI AGENT

THIS IS TO CERTIFY that a meeting of the Board of Directors of SHELBY PDS TRANSPORTATION, INC. properly convened and held on the [illegible] day of [illegible], 1979, the following Resolution was duly adopted:

"RESOLVED, that Mitzi C. Pittman, Route 1, Box 25, Shelby, Mississippi, 38774, be and she hereby is designated the resident agent of this Corporation in the State of Mississippi upon whom service of process against this Corporation may be had in the event of any suit against this Corporation in said State; and that all prior designations and appointments of resident agent be and the same are hereby revoked."

WITNESS my signature, and the Seal of said Company, at Mississippi, this, the [illegible] day of [illegible], 1979.

SECRETARY

(SEAL)

ACCEPTANCE BY AGENT

The undersigned hereby accepts the above designation and appointment as resident agent for service of process.

DATED at [illegible], Mississippi, this, the [illegible] day of [illegible], 1979.

MITZI C. PITTMAN

CHARTER OF INCORPORATION

OF

SHELBY PDS TRANSPORTATION

1. The corporate title of said company is SHELBY PDS TRANSPORTATION, INC.

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

Mitzi C. Pittman
Route 1, Box 25
Shelby, Mississippi 38774

Judy McGee
Shelby, Mississippi 38774

Becky Denton
Shelby, Mississippi 38774

3. The domicile of the corporation is Route 1, Box 25, Shelby, Mississippi 38774.

4. The corporation is a non-profit charitable corporation, and no shares of stock shall be issued.

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 is as follows:

A) To establish, administer and operate a transportation system for the transportation of children to and from school, social activities, and other functions relating to school, said transportation system to be non-profit in character, and said corporation shall do all things necessary to accomplish this purpose, including, but not limited to, purchasing and acquiring personal property and real estate; owing, leasing, or acquiring real estate or personal property, buildings, appliances, equipment, vehicles and necessary facilities for the operation of said transportation system; to sell, rent, lease or otherwise dispose of unneeded land, buildings, personal property, or equipment; provided the proceeds from the sale or rental of such land or equipment shall be applied exclusively to the

maintenance and operation of such transportation system as a non-profit enterprise; and to borrow funds and pledge assets as security to obtain money with which to purchase, create, and operate such transportation system; and to employ personnel necessary to operate such system. The corporation shall have the further and additional powers, including the transportation of such students, their guests, faculty and school patrons, generally, in connection with school related activities, to perform each and every other activity of a relevant nature for the achievement of the ends described above.

B) In the event of dissolution of the corporation, all of the remaining assets of the corporation shall be distributed to such educational, charitable and literary organizations as have been determined tax exempt under Section 501 of the Internal Revenue Code, or any similar provision to be hereinafter enacted; the particular organization or organizations to which distribution is to be made hereunder are to be selected by a majority vote of the entire Board of Directors of the corporation.

C) The rights and powers that may be exercised by said corporation in addition to those set forth herein, are those conferred by the provisions of Section 79-11-1, et seq. of Mississippi Code of 1972; provided, however, the exercise of such powers conferred by said statute is restricted to those powers which are reasonable for the corporation to exercise in the furtherance of the purposes of the corporation as set forth herein.

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 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. No part of the net earnings of the corporation shall inure to the benefit of any director, officer, member or individual and shall not

be used for any other purpose except the operation of the purposes of the corporation.

8. The corporation shall have members, the number to be fixed by its Board of Directors, all of which members shall have their applications for membership approved by the Board of Directors. Membership dues shall be fixed by the Board of Directors.

SIGNATURES OF INCORPORATORS

MITZI C. PITTMAN

BECKY DENTON

JUDY McGEE

STATE OF MISSISSIPPI

COUNTY OF

This day personally appeared before me, the undersigned authority, MITZI C. PITTMAN, one of the incorporators of the corporation known as Shelby PDS Transportation, Inc., who acknowledged that she signed and executed the above and foregoing Articles of Incorporation as her act and deed on this 9th day of November, 1979.

NOTARY PUBLIC

My Commission Expires:

STATE OF MISSISSIPPI

COUNTY OF

This day personally appeared before me, the undersigned authority, BECKY DENTON, one of the incorporators of the corporation known as Shelby PDS Transportation, Inc., who acknowledged that she signed and executed the above and foregoing Articles of Incorporation as her act and deed on this 9th day of November, 1979.

NOTARY PUBLIC

My Commission Expires:

STATE OF MISSISSIPPI

COUNTY OF _____

This day personally appeared before me, the undersigned authority, JUDY McGEE, one of the incorporators of the corporation known as Shelby PDS Transportation, Inc., who acknowledged that she signed and executed the above and foregoing Articles of Incorporation as her act and deed on this 9th day of November, 1979.

_____
NOTARY PUBLIC

My Commission Expires:

_____

Received at the office of the Secretary of State, this the 19 day of Nov.

A. D., 19 79, together with the sum of $ 20 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Barber
SECRETARY OF STATE.

Jackson, Miss.,

26 Nov. 79

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 Glen H. Tolson
Assistant Attorney General.

BOOK 250 PAGE 209

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE SUN CREEK CONSERVATION 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 27th day of November A. D., 1979.

Cliff Finch
Governor

By the Governor

Heber Ladner
Secretary of State

RESOLUTION OF THE MEMBERSHIP OF

THE SUN CREEK CONSERVATION ASSOCIATION

BE IT REMEMBERED that the membership of The Sun Creek Conservation Association, an unincorporated fraternal and civic improvement association, met for the purpose of discussing incorporation of the association as a non-profit fraternal and civic improvement corporation;

AND WHEREAS, it being determined by the membership that the association was eligible under the laws of Mississippi to obtain a charter of incorporation as a non-profit fraternal and civic improvement corporation;

AND WHEREAS, it was determined by the membership at its meeting that the association could more effectively carry out its primary purposes, to-wit: conservation of natural resources, wildlife and fish propagation, management and environmental improvement as an incorporated fraternal and charitable association.

On motion duly made, seconded and unanimously adopted, it was ordered by the membership that the following members be and are hereby authorized and directed to make necessary application with the Secretary of State of Mississippi for a non-profit charter of incorporation under the provisions of Section 79-11-1 Mississippi Code 1972 Annotated, Amended: Doyes R. Holland, 84 Eutaw Street, Starkville, Mississippi, 39759; E. Lynne Prine, 40 Lake Valley Drive, Starkville, Mississippi, and James Moore, 46 Eutaw Street, Starkville, Mississippi , 39759.

BE IT FURTHER RESOLVED that the incorporators named above be and are authorized and empowered to do and perform all acts and things necessary for obtaining a charter of incorporation in accordance with the terms and provisions of this resolution.

SECRETARY'S CERTIFICATE

I, James Moore, Secretary-Treasurer, of Sun Creek Conservation Association, do hereby certify that the foregoing constitutes a true, accurate and correct copy of a resolution adopted by the membership meeting of the Sun Creek Conservation Association as the same appears on the minutes of the association.

Witness my signature this 13th day of November, 1979.

James Moore
Secretary-Treasurer
Sun Creek Conservation
Association

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 SUN CREEK CONSERVATION ASSOCIATION

1. The corporation title of said company is:

   The Sun Creek Conservation 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
Doyes R. Holland,	84 Eutaw Street	Starkville,	Mississippi 39759
E. Lynn Prine	40 Lake Valley Drive	Starkville,	Mississippi 39759
James Moore	46 Eutaw Street	Starkville,	Mississippi 39759

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

3. The domicile is at 40 Lake Valley Drive, Starkville, Mississippi 39759
   (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 79-11-1, Code of Mississippi of 1972, and amendments thereto.)

   To operate as a non profit fraternal and civic improvement anc charitable corporation. No shares of stock of the corporation shall be issued. The corporation shall operate under authority of Section 79-11-1, et seq. Mississippi Code 1972, as Amended by Chapter 390 of the laws of 1977.

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 Sun Creek Conservation Association is made up of persons who have gathered together in order to engage in the conservation of natural resources, wildlife and fish propagation, management, environmental improvement as an incorporated fraternal and charitable association.

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.

BOOK 200 PAGE 213

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: Doyes R. Holland
E. Lynn Prine
James R. Moore

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of OKTIBBEHA

This day personally appeared before me, the undersigned authority Doyes R. Holland, E. Lynn Prine, James Moore, incorporators of the corporation known as the Sun Creek Conservation Association, Inc., who acknowledged that ~~(he)~~ (they) signed and delivered the above and foregoing charter of incorporation as ~~(his)~~ (their) act and deeds on this the 9th day of November, 19 79.

My Commission Expires Sept. 2, 1981 Melinda L. Russell

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 19 day of Nov A.D., 1979, 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., 26 Nov, 1979

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 Assistant Attorney General

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

THIS PAGE LEFT BLANK INTENTIONALLY

BOOK 260 PAGE 215

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

UNITED WOODCUTTERS 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 the 29th day of November A. D., 1979.

Governor

By the Governor

Secretary of State

RESOLUTION OF THE UNITED WOODCUTTERS SERVICES

BE IT RESOLVED by the members of the United Woodcutters Cooperative Services, an unincorporated association of individuals, that it is to the best interest to this Association that it be forthwith incorporated as a nonprofit, nonshare corporation under the laws of the State of Mississippi applicable thereto and that James L. Drake, Kenneth Fujimoto, Cuba D. Wytch, Willie Lee Little, and John Eddie Foster

are elected, appointed, designated and authorized to act as incorporators in applying for a Charter of this Association to be named United Woodcutters Services, Inc.; that they are fully empowered to do and perform any and all other actions necessary to secure said Charter and authorize the expenditure of such funds of the Association as may be necessary so to do.

CERTIFICATE

I, Kenneth Fujimoto 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 18th day of November, 1979, at Louisville, Mississippi, at which a majority of the members were present, and said was duly and properly called and held.

WITNESS MY SIGNATURE this the 18th day of November 1979.

Kenneth Fujimoto
SECRETARY

THE CHARTER OF INCORPORATION OF
UNITED WOODCUTTERS SERVICES

1. The corporate title of said company is: United Woodcutters Services, Inc.

2. The names and post office addresses of the incorporators are:
James L. Drake, P.O. Box 87, Thomastown, Ms. 39171
Kenneth Fujimoto, P.O. Box 87, Thomastown, Ms. 39171
Cuba D. Wytch, Rt. 1, Box 385-A, Kosciusko, Ms. 39090
Willie Lee Little, Rt. 4, Box 225, Macon, Ms. 39341
John Eddie Foster, Rt. 5, Box 287, Louisville, Ms. 39339

The above incorporators are adult resident citizens of Mississippi.

3. The domicile is at Hwy. 429, Thomastown, Ms. 39171

4. The Corporation is a non-profit fraternal and medical services association. It shall issue no stock.

5. Period of existence shall be perpetual.

6. The purpose for which the Corporation is created, not contrary to law, is to assist woodcutters and their families through the establishment of service centers designed for assistance regarding welfare benefits, medical needs, workman's compensation claims, and educational opportunities; to assist the woodcutters and their families by the establishment of credit unions designed to aid and educate them in saving money and the wise use of credit;

Notwithstanding the above, however, said Corporation is organized exclusively for charitable, religious, educational and scientific purposes, 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 provision of any future United States Internal Revenue Law).

The rights and powers to be exercised by the Corporation, which rights and powers are limited to those reasonably necessary to accomplish the above-stated purposes of the Corporation, are, (a) To acquire, by gift or purchase, hold, sale, convey, assign, mortgage or lease any property, real or personal, necessary or incident to the purposes hereinabove stated. (b) To borrow money and issue evidences of indebtedness and furtherance of any or all of the objects of its business, and to secure loans by the mortgage, deed of trust, pledge or other lien. (c) To apply for, obtain and contract with any federal, state or local agency for a direct loan or loans, or other financial aid to the accomplishment of the welfare, medical, educational, and consumer purposes hereinabove enumerated. (d) To sue and be sued, complain and defend in its Corporate name. (e) To have and use a Corporate seal. (f) To make and enter into contracts and to do and perform all acts reasonably necessary to accomplish the purposes of this Corporation.

7. (a) The Corporation shall have its Directors as its members.

(b) The affairs and business of the Corporation shall be administered as determined by the Board of Directors. The number in appointments of such Directors of the Corporation shall be in accordance with the by-laws, subject to the following: The total number of directors shall not be less than three (3) nor more than 25. The initial Board of Directors shall be elected by the Incorporators at the organizational meeting. The original Board of Directors shall hold office for periods of time as follows: one-third shall hold office for a period of one (1) year and until their successors have been designated; one-third shall hold office for a period of two (2) years and until their successors have been designated; one-third shall hold office for a period of three (3) years and until their successors have been designated; thereafter, members of the Board of Directors shall hold office for a term of one (1) year and until their successors have been desinated. The manner of electing Directors shall be established by the by-laws of the Corporation.

(c) The Board of Directors may, by resolution spread upon its minutes, create an executive committee to be elected by the Board from its membership to act for and on behalf of the Board when the same is not in session.

(d) The Charter of Incorporation may be amended by two-thirds vote of the membership at any regular or special meeting of the membership at which a quorum is present.

8. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions and furtherance of the purposes set forth in Article 6 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or other attemting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding 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 the corresponding provision of any future United States Internal Revenue Law).

9. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or in such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not solely disposed of by the Chancery Court of the county of which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

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 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 Corporation's 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.

James L. Drake
Kenneth Fujimoto
Cuba D. Wytch
Willie L. Little
John Ed Foster

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
COUNTY OF NOXUBEE

This day personally appeared before me, the undersigned authority James L. Drake, Kenneth Fujimoto, Cuba D. Wytch, Willie L. Little, John Ed Foster incorporators of the Corporation known as the United Woodcutters Services, Inc. who acknowledged that they signed and delivered the above and foregoing charter of incorporation as their act and deed on this the 18th day of November, 1979.

Patsy Miller, NOTARY PUBLIC
My Commission Expires April 1, 1982

Received at the office of the Secretary of State this the 29th day of Nov. A.D. 1979, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Barber

Jackson, Miss., 29 Nov, 1979

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

Attorney General

Assistant Attorney General

THIS PAGE LEFT BLANK INTENTIONALLY

BOOK 260 PAGE 221

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

JACKSON ARTS ALLIANCE, 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 29th day of November A. D., 1979.

Cleo Fitch

Governor

By the Governor

Heber Ladner

Secretary of State

RESOLUTION OF CITY SPIRIT ASSOCIATION

Be it resolved by the members of the City Spirit Association, an unincorporated association of individuals, that it is to the best interest of this association that it be forthwith incorporated as a nonprofit nonshare corporation under the laws of the State of Mississippi applicable thereto and that William S. Painter, 1504 Devine Street, Jackson, Mississippi 39202, Robert Canizaro, 1530 Gay Street, Jackson, Mississippi 39211 and Constance Beardsley, 2025 Riverside Drive, Jackson, Mississippi 39202, are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named The Jackson Arts Alliance, 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.

CERTIFICATE

I, L. Sturgis Monteith , 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 in a meeting thereof held on the 28 day of November, 1979, at Jackson, Mississippi, at which a majority of the members were present, and said was duly and properly called and held.

WITNESS MY SIGNATURE, this the 28 day of November, 1979.

L. Sturgis Monteith
SECRETARY

CHARTER OF INCORPORATION
OF
JACKSON ARTS ALLIANCE, INC.

1. The corporate title of said association is Jackson Arts Alliance, Inc.

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

William S. Painter	1504 Devine Street Jackson, Mississippi 39202
Robert Canizaro	1530 Gay Street Jackson, Mississippi 39211
Constance Beardsley	2025 Riverside Drive Jackson, Mississippi 39202

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

3. The domicile is at 201 East Pascagoula Street, Jackson, Mississippi 39205.

4. The Jackson Arts Alliance, Inc. is a nonprofit literary institution and civic improvement association by and under the provisions of Section 79-11-1 of the Mississippi Code of 1972, as amended, and no shares of stock shall be issued.

5. The period of existence shall be perpetual.

6. The purposes for which the Jackson Arts Alliance, Inc. is to be formed are exclusively literary, educational and cultural to wit:

To provide services as the recognized community arts organization for the City of Jackson.

To develop, promote and coordinate the arts in the Metropolitan Jackson Area.

To represent the arts on behalf of both the producer and the consumer.

Notwithstanding the above, however, said association is organized exclusively for charitable, and educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1954, 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 provision of any future United States Internal Revenue Law).

The rights and powers to be exercised by the association, which rights and powers are limited to those reasonably necessary to accomplish the above stated purposes of the association, are, (a) to acquire, by gift or purchase, hold, sell, convey, assign, mortgage or lease any property, real or personal, necessary or incident to the purposes hereinabove stated, (b) to borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business, and to secure loans by the mortgage, deed of trust, pledge or other lein, (c) to apply for, obtain and contract with any federal, state or local agency for a direct loan or loans, or other financial aid for the

accomplishment of the literary, educational and cultural purposes hereinabove numerated, (d) to sue and be sued, complain and defend in its corporate name, (e) to have and use a corporate seal, (f) to make and enter into contracts and to do and perform all acts reasonably necessary to accomplish the purposes of this association.

7. Any individual, association, partnership, corporation, or other organization, which is a resident of the Jackson Metropolitan Area (as such term may be defined by the board of directors of the association) can become a member of the association upon payment of the annual dues specified from time to time by the board of directors of the association.

8. (a) The affairs and business of the association shall be administered as determined by the board of directors of the association. The number of directors of the association shall be in accordance with the by-laws, subject to the following: the total number of directors shall not be less than three (3) nor more than forty two (42). The initial board of directors of the association shall be elected by the Incorporators at the initial meeting of the Incorporators and such directors shall hold office for staggered periods of time as established by the Incorporators. Thereafter, each successor-director shall hold office for three (3) years so that the terms of the directors shall be staggered with one third of the directors being elected by the members each year at the annual meeting of members of the association. The manner of electing directors shall be established by the by-laws of the association.
(b) The board of directors may, by resolution spread upon its minutes, create an executive committee to be elected by the board to act for and on behalf of the board when the same is not in session.

(c) The Charter of Incorporation may be amended by two-thirds vote of the members of the association at any regular or special meeting of the members of the association at which a quorum is present; provided, however, that notwithstanding the above, the Charter of Incorporation may be amended by two-thirds vote of the board of directors at any regular or special meeting of the board of directors at which a quorum is present, in the event that, in the sole discretion of the board of directors, such amendment is required in order to duly qualify the association as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

9. No part of the net earnings of the association shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the association 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. No substantial part of the activities of the association shall be the carrying on of propaganda, or other attempts to influence legislation, and the association shall not participate in, or intervene in (including the publishing or distribution of statements) any

political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the association shall not carry on any other activities not permitted to be carried on (a) by an association 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 an association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

10. Upon the dissolution of the association, the board of directors shall, after paying or making provision for the payment of all of the liabilites of the association, transfer all of the remaining assets of the association to the City of Jackson, Mississippi, exclusively for the purposes of the association in such manner as shall at the time qualify under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). If at such time, such transfer shall not qualify under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), the board of directors shall dispose of all of the assets of the association exclusively for the purposes of the association in such manner, or in such organization or organizations organized and operated exclusively for charitable and educational 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 directors shall determine. Any such assets not so disposed as provided above shall be disposed of by the Chancery Court of the county in which the principal office of the association is then located, exclusively for the purposes of the association in such manner, or to such organization or organizations operated exclusively for charitable and educational purposes as shall at that time qualify as a tax exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended (or the corresponding provision of any future United States Internal Revenue Law).

11. Except as herein otherwise provided, the conditions and regulations of membership and the rights and other privileges of the members of the association shall be determined and fixed by the by-laws of the association.

12. The board of directors of the association shall adopt by-laws of the association to provide the basic rules for the internal organization and management of the association. Such by-laws shall cover, among other matters, the respective limits of authority of the members, directors and officers of the association. The by-laws of the association shall be amended by a vote of two thirds of the directors of the association.

13. This association shall not be required to make publication of its Charter, shall issue no shares of stock, shall divide no dividends or profits among its member, shall

make expulsion its only remedy for nonpayment of dues, shall vest in each member the right to one vote in the election of all directors, 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.

Constance Beardsley

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me, the undersigned authority William S. Painter, Robert Canizaro, and Constance Beardsley, incorporators of the association known as the Jackson Arts Alliance, Inc. who acknowledged that they signed and delivered the above and foregoing Charter of Incorporation as their act and deed on this the 28th day of November, 1979.

Yvonne C. Kendall
NOTARY PUBLIC

My Commission Expires:

My Commission Expires April 5, 1981.

Received at the office of the Secretary of State this the 29th day of November, 1979, together with the sum of 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Barber
SECRETARY OF STATE

Jackson, Mississippi
November 29, 1979

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

A. F. Summer
ATTORNEY GENERAL

BY: Richard M. Allen
Special ASSISTANT ATTORNEY GENERAL

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

A. D., 19 79, 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.,

November 29, 1979

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 Richard M. Allen
Special Assistant Attorney General.

THIS PAGE LEFT BLANK INTENTIONALLY

BOOK 260 PAGE 229

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

SOUTH MISSISSIPPI AREA AGENCY ON AGING, 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 29th day of November A. D., 1979.

Governor

By the Governor

Secretary of State

RESOLUTION TO INCORPORATE

Whereas the South Mississippi Area Agency on Aging is an unincorporated association organized for the purpose of providing services and assistance for elderly citizens in the fifteen Mississippi counties of Covington, Forrest, George, Greene, Hancock, Harrison, Jackson, Jeff Davis, Jones, Lamar, Marion, Pearl River, Perry, Stone, Wayne, and

Whereas it is necessary to incorporate as a nonprofit, nonshare corporation in order to obtain the assistance to carry out such purposes:

Now, therefore, be it resolved that the South Mississippi Area Agency on Aging be incorporated as a nonprofit, nonshare corporation under provision of Title 79, Chapter 11 of the Mississippi Code of 1972 for the purpose of providing services and assistance to elderly citizens in the aforementioned counties and that Thad Vann, Guy Magee, William J. Rice and Ernest C. Melvin, being members of the association and adult resident citizens of the State of Mississippi, hereby be authorized and directed to apply for such charter of incorporation.

CERTIFICATE

I, Thad Vann, President of the South Mississippi Area Agency on Aging, 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 26th day of November, 1979.

President

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 corporation title of said company is:

   South Mississippi Area Agency on Aging, 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
Thad Vann	1908 Adeline Street	Hattiesburg	Mississippi
Guy Magee	Route 2, Box 69A	Mt. Olive	Mississippi
William J. Rice	P. O. Box 131	Columbia	Mississippi
Ernest C. Melvin	613 East Howard Avenue	Biloxi	Mississippi

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

3. The domicile is at Popps Ferry Road at Motsie Road, 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 79-11-1, Code of Mississippi of 1972, and amendments thereto.)
   This corporation is a nonprofit, nonshare civic improvement society as authorized by the provisions of Title 79, Chapter 11, Section 1 of the Mississippi Code of 1972, as amended. It has no capital stock and no shares of stock shall be issued. It is composed of members rather than shareholders.

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 primary purpose for which the corporation is formed is to plan and provide services and assistance for elderly citizens in the fifteen county area of Covington, Forrest, George, Greene, Hancock, Harrison, Jackson, Jeff Davis, Jones, Lamar, Marion, Pearl River, Perry, Stone and Wayne in the State of Mississippi.

   In furtherance of said purpose the Agency shall
   - Study the needs of the aging population in these counties, provide a concerned group for a coordinated and cooperative effort in planning services to meet these needs and develop long range plans to deal with them;
   - Develop a community awareness of the needs of the aging population in these counties;
   - Cooperate with all agencies and organizations, local, state, and federal, working with the aged and assist them in delivering effective services;
   - Develop, sponsor and support programs, activities and services benefiting the aging population in the aforesaid counties, including, but not limited to, the services for Older Americans sponsored by the Mississippi Council on Aging, and
   - Otherwise render aid and assistance to the elderly and Older Americans in this fifteen county area.

When necessary to accomplish the said purpose, the Agency shall have the power to:

Receive monies and grants from any and all sources and disburse them in accordance with the purposes of the corporation;

Contract for the provision of services and assistance to the elderly;

Acquire, improve and operate real or personal property or interests therein for the benefit of senior citizens;

Lease, sell, convey, assign or mortgage real or personal property as may benefit the elderly community, and

Do any and all things, actions and deeds necessary, helpful, appropriate or incidental to carrying out and accomplishing the said purpose, rights and powers.

Any and all of the actions of the Agency shall be done without regard to race, color, sex, creed or national origin.

The Board of Directors shall be composed of one person selected from three nominees submitted by the Boards of Supervisors of each of the fifteen counties enumerated herein, along with such other board members as may be deemed necessary by the above mentioned board.

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.

BOOK 200 PAGE 233

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.

X Signatures: Thad Vann
Guy Magee
William J. Rice
X Ernest C Melvin

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of HINDS

This day personally appeared before me, the undersigned authority Thad Vann, Guy Magee, William J. Rice, Ernest C. Melvin, _____, _____, _____, incorporators of the corporation known as the South Mississippi Area Agency on Aging, Inc. who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 26th day of November, 1979

My Commission Expires May 31, 1981 — Mrs. E. Bice Green, 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 29th day of Nov. A.D., 1979, 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., November 29, 1979

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 Richard M. Allen
Special Assistant Attorney General

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

THIS PAGE LEFT BLANK INTENTIONALLY

BOOK 260 PAGE 235

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

CROSSROADS DIAMOND 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 3rd day of December A. D., 1979.

Governor

By the Governor

Secretary of State

STATE OF MISSISSIPPI

COUNTY OF HINDS

BE IT REMEMBERED that a Regular Meeting of the Crossroads Diamond Club of Jackson, an unincorporated association of Jackson, Hinds County, Mississippi, was held on Thursday, November 15, 1979, at 6:00 P.M., at which meeting there was more than a quorum of the membership in good standing in attendance.

After a discussion of the advisability of the association incorporating as a non-profit corporation under the laws of the State of Mississippi, which said action was recommended by the Board of Directors of the body, the following Resolution was offered by Mike Barkett and seconded by D. M. Howie, and after having been fully discussed, was adopted by the members present at said meeting, the same being as follows:

RESOLUTION

WHEREAS, it is recommended by the Board of Directors of the Crossroads Diamond Club that the said association be incorporated as a non-profit corporation under the laws of the State of Mississippi; and

WHEREAS, it is the considered opinion of all the members that the said association should be incorporated as a non-profit civic improvement association, pursuant to the provisions of Section 79-11-1, Mississippi Code of 1972, as amended.

NOW, THEREFORE, BE IT RESOLVED, that Michael E. Barkett, D. M. Howie, and Albert T. Jones be, and they are hereby authorized and directed to act as incorporators and apply to the Secretary of State for the State of Mississippi for a Charter of Incorporation of this organization under the corporate title of CROSSROADS DIAMOND CLUB, INC.

BE IT FURTHER RESOLVED, that the said Michael E. Barkett, D. M. Howie, and Albert T. Jones be and they are hereby authorized to execute any and all documents and instruments as may be necessary or proper to carry out this Resolution.

CERTIFICATE

I, Frank Anger, certify that I am the duly elected and acting Secretary of Crossroads Diamond Club of Jackson, Mississippi, and by virtue thereof I am custodian of the Minute Book of the said association.

I further certify that the above and foregoing is a true and correct copy of a Resolution passed and adopted at a legal meeting of the said association and that the above and foregoing Resolution is full and complete and covers all the matters pertaining to the incorporation of the association.

WITNESS MY SIGNATURE, this the 26th day of November, A. D., 1979.

Frank Anger

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

CROSSROADS DIAMOND CLUB

1. The corporation title of said company is:

CROSSROADS DIAMOND CLUB, 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
Michael E. Barkett	Rt. 8-237 Wallnut Ridge	Jackson	Mississippi
David M. Howie	172 Queen Joanna Lane	Jackson	Mississippi
Albert T. Jones	5044 Ashley Drive	Jackson	Mississippi

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

2221 Belmont St 39213

3. The domicile is at P. O. Box 2032 (Street and No.) Jackson, (City) Mississippi 39205 (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 79-11-1, Code of Mississippi of 1972, and amendments thereto.)

This is a non-profit, non-share, civic improvement society organized under the provisions of Section 79-11-1, Code of Mississippi of 1972, Annototed, and amendments thereto. It is incorporated on application of three members authorized by the organization on its minutes to apply for the charter; and, such charter granted, shall be perpetual, provided, nevertheless that same shall be subject at all times to alteration, amendment or repeal. The conditions and regulations of membership and the rights and privileges of the members shall be determined and fixed by the By-Laws.

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. To form a body of individuals thoroughly representative of the business and professional interest of the City of Jackson, Mississippi; to encourage active participation in all things that have to do with civic and industrial betterment and the building of good citizenship; to uphold the principles of good government; to encourage the application of the highest ethical standards in business, and endeavor, by the exchange of methods and ideas, to increase efficiency in all lines represented.

2. In general, to render constructive civic services for the promotion of the welfare and improvement of the City of Jackson and the adjacent territory and to arouse civic consciencousness by means of active participation in constructive projects of all types which will improve the community. The purposes of the corporation shall not be the protection, promotion or stimulation of any business organized for profit.

3. To solicit and to receive gifts, donations, and bequests and grants of money and property of every kind and description and to administer the same for the purposes herein stated, and to sponsor fund raising benefits for the furtherance of the purposes herein stated.

4. To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber and lease real or personal property of every kind and description necessary or convenient for the carrying on of any and all of its purposes. To borrow money for any and all of its legitimate purposes, and from any and all sources, and to pledge or otherwise encumber any of the corporations assets to secure its debts.

5. To join and participate in any and all local, state or national associations or organizations which are dedicated to the purposes herein stated.

6. To do any and all things necessary, suitable and proper for the accomplishment of and and all of the purposes, or the attainment of any of the objects of the furtherance of any of the powers hereinbefore set forth. All of the rights and powers shall be limited to those reasonably necessary to accomplish the purpose for which the association is being incorporated.

7. The Corporation hereby guarantees that if its Charter is surrendered all assets and properties belonging to the Crossroads Diamond Club, Inc. shall be given to charity or a non-profit organization.

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

[illegible]ation shall [illegible] required to make [illegible] of its charter, shall issue no shares of stock, [illegible]vide 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. BOOK 250 PAGE 239

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: [illegible]

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of HINDS

This day personally appeared before me, the undersigned authority Michael E. Barkett David M. Howie, Albert T. Jones, _____, _____, _____, _____

incorporators of the corporation known as the CROSSROADS DIAMOND CLUB, INC.

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

_____

STATE OF MISSISSIPPI

County of [illegible]

This day personally appeared before me, the undersigned authority [illegible]

incorporators of the corporation known as the [illegible]

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

My Commission Expires August 31, 1983 [illegible]

Received at the office of the Secretary of State this the 3rd day of Dec. A.D., 1979, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

[illegible]

Secretary of State

Jackson, Miss., December 3, 1979

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 Richard M. Allen

Special Assistant Attorney General

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

THIS PAGE LEFT BLANK INTENTIONALLY

BOOK 260 PAGE 241

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

FIRST MISSIONARY BAPTIST 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 the 29th day of November A. D., 1979.

Governor

By the Governor

Secretary of State

BOOK 268 PAGE 242

RESOLUTION OF First Missionary Baptist 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 First Missionary Baptist Church an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that Rev. Lawrence Collins Clifton Jefferson Dorothy Davis, Ledell Terrell, R. A. Robinson, Cordesia Richardson, Phillip Terrell, Paul M. Lewis are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named First Missionary Baptist Church, Incorporated; that they are fully empowered to do so 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, Dorothy 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 true and correct copy of a Resolution duly adopted at a meeting thereof held on the 12th day of October, 1979, at First Missionary Baptist Church, 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 15th day of Nov., 1979.

Secretary Mrs. Dorothy Davis

JOHN D. RUTHERFORD, JR.
CHANCERY CLERK
BY: Carol Pfeiffer D.C.

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 corporation title of said company is:

FIRST MISSIONARY BAPTIST 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
Rev. Lawrence Collins, Sr. (Pastor)	2503 Meadowlark Drive	Gulfport	MS
Mrs. Dorothy Davis (Church Clerk)	130 Michael Street	Bay St. Louis	MS
Mr. Ledell Terrell (Deacon)	413 Sycamore Street	Bay St. Louis	MS
Mr. R. A. Robinson (Deacon)	710 St. Francis Street	Bay St. Louis	MS
Mr. Cordosia Richardson (Deacon)	P.O. Box 372	Waveland	MS
Mr. Phillip Terrell (Deacon)	324 Oak Park Drive	Pass Christian	MS
Mr. Paul M. Lewis	523 State Street	Bay St. Louis	MS
Mr. Clifton Wilkerson	342 Old Spanish Trail	Bay St. Louis	MS

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

3. The domicile is at 256 Sycamore Street, Bay St. Louis, Mississippi 39520
(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 79-11-1, Code of Mississippi of 1972, and amendments thereto.)
The corporation is non-profit and no shares of stock are to be issued and it is to be one of the type corporations set forth above. It 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 object of this organization shall be the establishment of corresponding and personal association and the formation and promotion of unity, faith, and practice in Christian doctrine and fellowship. It is also its purpose to foster cordiality of feeling and union of effort in promoting missionary and Christian education enterprises connected with the interest of God's Church in the world. To form a more perfect union of religious sentiment, doctrine, and practices for the promotion of the Master's cause and extension of the Kingdom in our community. We believe that this determination can best be carried out by the incorporation of an organized body of Baptist pastors, ministers, teachers, evangelists, and laymen whose purpose is to encourage by council, teaching, and preaching the gospel of life and Christian fellowship.

With the above firmly fixed in our minds, we resolve to be incorporated for doing Christian work outside of Church limitations: Foreign Missions, Home Missions, Bible work and religious publications, with other appliances for Christian service.

We propose to operate a Day Care Center and Nursery for working mothers, and operate a Kitchen to sell lunches and dinners to help us meet current expenses of the Church and to provide benevolent assistance to our needy members, and to make charitable contributions to poverty persons of the Community during emergency situations.

Further, this corporation propose to sponsor Boy Scout; Girl Scouts, and Cub Scout Troops to provide training and charcter building traits and skills for all boys and girls of the community.

7. [illegible] 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.

BOOK 260 PAGE 244

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. Lawrence Collins, Sr.
Mrs. Dorothy Davis
Ledell Terrell
R. A. Robinson
Cordesia Richardson
Paul M. Lewis
Clifton Wilkerson
Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Hancock

This day personally appeared before me, the undersigned authority Rev. Lawrence Collins, Sr., Mrs. Dorothy Davis, Ledell Terrell, R. A. Robinson, Cordesia Richardson, Phillip Terrell, Paul M. Lewis, Clifton Wilkerson, incorporators of the corporation known as the First Missionary Baptist Church, who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 15 day of November, 1979.

JOHN D. RUTHERFORD, JR.
CHANCERY CLERK
BY: Paul Pfeiffer 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 19 day of Nov. A.D., 1979 together with the sum of $10.45 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Lobrano
Secretary of State

Jackson, Miss., November 27, 1979

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 Richard M. Allen
Special Assistant Attorney General

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

BOOK 260 PAGE 245

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

OPTIMIST CLUB OF COLUMBUS, 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 29th day of November A. D., 1979.

Cliff Finch
Governor

By the Governor

Heber Ladner
Secretary of State

RESOLUTION

RESOLUTION of the Optimist Club of Columbus, Mississippi, an unincorporated association, to incorporate, designating the incorporators, the name of the proposed corporation and authorizing the expenditure of funds of the association necessary to do so.

BE IT RESOLVED: by the members of the Optimist Club of Columbus, Mississippi, 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 James C. Brooks, J. T. Moore and J. Marcus Stone are duly elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Optimist Club of Columbus, Mississippi, Inc., that they are fully empowered to do so 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, J. Marcus Stone, 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 adopted at a meeting thereof held on the 16th day of November, 1979, at Columbus, Lowndes County, 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 16 day of Nov 80, 1979.

SECRETARY: [illegible]

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

OPTIMIST CLUB OF COLUMBUS, MISSISSIPPI

1. The corporation title of said company is:

Optimist Club of Columbus, Mississippi, 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
James C. Brooks	116 Lawrence Drive	Columbus,	Mississippi 39701
J. T. Moore	110 Alabama Street	Columbus,	Mississippi 39701
J. Marcus Stone	300 Holly Hills Road	Columbus,	Mississippi 39701

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

3. The domicile is at 605 Second Ave. No. (P. O. Drawer 1740, Columbus, Miss. 39701
(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 79-11-1, Code of Mississippi of 1972, and amendments thereto.)

The corporation if a non-profit organization and no shares of stock shall be issued. The organization is a local chapter of OPTIMIST INTERNATIONAL, and is 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 purpose of this organization shall be: To function as an Optimist Club affiliated with Optimist International; to conduct a civic and social welfare organization for the common benefit of the members and the community; to develop Optimism as a philosophy of life; to promote an active interest in good government and civic affairs; to inspire respect to law, to promote patriotism and work for international accord and friendship among all people; to aid and encourage the development of youth; and to take over, carry on and continue the affairs, property, obligations, business and objectives of the unincorporated club known as the Optimist Club of Columbus, Mississippi.

. This corporation shall not be required to make publication of its charter, . . . issue . . . 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.

BOOK 260 PAGE 248

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 C. Brooks
J. T. Moore
J. Marcus Stone

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of LOWNDES

This day personally appeared before me, the undersigned authority James C. Brooks, J. T. Moore and J. Marcus Stone, _____, _____, _____, _____, incorporators of the corporation known as the The Optimist Club of Columbus, Mississippi, Inc. who acknowledged that ~~(he)~~ (they) signed and delivered the above and foregoing charter of incorporation as ~~(his)~~ (their) act and deeds on this the 16th day of November, 19 79

My commission expires: 10-13-82.

William E. Shultz
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 19th day of November A.D., 19 79, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Lobrano
Secretary of State

Jackson, Miss., November 27, 19 79

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 Richard M. Allen
Special Assistant Attorney General

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

BOOK 260 PAGE 249

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

FRIENDSHIP CHURCH MEMORIAL 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 the 29th day of November A. D., 1979.

Governor

By the Governor

Secretary of State

FRIENDSHIP CHURCH MEMORIAL CEMETERY, INC.

ESTABLISHMENT COMMITTEE

CERTIFIED COPY OF THE RESOLUTION AUTHORIZING
APPLICATION FOR ARTICLES OF INCORPORATION FOR
FRIENDSHIP CHURCH MEMORIAL CEMETERY, INC.

THIS IS TO CERTIFY that the following Resolution was adopted by the members hereof attending a meeting at Primitive Baptist Friendship Church, near Paden, Tishomingo County, Mississippi, on August 26, 1979, at which an association known as FRIENDSHIP CHURCH MEMORIAL CEMETERY, INC., Establishment Committee was organized.

BE IT HEREBY RESOLVED, that R. C. MARTIN, BENNIE SUE WILLIAMS and YVONNE STARKEY, members of the association, be and are hereby authorized to apply to the Secretary of the State of Mississippi for a Charter of Incorporation as a non-profit, non-share corporation under and pursuant to the provisions of Sections 79-11-1 of the Mississippi Code of 1972, as annotated and amended, for this association, and to take all actions and to do all things necessary and advisable in connection therewith, for and as the act and deed of the association and corporation.

BE IT FURTHER RESOLVED, that the corporate title of the corporation herein authorized shall be the "FRIENDSHIP CHURCH MEMORIAL CEMETERY, INC."

ADOPTED, this, the 26th day of August, A. D., 1979.

Yvonne Starkey

YVONNE STARKEY, Secretary

The foregoing is hereby certified to be a true and correct copy of the Resolution adopted by the above-named association on August 26, A. D., 1979.

Yvonne Starkey

YVONNE STARKEY, Secretary

THE CHARTER OF INCORPORATION OF

FRIENDSHIP CHURCH MEMORIAL CEMETERY, INC.

1.

The Corporate Title of said company shall be: Friendship Church Memorial Cemetery, Inc.

2.

The names, street addresses and post office adresses of the incorporators are as follows:

R. C. Martin
Route 1
Tishomingo, Ms. 38873

Bennie Sue Williams
803 W. College St.
Booneville, Ms. 38829

Yvonne Starkey
Route 1, Box 178 [mailing and residence address]
Tishomingo, Ms. 38873

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

3.

The said corporation is a non-profit corporation and no shares of stock shall be issued. The corporation is to own and operate a cemetery as envisioned and specifically authorized by Section 79-11-1 (1) of the Mississippi Code of 1972, as annotated and amended, et seq.

4.

The domicile of the corporation shall be at Primitive Baptist Friendship Church, near Paden, Tishomingo County, Mississippi.

5.

The period of this corporation's existence shall be perpetual.

6.

(a) The purpose of this corporation shall be to operate,

and maintain a cemetery near the City of Paden, Tishomingo County Mississippi, including all tasks associated therewith, specifically, but not limited to the following: the care of the real property owned by the corporation, all apurtenances and physical facilities related thereto; the allocation of burial sites; the collection of membership dues; the maintaining of accounts for the operation of the corporation, including any and all bank accounts necessary for the deposit and holding of membership dues and for the payments of debts and expenses of the corporation; and for whatever assistance that may be rendered to the families of the deceased at such time and in such manner as may be deemed appropriate by the Board of Directors of this corporation. That these purposes are not contrary to law and this corporation shall not be authorized or undertake any action that shall be contrary to law.

(b) The said corporation is organized exclusively for the maintenance and operation of a cemetery, including, for such purposes, the making of distributions to 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).

(c) No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) 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 (ii) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(d) It shall specifically be the purpose of this corporation, in addition to those other purposes heretofore mentioned, that the corporation shall aquire suitable real property or properties for use as a cemetery or cemeteries, and may, at the option of the members of this corporation in the time and manner as prescribed by law convey said real property to any person or business entity, as long as the proceeds from such conveyance are applied in a manner consistent with the regulations of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

(e) It shall specifically be the purpose of this corporation, in addition to those other purposes hertofore mentioned, that the corporation may establish a perpetual care trust fund for the maintenance of the non-profit cemetery as a whole, and no part of the corpus or earnings of said trust shall inure to the benefit of any individual member of this organization; donations to the perpetual care trust fund may come from the following sources: (i) individuals or individual members, (ii) the corporation's income itself, and (iii) any contributor, whether or not he is the "owner" of a lot or plot in the cemetery.

(f) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilites of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized

and operated exclusively for the 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 of any United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Chancery Court of Tishomingo County, Mississippi, or the Chancery Court of the county in which the principal place of business or office of the corporation may be found at the time of its dissolution, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such 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 amongst its members, shall make expulsion the only remedy for the non-payment of dues, shall vest in each member the right to one (1) vote in the election of all officers shall make the loss of membership, by death or otherwise, the termination of all voting 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.

INCORPORATORS:

R C Martin
R. C. MARTIN

Bennie Sue Williams
BENNIE SUE WILLIAMS

Yvonne Starkey
YVONNE STARKEY

* *

STATE OF MISSISSIPPI

COUNTY OF TISHOMINGO

PERSONALLY CAME AND APPEARED BEFORE ME, the undersigned authority in and for the State and County aforesaid, the within

named R. C. MARTIN, incorporator of the corporation known as the FRIENDSHIP CHURCH MEMORIAL CEMETERY, INC., who, after being by me first duly sworn, stated that he signed and delivered the above and foregoing Charter of Incorporation as his act and deed on this, the 12th day of November, A. D., 1979.

My Commission Expires:
10-6-82

Connie L. (Brooks) Dexter
NOTARY PUBLIC

* *

STATE OF MISSISSIPPI

COUNTY OF Itchomingo

PERSONALLY CAME AND APPEARED BEFORE ME, the undersigned authority in and for the State and County aforesaid, the within named BENNIE SUE WILLIAMS, incorporator of the corporation known as the FRIENDSHIP CHURCH MEMORIAL CEMETERY, INC., who, after being by me first duly sworn, stated that she signed and delivered the above and foregoing Charter of Incorporation as her act and deed on this, the 16 day of November, A. D., 1979.

My Commission Expires:
2-19-83

Bobbie C. Curtis
NOTARY PUBLIC

* *

STATE OF MISSISSIPPI

COUNTY OF Itchomingo

PERSONALLY CAME AND APPEARED BEFORE ME, the undersigned authority in and for the State and County aforesaid, the within named YVONNE STARKEY, incorporator of the corporation known as the FRIENDSHIP CHURCH MEMORIAL CEMETERY, INC., who, after being by me first duly sworn, stated that she signed and delivered the above and foregoing Charter of Incorporation as her act and deed on this, the 13th day of November, A. D., 1979.

My Commission Expires:
10-6-82

Connie L. (Brooks) Dexter
NOTARY PUBLIC

RECEIVED AT THE OFFICE OF THE SECRETARY OF STATE, this, the 21 day of Nov., A. D., 1979, together with the sum of $20.00 deposited to cover the recording fee and referred to the Attorney General for his opinion.

Heber Bradley
SECRETARY OF STATE

* *

I HAVE EXAMINED THIS CHARTER OF INCORPORATION and am of the opinion that it [is/is not] violative of the Constitution and the laws of this State, or of the United States.
This November 27, 1979

A. F. Summer
ATTORNEY GENERAL

by: Richard M. Allen
Special ASSISTANT ATTORNEY GENERAL

BOOK 260 PAGE 256

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

BETHEL BAPTIST CHURCH OF SOUTHAVEN, 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 29th day of November A. D., 1979.

Cliff Finch

Governor

By the Governor

Heber Ladner

Secretary of State

RESOLUTION OF

BETHEL BAPTIST CHURCH

Upon motion of an incorporated church body, to incorporate, and to designate incorporators, and the name of the proposed corporation authorizes expenditures of funds necessary to do so, does therefore resolve at its regular meeting with the quorum of the members present as follows,

BE IT RESOLVED by the members of the Bethel Baptist Church of Memphis, Tennessee, an incorporated church body for church related activities only, that it is the best interest of this body that it be forthwith incorporated as a non-profit corporation in accord with the laws of the State of Mississippi, applicable thereto and that the following three persons Mr. William H. Kelly, Mr. Macon Bennett, and Mr. Monty Westmoreland are elected and appointed the designated and authorized to act as incorporators by and applying for the charter of this church body known as Bethel Baptist Church of Southaven, Inc., that they are fully empowered to do so and to perform any and all other acts necessary to obtain such Charter, including payment of any expenses related thereto, not to exceed $200.00.

I, Mrs. Pat Roberts, Secretary, do hereby certify that I am duly elected, qualified and acting Secretary of the above named church body, and that the foregoing is a true and correct copy of the Resolution duly adopted at the meeting thereof held on the 7th day of November, 1979 at its regular place of meeting Memphis, Tennessee, at which time more than 20% of the members were present. Said meeting was duly announced and properly held.

WITNESS my signature, this the 8th day of November, 1979.

Mrs. Pat Roberts
Secretary

BOOK 260 PAGE 258

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

BETHEL BAPTIST CHURCH OF SOUTHAVEN, INC.

1. The corporate title of said company is: BETHEL BAPTIST CHURCH OF SOUTHAVEN, 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
Macon Bennett	7266 Hamilton Cl.	Olive Branch,	Ms.
William H. Kelly	3610 Woodland	Horn Lake,	MS.
Monty Westmoreland	8661 Ridgecrest	Walls,	MS.

All Incorporators are adult resident citizens of Mississippi.

3. The domicile is at 615 Goodman Rd. (Street and No.) Southaven, (City) Ms. (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 or stock are to be issued; the Corporation is a religious association.

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) The purpose for which this Corporation is formed is religious. It is to promote and form a religious society in an organized body or congregation for the purpose of preaching the Gospel of Jesus Christ as proclaimed by the Word of God and teaching the same in accordance to the doctrines, beliefs, and practices of

(b) The purpose shall be that of teaching and preaching the Word of God to the local, state, national, and worldwide communities, to dispatch and support missionaries in their propogation of the Gospel of Jesus Christ as Saviour and Lord to every nation and every individual soul by whatever means provided, available and affordable.

(c) Acts in furtherance of the Corporate purpose shall include, but shall not be limited to, all acts necessary and proper to the accomplishment and maintenance of churches, schools, seminaries, colleges, universities, child care and child placement facilities, convalescent and nursing homes, hospitals, retirement homes, counseling centers, family life and recreational facilities, religious and charitable organizations and facilities of every kind and nature.

(continued

(d) The purposes for the Corporation shall also include, but not be limited to promotion and use of all methods and media of communication, such as printing, publishing, and distribution of books, pamphlets, newspapers, magazines, audio visual materials such as video discs, films, video tapes, broadcasting of radio and television programs, etc.

(e) To engage in radio and television broadcasting and to establish a ministry through this media.

(f) As incidental to such business, to conduct a tape ministry by selling recorded tapes of sermons and other religious messages.

(g) To buy, sell, and generally deal in religious books, pamphlets, manuscripts, and other types of religious literature.

(h) To have and maintain libraries of both printed books and other publications, and audio visual materials such as films, filmstrips, projection and recording equipment, etc., which shall be available for research and training purposes to members, affiliates, and friends of the Corporation.

(i) To purchase, receive, construct, or otherwise obtain and maintain buildings, lands, and other properties as may be needed to meet the requirements of the Corporation and it's purpose.

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.

BOOK 200 PAGE 260

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: William H. Kelly
Macon Bennett
Monty Westmoreland

Incorporators

ACKNOWLEDGMENT

STATE OF TENNESSEE
County of SHELBY

This day personally appeared before me, the undersigned authority William H. Kelly, Macon Bennett, Monty Westmoreland, incorporators of the corporation known as the Bethel Baptist Church of Southaven 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 November 1979

Patricia Ann Roberts, Notary Public
My Commission Expires - Oct 30, 1982

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 Nov. A.D., 19 79 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., November 27, 1979

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 Richard M. Allen
Special Assistant Attorney General

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

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

THE BOX PROJECT, 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* 29th day of November A.D., 1979

Cole Finch

Governor.

Attest:

Heber Ladner

Secretary of State.

Form 61-58

BOOK 269 PAGE 262

State of Connecticut
OFFICE OF SECRETARY OF THE STATE } SS. HARTFORD.

I hereby certify that the foregoing is a true copy of record in this office

IN TESTIMONY WHEREOF, I have hereunto set my hand, and affixed the Seal of said State, at Hartford, this 26th day of October A.D., 19 79

Barbara B. Kennelly

Secretary of the State

BOOK 200 PAGE 263

CERTIFICATE OF RESTATING CERTIFICATE OF INCORPORATION BY ACTION OF ☐ INCORPORATORS ☐ BOARD OF DIRECTORS ☐ BOARD OF DIRECTORS AND SHAREHOLDERS (Stock Corporation) ☒ BOARD OF DIRECTORS AND MEMBERS (Nonstock Corporation)

61-38

STATE OF CONNECTICUT
SECRETARY OF THE STATE

For office use only
ACCOUNT NO.
INITIALS

1. NAME OF CORPORATION: The Box Project, Inc. OK

DATE: May 22, 1979

2. The Certificate of incorporation is ☐ A. AMENDED ONLY ☒ B. AMENDED AND RESTATED ☐ C. RESTATED ONLY by the following resolution

See Attachment A

3. (Omit if 2 A is checked.)

(a) The above resolution merely restates and does not change the provisions of the original Certificate of Incorporation as supplemented and amended to date, except as follows: (Indicate amendments made, if any, if none, so indicate.)

Attachment A changes the provisions of the original Certificate of Incorporation. Rest of original Certificate of Incorporation is unchanged.

(b) Other than as indicated in Par. 3(a), there is no discrepancy between the provisions of the original Certificate of Incorporation as supplemented to date, and the provisions of this Certificate Restating the Certificate of Incorporation.

BY ACTION OF INCORPORATORS

☐ 4. The above resolution was adopted by vote of at least two-thirds of the incorporators before the organization meeting of the corporation, and approved in writing by all subscribers (if any) for shares of the corporation, (or if nonstock corporation, by all applicants for membership entitled to vote, if any.)

We (at least two-thirds of the incorporators) hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

SIGNED	SIGNED	SIGNED

APPROVED
(All subscribers, or, if nonstock corporation, all applicants for membership entitled to vote, if none, so indicate)

SIGNED	SIGNED	SIGNED

(Over)

BOOK [illegible] 604

BY ACTION OF BOARD OF DIRECTORS

☐ 4. (Omit if 2C is checked.) The above resolution was adopted by the board of directors acting alone,

☐ there being no shareholders or subscribers.

☐ the corporation being a nonstock corporation and having no members and no applicants for membership entitled to vote on such resolution.

☐ the board of directors being so authorized pursuant to Section 33-341, Conn. G.S. as amended

5. The number of affirmative votes required to adopt such resolution is:	6. The number of directors' votes in favor of the resolution was:

We hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type)	NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type)
SIGNED (President or Vice President)	SIGNED (Secretary or Assistant Secretary)

BY ACTION OF BOARD OF DIRECTORS AND SHAREHOLDERS

☐ 4. The above resolution was adopted by the board of directors and by shareholders.

5. Vote of shareholders:

(a) (Use if no shares are required to be voted as a class.)

NUMBER OF SHARES ENTITLED TO VOTE	TOTAL VOTING POWER	VOTE REQUIRED FOR ADOPTION	VOTE FAVORING ADOPTION

(b) (If the shares of any class are entitled to vote as a class, indicate the designation and number of outstanding shares of each such class, the voting power thereof, and the vote of each such class for the amendment resolution.)

We hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type)	NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type)
SIGNED (President or Vice President)	SIGNED (Secretary or Assistant Secretary)

BY ACTION OF BOARD OF DIRECTORS AND MEMBERS

☒ 4. The above resolution was adopted by the board of directors and by members.

5. Vote of members:

(a) (Use if no members are required to vote as a class.)

NUMBER OF MEMBERS VOTING	TOTAL VOTING POWER	VOTE REQUIRED FOR ADOPTION	VOTE FAVORING ADOPTION
639	5,644	majority voting	470

(b) (If the members of any class are entitled to vote as a class, indicate the designation and number of members of each such class, the voting power thereof, and the vote of each such class for the amendment resolution.)

None

We hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type)	NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type)
Dr. Sybille Brewer	Mrs. Gloria Albrecht
SIGNED (President or Vice President) Dr. Sybille Brewer	SIGNED (Secretary or Assistant Secretary) Mrs. Gloria Albrecht

For office use only

State of Connecticut
FILED
JUN 25 1979 4:00 PM
Barbara B. Kennelly
SECRETARY OF STATE
BY

FILING FEE	CERTIFICATION FEE	TOTAL FEES
$ 4.	$	$ 4.

SIGNED (For Secretary of the State) [illegible]

CERTIFIED COPY SENT ON (Date)	INITIALS

TO

CARD	LIST	PROOF

61-38 (BACK)

BOOK 288 PAGE 265

ARTICLES OF INCORPORATION 3

The name of the corporation is: The Box Project, Inc.

The nature of the activities to be conducted, or the purpose to be promoted or carried out by the corporation, are as follows:

The corporation is to be operated exclusively for charitable and educational purposes, specifically: (1. relief of the poor, the distressed or the underprivileged; 2. advancement of education, 3. lessening of the burdens of government; 4. lessening of national tensions, 5. elimination of prejudice and discrimination; 6. defense of human and civil rights; and, 7. combating community deterioration.) assistance to families living in poverty directly or through community based organizations.

It shall attempt to serve these ends by:

a. Providing assistance to members who wish to channel charitable material help and educational assistance to individual needy families and groups in the United States, especially (in) those areas designated "poverty areas."

b. Providing (educational material) an opportunity to increase understanding and cooperation between (the poor and minority groups on the one hand and middle-class people as represented by its membership,) people in order to alleviate tensions and inequality;

c. Promoting changes leading to equal opportunities for all people to live in dignity in whatever location they choose to make their home.

d. Assisting needy families to use personal and community resources and programs effectively.

The corporation shall not carry on any 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 the corresponding provisions of any future United States Internal Revenue Law.

The corporation is non-profit and shall not have or issue shares of stock or pay dividends. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in paragraph 2 above.

(The classes, rights, privileges, qualifications, obligations, and the manner of election or appointment of members are as follows:) Any and all individuals participating by way of financial, material, or physical contribution, or any individuals receiving such help, shall be members of the Corporation. (The Board of Directors shall determine membership in accordance with the above standard.) (Officers and) The Directors shall be chosen by poll of the members. (All members shall receive the administrative assistance of the central office.)

Other provisions: In the event of dissolution, the Board of Directors shall distribute surplus assets only to charitable or educational organizations which shall at the time qualify as exempt 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.

BOOK 260 PAGE 266

THE BOX PROJECT

P.O. Box 435
Plainville, Connecticut 06062
Telephone (203) 747-8182

ARTICLES OF INCORPORATION

Approved by The Board of Directors: October 16, 1976
Approved by the membership: February 1979 ballot

The name of the corporation is: The Box Project, Inc.

The nature of the activities to be conducted, or the purpose to be promoted or carried out by the corporation, are as follows:

The corporation is to be operated exclusively for charitable and educational purposes, specifically: assistance to families living in poverty directly or through community based organizations.

It shall attempt to serve these ends by:

(a) Providing assistance to members who wish to channel charitable material help and educational assistance to individual needy families and groups in the United States, especially those areas designated "poverty areas;"

(b) Providing an opportunity to increase understanding and cooperation between people in order to alleviate tensions and inequality;

(c) Promoting changes leading to equal opportunities for all people to live in dignity in whatever location they choose to make their home.

(d) Assisting needy families to use personal and community resources and programs effectively.

The corporation shall not carry on any 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 the corresponding provisions of any future United States Internal Revenue Law).

The corporation is non-profit and shall not have or issue shares of stock or pay dividends. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in paragraph 2 above.

Any and all individuals participating by way of financial, material, or physical contribution, or any individuals receiving such help, shall be members of the corporation. The directors shall be chosen by poll of the members.

Other provisions: In the event of dissolution, the Board of Directors shall distribute surplus assets only to charitable or educational organizations which shall at the time qualify as exempt 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).

BOOK 200 PAGE 268

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

A. D., 1979, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Fodner
SECRETARY OF STATE.

Jackson, Miss.,

November 27, 1979

I have examined this application for domestication of foreign amendment to domesticated 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 Richard M. Allen
Special Assistant Attorney General.

C-54

BOOK 200 PAGE 269

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

NEW JERUSALEM BAPTIST CHURCH OF GREENVILLE, 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 November A.D., 1979.

Attest:

Secretary of State.

Governor.

RESOLUTION

The membership of New Jerusalem Baptist Church of Greenville, Mississippi, met in the sanctuary of the Church at 518 Gum Street, Greenville, Mississippi, on the 11th day of November, 1979, pursuant to a notice of said meeting issued on the 28th day of October, 1979.

Theodore Rollins, Chairman of the Board of Deacons, called the meeting to order.

On motion duly made, seconded and carried the following Resolution was adopted:

"WHEREAS, New Jerusalem Baptist Church desires to conduct, operate and/or finance educational programs such as the Baptist Training Union, Sunday Schools and such other educational facilities and/or functions as the Church may deem advisable, and

"WHEREAS, the Articles of Incorporation of New Jerusalem Baptist Church of Greenville, Mississippi, do not expressly provide that the Church may operate, conduct and finance such educational facilities and/or functions; and

"WHEREAS, the membership of the Church desires to amend the Articles of Incorporation of New Jerusalem Baptist Church so as to expressly state that the Church may operate, conduct and finance such educational facilities and/or functions;

"NOW THEREFORE, be it resolved that the membership of New Jerusalem Baptist Church of Greenville, Mississippi, does hereby adopt and approve the following Amendment to Article 6 to the Articles of Incorporation of New Jerusalem Baptist Church of Greenville, Mississippi:

> 'Article 6 stating the purposes for which the Corporation was created is amended to read as follows:
>
> To operate and carry on the activities of a church in accordance with the doctrine, beliefs and tenets of Baptist churches and to conduct such affairs reasonably necessary to promote and advance Christianity according to the doctrine, beliefs and tenets of Baptist churches, including, but not limited to operating or financing any educational facility or function

such as the Baptist Training Union, Sunday Schools and such other educational facilities and/or functions as the Corporation deems advisable; to acquire property, real, personal or mixed by lease, gift, purchase, grant, divise or bequest from any private corporation, municipality, association, partnership, firm or individual and to own and hold any property, real, personal or mixed necessary or convenient for carrying into effect the purposes of the Corporation, subject to the applicable provisions of the laws of the State of Mississippi, to transfer, convey, lease, sub-lease, mortgage and otherwise encumber all such properties; and to borrow money for the purposes of the Corporation and to secure the payment of same by notes, mortgages, deed of trust, or otherwise, subject in every case to all applicable provisions of the laws of the State of Mississippi and the United State of America.'

"This Resolution adopted the 11th day of November, 1979."

Theodore Rollins
THEODORE ROLLINS, CHAIRMAN OF THE BOARD OF DEACONS

ATTEST:

Edward A. Richardson
EDWARD A. RICHARDSON, SECRETARY

CERTIFICATION

STATE OF MISSISSIPPI

COUNTY OF WASHINGTON

Personally appeared before me the undersigned authority in and for the State and County aforesaid, the within named, EDWARD A. RICHARDSON, Secretary of New Jerusalem Baptist Church of Greenville, Mississippi, who acknowledged that the above and foregoing is a true and correct copy of the Resolution adopted by the membership of New Jerusalem Baptist Church of Greenville, Mississippi, adopting and approving an Amendment to the Articles of Incorporation of said Church.

Edward A. Richardson
EDWARD A. RICHARDSON

Given under my hand and official seal, this 12th day of November, 1979.

[illegible]
NOTARY PUBLIC

My commission expires: 10/11/81

[Seal]

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF NEW JERSULEM BAPTIST CHURCH OF GREENVILLE, MISSISSIPPI

1. The name of the Corporation is: New Jersulem Baptist Church of Greenville, Mississippi.

2. The amendment to the Articles of Incorporation is:

Article 6. stating the purposes for which the Corporation was created is amended to read as follows:

To operate and carry on the activities of a church in accordance with the doctrine, beliefs and tenets of Baptist churches and to conduct such affairs reasonably necessary to promote and advance Christianity according to the doctrine, beliefs and tenets of Baptist churches, including, but not limited to operating or financing any educational facility or function such as the Baptist Training Union, Sunday Schools and such other educational facilities and/or functions as the Corporation deems advisable; to acquire property, real, personal or mixed by lease, gift, purchase, grant, divise or bequest from any private corporation, municipality, association, partnership, firm or individual and to own and hold any property, real, personal or mixed necessary or convenient for carrying into effect the purposes of the Corporation, subject to the applicable provisions of the laws of the State of Mississippi; to transfer, convey, lease, sub-lease, mortgage and otherwise encumber all such properties; and to borrow money for the purposes of the Corporation and to secure the payment of same by notes, mortgages, deeds of trust, or otherwise, subject in every case to all applicable provisions of the laws of the State of Mississippi and the United States of America.

3. Said amendment was adopted at a joint meeting of shareholders and directors duly called and held on the 11th day of November, 1979, and said meeting having been duly called and notice thereof given as prescribed by law on the 28th day of October, 1979, and all members of the Church being present having waived further call and notice of said meeting by their

signatures spread upon the minutes hereof and said amendements being presented at said meeting for vote by the members of the Church and 250 members having voted aye, and NONE members having voted nay, said amendment passed by a vote of more than two-thirds of the the membership entitled to vote thereon, said amendment passed.

WITNESS THE SIGNATURES of the Chairman and Secretary of the Church, this 11th day of November, 1979.

NEW JERSULEM BAPTIST CHURCH
OF GREENVILLE, MISSISSIPPI

BY: Theodore Rollins, Deacon Board Chairman
CHAIRMAN

ATTEST:

Edward A. Richardson
SECRETARY

STATE OF MISSISSIPPI

COUNTY OF WASHINGTON

Personally appeared before me, the undersigned authority in and for the State and County aforesaid, THEODORE ROLLINS and EDWARD RICHARDSON who severally acknowledged that they are the Chairman and Secretary respectively of New Jersulem Baptist Church of Greenville, Mississippi, a Mississippi non-profit corporation, and that for and on behalf of said corporation they signed, executed and delivered the above and foregoing Articles of Amendment to Articles of Incorporation of said Corporation on the day and year therein mentioned, they having been first duly authorized to do so.

Given under my hand and official seal, this 12th day of November, 1979.

Lenis G. Lubeck
NOTARY PUBLIC

My commission expires: 10/11/81

[Seal]

BOOK 200 PAGE 274

Received at the office of the Secretary of State, this the 19 day of Nov.

A. D., 19 79, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Lodner
SECRETARY OF STATE.

Jackson, Miss.,

November 27, 1979

I have examined this Appendement to 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 Richard M. Allen
Special Assistant Attorney General.

C-14

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION

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* 30th day of November A.D., 1979.

Cliff Finch

Governor.

Attest:

Heber Ladner

Secretary of State.

RESOLUTION OF MEMBERS OF SOUTH MISSISSIPPI
ELECTRIC POWER ASSOCIATION AMENDING
CERTIFICATE OF INCORPORATION

WHEREAS, came on to be heard at this a special called meeting of the membership of South Mississippi Electric Power Association, the necessity of amending the certificate of incorporation of the corporation, to change and enlarge the number of directors of said corporation, said meeting having been called for the purpose of amending the certificate of incorporation of the corporation; and

WHEREAS, waiver of notice of the time, place and purpose of said special meeting of the membership having been duly executed by all the members of the association; and a quorum of the membership being present in person, duly authorized, when after due discussion thereof, motion was made by delegate James A. Rester, representing Coast Electric Power Association, that the membership of the association adopt the following resolution, which was seconded by delegate H. M. Little, representing Southwest Mississippi Electric Power Association, whereupon the same was put to a vote by the President of the association and duly enacted by unanimous affirmative vote of the membership of the association present and voting, whereupon the following resolution was duly enacted, to-wit:

BE AND IT IS HEREBY RESOLVED BY THE MEMBERS OF SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION AS FOLLOWS, TO-WIT:

SECTION 1: Article III, Section 1, of the Certificate of Incorporation of South Mississippi Electric Power Association, be and the same is hereby amended and changed to provide as follows, to-wit:

Section 1. The government of the Corporation and the management of its affairs and business shall be vested in a board of not more than twenty-four (24) directors.

THUS ORDERED, DONE AND RESOLVED on this the 21st day of November, 1979.

CERTIFICATE

I, D. R. Ware, Secretary-Treasurer of South Mississippi Electric Power Association, a corporation, and Secretary of the meeting of the membership of said corporation duly held on November 21, 1979, do hereby certify that the above and foregoing is a true and correct copy of the resolution duly enacted by the membership of said corporation on said date, and the same is in full force and effect.

WITNESS MY SIGNATURE AND OFFICIAL SEAL on this the 21st day of November, 1979.

D. R. WARE, SECRETARY-TREASURER

(SEAL)

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF
SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION

Pursuant to the provisions of Section 77-5-215, Mississippi Code of 1972, Annotated, the undersigned corporation adopts the following Certificate of Amendment to its Certificate of Incorporation.

First: The Certificate of Incorporation of the corporation was filed for record in the Secretary of State's office on April 8, 1941, Book 40-41, at pages 459-460; and the first amendment thereof was filed for record in said office on February 25, 1972, Photostat Book 193, pages 459-466; and the second amendment thereof was filed for record in said office on August 19, 1977, Photostat Book 237, pages 251-257.

Second: The following amendment of the Certificate of Incorporation was adopted by the members of the corporation on November 21, 1979, at a special meeting of the members of the corporation, held for said purpose, at the offices of the corporation, U. S. Highway 49 North, Hattiesburg, Forrest County, Mississippi:

> Article III, Section 1, of the Certificate of Incorporation of South Mississippi Electric Power Association, be and the same is hereby amended and changed to provide as follows, to-wit:
>
> Section 1. The government of the Corporation and the management of its affairs and business shall be vested in a board of not more than twenty-four (24) directors.

DATED: This the 21st day of November, 1979.

SIGNED: SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION

BY _____
PRESIDENT

ATTEST:

_____
SECRETARY

ACKNOWLEDGMENT

STATE OF MISSISSIPPI,

COUNTY OF FORREST.

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, R. D. Morrow, Sr. and D. R. Ware, President and Secretary, respectively, of South Mississippi Electric Power Association, who acknowledged that they each signed and executed the above and foregoing Certificate of Amendment to the Certificate of Incorporation of South Mississippi Electric Power Association, on this the 21st day of November, 1979.

Peggy Diane Brantow
NOTARY PUBLIC

(SEAL)

My Commission Expires: My Commission Expires Aug. 24, 1981

BOOK 200 PAGE 280

AFFIDAVIT

STATE OF MISSISSIPPI,

COUNTY OF FORREST.

This day personally appeared before me, the undersigned authority in and for the County and State aforesaid, R. D. Morrow, Sr., President and D. R. Ware, Secretary-Treasurer, of South Mississippi Electric Power Association, a Mississippi Corporation, who after being by me duly sworn, stated upon oath and duly verified that the above and foregoing amendment to the certificate of incorporation of the said corporation was duly adopted by unanimous vote in person by delegates of the membership of said corporation at a special meeting of the members of the corporation duly held on November 21, 1979, and that said officers signed, sealed and delivered the above and foregoing amendment of the certificate of incorporation of said corporation as their act and deed on this the 21st day of November, 1979.

R. D. MORROW, SR., PRESIDENT

D. R. WARE, SECRETARY-TREASURER

SWORN TO AND SUBSCRIBED BEFORE ME on this the 21st day of November, 1979.

Peggy Diane Branton
NOTARY PUBLIC

(SEAL)

My Commission Expires: My Commission Expires Aug 24 1981

Received at the office of the Secretary of State, this the 27 day of Nov.

A. D., 1979, 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.,

28 Nov. 79

I have examined this amendment to 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 John M. Weston
Assistant Attorney General.

BOOK 200 PAGE 282

State of Mississippi

EXECUTIVE OFFICE

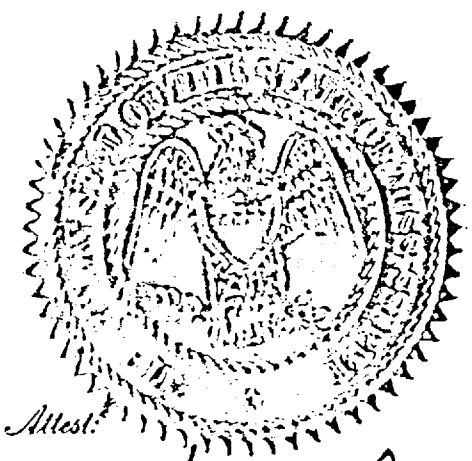
Jackson

The within and foregoing Amendment to the Charter of Incorporation of

PORT GIBSON BANK
PORT GIBSON, 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* 3rd day of December A. D., 1979.



Attest:

Heber Ladner

Secretary of State.

Cliff Finch

Governor.

BOOK 200 PAGE 283

State of Mississippi

Department of Bank Supervision

JACKSON

The within and foregoing Amendment to the Charter of Incorporation of

PORT GIBSON BANK

PORT GIBSON, 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 26th *day of*

November *19* 79

JAMES H. MEANS
State Comptroller

STATE COMPTROLLER (Deputy)
DEPARTMENT OF BANK SUPERVISION
STATE OF MISSISSIPPI
Alanson V. Turnbough

RESOLUTION

WHEREAS, after a discussion instituted by the President, it appears that the common, or capital stock of the Bank should be increased in amount from $396,000.00 to $500,000.00, to be followed by the declaration and issuance, pro-rata, to the holders of the outstanding capital, or common stock of the Bank, of a dividend in the sum of $104,000.00, payable only in the capital or common stock of the Bank, said dividend to be accomplished by the issuance of 5,200 additional shares of said capital or common stock, which has a par value of $20 per share; such new shares to have the same rights, privileges and amenities as the presently outstanding stock, to be issued and delivered to the holders of the capital, or common stock on the basis of a stock dividend in shares of said capital or common stock in the amount of 26.2626% (carried to four places) for each share of capital or common stock outstanding in the name of the shareholder on the books of said Port Gibson Bank, making a total capital, after such amendment and declaration of a stock dividend, of $500,000.00;

NOW, THEREFORE, BE IT RESOLVED that the common, or capital stock of the Port Gibson Bank be increased from $396,000.00 to $500,000.00, to be followed immediately by the declaration and issuance, pro-rata, to the holders of the outstanding capital or common stock of the Bank, such new shares to be issued and delivered to the holders of the capital or common stock of the Bank on the basis of a stock dividend in shares of said capital or common stock in the amount of 26.2626% (carried to four places) for each share of capital or common stock outstanding in the names of the respective stockholders on the books of the Bank as of December 21, 1979, with final action on the issuance of said stock to be taken by this Board, according to the Charter which authorizes the issuance of capital stock by the Board of Directors from time to time, and which action shall be taken

at a meeting of this Board to be held on December 19, 1979, after it is anticipated that the amendment to the Charter of Incorporation shall have been completed, so as to authorize by said Charter that there be outstanding and issued $500,000.00 of said capital or common stock; and that said plan be and is hereby expressly approved, and shall be submitted to the stockholders of the Bank at a special meeting of said shareholders for their consideration and vote, which said special meeting shall be held in the banking house of the Bank, in Port Gibson, Mississippi, at 2:30 o'clock P.M. on the 20th day of November, A.D. 1979, after notice to said stockholders as required by the Charter and by-laws of the Bank, and by law and regulation.

BE IT FURTHER RESOLVED that the officers of the Bank be and are hereby authorized, empowered and directed to give notice of such special meeting of the stockholders, as is required.

On motion, duly seconded and passed, the above resolution was unanimously adopted on this the 5th day of November, A.D. 1979.

CERTIFICATE

I, R. D. Gage, III, do hereby certify that the attached and foreging is a full, true and correct copy of resolution duly passed and adopted by the Board of Directors of the Port Gibson Bank, Port Gibson, Mississippi, at a special meeting of said Board which was held on November 5, 1979, and at which meeting all directors were present.

Given under my hand and the corporate seal of said Bank this the 21 day of November, A.D. 1979.

R. D. Gage, III, President
of Port Gibson Bank

Port Gibson Bank

Port Gibson, Miss. 39150

BOOK 200 PAGE 287

NOTICE OF SPECIAL STOCKHOLDERS' MEETING

A special meeting of the Stockholders of the Port Gibson Bank, Port Gibson, Mississippi, will be held on Tuesday, November 20, 1979, in the Directors' Room of said Bank, at 2:30 o'clock P.M. Said meeting will be held for the purposes of considering and voting on the following special matter to be submitted to the Stockholders:

1. A resolution which has been prepared and which may be examined at any time during banking hours prior to the aforesaid meeting, providing for an amendment to the Charter of Incorporation, to increase the authorized common stock of the Bank from $396,000.00 to $500,000.00, to be followed immediately by the declaration and payment of a common stock dividend in the sum of $104,000.00.
2. To transact any and all other business pertinent to the above as may come before the meeting.

This the 5th day of November, 1979.

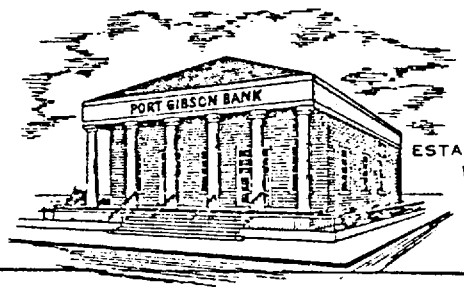
R. D. Gage III

R.D. Gage, III
President

PROXY

KNOW ALL MEN BY THESE PRESENTS, That I, the undersigned Stockholder of the Port Gibson Bank, Port Gibson, Mississippi, do hereby nominate, constitute and appoint R.D. Gage, III, President; N.M. Ellis, Executive Vice President; or _____ as my true and lawful attorney, with powers of substitution, for me and in my name, place and stead to vote all of the stock of said Bank standing in my name on the books of the Bank, at a special meeting of the Stockholders to be held at the banking house in Port Gibson, Mississippi, at 2:30 o'clock P.M. on the 20th day of November, 1979, or any adjournment thereof, on any and all of the proposals contained in the notice of meeting of the Stockholders of said Bank, receipt of which notice is hereby incorporated by reference into this proxy; with all of the powers the undersigned would possess if present personally at said meeting, or any adjournment thereof, hereby revoking all proxies by me heretofore made.

This the____day of November, 1979. _____



ESTABLISHED 1890

RESOLUTION

WHEREAS, by resolution duly passed and adopted at a special meeting of the Board of Directors of Port Gibson Bank held on November 5, 1979, pursuant to call, said Board of Directors did pass and adopt a resolution planning for and recommending an increase in the capital, or common stock of said Bank from $396,000.00 to $500,000.00, being an increase of $104,000.00, which would be followed by a stock dividend, whereby a dividend would be declared payable in common, or capital stock of the Bank, with the new shares of the capital or common stock to be paid and delivered to the shareholders on the basis of a stock dividend in shares of said capital or common stock in the amount of 26.2626% (carried to four places) for each share of capital or common stock outstanding in the name of the shareholder on the books of said Port Gibson Bank as of December 21, 1979; and did by said resolution recommend that the Charter of Incorporation of the Bank be amended so as to authorize the issuance of said additional shares of stock, and did by said resolution provide for a special meeting of the stockholders to be held on November 20, 1979, at 2:30 o'clock P.M., in the banking house of said Bank in Port Gibson, Mississippi, to vote on such proposed amendment to the Charter of Incorporation; and

WHEREAS, at this meeting of the shareholders of said Port Gibson Bank, held pursuant to said resolution and notice of meeting as given in accordance with law and the Charter and By-Laws of the Bank, it appearing that such amendment to the Charter of Incorporation should be made, so as to authorize the issuance of additional capital, or common stock of the Bank, by way of a stock dividend, to be finally acted on at a meeting of the Board of Directors of said Bank to be held on December 19, 1979.

NOW, THEREFORE, BE IT RESOLVED as follows:

FIRST: That the authorized capital, or common stock of the Port Gibson Bank be increased so that the maximum authorized to be issued shall be increased from $396,000.00 to $500,000.00, with the additional stock to be issued by the Board of Directors of said Bank, as it had proposed in its resolution above referred to;

SECOND: That this be done by an amendment to the Charter of Incorporation of the Bank;

THIRD: That the President of the Bank, and the other officials thereof, be and are hereby authorized, empowered and directed to proceed to secure the above authorized amendment to the Charter of Incorporation, by such action as is required by law;

FOURTH: That the Board of Directors of said Port Gibson Bank be and are hereby further instructed, authorized and directed that upon the amendment to the Charter of Incorporation being granted and approved, that it shall, at its special meeting to be held on December 19, 1979, issue such additional capital stock in the amount of $104,000.00, by a dividend to the stockholders, payable in the capital, or common stock of the corporation on the basis of a stock dividend in shares of said capital or common stock in the amount of 26.2626% (carried to four places) for each share of capital or common stock outstanding in the name of the shareholder on the books of said Port Gibson Bank as of December 21, 1979.

The above resolution having been reduced to writing and considered section by section, and as a whole, on motion of J.W. Person, Jr, seconded by C. L. Huff, the same was declared passed and adopted by a vote as follows:

For the resolution 19,574 shares

Against the resolution -0- shares

on this the 20th day of November, A.D. 1979.

CERTIFICATE

I, R. D. Gage, III, President of the Port Gibson Bank, Port Gibson, Mississippi, do hereby certify that the attached and foregoing are full, true and correct copies of [1] a notice of special meeting of stockholders of the Port Gibson Bank, Port Gibson, Mississippi, which was called and held on November 20, 1979, after mailing the same to all stockholders at least ten (10) days prior to the date of said meeting; and [2] resolution duly passed and adopted by the stockholders of said Bank, at said special meeting, authorizing and directing amendment to the Charter of Incorporation of said Bank, as the same appears in Minute Book 5, page 86 of the minutes of said Port Gibson Bank.

I further certify that at the date of said meeting there were outstanding 19,800 shares of the capital or common stock of said Bank; and that at said meeting 19,574 shares were represented either in person or by proxy; and that the vote on the resolution resulted in a vote in favor thereof as shown in the attached resolution.

Given under my hand and the corporate seal this the 21 day of November, A.D. 1979.

R. D. Gage, III, President
of Port Gibson Bank

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

PORT GIBSON BANK
PORT GIBSON, MISSISSIPPI

The Charter of Incorporation of the Port Gibson Bank, Port Gibson, Mississippi, as heretofore granted and heretofore amended, be and is hereby amended as follows:

That Section Third of the Charter of Incorporation of the Port Gibson Bank, as originally issued and as thereafter amended, be and the same is hereby amended so that the first clause of the first sentence of said Section Third of said Charter shall read as follows:

> "The capital stock of said corporation, as now issued, is $396,000.00, and that the same may be increased from time to time by resolution of the Board of Directors to an amount not to exceed $500,000.00."

Respectfully submitted under the corporate seal this 21 day of November, A.D. 1979.

R. D. Gage, III, President
of Port Gibson Bank

STATE OF MISSISSIPPI
COUNTY OF CLAIBORNE

Personally appeared before the undersigned authority in and for said county and state, R. D. GAGE, III, President of Port Gibson Bank, who acknowledged that he signed and delivered the foregoing instrument on the day and year therein mentioned, in the capacity and for the purposes therein set out, being fully authorized so to do.

Given under my hand and official seal this the 21st day of November, A.D. 1979.

My commission expires:

Notary Public

BOOK 230 PAGE 292

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

A. D., 1979, 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.,
November 28, 1979

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. H. Coleman
Attorney General.
Deputy

C-54

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 CORINTH

was pursuant to the provisions of the laws of Mississippi recorded in the Records of Incorporations in this office, in PHOTOSTAT BOOK NUMBER TWO HUNDRED AND SIXTY, PAGES 293 - 303.

Given under my hand and Seal of office hereunto affixed, this THIRD Day of December, 1979.

Heber Ladner

SECRETARY OF STATE

SECRETARY OF STATE
OFFICIAL
STATE OF MISSISSIPPI

BOOK 200 PAGE 294

IN THE CHANCERY COURT OF ALCORN COUNTY, MISSISSIPPI

Cook Pat
Reg. Dennis
NOV 15 1979

RE: EXTENSION OF BOUNDARIES OF)
) NO. 20,994
CITY OF CORINTH, MISSISSIPPI)

FINAL DECREE

THE ABOVE styled and numbered cause came on to be heard and was heard on the Petition for the Confirmation of the Extension of the Boundaries of the City of Corinth, Mississippi, filed by the said city, for ratification, approval and confirmation of its ordinance extending the boundaries of the City of Corinth, Mississippi; protest by Tennessee Valley Regional Housing Authority of the extension of the boundaries of the City of Corinth, Mississippi; oral and documentary evidence, from all of which the Court finds as follows:

(1) The ordinance in all respects was duly and legally passed by the Board of Mayor and Aldermen of the City of Corinth, Mississippi; the publication of said ordinance was made according to law and the Court finds as a matter of law that the petitioner has complied with all statutory prerequisites contained in Section 21-1-27 et seq. of Mississippi Code Annotated of 1972 as amended, including the posting of notices in three public places.

(2) The Court finds as a matter of law that all necessary parties to this action for extension of the corporate boundaries of the City of Corinth, Mississippi, were present in this case and that this Court has jurisdiction over the parties and over the subject matter.

(3) The Court finds that there was substantial proof to support the reasonableness of the annexation for which the City of Corinth, Mississippi, petitioned this Court. The petitioner has proven that there is a need for the expansion, including, but not limited to, its lack of developable land in the present city limits; the petitioner has proven that the area sought to be annexed will reasonably be within the path of growth of the City of Corinth; the petitioner has proven that the proposed annexed areas contain potential health hazards which will be corrected as a result of the annexation of the areas and the provision of city sewer services in accordance with existing policy and law; the petitioner has proven its financial ability to make the improvements and furnish the services as set forth in the ordinance for expansion within a reasonable time; the petitioner has presented to the Court the need for zoning and overall planning in the area proposed to be annexed and that the annexed areas would benefit from the zoning and planned growth development which would follow after annexation; the petitioner presented to the Court the need for municipal services in the area sought to be annexed with proof being provided by the petitioner that there will be immediate provision to the annexed area of the following services: police protection, fire protection, garbage removal, maintenance of existing public streets, mosquito, rat and insect control, land use planning and zoning, building, subdivision and related code enforcement; proof was also offered by the petitioner that water and sewer utility services, in accordance with existing policies and standards, shall be expanded into areas of the annexed territory as they are currently extended within the city limits, said expansion and improvements to be completed within a reasonable time not to exceed five years from the effective date of the ordinance; the petitioner presented proof to the Court that there were no natural barriers between the present city limits and the

Section 29; thence run South 1320 feet to the South line of said Section 29 and the North line of Section 32; thence continue South to a point 660 feet South of the North line of Section 32, Township 1 South, Range 8 East, etc.; thence run West parallel to and 660 feet from the centerline of the Corinth-Shiloh Road 3400 feet, more or less, to the West line of Section 32, and the East line of Section 31; thence run Southwesterly parallel to and 660 feet from the centerline of the Corinth-Shiloh Road 1800 feet, more or less, to a point 660 feet West of the East line of said Section 31; thence run South 2400 feet, more or less, to a point 500 feet North of the South line of said Section 31; thence run East 660 feet to the East line of said Section 31; thence run South 500 feet to the Southeast corner of said Section 31 and the Northwest corner of Section 5, Township 2 South, Range 8 East, etc.; thence run South 860 feet, more or less, to the centerline of Bridge Creek; thence run Southerly with the meanderings of said creek 5000 feet, more or less, through Section 5 to the South line of said Section 5, and the North line of Section 8, Township 2 South, Range 8 East, etc.; thence continue with the meanderings of said creek 2600 feet, more or less, to the North right-of-way line of the Southern Railway Company; thence run Northwesterly with the right-of-way line of said Southern Railway Company 1900 feet, more or less, to the West line of Section 8, and the East line of Section 7; thence continue with said right-of-way line 1000 feet, more or less, to the intersection of said right-of-way line with Phillips Creek; thence run Southerly with the meanderings of Phillips Creek 3700 feet, more or less, to the South line of Section 7, and the North line of Section 18; thence continue Southwesterly with the meanderings of Phillips Creek 3500 feet, more or less, to a point on the East-West centerline of Section 18; thence run West 2650 feet, more or less, to the West line of Section 18, and the East line of Section 13, Township 2 South, Range 7 East, etc.; thence run North 1980 feet; thence run West 1980 feet; thence run North 1930 feet; thence run North 660 feet to the North line of said Section 13; thence run West 3300 feet, more or less, to the centerline of Fulton Drive; thence run South along said centerline 230 feet, more or less,

to the intersection of the centerline of Cardinal Drive with said Fulton Drive centerline; thence run in a Westerly direction with the meanderings of the centerline of Cardinal Drive 2700 feet, more or less, to the point of intersection of the North-South centerline of Section 14, Township 2 South, Range 7 East, etc., with said Cardinal Drive centerline; thence run South along said North-South centerline and the centerline of Parker Road 330 feet; thence run West 1500 feet, more or less, to a point a perpendicular distance of 660 feet from the centerline of Old U.S. Highway #45; thence run in a Southwesterly direction parallel to and 660 feet from the centerline of said U.S. Highway 2200 feet, more or less, to a point on the East-West centerline of Section 14; thence run West 400 feet, more or less, to the West line of Section 14 and the East line of Section 15; thence continue West 5280 feet to the West line of Section 15, and the East line of Section 16; thence continue West 660 feet; thence run North 2640 feet to the North line of Section 16, and the South line of Section 9; thence continue North 3300 feet; thence run West 1320 feet; thence run North 1980 feet to the North line of Section 9, and the South line of Section 4; thence continue North 660 feet; thence run East 1320 feet; thence run North 1980 feet; thence run East 400 feet; thence run North 1640 feet; thence run East 260 feet to the East line of Section 4, and the West line of Section 3; thence continue East 660 feet; thence run South 980 feet to a point 660 feet North of the East-West centerline of Section 3; thence run East 4620 feet to the East line of Section 3, and the West line of Section 2; thence continue East 1750 feet, more or less, to the North right-of-way line of the Southern Railway Company; thence run Northwesterly with said right-of-way line of railroad 1000 feet, more or less, to a point 1320 feet East of the West line of said Section 2; thence run North 1450 feet, more or less, to the North line of said Section 2, and the South line of Section 35, Township 1 South, Range 7 East, etc.; thence run in a Northwesterly direction 2800 feet, more or less, to a point on the East-West centerline

Section 29; thence run South 1320 feet to the South line of said Section 29 and the North line of Section 32; thence continue South to a point 660 feet South of the North line of Section 32, Township 1 South, Range 8 East, etc.; thence run West parallel to and 660 feet from the centerline of the Corinth-Shiloh Road 3400 feet, more or less, to the West line of Section 32, and the East line of Section 31; thence run Southwesterly parallel to and 660 feet from the centerline of the Corinth-Shiloh Road 1800 feet, more or less, to a point 660 feet West of the East line of said Section 31; thence run South 2400 feet, more or less, to a point 500 feet North of the South line of said Section 31; thence run East 660 feet to the East line of said Section 31; thence run South 500 feet to the Southeast corner of said Section 31 and the Northwest corner of Section 5, Township 2 South, Range 8 East, etc.; thence run South 860 feet, more or less, to the centerline of Bridge Creek; thence run Southerly with the meanderings of said creek 5000 feet, more or less, through Section 5 to the South line of said Section 5, and the North line of Section 8, Township 2 South, Range 8 East, etc.; thence continue with the meanderings of said creek 2600 feet, more or less, to the North right-of-way line of the Southern Railway Company; thence run Northwesterly with the right-of-way line of said Southern Railway Company 1900 feet, more or less, to the West line of Section 8, and the East line of Section 7; thence continue with said right-of-way line 1000 feet, more or less, to the intersection of said right-of-way line with Phillips Creek; thence run Southerly with the meanderings of Phillips Creek 3700 feet, more or less, to the South line of Section 7, and the North line of Section 18; thence continue Southwesterly with the meanderings of Phillips Creek 3500 feet, more or less, to a point on the East-West centerline of Section 18; thence run West 2650 feet, more or less, to the West line of Section 18, and the East line of Section 13, Township 2 South, Range 7 East, etc.; thence run North 1980 feet; thence run West 1980 feet; thence run North 1980 feet; thence run North 660 feet to the North line of said Section 13; thence run West 3300 feet, more or less, to the centerline of Fulton Drive; thence run South along said centerline 230 feet, more or less,

to the intersection of the centerline of Cardinal Drive with said Fulton Drive centerline; thence run in a Westerly direction with the meanderings of the centerline of Cardinal Drive 2700 feet, more or less, to the point of intersection of the North-South centerline of Section 14, Township 2 South, Range 7 East, etc., with said Cardinal Drive centerline; thence run South along said North-South centerline and the centerline of Parker Road 330 feet; thence run West 1500 feet, more or less, to a point a perpendicular distance of 660 feet from the centerline of Old U.S. Highway #45; thence run in a Southwesterly direction parallel to and 660 feet from the centerline of said U.S. Highway 2200 feet, more or less, to a point on the East-West centerline of Section 14; thence run West 400 feet, more or less, to the West line of Section 14 and the East line of Section 15; thence continue West 5280 feet to the West line of Section 15, and the East line of Section 16; thence continue West 660 feet; thence run North 2640 feet to the North line of Section 16, and the South line of Section 9; thence continue North 3300 feet; thence run West 1320 feet; thence run North 1980 feet to the North line of Section 9, and the South line of Section 4; thence continue North 660 feet; thence run East 1320 feet; thence run North 1980 feet; thence run East 400 feet; thence run North 1640 feet; thence run East 260 feet to the East line of Section 4, and the West line of Section 3; thence continue East 660 feet; thence run South 980 feet to a point 660 feet North of the East-West centerline of Section 3; thence run East 4620 feet to the East line of Section 3, and the West line of Section 2; thence continue East 1750 feet, more or less, to the North right-of-way line of the Southern Railway Company; thence run Northwesterly with said right-of-way line of railroad 1000 feet, more or less, to a point 1320 feet East of the West line of said Section 2; thence run North 1450 feet, more or less, to the North line of said Section 2, and the South line of Section 35, Township 1 South, Range 7 East, etc.; thence run in a Northwesterly direction 2800 feet, more or less, to a point on the East-West centerline

of said Section 35, 660 feet East of the West line of said Section 35; thence run East with said East-West centerline 1320 feet; thence run in s Southeasterly direction 2090 feet, more or less, to a point on the North-South centerline of said Section 35, 660 feet North of the South line of said Section; thence run East 2640 feet to the East line of said Section 35, and the West line of Section 36; thence run North with said Section line 1980 feet to the midpoint thereof; thence run in a Northeasterly direction across the Northwest Quarter of Section 36, Township 1 South, Range 7 East, etc., 3300 feet, more or less, to a point on the North line of said Section 36, 1000 feet West of the Northeast corner of the Northwest Quarter of said Section; thence run North, parallel with and 1000 feet distant from the North-South centerline of Section 25, Township 1 South, Range 7 East, etc., to the East-West centerline of said Section 25; thence run East with said centerline 1000 feet to the center of Section 25; thence run East 2640 feet to the East line of Section 25, and the West line of Section 30, Township 1 South, Range 8 East, etc.; thence run North 2640 feet to the Northeast corner of said Section 25, and the Southwest corner of Section 19, Township 1 South, Range 8 East, etc.; thence run North 2640 feet, more or less, to the centerline of Mississippi Highway #2; thence run East with said centerline 3000 feet, more or less, to the intersection of said highway centerline with the centerline of Bridge Creek; thence run Southerly with the meanderings of said creek 2700 feet, more or less, to the South line of said Section 19, and the North line of Section 30; thence continue Southerly with the meanderings of said creek 1700 feet, more or less, to a point 1320 feet South of the North line of said Section 30; thence run East to the Southeast corner of the Northeast Quarter of the Northeast Quarter of Section 30 and the Southwest corner of the Northwest Quarter of the Northwest Quarter of Section 29, Township 1 South, Range 8 East, etc., also being the beginning point. Containing in the aggregate 8375 acres, more or less, and being all of Section 1, 10, 11 and 12 and a portion of Sections 2, 3, 4, 9, 13, 14, 15 and 16 of Township 2 South, Range 7 East,

etc.; a portion of Sections 25, 35 and 36 of Township 1 South, Range 7 East, etc.; a portion of Section 19, 29, 30, 31 and 32 of Township 1 South, Range 8 East, etc.; all of Section 6, and a portion of Sections 5, 7, 8 and 18 of Township 2 South, Range 8 East, etc.; which shall hereafter be designated as the City of Corinth.

B. All property owned by the Tennessee Valley Regional Housing Authority in the annexed portion of Section 15, Township 2, Range 7, in Alcorn County, Mississippi, including, but not limited to that property shown in Map Book 3, Page 59 in the Office of the Chancery Clerk of Alcorn County, Mississippi, be exempt from all provisions of Section 79-33-101 et seq. of the Mississippi Code of 1972, as amended, specifically including the requirement that all future acts of Tennessee Valley Regional Hosuing Authority in the said section 15 be given the prior approval of the governing authorities of the City of Corinth, Mississippi, and all future amendmends and codifications of said Section 79-22-101 et seq.; and that all the Tennessee Regional Housing Authority's Regular Existing and Recently Completed Program of Section 8 of the Housing and Community Development Act of 1974 of the United States of America, as now exists and as hereafter amended, shall be exempt from all controls and limitations by the City of Corinth and/or the Housing Authority of said city in the area or territory to be annexed to the City of Corinth, Mississippi; that the Tennessee Valley Regional Housing Authority shall operate this program without any controls or limitations by the City of Corinth, Mississippi, or the Housing Authority of the City of Corinth, Mississippi, as set forth in Section 79-33-105 of the Mississippi Code Annotated, 1972, as amended, and any other applicable statutes as to any future amendments and codifications thereof as they might apply to the Regular Existing and Recently Completed Program of Section 8 of the Housing and Community Development Act of 1974 of the United States of America.

ORDERED, ADJUDGED AND DECREED on this the 13th day of November, 1979.

Fred B. Wright
CHANCELLOR

STATE OF MISSISSIPPI
Alcorn County

I, JACK HOLT, Clerk of the Chancery Court in and for the State and County aforesaid, do hereby certify that the foregoing is a true and correct copy of the original of said instrument, as fully and completely as the same appears of record in my office.

Given under my hand and seal this 29 day of [illegible] 1979

[illegible] Chancery Clerk

THIS PAGE LEFT BLANK INTENTIONALLY

BOOK 260 PAGE 305

State of Mississippi

Office of Secretary of State

Jackson

I, HEBER LADNER, Secretary of State of the State of Mississippi, do hereby certify that the Articles of Association and Incorporation of

RICE GROWERS ASSOCIATION OF MISSISSIPPI (A.A.L.)

hereto attached, together with a duplicate thereof, were pursuant to the provisions of Chapter 5, Title 19, Code of Mississippi of 1942, and amendments thereto, filed in my office this the 4th day of December, 1979, and one copy thereof recorded in this office in Record of Incorporations Photostat Book No. 260, at pages 305-309, and the other copy thereof returned to said association.

SECRETARY OF STATE OFFICIAL SEAL STATE OF MISSISSIPPI

Given under my hand and Seal of office hereunto affixed this 4th day of December, 1979

Heber Ladner

Secretary of State.

C-49

ARTICLES OF ASSOCIATION AND INCORPORATION OF RICE GROWERS ASSOCIATION OF MISSISSIPPI (A.A.L.)

The undersigned, all being producers of agricultural products, do hereby voluntarily associate together for the purpose of forming and organizing a cooperative association under the provisions of Title 79, Chapter 17, Sections 1-41, being Sections 79-17-1 through 79-17-41 of the Mississippi Code of 1972, with all the rights, powers, privileges, and immunities given or permitted by such statute or by other laws of the State of Mississippi relating to such corporations; and for that purpose do hereby adopt those Articles of Association and Incorporation:

ARTICLE I

The name of the Association shall be RICE GROWERS ASSOCIATION OF MISSISSIPPI (A.A.L.).

ARTICLE II

The domicile of the Association shall be Cleveland, Mississippi, in Bolivar County, Mississippi, where its principal office will be located.

ARTICLE III

The period of existence of the Association shall be ninety-nine (99) years from and after the date of its incorporation.

ARTICLE IV

The Association shall be organized and operated under the provisions of Title 79, Chapter 17, Sections 1-41, of the Mississippi Code of 1972, being Sections 79-17-1 through 79-17-41, inclusive, and amendments thereto.

ARTICLE V

The purpose of the Association shall be primarily to engage in the business of receiving, grading, handling and marketing rough rice delivered to it by its members; and doing any and all other things incident to or necessary for the operation and conduct of said business or businesses for and on account of its members; to maintain and operate plants, offices, and facilities of all kinds necessary for the conduct of its business; however, in addition to the above, it may engage in all other kinds of business with, for, and on account of, its members authorized or permitted to associations organized and operated under the above mentioned statute and amendments thereto. The Association may engage in any part or all of its activities with non-members, provided that such business shall not be greater in value than the business handled by it for its members.

ARTICLE VI

The Association shall have all the powers, privileges, rights and immunities granted, authorized, or allowed to associations organized and operated under the provisions of said Title 79, Chapter 17, Sections 1-41, being Section 79-17-41 through 79-17-41 of the Mississippi Code of 1972, and amendments thereto; and all other powers authorized or allowed to corporations by other laws of the State of Mississippi, insofar as they are not in conflict with the expressed provisions of the law under which the association is organized.

ARTICLE VII

Section 1. This association shall have no capital stock, but membership therein shall be evidenced by membership certificates to be issued under the terms and conditions prescribed by the Board of Directors and the by-laws.

Section 2. Any person, firm, or corporation engaged in the production of agricultural products to be handled by or through the Association, including lessees and tenants of land used for the production thereof, and the lessors and landlords who receive as rent all or a part of the crop raised on the leased premises, may, subject to the approval of the Board of Directors, become a member of this association by entering into a membership agreement with the association in the form prescribed by the Board of Directors, and by paying a membership fee, if required by the by-laws. Membership in the association shall be personal to the member and shall not be transferable, seizable, or inheritable. New members shall be entitled to share in the property of the association in accordance with the general rules set out in Section 5 of this Article.

Section 3. The voting rights in the association shall be equal and each member shall have only one vote.

Section 4. The association is authorized to issue and sell to its members and other certificates of indebtedness for the purpose of raising capital funds with which to engage in business. Such certificates of indebtedness shall be in the form prescribed by the Board of Directors and may bear interest at the rate prescribed by the Board of Directors, but in no event exceed 6 per cent per annum, without any obligation on the part of the Board to declare or the association to pay interest thereon. Certificates of indebtedness shall carry no voting rights and may be retired in the discretion of the Board of Directors, as provided in the by-laws of the association. All other debts of the association, both secured and unsecured, shall be entitled to priority over all outstanding certificates of indebtedness, and upon liquidation or dissolution of the association, after the payment of all other debts, the outstanding certificates of indebtedness shall be retired in full or on a pro rata basis, without priority before any payments are made on certificates or equity.

Section 5. The property rights and interest of the members of this association shall be unequal and shall be determined on an annual basis in the proportion that the patronage of each member bears to the total patronage of the association, with proper allowance made for any capital evidenced by certificates of indebtedness. Such property rights and interest of each member shall be redetermined annually and shall be entered as capital credits in the books of the association; and such capital credits may be evidenced by certificates of equity in such form as may be prescribed by the Board of Directors. Such capital credits, or certificates issued in evidence thereof, shall bear such rate of interest (in no event to exceed 6 per cent) as the Board of Directors, in its sole discretion, may from time to time prescribe, without any obligation on the part of the Board of Directors and the association to pay any interest thereon. No member of the association shall ever be individually liable for any of the debts of the association. This provision, however, shall in no manner affect any debts lawfully contracted between the association and such members.

Section 6. During the existence of this association, the certificates of indebtedness and certificates of equity shall be payable or retireable only as follows:

> Whenever, in the opinion of the Board of Directors, the capital funds of the association are in excess of the amount deemed necessary for its sound financial operation, the Board may recall and redeem or retire an amount of the oldest certificates of indebtedness or certificates of equity equal to such excess; provided that in such retirement, the certificates of indebtedness shall be retired in preference to capital credits or certificates of equity.

The Board of Directors shall have the authority to charge any losses or impairment of capital against (1) the capital credits or certificates of equity; (2) the certificates of indebtedness of members and patrons covering the patronage of particular years on the basis which the Board determines to be just, fair, and equitable.

ARTICLE VIII

The management of the business and affairs of the association shall be vested in a Board of Directors consisting of 11 persons, each of whom shall be a member of the association in good standing, but the number thereof may be increased or decreased at any annual meeting of the members; provided, however, that the number of directors shall never be more than 13, nor less than 5. Directors shall be elected at each annual meeting of the members from their own number for such terms as may be provided in the by-laws.

ARTICLE IX

This association shall be operated without profit to itself, and is authorized to retain from the sales proceeds of farm products and from the gross receipts or deposits for farm supplies and other goods and services furnished only such amounts as are necessary and adequate.

(a) For all expenses, including provision for depreciation and other valuation reserves;

(b) For interest on certificates of indebtedness and on certificates of equity, if any.

The remainder of all sales proceeds and other gross receipts or deposits, after the retention of the amounts authorized for expenses, shall be allocated to the patrons of the association on a patronage basis. From each such allocation the association may retain such amounts as are necessary for the further capitalization of the association. The amounts so retained for capital purposes shall be entered as capital credits on the books of the association and may be evidenced by certificates of equity, as provided in Article VII, Section 5, hereof.

WITNESS the signatures of the undersigned incorporators, in duplicate, this the _____ day of October, 1979.

Nott Wheeler	Beloit, Ms
Joe Aguzzi	Cleveland, Miss
Turner Arant	Sunflower, Ms.
Raymond Murrell	Washington Co. Ms.
Ralph T. Willis	Washington Co. Miss.
Eckward N. McKnight, Jr.	Cleveland, Ms
Charles C. Heinz	Shelby Ms.
Donald R. Beverly	Clarksdale, Miss.
Clarence R. Smith	Cleveland Ms
Rex A. Morgan	Shaw, Ms

STATE OF MISSISSIPPI
COUNTY OF BOLIVAR

This day personally appeared before me, the undersigned authority for and within the said County and State, the above named Nott Wheeler, Joe Aguzzi, Turner Arant, Eckward N. McKnight, Jr., Raymond Murrell, Ralph T. Willis, Charles C. Heinsz, Donald R. Beverly, Clarence R. Smith, and Rex A. Morgan,
who acknowledged that they signed and delivered the above and foregoing articles of association and incorporation on the day and date therein mentioned as their act and deed.

Witness my hand and seal of office this the 31st day of October, 1979.

NOTARY PUBLIC

MY COMMISSION EXPIRES:
8-6-81

THIS PAGE LEFT BLANK INTENTIONALLY

BOOK 280 PAGE 311

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

HELP IN 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 the 4th day of December A. D., 1979.

Cale D. Finch

Governor

By the Governor

Heber Ladner

Secretary of State

RESOLUTION OF HELP IN HOUSING, 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 Help In Housing, an unincorporated association of individuals, that it is 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 PAUL A. FREDETTE, HAROLD S. THOMPSON, AND GLENDA W. BURNS, all adult resident citizens of the State of Mississippi, are elected, appointed, designated and autorized to act as incorporators in applying for a Charter of this Association to be named Help In Housing, Inc.; that they are fully and empowered to do so and perform any and all other acts necessary to secure said Charter and authorize the expenditures of such funds of the Association as may be necessary so to do.

CERTIFICATE

I, HAROLD S. THOMPSON, 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 adopted at a meeting thereof held on the 3rd day of October, 1979, at Aberdeen, 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 25th day of October, 1979.

Harold S. Thompson

HAROLD S. THOMPSON, 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

HELP IN HOUSING

1. The corporation title of said company is: Help In Housing, 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
Paul A. Fredette	212 Depot St.	Houston	Mississippi
Glenda W. Burns	Route 1	Okolona	Mississippi
Harold S. Thompson	General Delivery	Egypt	Mississippi

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

3. The domicile is at 206 Monroe Street, Okolona, Mississippi 38860
(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 79-11-1, Code of Mississippi of 1972, and amendments thereto.)

The Corporation is non-profit and no shares of stock shall be issued. The type of organization is civic improvement, charitable and to provide uniform low cost multi-family housing.

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 organized not for profit and the objects and purposes to be transacted and carried on are to promote the general social welfare of the communities located in Monroe, Chickasaw and Union Counties, Mississippi, and for that purpose:

(a) To solicit, collect, borrow and otherwise raise money for the charitable purpose of helping moderate and low income families obtain adequate housing; to expend, contribute, disburse and otherwise handle and dispose of the same for such purposes, either directly or through other agencies or organizations organized for the same or similar purpose; to help moderate and low income families purchase, lease and the subsequent rehabilitation of dwelling; to erect and complete new dwellings and to lease, purchase, sell and mortgage property for this purpose;

(b) To assist moderate and low income familes obtain homes suited for their special needs in building requirements determined by Farmers Home Administration regulations, without regard to race, color, creed or national orgin;

(c) To acquire, construct, provide and operate rental housing and related facilities suited to the special needs and living requirements of eligible occupants as determined by Farmers Home Administration regulations, without discrimination; to acquire, improve and operate any real or personal property of interest or rights therein or pertinent thereto; to sell, convey, assign, mortgage, or lease any real and personal property; and to do all things necessary and appropriate for carrying out and exercising the foregoing purposes and powers.

7.

The affairs of the corporation shall be managed by a Board of Directors. The method of the election of directors shall be determined by the by-laws of the corporation.

8.

The corporation shall have no capital stock. The corporation shall be composed of members rather than stockholders. The conditions and regulations of membership and the rights or other privileges of members shall be determined and fixed by the by-laws.

9.

The corporation is not organized for pecunairy profit and shall have no power to declare dividends. No part of its net earnings shall inure to the benefit of any member, director, or individual. 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 shall be used for moderate and low income familes.

10.

In no event shall any of the assets or property, in the event of dissolution thereof, og or be distributed to members either for the reimbursement of any sum subscribed, donated, or contributed by such members or for any other purposes, provided that nothing herein shall prohibit the corporation from paying its just debts.

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.

BOOK 280 PAGE 315

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: Paul A. Fredette
Glenda W. Burns
Harold S. Thompson

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of CHICKASAW

This day personally appeared before me, the undersigned authority Paul A. Fredette, Glenda W. Burns, Harold S. Thompson, _____, incorporators of the corporation known as the Help In Housing, Inc. who acknowledged that ~~(he)~~ (they) signed and delivered the above and foregoing charter of incorporation as ~~(his)~~ (their) act and deeds on this the 26th day of November, 19 79

(SEAL) NOTARY PUBLIC My Commission Expires 6 March 1980

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 Nov. A.D., 1979, 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., 30 Nov, 19 79

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 _____ Assistant Attorney General

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

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

LAUREL CURB STORE 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 the 4th day of December A. D., 1979.

Governor

By the Governor

Secretary of State

EXCERPT FROM MINUTES OF MEETING OF
LAUREL CURB STORE ASSOCIATION

A meeting of the members of the Laurel Curb Store Association was held on August 17, 1979, at the Laurel Fire Department Training Center. Evelyn Evans was elected Chairman of the meeting and presided, and Rudy Carr was elected Secretary of the meeting and acted as such.

A committee was appointed to ascertain those present and said committee presently reported that all members of the association were present. In addition to other business, the following was transacted.

"WHEREUPON on motion duly made, seconded and unanimously carried it was:

> 'RESOLVED that Laurel Curb Store Association, an unincorporated association, apply to the Secretary of State of the State of Mississippi for a Corporate Charter as a non-profit, non-share corporation and Evelyn Evans, Viola Heidelberg and Rudy Carr, members of Laurel Curb Store Association, be, and they are hereby authorized and directed to apply for and obtain, by and on behalf of Laurel Curb Store Association, a non-profit, non-share corporate charter from the Secretary of State of the State of Mississippi, and they are authorized and empowered to do and perform any and all acts necessary or proper for the accomplishment of obtaining same, so that this association, as a corporation, will be authorized to operate as a non-profit, non-share corporation under the name of Laurel Curb Store Association, Inc., for the purpose of carrying out a continuous program of economic development and improvement of its members in the City of Laurel, Jones County, Mississippi. The rights and powers that are to be exercised by said corporation shall be reasonably limited to those reasonably necessary to accomplish the foregoing stated purposes.'

* * * * * * * *

Upon motion duly made and seconded the meeting was adjourned."

Evelyn Evans
CHAIRMAN

Rudy Carr
SECRETARY

EXHIBIT "A"

CERTIFICATE

I, Rudy Carr, hereby certify that on August 17, 1979, a meeting of Laurel Curb Store Association, an unincorporated association, was held, that I presided as secretary of same, Evelyn Evans presided as chairman of same, and the above and foregoing resolution is a true and correct copy of a resolution adopted at said meeting and placed in the Minutes of the association. I further certify that the foregoing signature of Evelyn Evans is her true signature.

This the 17th day of August, A. D., 1979.

Rudy Carr

RUDY CARR, SECRETARY

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

BOOK 280 PAGE 319

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

THE CHARTER OF INCORPORATION OF

LAUREL CURB STORE ASSOCIATION

1. The corporate title of said company is: Laurel Curb Store 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
Evelyn Evans	116 East 10th Street,	Laurel.	MS
Viola Heidelberg	734 Ellisville Blvd.,	Laurel,	MS
Rudy Carr	1131 North 15th Avenue,	Laurel,	MS

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

3. The domicile is at 1227 West 10th Street, Laurel, 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 and no shares of stock shall be issued and is the type of organization as authorized by the provisions of Section 79-11-1, Recompiled (Revised) Code of Mississippi of 1972 and amended thereto, and is one (1) of the type corporations set forth in Section 79-11-1, Recompiled (Revised) Code of Mississippi of 1972, the same being a fraternal organization.

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 and powers of this non-profit corporation are:

(1) To promote, develop, stimulate and encourage harmony, goodwill, and understanding among the retailers operating curb or convenience stores in Laurel, Mississippi, and to promote the general welfare of the retailers operating curb or convenience stores in Laurel, Mississippi.

(2) To promote the image of the Laurel, Mississippi, area; to expand its markets and to increase its appeal to potential customers; to promote and maintain high standards of service and merchandising; and to promote efficiency in serving its customers.

(3) To coordinate, cooperate, and work in conjunction with governmental agencies, institutions, organizations, corporations and groups doing research or rendering services pertaining to the retail industry, and to keep the members of the corporation apprised of research and related activities and of developements within retailing in general.

(4) To buy, lease, hold and exercise all privileges of ownership in and to all real or personal property as may be reasonably necessary for the conduct and operation of this corporation.

(5) To establish reserves and to invest and re-invest the funds thereof in stock, bonds and other property as may be provided in the by-laws and take security thereof.

(6) To acquire, and to hold, own, and exercise all rights of ownership in, and to sell, transfer or pledge shares of capitol stock or bonds, or to become a stockholder of any corporation engaged in any related activities.

(7) To levy and enforce collection of assessments, as distinguished from dues, in such manner and in such amount as may be provided in the by-laws of this corporation.

(8) To adopt and amend by-laws, at any regular or special meeting of the members, by majority vote thereof, and to otherwise regulate and govern the affairs of this corporation.

(9) To do and perform such charitable or educational acts and functions as may be specified and provided in its by-laws.

(10) To adopt a corporate seal which shall be imprinted upon the by-laws at the place designated therefor and which shall be kept and used in accordance with the by-laws.

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

(12) To sue and be sued, to complain and defend in its corporate name.

(13) In general, to exercise such other powers which now are or hereafter may be conferred by law upon a non-profit corporation organized for and possessed of the purposes and powers hereinabove set forth, or necessary to the powers so conferred, or conducive to the attainment of the purposes of the corporation, limited however to those rights and powers reasonably necessary to accomplish the stated purposes of the corporation.

(14) No provision of the by-laws of this corporation shall be violative of this charter or the Constitution and 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.

BOOK 260 PAGE 321

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: Evelyn Evans
Viola Heidelberg
[illegible]

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of JONES

This day personally appeared before me, the undersigned authority EVELYN EVANS VIOLA HEIDELBERG AND RUDY CARR, all personally known to me to be adult resident citizens, of the State of Mississippi incorporators of the corporation known as the LAUREL CURB STORE 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 2nd day of November, 1979

My commission expires July 30, 1981

[illegible] Notary Public
[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 30th day of Nov. A.D., 1979, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

[illegible]
Secretary of State

Jackson, Miss., 4 Dec, 1979

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.

[illegible]
Attorney General

By [illegible]
Assistant Attorney General

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

BOOK 260 PAGE 322

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

EUPORA CEMETERY OF WEBSTER COUNTY, 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 4th day of December A. D., 1979.

Cliff Finch Governor

By the Governor

Heber Ladner
Secretary of State

RESOLUTION OF EUPORA CEMETERY 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

WHEREAS, the Eupora Cemetery of Webster County, Mississippi, was organized and begun many years ago and has continued as an active organization to provide a hallowed resting place for the members and loved ones of the Eupora Area for a number of years, and

WHEREAS, during these years the loved ones of several hundred families have been interred in the Eupora Cemetery as their final resting place on earth, and

WHEREAS, it is the sincere desire of the relatives and close friends of the aforementioned deceased loved ones to care for and maintain an attractive cemetery to come, and

WHEREAS, the most effective and practical method seems to be the establishment of a fund from contributions of all interested persons and the election of a sufficient and appropriate number of officers to administer the funds for the sole and express purpose of caring for the Eupora Cemetery of Webster County, Mississippi.

THEREFORE, BE IT RESOLVED by the members of the Eupora Cemetery Association of Webster County, Mississippi, an unincorporated association of individuals, that it is to the best interest of the aforementioned association that it be forthwith incorporated as a non-profit corporation under the laws of the State of Mississippi applicable thereto and

That the undersigned individuals and members of said association hereby organize and effectuate said association for the purpose of administering, operating and maintaining the perpetual care funds for the reasons and purposes above stated, and that W. B. MEEK, HUGH GIBSON, W. C. BUTLER and C. P. FORTNER, JR. are hereby elected, appointed, designated and authorized to act as incorporators

in applying for a charter of this association to be named the Eupora Cemetery Association of Webster 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.

RESOLVED this the 30th day of October, 1979.

SIGNED:

W. B. MEEK

HUGH GIBSON

W. C. BUTLER

C. P. FORTNER, JR.

I, Hugh Gibson, 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 20th day of September, 1979 at C. P. Fortner Insurance Agency, Inc. office. at which a majority of the members were present, and said meeting was duly and properly called and held.

WITNESS MY SIGNATURE on this, the 30th day of October 1979.

SECRETARY

Furnished by Heber Ladner, Secretary of State, Jackson, Miss. BOOK 200 PAGE 325

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

THE CHARTER OF INCORPORATION OF

EUPORA CEMETERY ASSOCIATION OF WEBSTER COUNTY, MISSISSIPPI

1. The corporation title of said company is: Eupora Cemetery of Webster County, Mississippi, 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
W. B. Meek		Eupora,	MS
Hugh Gibson		Eupora,	MS
W. C. Butler		Eupora,	MS
C. P. Fortner, Jr.		Eupora,	MS

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

3. The domicile is at _____ Eupora _____ Mississippi
(Street and No.) (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be 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 are to be issued, and it is a cemetery corporation as set forth in Section 79-11-1 Subsection 1 of the Mississippi Code of 1972 as amended.

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 is to administer, operate and maintain the perpetual care funds available to the corporation to care for and maintain an attractive cemetery for years to come, and the rights and powers to be exercised by said corporation are all rights and powers not contrary to law which said rights and powers shall be limited to those reasonable necessary to accomplish the stated purpose of the corporation.

BOOK 200 PAGE 326

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: W. B. Meek
W. B. MEEK
Hugh Gibson
HUGH GIBSON
W. C. BUTLER
C. P. Fortner Jr.
C. P. FORTNER, JR.

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of WEBSTER

This day personally appeared before me, the undersigned authority W. B. MEEK, HUGH GIBSON, W. C. BUTLER, C. P. FORTNER, JR.

incorporators of the corporation known as the Eupora Cemetary Association of Webster County, Mississippi
who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 9th day of November, 19 79

My Commission Expires January 2, 198

Sandra W. Dewberry
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 29 day of Nov. A.D., 19 79, 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., November 30, 1979

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 Richard M. Allen
Special Assistant Attorney General

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

BOOK 290 PAGE 327

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

SOUTHERN HILLS BAPTIST CHURCH OF NATCHEZ, 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 4th day of December A. D., 1979.

Cliff Finch

Governor

By the Governor

Heber Ladner

Secretary of State

A RESOLUTION AUTHORIZING THREE MEMBERS OF THE SOUTHERN HILLS BAPTIST CHURCH OF NATCHEZ TO MAKE APPLICATION FOR A CORPORATE CHARTER

WHEREAS, the membership of the Southern Hills Baptist Church of Natchez desires to incorporate said church as a nonprofit, nonshare corporation under the Laws of the State of Mississippi, and

WHEREAS, three members have been duly selected for that specific purpose namely, Leon Smith, Chairman of Trustees; Bill Thornbrugh, Secretary; and Dolphas D. Boyd, each of whom is a member in good standing of said church, and each of whom is an adult resident citizen of the State of Mississippi, and

WHEREAS, the members of the Southern Hills Baptist Church of Natchez, an unincorporated association of individuals, believe it to be in their best interest to become a nonprofit corporation under the Laws of the State of Mississippi;

NOW, THEREFORE, BE IT RESOLVED by the members of Southern Hills Baptist Church of Natchez, Natchez, Mississippi, that Leon Smith, Bill Thornbrugh and Dolphas D. Boyd, all of whom are present members in good standing of said church, and each of whom has been elected and designated by said church to act as incorporators, be and they are hereby authorized, empowered, and directed to make formal application to the Secretary of State, State of Mississippi, for a Charter of Incorporation as a nonprofit corporation under the Laws of this State; and they are further empowered and directed to do any and all other things, including the expenditure of such funds or fees as may be necessary for the securing of said Charter of Incorporation;

BE IT FURTHER RESOLVED that said incorporators make application for the new name of this association to be Southern Hills Baptist Church of Natchez, Incorporated.

THUS RESOLVED AND ORDERED by the members of the Southern Hills Baptist Church of Natchez of Natchez, Mississippi, in a special business session convened on this the 28th day of October, 1979.

****

CERTIFICATE

This resolution was presented by member, Bob Wilborn, who moved its adoption. Whereupon, the moderator ascertained and determined and so announced that at least twenty percent (20%) of the members of the Southern Hills Baptist Church of Natchez, in good standing, were present at said meeting. After the foregoing determination and announcement, member Julian White seconded the motion to adopt the Resolution, which resolution was duly adopted and approved by a majority of the members present at said meeting.

PASTOR OF THE SOUTHERN HILLS BAPTIST CHURCH OF NATCHEZ

Dora M. Blaney
CHURCH 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: Southern Hills Baptist Church of Natchez, Incorporated

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
Leon Smith	103 Pecanway	Natchez	Mississippi
Bill Thornbrugh	Old Washington Rd.	Natchez	Mississippi
Dolphas D. Boyd	3801 Sherwood Dr.	Natchez	Mississippi

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

3. The domicile is at 106 Live Oak (Street and No.) Natchez (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, etc.)

This is a non-profit corporation and no shares of stock shall be issued; same being a church as authorized to be chartered under the provisions of Section 79-11-1, Mississippi Code of 1972.

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 Southern Hills Baptist Church of Natchez, Incorporated shall be to promote the spiritual welfare of its members and to do any and all other things ordinarily incidental to the propagation of the Christian message and the Christian life as understood by this Church; and to empower the church incorporated to hold and own property; to erect, maintain, purchase, hire, rent, lease, let or otherwise acquire or dispose of buildings or structures for the church's purpose; to acquire, sell, mortgage, lease or otherwise acquire or dispose of all real or personal property necessary or convenient to such purpose; to do and transact all such business necessary, incidental to, or in any way connected with said purpose.

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: Leon Smith
Bill Thornbrugh
Dolphas D. Boyd

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of ADAMS

This day personally appeared before me, the undersigned authority Leon Smith, Bill Thornbrugh, Dolphas D. Boyd, incorporators of the corporation known as the Southern Hills Baptist Church of Natchez, 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 28th day of November, 1979

John A. Hudson, Notary Public
My Commission Expires 9-26-85

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 30th day of Nov. A.D., 1979, 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., December 3, 1979

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 Richard M. Allen
Special Assistant Attorney General

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

BOOK 260 PAGE 333

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MISSISSIPPI ASSOCIATION OF CONSERVATION DISTRICTS, 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 4th day of December A. D., 1979.

Governor

By the Governor

Secretary of State

CERTIFIED RESOLUTION

I, Gale Martin, acting Secretary of the Mississippi Association of Conservation Districts do hereby certify that the following Resolution was unanimously adopted by the membership on November 14, 1979.

> "RESOLVED, that A.T. Evans, R.D. Fisher and Ralph Redditt, (all adult resident citizens of the State of Mississippi) be and they hereby are authorized, empowered and directed to do and to perform any and all acts and things necessary to accomplish the incorporation of the Mississippi Association of Conservation Districts, as a nonprofit, no share corporation, including, but not limited to, making application for a corporate Charter conformable with the laws made and provided for in such cases. The name of the corporation shall be Mississippi Association of Conservation Districts, Inc. Said incorporators shall proceed to do all things necessary to make the corporation fully tax exempt under the laws of the State of Mississippi and the provisions of the Internal Revenue Code of 1954, as amended."

EXECUTED this the 14th day of November, 1979.

Gale Martin

Gale Martin, Acting Secretary

THE CHARTER OF INCORPORATION OF

MISSISSIPPI ASSOCIATION OF
CONSERVATION DISTRICTS, INC.

1. The corporate title of said company is: MISSISSIPPI ASSOCIATION OF CONSERVATION DISTRICTS, INC.

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

NAMES	ADDRESSES
A.T. Evans	Box 7, Shuqualak, Mississippi 39361
R.D. Fisher	Marathon Plantation Glen Allan, Mississippi 38744
Ralph Redditt	Sidon, Mississippi 38954

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

3. The domicile is 754 North President, Jackson, Mississippi 39202.

4. The corporation shall exist as a nonprofit corporation, and no shares of stock shall be issued, being a civic improvement corporation.

5. The period of existence shall be perpetual, unless dissolved, merged or consolidated 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 purposes of the association being incorporated, are, subject to the foregoing, as follows:

A. To promote soil and water conservation by educating the public as to the wise use and efficient management of land and water resources, by working closely with public and private groups in the conservation and appropriate beneficial use and development of soil and water resources, by seeking public participation and concern in the conservation

and wise use of land and water resources, by making the problems, needs and methods of soil and water conservation known to the public, and by generally focusing attention on the needs and benefits of soil and water conservation and management.

B. To promote civic improvement and social welfare by doing whatever actions are necessary to improve the effective management and conservation of soil and water resources in Mississippi.

C. To establish and maintain necessary relations with other organizations, individuals or groups so as to bring optimum benefits to the people of Mississippi and of the United States of America by reason of the existence of this corporation.

D. To accept, buy, sell, own, hold, lease, operate, mortgage, insure, pledge, assign, transfer, or otherwise receive or dispose of real and personal property; provided, however, that any activity authorized by this provision shall not be engaged in any manner that would jeopardize the federal income tax exemption of this corporation granted pursuant to Section 501(a) of the Internal Revenue Code of 1954, as now in force or as afterwards amended.

E. To sue or be sued, complain and defend in its corporate name.

F. To elect officers, appoint agents and define their duties; to make and alter bylaws, not contrary to law or to this charter, governing the affairs of the corporation and the qualifications for membership.

G. Notwithstanding any other provisions of these articles, these purposes are limited to those described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

7. All of the assets of the corporation shall be dedicated to its stated purposes. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services

rendered and to make payments and distributions in furtherance of the purposes set forth in Article 6 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (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, as amended (or the corresponding provision of any future United States Internal Revenue Law).

8. Upon the dissolution of the corporation, the Board of Directors, shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Chancery Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

9. 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 (1) 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.

10. The governing body and membership of the corporation shall be structured in accordance with provisions contained in the Bylaws of the corporation.

A. T. Evans
A.T. Evans

R.D. Fisher
R.D. Fisher

Ralph Redditt
Ralph Redditt

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
COUNTY OF Hinds

This day personally appeared before me, the undersigned authority, A.T. Evans, incorporator of the corporation known as the Mississippi Association of Conservation Districts, Inc., who acknowledged that he signed and delivered the above and foregoing Charter of Incorporation as his act and deed on this the 20th day of November, 1979.

Wanda Ingram
NOTARY PUBLIC

My Commission Expires:
My Commission Expires July 25, 1983

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
COUNTY OF Hinds

This day personally appeared before me, the undersigned authority, R.D. Fisher, incorporator of the corporation known as the Mississippi Association of Conservation Districts,

Inc., who acknowledged that he signed and delivered the above and foregoing Charter of Incorporation as his act and deed on this the 14th day of November, 1979.

Wanda Ingram
NOTARY PUBLIC

My Commission Expires:
My Commission Expires July 25, 1983

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
COUNTY OF Hinds

This day personally appeared before me, the undersigned authority, Ralph Redditt, incorporator of the corporation known as the Mississippi Association of Conservation Districts, Inc., who acknowledged that he signed and delivered the above and foregoing Charter of Incorporation as his act and deed on this the 14th day of November, 1979.

Wanda Ingram
NOTARY PUBLIC

My Commission Expires:
My Commission Expires July 25, 1983

BOOK 260 PAGE 340

Received at the office of the Secretary of State, this the 26 day of Nov

A. D., 19 79, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Lee Barker
SECRETARY OF STATE.

Jackson, Miss.,

November 28, 1979

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 Richard W. Allen
Special Assistant Attorney General.

C-54

BOOK 260 PAGE 341

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE BOB WIGGINS EVANGILISTIC 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 the 30th day of November A. D., 1979.

Governor

By the Governor

Secretary of State

RESOLUTION TO INCORPORATE

WHEREAS, The Bob Wiggins Evangelistic Association, an unincorporated association was organized for the purpose of conducting religious activities, 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 the Bob Wiggins Evangelistic Association, be incorporated as a nonprofit, nonshare corporation under the provisions of House Bill 1335 of the 1968 regular session of the Mississippi legislature, for the purpose of conducting religious activities and for related purposes; that Robert Eddy Wiggins, Carolyn H. Wiggins and Robert E. Wiggins, Jr., 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, Carolyn H. Wiggins, Secretary of the Bob Wiggins Evangelistic Association 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 19th day of November, 1979.

Carolyn H. Wiggins
CAROLYN H. WIGGINS

CHARTER OF INCORPORATION

OF

BOB WIGGINS EVANGILISTIC ASSOCIATION, INC.

1. The corporate title of this company shall be:

THE BOB WIGGINS EVANGILISTIC ASSOCIATION, INC.

2. The names and addresses of the incorporators are as follows and they are adult resident citizens of the State of Mississippi:

Robert Eddy Wiggins
414 W. Augusta Street
Indianola, Mississippi 38751

Carolyn H. Wiggins
414 W. Augusta Street
Indianola, Mississippi 38751

Robert E. Wiggins, Jr.
414 W. Augusta Street
Indianola, Mississippi 38751

3. The domicile of said corporation is Post Office Box 1166,404 West Augusta Street, Indianola, Sunflower County, Mississippi.

4. The corporation is nonprofit and no shares of stock are to be issued, being a religious society.

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

SECTION I: PURPOSES

The Corporation is organized to promote the cause of religious instruction and education; to disseminate and propagate the Gospel of the Lord Jesus Christ throughout the world, to appoint and engage ministers, evangelists and others; to actively pursue and accomplish the purpose of said corporation; to conduct and carry on general religious programs; to establish and maintain schools for religious education and culture; to conduct and carry on Bible schools and conferences; to encourage the teaching and preaching of evangelical Christianity as revealed in the Holy Scriptures; and to provide for foster and support missionaries, divinity students, evangelists, orphanages, charitable and religious institutions; to receive donations, subscriptions and contributions to promote the objects for which the corporation is formed; and to do all things that may be necessary and useful in addomplishing the purposes hereinabove set out. All of the assets and earnings shall be used exclusively for the purposes hereinbefore set out, including the payment of expenses incidental thereto; and no part of the net earnings shall inure to the benefit of any private shareholder or individual, and no part of the corporations activity shall be for the carrying on of propaganda, or otherwise

attempting to influence legislation

SECTION II: RIGHTS AND POWERS:

A. The right to establsh, equip and staff a corporate headquarters office, including, the purchase of office equipment, utilities and hiring and discharging of personnel.

B. The right to acquire real property, by purchase, lease or otherwise, for the location of worship facilities.

C. The right to acquire by purchase, lease or otherwise, any and all necessary equipment to be used in the operation of the corporation.

D. The right to seek, receive, expend and disburse available federal and state funds, through loans, grants or otherwise, for the operation of corporate facilities.

E. To expend or otherwise dispose of such funds and property (real or personal) as may be available from any source, so long as the expenditures or disposal of such funds or properties are for the purposes for which the non-profit corporation is created and are not in violation of any law.

F. To contract with the United States Government or any department or agency thereof, with the government of the State of Mississippi or any department, agency or subdivision thereof, and to contract with any City, department, egency or subdivision thereof, to carry out any or all of the purposes of this non-profit corporation.

G. To do any other act that, in the judgment of the members, should be done to carry out the aims and purposes of this association.

H. To sue and be sued, complain and defend in its corporate name.

I. 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 other manner reproduced. To elect directors of this corporation in the manner prescribed by the By-Laws of the corporation.

J. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

K. 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 affairs of the corporation.

L. To have and exercise all powers necessary or convenient to effect any or all or the purposes for which the corporation is organized.

"In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as

organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 oe corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purposes."

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.

Robert Eddy Wiggins
ROBERT EDDY WIGGINS

Carolyn H. Wiggins
CAROLYN H. WIGGINS

Robert E. Wiggins, Jr.
ROBERT E. WIGGINS, JR.

STATE OF MISSISSIPPI

COUNTY OF SUNFLOWER

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, ROBERT EDDY WIGGINS, CAROLYN H. WIGGINS and ROBERT E. WIGGINS, JR., incorporators of the corporation known as the Bob Wiggins Evangelistic Association, Inc., who acknowledged that they signed and executed the above and foregoing articles of incorporation as their act and deed on this the 21st day of November, 1979.

WITNESS my hand and official seal this 21st day of November, 1979.

Patricia K. Cox
NOTARY PUBLIC

My Commission expires:

1/3/80

Received at the office of the Secretary of State this the 26th day of November, A. D., 1979, 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
Jacksom, MS November 28, 1979

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 Richard M. Allen
Special Assistant Attorney General

BOOK 260 PAGE 346

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

NATIONAL HOUSING MINISTRIES

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 4th day of December A. D., 1979.

Governor

By the Governor

Secretary of State

State of Mississippi
DEPARTMENT OF JUSTICE
Office of the Attorney General
JACKSON, MISSISSIPPI 39205

A. F. SUMMER
ATTORNEY GENERAL

RICHARD M. ALLEN
SPECIAL ASSISTANT ATTORNEY GENERAL

December 3, 1979

Mr. Herman Glazier
Executive Assistant
to the Governor
New Capitol
Jackson, Mississippi 39205

Re: Application for domestication of National Housing Ministries

Dear Mr. Glazier:

In accordance with your request of November 30, 1979, regarding the above captioned foregoing corporation, I have examined the documents enclosed herewith and find nothing in said charter of articles of incorporation or association that is violative of the Constitution or 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 laws 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 79-1-23, Mississippi Code of 1972.

With kind regards, I am

Very truly yours,

Richard M. Allen

Richard M. Allen
Special Assistant Attorney General

RMA/ped
Enclosure

BOOK 260 PAGE 348

THE CAPITOL

JACKSON

CLIFF FINCH
GOVERNOR

November 30, 1979

The Honorable A. F. Summer
Attorney General
Carroll Gartin Justice Building
Jackson, MS. 39205

Dear General Summer:

Governor Finch requests the advice of the Attorney General as to the constitutionality and legality of the provisions of the attached Articles of Incorporation of the National Housing Ministries, a Pennsylvania non-profit corporation, and its application for domestication in the State of Mississippi.

Yours truly,

Herman Glazier
Executive Assistant
to the Governor

Enclosures

RECEIVED
NOV 28 REC'D
GOVERNOR'S OFFICE

C T CORPORATION SYSTEM
ASSOCIATED WITH THE CORPORATION TRUST COMPANY
118 NORTH CONGRESS STREET • JACKSON, MISSISSIPPI 39205
948-4831 AREA CODE: 601

ACTION:	SUSPENSE:
INFORMATION:	

November 27, 1979

RE: National Housing Ministries

Honorable Cliff Finch
Governor of Mississippi
Post Office Box 139
Jackson, Mississippi 39205

Dear Sir:

At the request of Earl Trent, Counsel, National Ministries American Baptist Churches, Valley Forge, Pennsylvania 19481, we enclose for domestication of National Housing Ministries, a Pennsylvania non-profit corporation, copy of its articles of incorporation, certified by the Secretary of State, State of Pennsylvania, designation of C T Corporation System as registered agent for service of process in Mississippi, with acceptance thereon, and check of C T Corporation System, Philadelphia, Pennsylvania, payable to Secretary of State of Mississippi for $25.00 filing fees.

Upon approval of the domestication, please forward the papers and check to the Secretary of State, State of Mississippi for filing. In event the domestication should not be approved, please return the papers and check to this office.

Yours very truly,

C T CORPORATION SYSTEM

R. H. Thompson
R. H. Thompson sg
Jackson, Miss.

RHT:sg

Enclosures

BOOK 260 PAGE 350

CERTIFIED COPY OF

RESOLUTION DESIGNATING MISSISSIPPI AGENT

THIS IS TO CERTIFY, That at a meeting of the Board of Directors of National Housing Ministries, Inc.

properly convened and held on the 9th day of November, 1979, the following resolution was duly adopted:

"RESOLVED, that C. T. Corporation System 118 North Congress Street of Jackson
(Post Office Address showing street and number)

Mississippi, be and he hereby is designated and appointed the resident agent of this Corporation in the State of Mississippi upon whom service of process against this Corporation may be had in the event of any suit against this Corporation in said State; and that all prior designations and appointments of resident agent be and the same are hereby revoked."

WITNESS my signature, and the Seal of said Company, at Valley Forge, Pennsylvania

this the 12th day of November A. D., 1979

Richard A White
Secretary.

IMPRESS SEAL HERE

ACCEPTANCE BY AGENT

The undersigned hereby accepts the above designation and appointment as resident agent for service of process.

Date at Jackson, Miss., this the 26th day of November, 1979

CT Corporation System
By R. H. Thompson.
ASSISTANT SECRETARY

C-40

BOOK 260 PAGE 351

APPLICANT'S ACCT. NO.

DSCB 15-7116 (Rev. 11-72)

Filing Fee $75
AIN 8
Articles of
Incorporation—
Domestic Nonprofit Corporation

3-1-75:21 [illegible]

(Line for numbering)

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this 8th day of July 1975
Commonwealth of Pennsylvania
Department of State

C. DeLores Tucker

Secretary of the Commonwealth 1cs

(Box for Certification)

In compliance with the requirements of 15 Pa. S. 5-116, relating to articles of incorporation, the undersigned, desiring to be incorporated as a nonprofit corporation, hereby certifies, certify that:

1. The name of the corporation is:

NATIONAL HOUSING MINISTRIES

2. The location and post office address of the initial registered office of the corporation in this Commonwealth is:

Tower D, American Baptist Churches Building, Valley Forge, Pennsylvania 19481.

~~[illegible]~~

~~[illegible]~~

3. The corporation is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania for the following purpose of purposes:

To provide consultative, development, management and educational services in the field of housing ministries.

The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

4. The term for which the corporation is to exist is: perpetual

DPA NP 2120 12/6/73

BOOK 260 PAGE 352

3-1-75:21 .897

5. The corporation is organized upon a nonstock basis.

6. (Strike out if inapplicable) The corporation shall have no members.

7. (Strike out if inapplicable) ~~[illegible]~~

(NAME OF UNINCORPORATED ASSOCIATION)

~~[illegible]~~

8. The name(s) and post office address(es) of each incorporator(s) is/are:

NAME	ADDRESS (Including Street and Number, if any)
Rev. H. John Vanderbeck,	1009 Kinglet Dr., Norristown, Pa. 19403
Mr. Guy S. Paultre,	411 Elm Ave., North Hills, Pa. 19038
Rev. Richard A. White,	620 Bobwhite Rd., Wayne, Pa. 19087

IN TESTIMONY WHEREOF, the incorporator(s) has (have) signed and sealed these Articles of Incorporation this 3rd day of February, 1975.

Rev. H. John Vanderbeck (SEAL)

Mr. Guy S. Paultre (SEAL)

Rev. Richard A. White (SEAL)

INSTRUCTIONS FOR COMPLETION OF FORM

A. For general instructions relating to the incorporation of nonprofit corporations see 19 Pa. Code Ch. 29 relating to nonprofit corporations generally. These instructions relate to such matters as corporate name, stated purposes, term of existence, authorized share structure, inclusion of names of first directors in the Articles of Incorporation, provisions on incorporation of unincorporated associations, etc.

B. One or more corporations or natural persons of full age may incorporate a nonprofit corporation.

C. If the corporation is to be organized upon a stock share basis Paragraph 5 should be modified accordingly.

D. Optional provisions required or authorized by law may be added as Paragraphs 9, 10, 11, etc.

E. The following shall accompany this form:

(1) Any necessary copies of Form DSCB 17.2, Consent to Appropriation of Name, or Form DSCB 17.3, Consent to Use of Similar Name.

(2) Any necessary governmental approvals.

F. 15 Pa. S. §7317 (relating to advertisement) requires that the incorporators shall advertise their intention to file or the corporation shall advertise the filing of articles of incorporation. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

BOOK 280 PAGE 353

Commonwealth of Pennsylvania

November 19, 1979

To All to Whom These Presents Shall Come: Greeting:

IN RE: "NATIONAL HOUSING MINISTRIES"

I, WILLIAM R. DAVIS, Acting Secretary of the Commonwealth of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Incorporation

which appear of record in this Department.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of the Secretary's Office to be affixed, the day and year above written.

William R. Davis

Acting Secretary of the Commonwealth

js

OSCB40 (REV. 12-77)

BOOK 260 PAGE 354

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

NATIONAL HOUSING RETIREMENT 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 the 4th day of December A. D., 1979.

Cliff Finch

Governor

By the Governor

Heber Ladner

Secretary of State

State of Mississippi

DEPARTMENT OF JUSTICE

Office of the Attorney General

JACKSON, MISSISSIPPI 39205

A. F. SUMMER
ATTORNEY GENERAL

RICHARD M. ALLEN
SPECIAL ASSISTANT ATTORNEY GENERAL

Mr. Herman Glazier
Executive Assistant
to the Governor
New Capitol
Jackson, Mississippi 39205

Re: Application for domestication of National Housing Retirement Ministries, Inc.

Dear Mr. Glazier:

In accordance with your request of November 30, 1979, regarding the above captioned foregoing corporation, I have examined the documents enclosed herewith and find nothing in said charter of articles of incorporation or association that is violative of the Constitution or 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 laws 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 79-1-23, Mississippi Code of 1972.

With kind regards, I am

Very truly yours,

Richard M. Allen

Richard M. Allen
Special Assistant Attorney General

RMA/ped
Enclosure

THE CAPITOL

JACKSON

CLIFF FINCH
GOVERNOR

November 30, 1979

The Honorable A. F. Summer
Attorney General
Carroll Gartin Justice Building
Jackson, MS 39205

Dear General Summer:

Governor Finch requests the advice of the Attorney General as to the constitutionality and legality of the provisions of the attached Articles of Incorporation of the National Housing Retirement Ministries, Inc., a Pennsylvania non-profit corporation, ant its application for domestication in the State of Mississippi.

Yours truly,

Herman Glazer
Executive Assistant
to the Governor

Enclosures

BOOK 260 PAGE 357

C T CORPORATION SYSTEM
ASSOCIATED WITH THE CORPORATION TRUST COMPANY
118 NORTH CONGRESS STREET • JACKSON, MISSISSIPPI 39205
948-4831 AREA CODE: 601

November 27, 1979

RE: National Housing Retirement Ministries, Inc.

Honorable Cliff Finch
Governor of Mississippi
Post Office Box 139
Jackson, Mississippi 39205

Dear Sir:

At the request of Earl Trent, Counsel, National Ministries American Baptist Churches, Valley Forge, Pennsylvania 19481, we enclose for domestication of National Housing Retirement Ministries, Inc., a Pennsylvania non-profit corporation, copy of its articles of incorporation, and all amendments thereto certified by the Secretary of State, State of Pennsylvania, designation of C T Corporation System as registered agent for service of process in Mississippi, with acceptance thereon, and check of C T Corporation System, Philadelphia, Pennsylvania, payable to Secretary of State of Mississippi for $25.00 filing fees.

Upon approval of the domestication, please forward the papers and check to the Secretary of State, State of Mississippi for filing. In event the domestication should not be approved, please return the papers and check to this office.

Yours very truly,

C T CORPORATION SYSTEM

R. H. Thompson sg

R. H. Thompson
Jackson, Miss.

RHT:sg

Enclosures

CERTIFIED COPY OF

RESOLUTION DESIGNATING MISSISSIPPI AGENT

THIS IS TO CERTIFY, That at a meeting of the Board of Directors of National Housing Retirement Ministries, Inc.

properly convened and held on the 9 day of November, 19 79, the following resolution was duly adopted:

"RESOLVED, that C. T. Corporation System 118 North Congress Street of Jackson
(Post Office Address showing street and number)

Mississippi, be and he hereby is designated and appointed the resident agent of this Corporation in the State of Mississippi upon whom service of process against this Corporation may be had in the event of any suit against this Corporation in said State; and that all prior designations and appointments of resident agent be and the same are hereby revoked."

WITNESS my signature, and the Seal of said Company, at Valley Forge, Pennsylvania

this the 12 day of November A. D., 19 79

Richard A. White
Secretary.

IMPRESS SEAL HERE

ACCEPTANCE BY AGENT

The undersigned hereby accepts the above designation and appointment as resident agent for service of process.

Date at Jackson, Miss., this the 26th day of November, 19 79

CT Corporation System
By R. H. Thompson
ASSISTANT SECRETARY

C-40

ARTICLES OF INCORPORATION

OF

NATIONAL HOUSING RETIREMENT MINISTRIES, INC.

Pursuant to the Nonprofit Corporation Law of 1972 of the Commonwealth of Pennsylvania

BE IT KNOWN that the undersigned, all of whom are of full age, residents of the Commonwealth of Pennsylvania and citizens of the United States, having associated themselves together for the purpose of organizing National Housing Retirement Ministries, Inc. and being desirous of becoming incorporated in accordance with the provisions and requirements of the Nonprofit Corporation Law of 1972 of the Commonwealth of Pennsylvania, do hereby certify as follows:

1. The name of the Corporation is NATIONAL HOUSING RETIREMENT MINISTRIES, INC.

2. The objects and purposes of the Corporation shall be exclusively charitable and religious within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or any corresponding provision of any future United States Internal Revenue Law), and are to apply the income and, if the Corporation so decides, the principal of such property as the Corporation may from time to time possess to the accomplishment of the following:

to promote and enlarge the influence and activity of the Baptist faith as practiced

by American Baptist Churches in the U.S.A. and its cooperating and affiliating churches, conventions, societies and related and associated boards and organizations, and in particular the work of The American Baptist Service Corporation, a Pennsylvania nonprofit corporation, in the broad field of institutional services and ministries related to the proclamation of the Christian gospel by sponsoring and otherwise fostering the development and maintenance of such American Baptist-affiliated retirement and health care facilities for the housing, maintenance and care of the elderly as would qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or any corresponding provision of any future United States Internal Revenue Law).

3. The Corporation shall have all of the statutory powers of a nonprofit corporation under the Nonprofit Corporation Law of 1972 of the Commonwealth of Pennsylvania. As a means of accomplishing its purposes, the Corporation, in furtherance and not by way of limitation of such statutory powers, shall have the power to solicit, accept, hold, own, and administer funds exclusively for its objects and purposes, and to that end to take and receive, by purchase, grant, gift, bequest, devise or benefit of any trust, any property, real or personal, tangible or intangible, wheresoever located; to make donations in furtherance of its purposes;

and to invest and reinvest the funds and other property of the Corporation, including the investment and reinvestment of such funds and property in furtherance of its purposes, without regard to whether such investments would be considered as desirable or prudent by an investor interested solely in profit and not interested in promoting such purposes, to collect and receive the income, if any, from any investment or reinvestment of such funds or property, and to apply the principal or income thereof to the purposes of the Corporation.

4. The members of the Corporation shall consist solely of American Baptist - affiliated retirement and health institutions sponsored by the Corporation and exempt from federal income taxation as organizations described in Section 50(c)(3) of the Internal Revenue Code of 1954, as amended (or any corresponding provision of any future United States Internal Revenue Law).

5. The location and post office address of the corporation's initial registered office in the Commonwealth of Pennsylvania is Tower D, American Baptist Churches Building, Valley Forge, Pennsylvania 19481.

6. The territory in which the operations of the Corporation are principally to be conducted is the United States, but the operations of the Corporation shall not be limited thereto.

7. The term of the Corporation's existence is perpetual.

8. The names and addresses of the incorporators of the Corporation are:

Name	Address:
The Reverend H. John Vanderbeck	1009 Kinglet Drive, Norristown, Pa. 19403
The Reverend Richard A. White	620 Bobwhite Road Wayne, Pa. 19087
The Reverend R. Eugene Crow	3239 Hayes Road Norristown, Pa. 19403

9. The names and addresses of the initial directors of the Corporation, who shall serve until their successors are designated in accordance with the bylaws of the Corporation, are:

Name	Address:
The Reverend H. John Vanderbeck	1009 Kinglet Drive, Norristown, Pa. 19403
The Reverend Richard A. White	620 Bobwhite Road Wayne, Pa. 19087
The Reverend R. Eugene Crow	3239 Hayes Road Norristown, Pa. 19403

10. The Corporation is organized upon a non-stock basis.

11. The Corporation shall have no members.

12. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. The Corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any director, officer, employee, or member of a committee of, or person connected with, the Corporation; provided, however, that this shall not prevent the payment to any such person of reasonable compensation

for services rendered to or for the Corporation in effecting any of its purposes.

13. Except to the extent permitted by the Internal Revenue Code of 1954, as amended (or any future United States Internal Revenue Law), the Corporation shall not carry on propaganda, or otherwise attempt to influence legislation. 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.

14. In the event of the liquidation, dissolution, or winding up of the Corporation (whether voluntary, involuntary or by operation of law), the Corporation's property or assets shall not be conveyed or distributed to any director, officer, employee or member of a committee of, or person connected with, the Corporation, or any other private individual, nor to any organization created or operated for profit; but all the remaining property and assets of the Corporation shall, after deducting all necessary expenses of liquidation, dissolution or winding up as the case may be, be distributed to such organizations as shall then qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or any corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned incorporators

have executed these Articles of Incorporation this 27th day of December, 1976.

H. John Vanderbeck

Richard A. White

R. Eugene Crow

BOOK 260 PAGE 365

3-1-77:11

642332

COMMONWEALTH OF PENNSYLVANIA)
: ss.:
COUNTY OF MONTGOMERY)

BEFORE ME, a Notary Public, in and for the county aforesaid, personally came H. John Vanderbeck, Richard A. White and R. Eugene Crow, the above named incorporators who, in due form of law, acknowledged the foregoing instrument to be their act and deed for the purposes therein specified.

WITNESS, my hand and seal of office the 27th day of December, A.D. 1976.

Gladys E. Ruckle
Notary Public

GLADYS E. RUCKLE
Notary Public, Upper Merion Twp., Montg. Co.
My Commission Expires August 5, 1978

Filed in the Department of State on the 22nd day of February, A.D. 1977.

C. DeLores Tucker
SECRETARY OF THE COMMONWEALTH
ec

BOOK 260 PAGE 366

APPLICANT'S ACCT NO

DSCB: 15-7905 (Rev. 11-72)

Fee: $48

3-1-77:43 1630

(Line for numbering)
642332

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this 16th day of September, 1977
Commonwealth of Pennsylvania
Department of State

Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of 15 Pa. S. §7905 (relating to articles of amendment), the undersigned nonprofit corporation, desiring to amend its Articles, does hereby certify that:

1. The name of the corporation is:
NATIONAL HOUSING RETIREMENT MINISTRIES, INC.

2. The address of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):
Tower D, American Baptist Churches Building
(NUMBER) (STREET)
Valley Forge, Pennsylvania 19481
(CITY) (ZIP CODE)

3. The statute by or under which it was incorporated is:
Nonprofit Corporation Law of 1972

4. The date of its incorporation is: February 22, 1977

5. (Check, and if appropriate, complete one of the following):

[X] The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

[ ] The amendment shall be effective on: _____ (DATE) at _____ (HOUR)

6. (Check one of the following):

[ ] The amendment was adopted by the members pursuant to 15 Pa. S. §7904(a).

[X] The amendment was adopted by the board of directors pursuant to 15 Pa. S. §7904(b).

7. The amendment adopted by the corporation, set forth in full, is as follows:

See attached.

(PA. - NP 1051 - 1/9/74)

DSCB 15-7905 (Rev. 11-72)-2

3-1-77:43 1631

BOOK 260 PAGE 367

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal duly attested by another such officer, to be hereunto affixed this 12th day of August, 19 77.

NATIONAL HOUSING RETIREMENT MINISTRIES, INC.
(NAME OF CORPORATION)

By: [signature]
(SIGNATURE)

President
(TITLE PRESIDENT VICE PRESIDENT ETC.)

Attest: [signature]
(SIGNATURE)

Secretary
(TITLE SECRETARY ASSISTANT SECRETARY ETC.)

(CORPORATE SEAL)

INSTRUCTIONS FOR COMPLETION OF FORM.

A. Any necessary copies of Form DSCB.17.2 (Consent to Appropriation of Name) or Form DSCB.17.3 (Consent to Use of Similar Name) shall accompany Articles of Amendment effecting a change of name.

B. Any necessary governmental approvals shall accompany this form.

C. If the action was authorized by a body other than the board of directors Paragraph 6 should be modified accordingly.

D. 15 Pa. S. §7906(c) requires that the corporation shall advertise its intention to file or the filing of Articles of Amendment. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

RECEIVED
'77 SEP 16 PM 2:41

ARTICLES OF INCORPORATION

OF

NATIONAL HOUSING RETIREMENT MINISTRIES, INC.

Pursuant to the Nonprofit Corporation Law of 1972 of the Commonwealth of Pennsylvania

BE IT KNOWN that the undersigned corporation, NATIONAL HOUSING RETIREMENT MINISTRIES, INC. (the "Corporation"), being desirous of restating its Articles of Incorporation, in accordance with the provisions and requirements of the Nonprofit Corporation Law of 1972 of the Commonwealth of Pennsylvania, do hereby certify as follows:

1. The name of the Corporation is NATIONAL HOUSING RETIREMENT MINISTRIES, INC.

2. The objects and purposes of the Corporation shall be exclusively charitable and religious within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or any corresponding provision of any future United States Internal Revenue Law), and are to apply the income and, if the Corporation so decides, the principal of such property as the Corporation may from time to time possess to the accomplishment of the following:

to promote and enlarge the influence and activity of the Baptist faith as practiced by American Baptist Churches in the U.S.A.

and its cooperating and affiliating churches, conventions, societies and related and associated boards and organizations, and in particular the work of The American Baptist Service Corporation, a Pennsylvania nonprofit corporation, in the broad field of institutional services and ministries related to the proclamation of the Christian gospel by sponsoring and otherwise fostering the development and maintenance of such American Baptist-affiliated retirement and health care facilities for the housing, maintenance and care of the elderly as would qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or any corresponding provision of any future United States Internal Revenue Law).

3. The Corporation shall have all of the statutory powers of a nonprofit corporation under the Nonprofit Corporation Law of 1972 of the Commonwealth of Pennsylvania. As a means of accomplishing its purposes, the Corporation, in furtherance and not by way of limitation of such statutory powers, shall have the power to solicit, accept, hold, own, and administer funds exclusively for its objects and purposes, and to that end to take and receive, by purchase, grant, gift, bequest, devise or benefit of any trust, any property, real or personal, tangible or intangible, wheresoever located; to make donations in furtherance of its purposes;

and to invest and reinvest the funds and other property of the Corporation, including the investment and reinvestment of such funds and property in furtherance of its purposes, without regard to whether such investments would be considered as desirable or prudent by an investor interested solely in profit and not interested in promoting such purposes, to collect and receive the income, if any, from any investment or reinvestment of such funds or property, and to apply the principal or income thereof to the purposes of the Corporation.

4. The location and post office address of the Corporation's initial registered office in the Commonwealth of Pennsylvania is Tower D, American Baptist Churches Building, Valley Forge, Pennsylvania 19481.

5. The territory in which the operations of the Corporation are principally to be conducted is the United States, but the operations of the Corporation shall not be limited thereto.

6. The term of the Corporation's existence is perpetual.

7. The Corporation is organized upon a non-stock basis.

8. The Corporation shall have no members.

9. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. The Corporation

is not organized for profit, and no part of its net earnings shall inure to the benefit of any director, officer, employee, or member of a committee of, or person connected with, the Corporation; provided, however, that this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes.

10. Except to the extent permitted by the Internal Revenue Code of 1954, as amended (or any future United States Internal Revenue Law), the Corporation shall not carry on propaganda, or otherwise attempt to influence legislation. 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.

11. In the event of the liquidation, dissolution, or winding up of the Corporation (whether voluntary, involuntary or by operation of law), the Corporation's property or assets shall not be conveyed or distributed to any director, officer, employee or member of a committee of, or person connected with, the Corporation, or any other private individual, nor to any organization created or operated for profit; but all the remaining property and assets of the Corporation shall, after deducting all necessary expenses of liquidation, dissolution or winding up as the case may

be, be distributed to such organizations as shall then qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or any corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, the Corporation has caused these Restated Articles of Incorporation to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this day of August 12, 1977.

NATIONAL HOUSING RETIREMENT MINISTRIES, INC.

Attest:

Secretary

By

President

3-1-77:43 1637

BOOK 260 PAGE 373

COMMONWEALTH OF PENNSYLVANIA)
) ss.:
COUNTY OF MONTGOMERY)

On this 12th day of September, 1977, before me, Gladys E. Ruckle, the undersigned officer, personally appeared H. John Vanderbeck and Richard A. White, who acknowledged themselves to be the President and Secretary, respectively, of National Housing Retirement Ministries, Inc., a corporation, and that they, as such officers, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the Corporation and affixing its corporate seal by themselves as such officers.

In witness whereof, I have hereunto set my hand and official seal.

Gladys E. Ruckle
Notary Public
GLADYS E. RUCKLE
Notary Public, Upper Merion Twp., Montg. Co.
My Commission Expires August 5, 1978

BOOK 260 PAGE 374

Commonwealth of Pennsylvania

November 19, 1979

To All to Whom These Presents Shall Come: Greeting:

IN RE: "NATIONAL HOUSING RETIREMENT MINISTRIES, INC."

I, WILLIAM R. DAVIS, Acting Secretary of the Commonwealth of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Incorporation and all Amendments which appear of record in this Department.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of the Secretary's Office to be affixed, the day and year above written.

William R. Davis

Acting Secretary of the Commonwealth

DSCB40 (REV. 12-77)

js

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 McCOMB CITY

was pursuant to the provisions of the laws of Mississippi recorded in the Records of Incorporations in this office, in PHOTOSTAT BOOK NUMBER TWO HUNDRED AND SIXTY, PAGES 375 - 382.

Given under my hand and Seal of office hereunto affixed, this
7th Day of December, 1979

SECRETARY OF STATE

SECRETARY OF STATE * OFFICIAL * STATE OF MISSISSIPPI

Certified to be a true copy this
the 14th day of December 19 79
Harold Schilling, Chancery Clerk
Pike County, Miss.
By [illegible] D.C.

BOOK 260 PAGE 376

FILED
NOV 2 1979
PIKE COUNTY, MISS.
By [illegible]

IN THE CHANCERY COURT OF PIKE COUNTY, MISSISSIPPI

IN THE MATTER OF THE EXTENSION
OF THE CORPORATE BOUNDARIES OF
OF THE CITY OF MCCOMB CITY,
PIKE COUNTY, MISSISSIPPI

NO. [illegible]

DECREE CONFIRMING BOUNDARY EXTENSION

THIS CAUSE HAVING COME ON TO BE HEARD this day upon sworn petition of the Mayor and Board of Selectmen of the City of McComb City, Pike County, Mississippi, and upon oral and documentary proof being presented to the Court at an open hearing, and the Court being fully advised in the premises, doth:

I.

ORDER, ADJUDGE, AND DECREE that the City of McComb City, Pike County, Mississippi, is a duly organized and chartered municipality, existing under the Laws of the State of Mississippi, and governed by a Mayor and Board of Selectmen, and that this Court has jurisdiction of the parties and the subject matter hereof.

II.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the Mayor and Board of Selectmen of the City of McComb City, Mississippi, by action of said Mayor and Board of Selectmen of June 12, 1979, recorded in Minute Book KK at Page 121-126 of the Minutes of the City Clerk, duly and legally adopted an ordinance proposing to extend the corporate boundaries of said City. That said City properly filed in the Chancery Court of Pike County, Mississippi, a petition praying that said extension be approved, ratified and confirmed, and that the boundaries of the City of McComb City, Pike County, Mississippi, be altered.

III.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that said ordinances of the City of McComb City are in proper order, that said Petition is in proper order, and that due notices of said

ordinances were published according to Law. It is further ordered, adjudged and decreed that by Fiat of this Court, this Cause was set down for hearing, and that due notice of said hearing was made and had by publication in the McComb Enterprise-Journal, a qualified newspaper having a general circulation in the territory proposed to be taken into the corporate limits of McComb City, Mississippi, and having a circulation in said City and adjacent territory; and that said notice was duly published according to Law, and further, that all things and notice required by Mississippi Code of 1942 and the Municipal Charter of the City of McComb City, Mississippi, was properly had and done, and that further, all necessary and interested parties are before this Court.

IV.

IT IS, THEREFORE, ORDERED, ADJUDGED AND DECREED that all portions of the proposed extension of the boundaries of the City of McComb City, Mississippi, are approved, ratified, and confirmed as being in the best interest of all parties concerned herein, after the examination of oral and documentary evidence presented in open Court, and it is, therefore, ordered, adjudged and decreed that the inclusion of all portions of the proposed addition be declared as reasonable and required by public convenience and necessity, and further ordered, adjudged and decreed that said portions required by public convenience and necessity are described as follows:

TRACT I

A parcel of land described as beginning at the point of intersection of the North boundary of Holmes St. and the East boundary of the SW¼ of the NW¼ of Section 13, Township 3 North, Range 7 East, Pike County, Mississippi, said point of intersection being near the center of Venable St.

thence run South along the said East boundary of the SW¼ of the NW¼ and the NW¼ of the SW¼ of said Section 13, 740 ft., more or less, to the center of Adams St.

thence run West along Adams Avenue a distance of 1299 ft., more or less, to the West boundary of Section 13, Township 3 North, Range 7 East.

thence run North 630.0 ft. along the West boundary of Section 13, to the North side of Holmes St. and the Old Liberty-White Railroad right-of-way, being approximately 185.0 ft. North of the SE corner of the NE¼ of Section 14, Township 3 North, Range 7 East,

thence run Easterly along the North side of Holmes St. to the point of beginning containing 21.39 acres, more or less, and being situated in the SW¼ of the NW¼ and the NW¼ of the SW¼ of Section 13, Township 3 North, Range 7 East, Pike County, Mississippi.

TRACT II

Beginning at the intersection of the North right-of-way line of U.S. Highway No. 98 and the West boundary of Wardlaw Road, in the NE¼ of the NW¼ of the SE¼, Section 14, Township 3 North, Range 7 East, Pike County, Mississippi, being a point 75.0 ft. northerly from centerline Station 1168+57 of U.S. Highway No. 98, thence run northwesterly along the West boundary of Wardlaw Road to the South line of the SW¼ of the NE¼ of said Section 14,

thence run West to the Southwest corner of the SW¼ of the NE¼ of said Section 14,

thence run North, 1,330.1 ft. to the NW corner of the SW¼ of the NE¼ of said Section 14,

thence continue North for 326.5 ft.,

thence run N 89° 14' West for 340.17 feet,

thence run S 0° 52' E for 322.4 feet,

thence run S 88°01' W for 516.34 feet,

thence run North for 830.39 feet,

thence run S 89°57' E for 181.14 feet,

thence run N 0°05' E for 145.0 feet,

thence run S 89° 36' E for 672.92 feet, more or less, to the West line of the NW¼ of the NE¼ of said Section 14,

thence North 357.28 feet to the NW corner of the NW¼ of the NE¼ of said Section 14,

thence continue North to the SE corner of the N½ of the S½ of the SE¼, SW¼, Section 11, Township 3 North, Range 7 East,

thence run West to the SW corner of the N½ of the S½ of the SE¼ of the SW¼ of said Section 11,

thence run North to the South right-of-way line of Park Drive,

thence run Southwesterly along the South right-of-way line of Park Drive to the West boundary of the E½ of the NW¼ of the SW¼ of said Section 11,

thence run southwesterly along the South right-of-way line of Park Drive a distance of 530.0 feet, more or less, to a point where right-of-way widens from 50.0 ft. to 100.0 ft., thence run southeasterly 50.0 ft.

thence run southwesterly 424.0 feet, more or less, to a point on the East right-of-way line of I-55, said point is 150.0 ft. easterly from I-55 East Station 494+07.38,

thence run S 5° 18' 34" W along the East right-of-way line of I-55, a distance of 5,104.84 feet to a point 150.0 ft. easterly from I-55 Station 443+02.54,

thence run southerly and easterly along the East right-of-way of I-55, U.S. Highway No. 98 and U.S. Highway No. 24 interchange a distance of 1,300 ft., more or less, to a point on the North right-of-way line of U.S. Highway 98, said point being 100.0 ft. northerly from U.S. Highway No. 98 Station 1133+67.33,

thence run easterly along the North right-of-way line of U.S. Highway No. 98 a distance of 3,490 ft., more or less, to the point of beginning,

Being an area of 351.61 acres, more or less, of which 216.56 acres are in Section 14, 78.53 acres are in Section 11, with 11.15 acres in Section 10, and 45.37 acres in Section 15, all being in Township 3 North, Range 7 East, Pike County, Mississippi.

IT IS, THEREFORE, ORDERED, ADJUDGED AND DECREED, that the proposed enlargement and extension of the corporate boundaries of the City of McComb City, Mississippi, insofar as said extension is described in Paragraph IV hereinabove, is hereby ratified, approved and confirmed, being adjudicated as reasonable and required by public convenience and necessity, and it is therefore, Ordered, adjudged and decreed that the boundaries of the City of McComb City, Mississippi, as altered shall be as follows, to-wit:

Beginning at the Northeast corner of the W½ of the W½ of the SW¼ of the NW¼ of Section 18, Township 3 North, Range 8 East, Pike County, Mississippi,

thence run South to the SE corner of the W½ of the W½ of the SW¼ of the NW¼ of said Section 18,

thence run West to the West right-of-way line of the Illinois Central Gulf Railroad,

thence run North 900 feet, more or less, on the West side of the said Railroad right-of-way to a point in line with the North boundary of Bardwell Avenue,

thence run westerly to the North side of Bardwell Avenue and continue westerly on the North side of Bardwell Avenue to the West side of U.S. Highway No. 51,

thence run southerly along the West side of U.S. Highway No. 51 to an intersection with a road which runs East and West approximately along the North line of the NE¼ of the SW¼ of Section 13, Township 3 North, Range 7 East,

thence run West 570 feet, more or less, along the North side of said East-West road to a point where it intersects with a street running North and South,

thence run North along the East side of said street for 200 feet, more or less, to a point of intersection with the North side of Holmes Street,

thence run westerly 765.0 ft., more or less, along the North side of Holmes St. to the East boundary of the SW¼ of the NW¼, Section 13, Township 3 North, Range 7 East, the approximate center of Venable St.,

thence run South along the said East boundary of the SW¼ of the NW¼ and the NW¼ of the SW¼ of said Section 13, 740 ft., more or less, to the center of Adams Avenue,

thence run West along Adams Avenue a distance of 1,299 ft., more or less, to the West boundary of Section 13, Township 3 North, Range 7 East,

thence run North 630.0 ft. along the West boundary of Section 13 to the North side of Holmes St., and the Old Liberty=White Railroad right-of-way, being approximately 185.0 ft. North of the SE corner of the NE¼ of Section 14, Township 3 North, Range 7 East,

thence run southwesterly a distance of 1,640.0 ft., more or less, along the North side of the old Liberty-White Railroad right-of-way to a point of intersection with the West side of Wardlaw Road,

thence run northwesterly along the West boundary of the Wardlaw Road 530.0 ft., more or less, to the North right-of-way line of U.S. Highway No. 98,

thence run westerly along the North right-of-way line of U.S. Highway No. 98 to a point on the right-of-way line which is 100.0 ft. North of the centerline of the highway,

thence westerly and northerly along the East right-of-way line of the interchange of I-55, U.S. Highway No. 98 and U.S. Highway No. 24, a distance of 1,300.0 ft., more or less, to a point on the I-55 East right-of-way line, 150.0 ft. East of the centerline Station 443+02.54,

thence on a bearing North 5 degrees 18 minutes 34 seconds East along the East right-of-way line of I-55 a distance of 5,104.84 ft. to the South right-of-way line on Park Drive,

thence northeasterly parallel to the centerline of Park Drive and 100.0 ft. southerly therefrom for a distance of 424.0 ft., more or less,

thence northwesterly a distance of 50.0 ft.,

thence northeasterly along the South right-of-way line of Park Drive a distance of 530.0 ft., more or less, to the West boundary of the E½ of the NW¼ of the SW¼ of Section 11, Township 3 North, Range 7 East,

thence run North to the South line of the NW¼ of the NW¼ of said Section 11,

thence run West to the East right-of-way line of U.S. Highway No. I-55,

thence run northerly along the East right-of-way line of U.S. Highway No. I-55 following its meanderings to the South line of Section 2, Township 3 North, Range 7 East,

thence run West along the South line of said Section 2 and the South line of Section 3, Township 3 North, Range 7 East, to the Southwest corner of said Section 3,

thence run North along the West line of said Section 3 to the Northwest corner of Section 3,

thence run East to the NE corner of Section 3,

thence continue East along the North line of said Section 2 to the West right-of-way line of U.S. Highway No. I-55,

thence run southerly along the West right-of-way line of U.S. Highway No. I-55 to its intersection with the West line of the NW¼ of the NW¼ of said Section 2 (the point of intersection being on the North side of Smithdale Road),

thence run South along the West line of the NW¼ of the NW¼ of said Section 2 to its intersection with the West right-of-way line of U.S. Highway No. I-55 on the South side of Smithdale Road,

thence run southerly along the West right-of-way line of U.S. Highway No. I-55 to its intersection with the South line of the SW¼ of the NW¼ of said Section 2,

thence run East along the South line of the SW¼ of the NW¼ of Section 2 to the Southeast corner of the SW¼ of the NW¼ of said Section 2,

thence run North to the South right-of-way line of the Smithdale Road,

thence run easterly along the South right-of-way line of Smithdale Road to the East line of the W½ of said Section 2,

thence run North to the North line of said Section 2,

thence run East along the North line of said Section 2 and Section 1, Township 3 North, Range 7 East, to an intersection with the East right-of-way line of the Illinois Central Gulf Railroad,

thence run northwesterly along the East right-of-way line of said Railroad to the North line of the S½ of the SW¼ of the SW¼ of Section 36, Township 4 North, Range 7 East,

thence run East to the NE corner of the S½ of the SE¼ of the SW¼ of said Section 36,

thence run South to the North line of Section 1, Township 3 North, Range 7 East,

thence run East along the North line of said Section 1, and the North line of Section 6, Township 3 North, Range 8 East, to the Northeast corner of the NW¼ of the NW¼ of said Section 6,

thence run South to the SE corner of the NW¼ of the NW¼ of the said Section 6,

thence run East to the NE corner of the SE¼ of the NW¼ of said Section 6,

thence run South to the SE corner of the SE¼ of the SW¼ of said Section 6,

thence continue South for 1,081.28 feet

thence run East for 688.0 feet,

thence run South for 760.0 feet,

thence run West for 688.0 feet to the East line of the W½ of Section 7, Township 3 North, Range 8 East,

thence run South to the SE corner of the SW¼ of said Section 7,

thence continue South to the SE corner of the N½ of the NW¼ of Section 18, Township 3 North, Range 8 East,

thence run West along the South line of the N½ of the NW¼ of said Section 18 to the point of beginning, the NE corner of the W½ of the W½ of the SW¼ of the NW¼ of said Section 18, Township 3 North, Range 8 East, Pike County, Mississippi.

V.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that a certified copy of this Decree shall be filed with the Secretary of State of the State of Mississippi by the Chancery Clerk of this Court at the expiration of ten (10) days from the date of this Decree, and it is further ordered, adjudged and decreed that this Decree shall become effective after passage of ten (10) days from the date hereof, as provided by law.

VI.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the plat exhibited as Exhibit "A" to the Petition herein is hereby approved, ratified and confirmed.

ORDERED, ADJUDGED AND DECREED this the 27th day of November, A. D. 1979.

Robert H. Jones

CHANCELLOR

BOOK 260 PAGE 383

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

NEW COVENANT CHURCH OF CANTON, 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 December A. D., 1979.

Governor

By the Governor

Secretary of State

STATE OF MISSISSIPPI

COUNTY OF MADISON

RESOLUTION

WHEREAS, for approximately one (1) year, religious worship services have been conducted on a regular basis in the City of Canton, Mississippi, and an Association of believers having been formed; and,

WHEREAS, said association of believers feeling it necessary and desirous that a religious and non-profit corporation be formed,

NOW, THEREFORE, BE IT RESOLVED that Burke C. Murphy, Harold Udell Graham, and Marion W. Hammack, be and they hereby are empowered to act as incorporators and to make application for a grant of Charter for a new church, which shall be non-profit, and to do any and all things necessary on behalf of said association to obtain said Charter.

ADOPTED this 4th day of NOVEMBER, 1979.

Marion W. Hammack

PERSONALLY APPEARED before me, the undersigned authority, in and for the jurisdiction above mentioned, the within named MARION W. HAMMACK, Secretary of said Association, who being by me first duly sworn, states on his oath that the above and foregoing Resolution was adopted by the members of the

Association at a regularly held meeting on the date above mentioned.

SWORN TO AND SUBSCRIBED before me, on this 4 day of NOVEMBER, 1979.

Bruce C. Murphy, Jr.
Notary Public

(Seal)

My Commission Expires:
9-8-81

CHARTER OF INCORPORATION

OF

NEW COVENANT CHURCH OF CANTON, INC.

1. The corporate title is: New Covenant Church of Canton, Inc.

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

Burke C. Murphy
214 East Fulton Street
Post Office Box 584
Canton, Mississippi 39046

Harold Udell Graham
849 East Academy Street
Post Office Box 242
Canton, Mississippi 39046

Marion W. Hammack
Glenfield Road
Post Office Box 641
Canton, Mississippi 39046

All of the above named incorporators are adult resident citizens of Madison County, Mississippi.

3. The domicile is:

214 East Fulton Street
Post Office Box 584
Canton, Mississippi 39046

4. This is a Church Corporation, is non-profit, and no shares of stock are to be issued, and further, it is one of the types of Corporations as set forth in Section 79-11-1, Mississippi Code of 1972, Annotated, as amended.

5. The period of existence of this Corporation shall be perpetual.

6. The purpose for which this Corporation is created, not contrary to law, including 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, are as follows:

To establish and maintain places of worship in Canton, Mississippi, and elsewhere, and to conduct religious services at the times and places appointed. To solicit funds, collect monies, receive gifts and bequests and otherwise raise money to fulfill the above stated purpose. To expend, contribute, disburse and otherwise handle and dispose of funds received. To purchase, lease, rent, acquire, own, hold in trust, use, sell, convey, mortgage, or otherwise dispose of any real estate or chattels as may be necessary for the above purposes, to hold properties for investment of said funds, to hold in trust properties for the above stated purposes. To borrow money, issue bonds, debentures, notes or other obligations, secured for monies so borrowed or in payment for property, or for any of the purposes stated above. To govern itself according to this charter, and any by-laws which may be adopted for the government 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, and 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 loss of membership, by death or otherwise, the termination of all interests in 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 claim of creditors.

Burke C. Murphy

Burke C. Murphy

Harold Udell Graham

Harold Udell Graham

Marion W. Hammack

Marion W. Hammack

INCORPORATORS

STATE OF MISSISSIPPI

COUNTY OF MADISON

PERSONALLY APPEARED before me, the undersigned authority, in and for the jurisdiction above mentioned, the within named BURKE C. MURPHY, HAROLD UDELL GRAHAM, and MARION W. HAMMACK, Incorporators of the Corporation known as New Covenant Church of Canton, Inc., who acknowledged to me that they did sign and deliver the above and foregoing Charter of Incorporation as their act and deed on this 2 day of DECEMBER, 1979.

Burke C Murphy Jr
Notary Public

(Seal)

My Commission Expires:
9-8-81

STATE OF MISSISSIPPI

COUNTY OF MADISON

PERSONALLY APPEARED before me, the undersigned authority, in and for the jurisdiction above mentioned, the within named BURKE C. MURPHY, an incorporator of the corporation known as New Covenant Church of Canton, Inc., who acknowledged to me that he did sign and deliver the above and foregoing Charter of Incorporation as his act and deed on this _____ day of December, 1979.

Notary Public

(Seal)

My Commission Expires:

Received at the office of the Secretary of State, this the 7 day of Dec A. D., 19 79, 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.,

December 7, 1979

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 Richard M. Allen
Special Assistant Attorney General.

THIS PAGE LEFT BLANK INTENTIONALLY

BOOK 260 PAGE 391

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

FRIENDS OF HANDICAPPED READERS, 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 December A. D., 1979.

Governor

By the Governor

Secretary of State

CERTIFIED RESOLUTION

I, Madel Morgan, acting Secretary of the Friends of Handicapped Readers do hereby certify that the following Resolution was unanimously adopted by the membership on October 25, 1979.

> "RESOLVED, that Al Williamson, Jeff Huff and Madel Morgan, (all adult resident citizens of the State of Mississippi) be and they hereby are authorized, empowered and directed to do and to perform any and all acts and things necessary to accomplish the incorporation of the Friends of Handicapped Readers, as a nonprofit, no share corporation, including, but not limited to, making application for a corporate Charter conformable with the laws made and provided for in such cases. The name of the corporation shall be the Friends of Handicapped Readers, Inc. Said incorporators shall proceed to do all things necessary to make the corporation fully tax exempt under the laws of the State of Mississippi and the provisions of the Internal Revenue Code of 1954, as amended."

EXECUTED this the 21 day of November, 1979.

Madel Morgan
Madel Morgan
Acting Secretary

THE CHARTER OF INCORPORATION OF

FRIENDS OF HANDICAPPED READERS, INC.

1. The corporate title of said company is: FRIENDS OF HANDICAPPED READERS, INC.

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

NAMES	ADDRESSES
Al Williamson	1825 Hillview Drive Jackson, Mississippi
Jeff Huff	513 Merigold Drive Jackson, Mississippi
Madel Morgan	159 Daniel Lake Boulevard Jackson, Mississippi

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

3. The domicile is 5455 Executive Place, Jackson, Mississippi.

4. The corporation shall exist as a nonprofit corporation. No shares of stock shall be issued. This is a civic improvement Corp.

5. The period of existence shall be perpetual, unless dissolved, merged or consolidated 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 purposes of the association being incorporated, are, subject to the foregoing, as follows:

A. To improve the industrial and social condition of handicapped persons by their mental betterment by the development of plans to promote the utilization of services provided by the Mississippi Library Commission Service for the handicapped.

B. To supplement the resources and services of the Mississippi Library Commission Service for the handicapped.

C. To provide recorded materials of local and regional interest for use by handicapped persons.

D. To establish and maintain necessary relations with other organizations, individuals or groups so as to bring optimum benefits to handicapped persons of Mississippi and of the United States of America by reason of the existence of this corporation.

E. To accept, buy, sell, own, hold, lease, operate, mortgage, insure, pledge, assign, transfer, or otherwise receive or dispose of real and personal property; provided, however, that any activity authorized by this provision shall not be engaged in any manner that would jeopardize the federal income tax exemption of this corporation granted pursuant to Section 501(a) of the Internal Revenue Code of 1954, as now in force or as afterwards amended.

F. To sue or be sued, complain and defend in its corporate name.

G. To elect officers, appoint agents and define their duties; to make and alter bylaws, not contrary to law or to this charter, governing the affairs of the corporation and the qualifications for membership.

H. Notwithstanding any other provisions of these articles, these purposes are limited to those described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

7. All of the assets of the corporation shall be dedicated to its stated purposes. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 6 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in,

or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (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, as amended (or the corresponding provision of any future United States Internal Revenue Law).

8. Upon the dissolution of the corporation, the Board of Directors, shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Chancery Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

9. 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 (1) 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.

10. Persons (including entities) shall be eligible for membership in the corporation in accordance with the provisions contained in the Bylaws of the corporation. The governing body shall be elected in accordance with provisions contained in such Bylaws.

Al Williamson
Al Williamson

Jeff Huff
Jeff Huff

Madel Morgan
Madel Morgan

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
COUNTY OF HINDS

This day personally appeared before me, the undersigned authority, Al Williamson, incorporator of the corporation known as Friends of Handicapped Readers, Inc., who acknowledged that he signed and delivered the above and foregoing Charter of Incorporation as his act and deed on this the 30th day of NOVEMBER, 1979.

D Johnson
NOTARY PUBLIC

My Commission Expires:
5/18/81

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
COUNTY OF Hinds

This day personally appeared before me, the undersigned authority, Jeff Huff, incorporator of the corporation known as Friends of Handicapped Readers, Inc., who acknowledged

that he signed and delivered the above and foregoing Charter of Incorporation as his act and deed on this the 26th day of November, 1979.

Era Lewell
NOTARY PUBLIC

My Commission Expires:
My Commission Expires May 9, 1981

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
COUNTY OF HINDS

This day personally appeared before me, the undersigned authority, Madel Morgan, incorporator of the corporation known as Friends of Handicapped Readers, Inc., who acknowledged that he signed and delivered the above and foregoing Charter of Incorporation as his act and deed on this the 21st day of November, 1979.

Luna A. Stevens
NOTARY PUBLIC

My Commission Expires:
8-7-83

BOOK 200 PAGE 398

Received at the office of the Secretary of State this the 7 day of Dec, A.D., 1979, 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. December 7, 1979

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: Richard M. Allen
Special Assistant Attorney General

State of Mississippi

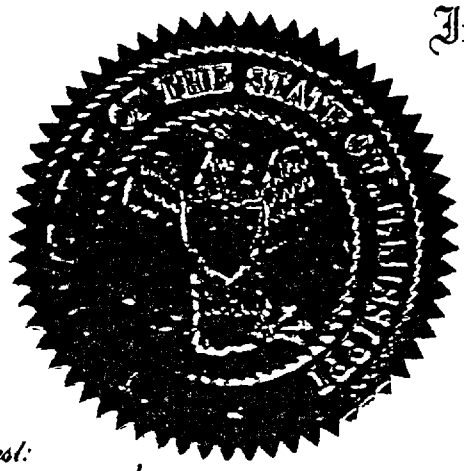
EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

STA-HOME HOME HEALTH AGENCY, INC. OF FOREST, 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 December A.D., 1979

Cliff Finch

Governor.

Attest:

Heber Ladner

Secretary of State.

CERTIFIED COPY OF RESOLUTION
ADOPTED BY

STA-HOME HOME HEALTH AGENCY, INC. OF FOREST, MISSISSIPPI

AT A MEETING OF THE MEMBERS HELD ON

November 20, 1979

AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE ARTICLES OF INCORPORATION OF

STA-HOME HOME HEALTH AGENCY, INC. OF FOREST, MISSISSIPPI

WHEREAS, STA-HOME HOME HEALTH AGENCY, INC. OF FOREST, MISSISSIPPI, is a voluntary, nonprofit corporation chartered by the State of Mississippi, and

WHEREAS, after thorough discussion in a duly held meeting of the members of this corporation, this corporation desires to amend its Articles of Incorporation to add the following resolution to its Articles of Incorporation:

THEREFORE, BE IT RESOLVED BY the members of STA-HOME HOME HEALTH AGENCY, INC. OF FOREST, MISSISSIPPI, that its charter and Articles of Incorporation are amended as follows:

> "In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior to future law, or to the Federal, State, or local government for exclusive public purpose.
>
> "Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) 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) 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 the Internal Revenue Code of 1954 or any other corresponding provision of any future United States internal revenue law."

CERTIFICATE

I, VIC CARACCI, President of the Board of Directors, do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by the members of STA-HOME HOME HEALTH AGENCY, INC. OF FOREST, MISSISSIPPI, in a meeting assembled on the 20th day of November, 1979, in Jackson, Mississippi.

WITNESS MY SIGNATURE, this 10 day of Dec, 1979.

Vic Caracci
PRESIDENT

ARTICLES OF AMENDMENT TO THE

ARTICLES OF INCORPORATION

OF

STA-HOME HOME HEALTH AGENCY, INC. OF FOREST, MISSISSIPPI

Pursuant to the provisions of Section 79-11-9, Mississippi Code of 1972, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The corporation is amended to add to its Articles of Incorporation the following amendment:

> "In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose."
>
> "Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) 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 (c) 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."

SECOND: The following amendment of the Articles of Incorporation was adopted by the members of the corporation on November 20, 1979, at a special meeting of the members of the corporation at Jackson, Mississippi.

SEE ABOVE

DATED: This the 10 day of Dec, 1979.

SIGNED: STA-HOME HOME HEALTH AGENCY, INC.
OF FOREST, MISSISSIPPI

By: Vic Caracci
President

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF HINDS

THIS day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, VIC CARACCI, President of Sta-Home

Home Health Agency, Inc. of Forest, Mississippi, who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Articles of Incorporation of Sta-Home Home Health Agency, Inc. of Forest, Mississippi, on this the 10th day of December, 1979.

Susan Harrell McKee
Notary Public

My Commission Expires:

_____

BOOK 260 PAGE 403

Received at the office of the Secretary of State, this the 11th day of December

A. D., 1979, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Fordham
SECRETARY OF STATE.

Jackson, Miss.,

December 11, 1979

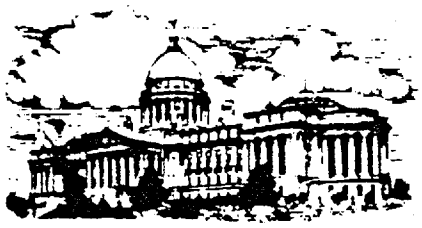
I have examined this amendment to Charter of incorporation, and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

A. F. Summer
ATTORNEY GENERAL.

By Richard M. Allen
Special Assistant Attorney General.

BOOK 260 PAGE 404

State of Mississippi

EXECUTIVE  OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

STA-HOME HOME HEALTH AGENCY, INC. OF GRENADA, 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 December A.D., 1979

Cliff Finch

Governor.

Attest:

Heber Ladner

Secretary of State.

CERTIFIED COPY OF RESOLUTION
ADOPTED BY

STA-HOME HOME HEALTH AGENCY, INC. OF GRENADA, MISSISSIPPI

AT A METTING OF THE MEMBERS HELD ON

November 20, 1979

AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE ARTICLES OF INCORPORATION OF

STA-HOME HOME HEALTH AGENCY, INC. OF GRENADA, MISSISSIPPI

WHEREAS, STA-HOME HOME HEALTH AGENCY, INC. OF GRENADA, MISSISSIPPI is a voluntary, nonprofit corporation chartered by the State of Mississippi, and

WHEREAS, after thorough discussion in a duly held meeting of the members of this corporation, this corporation desires to amend its Articles of Incorporation to add the following resolution to its Articles of Incorporation:

THEREFORE, BE IT RESOLVED BY the members of STA-HOME HOME HEALTH AGENCY, INC. OF GRENADA, MISSISSIPPI, that its charter and Articles of Incorporation are amended as follows:

"In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose."

"Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) 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) 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 the Internal Revenue Code of 1954 or any other corresponding provision of any future United States internal revenue law."

CERTIFICATE

I, VIC CARACCI, President of the Board of Directors do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by the members of STA-HOME HOME HEALTH AGENCY, INC. OF GRENADA, MISSISSIPPI in a meeting assembled on the 20th day of November, 1979, in Jackson, Mississippi.

WITNESS MY SIGNATURE, this 10 day of Dec, 1979.

Vic Caracci
PRESIDENT

ARTICLES OF AMENDMENT TO THE

ARTICLES OF INCORPORATION

OF

STA-HOME HOME HEALTH AGENCY, INC. OF GRENADA, MISSISSIPPI

Pursuant to the provisions of Section 79-11-9, Mississippi Code of 1972, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The corporation is amended to add to its Articles of Incorporation the following amendment:

> "In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose."
>
> "Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) 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 (c) 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."

Second: The following amendment of the Articles of Incorporation was adopted by the members of the corporation on November 20, 1979, at a special meeting of the members of the corporation at Jackson, Mississippi.

> "In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose."
>
> "Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) 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) 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."

DATED: This the 10 day of Dec, 1979.

SIGNED: STA-HOME HOME HEALTH AGENCY, INC.
OF GRENADA, MISSISSIPPI

By: Vic Caracci
President

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI

COUNTY OF HINDS

THIS day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, VIC CARACCI, President of STA-HOME HOME HEALTH AGENCY, INC. OF GRENADA, MISSISSIPPI, who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Articles of Incorporation of STA-HOME HEALTH AGENCY, INC. OF GRENADA, MISSISSIPPI, on this the 10th day of December, 1979.

NOTARY PUBLIC

My Commission Expires:

_____

BOOK 260 PAGE 408

Received at the office of the Secretary of State, this the 11th day of December A. D., 1979, together with the sum of $10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Lenoir
SECRETARY OF STATE.

Jackson, Miss.,

December 11, 1979

I have examined this amendment to 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 Richard M. Allen
Special Assistant Attorney General.

C-54

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

STA-HOME HOME HEALTH AGENCY, 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 December A.D., 1979

Cliff Finch

Governor.

Attest:

Heber Ladner

Secretary of State.

CERTIFIED COPY OF RESOLUTION
ADOPTED BY

STA-HOME HOME HEALTH AGENCY, INC.

AT A MEETING OF THE MEMBERS HELD ON

November 20, 1979

AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE ARTICLES OF INCORPORATION OF

STA-HOME HOME HEALTH AGENCY, INC.

WHEREAS, STA-HOME HOME HEALTH AGENCY, INC. is a voluntary, non-profit corporation chartered by the State of Mississippi, and

WHEREAS, after thorough discussion in a duly held meeting of the members of this corporation, this corporation desires to amend its Articles of Incorporation to add the following resolution to its Articles of Incorporation:

THEREFORE, BE IT RESOLVED BY the members of STA-HOME HOME HEALTH AGENCY, INC., that its charter and Articles of Incorporation are amended as follows:

> "In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of1954 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose."

> "Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) 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) 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 the Internal Revenue Code of 1954 or any other corresponding provision of any future United States internal revenue law."

CERTIFICATE

I, VIC CARACCI, President of the Board of Directors do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by the members of STA-HOME HOME HEALTH AGENCY, INC. in a meeting assembled on the 20th day of November, 1979, in Jackson, Mississippi.

WITNESS MY SIGNATURE, this 10 day of Dec, 1979.

Sayle P. Caracci
PRESIDENT

ARTICLES OF AMENDMENT TO THE

ARTICLES OF INCORPORATION

OF

STA-HOME HOME HEALTH AGENCY, INC.

Pursuant to the provisions of Section 79-11-9, Mississippi Code of 1972, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The corporation is amended to add to its Articles of Incorporation the following amendment:

> "In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose."
>
> "Notwithstanding any otherprovision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) 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 (c) 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."

SECOND: The following amendment of the Articles of Incorporation was adopted by the members of the corporation on November 20,1979, at a special meeting of the members of the corporation at Jackson, Mississippi.

SEE ABOVE

DATED: This the 10 day of Dec, 1979.

SIGNED: STA-HOME HOME HEALTH AGENCY, INC.

By: Joyce P. Caracci
President

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF HINDS

THIS day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, VIC CARACCI, President of STA-HOME HOME HEALTH AGENCY, INC., who acknowledges that he signed and

executed the above and foregoing Articles of Amendment to the Articles of Incorporation of STA-HOME HOME HEALTH AGENCY, INC., on this the 12th day of December, 1975.

Susan Nord White
NOTARY PUBLIC

My Commission Expires:

_____

Received at the office of the Secretary of State, this the 11th day of December

A. D., 1979, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

SECRETARY OF STATE.

Jackson, Miss.,

December 10, 1979

I have examined this Amendment to 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 Richard M. Allen
Special Assistant Attorney General.

THIS PAGE LEFT BLANK INTENTIONALLY

BOOK 260 PAGE 415

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

GRITTMAN BRAKE 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 the 7th day of December A. D., 1979.

Cliff Finch

Governor

By the Governor

Heber Ladner

Secretary of State

RESOLUTION ADOPTED BY THE MEMBERSHIP OF THE GRITTMAN BRAKE HUNTING CLUB, AT A MEETING HELD ON NOVEMBER 26, 1979, AT 5:00 O'CLOCK P.M.

BE IT RESOLVED, that it is the desire of the membership of The Grittman Brake Hunting Club, an unincorporated association, that it is to 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 TOMMY GOODWIN, FLETCHER CLARK, JR., and JERRY WARD, Members of said organization, be, and they are hereby authorized and empowered by the said Grittman Brake Hunting Club, to make an application for a charter of incorporation, and to sign any and all documents on behalf of this organization, 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 from the State of Mississippi.

STATE OF MISSISSIPPI

COUNTY OF SUNFLOWER

We hereby certify that the foregoing is a true and correct copy of a resolution unanimously adopted at a regular meeting of the members of The Grittman Brake Hunting Club, on November 26, 1979, as the same appears on the minutes of the organization.

Witness our signatures, this the 26th day of November, A. D., 1979.

Tommy L. Goodwin
SECRETARY

Fletcher Clark Jr.
PRESIDENT

RESOLUTION ADOPTED BY THE GRITTMAN BRAKE HUNTING CLUB AT A MEETING HELD ON NOVEMBER 28, 1979, AT 7:00 O'CLOCK P.M.

BE IT RESOLVED, by the membership of the Grittman Brake Hunting Club, that it is in the best interest of the association that it become incorporated, and that in compliance with the laws of the State of Mississippi, specifically Section 79-11-3, Mississippi Code of 1972, the membership shall appoint TOMMY GOODWIN, 244 Green Avenue, Drew, Mississippi, 38737, as the resident agent for the service of process and that the resident office of said corporation shall be 244 Green Avenue, Drew, Mississippi, 38737.

STATE OF MISSISSIPPI

COUNTY OF SUNFLOWER

We hereby certify that the foregoing is a true and correct copy of a Resolution unanimously adopted at a regular meeting of the members of the Grittman Brake Hunting Club on November 28, 1979, as the same appears on the minutes of the organization.

Witness our signatures, this the 28th day of November, A. D., 1979.

Tommy Goodwin
SECRETARY

PRESIDENT

I, TOMMY GOODWIN, hereby accept the duties of a resident agent for service of process of this corporation this day.

This is the 28th day of November, A. D., 1979.

Tommy Goodwin
TOMMY GOODWIN

THE CHARTER OF INCORPORATION OF

GRITTMAN BRAKE HUNTING CLUB.

I. The corporate title of said company is the Grittman Brake Hunting Club, Inc.

The names, street address and post office address of the incorporators are:

A. TOMMY GOODWIN, 244 Green Avenue, Drew, Mississippi, 38737

B. FLETCHER CLARK, JR., 240 Shaw Avenue, Drew, Mississippi, 38737

C. JERRY WARD, 157 South First Street, Drew, Mississippi, 38737

All incorporators are adult resident citizens of Mississippi.

II. The Domicile, street and post office address of the corporation in this state is 244 Green Avenue, Drew, Mississippi, 38737.

III. The corporation is non-profit and no shares of stock are to be issued and the corporation is a fraternal organization for improving the physical, mental, and moral condition of mankind, incorporated pursuant to the terms of Section 79-11-1, Mississippi Code of 1972, as Amended, after the above named incorporators have been duly authorized by said organization on its minutes to apply for this charter, a true and correct copy of said authorizing resolution being attached hereto and made a part hereof, and the said corporation therefore 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 election of all officers, shall make the loss of membership by death or otherwise, the termination of all interests 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.

IV. Period of existence of this corporation shall be perpetual.

V. The purposes for which this corporation is created is 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 condition; to foster and encourage the observance of the game and fish laws of the United States of America and the State of Mississippi; and for the conservation and

propagation of wildlife and game; and in order to carry out the purposes of this corporation, the corporation shall have the power to acquire, own, and hold by purchase, lease, gift, or otherwise, real and 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, 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's hunting and fishing grounds by its members, their guests and landowner members; and to possess all powers reasonably necessary to carry out the above stated purposes of this corporation.

Tommy L. Goodwin
TOMMY GOODWIN

Fletcher Clark
FLETCHER CLARK, JR.

Jerry Ward
JERRY WARD

STATE OF MISSISSIPPI

COUNTY OF SUNFLOWER

Personally appeared before me, the undersigned authority at law in and for the State and County aforesaid, TOMMY GOODWIN, FLETCHER CLARK, JR., and JERRY WARD, Incorporators of the Corporation known as The Grittman Brake Hunting Club, Inc., who acknowledged that they signed, executed, and delivered the above and foregoing Articles of Incorporation as their voluntary act and deed on this the 28th day of November, A. D., 1979.

Witness my signature and seal of office, this the 28th day of November, A. D., 1979.

John H. McWilliams
NOTARY PUBLIC

My Commission expires:
November 2, 1982
(SEAL)

BOOK 260 PAGE 420

Received at the office of the Secretary of State, this the 3 day of Dec A. D., 1979, 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.,

5 Dec 79

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 John M. Weston
Assistant Attorney General.

C-54

BOOK 260 PAGE 421

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

NORTH EAST AMITE COUNTY WATER 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 the 7th day of December A. D., 1979.

Governor

By the Governor

Secretary of State

MINUTES OF MEETING OF MEMBERS OF THE NORTH EAST AMITE COUNTY WATER ASSOCIATION

A meeting of the North East Amite County Water Association, was held in Smithdale, Mississippi, on Friday, April 6, 1979, at 7:30 O'Clock P.M.

The meeting was called to order by Bobby Adams acting as Temporary Chairman. There were forty (40) members present.

The Temporary Chairman declared that the first order of business was the election of a board of directors. After some discussion and nominations made, the following were elected:

Bill Breckenridge, President

Bobby Adams, Vice-President

Grady Burris

Howard Williams

John Fenn

Also at this time C.D. Morgan was elected Secretary-Treasurer.

A discussion was then held as to the advantages of the Association becoming a non-profit, non-share corporation: on motion duly made and seconded, the following resolution was adopted:

RESOLUTION TO INCORPORATE

WHEREAS, the North East Amite County Water Association, an unincorporated association, was organized for the purpose of owning, operating and maintaining a rural water system for the residences of North East Amite County and adjacent area; and

WHEREAS, it is necessary and desirable to incorporate the association as a non-profit, non-share corporation.

NOW, THEREFORE, be it resolved that North East Amite County Water Association, be incorporated as a non-profit, non-share corporation for the purpose of owning, operating and maintaining a rural water system; that Bill Breckenridge, Bobby Adams, Grady Burris, Howard Williams, John Fenn, and C. O. Morgan 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, C. O. Morgan, Secretary of the North East Amite County Water Association, do hereby certify that the above and foregoing is a true copy of the minutes of the meeting of the members of the North East Amite County Water Association, held on the 6th day of April, A.D., 1979, at 7:30 O'Clock P.M.

WITNESS MY SIGNATURE on this, the 30th day of April, A.D., 1979.

C. O. Morgan

C. O. Morgan, Secretary

BOOK 260 PAGE 424

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

NORTH EAST AMITE COUNTY WATER ASSOCIATION

1. The corporation title of said company is: NORTH EAST AMITE COUNTY WATER 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
Bill Breckenridge	Route 3	Summit	Mississippi 39666
Bobby Adams	Route 2	Smithdale	Mississippi 39664
Grady Burris	Route 2	Summit	Mississippi 39666
Howard Williams	Route 2	Smithdale	Mississippi 39664
John Fenn	Route 2	Summit	Mississippi 39666
C. D. Morgan	Route 2	Smithdale	Mississippi 39664

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

3. The domicile is at Route 3 (Street and No.) Summit (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 79-11-1, Code of Mississippi of 1972, and amendments thereto.)
The Corporation is a non-profit, non-share corporation and is organized for constructing, operating, and maintaining a rural water system for the residents of North East Amite County and adjacent areas, all in accordance with section 79-11-1, Code of 1972.

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 nature of the business of this corporation and the rights and powers to be exercised are:
(a) To associate its members together for their mutual benefit and to that end to construct, operate and maintain a rural water system.
(b) To engage in any activity related thereto, including, but not limited to the acquisition of water by appropriation, drilling, pumping and/or purchase: and the purchase, laying, installation, operation, maintenance and repair of wells, pumping equipment, water mains, pipe lines, valves, meters and all other equipment necessary to the construction, operation and maintenance of a water system.
(c) To sue and be sued, in its corporate name.
(d) To borrow from any source money, goods or services without limitation as to amount of corporate indebtedness or liability; and to pledge or mortgage any of its property as security therefor in any manner permitted by law.
(e) To acquire, and to hold, own and exercise all rights of ownership in, and to sell, transfer or pledge shares of capital stock or bonds or become a stockholder of any corporation.
(f) To buy, lease, hold and exercise all privileges of ownership in and to all real or personal property as may be necessary for the conduct and operation of the business of the corporation.
(g) To establish reserves and to invest the funds thereof in stocks, bonds and other property.
(h) To levy assessments in such manner and in such amount as may be provided in the Bylaws of the Corporation.
(i) To make and alter Bylaws and other necessary rules and regulations for the administration and regulation of the affairs of the Corporation.
(j) In addition to the foregoing, to have and exercise all powers and privileges and rights conferred on nonprofit, nonshare corporations by the laws of the State of Mississippi and all powers and rights incident to carrying out the purpose for which this corporation is formed.

(k) Within ten (10) days after the issuance of the Certificate of Incorporation, an organizational meeting shall be held for the purpose of accepting the Charter of Incorporation, electing directors and officers and adopting Bylaws.

BOOK 260 PAGE 425

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.

BOOK 260 PAGE 426

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: Bill Breckenridge
Bill Breckenridge
Bobby Adams
Bobby Adams
Grady Burris
Grady Burris
Howard Williams
Howard Williams
John Fenn
John Fenn
C.D. Morgan
C.D. Morgan
Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Pike

This day personally appeared before me, the undersigned authority Bill Breckenridge, Bobby Adams, Grady Burris, Howard Williams, John Fenn, C. D. Morgan, incorporators of the corporation known as the North East Amite County Water Association, Inc. who acknowledged that ~~(he)~~ (they) signed and delivered the above and foregoing charter of incorporation as ~~(his)~~ (their) act and deeds on this ~~the~~ 28th day of November, 1979.

Gerald M. McMillan
My Commission Expires 7-20-80 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 3rd day of Dec. A.D., 1979, 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., 5 Dec, 1979

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 Jan M. Keston
Assistant Attorney General

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

BOOK 280 PAGE 427

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE ALTERNATIVE, 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 7th day of December A. D., 1979.

Governor

By the Governor

Secretary of State

BOOK 250 PAGE 428

RESOLUTION OF The Alternative, 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 to do so.

Be it resolved by the members of The Alternative, Inc. an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that Douglas McClintock, Peggy Dyson, Carmen L. Capone and Sharon Larsen are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named The Alternative Inc.; that they are fully empowered to do so 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, Alice Graczyk, 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 true and correct copy of a Resolution duly adopted at a meeting thereof held on the 15th day of November, 1979, at Biloxi, 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 15th day of October, 1979.

Secretary Alice A. Graczyk

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 ALTERNATIVE, INC.

1. The corporate title of said company is:

The Alternative, 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
Mr. Douglas Mc Clintock	103 Bay Vista Drive	Biloxi	MS
Mrs. Peggy Dyson	2405 E. Birch Drive	Gulfport	MS
Mr. Carmen L. Capone	310 Linwood Drive	Biloxi	MS
Mrs. Sharon Larsen	1109 Iola Drive	Ocean Springs	MS

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

3. The domicile is at 103 Bay Vista Drive (Street and No.) Biloxi (City) MS (State) 39533

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

This corporation is a non-profit corporation and no shares of stock shall be issued. Said organization is a religious society dedicated to the spreading of the Word of God throughout the world.

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:

Organized for the sole purpose of missionary evangelism including organizing and creating Christian Churches in any area of the world in accordance with the gospel of Christ.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose.

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) 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 of (b) a corporation, contributions to which are dedutible 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.

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: Douglas E McClintock
Peggy S. Dyson
Carmen L Capone
[illegible]

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Jackson

This day personally appeared before me, the undersigned authority Douglas Mc Clintock, Mrs. Peggy Dyson, Carmen L. Capone, Mrs. Sharon Larsen, _____, incorporators of the corporation known as the The Alternative, Inc. who acknowledged that (he) (they) signed and executed the above and foregoing charter of incorporation as (his) (their) act and deed on this the 28th day of November, 1979

MY COMMISSION EXPIRES SEPT. 19, 1982 Mary R. Holmes

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 3rd day of Dec A.D., 19 79, 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., December 5, 1979

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 Richard M. Allen
Special Assistant Attorney General

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

BOOK 260 PAGE 432

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

ADVENTIST HEALTH CENTER

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 7th day of December A. D., 1979.

Governor

By the Governor

Secretary of State

RESOLUTION OF Adventist Health Center

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 Adventist Health Center an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that Dr. John Evans, O.R., Johnson and Dalles Carr are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Adventist Health Center, Inc.; that they are fully empowered to do so 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, G. Thomas Evans, 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 true and correct copy of a Resolution duly adopted at a meeting thereof held on the 30th day of November, 1979, 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 30th day of November, 79.

Secretary G. Thomas Evans

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

ADVENTIST HEALTH CENTER

1. The corporation title of said company is:

   Adventist Health Center

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
Dr. John Evans	Route 10, Box 335-BD	Vicksburg, MS	39180
O. R. Johnson	P. O. Box 3487	Jackson, MS	39209
Dalles Carr	Bass Memorial Academy	Lumberton, MS	39455

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

3. The domicile is at Highway 11 (Street and No.) Lumberton (City) MS 39455 (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 79-11-1, Code of Mississippi of 1972, and amendments thereto.)

   This is a non-profit corporation and no shares of stock shall be issued, being a charitable and medical purposes corporation.

   This corporation is a unit of the Seventh-day Adventist 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:

   To provide services associated with a nursing home for those citizens primarily 65 and older. To serve as a training center and opportunity for students to help pay school expenses. To provide a setting in which to offer health education and related services to the commmunity as a public service.

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

   All assets of the corporation shall be principally and directly dedicated exclusively to the above stated purposes. 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 person, save and except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. No member, director, or officer in the corporation, or private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

Notwithstanding any other provision 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 any organizational 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 organizations which would then qualify under Section 501(c) (3) of said Code and regulations.

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

(1) To establish and maintain a home for worthy and indigent aged men and women.

(2) To adopt, amend and alter By-Laws of the corporation governing its internal affairs.

(3) To elect and appoint officers, agents, and employees, consistent with said By-Laws and this Charter and not in violation of State law.

(4) To adopt a corporate seal which shall be kept and used in accordance with the By-laws.

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

(6) 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.

(7) 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 of for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument 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.

(8) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, 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.

(9) In general, and subject to such limitations and condition 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 hereinafter set forth, or reasonably necessary to the attainment of the purposes of the corporation, subject to 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 § 170(c) (2) of such Code & regulations as they now exist or may hereafter be amended

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.

BOOK 260 PAGE 436

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: Oscar R. Johnson
Dallas L. Carr
John E. Evans M.D.

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of LAMAR

This day personally appeared before me, the undersigned authority Oscar R. Johnson, and Dallas L. Carr,

incorporators of the corporation known as the Adventist Health Center, Inc.

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 7th day of October, 1979

My Commission Expires March 22, 1982 Edna B. Diamond

STATE OF MISSISSIPPI

County of Hinds

This day personally appeared before me, the undersigned authority Dr. John Evans,

incorporators of the corporation known as the Adventist Health Center, 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 November, 1979

Sara B. Smith Notary Public

My Commission Expires April 2, 1983

Received at the office of the Secretary of State this the 4 day of Dec A.D., 1979, 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., December 5, 1979

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 Richard M. Allen
Special Assistant Attorney General

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

BOOK 260 PAGE 437

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

WESTERN HILLS 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 the 7th day of December A. D., 1979.

Cliff Finch

Governor

By the Governor

Heber Ladner

Secretary of State

RESOLUTION OF THE WESTERN HILLS 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 the Western Hills 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 William D. Artman, Jr., Dr. S. J. Wilder, Jr., Joseph L. Allbritton, Edward C. Osgood, are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Western Hills 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.

CERTIFICATE

I, Dawn Thomas, 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 1st day of July, 1979, 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

Dawn Thomas
Secretary

Furnished by Heber Ladner, Secretary of State, Jackson, Miss. BOOK 260 PAGE 439

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

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is: Western Hills 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
William Daniel Artman, Jr.	222 Sundown Trail	Jackson	Mississippi
Dr. S. J. Wilder, Jr.	941 Western Hills Drive	Jackson	Mississippi
Joseph L. Allbritton	243 Western Hills Drive	Jackson	Mississippi
Edward C. Osgood	116 Old Spanish Trail	Jackson	Mississippi

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

3. The domicile is at 222 Sundown Trail (Street and No.) Jackson (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 79-11-1, Code of Mississippi of 1972, and amendments thereto.)

The corporation is non-profit and no shares of stock shall be issued. The organization is 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 corporation shall have the right to solicit and issue memberships and to do all things, not prohibited by law, in connection with the operation of recreational facilities and in efforts to improve the community in general.

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.

BOOK 260 PAGE 440

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: William D. Artman Jr.
x Dr. S. J. Wilder Jr.
Joseph L. Allbritton
Edward C. Osgood

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Hinds

This day personally appeared before me, the undersigned authority William Daniel Artman, Jr. ~~Dr. S. J. Wilder, Jr.~~, ~~Joseph L. Allbritton~~, Edward C. Osgood

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 deeds on this the 20th day of November, 1979

My Commission Expires March 25, ~~1981~~ Jeffrey K. Hirson

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 Nov. A.D., 1979 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., 5 Dec, 1979

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 Assistant Attorney General

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

BOOK 260 PAGE 441

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

APOSTOLIC FAITH CHURCH OF CLEVELAND, 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 December A. D., 1979.

Governor

By the Governor

Secretary of State

RESOLUTION OF THE APOSTOLIC FAITH CHURCH OF CLEVELAND, 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 TO DO SO.

BE IT RESOLVED by the members of the APOSTOLIC FAITH CHURCH OF CLEVELAND, INC., an unincorporated association of individuals, that it is to the best interests 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 LONGINO DAVIS, STANLEY BRIAN LEE, and ALBERT GREER are elected, appointed, designated and authorized to act as incorporators in applying for a Charter of this association to be named APOSTOLIC FAITH CHURCH OF CLEVELAND, 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 to do so.

C E R T I F I C A T E

I, DELINDA FAYE LEE, 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 November, 1979 at the church, 214 Ethel Street, Cleveland, Mississippi at 8 o'clock P.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 27th day of November, 1979.

Delinda Faye Lee
DELINDA FAYE LEE

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

APOSTOLIC FAITH CHURCH OF CLEVELAND

1. The corporation title of said company is: APOSTOLIC FAITH CHURCH OF CLEVELAND, 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
LONGINO DAVIS	P. O. Box 549	Mound Bayou,	Ms
STANLEY BRIAN LEE	720 Church Street	Cleveland,	Ms
Albert Greer	1001 Bell Avenue	Cleveland,	Ms

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

3. The domicile is at 214 Ethel 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 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 organization is non-profit and no shares of stock shall be issued. The corporation shall exist as a christian church with the following officers: Pastor, Deacons, Trustees, Treasurer, Clerk and such other officers as it may find necessary in furtherance of its purposes. The control of the corporation shall remain with the individual members, and their will expressed by a majority vote at any regular or called business meeting shall be deemed mandatory by all officer and members.

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 for the promotion of christian missions such as christian education, benevolent enterprises, social services and worship services. Additionally, it is the purpose of this corporation, through cooperation with other christian missions, to establish and further the kingdom of God in all parts of the world.

The corporation shall have the power and the right to own, acquire, sell and dispose of such real estate as may be necessary to provide adequate meeting facilities to advance its purposes; to elect the trustees thereof, to provide control over said trustees in all matters of legal necessities such as the buying, selling, building, maintenance of property and the borrowing of money.

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.

BOOK 260 PAGE 444

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: Longino Davis
LONGINO DAVIS
Stanley Brian Lee
STANLEY BRIAN LEE
Witness Joe C. Buckley
+ His mark. Albert Greer
ALBERT GREER

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of BOLIVAR

This day personally appeared before me, the undersigned authority LONGINO DAVIS, STANLEY BRIAN LEE, ALBERT GREER

incorporators of the corporation known as the APOSTOLIC FAITH CHURCH OF CLEVELAND, INC. who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 27th day of November, 1979

Ruth C. Taylor
NOTARY PUBLIC

4/15/79

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 5 day of Dec. A.D., 1979, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

J Heber Ladner
Secretary of State

Jackson, Miss., December 6, 1979

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 Richard M. Allen
Special Assistant Attorney General

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

BOOK 280 PAGE 445

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

JACKSON COUNTY MEMORIAL, V.F.W. POST 7147, 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 December A. D., 1979.

Governor

By the Governor

Secretary of State

BOOK 260 PAGE 446

STATE OF MISSISSIPPI)
)
COUNTY OF JACKSON)

BEFORE ME, Ransom P. Jones, a Notary Public in and for the jurisdiction aforesaid, personally appeared Miguel Saavedra, Sr. to me, well known, and who, after being by me duly sworn, deposes and says that:

A resolution was accepted and passed by a vote of the General Membership at a regular meeting on October 30th, 1979, the said resolution authorizing, directing and empowering the formation of an incorporation committee to be comprised of comrades Bruce E. McArtor, Ivan O. McAllister and, Miguel Saavedra, Sr., said committee to be authorized, empowered and directed to file application to incorporate Jackson County Memorial, Post 7147, Veterans of Foreign Wars of the United States, and further authorizing the expenditure of any and all necessary funds to do so. The resolution being recorded in the Post Minute Book for the month of October 1979.

Certified a true copyof saidresolution this Dec. 1, 1979.

Miguel Saavedra Sr.
MIGUEL SAAVEDRA, Sr.
Post Adjutant
Jackson County Memorial, Post 7147
Veterans of Foreign Wars

STATE OF MISSISSIPPI
COUNTY OF JACKSON

Sworn to and subscribed before me this the 1 day of Dec., 1979.

Ransom P. Jones
Notary Public

My commission expires: March 7, 1981

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

Jackson County Memorial, V.F.W. Post 7147

1. The corporation title of said company is: Jackson County Memorial, V.F.W. Post 7147, 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
Bruce E. McArtor	139 Hickory Drive	Ocean Springs	Mississippi
Ivan O. McAllister	102 Sunhaven Drive	Ocean Springs	Mississippi
Miguel Saavedra, Sr.	244 Woodland Circle	Ocean Springs	Mississippi

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

3. The domicile is at 139 Hickory Drive (Street and No.) Ocean Springs (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 79-11-1, Code of Mississippi of 1972, and amendments thereto.)
The corporation is non-profit and no shares of stock shall be issued, and is a veterans 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 amoung its members; to assist worthy comrades; to perpetuate the memory 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 its 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 Jackson County Memorial, Post 7147, 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 the 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 purposes, including the right of acquisition and ownership of and in the improvement 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 as security for loans and may have such other powers not inconsistent with the purposes for which it is formed. 4. In the event of a dissolution of this corporation all of the assets shall be the property of the Jackson

County Memorial, Post No. 7147, Veterans of Foreign Wars of the United States; and in the event of the simultaneous dissolution of this corporation and of the forefeiture 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 amoung the individual members thereof.

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.

BOOK 260 PAGE 449

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: Bruce E. McArtor
Ivan O. McAllister
Miguel Saavedra Sr.

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI)
County of JACKSON)

This day personally appeared before me, the undersigned authority IN AND FOR THE ABOVE AND FOREGOING JURISDICTION, Bruce E. McArtor, Ivan O. McAllister, and ~~Miguel Saavedra, Sr.~~, incorporators of the corporation known as the Jackson County Memorial, Post 7147, Vetrans of Forign Wars of the United States, who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 1st day of December 1979

My commission expires March 7, 1981 — 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 6 day of Dec. A.D., 1979, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

J. Heber Walker
Secretary of State

Jackson, Miss., December 10, 1979

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 Richard M. Allen
Special Assistant Attorney General

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

BOOK 260 PAGE 450

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

UNIVERSITY MEDICAL CENTER CANDLELIGHTERS, 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 December A. D., 1979.

Governor

By the Governor

Secretary of State

Book 260 Page 451

RESOLUTION OF UNIVERSITY MEDICAL CENTER CANDLELIGHTERS
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 UNIVERSITY MEDICAL CENTER CANDLELIGHTERS an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that Jerry Skinner, Carlette Hines, Robert Minyard are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named UNIVERSITY MEDICAL CENTER CANDLELIGHTERS, INC.; that they are fully empowered to do so 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, Carlette Hines, 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 true and correct copy of a Resolution duly adopted at a meeting thereof held on the 4th day of August, 1979, at Leavell Woods Clubhouse, 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 21st day of November, 1979.

Secretary Carlette Hines

BOOK 260 PAGE 452

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

UNIVERSITY MEDICAL CENTER CANDLELIGHTERS

1. The corporation title of said company is:

UNIVERSITY MEDICAL CENTER CANDLELIGHTERS, 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
Jerry Skinner	2428 Coronet Place	Jackson, Ms.	39204
Carlette Hines	143 Canton Club Circle	Jackson, Ms.	39211
Robert Minyard	1051 Westway	Jackson, Ms.	39212

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

3. The domicile is at 2428 Coronet Place, Jackson, Ms. 39204
(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 79-11-1, Code of Mississippi of 1972, and amendments thereto.)

The corporation is a non-profit, charitable association. That said corporation will not issue stock certificates of any type and will pay no dividends of profits among its members. That said non-profit corporation is authorized by Section 79-11-1 of the Mississippi Code of 1972, Revised.

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 shall be a non-profit organization for the purpose of providing special assistance to the parents of and the children who are oncology patients of the University Medical Center, Jackson, Mississippi.

The objectives of this organization shall be:

A. To share experiences with other parents.

B. To provide parents of children with cancer, emotional support and help them learn to cope with the stresses and problems facing them.

C. To provide educational information to assist parents in understanding childhood cancer and its treatment.

D. To help educate the schools and general public about childhood cancer and the needs and problems associated with it.

E. To provide information and help to newly diagnosed families.

F. To support research in childhood cancer, especially at University Medical Center, Jackson, Mississippi.

(over)

That all assets of the corporation shall be dedicated to the above stated purposes and no part of the net earnings shall inure to the benefit of any officers.

That said corporation shall have the right and power to obtain and hold banking accounts in the Corporate name. That any and all donations received by this corporation shall be deposited therein. That the corporation be empowered to obtain, hold and dispose of all property both real and personal for the benefit of the corporation. That upon dissolution of the corporation, all assets remaining after the payment of debts shall be distributed to such other charitable organizations as by the corporation shall be designated.

That the corporation be empowered to elect officers, appoint agents and make by-laws for the proper organization and administration of the corporation, and that the corporation be vested with such other rights and powers as are reasonably necessary to accomplish the stated purposes of the corporation.

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.

BOOK 260 PAGE 454

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: Jerry L. Skinner
JERRY SKINNER

Carlette Hines
CARLETTE HINES

Robert L. Minyard
ROBERT MINYARD

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Hinds

This day personally appeared before me, the undersigned authority JERRY SKINNER, CARLETTE HINES and ROBERT MINYARD, incorporators of the corporation known as the UNIVERSITY MEDICAL CENTER CANDLELIGHTERS, INC. who acknowledged that XXXX (they) signed and delivered the above and foregoing charter of incorporation as XXXXX (their) act and deeds on this the 21st day of November, 1979

MY COMMISSION EXPIRES: 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 5 day of Dec A.D., 1979, 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., 6 Dec, 1979

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 Assistant Attorney General

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

BOOK 260 PAGE 455

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MT. OLIVET LANDOWNERS 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 the 11th day of December A. D., 1979.

Governor

By the Governor

Secretary of State

RESOLUTION

WHEREAS, the Mt. Olivet Landowners Hunting Club, a non-profit association was formed and organized at Route One, Batesville, Panola County, Mississippi, and

WHEREAS, the members of said association met in a special meeting for the purpose of authorizing the incorporation of the association at Route One, Batesville, Mississippi, on the fifteenth day of November, 1979, and empowered, directed and authorized the members hereinafter named to apply for a charter for said association in the State of Mississippi;

NOW, THEREFORE, Be It Resolved that PAUL FRANKLIN, CHARLES ANDERSON and DONNIE SOUTH:

BE, AND THEY ARE HEREBY AUTHORIZED, EMPOWERED, AND DIRECTED to apply for a corporate charter for the said association, said application to be filed with the Secretary of the State of Mississippi, said corporation to be known as Mt. Olivet Landowners Hunting Club, Inc., and to be a non-profit corporation for which no shares of stock will be issued and no profits or dividends shall be divided among the members; expulsion shall be the only remedy for non-payment of dues, and each member shall be vested with the right to cast one vote in the election of all officers, and the loss of membership by death or otherwise shall terminate all interest of such member in the corporate assets, and there shall be no individual liabilities against the members for the claims of the creditors.

CERTIFICATE

We hereby certify that the above and foregoing is a true and correct copy of a resolution adopted by Mt. Olivet Landowners Hunting Club, an association, had and done on the fifteenth day of November, 1979, and duly recorded in the official minutes of said association.

WITNESS our signatures, this the 16th day of November, 1979.

Paul Franklin
CHAIRMAN

Donnie South
SECRETARY

CHARTER OF INCORPORATION OF
MT. OLIVET LANDOWNERS HUNTING CLUB

I.

The corporate title of said association is Mt. Olivet Landowners Hunting Club, Inc.

II.

The names and addresses of the incorporators are:

Paul Franklin	Route #1	Batesville, Mississippi,
Charles Anderson	Route #1	Batesville, Mississippi,
Donnie South	Route #1	Batesville, Mississippi,

all being adult resident citizens of the State of Mississippi.

III.

The domicile is at Route One, Batesville, Mississippi 38606.

IV.

The corporation is a non-profit corporation and no shares of stock are to be issued. The corporation is a hunting club for its members and a fraternal corporation.

V.

The period of existence shall be perpetual.

VI.

The purpose for which said 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 reasonably necessary to accomplish the state purpose of the association being incorporated, are as follows:

To maintain, operate and control a hunting club, conduct hunts, to encourage and stimulate interest in hunting, and generally to provide its members lands where they may engage in such activity and to conduct a club for the purpose of providing for recreation, entertainmentaand social diversion of its members.

VII.

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, determination of all interest of such member 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.

Dated:

11-16-79

SIGNATURES OF THE INCORPORATORS

Paul Franklin
PAUL FRANKLIN

Charles Anderson
CHARLES ANDERSON

Donnie South
DONNIE SOUTH

STATE OF MISSISSIPPI

COUNTY OF PANOLA

Personally appeared before me, the undersigned authority in and for the State and County aforesaid, the above and within-named Paul Franklin, Charles Anderson and Donnie South, Incorporators of the corporation known as MT. OLIVET LANDOWNERS HUNTING CLUB, INC., to acknowledge that they signed and executed the above and foregoing Articles of Incorporation as their act and deed on this the 16th day of November, 1979.

(SEAL)

Robert H. Bacon
NOTARY PUBLIC

ROBERT H. BACON NOTARY PUBLIC

My Commission Expires:
11-15-83

Received at the office of the Secretary of State, this the 6th day of ~~November~~ December, 1979, together with the sum of Twenty Dollars ($20.00) deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Barber
Secretary of State

Jackson, Mississippi

10 Dec 79

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: Jim W. Weston
Assistant Attorney General

THIS PAGE LEFT BLANK INTENTIONALLY

State of Mississippi

Office of Secretary of State

Jackson

I, HEBER LADNER, Secretary of State of the State of Mississippi, do hereby certify that the Decree of Dissolution of

REX YANCEY EVANGELISTIC ASSOCIATION, INC.

hereto attached, together with a duplicate thereof, were pursuant to the provisions of Chapter 5, Title 19, Code of Mississippi of 1942, and amendments thereto, filed in my office this the 13th day of December, 1979, and one copy thereof recorded in this office in Record of Incorporations Photostat Book No. 260, at pages 461-466, and the other copy thereof returned to said association.

SECRETARY OF STATE OFFICIAL SEAL STATE OF MISSISSIPPI

Given under my hand and Seal of office hereunto affixed this 13th day of December, 1979

Heber Ladner

Secretary of State.

IN THE CHANCERY COURT OF LEE COUNTY, MISSISSIPPI

IN RE: THE DISSOLUTION OF THE
REX YANCEY EVANGELISTIC
ASSOCIATION, INC.

NO. 29,064

D_E_C_R_E_E

Came on this day for hearing on the Petition of the Rex Yancey Evangelistic Association, Inc. and the Court finds as follows:

1. That the Rex Yancey Evangelistic Association, Inc. is a non-profit, non-share corporation organized under the laws of the State of Mississippi, whose Charter of Incorporation was approved by the Secretary of State of the State of Mississippi on January 4, 1973 and is recorded in the Records of Incorporation at Book 200, Pages 254-263 in the Office of the Secretary of State of the State of Mississippi.

That the Charter of Incorporation of the Rex Yancey Evangelistic Association, Inc. has been amended according to the laws of the State of Mississippi which amendment is recorded in Photostat Book 211, Pages 315-321 in the Office of the Secretary of State of the State of Mississippi.

2. That the officers of the Rex Yancey Evangelistic Association, Inc. and their addresses are as follows:

President: Dr. Robert L. Hamblin
210 Hancock
Tupelo, Mississippi 38801

Vice President: Dr. Rex Yancey
Post Office Box 124
Dennis Street
Saltillo, Mississippi 38866

Secretary/Treasurer: Jeff P. Land
General Delivery
Saltillo, Mississippi 38866

That each of the members of the Rex Yancey Evangelistic Association, Inc. is also a member of the Board of Directors and their names and addresses are as follows:

Tom Shackleford
General Delivery, Ripley, Mississippi 38863

Dr. Robert L. Hamblin
210 Hancock, Tupelo, Mississippi 38801

Dr. Paul Wilson
Box 591, Brookhaven, Mississippi 39601

Jimmie Johnson
Box 117, Verona, Mississippi 38879

Earl Cockrell
405 East Elizabeth, Tupelo, Mississippi 38801

Robert Elliot
General Delivery, Ripley, Mississippi 38663

Jeff P. Land
General Delivery, Saltillo, Mississippi 38866

Kermit McGregor
Morrison Heights Baptist Church
Clinton, Mississippi 39056

3. That the Rex Yancey Evangelistic Association, Inc. is not indebted to any person, firm, partnership or corporation in any manner or form whatsoever.

4. That attached hereto as Exhibit A is a certified copy of the Resolution to Surrender the Charter of Incorporation of the Rex Yancey Evangelistic Association, Inc. duly certified by the Secretary of the corporation with a certificate of the Secretary stating that the Resolution was adopted by a two-thirds vote of the members.

5. That this Petition for Dissolution was signed by all the officers and members of the Rex Yancey Evangelistic Association, Inc. who are all also on the Board of Directors.

IT IS, THEREFORE, ORDERED, ADJUDGED AND DECREED that it would be in the best interest of the Rex Yancey Evangelistic Association, Inc. that the corporation be dissolved and its Charter of Incorporation be surrendered and that the assets of the corporation be distributed to the members according to Section 79-11-15 of the Mississippi Code Annotated, 1972.

~~November~~ December ORDERED, ADJUDGED AND DECREED, this, the 7th day of 1979.

George F. Adams
CHANCELLOR

785

MINUTES OF SPECIAL MEETING

OF

July 24, 1979

OF

REX YANCEY EVANGELISTIC ASSOCIATION, INC.

Be it remembered that a special meeting of the Rex Yancey Evangelistic Association, Inc., was held on July 24, 1979 which was requested by at least ten percent of the members of the Association, according to Article IV, Section II of the By-Laws of the Association; that each member of the Association waived notice of the meeting in writing and agreed that the meeting should be held for the purpose of considering surrendering the Charter of Incorporation of the Rex Yancey Evangelistic Association, Inc.

Upon finding a quorum present, Dr. Robert L. Hamblin called the meeting to order and opened the meeting for discussion of the special purpose for which it was called and the following business was had and transacted:

Rex Yancey offered the following Resolution and moved its adoption:

RESOLUTION TO SURRENDER THE CHARTER OF INCORPORATION OF THE REX YANCEY EVANGELISTIC ASSOCIATION, INC.

BE IT RESOLVED, as follows:

That the Charter of Incorporation of the Rex Yancey Evangelistic Association, Inc. shall be surrendered according

to the provisions of Section 79-11-15 of the Mississippi Code Annotated, 1972.

The foregoing Resolution was seconded by Jeff P. Land and whereupon, after discussion of the Resolution, a vote was taken and the motion to adopt the Resolution was carried by a vote of two-thirds of the members.

On motion duly made, seconded and unanimously carried, it was ordered that the Secretary of the corporation take the proper steps to carry out the surrender of the Charter of Incorporation according to Section 79-11-15 of the Mississippi Code Annotated,. 1972.

There being no further business to come before the meeting at this time, on motion duly made, seconded and unanimously carried, the meeting stood adjourned.

This, the 24th day of July, 1979.

DR. ROBERT L. HAMBLIN

ATTEST:

JEFF P. LAND
SECRETARY/TREASURER

CERTIFICATE

I, Jeff P. Land, the duly elected, qualified and acting Secretary of the Rex Yancey Evangelistic Association, Inc., do hereby certify that the above and foregoing is a true and exact copy of the Minutes of the meeting of the Rex Yancey Evangelistic Association, Inc. and the Resolution contained therein, duly held on the 24th day of July, 1979, as fully and completely as same appears on the Minutes of the Association.

I further certify that the Resolution contained therein relative to surrendering the Charter of Incorporation of the Association was duly adopted by a vote of two-thirds of the members of the corporation.

Certified to, this, the 24th day of July, 1979.

JEFF P. LAND
SECRETARY

STATE OF MISSISSIPPI
LEE COUNTY

I, Jerry L. Clayton, Clerk of the Chancery Court of said County, do hereby certify that the foregoing instrument contains a true and complete copy of Decree as same appears of record or on the file in Book 110 Page 788 of the records of Lee County, Mississippi.
Given under my hand and seal this 9 day of Dec 1979

JERRY L. CLAYTON, Chancery Clerk
Linda Cox D.C.

788

BOOK 260 PAGE 467

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

HELPAGE INTERNATIONAL LIMITED

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 4th day of December A. D., 1979.

Governor

By the Governor

Secretary of State

BOOK 280 PAGE 468

LAW OFFICES OF
CAMPBELL & DELONG
923 WASHINGTON AVENUE
GREENVILLE, MISSISSIPPI 38701

ROY D. CAMPBELL, JR.
FRED C. DELONG, JR.
WILLIAM C. READY, JR.
L. CARL HAGWOOD
LAWRENCE D. WADE
CLAUDE L. STUART, III
ROY D. CAMPBELL, III
J. WALKER STURDIVANT

P. O. BOX 1856
(601) 335-6011

December 10, 1979

Honorable Heber Ladner
Secretary of State
Post Office Box 136
Jackson, Mississippi 39205

Dear Mr. Ladner:

Enclosed please find Resolution Designating Mississippi Agent for Helpage International Limited and a check for $25.00 payable to you.

Thank you for your assistance in this matter.

Cordially yours,

J. Walker Sturdivant

J. Walker Sturdivant

JWS/lrg

Enclosures

State of Mississippi
DEPARTMENT OF JUSTICE
Office of the Attorney General
JACKSON, MISSISSIPPI 39205

A. F. SUMMER
ATTORNEY GENERAL

RICHARD M. ALLEN
SPECIAL ASSISTANT ATTORNEY GENERAL

December 3, 1979

Mr. Herman Glazier
Executive Assistant
to the Governor
New Capitol
Jackson, Mississippi 39205

Re: Application for domestication of Helpage International Limited

Dear Mr. Glazier:

In accordance with your request of November 28, 1979, regarding the above captioned foregoing corporation, I have examined the documents enclosed herewith and find nothing in said charter of articles of incorporation or association that is violative of the Constitution or 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 laws 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 79-1-23, Mississippi Code of 1972.

With kind regards, I am

Very truly yours,

Richard M. Allen

Richard M. Allen
Special Assistant Attorney General

RMA/ped
Enclosure

BOOK 260 PAGE 470

THE CAPITOL

JACKSON

CLIFF FINCH
GOVERNOR

November 28, 1979

The Honorable A. F. Summer
Attorney General
Carroll Gartin Justice Building
Jackson, MS 39205

Dear General Summer:

Governor Finch requests the advice of the Attorney General as to the constitutionality and legality of the provisions of the attached Articles of Incorporation of the Helpage International Limited, Greenville, Mississippi, and its application for domestication in the State of Mississippi.

Yours truly,

Herman Glazier

Executive Assistant
to the Governor

Enclosures

BOOK 260 PAGE 471

LAW OFFICES OF
CAMPBELL & DELONG
923 WASHINGTON AVENUE
GREENVILLE, MISSISSIPPI 38701

ROY D. CAMPBELL, JR.
FRED C. DELONG, JR.
WILLIAM C. KEADY, JR.
L. CARL HAGWOOD
LAWRENCE D. WADE
CLAUDE L. STUART, III
ROY D. CAMPBELL, III
J. WALKER STURDIVANT

335-6011

NOV 26 REC'D
GOV'T OFFICE

November 21, 1979

ACTION: Clarice

SUSPENSE:
P. O. BOX 1856
(601) 335-6011

INFORMATION:

Governor Cliff Finch
New Capital Building
Jackson, Mississippi 39205

Dear Governor Finch:

Enclosed please find a certified true copy of Helpage International Limited's Memorandum of Association, the Companys Acts Certificate and a letter from Helpage International Limited requesting that it be domesticated. Pursuant to Miss. Code Ann. §79-1-19 (1972), Helpage International Limited has submitted these documents to you for your approval.

In effect, Helpage International Limited will function as a fund raiser for Help the Aged, an incorporated association which has been granted tax-exempt status under Internal Revenue Code §170(b)(1)(A)(vi) and §501(c)(3) and is presently in the process of qualifying to begin its charitable operations in Mississippi. It is my understanding that Helpage International Limited will make no profits on its activities in Mississippi.

Please expedite the handling of this matter as much as possible since Helpage is presently behind its schedule for beginning fund raising activities in Mississippi.

If I can be of further assistance in this matter, please do not hesitate to contact me.

Cordially yours,

J. Walker Sturdivant

J. Walker Sturdivant

JWS:jah

Enclosures

BOOK 260 PAGE 472

Helpage International

Helpage International Ltd.

Directors
C. Jackson-Cole
Hugh Faulkner, A.C.I.S
Charles J. Norman
John F. Pearson
Leigh Walker

Secretary
Leigh Walker

Registered Office
32, DOVER STREET
LONDON, WIA 2AP
Telephone:
01-499 0972

Governor Cliff Finch,
New Capitol Building,
Jackson,
Mississippi 39205.

Dear Governor Finch,

Helpage International Limited, a corporation incorporated under the laws of England and desiring to do business in the State of Mississippi, respectfully requests that it be domesticated. In accordance with the laws of the State of Mississippi, we have designated and appointed with the Secretary of State a resident agent upon whom service of process against this Corporation may be had and we have enclosed a certified copy of our English Charter.

Should you need any additional information, please contact either us or our attorney, Lawrence D. Wade of Greenville, Mississippi.

Yours sincerely,

Leigh Walker

Incorporated in England No. 893588 VAT Reg. No. 239 1412 75

CERTIFIED COPY OF

RESOLUTION DESIGNATING MISSISSIPPI AGENT

THIS IS TO CERTIFY, That at a meeting of the Board of Directors of HELPAGE INTERNATIONAL LIMITED

properly convened and held on the 1st day of November, 1979, the following resolution was duly adopted:

"RESOLVED, that J. Walker Sturdivant of 923 Washington Avenue, Greenville, Mississippi 38701 of
(Post Office Address showing street and number)

Mississippi, be and he hereby is designated and appointed the resident agent of this Corporation in the State of Mississippi upon whom service of process against this Corporation may be had in the event of any suit against this Corporation in said State; and that all prior designations and appointments of resident agent be and the same are hereby revoked."

WITNESS my signature, and the Seal of said Company, at 32 DOVER ST. LONDON W1.

this the 5th day of NOVEMBER A. D., 1979

Leigh Walker
Secretary.

IMPRESS SEAL HERE

HELPAGE INTERNATIONAL LIMITED

ACCEPTANCE BY AGENT

The undersigned hereby accepts the above designation and appointment as resident agent for service of process.

Date at Greenville, Miss., this the 21st day of NOVEMBER, 1979

J. Walker Sturdivant

BOOK 260 PAGE 474

I certify that this is a true copy
Stuart L Killen
STUART L. KILLEN
A Commissioner for Oaths
17 Queen Street
London W1

THE COMPANIES ACTS 1948 TO 1976

I hereby certify that HELPAGE INTERNATIONAL LIMITED

formerly called HELPAGE LIMITED

which name was changed by special resolution and with the approval of the Secretary of State was incorporated, under the Companies Act, 1948

as a limited company on the 7th December 1966 and that the certificate of incorporation altered to meet the circumstances of the case was issued on the 21st October 1974

Given under my hand at Cardiff the 1st March 1978

No 899583

J. A. H. MORTIMER
Assistant Registrar of Companies

BOOK 1 PAGE 475

I certify 280 [illegible] 5 a true copy
Stuart L. Killen
STUART L. KILLEN
A Commissioner for Oaths
(2) Dover Street
London W1

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

HELPAGE

LIMITED

1. The name of the Company is "
HELPAGE LIMITED."

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are—

(A) i. To carry on the business of card-makers, printers, engravers, publishers, book-binders, art journalists, manufacturers, distributors, buyers, sellers and dealers in cards, books, pictures, prints and art work, and as wholesale and retail stationers and other merchandise.

ii. To receive and appeal for gifts, organise fund raising efforts subscribe to, contribute to, or otherwise aid any charitable or benevolent institution objects of a public character, or having a moral claim to support or aid by the Company by reason of the nature of its operations or otherwise, and for such purposes to enter into and make covenants and agreements.

iii. Provided always that all the profits of the Company available for distribution as dividend shall be paid to "Voluntary and Christian Service" to be applied towards the promotion and carrying out of the objects of that Charity. No member of the Council or other governing body or other person engaged or concerned in the management of the said Charity shall hold any salaried office or employment in the Company, nor enter into or be concerned or interested directly or indirectly in any contract with the Company, other than a contract which, if entered into with the said Charity would not have involved any infringement of the Trust Deed of the Charity. The Company's Auditors shall include in their annual report a statement showing whether to the best of their knowledge and belief the above provisions have been complied with.

(B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

(I) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company.

(J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.

(K) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.

(L) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(N) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.

(O) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

(P) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(Q) To distribute ~~among~~ to the ~~members~~ said Charity in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(R) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(S) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1.0.0. each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
HUGH FAULKNER, 54 Courtenay Gardens, Upminster, Essex.	One
RICHARD TOMLINSON, 21a Netherhall Gardens, Hampstead, N.W.3. Practising Accountant.	One

Dated this 21 day of November, 1966.

Witness to the above Signatures—

AMBROSE APPELBE,
7, New Square, Lincoln's Inn W.C.2. (Solicitor)

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED, LAW AND COMPANY PRINTERS, 191-192 Fleet Street, E.C.4; 8 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John St., Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2. F13427.6-10-65

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

HELPAGE

LIMITED

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the Company.

2. Regulations 24, 53, 75, 77 and 88 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A") and regulation 5 of Part II of Table A shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and regulations 2, 3, 4 and 6 of Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

3. The shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. The Company in General Meeting may direct that any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members or to any class of members. If any such direction is given, such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company, and the Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

5. In regulation 11 of Part I of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.

6. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Part I of Table A shall be modified accordingly.

7. The proviso to regulation 32 of Part I of Table A shall be omitted.

8. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than one nor more than five . The following shall be the first Directors of the Company, that is to say—

HUGH FAULKNER, CHARLES NORMAN, RICHARD TOMLINSON, JOHN.F.PEARSON.

~~9. The qualification of a Director shall be the holding of share in the Company.~~

9. ~~10.~~ The proviso to regulation 79 of Part I of Table A shall be omitted.

10. ~~11.~~ The Company shall not be subject to section 185 of the Act, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

11. ~~12.~~ The office of a Director shall be vacated—

(1) If by notice in writing to the Company he resigns the office of Director.

(2) If he ceases to be a Director by virtue of section 182 of the Act.

(3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.

(4) If he becomes of unsound mind.

(5) If he is prohibited from being a Director by any order made under section 188 of the Act.

(6) If he is removed from office by a resolution duly passed under section 184 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

HUGH FAULKNER,
54 Courtenay Gardens,
Upminster, Essex.

RICHARD TOMLINSON,
21a Netherhall Gardens,
Hampstead N.W. 3.
Practising Accountant.

Dated this 24 day of November 1966.

Witness to the above Signatures—
AMBROSE APPELBE

7, NEW SQUARE, LINCOLN'S INN W.C.2. (Solicitor)

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED, LAW AND COMPANY PRINTERS
191-192 Fleet Street, E.C.4; 3 Chancery Lane, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff;
19 & 21 North John St., Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.
F13724.30-12-65

BOOK 250 PAGE 481

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

GAMMA PSI PHI, FRATERNITY, 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 December A. D., 1979.

Governor

By the Governor

Secretary of State

CERTIFIED COPY OF RESOLUTION AUTHORIZING APPLICATION FOR

ARTICLES OF INCORPORATION OF GAMMA PSI PHI FRATERNITY

This is to certify that the following Resolution was adopted by the members attending a meeting at the 19th Street Community Center on November 16, 1979, at which an association known as Gamma Psi Phi Fraternity was organized:

RESOLVED, that the following were elected officers of the association of the corporation known as Gamma Psi Phi Fraternity,

Gerald A. Williams, President
Samuel F. Tart, Vice-President
John C. Price, Jr., Secretary

RESOLVED FURTHER, that Gerald A. Williams, President, Samuel F. Tart, Vice-President and John C. Price, Jr., Secretary of the association be, and they hereby are authorized to apply to the Secretary of State of the State of Mississippi for a Charter of Incorporation as a nonprofit, non-share corporation under the provision of Section§79-11-1 et seq., Mississippi Code of 1972 as amended, of this association, and to take all actions and to all things necessary and advisable in connection therewith, for and as the act and deed of the association and corporation.

RESOLVED FURTHER, that the corporate title of the corporation herein authorized shall be "GAMMA PSI PHI FRATERNITY, INC."

Adopted this the 16th day of November, 1979.

The foregoing is hereby certified to be a true and correct copy of a Resolution adopted by the above named association on November 16, 1979.

This the 16th day ofNovember, 1979.

JOHN C. PRICE, 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

GAMMA PSI PHI, FRATERNITY

1. The corporation title of said company is:

GAMMA PSI PHI, FRATERNITY, 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
Mr. Gerald A. Williams	3717 19th Street	Gulfport	Mississippi
Mr. Samuel F. Tart	1912 33rd Avenue	Gulfport	Mississippi
Mr. John C. Price	RFD. 3, Box 151	Gulfport	Mississippi 39501

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

3. The domicile is at 1916 - 33rd Avenue, Gulfport, Mississippi 39501
(Street and No.) (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be 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 body shall be a non-profit corporation and no shares of stock shall be issued. It shall be a fraternal organization.

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. To inspire service in the public interest.
2. To promote the spiritual, social, intellectual, and moral welfare of its members.
3. To assist colleges and universities and the alumni thereof.
4. To unite outstanding men in the communities and college men of culture, patriotism and honor in a bond of fraternity.
5. To inspire community projects that will aid in building a better community.

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. BOOK 250 PAGE 484

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: Gerald A. Williams
Samuel F. Tart
John C. Price Jr.

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of HARRISON

This day personally appeared before me, the undersigned authority GERALD A. WILLIAMS, SAMUEL F. TART, JOHN C. PRICE, JR.

incorporators of the corporation known as the Gamma Psi Phi Fraternity, Inc.
who acknowledged that (~~he~~) (they) signed and delivered the above and foregoing charter of incorporation as (~~his~~) (their) act and deeds on this the 30th day of November, 19 79

My Commission Expires April 1, 1980 Joseph Paul Hudson

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 10 day of Dec A.D., 19 79, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Graham
Secretary of State

Jackson, Miss., 12 Dec, 19 79

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
Assistant Attorney General

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

BOOK 280 PAGE 485

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

JACKSON JEWISH WELFARE FUND, 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 December A. D., 1979.

Governor

By the Governor

Secretary of State

BOOK 250 PAGE 486

RESOLUTION OF JACKSON JEWISH WELFARE FUND

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 Jackson Jewish Welfare Fund an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that Julian Wiener, David R. Levy and William B. Howell are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Jackson Jewish Welfare Fund, Inc.; that they are fully empowered to do so 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, Ted S. Orkin, 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 true and correct copy of a Resolution duly adopted at a meeting thereof held on the 2nd day of November, 1979, 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 6th day of November, 1979.

Secretary Ted S. Orkin

TED S. ORKIN

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

JACKSON JEWISH WELFARE FUND

1. The corporation title of said company is: JACKSON JEWISH WELFARE FUND, 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
Dr. Julian Wiener	2858 Redbud Rd.	Jackson,	Ms. 39211
David R. Levy	4005 East Wood Dr.	Jackson,	Ms. 39211
William B. Howell	145 Rivergate Cove	Jackson,	Ms. 39211

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

3. The domicile is at Suite 303, 518 E.Capitol St., Jackson, Ms. 39201
(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 79-11-1, Code of Mississippi of 1972, and amendments thereto.) The corporation is a non-profit corporation and no shares of stock shall be issued to anyone. It is a charitable organization and will operate and is established entirely in keeping with the provisions of Section 79-11-1 of the Mississippi Code of 1972 as Amended.

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 further the welfare of the Jewish community; to plan for the philantropic, social, cultural and educational advancement of the Jewish community and to foster cooperation among local Jewish organizations directed toward that end.
(b) To solicit, collect and otherwise raise money for charitable,philanthropic, eleemosynary, social, cultural, educational and religious purposes; to expand, contribute, disburse and otherwise handle and dispose of funds, or the income thereof, for such purposes, either directly or indirectly by contributions to other agencies, organizations or institutions organized and operated for the same or similar purposes and to which a direct contribution would be tax exempt under Section 170 of the Internal Revenue Code of 1954, as amended(or the corresponding provision of any future U.S. Internal Revenue Law); to receive and hold by purchase, gift, bequest or otherwise, money or other property, real or personal, and to distribute same as may be deemed best for the promotion of the purpose of the corporation.
(c) To review and determine the obligations, responsibilities, and effectiveness of all agencies requesting appropriations; to budget and control the disbursements to beneficiary agencies, organizations or institutions.
(d) To coordinate the fund raising activities of Jewish agencies, organizations, or institutions, local, national and international, and to foster cooperation among them with the corporation.
(e) Notwithstanding any other provisions of these Bylaws,these purposes are limited to those described in Section 501(c) (3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future U.S. Internal Revenue 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.

BOOK 250 PAGE 488

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: _____
DR. JULIAN WIENER

_____
DAVID R. LEVY

_____
WILLIAM B. HOWELL

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI }
County of HINDS }

This day personally appeared before me, the undersigned authority Dr. Julian Wiener, David R. Levy, William B. Howell, _____, _____, _____, _____, _____, 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 deeds on this the 26th day of November, 19 79

_____

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 7 day of Dec A.D., 19 79, 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., 11 Dec, 19 79

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 _____
Assistant Attorney General

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

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE FAIRLAND 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 13th day of December A. D., 1979.

Cliff Finch
Governor

By the Governor

Heber Ladner
Secretary of State

RESOLUTION OF Fairland House,
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 Fairland House, an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that R. Farley Salmon, Edwina Dodson, and Fincher G. Bobo are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named The Fairland Corporation, Inc.; that they are fully empowered to do so 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, Jean Grafton, 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 true and correct copy of a Resolution duly adopted at a meeting thereof held on the 16th day of October, 79, at Clarksdale, 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 7th day of November, 1979.

Secretary Jean Grafton

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 FAIRLAND CORPORATION, INC.

1. The corporation title of said company is:

The Fairland Corporation, 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
Edwina Dodson	434 West Second	Clarksdale	Miss.
R. Farley Salmon	Westover Drive	Clarksdale	Miss.
Fincher G. Bobo	123 Court Street	Clarksdale	Miss.

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

3. The domicile is at 204 Fairland Place, Clarksdale 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 79-11-1, Code of Mississippi of 1972, and amendments thereto.)

The corporation shall be a non-profit corporation operating in association with the Region I Mental Health Center, Clarksdale, Mississippi, for the purpose of providing support, education, counselling, medical services, and job placement for individuals with substance abuse problems, and is a charitable organization within the meaning of Section 79-11-1, Mississippi Code of 1972, as amended.

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 provide support, education, counselling, medical services, and job placement to individuals suffering from alcohol or drug abuse.

To purchase property to be used as a residential treatment center.

To enlist and train interested persons to work as uncompensated volunteers in the area of substance abuse.

To seek funds to provide money in addition to those provided by existing agencies to expand the substance abuse program now in operation.

In the event of dissolution, the assets and funds remaining after payment in full of all debts of the corporation shall be conveyed to the Region I Mental Health Center, Clarksdale, Mississippi. No part of the assets or funds may inure to the benefit of any member of the corporation, nor revert to any officer or trustee thereof. In the event the Region I Mental Health Center, an instrumentality organized by the State of Mississippi, is non-existent at the time of dissolution of this corporation, the residual assets of this corporation shall in that event be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

(Continued on back of page)

"Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code of 1954 or corresponding provision of any future United States Internal Revenue Law or (b) 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."

To receive money, materials, and labor from private individuals, private corporations, and state, city, county, and federal governmental agencies with such money, material, and services as are received to be expended under the direction of Board of Directors of said corporation.

To sue and be sued, to defend and complain in its corporate name, and to deal with the corporate assets in a manner as may be provided in the by-laws not contrary to law to exercise all rights and powers reasonably necessary to accomplish the stated purpose of this corporation as may be permitted by the laws and statutes of the State of Mississippi applicable to non-profit corporations.

To adopt, alter, and amend by-laws, to regulate the internal affairs of the corporation, such adoption, alteration or amendment to be by majority vote of the members present at any regular or special meeting with said by-laws to specify the qualifications for membership in the corporation, including the officers, directors, and agents to be elected and appointed and the duties and responsibilities of each, together with any such other matters which the members consider necessary to be set out in such by-laws.

To purchase, receive, and acquire, by way of gift and in all other ways, real and personal property and to borrow funds for the purpose of providing the necessary funds with which to purchase or otherwise acquire personal or real property or for any other reason, and to mortgage, to issue bonds, to pledge, to execute deeds of trust, to hypothecate, to encumber, and to transfer, and to assign any property of every kind and character, real, personal or mixed, tangible or intangible.

To do, either directly or indirectly, either along or in conjunction or cooperation with others, any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance,accomplishment, fostering, or attainment of any or all of the purposes for which this corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes; provided, however, they shall not include any power to engage in any activity not permitted to be carried on by a corporation exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or by corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954, as 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: Edwina M. Dodson

Fincher G. Bobo

[illegible]

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Coahoma

This day personally appeared before me, the undersigned authority Edwina Dodson, R. Farley Salmon, Fincher G. Bobo, incorporators of the corporation known as the The Fairland Corporation, Inc. who acknowledged that ~~(he)~~ (they) signed and delivered the above and foregoing charter of incorporation as ~~(his)~~ (their) act and deeds on this the 17th day of October, 1979

My Commission Expires: September 7, 19[illegible] Carolyn H. Ward 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 6 day of Dec A.D., 1979 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., December 10, 1979

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.

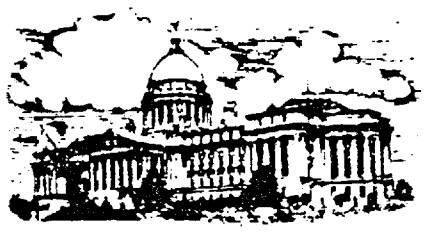
A. F. Summer
Attorney General

By Richard M. Allen
Special Assistant Attorney General

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

BOOK 250 PAGE 494

State of Mississippi

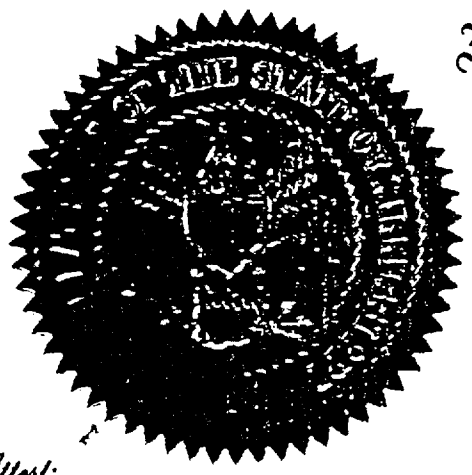
EXECUTIVE  OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

SOUTHEAST MISSISSIPPI RURAL HEALTH INITIATIVE, 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* 13th day of December A.D., 1979.

Cliff Finch

Governor.

Attest:

Heber Ladner

Secretary of State.

RESOLUTION AUTHORIZING AMENDMENT
OF CORPORATE CHARTER OF
SOUTHEAST MISSISSIPPI RURAL HEALTH INITIATIVE, INC.

RESOLVED, that the following identified Paragraphs of the Charter of Incorporation of Southeast Mississippi Rural Health Initiative, Inc. be, and the same are hereby, amended as hereinafter provided, pursuant to Miss. Code Ann. § 79-11-9 (1972):

Paragraph 4. The reference to Miss. Code Ann. § 91-11-1 (1976) in Paragraph 4 is hereby amended to read "Miss. Code Ann. § 79-11-1 (1976)."

Paragraph 6. Subparagraphs (a) through (e), inclusive, of Paragraph 6 are hereby amended to read as follows:

"(a) To locate and attract to the area of Southeast Mississippi additional doctors, dentists, nurses and others in medically related professions and occupations, in a manner consistent within Section 501(c)(3) of the U.S. Internal Revenue Code of 1954.

(b) To determine the need for, the most effective location of, and the sources of available funding for new primary health care facilities and modern health care equipment and to initiate projects and programs to provide said facilities and equipment, in a manner consistent within Section 501(c)(3) of the U.S. Internal Revenue Code of 1954.

(c) To assist in expanding the availability and improving the delivery of health care services through better coordination of primary, secondary and teritary health care facilities, in a manner consistent within Section 501(c)(3) of the U.S. Internal Revenue Code of 1954.

(d) To assist and coordinate the preparation and publication of programs of preventive health maintenance and health education in cooperation with local schools, chambers of commerce, civic organizations and other similar organizations and associations, in a manner consistent within Section 501(c)(3) of the U.S. Internal Revenue Code of 1954.

(e) The primary objective of said corporation is to increase the availability and efficiency of delivery at reasonable costs of primary health care services, including, but not limited to, acute, chronic illnesses and trauma in those areas of Southeast Mississippi where such services are either unavailable or available to only a limited extent, in a manner consistent within Section 501(c)(3) of the U.S. Internal Revenue Code of 1954."

(End of Amendments)

FURTHER RESOLVED that Alvin Beasley and Hazel R. Dunnam, President and Secretary, respectively, of this corporation, be, and they are hereby, authorized, empowered and directed to execute and file with the Secretary of State of the State of Mississippi a copy of the above amendments, together with all other appropriate documents and instruments, for the purpose of effecting said amendments, to pay the necessary filing fees, and to take any and all other action required to obtain approval of the foregoing amendments and the filing thereof as required by law.

(End of Resolution)

CERTIFICATE

I, the undersigned Hazel R. Dunnam, Secretary of Southeast Mississippi Rural Health Initiative, Inc., a Mississippi non-profit, non-share corporation, do hereby certify that the above and foregoing is a true, correct and complete copy of a resolution duly and legally adopted by the members of Southeast Mississippi Rural Health Initiative, Inc. at the regular annual meeting thereof held on Thursday, September 29, 1979, as the same appears of record in the Minute Book of said corporation in my custody.

THIS 29th day of November, A. D., 1979.

Hazel R. Dunnam

Hazel R. Dunnam, Secretary,
Southeast Mississippi Rural Health
Initiative, Inc.

AMENDMENTS TO THE CHARTER OF INCORPORATION
OF
SOUTHEAST MISSISSIPPI RURAL HEALTH INITIATIVE, INC.

Pursuant to the provisions of Miss. Code Ann. § 79-11-9 (1972), the undersigned domestic non-profit, non-share corporation adopts the following amendments to its Charter of Incorporation, which was approved by the Governor of the State of Mississippi on May 4, 1979, and recorded in the office of the Secretary of State of the State of Mississippi in the Records of Incorporation on May 8, 1979, in Photostat Book No. 254 at Pages 107-116:

FIRST: The name of this corporation is Southeast Mississippi Rural Health Initiative, Inc.

SECOND: The following amendments of the Charter of Incorporation were adopted and approved by the members of the corporation on November 29, 1979:

Paragraph 4. The reference to Miss. Code Ann. § 91-11-1 (1976) in Paragraph 4 is hereby amended to read "Miss. Code Ann. § 79-11-1 (1976)."

Paragraph 6. Subparagraphs (a) through (e), inclusive, of Paragraph 6 are hereby amended to read as follows:

"(a) To locate and attract to the area of Southeast Mississippi additional doctors, dentists, nurses and others in medically related professions and occupations, in a manner consistent within Section 501(c)(3) of the U.S. Internal Revenue Code of 1954.

(b) To determine the need for, the most effective location of, and the sources of available funding for new primary health care facilities and modern health care equipment and to initiate projects and programs to provide said facilities and equipment, in a manner consistent within Section 501(c)(3) of the U.S. Internal Revenue Code of 1954.

(c) To assist in expanding the availability and improving the delivery of health care services through better coordination of primary, secondary and teritary health care facilities, in a manner consistent within Section 501(c)(3) of the U.S. Internal Revenue Code of 1954.

(d) To assist and coordinate the preparation and publication of programs of preventive health maintenance and health education in cooperation with local schools, chambers of commerce, civic organizations and other similar organizations and associations, in a manner consistent within Section 501(c)(3) of the U.S. Internal Revenue Code of 1954.

(e) The primary objective of said corporation is to increase the availability and efficiency of delivery at reasonable costs of primary health care services, including, but not limited to, acute, chronic illnesses and trauma in those areas of Southeast Mississippi where such services are either unavailable or available to only a limited extent, in a manner consistent within Section 501(c)(3) of the U.S. Internal Revenue Code of 1954."

(End of Amendments)

THIRD: The above amendments were unanimously approved and adopted by the members of the corporation.

DATED this 29th day of November, A. D., 1979.

SOUTHEAST MISSISSIPPI RURAL HEALTH INITIATIVE, INC.

By Alvin Beasley
Alvin Beasley, President

ATTEST:

Hazel R. Dunnam
Hazel R. Dunnam, Secretary

STATE OF MISSISSIPPI

COUNTY OF FORREST

I, the undersigned Notary Public, do hereby certify that on this 29th day of November, 1979, personally appeared before me ALVIN BEASLEY and HAZEL R. DUNNAM, who first by me being duly sworn, declared that they are the President and Secretary, respectively, of Southeast Mississippi Rural Health Initiative, Inc., a Mississippi non-profit, non-share corporation; that they executed the foregoing document as President and Secretary, respectively, of the corporation, they being duly authorized so to do; and that the statements therein contained are true.

James F. McKenzie
Notary Public

My Commission Expires:

Notary Public, Forrest County, Mississippi
My Commission Expires May 28, 1981

(NOTARIAL SEAL)

Received at the office of the Secretary of State, this the 7 day of Dec

A. D., 1979, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Barber
SECRETARY OF STATE.

Jackson, Miss.,

December 11, 1979

I have examined this amendment to 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 Richard M. Allen
Special Assistant Attorney General.

THIS PAGE LEFT BLANK INTENTIONALLY

BOOK 260 PAGE 503

State of Mississippi

Office of Secretary of State

Jackson

I, HEBER LADNER, Secretary of State of the State of Mississippi, do hereby certify that the Final Decree of Dissolution of:

BETHEL HOME FOR CHILDREN, INC.

hereto attached, together with a duplicate thereof, were pursuant to the provisions of Chapter 5, Title 19, Code of Mississippi of 1942, and amendments thereto, filed in my office this the 18th day of December, 1979, and one copy thereof recorded in this office in Record of Incorporations Photostat Book No. 260, at pages 503-505, and the other copy thereof returned to said association.

Given under my hand and Seal of office hereunto affixed this 18th day of December, 1979

Heber Ladner

Secretary of State.

IN THE CHANCERY COURT OF GEORGE COUNTY, MISSISSIPPI

IN THE MATTER OF THE
DISSOLUTION OF BETHERL
HOME FOR CHILDREN, INC.

NO. 6191

FINAL DECREE

This day having come on to be heard Petition for Dissolution in the above styled and numbered cause, and the Court having heard and considered all of the evidence, finds as follows:

I.

That BETHEL HOME FOR CHILDREN, INC., is a Mississippi non-profit corporation which was incorporated on or about April 5, 1979, and that said corporation has no outstanding debts of any nature, and therefore, that liquidators need not be appointed.

II.

That pursuant to Section 79-11-13, Mississippi Code of 1972, as amended, notice of a meeting of all members was published in the George County Times a newspaper published in the County of the domicile of Petitioner, and that a copy of said notice was mailed to each member of the corporation.

III.

That pursuant to the aforesaid notice, a meeting of all members was held on November 8, 1979, and adopted by unanimous vote. It is therefore

ORDERED, ADJUDGED, and DECREED that pursuant to Section 79-11-15, Mississippi Code of 1972, as amended, BETHEL HOME FOR CHILDREN, INC., be and the same hereby is dissolved.

ORDERED, ADJUDGED, and DECREED this the 10th day of December, A.D., 1979.

CHANCELLOR

THIS IS A CERTIFIED TRUE COPY
JAMES C. HARRISON, CHANCERY CLERK
GEORGE COUNTY, MISS.

FILED
DEC 10 1979

CHANCERY CLERK

By _____ D.C.

BOOK 250 PAGE 505

STATE OF MISSISSIPPI
County of George

I, James C. Harrison, Clerk of the Chancery Court, in and for said county and state, do hereby certify, that the foregoing is a true and correct copy of an instrument, as the same appears of record and on file in my office in my care and custody.

Given under my hand and seal of office, this the 10th day of Dec, 19 79.

JAMES C. HARRISON, Chancery Clerk

By Diane Bowers D. C.

BOOK 260 PAGE 506

State of Mississippi

Office of Secretary of State

Jackson

I, HEBER LADNER, Secretary of State of the State of Mississippi, do hereby certify that the Final Decree of Dissolution of:

REGIONAL HOME HEALTH AGENCY, INCORPORATED

hereto attached, together with a duplicate thereof, were pursuant to the provisions of Chapter 5, Title 19, Code of Mississippi of 1942, and amendments thereto, filed in my office this the 18th day of December, 1979, and one copy thereof recorded in this office in Record of Incorporations Photostat Book No. 260, at pages 506-509, and the other copy thereof returned to said association.

Given under my hand and Seal of office hereunto affixed this 18th day of December, 1979

Heber Ladner

Secretary of State.

IN THE CHANCERY COURT OF FORREST COUNTY, MISSISSIPPI

IN VACATION 1979

IN THE MATTER OF THE DISSOLUTION OF REGIONAL HOME HEALTH AGENCY, INCORPORATED, EX PARTE	) CAUSE NO.)) 38,585

FINAL DECREE DISSOLVING NON-PROFIT, NON-SHARE MISSISSIPPI CORPORATION

THIS DAY, this Cause came on for hearing in open Court on the Petition of Regional Home Health Agency, Incorporated, a Mississippi Non-Profit, Non-Share Corporation, the same having been executed by all of the members of said Corporation, evidencing their approval thereof and, upon a hearing thereof in open Court and the Court having maturely considered the same, including all evidence, both oral and documentary, does hereby find as follows, to-wit:

1. That Regional Home Health Agency, Incorporated, is a Mississippi, Non-Profit, Non-Share Corporation, and has been domiciled in Forrest County, Mississippi, for a period of more than one year preceding the filing of this action. Its officers are Donald W. Baxter, President, Dr. Fred E. Tatum, Vice-President, and Mary E. Stainton, Secretary, who also executed the Petition, individually, as all of the members of said Corporation.

2. That a charter from the office of the Secretary of State for the State of Mississippi was issued to East Central Mississippi Home Health Agency, Incorporated, on January 6, 1975. That, thereafter, on May 9, 1975, the said Secretary of State granted an amendment to the charter of the Corporation by adding the following provision to its Articles of Incorporation, to-wit:

> In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purposes.

That, thereafter, on October 8, 1975, another amendment to the charter of incorporation of the said East Central Mississippi

Home Health Agency, Incorporated, was granted by the Secretary of State changing the Corporation's name to Regional Home Health Agency, Incorporated.

3. That the said Donald W. Baxter is the resident agent of the said Corporation for service of process and that the said Corporation has been designated exempt under the provisions of the Internal Revenue Code of 1954 as provided under Section 501 (c) (3).

4. That the Petition was submitted to the Court pursuant to Section 79-11-15 of the Mississippi Code of 1972, Annotated, and that the Petitioner did have a meeting of the members of the Corporation who unanimously voted to dissolve the same. That there were no dissenting members and that it is in the best interest of all parties in interest that this Corporation be dissolved.

5. That the Court finds that the appointment of liquidators of the Corporation is completely unnecessary inasmuch as the only asset of the Corporation is as follows:

> Checking Account No. 02 2856 7 at the Citizens Bank of Hattiesburg, Hattiesburg, Mississippi, currently having a balance of $18,906.96.

That since there were no assets to be liquidated and no appointment of liquidators necessary, the setting of bond therefor is completely unnecessary.

6. That two creditors of the Corporation exist, as follows:

Karla Miller	$15.00
Ginger Reynolds	$150.00

That the amendment to the charter of the Corporation of May 9, 1975, provided, in effect, that, upon dissolution, the remaining assets of the Corporation shall be paid or distributed to another organization exempt under the Internal Revenue Code of 1954 under the provisions thereof in Section 501 (c) (3). That South Mississippi Home Health and Rehabilitation Agency, Inc. is a Non-Share, Non-Profit Corporation organized and existing under the laws of the State of Mississippi and that the same is domiciled in Forrest County, Mississippi, and is exempt under the said Internal Revenue Code of 1954, Section 501 (c) (3).

IT IS, ACCORDINGLY, HEREBY ORDERED, ADJUDGED AND DECREED, as follows:

1. That the said Regional Home Health Agency, Incorporated is, pursuant to the provisions of Section 79-11-15 of the Mississippi Code of 1972, Annotated, hereby dissolved, liquidated and terminated.

2. That all of the net assets remaining in Checking Account No. 02 2856 7 at the Citizens Bank of Hattiesburg, Hattiesburg, Mississippi, remaining after payment of the two creditors of the Corporation, namely, Karla Miller in the amount of $15.00, and Ginger Reynolds in the amount of $150.00, and after payment of attorney's fees for this action and all costs of Court, that the same be paid unto South Mississippi Home Health and Rehabilitation Agency, Inc., a Corporation organized and existing under the laws of the State of Mississippi as a Non-Profit, Non-Share Corporation which is exempt under the said Internal Revenue Code of 1954, Section 501 (c) (3).

3. That a certified copy of this Decree be filed with the Clerk of this Court and that official notation be taken in the corporate records of Forrest County, Mississippi, as to this action and, additionally, that a certified copy of this Decree be filed with the Secretary of State for the State of Mississippi as required under the provisions of the said Section 79-11-15, Mississippi Code of 1972, Annotated.

SO ORDERED, ADJUDGED AND DECREED on this, the 30th day of November, A.D., 1979.

/S/ MICHAEL SULLIVAN

CHANCELLOR

A True Copy
As the 30 day of Nov 1979
[illegible] Clerk
CHANCERY COURT FORREST
COUNTY, MISSISSIPPI
By Lou Ellen Oswalt, D.C.

State of Mississippi

Office of Secretary of State

Jackson

I, HEBER LADNER, Secretary of State of the State of Mississippi, do hereby certify that the Articles of Amendment to the Articles of Association and Incorporation of:

FORREST COUNTY COOPERATIVE (A.A.L.)

hereto attached, together with a duplicate thereof, were pursuant to the provisions of Chapter 5, Title 19, Code of Mississippi of 1942, and amendments thereto, filed in my office this the 18th day of December, 1979, and one copy thereof recorded in this office in Record of Incorporations Photostat Book No. 260, at pages 510-514, and the other copy thereof returned to said association.

Given under my hand and Seal of office hereunto affixed this 18th day of December, 1979

Heber Ladner

Secretary of State.

RESOLUTION

WHEREAS, the Forrest County Cooperative (A. A. L.) was incorporated on or about February 13, 1935 under the Agricultural Association Law of the State of Mississippi; and

WHEREAS, the said Forrest County Cooperative (A. A. L.) has experienced voluminous growth over the ensuing period of years; and

WHEREAS, there is a current need and demand for up-dating and classification of the producers of agricultural products as originally contemplated and as set forth in the Agricultural Association Law of the State of Mississippi; and

WHEREAS, there is a continuing need for the up-dating of the manner and methods of the maintenance of the records of the Forrest County Cooperative (A. A. L.).

NOW THEREFORE, BE IT RESOLVED that the attached Amendment to the Articles of Association and Incorporation and Amendments to the By-Laws of the Forrest County Cooperative (A. A. L.), be and the same are adopted as stated.

ON THIS the 6th day of December, A. D., 1979.

H Clyde Clark
PRESIDENT

ATTEST:

L. I. Schwierjohn
SECRETARY

ARTICLES OF AMENDMENT

TO THE

ARTICLES OF ASSOCIATION AND INCORPORATION

OF

FORREST COUNTY COOPERATIVE (A. A. L.)

Pursuant to the provisions of the Agricultural Association Law of the State of Mississippi (Section 79-17-13 of the Mississippi Code of 1972), the Forrest County Cooperative (A. A. L.) adopts the following Articles of Amendment to its Articles of Association and Incorporation:

The following amendments to the Articles of Association and Incorporation were adopted by the members of the corporation on December 6, 1979, by Resolution of the members of the association, authority having been given by the vote of a majority of the members present at a membership meeting duly called and held, notice of such meeting and a statement of the substance of the proposed Amendments to the Articles of Association and Incorporation having been mailed to all members of the incorporated association at least fifteen days prior to the date of said meeting, the said Amendments being as follows:

Section 1 of the Articles of Association and Incorporation of Forrest County Cooperative (A. A. L.) shall be amended within the body thereof to remove the word "without" preceding capital stock and to insert in its place and stead "with" preceding capital stock.

Section 3 of the said Articles of Association and Incorporation shall be amended to read as follows: The period of existence shall be for not more than 99 years.

The Articles of Association and Incorporation shall be amended by the addition of a Section numbered 7 which shall read as follows: The aggregate

number of shares which the corporation shall have authority to issue is 100,000 of the par value of $100.00 each. The shares of this corporation shall be issued only to, and held by, producers of agricultural products who make use of the services and facilities of the association or agricultural associations, organizations, federations or corporation organized under the Agricultural Association Law of the State of Mississippi and as defined therein. One share shall be issued by the corporation to each qualified entity according to the accrued equity credits upon the books of this corporation as of the date of the adoption and acceptance of this amendment, provided, however, that any such qualified producer attaining an equity credit equal to or greater than the par value of shares of this corporation shall be issued one share upon such qualification. No qualified entity shall be the owner or holder of more than one share at any time and only shareholders shall be entitled to vote in the management of the association. Remaining equity credits upon the books of this corporation, after the initial issuance of shares, may be retired in the sole discretion of the Board of Directors at such time and in the manner as the said Board may deem advisable and in the best interest of the corporation. The equity credits of those not qualified as producers of agricultural products or agricultural associations, organizations, federations or corporations organized under the Agricultural Association Law of the State of Mississippi or who may cease to be producers of agricultural products, agricultural associations, organizations, federations or corporations, may be likewise retired. Any shareholder of this association that shall cease to be eligible to hold shares of the association, or shall die, or shall be dissolved, and if such shares be not promptly transferred to some producer or organization eligible to hold the same, the association shall take up such shares at par value or at the option of the association, at appraised value, such value to be conclusively fixed by the Board of Directors of the association, and the association may pay therefor in cash or by certificates of indebtedness to be thereafter paid from

the income of the association.

WITNESS THE SIGNATURES of the undersigned executive officers of the incorporated association, the same having been duly authorized as by law provided on this the 6th day of December, A. D., 1979.

FORREST COUNTY COOPERATIVE (A. A. L.)

BY: H. Clyde Clark
H. Clyde Clark, President

BY: T. I. Schwierjohn
T. I. Schwierjohn, Secretary

STATE OF MISSISSIPPI

COUNTY OF FORREST

I, Dennis C. Williams Jr. a Notary Public, do hereby certify that on this 6th day of December, 1979, personally appeared before me H. Clyde Clark and T. I. Schwierjohn, who, being by me first duly sworn, declared that they are the President and Secretary, respectively, of the Forrest County Cooperative (A. A. L.), that they executed the foregoing Articles of Amendment as President and Secretary, respectively, of the Forrest County Cooperative (A. A. L.), after having been first duly authorized so to do by a vote of the majority of the members present at a membership meeting duly called and held, and that the statements contained therein are true and correct.

Dennis C. Williams Jr.
NOTARY PUBLIC

My Commission Expires:
August 14, 1982.