BOOK 212 PAGE 1

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

HEALTH & INDUSTRIAL SERVICES OF VAIDEN, 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 January, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF THE HEALTH & INDUSTRIAL SERVICES OF VAIDEN, INC.

WHEREAS, the citizens of the Town of Vaiden and the County of Carroll are in need of obtaining medical and dental care for themselves; and

WHEREAS, the citizens of the Town of Vaiden and the County of Carroll are in need of additional industrial jobs for their economic well being; and

WHEREAS, it is determined by the membership of the Health and Industrial Services of Vaiden, Inc. that it would be to the best interest of all citizens that a non-profit corporation be formed by the Association for the purpose of obtaining said medical help and industrial aid as set out above. The officers of said Association are hereby authorized by the membership of said Association to secure a Charter of Incorporation for a non-profit corporation called the Health and Industrial Services of Vaiden, Inc.

THEREFORE, BE IT RESOLVED, That Tommy C. Thornton, P. O. Box 70, Vaiden, Mississippi 39176; President; and Larry O. Horn, P. O. Box 125, Vaiden, Mississippi 39176, Secretary and Treasurer of said Association, are hereby authorized and empowered by the Association to apply for a Charter of Incorporation for a non-profit corporation called the Health & Industrial Services of Vaiden, Inc.

Tommy C. Thornton

TOMMY C. THORNTON,
PRESIDENT

Larry O. Horn

LARRY O. HORN,
SECRETARY-TREASURER

I do hereby certify that the above and foregoing is a true and correct copy of the Resolution adopted by the membership of the Health & Industrial Services of Vaiden on the 7th day of January, 1981, at a regular meeting authorizing the application for amn-profit corporation.

WITNESS my signature, this 23th day of January, 1981.

Larry O. Horn

LARRY O. HORN,
SECRETARY-TREASURER

Furnished by, Secretary of State, State of Mississippi, Jackson, Miss.

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

THE CHARTER OF INCORPORATION OF

HEALTH AND INDUSTRIAL SERVICES OF VAIDEN

1. The corporation title of said company is: HEALTH & INDUSTRIAL SERVICES OF VAIDEN, 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
Tommy C. Thornton	P. O. Box 70, Hwy. 35,	Vaiden	Mississippi 39176
Dennis E. Welch	104 Greensboro	Vaiden	Mississippi 39176
Larry O. Horn	P. O. Box 125, 326 Court Street	Vaiden	Mississippi 39176

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

3. The domicile is at 104 Greensboro (Street and No.) Vaiden (City) Mississippi 39176 (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. This is a civic improvement society as authorized by Section 79-11-1 of the 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 this Corporation is to aid the governing officials of the Town of Vaiden and the County of Carroll in the securing of adequate medical and dental personnel to meet the health needs of the people of Vaiden and the County of Carroll and to further assist the said officials in the securing of industry in the Town of Vaiden and County of Carroll to improve the livelihoods of the people of said Town and County by the providing of jobs for the said citizens.

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 172 PAGE 5

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: Tommy C. Thornton
Tommy C. Thornton
Dennis E. Welch
Larry O. Horn

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Lowndes

This day personally appeared before me, the undersigned authority Tommy C. Thornton, Dennis E. Welch and Larry O. Horn, Tommy C. Thornton, Dennis E. Welch, Larry O. Horn incorporators of the corporation known as the Vaiden Health & Industrial Services, 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 23rd day of January 1981

Kathy H. Ward

STATE OF MISSISSIPPI
County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the

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

Received at the office of the Secretary of State this the 26th day of Jan
A.D., 19 81, together with the sum of $ 20 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss., January 26th, 1981

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.

Bill Allain
Attorney General

By Richard M Allen
Assistant Attorney General

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

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BOOK 972 PAGE 7

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

LOCAL DEVELOPMENT COMPANY OF SOUTHERN MISSISSIPI, 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 of January, A.D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF THE MEMBERSHIP

STATE OF MISSISSIPPI

FIRST JUDICIAL DISTRICT

HARRISON COUNTY

I, Ms. T. Frances Cuney, Secretary of the Local Development Company of Southern Mississippi, an unincorporated association, do hereby certify that at a duly and regularly called meeting of said organization, held on January 24, 1981, A.D., at the City of Gulfport, First Judicial District of Harrison County, State of Mississippi, the resolutions which follow hereinafter, were unanimously passes and adopted by the members present of said organization, to-wit

Mrs. T. F. Cuney	282 Holcomb Blvd.	Ocean Springs, MS
Mrs. Eddie J. Long	102 Edwards Drive	Gulfport, MS
Thomas J. Long	102 Edwards Drive	Gulfport, MS

WHEREFORE, BE IT RESOLVED, that the aforenamed, all of whom are adult, resident citizens of the city, county and state aforesaid following their names, be and hereby are authorized, empowered and directed to do and perform any and all acts necessary or incidental to accomplish the formation of LOCAL DEVELOPMENT COMPANY OF SOUTHERN MISSISSIPPI,

(hereinafter referred to as LDCSM) incorporated under the provisions of Sections - - of the Mississippi Code of 1972 Annotated as amended, to be named the Local Development Company of Southern Mississippi, Inc. of 102 Edwards Drive, City of Gulfport, State of Mississippi, 39503, mailing address Post Office Box 277, Gulfport, Mississippi 39501, as provided in the Articles Incorporation and as to be provided in the Charter of Incorporation of said organization.

That the purposes for which said corporation is organized under its Charter shall be to promote, stimulate, develop and advance the business prosperity and economic welfare of the State of Mississippi and its citizens; to encourage and assist through loans, investments, or other business transactions, in the location of new business and industry in this state, and to rehabilitate and assist existing business and industry; and so to stimulate and assist in the expansion of all kinds of business activity which will tend to promote business development and maintain economic stability, provide maximum

opportunities for employment, encourage thrift and improve the standard of living of the citizens of this state; similarly, to cooperate and act in conjunction with other organizations, public or private, in the promotion and advancement of industrial, commercial, agricultural and recreational developments; and to provide financing for the promotion, development and conduct of all kinds of business activity in this state, including the obtaining of Certificates of Need for Nursing Homes, the construction, ownership, operation, and leasing of Nursing Homes.

That in furtherance of that purpose hereinabove set forth, and in addition to the powers conferred on a Local Development Company, this LDCSM shall, subject to the restrictions and limitations herein contained, have the following powers:

(a) To elect, appoint and employ officers, agents and employees and to make contracts and incur liabilities for any of the purposes of the corporation.

(b) To borrow money for any of the purposes of the corporation; to issue therefor its bonds, debentures, notes, or other evidences of indebtedness, whether secured or unsecured, and to secure the same by mortgage, pledge, deed of trust, or other lien on its property, franchises, rights and privileges of every kind and nature, or any part thereof, or interest therein, without securing stockholder or member approval.

(c) To make loans and to participate in the making of loans to any person, firm, corporation, joint stock company, partnership, association or trust, and establish and regulate the terms and conditions with respect to any such loans, and the charges for interest and service connected therewith; provided, however, that the corporation shall not approve any application for a loan unless and until the person applying for such loan shall show that he has applied for a loan through ordinary

channels and that the loan has been refused by at least one bank or other financial institution.

(d) To purchase, receive, hold, lease or otherwise acquire, and to sell, convey, transfer, lease, or otherwise dispose of real and personal property, together with such rights and privileges as may be incidental and appurtenant thereto and the use thereof, including, but not restricted to, any real or personal property acquired by the corporation from time to time in the satisfaction of debts or enforcement of obligations.

(e) To acquire the good will, business rights, real and personal property, and other assets, or any part thereof, or interest therein, of persons, firms, corporations, joint stock companies, partnerships, associations or trusts, and to assume, undertake, guarantee, or pay the obligations, debts and liabilities of any such person, firm, corporation, joint stock company, partnership, association or trust; to acquire improved or unimproved real estate and other facilities for the purpose of constructing industrial plants or other business establishments thereon or for the purpose of disposing of such real estate or facilities to others for the construction of industrial plants or other business establishments; and to acquire, construct, or reconstruct, alter, repair, maintain, operate, sell, convey, transfer, lease, and otherwise dispose of industrial plants, business establishments, and other facilities incident thereto.

(f) To acquire, subscribe for, own, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the stock, shares, bonds, debentures, notes or other securities and evidences of interest in, or indebtedness of, any person, firm, corporation, joint stock company, partnership, association or

trust, and while the owner or holder thereof to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(g) To mortgage, pledge, or otherwise encumber any property right or thing of value, acquired pursuant to the powers contained in paragraphs (d), (e), or (f), as security for the payment of any part of the purchase price thereof.

(h) To cooperate with and avail itself of the facilities of the state agricultural and industrial board, and any similar governmental agencies; and to cooperate with and assist, and otherwise encourage, organizations, local or regional, private or public, in the various communities of the state in the promotion, assistance and development of the business prosperity and economic welfare of such communities, or of this state, or of any part thereof.

(i) To do all acts and things necessary or convenient to carry out the powers expressly granted in this chapter.

(j) To be organized on cooperative principles with a minimum of fifteen (15) members;

(k) Be located in one of the following counties: Harrison, Hancock, Hinds, Jackson, Stone, Pearl River, Forrest, Covington, Rankin or Simpson.

WHEREFORE, BE IT FURTHER RESOLVED, that a resolution was unanimously passed by the membership present of said organization as indicated above to accomplish the said incorporation.

Ms. T. Frances Cuney

MS. T. FRANCES CUNEY,
SECRETARY, LDCSM

STATE OF MISSISSIPPI
FIRST JUDICIAL DISTRICT
HARRISON COUNTY

Personally appeared before me, the undersigned authority in and for the Judicial District, County and State above, the within named Ms. T. Frances Cuney, who, being first duly sworn, states on oath and certifies that the above and foregoing Resolution of the Membership is true and correct to the best of her knowledge, information, and belief.

SWORN AND SUBSCRIBED before me this the 26th day of January, 1981.

Ms. T. Frances Cuney
MS. T. FRANCES CUNEY,
SECRETARY, LDCSM

NOTARY PUBLIC

THE CHARTER OF INCORPORATION OF

LOCAL DEVELOPMENT COMPANY OF SOUTHERN MISSISSIPPI

1. The corporation title of said company is: LOCAL DEVELOPMENT COMPANY OF SOUTHERN MISSISSIPPI, INC.
2. The names and post office addresses of the incorporators are:

Mrs. T. F. Cuney	282 Holcomb Blvd.	Ocean Springs, MS
Mrs. Eddie J. Long	102 Edwards Drive	Gulfport, MS
Thomas J. Long	102 Edwards Drive	Gulfport, MS

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

3. The domicile address is 102 Edwards Drive, Gulfport, Mississippi, 39503.
4. This corporation is created, shall operate and is a civic improvement and charitable organization and corporation. This corporation is non-profit and no shares of stock shall be issued.

6. Period of existence shall be perpetual

7. The purposes for which said corporation is organized under its Charter shall be to promote, stimulate, develop and advance the business prosperity and economic welfare of the State of Mississippi and its citizens; to encourage and assist through loans, investments, or other business transactions, in the location of new business and industry in this state; and to rehabilitate and assist existing business and industry; and so to stimulate and assist in the expansion of all kinds of business activity which will tend to promote business development and maintain economic stability, provide maximum opportunities for employment, encourage thrift and improve the standard of living of the citizens of this state; similarly, to cooperate and act in conjunction with other organizations, public or private, in the promotion and advancement of industrial, commercial, agricultural and recreational developments; and to provide financing for the promotion, development and conduct of all kinds of business activity in this state, including the obtaining of Certificates of Need for Nursing Homes, the construction, ownership, operation, and leasing of Nursing Homes. The primary objective of this corporation shall be benefit to the state as measured by increased employment, payroll, business volume and corresponding factors.

The corporation is authorized and empowered to do all things necessary to carry on and accomplish the purpose for

which it is organized and chartered, including authority and power:

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

To borrow and/or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To lend to any person, firm or corporation any of its funds, with security.

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

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

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

The purposes for which the corporation is created, not contrary to law.

shall issued no shares of stock, shall divide no dividends of profits among its members,

8. This corporation/shall not be required to make publication of its charter, 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.

Signatures:

Thomas J. Long
THOMAS J. LONG

Mrs. Eddie J. Long
MRS. EDDIE J. LONG

Mrs. T. F. Cuney
MRS. T. F. CUNEY

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

FIRST JUDICIAL DISTRICT

HARRISON COUNTY

This day personally appeared before me, the undersigned authority, Mr. Thomas J. Long, Mrs. Eddie J. Long, and Mrs. T. F. Cuney, incorporators of the corporation known as LOCAL DEVELOPMENT COMPANY OF SOUTHERN MISSISSIPPI, INC., who acknowledged that they signed and delivered the above

and foregoing Charter of Incorporation as their act and deeds on this the 26th day of January, 1981, A.D.

Thomas Long
MR. THOMAS J. LONG

Mrs. Eddie J. Long
MRS. EDDIE J. LONG

Mrs. T. F. Cuney
MRS. T. F. CUNEY

Incorporators

SWORN TO AND SUBSCRIBED BEFORE ME, this the 26th day of January, 1981.

Kathleen Spearman
NOTARY PUBLIC

Received at the Office of the Secretary of State this the 27th day of January, 1981, A.D., together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE

Jackson, Mississippi
January 27th, 1981 (Date)

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.

BY: Bill Allain
Attorney General

BY: Richard M. Allen
Special Assistant Attorney General

BOOK 272 PAGE 19

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

GREATER BETHLEHEM TEMPLE CHURCH, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 28th day of January, A. D., 1981.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

BOOK 272 PAGE 20

MINUTES OF A MEETING OF GREATER BETHLEHEM TEMPLE CHURCH HELD ON JANUARY 16, 1981

A MEETING OF THE GREATER BETHLEHEM TEMPLE CHURCH, AN ASSOCIATION, WAS HELD AT 1505 ROBINSON STREET, JACKSON, MISSISSIPPI, ON 16th DAY OF JANUARY, 1981, AND THERE WERE PRESENT A MAJORITY OF SAID MEMBERSHIP AT SAID MEETING.

UPON MOTION DULY MADE, SECONDED AND CARRIED, THE FOLLOWING RESOLUTION WAS ADOPTED:

BE IT RESOLVED THAT GREATER BETHLEHEM TEMPLE CHURCH BE INCORPORATED AS A NON-PROFIT CORPORATION UNDER THE LAWS OF THE STATE OF MISSISSIPPI.

BE IT FURTHER RESOLVED THAT THE FOLLOWING ACT AS INCORPORATORS TO MAKE APPLICATION FOR GRANT OF NON-PROFIT CHARTER:

NAME	ADDRESS
Jennie E. Sheriff	221 Northgate Blvd.
Eddie McNeil, Jr.	5547 Delmonico Dr.
Herman Wilson	736 Buena Vista Ave.

BE IT FURTHER RESOLVED THAT SAID INCORPORATORS ARE AUTHORIZED TO DO ALL THINGS NECESSARY TO INCORPORATE GREATER BETHELEHEM TEMPLE CHURCH AS A NON-PROFIT CORPORATION AND TO EXECUTE ANY AND ALL PAPERWRITING NECESSARY TO COMPLETE SAID INCORPORATION, AND TO PAY ALL FEES NECESSARY THEREIN.

THERE BEING NO FURTHER BUSINESS TO COME BEFORE THE MEETING, UPON MOTION DULY MADE, SECONDED AND CARRIED, SAME WAS ADJOURNED.

Linda C. Anderson
SECRETARY

APPROVED:

Phillip Coleman
PRESIDENT

THIS IS TO CERTIFY THAT THE ABOVE IS A TRUE COPY OF THE MINUTES AND RESOLUTION OF SAID MEETING OF GREATER BETHLEHEM TEMPLE CHURCH HELD ON 16 DAY OF JANUARY, 1981, THIS 17 DAY OF JANUARY, 1981.

Linda C. Anderson
SECRETARY

Furnished by, Secretary of State, State of Mississippi, Jackson, Miss.

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

THE CHARTER OF INCORPORATION OF

GREATER BETHLEHEM TEMPLE CHURCH

1. The corporation title of said company is: GREATER BETHLEHEM TEMPLE CHURCH, INC.

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

Name	Street & No.	City	State
GENNIE E. SHERIFF	221 NORTHGATE BLVD.	JACKSON	MISSISSIPPI 39206
EDDIE MCNEIL, JR.	5547 DELMONICO DR.	JACKSON	MISSISSIPPI 39209
HERMAN WILSON	736 BUENA VISTA VE.	JACKSON	MISSISSIPPI 39209

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

3. The domicile is at 1505 ROBINSON STREET (Street and No.) JACKSON (City) MISSISSIPPI 39209 (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 79-11-1, Code of Mississippi of 1972, and amendments thereto.)

THIS CORPORATION IS NON-PROFIT, NO SHARES OF STOCK ARE TO BE ISSUED AND THE ORGANIZATION IS religious.

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 GLORIFY GOD OUR SAVIOUR, EVEN JESUS CHRIST, AND TO CARRY ON RELIGIOUS WORSHIP AND ACTIVITIES AS A CHURCH AND TO DO ALL THINGS NECESSARY TO THE BETTERMENT OF THE BODY OF THE CHURCH AND THE COMMUNITY WHICH IT SERVICES; AND FURTHER TO PURCHASE, SELL AND OTHERWISE DISPOSE OF CHURCH PROPERTY, BOTH REAL AND PERSONAL, WHICH SHALL BE NECESSARY AND PROPER IN CARRYING ON THE ACTIVITIES AND GROWTH OF THE CHURCH AND ITS RELATED ACTIVITIES.

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 272 PAGE 22

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: Gennie E. Sheriff
GENNIE E. SHERIFF
Eddie McNeil, Jr.
EDDIE MCNEIL, JR.
Herman Wilson
HERMAN WILSON

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of HINDS

This day personally appeared before me, the undersigned authority GENNIE E. SHERIFF, EDDIE MCNEIL, JR., HERMAN WILSON

incorporators of the corporation known as the GREATER BETHLEHEM TEMPLE CHURCH, 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 27 day of JANUARY, 1981

My Com. Ex: 1-15-83 Catherine W. Lee
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 January A.D., 19 81, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss., January 28, 1981

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.

Bill Allain
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 272 PAGE 23

State of Mississippi

Office of Secretary of State

Jackson

I, EDWIN LLOYD PITTMAN, Secretary of State of the State of Mississippi, do hereby certify that the Appointment of Registered Agent of:

GOLDEN TRIANGLE RAILROAD

hereto attached was, pursuant to the provisions of the Laws of the State of Mississippi, filed in my office this the 22nd day of January, 1980, and recorded in this office in Record of Incorporations Photostat Book No. 272, at pages 23-24.

Given under my hand and Seal of office hereunto affixed this 22nd day of January, 1981

Edwin Lloyd Pittman

Secretary of State.

[illegible] 75434

BOOK 272 PAGE 24

FILED
JAN 22 19 80
Edwin Lloyd Pittman
SECRETARY
OF STATE

CERTIFIED COPY OF

APPOINTMENT OF REGISTERED AGENT

THIS IS TO CERTIFY, That ~~at a meeting of~~ the Board of Directors of GOLDEN TRIANGLE RAILROAD by unanimous consent action effective

~~properly convened and held~~ on the 20th day of November, 19 80, the following resolution was duly adopted:

"RESOLVED, that The Prentice-Hall Corporation System, Inc. (Name of registered agent), 1700 Deposit Guaranty Plaza, P.O. Box 22567 (Street Address), Jackson (City), Mississippi 39205 (Zip Code); be and ~~he~~ (it) hereby is designated and appointed registered 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 registered agents, if any, be and the same are hereby revoked."

That the address of its present registered office is 1700 Deposit Guaranty Plaza, P.O. Box 22567 (Street Address), Jackson (City), Mississippi 39205 (Zip Code); and that address of its registered office and the address of the business office of its registered agent, will be identical.

WITNESS my signature, and the Seal of said Company, at Federal Way, Washington, this the 12th day of January A.D., 19 81

Secretary
Alan P. Vandevert

(Impress Seal Here)

ACCEPTANCE BY AGENT

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

Dated at Jackson, Mississippi, the 22 day of January 1981

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
By:
Asst. Vice President

The filing fee is the sum of $5.00.

C-6

BOOK 272 PAGE 25

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MILLER'S DAY CARE CENTER, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 23rd day of January, A.D., 1981.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

BOOK 272 PAGE 26

RESOLUTION OF MILLER'S DAY CARE CENTER
AN UNINCORPORATED ASSOCIATION, TO INCORPORATE
DESIGNATING THE INCORPORATORS

Be it resolved by the members of Miller's Day Care Center, an unincorporated association of individuals, that it is the best interest of this association that it be forthwith incorporated as a non-profit corporation under the law of the State of Mississippi applicable thereto and that Aleacie Miller, Virginia Miller, Catherine Miller and Stephen Miller, Jr. are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named MILLER'S DAY CARE 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 expenditures of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Ms. Virginia Miller, do hereby certify that I am duly elected, qualified and acting secretary of the above named unincorporated association of individuals, and the foregoing is a true and correct copy of a Resolution duly adopted at a meeting therefor held on the 31st day of December, 1980, 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 6 day of January, 1981.

Ms. Virginia Miller
MS. VIRGINIA MILLER

THE CHARTER OF INCORPORATION

OF

MILLER'S DAY CARE CENTER, INC.

1. The Corporate Title of said corporation is: Miller's Day Care Center, Inc.

2. The names of the incorporators:

NAME	STREET & NO.	CITY	STATE
Mrs. Aleacie Miller	5542 Deckard Dr.	Jackson,	Ms. 39209
Ms. Virginia Miller	111 N. Prentiss St. Apartment #207	Jackson,	Ms. 39209
Ms. Catherine Miller	1125 Raymond Road Apartment 5-G	Jackson,	Ms. 39204
Stephen Miller, Jr.	5542 Deckard Dr.	Jackson,	Ms. 39209

All incorporators are adult resident citizens of Mississippi.

3. The initial domicile is 1643 Peach Place, Jackson, Mississippi, 39209, and the agent for service of process is Mrs. Aleacie Miller.

4. This corporation shall be a non-share, non-profit day care center for young children; shall issue no shares of stock; shall divide no dividend or profit among its members; each member shall be vested with the right to one vote in the election of all officers; the loss of membership by death or otherwise shall be the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors. It is a civic improvement corporation.

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 corporation being incorporated are:

   A. To maintain a day care school center for young children of working parents of Jackson, Hinds County, Mississippi Community;

   B. To offer a program of education to the young children of said Community;

   C. To conduct a program of training, development, care and protection of young children in said Community.

7. 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 in furtherance of the purposes set forth in Section 6C 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 (or the corresponding provisions 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).

Notwithstanding any other provisions of these Articles this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

8. Upon the dissolution of the Corporation, the Board of Directors and/or Trustees shall, after paying or making provisions for the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Chancery of the County in which the principle 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.

WITNESS THE SIGNATURES of the Incorporators, this, the 6 day of January, 1981.

Mrs. Aleacie Miller
MRS. ALEACIE MILLER

Ms. Virginia Miller
MS. VIRGINIA MILLER

Ms. Catherine Miller
MS. CATHERINE MILLER

Stephen Miller Jr.
STEPHEN MILLER, JR.

STATE OF MISSISSIPPI
COUNTY OF HINDS

Personally appeared before me, the undersigned authority,

MRS. ALEACIE MILLER, MS. VIRGINIA MILLER, MS. CATHERINE MILLER AND STEPHEN MILLER, JR., who, as incorporatiors of the Corporation known as MILLER'S DAY CARE CENTER, INC., acknowledged that they signed and executed the above and foregoing Articles of Incorporation as their act and deed, on this, the __ day of _____, 1981.

_____
NOTARY PUBLIC

MY COMMISSION EXPIRES:

_____

30

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

A. D., 19 81, together with the sum of $ 25.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

January 20th, 1981

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.

Bill Allain
ATTORNEY GENERAL.

By Richard M. Allen
Special Assistant Attorney General.

CM

BOOK 272 PAGE 31

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

LAKE HILLSDALE VOLUNTEER FIRE DEPARTMENT, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 23rd day of January, A.D., 1981.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

32

RESOLUTION OF LAKE HILLSDALE VOLUNTEER FIRE DEPARTMENT
An Unincorporated Association, To Incorporate, Designating the incorporators, The name of the proposed corporation and authorizing the expenditure of the funds of the association necessary to do so.

Be it resolved by the members of LAKE HILLSDALE VOLUNTEER FIRE DEPT. 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 A. J. TURNER, C. A. LOTT and ~~JACOB H. YOKERS~~ LISA LEE are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named LAKE HILLSDALE VOLUNTEER FIRE DEPARTMENT, 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, ~~JACOB H. YOKERS~~ LISA 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 true and correct copy of a Resolution duly adopted at a meeting thereof held on the 6th day of December, 1980, at LAKE HILLSDALE at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 9th day of January, 1981.

Secretary Jacob H. Jones
Lisa Lee

Furnished by, Secretary of State, State of Mississippi, Jackson, Miss.

33

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: LAKE HILLSDALE VOLUNTEER FIRE DEPARTMENT, INC.

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

Name	Street & No.	City	State
A. J. TURNER	ROUTE 3, BOX 221	LUMBERTON	MISSISSIPPI
C. A. LOTT (Lake Hillsdale)	POST OFFICE BOX 542	POPLARVILLE	MISSISSIPPI
~~JACOB H. YOKERS~~	~~POST OFFICE BOX 544~~	~~POPLARVILLE~~	~~MISSISSIPPI~~
LISA LEE	133 WOODLAND DRIVE WOLF RIVER RANCH	LUMBERTON	MISSISSIPPI

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

3. The domicile is at ROUTE 3 (Street and No.) LUMBERTON (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.)

This Corporation is Non-Profit and no stock shall be issued. It is to be a Volunteer Fire Department. It is a fire company.

5. Period of existence shall be perpetual.

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

The purpose of the Corporation is to provide fire protection services to residents of Lake Hillsdale and the surrounding 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 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.

BOOK 272 PAGE 34

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: A. J. Turner

A. J. TURNER

C. A. Lott

C. A. LOTT

Jacob H. Yokers Lisa Lee

~~JACOB H. YOKERS~~ LISA LEE

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of PEARL RIVER

This day personally appeared before me, the undersigned authority A. J. TURNER, C. A. LOTT, ~~JACOB H. YOKERS~~, LISA LEE, _____, _____, _____

incorporators of the corporation known as the LAKE HILLSDALE VOLUNTEER FIRE DEPARTMENT, 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 _____

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 16th day of January A.D., 19 71, together with the sum of $ 25.00 deposited to cover the recording fee and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman

Secretary of State

Jackson, Miss., January 20th, 19 71

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.

Bill Allain

Attorney General

By Richard W. Allen

Special Assistant Attorney General

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

BOOK 272 PAGE 35

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

JACKSON POLICE DEPARTMENT
JUVENILE DELINQUENCY PROGRAM, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 23rd day of January, A.D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

BOOK 572 PAGE 36

CERTIFIED RESOLUTION

I, W. DAVID WATKINS, Secretary of JACKSON POLICE DEPARTMENT JUVENILE DELINQUENCY PROGRAM , an unincorporated nonprofit organization, do hereby certify that the following Resolution was unanimously adopted by the entire membership of the organization on December 21, 1980:

> RESOLVED, that W. David Watkins Walter S. Weems and Kay Waller (all adult resident citizens of the State of Mississippi) are authorized, empowered and directed to do and to perform any and all acts and things necessary to accomplish the incorporation of Jackson Police Department Juvenile Delinquency Program, as a nonprofit, no share, Mississippi 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 Jackson Police Department Juvenile Delinquency Program, Inc. The 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 13th day of January, 1981.

W. David Watkins, Secretary

THE CHARTER OF INCORPORATION

OF

JACKSON POLICE DEPARTMENT
JUVENILE DELINQUENCY PROGRAM

1. Title. The corporate title of the Company is JACKSON POLICE DEPARTMENT JUVENILE DELINQUENCY PROGRAM, INC.

2. Incorporators. The names of the incorporators are:

NAMES	ADDRESSES
W. David Watkins	1400 First National Bank Building Jackson, Mississippi 39201
Walter S. Weems	1400 First National Bank Building Jackson, Mississippi 39201
Kay Waller	1400 First National Bank Building Jackson, Mississippi 39201

All of the incorporators are adult resident citizens of the State of Mississippi. A certified copy of a resolution of Jackson Police Department Juvenile Delinquency Program, Inc. is attached hereto and made a part hereof. This resolution authorizes, directs and empowers the incorporators to make application for the grant of the Charter of Jackson Police Department Juvenile Delinquency Program, Inc.

3. Domicile. The domicile of the corporation is Suite 1400 First National Bank Building, 248 East Capitol Street, Jackson, Mississippi 39201.

4. Nature of Corporation. The corporation is a non-profit, charitable and civic improvement corporation. No shares of stock shall be issued.

5. Duration. The period of existence of the corporation shall be perpetual.

6. Purposes and Powers. The purposes for which the corporation is created, not contrary to law, including a statement of the rights and powers that are to be exercised by the corporation, which rights and powers are limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated and are further subject to the condition that no power or authority shall be exercised by the

corporation in any manner or for any purpose whatsoever which may not be exercised by an organization which is tax exempt or by an organization donations to which are deductible from taxable income to the extent allowed by the provisions of the Internal Revenue Code and other applicable legislation and regulations as they now exist or may hereafter be amended, are, subject to the foregoing, as follows:

(a) Exclusively for charitable, civic improvement, physical fitness, and for educational purposes, to develop and assist in the development of juveniles, to promote and further excellence in competitive sports of all types, to sponsor, organize and develop teams and to promote competition among various organizations with similar goals; to further the development of physical fitness and moral character in the youth of Mississippi; to affiliate with any organization of similar nature designed to promote public programs for the development of youth; to promote, create, own and operate, not for profit, either alone or in conjunction with other agencies, such athletic facilities, equipment, and property as may be needed for the promotion of its activities and programs and for the administration of its activities and programs and for related purposes.

(b) To receive, solicit, accept and hold, administer, invest, and disburse any and every kind of property, including but not limited to, cash, bonds, stock certificates, real property, life insurance policies, and personal property of every nature, for these purposes, either generally, or, upon request of donors, for specific purposes or activities approved by the corporation; however, no gift, money or property of any kind shall be received or accepted if conditioned or limited in a manner which would require disposition of income or principal to any persons or organizations in any manner or form that would jeopardize the federal income tax exemption of this corporation granted under Sec. 501(a) to an organization described under Sec. 501(c)(3) of the Internal Revenue Code of 1954, as now in force or its then effective counterpart.

(c) The corporation shall apply the funds at such time or times, in such manner, and in such amounts as it may determine, or as may be required by restricted donations, to the uses and purposes set forth in subparagraph (a), or it may make contributions to other charitable organizations to be used within the United States or any of its possessions. For this purpose, the term "charitable organizations" shall mean a corporation, trust, or community chest, fund, or foundation, created and organized in the United States or in any possession thereof, or under the law of the United States, or any state or territory, or the District of Columbia, or any possession of the United States, which is tax exempt and may receive donations which are deductible from taxable income, organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on progaganda, or otherwise attempting to influence legislation, and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(d) To receive, collect and receipt for the income, profits, rents, and proceeds of the funds.

(e) To purchase, subscribe for, retain, invest and reinvest in securities or other property wherever situated, and whether or not productive or of a wasting nature, and without any requirement for diversification as to kind or amount. The words "securities or other property" shall be deemed to include real or personal property, stocks, common or preferred, or any other interest in any corporation, association, investment trust or investment company, common trust fund, bonds, notes, debentures, or other evidences of indebtedness or ownership, secured or unsecured, although some or all of the property so acquired or retained is of a kind or size which but for this express authori-

zation would not be considered proper and although all funds are invested in the securities of one company; provided, however, no investment of the assets shall be made in such a manner as to violate applicable restrictive provisions of the Internal Revenue Code of 1954, as now in force or as afterwards amended.

(f) To sell for cash or on credit, convert, redeem, exchange for other securities or other property, or otherwise dispose of any securities or other property at any time held by it.

(g) To alter, repair, improve, erect buildings upon, demolish, manage, partition, mortgage, lease, exchange, grant options to lease or to buy, and sell or dispose of real property at public or private sale, and upon the conditions and terms as it may deem advisable.

(h) To pay all administration expenses of this corporation and any taxes imposed upon it, and to settle, compromise, or submit to arbitration, any claims, mortgages, debts or damages due or owing to or from this corporation; to commence or defend suits or legal proceedings.

(i) To exercise any conversion privilege or subscription right available in connection with any securities or other property at any time; to consent to the reorganization, consolidation, merger, or readjustment of the finances of any corporation, company, or association or to the sale, mortgage, pledge, or lease of the property of any corporation, company, or association, any of the securities of which may at any time be held by the corporation and to do any act with reference thereto, including the exercise of options, the making of agreements or subscriptions, and the payment of expenses, assessments, or subscriptions, which may be deemed necessary or advisable in connection therewith, and to hold and retain any securities or other property which it may so acquire.

(j) To vote personally, or by general or limited proxy, any shares of stock which may be held by it at any time, and similarly to exercise personally, or by general or by limited

power of attorney, any right appurtenant to any securities or other property held by it at any time.

(k) To borrow money in amounts and upon terms and conditions as shall be deemed advisable or proper to carry out the purpose of this corporation and to pledge any securities or other property for the repayment of any loan.

(l) To hold part or all of the funds invested.

(m) To employ suitable accountants, agents, counsel and custodians and to pay their reasonable expenses and compensation.

(n) To register any securities held by it hereunder in its name, or, to the extent permitted by law, in the name of a nominee with or without the addition of words indicating that the securities are held in a fiduciary capacity and to hold any securities unregistered or in bearer form.

(o) To make, execute and deliver all instruments necessary or proper for the accomplishment of these purposes or of any of the foregoing powers, including deeds, bills of sale, transfers, leases, mortgages, security agreements, assignments, conveyances, contracts, purchase agreements, waivers, releases and settlements.

(p) To purchase and maintain liability insurance to protect the corporate assets against any and all claims, whether ex contractu or ex delicto; and further, to purchase and maintain, to the extent permitted by law, insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation against any liability asserted against him and incurred by him in that capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against the liability under law.

(q) To elect officers and directors, 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.

(r) No principal or income, however, shall be loaned, directly or indirectly, to any firm, person or corporation who

has at any time made a contribution to this corporation, nor to anyone except on the basis of an adequate interest charge and with adequate security; provided, however, that the foregoing prohibition shall not be construed to limit the power of the corporation to make loans in furtherance of the purposes set forth in subparagraph (a) above.

(s) All of the assets of the corporation shall be dedicated to its stated purposes. No part of the trust fund shall inure to the benefit of or be distributable to its members, directors, officers or other private person, and no part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in or interviewing in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision hereof, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax exempt or by an organization donations to which are deductible from taxable income to the extent allowed by the provisions of the Internal Revenue Code and other applicable legislation and regulations as they now exist or may hereafter be amended.

7. Limitation of Purposes. Any other provisions of this instrument notwithstanding, the corporation shall distribute its income from each taxable year at the time and in the manner as not to become subject to the tax on undistributed income imposed by Sec. 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Any other provisions of this instrument notwithstanding, the corporation shall not engage in any act of self-dealing as defined in Sec. 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws; nor retain any excess business holdings as defined in Sec. 4943(C) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws; nor make any

investments in a manner as to incur tax liability under Sec. 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Sec. 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

8. Dissolution. Upon dissolution of the corporation, the corporation shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all of its assets to an organization or organizations exempt from federal income tax under Sec. 501(a) and described under Sec. 501(c)(3) of the Internal Revenue Code of 1954, or its then effective counterpart, for the purposes and objectives set forth in this charter, which organization or organizations shall be selected by the Board of Directors at that time.

9. Board of Directors. The number of directors constituting the initial Board of Directors of the corporation is three (3) and the names and addresses of the persons who are to serve as the initial directors are:

NAMES	ADDRESSES
George Mackell Brantley, Jr.	365 West Northside Drive Apartment 3-B Jackson, Mississippi 39206
William Harold Bounds	1318 Plantation Boulevard Jackson, Mississippi 39211
Mike Barber	6300 Old Canton Road No. 1-106 Jackson, Mississippi 39211

No director or officer shall be liable or answerable for loss in investments made in good faith. No director or officer shall be liable for the acts or omissions of any other officer or director, or of any accountant, agent, counsel or custodian selected with reasonable care.

10. Membership. The persons who will be members of the corporation shall be defined in the bylaws.

11. Amendment of Charter. This charter may be amended or modified from time to time by the then members whenever necessary or advisable for the more convenient or efficient

administration of the corporation or to enable the corporation to carry out its purposes more effectively, but no amendment or modification shall alter the purpose that this corporation be operated for purposes set forth in paragraph 6(a) hereinabove, within the United States or any of its possessions, or in a manner which shall make this corporation ineligible for tax exemption and the denations to it deductible from income to the extent allowed by the provisions of the Internal Revenue Code and other applicable legislation and regulations as they now exist or as they may hereafter be amended. Every amendment or modification of this agreement shall be made in writing, shall be signed by a majority of the then directors, and shall be adopted and approved by the membership in accordance with Mississippi law. Amendments or modifications may be made in order that this corporation shall continue to be tax exempt and an organization donations to which are deductible from income to the extent allowed or required by the provisions of the Internal Revenue Code and other applicable legislation and regulations as they now exist or may hereafter be amended.

12. Mississippi Requirements. 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 the members of the corporation, shall vest in each member the right to one vote in the election of all officers as provided in the bylaws, shall make the loss of membership by death or otherwise the termination of all interests of such members in the corporate assets, shall make expulsion the only remedy for nonpayment of dues, 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.

EXECUTED this 13th day of January, 1981.

W. David Watkins

Walter S. Weems

Kay Waller

I N C O R P O R A T O R S

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction, W. DAVID WATKINS, WALTER S. WEEMS, and KAY WALLER, the three incorporators of the corporation known as Jackson Police Department Juvenile Delinquency Program, Inc., who acknowledged that they signed and executed the above and foregoing Charter of Incorporation as their act and deed on this the 13th day of January, 1981.

GIVEN under my hand and official seal, this the 13th day of January, 1981.

Anne McCulloch
NOTARY PUBLIC

My Commission Expires:

My Commission Expires October 5, 1983.

BOOK 172 PAGE 45

Received at the office of the Secretary of State, this the 26th day of January

A. D., 1981, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

January 23, 1981

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.

Bill Allain
ATTORNEY GENERAL.

By Richard M. Allen
Special Assistant Attorney General.

C-54

BOOK 272 PAGE 47

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

HOUSE OF DELIVERANCE, 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 23rd day of January, A.D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

There came on for consideration of the matter of incorporation as a non profit corporation the Church and the Missions.

Motion was made and seconded that the church be incorporated under the laws of the State of Mississippi as a non profit corporation and that Rev. Junior Bailey, Katty F. Bailey and Jack Fairley, all of whom as adult resident citizens of Mississippi, apply for a non profit charter with the Secretary of State, State of Mississippi, under the name of House of Deliverance, Inc.

Motion was adopted, the 17th day of August, 1980.

CERTIFICATE

This is to certify that the above and foregoing is a part of the minutes of the House of Delverance minutes, and was duly adopted at a regular business meeting.

WITNESS MY SIGNATURE, this the 18th day of August, 1980.

Mrs. Kattie F. Bailey
SECRETARY

BOOK 512 PAGE 49

Furnished by, Secretary of State, State of Mississippi, Jackson, Miss.

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

THE CHARTER OF INCORPORATION OF

HOUSE OF DELIVERANCE

1. The corporation title of said company is: House of Deliverance, Inc.

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

Name	Street & No.	City	State
Rev. Junior Bailey	Hwy. 613	Lucedale,	Mississippi
Kattie F. Bailey	Hwy. 613	Lucedale,	Mississippi
Jack Fairley	Rt. 2, Box 725A	Lucedale,	Mississippi

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

3. The domicile is at Hwy 613 (Street and No.) Lucedale, Mississippi (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 organization is a religious 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:

To propagate the Gospel of Jesus Christ of Nazareth through Missionary Evangelists.

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 272 PAGE 50

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 Junior Bailey
Rev. Junior Bailey
Kattie F. Bailey
Kattie F. Bailey
Jack Fairley
Jack Fairley

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI }
County of GEORGE }

This day personally appeared before me, the undersigned authority Rev. Junior Bailey, Kattie Bailey, Jack Fairley, _____, _____, _____, _____, _____, _____, incorporators of the corporation known as the House of Delverance, 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 13th day of October, 1980

Emily D. McNair Notary Public
My Commission Expires [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 16th day of January A.D., 1981, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss., January 20, 1981

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.

Bill Allain
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 272 PAGE 51

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

GREATER HATTIESBURG, MISSISSIPPI CHAPTER OF THE NATIONAL ASSOCIATION OF WOMEN IN CONSTRUCTION, 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 23rd day of January, A.D., 1981.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

Book 212 Page 52

RESOLUTION OF GREATER HATTIESBURG, MISSISSIPPI CHAPTER OF THE NATIONAL ASSOCIATION OF WOMEN IN CONSTRUCTION

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 Greater Hattiesburg, Mississippi Chapter of the National Association of Women in Construction 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 Beverly L. Grice, Teressa Johnson, Tara Nettles, S. Cookie Prout, Nancy Beckemeyer, Rita Hailey, ~~Janet Walker~~ & Peggy Robertson are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Greater Hattiesburg, Mississippi Chapter of the National Association of Women in Construction, 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, ~~Tara Nettles~~, 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 14 day of October, 1980, at Hattiesburg, 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 14 day of October, 1980.

Secretary Tara Nettles

Furnished by, Secretary of State, State of Mississippi, Jackson, Miss.

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

THE CHARTER OF INCORPORATION OF

GREATER HATTIESBURG, MISSISSIPPI CHAPTER OF THE NATIONAL ASSOCIATION OF WOMEN IN CONSTRUCTIO

1. The corporation title of said company is: Greater Hattiesburg, Mississippi Chapter of the National Association of Women in Construction, 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
Beverly L. Grice	711 Hardy Street	Hattiesburg	Miss. 39401
Teressa Johnson	Highway 98 West	Hattiesburg,	Miss. 39401
Tara Nettles	1120 Gulf Drive	Hattiesburg	Miss. 39401
S. Cookie Prout	Highway 98 West	Hattiesburg	Miss. 39401
Nancy Beckemeyer	1204 Adeline Street	Hattiesburg	Miss. 39401
Rita Hailey	111 S. 23rd Ave., Apt. 26	Hattiesburg	Miss. 39401
Janet Walker	110 Wellington Circle	Hattiesburg	Miss. 39401
Peggy Robertson	204 Green Street	Hattiesburg	Miss. 39401

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

3. The domicile is at 711 Hardy Street (Street and No.) Hattiesburg (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 corporation and no shares of stock shall be issued. The type of organization as authorized by statute is a National Construction and fraternal organization composed of women actively employed in the construction industry in the State of Mississippi, the United States of America and Canada.

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 for the following purposes:

1. To unite for their mutual benefit women who are actively employed in the various phases of the Construction Industry.

2. To encourage cooperation and a better understanding between them;

3. To promote fellowship and good will among members of the organization;

4. To promote education and service to the Construction Industry;

5. To engage in all activities necessary, useful, or expedient to carry out the foregoing purposes, and to have any and all powers permitted by the Mississippi Non-Profit Corporation Act.

The Corporation is one which does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes and not part of any net earnings thereof shall inure to the benefit of any member or other individual except that the corporation shall be authorized and empowed to pay reasonable compensation for services rendered and to make payment and distribution in furtherance of the purposes set forth in paragraph 1 hereof.

No substantial part of the activities of the corporation shall be the carrying on the propaganda or otherwise attempting to influence legislation and the corporation shall not participate in any political campaign on behalf of any candidate for public office. This corporation shall not, except to and in a substantial degree, engage in any activity or exercise any powers that are not in furtherance of the purpose of this corporation.

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

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

Signatures: Beverly L. Grice
Beverly L. Grice
Teressa Johnson
Teressa Johnson
Tara Nettles
Tara Nettles
S. Cookie Prout
S. Cookie Prout
Nancy Beckemeyer
Nancy Beckemeyer
Rita Hailey
Rita Hailey Incorporators

Janet Walker
Janet Walker
Peggy Robertson
Peggy Robertson

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Lamar

This day personally appeared before me, the undersigned authority Beverly L. Grice, Teressa Johnson, Tara Nettles, S. Cookie Prout, Nancy Beckemeyer, Rita Hailey, Janet Walker, Peggy Robertson, incorporators of the corporation known as the Greater Hattiesburg, Mississippi Chapter of the National Association of Women in Construction, 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 October, 1980

My Commission Expires: 4-20-83
James A. Cook
Notary Public

STATE OF MISSISSIPPI
County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the

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

Received at the office of the Secretary of State this the 12th day of January A.D., 19 81, together with the sum of $ 26.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss., January 15th, 1981

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.

Bill Allain
Attorney General

By Richard W. Allen
Special Assistant Attorney General

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

[illegible] 55

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

FREESTATE 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 23rd day of January, A.D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

BOOK 172 PAGE 56

RESOLUTION OF MEMBERS

OF

FREESTATE HUNTING CLUB

The following resolution was duly passed by the members of Freestate Hunting Club on November 14, 1980, to wit:

"BE IT RESOLVED that Michael G. Walley, Roy T. Walley, Jr., and B. E. McCardle be and they are hereby authorized, empowered and directed to make application to the Secretary of State of the State of Mississippi for a Charter of Incorporation of this association, said corporation to be known as Freestate Hunting Club, Inc.

"Said parties so named are hereby granted full and complete power to do all and everything necessary, suitable and proper to effectuate the incorporation of this assocation under the name aforesaid which organization has heretofore conducted its business as an unincorporated association of individuals."

I, B. E. McCardle, the duly qualified and acting Secretary of Freestate Hunting Club,, an unincorporated association, do hereby certify that the above and foregoing is a true and correct copy of a resolution passed by the members of the association at a meeting duly held on November 14, 1980, according to the records of said association, of which I am the official custodian.

WITNESS MY SIGNATURE on this, the 14th day of November, 1980.

B. E. McCardle Jr.

B. E. McCARDLE

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

FREESTATE HUNTING CLUB

1. The corporation title of said company is:

   FREESTATE HUNTING 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 G. Walley	Route 6	Laurel,	Mississippi 39440
Roy T. Walley	Route 8, Box 288	Laurel,	Mississippi 39440
B. E. McCardle	16 MarRee Drive	Laurel,	Mississippi 39440

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

3. The domicile is at M & M Bank Building, Highway 15 North, Sandersville, MS
   (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 is a non-profit corporation having no shares of capital stock and is being organized as a sportsman's club devoted to the hunting of wild game, including, but not limited to, deer, squirrel, rabbit and turkey. This is a fraternal organization and a civic improvement of society devoted to conservation and recreation.

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:

   SEE NEXT PAGE

BOOK 102 PAGE 58

1. The purpose of this corporation is to engage for sporting purposes in the hunting of wild game, including, but not limited to, deer, squirrel, rabbit, turkey, fox and any and all other wild game permissible under the laws and rules and regulations of the State of Mississippi and to do any and all things necessary and incidental to the accomplishment of the above stated purpose, and to exercise the following rights and powers as hereinafter stated.

2. To promote game management and thus provide better hunting for its members.

3. To pool the resoureces of its members and thus provide better hunting by improvement of hunting skills and promote safety in the use of firearms and other weapons.

4. To provide pleasure, recreation, and sportsmanship for its members.

5. To cooperate with the agencies of the State of Mississippi in enforcing fishing and game laws and conservation and game and fish management.

6. To promote fellowship and social contacts among its members.

7. To purchase, own, rent, lease or otherwise acquire and to sell, lease, rent, exchange, pledge, mortgage or otherwise dispose of real estate and personal property and any interest therein, reasonably necessary or useful for the operation of such corporation, as may lawfully be acquired or held for corporate purposes under the laws of the State of Mississippi.

8. To sue and be sued and prosecute and be prosecuted to judgment and satisfaction any lawful claim before any court, to have a corporate seal, to contract and be contracted within the limits of its corporate powers, to elect all necessary officers and prescribe the duties, salaries of same, if any, and tenure of officers, and to borrow money and secure the payment of the same by mortgage or otherwise.

9. To have a constitution and by-laws for the purposes of regulating the activites of the members of the corporation in carrying out the corporation purposes.

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.

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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: Michael G. Walley
MICHAEL G. WALLEY

Roy T Walley
ROY T. WALLEY

B. E. McCardle Jr.
B. E. McCARDLE

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of JONES

This day personally appeared before me, the undersigned authority Michael G. Walley, Roy T. Walley, B. E. McCardle, _____, _____, _____, incorporators of the corporation known as the Freestate Hunting 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 16th day of January, 1980.

My Commission Expires Sept. 5, 1982

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 16th day of January A.D., 1981, together with the sum of $ 25.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss., January 20, 1981

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.

Bill Allain
Attorney General

By Lydia M. Allen
Special Assistant Attorney General

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

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State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

BOBBY SHURDEN MINISTRIES, 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 23rd day of January, A.D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF Bobby Shurden Ministries

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 Bobby Shurden Ministries 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 William G. Russell Sr., William G. Russell Jr., & Harriette Russell are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Bobby Shurden Ministries, 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, Peggy S. Shurden 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 20th day of January, 1981, at Rt. 1, Box 47, Drew, Ms. 38737, Sunflower County at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 20th day of January, 1981.

Secretary Peggy S. Shurden

BOOK 272 PAGE 62

THE CHARTER OF INCORPORATION OF
BOBBY SHURDEN MINISTRIES

ARTICLE I.

The name of the corporation shall be BOBBY SHURDEN MINISTRIES, INCORPORATED.

ARTICLE II.

The names, street addresses, and route addresses of the incorporators are:

William G. Russell, Sr.
340 Stacy Street
Drew, Mississippi

William G. Russell, Jr.
Rt. 1, Box 47
Drew, Mississippi

Harvetta Russell
Rt. 1, Box 47
Drew, Mississippi

Each of the above incorporators is an adult resident of the State of Mississippi.

ARTICLE III.

The domicile of the corporation in this State is 139 South Church Street, P.O. Box 264, Drew, Mississippi.

ARTICLE IV.

The corporation is non-profit,and no shares of stock shall be issued. The corporation is a religious Society.

ARTICLE V.

The period of existence for this corporation shall be perpetual.

ARTICLE VI.

The nature of the business of the corporation and the objects and purposes for which it is formed are:

(1) To spread the Gospel Message throughout the state, nation, and to the uttermost parts of the world in revivals, retreats, concerts, conferences, Bible Studies, and any other channels obtainable through singing, preaching,

teaching, personal witnessing, recordings, radio, television, video tapes, or any other media and means made available in order to take full advantage of every available tool to spread this message.

(2) 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).

(3) To buy, lease, own or hold such property and equipment necessary to carry out the mission of the corporation and to exercise all privileges of ownership in and to all real and personal property so held.

(4) To borrow from any source such funds as may be necessary to effectively carry out the mission of the corporation without limitation as to any of its property as security therefor in any manner permitted by law.

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

(6) The foregoing shall be construed both as objects and powers, and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the State of Mississippi, all of which are hereby expressly claimed.

ARTICLE VII.

This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members,

shall vest in each member the right of 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 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.

ARTICLE VIII.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax on 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future Internal Revenue Law.

ARTICLE IX.

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

WITNESS the signatures of the undersigned, on this the 14 day of January, 1981.

William G. Russell Sr.
William G. Russell, Sr.

William G. Russell Jr.
William G. Russell. Jr.

Harvetta Russell
Harvetta Russell

STATE OF MISSISSIPPI

COUNTY OF SUNFLOWER

This day personally appeared before me, the undersigned authority, William G. Russell, Sr., an Incorporator of the corporation known as BOBBY SHURDEN MINISTRIES, INCORPORATED, who acknowledged that he signed and executed the above and foregoing Articles of Incorporation as his own act and deed on this the 14 day of January, 1981.

SUNFLOWER COUNTY, MISS. CLERK

Thomas O Wilson
NOTARY PUBLIC

My Commission Expires:

_____

BOOK 272 PAGE 66

STATE OF MISSISSIPPI

COUNTY OF SUNFLOWER

This day personally appeared before me, the undersigned authority, William G. Russell, Jr., an Incorporator of the corporation known as BOBBY SHURDEN MINISTRIES, INCORPORATED, who acknowledged that he signed and executed the above and foregoing Articles of Incorporation as his own act and deed on this 14 day of January, 1981.

Thomas O Wilson
NOTARY PUBLIC

My Commission Expires:

_____

STATE OF MISSISSIPPI

COUNTY OF SUNFLOWER

This day personally appeared before me, the undersigned authority, Harvetta Russell, an Incorporator of the corporation known as BOBBY SHURDEN MINISTRIES, INCORPORATED, who acknowledged that she signed and executed the above and foregoing Articles of Incorporation as her own act and deed on this 14 day of January, 1981.

Thomas O Wilson
NOTARY PUBLIC

My Commission Expires:

_____

BOOK 212 PAGE 67

Received at the office of the Secretary of State, this the 21st day of January

A. D., 1981, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

January 23, 1981

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.

Bill Allain
ATTORNEY GENERAL.

By Richard M. Allen
Special Assistant Attorney General.

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State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MISSISSIPPI STATE FEDERATION OF COLORED WOMEN'S CLUB HOUSING FOR THE ELDERLY IN HATTIESBURG, 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 23rd day of January, A.D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF
MISSISSIPPI STATE FEDERATION OF COLORED WOMEN'S CLUB HOUSING
FOR THE ELDERLY IN HATTISBURG

RESOLUTION of the Mississippi State Federation of Colored Women's Club Housing for the Elderly in Hattisburg, 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 Mississippi State Federation of Colored Women's Club Housing for the Elderly in Hattisburg, 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 Ms. Bertha W. Redfield, Ms. Iva E. Sandifer, and Ms. Addie N. Burger are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Mississippi State Federation of Colored Women's Club Housing for the Elderly in Hattisburg, Inc., 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, Ms. Addie W. Burger, 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 15th day of January, 1981, at Parish Street Y.W.C.A., 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 15th day of January, 1981.

Secretary: Mrs. Addie W. Burger

THE CHARTER OF INCORPORATION OF
MISSISSIPPI STATE FEDERATION OF COLORED WOMEN'S CLUB HOUSING
FOR THE ELDERLY IN HATTISBURG

1. The corporation title of said company is: Mississippi State Federation of Colored Women's Club Housing for the Elderly in Hattisburg, Inc.

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

Ms. Bertha W. Redfield
1002 Wall Street
McComb, MS 39648

Ms. Iva E. Sandifer
511 New Orleans Street
Hattisburg, MS 39401

Ms. Addie N. Burger
515 Royal Street
Hattisburg, MS 28614

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

3. The domicile is at 301 W. Northside Drive, Clinton, MS 39056.

4. The corporation is Non-Profit and no shares of stock shall be issued and the corporation is to provide uniform low cost multi-family housing as provided by the provisions of Section 79-11-1, Code of Mississippi of 1972, 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:

(a) To provide elderly persons and handicapped persons with housing facilities and services specially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a non-profit basis.

(b) The corporation is irrevocably dedicated to and operated exclusively for non-profit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of, any individual.

7. The corporation is empowered:

(a) To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth above.

(b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the corporation's property.

(c) To do and perform all acts reasonably necessary to accomplish the purposes of the corporation, including the execution of a regulatory agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the corporation to secure the benefits of financing under Section 202 of Inc.; the Housing Act of 1959, as amended. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the corporation, its successors and assigns, so long as a mortgage on the corporation's property is held by the Secretary of Housing and Urban Development.

(d) In the event of the dissolution of the corporation or the winding up of its affairs, or other liquidation of its assets, the corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the corporation's debts shall be conveyed or distributed only to an organization or oganizations created and operated for non-profit purposes similar to those of the corporation: PROVIDED, however, that the corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development.

(e) 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 the furtherance of the purposes set forth above. 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 (or the corresponding provision of any future United States Internal Revenue Law).

(f) 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 oganizations 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 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.

8. The number of directors of the corporation shall be three, and shall be elected by the members of the corporation from the membership. The directors of the

corporation must, at all times, be members of the corporation. No nonmember of the corporation may sit as a director. The original directors and the term for which each will serve are set below.

Directors	Term
Ms. Bertha W. Redfield	One year
Ms. Iva E. Sandifer	One year
Ms. Addie N. Burger	One year

The directors shall serve without compensation.

Membership in the corporation shall at all times be limited to individuals who are either (1) directors of Mississippi State Federation of Colored Women's Club, Inc., or (2) members of Mississippi State Federation of Colored Women's Club, Inc., and who have the approval of the Board of Directors of Mississippi State Federation of Colored Women's Club, Inc. In the event that a member of the corporation ceases to be a director of Mississippi State Federation of Colored Women's Club, Inc. or if the aforesaid approval is withdrawn, then in either event such shall constitute automatic resignation as a member and director of the corporation.

The officers of the corporation, as provided by the By-laws of the corporation, shall be elected by the members of the corporation, in the manner therein set out and shall serve until their successors are elected and have qualified. The members shall elect the regular officers of the corporation at the annual meeting for terms of one year. The secretary and treasurer may be one and the same person, and need not be a director of the corporation.

The annual meeting shall be held on the fourth Friday in October of each year.

9. By-Laws of the corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions herein or of the Regulatory Agreement between corporation and the Secretary of Housing and Urban Development pursuant to provisions herein.

10. So long as a mortgage on the corporation's property is held by the Secretary of Housing and Urban Development, the above may not be amended without the prior written approval of the said Secretary.

11. 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 terminaton of all interests of such members in the corporate assets, and there shall be no individual liabilities against the member for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

Signed by the incorporators this 15th day of January, 1981.

Name	Address
Mrs Bertha W. Redfield Ms. Bertha W. Redfield	1002 Wall Street McComb, MS 39648
Ms Iva E. Sandifer Ms. Iva E. Sandifer	511 New Orleans Street Hattisburg, MS 39401
Mrs. Addie W. Burger Ms. Addie W. Burger	515 Royal Street Hattisburg, MS 39401

ACKNOWLEDGMENTS

STATE OF MISSISSIPPI

COUNTY OF Hinds

This day personally appeared Ms. Bertha W. Redfield and Ms. IvaE. Sandifer, incorporators of the corporation known as Mississippi State Federation of Colored Women's Club Housing for the Elderly in Hattisburg, Inc. who acknowledge that they have signed and delivered the above and foregoing charter of incorporation as their act and deed on this the 15 day of January, 1981.

Notary Public

My commission expires:

March 16, 1984

STATE OF MISSISSIPPI

COUNTY OF Hinds

This day personally appeared before me the undersigned authority Ms. Addie N. Burger, incorporator of the corporation known as Mississippi State Federation of Colored Women's Club Housing for the Elderly in Hattisburg, Inc., who acknowledges that he signed and delivered the above and foregoing charter of incorporation as his act and deed on this the 15 day of January, 1981.

Notary Public

My commission expires:

March 16, 1984

Received at the office of the Secretary of State, this the 21st day of January

A. D., 1981, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

January 23rd, 1981

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.

Bill Allain
ATTORNEY GENERAL.

By Richard M. Allen
Special Assistant Attorney General.

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State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MISSISSIPPI STATE FEDERATION OF COLORED WOMEN'S CLUB HOUSING FOR THE ELDERLY IN CLARKSDALE, 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 23rd day of January, A.D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF
MISSISSIPPI STATE FEDERATION OF COLORED WOMEN'S CLUB HOUSING
FOR THE ELDERLY IN CLARKSDALE

RESOLUTION of the Mississippi State Federation of Colored Women's Club Housing for the Elderly in Clarksdale, 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 Mississippi State Federation of Colored Women's Club Housing for the Elderly in Clarksdale, 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 Ms. Bertha W. Redfield, Ms. Mary V. Nichols, and Ms. Jimmie R. Hill are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Mississippi State Federation of Colored Women's Club Housing for the Elderly in Clarksdale, Inc., 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, Ms. Jimmie R. Hill, 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 15th day of January, 1981, at Fourth Street Y.W.C.A. 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 15th day of January, 1981.

Secretary: Jimmie R Hill

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THE CHARTER OF INCORPORATION OF
MISSISSIPPI STATE FEDERATION OF COLORED WOMEN'S CLUB HOUSING
FOR THE ELDERLY IN CLARKSDALE

1. The corporation title of said company is: Mississippi State Federation of Colored Women's Club Housing for the Elderly in Clarksdale, Inc.

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

Ms. Bertha W. Redfield
1002 Wall Street
McComb, MS 39648

Ms. Mary V. Nichols
531 Paul Edwards Ave.
Clarksdale, MS 38614

Ms. Jimmie R. Hill
434 Lincoln Street
Clarksdale, MS 28614

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

3. The domicile is at 301 W. Northside Drive, Clinton, MS 39056.

4. The corporation is Non-Profit and no shares of stock shall be issued and the corporation is to provide uniform low cost multi-family housing as provided by the provisions of Section 79-11-1, Code of Mississippi of 1972, 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:

(a) To provide elderly persons and handicapped persons with housing facilities and services specially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a non-profit basis.

(b) The corporation is irrevocably dedicated to and operated exclusively for non-profit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of, any individual.

7. The corporation is empowered:

(a) To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth above.

(b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the corporation's property.

(c) To do and perform all acts reasonably necessary to accomplish the purposes of the corporation, including the execution of a regulatory agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the corporation to secure the benefits of financing under Section 202 of Inc.; the Housing Act of 1959, as amended. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the corporation, its successors and assigns, so long as a mortgage on the corporation's property is held by the Secretary of Housing and Urban Development.

(d) In the event of the dissolution of the corporation or the winding up of its affairs, or other liquidation of its assets, the corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the corporation's debts shall be conveyed or distributed only to an organization or oganizations created and operated for non-profit purposes similar to those of the corporation: PROVIDED, however, that the corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development.

(e) 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 the furtherance of the purposes set forth above. 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 (or the corresponding provision of any future United States Internal Revenue Law).

(f) 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 oganizations 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 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.

8. The number of directors of the corporation shall be three, and shall be elected by the members of the corporation from the membership. The directors of the

membership. The directors of the corporation must, at all times, be members of the corporation. No nonmember of the corporation may sit as a director. The original directors and the term for which each will serve are set below.

Directors	Term
Ms. Bertha W. Redfield	One year
Ms. Mary V. Nichols	One year
Ms. Jimmie R. Hill	One year

The directors shall serve without compensation.

Membership in the corporation shall at all times be limited to individuals who are either (1) directors of Mississippi State Federation of Colored Women's Club, Inc., or (2) members of Mississippi State Federation of Colored Women's Club, Inc., and who have the approval of the Board of Directors of Mississippi State Federation of Colored Women's Club, Inc. In the event that a member of the corporation ceases to be a director of Mississippi State Federation of Colored Women's Club, Inc. or if the aforesaid approval is withdrawn, then in either event such shall constitute automatic resignation as a member and director of the corporation.

The officers of the corporation, as provided by the By-laws of the corporation, shall be elected by the members of the corporation, in the manner therein set out and shall serve until their successors are elected and have qualified. The members shall elect the regular officers of the corporation at the annual meeting for terms of one year. The secretary and treasurer may be one and the same person, and need not be a director of the corporation.

The annual meeting shall be held on the fourth Friday in October of each year.

9. By-Laws of the corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions herein or of the Regulatory Agreement between corporation and the Secretary of Housing and Urban Development pursuant to provisions herein.

10. So long as a mortgage on the corporation's property is held by the Secretary of Housing and Urban Development, the above may not be amended without the prior written approval of the said Secretary.

11. 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 terminaton of all interests of such members in the corporate assets, and there shall be no individual liabilities against the member for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

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Signed by the incorporators this 15 day of January, 1981.

Name	Address
Mrs. Bertha W. Redfield Ms. Bertha W. Redfield	1002 Wall Street McComb, MS 39648
Mary V. Nichols Ms. Mary V. Nichols	531 Paul Edwards Ave. Clarksdale, MS 38614
Jimmie R. Hill Ms. Jimmie R. Hill	434 Lincoln Street Clarksdale, MS 38614

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ACKNOWLEDGMENTS

STATE OF MISSISSIPPI

COUNTY OF Hinds

This day personally appeared Ms. Bertha W. Redfield and Ms. Mary Nichols, incorporators of the corporation known as Mississippi State Federation of Colored Women's Club Housing for the Elderly in Clarksdale, Inc. who acknowledge that they have signed and delivered the above and foregoing charter of incorporation as their act and deed on this the 15 day of January, 1981.

Notary Public

My commission expires:

March 15, 1984

STATE OF MISSISSIPPI

COUNTY OF Hinds

This day personally appeared before me the undersigned authority Ms. Jimmie R. Hill, incorporator of the corporation known as Mississippi State Federation of Colored Women's Club Housing for the Elderly in Clarksdale, Inc., who acknowledges that he signed and delivered the above and foregoing charter of incorporation as his act and deed on this the 15 day of January, 1981.

Notary Public

My commission expires:

March 15, 1984

Received at the office of the Secretary of State, this the 21st day of January

A. D., 1981, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

January 23, 1981

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.

Bill Allain
ATTORNEY GENERAL.

By Special Richard M. Allen
Assistant Attorney General.

BOOK 272 PAGE 84

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

SOUTH MISSISSIPPI OPPORTUNITIES
INDUSTRIALIZATION CENTERS, 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 23rd day of January, A.D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF SOUTH MISSISSIPPI OPPORTUNITIES INDUSTRIALIZATION CENTERS, AN UNINCORPORATED ASSOCIATION, TO INCORPORATE, DESIGNATING THE INCORPORATORS, THE NAME OF THE PROPOSED CORPORATION AND AUTHORIZING THE EXPENDITURE OF THE FUNDS OF THE SOUTH MISSISSIPPI OPPORTUNITIES INDUSTRIALIZATION CENTERS NECESSARY TO DO SO.

BE IT RESOLVED by the members of South Mississippi Opportunities Industrialization Centers, an unincorporated association of individyual, that it is to the best interests of this organization that it be forthwith incorporated as a nonprofit corporation inder the laws of the State of Mississippi applicable thereto and that Carolyn H. Green, Nareatha Woullard Naylor and Douglas T. Baker are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this organization to be named South Mississippi Opportunities Industrialization Centers, Incorporated; that they are fully empowered to do and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the organization as may be necessary to do so.

CERTIFICATE

I, Carolyn H. Green, 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 9th day of January, 1981, at Hattiesburg, Mississippi at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 11th day of January, 1981.

Carolyn H. Green
Secretary

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ARTICLES OF INCORPORATION

OF

SOUTH MISSISSIPPI OPPORTUNITIES NDUSTRIALIZATION CENTERS

I

The corporate title of said organization is South Mississippi Opportunities Industrialization Centers, Inc.

II

The domicile is at 500 Dumas Ave. Hattiesburg, Mississippi 39401.

III

The incorportors are adult resident citizens of Hattiesburg, Mississippi. The names and addresses of the incorporators are:

Carolyn H. Green, 312 Bowling Street, Hattiesburg, Ms.
Naeatha W. Naylor 500 Dumas Ave, Hattiesburg, Ms.
Douglass T. Baker P.O. Box 1042, Hattiesburg Ms. 39401

IV 402 Dumas Ave. Hattiesburg, Ms.

This is a non-profit corporation and no stock shall be issues. This corporation is South Mississippi Opportunities Industrialization Centers, Incorporated and is a charitable organization.

V

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 accomplish the stated purpose of the association.

To train or retrain men and women with untapped talents and unknown skills, who are unemployed and under-employed.

To involve the total community in the awareness of the value of preparation, thereby stimulating and inspiring individuals to seek higher levels of productivity, creativity, and achievement.

To foster and nurture a sense of self-pride which will give the trainee confidence in himself and enable him to participate with dignity in the total society.

VI

The period of existence of the corporation shall be perpetual.

VII

This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall 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 such members in the corporate assest, 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.

VIII

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 exculsive public purposes.

Carolyn H. Green
Naeatha N. Naylor
Douglas T. Baker

STATE OF Mississippi
COUNTY OF Forrest

This day personally appeared before me the undersigned authority, Carolyn H. Green, Naeatha N. Naylor and Douglas T. Baker, incorporators of the corporation known as South Mississippi Opportunities Industrialization Centers, Incorporated, who acknowledge that they signed and executed the above and foregoing articles of incorporation as their act and deed on this the 19th day of January, 1981.

C. L. Chamberlain

(Seal)

My Commission Expires:

My Commission Expires Nov. 14, 1983

Recieved at the Office of the Secretary of State this 21st day of January, A.D., 1981, together with the sum of 20.00 deposited to cover the recording fee and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman

BOOK 272 PAGE 88

I have examined this charter of incorporation and am of the opinion that it is not violative of the constitution and laws of the States or of the United States. This January 23rd, 1981

Bill Allen
ATTORNEY GENERAL

by Richard M. Allen
Special ASSISTANT ATTORNEY GENERAL

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State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

SUFFER 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 23rd day of January, A.D., 1981.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

BK 172 PG 90

CERTIFICATE

I, SMITH MURPHEY, IV, the duly elected, qualified, and acting Secretary of Suffer Brake Hunting Club, do hereby certify that the attached sheet constitutes and is a full, true, correct and exact copy of a Resolution adopted on the 17th day of December, 1980, by the membership of Suffer Brake Hunting Club.

WITNESS my hand on this the 17th day of December, 1980.

SMITH MURPHEY, IV, Secretary

A RESOLUTION OF SUFFER BRAKE HUNTING CLUB

WHEREAS, Suffer Brake Hunting Club, of Vance, Tallahatchie County, Mississippi, is an association of six members, and these members desire that the club be incorporated for the purpose of leasing, buying, developing, improving, extending, and maintaining certain lands in Tallahatchie County, Mississippi, for the purpose of fishing and hunting game of all types; and

WHEREAS, all the members of the Club are present in this called meeting on the 17th day of December, 1980, and on motion duly made and unanimously adopted, it is hereby resolved as follows, to-wit:

> That James G. Wilbourn, P. O. Box 37, (no street address), Vance, Mississippi; Smith Murphey, IV, P. O. Box 207 (no street address), Sumner, Mississippi; and W. A. Fortner, Route 2, Box 147, Lambert, Mississippi, be and they are hereby designated to apply for a non-profit charter of incorporation from the State of Mississippi, and they are hereby authorized, empowered, and directed to execute any and all documents incident thereto and to pay out from the funds of the club all necessary expenses pertaining thereto;
>
> BE IT FURTHER RESOLVED, that James G. Wilbourn, P. O. Box 37, Vance, Mississippi, be and he is hereby designated as resident agent for service of process for the corporation to be so chartered.

So resolved and unanimously adopted on this the 17th day of December, 1980.

JAMES G. WILBOURN, President

SMITH MURPHEY, IV, Secretary

CHARTER OF INCORPORATION OF SUFFER BRAKE HUNTING CLUB, INC.

I.

The corporate title of said club is: Suffer Brake Hunting Club, Inc.

II.

The names and addresses of the incorporators are:

(a) James G. Wilbourn, P. O. Box 37 (no street address), Vance, Mississippi 38964;

(b) Smith Murphey, IV, P. O. Box 207 (no street address), Sumner, Mississippi 38957; and

(c) W. A. Fortner, Route 2, Box 147, Lambert, Mississippi 38643.

All of the foregoing are over the age of twenty-one (21) years and are resident citizens of the State of Mississippi.

III.

The domicile of the corporation is in care of James G. Wilbourn, P. O. Box 37, Vance, Tallahatchie County, Mississippi 38964.

IV.

The corporation is a non-profit corporation and no shares of stock shall be issued. This is a fraternal and civic corporation.

V.

The period of existence of said corporation shall be perpetual.

VI.

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

A. To purchase or receive by gifts, leases or otherwise, or to acquire and own, hold, manage, operate, maintain, improve and to deal in and with real property for the purpose of fishing; for the purpose of hunting game of all types and kinds; and for the purpose of managing, conserving and encouraging the propagation of wild game in accordance with the game and fish laws and the conservation laws of the State of Mississippi.

The rights and powers of the corporation are: To sue and to be sued and defend its corporate name; to have a corporate seal; to purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real and personal property; to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any of its property and assets; to make contracts and incur liability and borrow money, and to secure the same with its property and assets, both real and personal; to have and exercise all powers reasonably necessary to effect any and all purposes for which the corporation is organized.

VII.

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

JAMES G. WILBOURN

SMITH MURPHEY, IV

W. A. FORTNER

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STATE OF MISSISSIPPI

COUNTY OF TALLAHATCHIE

Before me the undersigned authority of law in and for the State and County aforesaid, this day personally appeared JAMES G. WILBOURN, SMITH MURPHEY, IV, and W. A. FORTNER, incorporators of the corporation known as SUFFER BRAKE HUNTING CLUB, INC., who each and severally acknowledged they signed, delivered, and executed the above and foregoing Charter of Incorporation as their free act and deed on this the 17th day of December, 1980.

NOTARY PUBLIC

(SEAL)

My Commission Expires November 15, 1983

BOOK 272 PAGE 95

Received at the office of the Secretary of State, this the 19th day of January

A. D., 19 81, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

January 20, 1981

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.

Bill Allain
ATTORNEY GENERAL.

By Richard M. Allen
Special Assistant Attorney General.

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State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

MISSISSIPPI HIGHER EDUCATION ASSISTANCE 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* 23rd day of January, A.D., 1981.

William F. Winter

Governor.

Attest:

Edwin Lloyd Pittman

Secretary of State.

CERTIFIED COPY OF RESOLUTION OF MEMBERS OF
MISSISSIPPI HIGHER EDUCATION ASSISTANCE CORPORATION
ADOPTING AND APPROVING AMENDMENT NUMBER ONE
TO CHARTER OF INCORPORATION

BE IT RESOLVED, that, upon obtaining the prior approval of the Board of Trustees of Institutions of Higher Learning of the State of Mississippi and the Post-Secondary Education Financial Assistance Board of the State of Mississippi, the Charter of Incorporation of Mississippi Higher Education Assistance Corporation be amended so that Article X shall read as follows:

"ARTICLE X

The general affairs and business of the corporation shall be managed by a Board of Directors consisting of six (6) members of the corporation. Except for the election of officers and directors of the corporation, the Board of Directors of the corporation may exercise any of the powers of the corporation without a vote of the membership of the corporation. The initial Board of Directors shall consist of the persons named as Directors in this Charter of Incorporation. At the first annual meeting of the corporation and at each annual meeting thereafter, the six (6) members of the Board of Directors shall be elected by a majority vote of the membership of the corporation conducted in the manner provided in the bylaws of the corporation. In the event of a vacancy on the Board of Directors by reason of death, resignation, ineligibility for office or otherwise, the members shall fill such vacancy by a majority vote at any regular or special meeting of the membership held in accordance with the bylaws of the corporation."

BE IT FURTHER RESOLVED, that the President and Secretary are hereby authorized to do any and all things necessary or desirable in connection with making effective the foregoing proposed amendment to the Charter of Incorporation of this Corporation.

CERTIFICATE

We, J. Herman Hines and Carolyn C. Allen, President and Secretary, respectively, of Mississippi Higher Education Assistance Corporation, a non-profit Mississippi corporation, do hereby certify that the foregoing is a true and correct copy of a resolution which was unanimously adopted by the members of said corporation present at a duly called and legally held meeting on the 14th day of April, 1980, at 3:00 o'clock p.m. at Jackson, Mississippi, wherein a quorum was present.

WITNESS OUR SIGNATURES, this the 7th day of May, 1980.

J. H. Hines
President

ATTEST:

Carolyn C. Allen
Secretary

(SEAL)

The members of the Post-Secondary Education Financial Assistance Board took up the matter of approving an amendment to the Charter of Incorporation of the Mississippi Higher Education Assistance Corporation. After discussion of the subject, Mr.James Woods offered and moved the adoption of the following resolution:

RESOLUTION APPROVING AMENDMENT NUMBER ONE TO THE CHARTER OF INCORPORATION OF MISSISSIPPI HIGHER EDUCATION ASSISTANCE CORPORATION.

WHEREAS, the members of the Mississippi Higher Education Assistance Corporation (the "Corporation") desire to amend the Charter of Incorporation of the Corporation; and

WHEREAS, such amendment is subject to the prior approval of the Post-Secondary Education Financial Assistance Board (the "Board");

NOW THEREFORE BE IT RESOLVED, that this Board does hereby approve the proposed Amendment Number One to the Charter of Incorporation of the Corporation so that Article X thereof shall read as follows:

"ARTICLE X

The general affairs and business of the corporation shall be managed by a Board of Directors consisting of six (6) members of the corporation. Except for the election of officers and directors of the corporation, the Board of Directors of the corporation may exercise any of the powers of the corporation without a vote of the membership of the corporation. The initial Board of Directors shall consist of the persons named as Directors in this Charter of Incorporation. At the first annual meeting of the corporation and at each annual meeting thereafter, the six (6) members of the Board of Directors shall be elected by a majority vote of the membership of the corporation conducted in the manner provided in the bylaws of the corporation. In the event of a vacancy on the Board of Directors by reason of death, resignation, ineligibility for office or otherwise, the members shall fill such vacancy by a majority vote at any regular or special meeting of the membership held in accordance with the bylaws of the corporation."

Following the reading of the foregoing Resolution Mr. James Gordon seconded the motion for its adoption. Mr. T. J. Smith put the question to a roll call vote, and the result was as follows:

T. J. Smith	voted:	yes
James Gordon	voted:	yes
James Woods	voted:	yes

The motion having received the affirmative vote of all members of the Board present, Mr. T. J. Smith declared the motion carried and the resolution adopted, this the 15th day of May, 1980.

T. J. Smith
Title: Chairman

ATTEST:

Title: Secretary

(SEAL)

The members of the Board of Trustees of State Institutions of Higher Learning took up the matter of approving an amendment to the Charter of Incorporation of the Mississippi Higher Education Assistance Corporation. After discussion of the subject, Mr. Chain offered and moved the adoption of the following resolution:

RESOLUTION APPROVING AMENDMENT NUMBER ONE TO THE CHARTER OF INCORPORATION OF MISSISSIPPI HIGHER EDUCATION ASSISTANCE CORPORATION.

WHEREAS, the members of the Mississippi Higher Education Assistance Corporation (the "Corporation") desire to amend the Charter of Incorporation of the Corporation; and

WHEREAS, such amendment is subject to the prior approval of the Post-Secondary Education Financial Assistance Board (the "Board");

NOW THEREFORE BE IT RESOLVED, that this Board does hereby approve the proposed Amendment Number One to the Charter of Incorporation of the Corporation so that Article X thereof shall read as follows:

"ARTICLE X

The general affairs and business of the corporation shall be managed by a Board of Directors consisting of six (6) members of the corporation. Except for the election of officers and directors of the corporation, the Board of Directors of the corporation may exercise any of the powers of the corporation without a vote of the membership of the corporation. The initial Board of Directors shall consist of the persons named as Directors in this Charter of Incorporation. At the first annual meeting of the corporation and at each annual meeting thereafter, the six (6) members of the Board of Directors shall be elected by a majority vote of the membership of the corporation conducted in the manner provided in the bylaws of the corporation. In the event of a vacancy on the Board of Directors by reason of death, resignation, ineligibility for office or otherwise, the members shall fill such vacancy by a majority vote at any regular or special meeting of the membership held in accordance with the bylaws of the corporation."

BOOK 212 PAGE 102

Following the reading of the foregoing Resolution _____ Mr. Parker seconded the motion for its adoption. Mrs. Simmons put the question to a roll call vote, and the result was as follows:

Thomas D. Bourdeaux	voted:	Yea
Bobby L. Chain	voted:	Yea
Bryce Griffis	voted:	Yea
Robert W. Harrison, Jr.	voted:	Yea
Charles C. Jacobs, Jr.	voted:	Yea
William M. Jones	voted:	Yea
John R. Lovelace	voted:	Yea
Travis E. Parker	voted:	Yea
Denton Rogers, Jr.	voted:	Yea
Miriam Q. Simmons	voted:	Yea
George T. Watson	voted:	Yea
Betty A. Williams	voted:	Yea
James E. Woods	voted:	Yea

The motion having received the affirmative vote of all members of the Board present, Mrs. Simmons declared the motion carried and the resolution adopted, this the 17th day of July, 1980.

Miriam Q. Simmons
Title: Chairman

ATTEST:

Title: Secretary

(SEAL)

AMENDMENT NUMBER ONE TO THE CHARTER OF INCORPORATION
OF MISSISSIPPI HIGHER EDUCATION ASSISTANCE CORPORATION

The Charter of Incorporation of Mississippi Higher Education Assistance Corporation, which is recorded in the office of the Secretary of State of Mississippi in Photo-Stat Book 152 at page 643 et seq., is hereby amended so that Article X shall be amended to read as follows:

"ARTICLE X

The general affairs and business of the corporation shall be managed by a Board of Directors consisting of six (6) members of the corporation. Except for the election of officers and directors of the corporation, the Board of Directors of the corporation may exercise any of the powers of the corporation without a vote of the membership of the corporation. The initial Board of Directors shall consist of the persons named as Directors in this Charter of Incorporation. At the first annual meeting of the corporation and at each annual meeting thereafter, the six (6) members of the Board of Directors shall be elected by a majority vote of the membership of the corporation conducted in the manner provided in the bylaws of the corporation. In the event of a vacancy on the Board of Directors by reason of death, resignation, ineligibility for office or otherwise, the members shall fill such vacancy by a majority vote at any regular or special meeting of the membership held in accordance with the bylaws of the corporation."

WITNESS OUR SIGNATURES, this the 7th day of May, 1980.

President

ATTEST:

Secretary

(SEAL)

BOOK 272 PAGE 104

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally came and appeared before me, the undersigned notary public in and for the jurisdiction aforesaid, the within named J. Herman Hines and Carolyn C. Allen, who acknowledged to me that they are President and Secretary, respectively, of Mississippi Higher Education Assistance Corporation, a Mississippi non-profit corporation, and that as such officers they signed and executed the foregoing Amendment Number One to the Charter of Incorporation of Mississippi Higher Education Assistance Corporation, having been first duly authorized so to do.

Given under my hand and official seal, this the _____ day of May, 1980.

Notary Public

My Commission Expires:

_____

Received at the office of the Secretary of State, this the 15th day of January, A. D., 1981, together with the sum of $10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman

SECRETARY OF STATE

Jackson, Mississippi

January 20, 1981

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.

Bill Allen

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

PHILLIP WATER ASSOCIATION, INCORPORATED

changing name to:

PHILIPP WATER ASSOCIATION, INCORPORATED

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 23rd day of January, A. D., 1981.

William F. Winter

Governor.

Attest:

Edwin Lloyd Pittman

Secretary of State.

172-106

RESOLUTION

BE IT RESOLVED that the Charter of Incorporation of this Corporation which was approved November 20, 1980, and recorded in Book 270, at Pages 405-412 of the Records of Incorporations on file with the Secretary of State of the State of Mississippi be amended by striking therefrom in the title thereof and in paragraph or Article numbered one thereof the name "Phillip Water Association, Incorporated" and substituting in place thereof in each of said places the name "Philipp Water Association, Incorporated" so that the title of said Charter of Incorporation will read "The Charter of Incorporation of Philipp Water Association, Incorporated" and so that the paragraph or Article numbered one of said Charter will read as follows:

The name of this Corporation shall be PHILIPP WATER ASSOCIATION, INCORPORATED.

BE IT FURTHER RESOLVED that the other articles or paragraphs of said Charter of Incorporation be and the same remain as originally granted.

The capitalization requirements of said Corporation were not changed by said amendment.

BE IT FURTHER RESOLVED that Phillip Water Association, Incorporated apply to the proper officials of the State of Mississippi for said amendment.

I, Virginia Davis, Secretary of Phillip Water Association, Incorporated, do hereby certify that the foregoing is a true and correct copy of a Resolution unanimously adopted at a meeting of the members of said Association held on the 8th day of December, 1980.

THIS, the 8th day of December, 1980.

SECRETARY

12-5-107

AMENDMENT TO ARTICLES OF INCORPORATION
OF
PHILLIP WATER ASSOCIATION, INCORPORATED

1. The following amendment of the Articles of Incorporation was adopted by the shareholders of the Corporation on the 8th day of December, 1980, in the manner prescribed by law:

That the Charter of Incorporation of this Corporation which was approved November 20, 1980, and recorded in Book 270, at Pages 405-412 of the Records of Incorporations on file with the Secretary of State of the State of Mississippi be amended by striking therefrom in the title thereof and in paragraph or Article numbered one thereof the name "Phillip Water Association, Incorporated" and substituting in place thereof in each of said places the name "Philipp Water Association, Incorporated" so that the title of said Charter of Incorporation will read "The Charter of Incorporation of Philipp Water Association, Incorporated" and so that the paragraph or Article numbered one of said Charter will read as follows:

The name of this Corporation shall be PHILIPP WATER ASSOCIATION, INCORPORATED.

BE IT FURTHER RESOLVED that the other articles or paragraphs of said Charter of Incorporation be and the same remain as originally granted.

2. The capitalization requirements of said Corporation were not changed by said amendment.

Charles Ribeault
PRESIDENT

STATE OF MISSISSIPPI

COUNTY OF Leflore

This day personally appeared before me, the undersigned authority at law in and for the above named County and State, the within named President of PHILLIP WATER ASSOCIATION, INCORPORATION, who acknowledged that he signed and delivered the above and foregoing instrument of writing on the day and year therein stated and for the purposes therein mentioned, for and on behalf of said Corporation, having at first been duly authorized so to do.

GIVEN under my hand and official seal of office on this, the 8th day of December, 1980.

Carolyn McAdams
NOTARY PUBLIC

My Commission Expires:

[illegible] Oct 20, 1983

[illegible] 12 [illegible] 108

Received at the office of the Secretary of State, this the 14th day of January

A. D., 19 81, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

January 20, 1981

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.

Bill Allain
ATTORNEY GENERAL.

By Richard M. Allen
Special Assistant Attorney General.

C-54

State of Mississippi

EXECUTIVE OFFICE

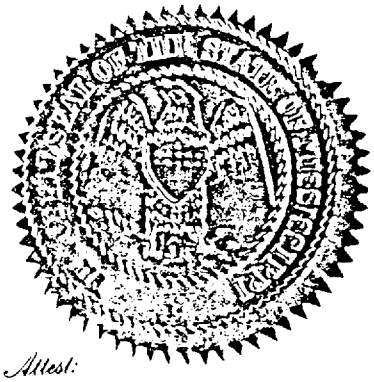
Jackson

The within and foregoing Amendment to the Charter of Incorporation of

MERCHANTS AND FARMERS BANK

COLUMBUS, 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* 23rd of January, A. D., 1981.

William F. Winter

Governor.

Attest:

Edwin Lloyd Pittman

Secretary of State.

State of Mississippi

Department of Banking and Consumer Finance

JACKSON

The within and foregoing Amendment to the Charter of Incorporation of _____

MERCHANTS AND FARMERS BANK

COLUMBUS, MISSISSIPPI

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Seal of the Department of Banking and Consumer Finance, State of Mississippi, to be affixed, this the 14th *day of* January *19* 81

Deputy Commissioner

Alanson V. Turnbough

I certify that the following is an excerpt from the minutes of the December 9th, 1980 meeting of the Board of Directors of Merchants and Farmers Bank of Columbus, Mississippi.

A ten percent (10%) stock dividend for $60,500.00 or one (1) share for each ten (10) shares to stock holders of record as of the date of our regular meeting, December 9, 1980 shall be paid from earnings for 1980, upon approval of stockholders and Department of Banking and Consumer Finance, with the special stockholders meeting to be held on December 22, 1980.

The stock dividend was approved upon adoption of the following resolution:

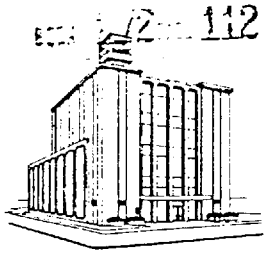
Whereas, it appears that the common stock of the bank should be increased from $605,000.00 to $665,500.00 by the declaration and issuance pro-rata to the holders of outstanding common stock of the bank a dividend in the amount of $60,500.00, payable only in the issuance of 6,050 additional shares of common stock; such new shares to have the same rights, privileges, and immunities as the presently outstanding stock; to be issued and delivered to holders of common stock on the basis of one additional share of common stock for each ten shares of common stock in the name of the stockholder of record on December 9th, 1980, making the total Capital of the bank $665,500.00.

J. C. Cole,
Vice President and Cashier
Secretary to the Board

Sworn to and subscribed before me this the 7th day of January, 1981, A. D.

NOTARY PUBLIC

MY COMMISSION EXPIRES JAN. 15TH 1983



MERCHANTS & FARMERS BANK
MEMBER FEDERAL RESERVE SYSTEM
POST OFFICE DRAWER 431 TELEPHONE 601—328-1015
COLUMBUS, MISSISSIPPI 39701

RONALD W. TEW
President

December 10, 1980

TO THE STOCKHOLDERS:

At a meeting held on December 9, 1980, the Board of Directors of your bank, subject to the approval of the stockholders, authorized a 10% stock dividend for stockholders of record on that date.

There will be held a special meeting of the stockholders, Monday, December 22, at 10:00 a.m. at the Main Office of the bank to consider and vote upon the approval of this recommendation and other matters related thereto.

If you cannot be present at the meeting, please sign and return the accompanying proxy in the enclosed envelope.

Sincerely yours,

Ronald W. Tew

Ronald W. Tew

cc

Enclosures

PROXY

For Merchants & Farmers Bank Special Stockholders Meeting December 22, 1980, at 10 a.m. in the main office.

December_____, 1980

_____is hereby authorized to cast the vote for the entire number of shares owned by the undersigned in the Merchants & Farmers Bank of Columbus, Mississippi, at the Special meeting of the stockholders of said Bank to be held in the main office of said Bank, December 22, 1980, and any and all adjournments thereof, for the purpose of voting upon the proposed stock dividend, hereby revoking all proxies heretofore given and ratifying and confirming all that said attorney, agent or proxy may do in virtue hereof.

_____
STOCKHOLDER

_____
WITNESS

I certify that this is a copy of the letter sent to the stockholders at least ten days before the special meeting to be held on December 22, 1980, according to the by-laws of the Merchants and Farmers Bank.

J. C. Cole

J. C. Cole
Vice President and Cashier

I certify that this is a copy of the Proxy sent to the stockholders at least ten days before the special meeting to be held on December 22, 1980, according to the by-laws of the Merchants and Farmers Bank.

J. C. Cole

J. C. Cole
Vice President and Cashier

Sworn to and subscribed before me this the 7th day of January, 1981, A. D.

Sallie W. Epps

NOTARY PUBLIC

MY COMMISSION EXPIRES JAN. 15TH 1982

BK 272 PG 116

Received at the office of the Secretary of State, this the 15th day of January

A. D., 19 81, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

January 22, 1981

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.

Bill Allain
ATTORNEY GENERAL.

By W. H. Coleman
[redacted] Attorney General.
Deputy

C-54

BOOK 272 PAGE 117

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

SOUTHEAST MISSISSIPPI BANK

QUITMAN, 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* 23rd day of January, A. D., 1981.

William F. Winter

Governor.

Attest:

Edwin Lloyd Pittman

Secretary of State.

272 118

State of Mississippi

Department of Banking and Consumer Finance

JACKSON

The within and foregoing Amendment to the Charter of Incorporation of

SOUTHEAST MISSISSIPPI BANK

QUITMAN, MISSISSIPPI

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Seal of the Department of Banking and Consumer Finance, State of Mississippi, to be affixed, this the 9th *day of* January *19* 81

Alanson V. Turnbough, Deputy Commissioner

CERTIFICATION OF TRUE COPIES OF FORMS

REQUIRED FOR AN AMENDMENT TO THE CHARTER OF

THE SOUTHEAST MISSISSIPPI BANK OF QUITMAN, MISSISSIPPI

January 2, 1981

I, Jack Pogue, President of the Southeast Mississippi Bank of Quitman, Mississippi, do hereby certify that the documents scheduled below and attached are excepts from true copies of the originals:

a. Minutes of a Special Meeting of the Board of Directors of the Southeast Mississippi Bank, Quitman, Mississippi, held on December 1, 1980.

b. Notice of Annual Stockholders' Meeting and copies of proxy mailed to stockholders.

c. Certification of the President that notice of the Annual stockholders' meeting was mailed on December 2, 1980, in advance of the meeting to be held on December 16, 1980.

d. Minutes of the Annual Stockholders' meeting held on December 16, 1980; these minutes including the information set forth below:

   1. The total number of shares represented in person and the total number of shares represented by proxy.

   2. Details of the stock increase proposal presented to the Annual Stockholders meeting showing that the increase in capital is coming from sale of additional stock and, also, showing the amount each share is to be sold for.

   3. Total number of shares cast in person and by proxy voting for the proposal and total number of shares voting against the proposal.

e. Amendment to Charter showing the section to be deleted and the insertion to be made in place of the deleted section.

SPECIAL STOCKHOLDERS MEETING

MERCHANTS AND FARMERS BANK

DECEMBER 22, 1980

A special meeting of the Stockholders of Merchants and Farmers Bank was called to order by Mr. W. L. Jones, Chairman of the Board of Directors. Mr. Jones requested a roll call of stockholders present: Mr. W. L. Jones, Mr. Ronald W. Tew, Mr. D. D. Patty, Mr. Fred A. Jones, Mr. Donald DePriest, Mr. Harvey Seifert, Mr. W. H. McIntyre, Mrs. Margaret B. Henry, Mr. E. H. Couchman, Jr., Mr. J. C. Cole, Mr. T. E. Austin, Mrs. Katherine Horton, Mrs. Tami Storey, Mr. Rayburn Fraser, Mr. Marvin Cash, Mr. Tommy Vice, Mr. E. C. Chapman, Mr. C. N. Dale, Jr. Mr. W. A. Mann, Mr. James E. Goolsby, Mr. John Laws, and Mr. J. W. Perkins.

Mr. W. L. Jones explained the purpose of this special meeting was to ratify the recommendation of the Board of Directors to pay a ten (10) per cent stock dividend with the funds for said dividend to be transferred from the Undivided Profits Account to the Common Stock Account.

The following resolution was read by Mr. Ronald W. Tew and adopted on a motion by Mr. John Laws, and seconded by Mr. Payburn Fraser.

RESOLUTION

Be it resolved by the stockholders of Merchants and Farmers Bank at a special meeting this, the 22nd day of December, 1980, and it is hereby resolved that all the recommendations offered by the Board of Directors in thier regular December meeting regarding the increase of Capital Stock in the bank be ratified, specifically as follows:

Be it further resolved, that the plan to increase the common stock of the bank from $605,000.00 to $665,500.00 by the declaration and issuance of pro-rata to the holders of the outstanding common stock of the bank a dividend in the amount of $60,500.00 to be accomplished by the issuance of 6,050 additional shares to be issued and delivered to the holders of common stock on the basis of 1 (one) additional share of stock for every 10(ten) shares of stock standing in the name of the stock holder on the books of the bank as of December 9, 1980, making the total capital of the bank $665,500.00, and

That no fractional shares be issued but the bank purchase all fractional shares at the last known market price of $85.00 per share and that all said fractional shares be sold by the officers of the bank at a price of $85.00 per share, and

That the stock issued pursuant to this resolution shall possess the same rights, privileges and immunities as the presently outstanding stock and no other, and

That the Charter of Incorporation of this bank as amended, be further amended by striking out Article 2, Section 2, of the Charter of Incorporation as amended and insert in lieu thereof the following:

Article 2, Section 2

The Capital Stock of the bank shall be $665,500.00 (Six hundred sixty-five thousand five hundred dollars) divided into 66,550 (Sixty-six thousand five hundred fifty) shares of stock with a par value of $10.00 (ten dollars) per share.

Mr. D. D. Patty and Mr. T. E. Austin reported the following vote:

Those in favor of the Resolution
10,352 votes by those present at the meeting
43,546 votes by proxy

Those opposed to the Pesolution
NONE

The motion was approved unanimously with 53,898 vote in favor of the resolution and none opposed.

There being no other business to come before the stockholders, the meeting was adjourned.

J. C. Cole
J. C. Cole, Secretary
Vice President and Cashier

I certify that this is a copy of the minutes for the special stockholders meeting of the Merchants and Farmers Bank held December 22, 1980.

J. C. Cole
J. C. Cole, Vice President & Cashier

Sworn to and subscribed before me this the 7th day of January, 1981, A. D.

Sallie M. Epps
NOTARY PUBLIC

MY COMMISSION EXPIRES JAN. 15TH 1982

WITNESS MY SIGNATURE AND THE SEAL of the Southeast Mississippi Bank of Quitman, Mississippi, this the 2nd day of January, 1981.

Jack Rogers
President

ATTEST:

Robert Rutledge
Cashier/Secretary

(SEAL)

MINUTES OF

A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

THE SOUTHEAST MISSISSIPPI BANK OF QUITMAN, MISSISSIPPI

December 1, 1980

A special meeting of the Board of Directors of the Southeast Mississippi Bank, duly and legally called, was held at the Main Banking Office of the Bank in Quitman, Mississippi, at 3:00 o'clock P.M., on the 1st day of December, 1980, with the following directors present:

T. S. McCaskey	Thomas Sims McCaskey
Robert C. Rutledge	Nerva S. McCaskey
Jack Pogue	Melvin T. Donald

There being a quorom present, the meeting proceeded to business with T. S. McCaskey acting as Chairman and Thomas Sims McCaskey acting as Secretary.

The Chairman then explained that the meeting was for the purpose of considering an increase in capital stock account of the bank. In his discussion he stated that the growth of the bank, as well as the requirements of the regulatory authorities, necessitated such an increase. He finalized his comments by recommending that the Board of Directors approve and submit to the shareholders for their consideration a plan of increase in the bank's capital stock from 28,500 shares to 42,750 shares to be accomplished by the issuance of an additional 14,250 shares of the common stock of the bank of a par value of $10.00 to be sold for the price of $70.00 per share, with the proceeds therefrom to be divided by crediting $142,500 to Capital Stock and the remaining $855,000 to Surplus. After further discussion of the matter, the following resolution was offered:

RESOLVED that the Charter of Incorporation of this Bank, as previously amended, be further amended by deleting in its entirety Section 3 and inserting in its place the following:

SECTION 3

The Capital Stock of the Bank shall be Four Hundred Twenty-Seven Thousand Five Hundred Dollars ($427,500) divided into Forty-Two Thousand Seven Hundred Fifty (42,750) shares of common stock of the par value of $10.00 per share; and

RESOLVED FURTHER that the said newly authorized shares of stock shall be offered to the existing stockholders of the Bank at a price of $70.00 per share and on a basis of one newly authorized share for each two presently outstanding shares owned by that stockholder; and

RESOLVED FURTHER that present stockholders of the Bank may convey their rights to purchase the newly authorized shares to Southeast Capital Corp. and if any shareholder of the Bank shall neither exercise his or her right to purchase the newly authorized shares nor affirmatively convey that right to Southeast Capital Corp., the said Southeast Capital Corp. shall have the exclusive right to purchase all those newly authorized shares that stockholders of the Bank do not purchase or convey to Southeast Capital Corp.; and

RESOLVED FURTHER that the proceeds of the proposed sale of newly authorized stock shall be credited $142,500 to capital stock and $855,000 to surplus; and

RESOLVED FURTHER that this proposed Amendment of the Charter of Incorporation of the Bank be submitted for consideration and vote of the stockholders at their regular annual meeting to be held in the main banking office of Southeast Mississippi Bank, Quitman, Mississippi on December 16, 1980; and

RESOLVED FURTHER that the officers of the Bank be, and they hereby are, authorized and directed to give proper notice to the stockholders of this proposed action, in accordance with the By-Laws of the Bank and to take any and all other action necessary to accomplish this Amendment of the Charter of Incorporation.

Motion was made for the adoption of the above and foregoing resolution, which motion was duly seconded, and upon being put to a vote was carried, and the results so announced.

There being no further business the meeting was adjourned.

W. McCaskey
CHAIRMAN

Robert Rutledge
SECRETARY

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

OF THE SOUTHEAST MISSISSIPPI BANK

Please take notice of the Annual Meeting of the Stockholders of the Southeast Mississippi Bank which will be held in the Main Banking House in Quitman, Mississippi at 3:00 P.M., Central Standard Time, on the 16th day of December, 1980.

In addition to the usual order of business at this Annual Meeting of Stockholders, the stockholders will be asked to adopt an Amendment to the Charter of Incorporation previously adopted and proposed by the Board of Directors of the Bank. This proposed Amendment will be to increase the authorized common stock of the Bank from the 28,500 shares of $10.00 par value common stock presently authorized to 42,750 shares of $10.00 par value common stock. The stockholders will further be requested to waive pre-emptive rights granted to them by the By-Laws of the Bank, to the extent necessary to carry out a sale by the Bank of those shares.

At a meeting held December 1, 1980, the Board of Directors of the Bank adopted a resolution to authorize the Amendment of the Bank's Charter of Incorporation to so increase its authorized capital stock. The resolution so adopted by the Bank's Board of Directors is available for your examination at the Main Office of the Bank at any time during banking hours prior to the Annual Stockholders Meeting.

We have enclosed a Proxy and request that if you may be unable to attend the Annual Stockholders Meeting in person, you execute and deliver the Proxy to the Bank. Management solicits your Proxy to vote in favor of this proposed Amendment to the Charter of Incorporation. If you designate a member of the Board of Directors of the Bank as your Proxy, your shares will be voted in favor of that Amendment.

Dated and dispatched to each stockholder of record of the Bank, on this the 2nd day of December, 1980.

SOUTHEAST MISSISSIPPI BANK

By: Jack Rogers
President

Book 272 - 124

STOCKHOLDERS' ANNUAL MEETING

The annual meeting of the Stockholders of

Southeast Mississippi Bank, Quitman, Mississippi

for the election of directors and the transaction of any other business that may come before the meeting, will be held at the office of said Bank on _____, *the* _____ *day of* _____ *19*____

at _____

_____
CASHIER

PROXY

Know all Men by these Presents, That I, _____

of _____ _____ do hereby constitute and appoint

_____ of _____

Attorney and Agent for me, and in my name, place and stead, to vote as my proxy, at a meeting of the stockholders of

Southeast Mississippi Bank, Quitman, Mississippi

to be held at the office of said Bank, on the _____ day of _____, A.D., 19____, or at any adjournment or adjournments thereof, according to the number of votes I should be entitled to vote if personally present, with power of substitution.

In Witness Whereof, I have hereunto set my hand and seal this____day of _____A. D. 19____

IN PRESENCE OF

_____ _____ L. S.

CERTIFICATION OF MAILING OF

NOTICE OF ANNUAL SHAREHOLDERS MEETING

I, the undersigned President of the Southeast Mississippi Bank of Quitman, Mississippi, do hereby certify that Notice of the Annual Meeting of the Stockholders of the bank, held on December 16, 1980, was mailed by regular mail, postage prepaid on December 2, 1980, which is more than ten (10) days prior to the date of said meeting. Accompanying the Notice of Meeting was a proxy form for use at the Annual Stockholders Meeting referred to above and a copy of both the Notice and the Proxy Form are attached hereto and are certified to be true and correct copies of the original documents.

WITNESS MY SIGNATURE and Seal of the Southeast Mississippi Bank of Quitman, Mississippi this the 2nd day of January, 1981.

PRESIDENT

Attest:

CASHIER/Secretary

BOOK 172 PAGE 126

MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS OF THE SOUTHEAST MISSISSIPPI BANK, QUITMAN, MISSISSIPPI, HELD ON DECEMBER 16, 1980

The annual meeting of the stockholders of the Southeast Mississippi Bank was held in the banking house in Quitman, Mississippi, on this date with sixteen stockholders present in person.

There being a total of 20,071 shares present and 1,749 shares by proxy, making a total of 21,820 shares represented, the meeting was called to order, being a majority of 28,500 shares authorized and outstanding.

Mr. T. S. McCaskey was nominated Temporary Chairman and Larry Taylor, Temporary Secretary with nomination made by Jack Pogue and seconded by John L. Hunter, Jr., with unanimous consent. Upon motion made by Jack Pogue and seconded by John L. Hunter, Jr., Mr. McCaskey was nominated Permanent Chairman and Robert C. Rutledge Permanent Secretary and approved by all.

Chairman McCaskey reported on the bank's growth and general condition of the bank to the stockholders.

Mr. McCaskey entertained motions for directors to serve for the coming year. John L. Hunter, Jr. made the motion that the present board composed of T. S. McCaskey, Nerva S. McCaskey, Thomas Sims McCaskey, Jack Pogue, Paul Hudson, Cecil McIlwain, Jr., and Robert C. Rutledge and Melvin Donald, be re-elected for the ensuing year. Second was made by Melvin Donald and approved by all.

Upon motion made by Melvin T. Donald and seconded by John L. Hunter, Jr., the stockholders approved the adoption of a Resolution to amend the Bank's charter. Motion being made and approved by all, the following Resolution was adopted:

R E S O L U T I O N

RESOLVED that the Charter of Incorporation of this Bank, as previously amended, be further amended by deleting in its entirety Section 3 and inserting in its place the following:

SECTION 3

The Capital Stock of the Bank shall be Four Hundred Twenty-Seven Thousand Five Hundred Dollars ($427,500) divided into Forty-Two Thousand Seven Hundred Fifty (42,750) shares of common stock of the par value of $10.00 per share; and

RESOLVED FURTHER that the said newly authorized shares of stock shall be offered to the existing stockholders of the Bank at a price of $70.00 per share and on a basis of one newly authorized share for each two presently outstanding shares owned by the stockholder; and

RESOLVED FURTHER that present stockholders of the Bank may convey their rights to purchase the newly authorized shares to Southeast Capital Corporation and if any shareholder of the Bank shall neither exercise his or her right to purchase the newly authorized shares nor affirmatively convey that right to Southeast Capital Corporation, the said Southeast Capital Corporation shall have the exclusive right to purchase all those newly authorized shares that stockholders of the Bank do not purchase or convey to Southeast Capital Corporation; and

RESOLVED FURTHER that this proposed Amendment of the Charter of Incorporation of the Bank be submitted for consideration and vote of the stockholders at their regular annual meeting to be held in the main banking office of Southeast Mississippi Bank, Quitman, Mississippi, on December 16, 1980; and

RESOLVED FURTHER that the officers of the Bank be, and they hereby are, authorized and directed to give proper notice to the stockholders of this proposed action, in accordance with the By-Laws of the Bank and to take any and all other action necessary to accomplish this Amendment of the Charter of Incorporation.

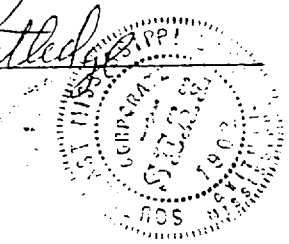
Motion was made and seconded for the adoption of the Resolution. Thereupon, a vote of the stock was taken on the said resolution and upon count of ballots the following results were ascertained and announced:

	Voting in Person	Voting by Proxy	Total Shares Voting
Shares Voting FOR Adoption	20,071	1,749	21,820
Shares Voting AGAINST Adoption	0	0	0
Total Shares Voting	20,071	1,749	21,820

There being no further business, the meeting was adjourned.

Frank Rogers
President

Robert Rutledge
Secretary



RESOLUTION

RESOLVED that the Charter of Incorporation of this Bank, as previously amended, be further amended by deleting in its entirety Section 3 and inserting in its place the following:

SECTION 3

The Capital Stock of the Bank shall be Four Hundred Twenty-Seven Thousand Five Hundred Dollars ($427,500) divided into Forty-Two Thousand Seven Hundred Fifty (42,750) shares of common stock of the par value of $10.00 per share; and

RESOLVED FURTHER that the said newly authorized shares of stock shall be offered to the existing stockholders of the Bank at a price of $70.00 per share and on a basis of one newly authorized share for each two presently outstanding shares owned by the stockholder; and

RESOLVED FURTHER that present stockholders of the Bank may convey their rights to purchase the newly authorized shares to Southeast Capital Corporation and if any shareholder of the Bank shall neither exercise his or her right to purchase the newly authorized shares nor affirmatively convey that right to Southeast Capital Corporation, the said Southeast Capital Corporation shall have the exclusive right to purchase all those newly authorized shares that stockholders of the Bank do not purchase or convey to Southeast Capital Corporation; and

RESOLVED FURTHER that this proposed Amendment of the Charter of Incorporation of the Bank be submitted for consideration and vote of the stockholders at their regular annual meeting to be held in the main banking office of Southeast Mississippi Bank, Quitman, Mississippi, on December 16, 1980; and

RESOLVED FURTHER that the officers of the Bank be, and they hereby are, authorized and directed to give proper notice to the stockholders of this proposed action, in accordance with the By-Laws of the Bank and to take any and all other action necessary to accomplish this Amendment of the Charter of Incorporation.

STATE OF MISSISSIPPI

COUNTY OF CLARKE

I, the undersigned President of the Southeast Mississippi Bank of Quitman, Mississippi, do hereby certify that the above and foregoing is a true and correct copy of an extract from the resolution amending the Charter of said bank and the same was duly adopted at the annual meeting of stockholders held on the 16th day of December, 1980 in accordance with

the by-laws of the bank. And, I do further certify that said resolution was adopted by a majority in amount of all of the outstanding stock of said bank.

IN TESTIMONY WHEREOF, Witness my signature and seal of the Southeast Mississippi Bank of Quitman, Mississippi, this the second day of January, 1981.

President

ATTEST:

Cashier/Secretary

BOOK 272 PAGE 131

Received at the office of the Secretary of State, this the 14th day of January

A. D., 19 81, together with the sum of $ 24.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

January 22, 1981

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.

Bill Allain
BILL ALLAIN, ATTORNEY GENERAL.

By C.W.J. Eastman
[redacted] Attorney General.
Deputy

C 54

Book 272 Page 132

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

BANK OF KILMICHAEL

KILMICHAEL, 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* 23rd of January, A. D., 1981.

William F. Winter

Governor.

Attest:

Edwin Lloyd Pittman

Secretary of State.

State of Mississippi

Department of Banking and Consumer Finance

JACKSON

The within and foregoing Amendment to the Charter of Incorporation of

BANK OF KILMICHAEL

KILMICHAEL, MISSISSIPPI

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Seal of the Department of Banking and Consumer Finance, State of Mississippi, to be affixed, this the 15th *day of* January 19 81

Alanson V. Turnbough
Deputy Commissioner

Alanson V. Turnbough

The following is a copy of the Resolution read to, discussed by, and voted on by the stockholders of Bank of Kilmichael, Kilmichael, Mississippi, in the regular annual meeting, held at 11:00 A.M., Wednesday, January 14th, 1981, with a total of eleven shareholders representing 4,613 shares present, and 7,977 shares represented by proxies, for a total of 12,590 shares represented out of a possible 15,000 being cast affirmatively and none being cast negatively:

RESOLVED that the plan to increase the Common Stock of this Bank from $150,000.00 to $200,000.00 by the declaration and issuance pro rata to the holders of the outstanding common stock of the Bank, a dividend in the sum of $50,000.00, to be accomplished by the issuance of 5,000 additional shares of common stock of a par value of $10.00 per share, such new shares to be issued and delivered to holders of common stock on the basis of one (1) additional share of stock for each three (3) shares of stock standing in the name of the stockholder on the books of the Bank as of December 31, 1980, making the total capital of this Bank, $200,000.00, and,

That the stock issued pursuant to this resolution shall possess the same rights, privileges and immunities as the presently outstanding stock, and no other, and

That the Charter of Incorporation of this Bank, as amended, be further amended by striking out Section II of the Original Charter of Incorporation as amended, and insert in lieu thereof the following:

SECTION II

The Capital Stock of the Bank shall be Two Hundred Thousand Dollars ($200,000.00), divided into Twenty Thousand (20,000) shares of the par value of Ten Dollars ($10.00) per share

WHEREAS, It appears that in implementing the said program fractional shares will be involved, and that the issuance thereof is not desirable, and should be avoided, and

WHEREAS, It is possible to accomplish this purpose by issuing all fractional shares to a Trustee, for the use and benefit of the stockholders entitled thereto, and in turn issue to each Stockholder individual scrip certificates evidencing their respective fractional shares, said Certificates to be handled and dealt with as in this Resolution hereinafter set forth:

NOW, THEREFORE, BE IT RESOLVED, That a stock Certificate for the aggregate of all fractional shares represented by scrip certificates be issued to Lagrone Mortimer, Trustee, and that during the life of said scrip certificates, as hereinafter indicated, any individual acquiring such certificates (of scrip) representing in the aggregate a sufficient amount of fractional shares to equal one or more whole shares of stock, may exchange the same through the Trustee for a whole share or shares;

RESOLVED FURTHER, That since time is of the essence, a reasonable expiration date should be fixed for the expiration of the option of the shareholder to exchange the scrip certificates for whole shares of common stock, and it appearing that 12:00 Noon, CST, February 2nd, 1981, is a reasonable time for that purpose, the same is hereby fixed as the expiration date of said scrip certificates, after which said certificates shall be of no force or effect, and any that are not surrendered to the Trustee for exchange into whole shares on or prior to such time shall not thereafter be accepted by the Trustee for exchange;

RESOLVED FURTHER, That as soon after expiration date as practicable the Trustee shall give proper notice, that on a date to be set, which date shall be no earlier than 1 week, nor later than 3 weeks, he will offer for sale to the highest bidder following appropriate notice, and sell for cash the stock represented by the fractional shares remaining in his hands as such Trustee; And that when such sale shall have been made, the total proceeds thereof shall be distributed on a pro-rata basis to the holders of scrip certificates not presented for exchange into whole shares.

STATE OF MISSISSIPPI

COUNTY OF MONTGOMERY

I, the undersigned President of the Bank of Kilmichael, Kilmichael, Mississippi, do hereby certify that the above and foregoing is a true and correct copy of the Resolution amending the Charter of said Bank, and the same was duly adopted at a Regular meeting of the Stockholders held on the 14th day of January, 1981, in accordance with by-laws of the Bank. And I do further certify that the said Resolution was adopted by eleven shareholders representing 4,613 shares present, and 7,977 shares represented by proxies, for a total of 12,590 shares out of a possible 15,000 shares of outstanding stock of said Bank.

In testimony whereof, witness my signature, and the seal of the Bank of Kilmichael, Kilmichael, Mississippi, on this the 14 th day of January, 1981.

PRESIDENT

ATTEST:

AMENDMENT TO ARTICLES OF INCORPORATION

OF

BANK OF KILMICHAEL

KILMICHAEL, MISSISSIPPI

RESOLVED, That the plan to increase the Common Stock of the Bank from $150,000.00 to $200,000.00 by the declaration and issuance pro-rata to the holders of the outstanding Common Stock of the Bank, a Dividend in the sum of $50,000.00, to be accomplished by the issuance of 5,000 additional shares of Common Stock of a par value of $10.00 per share, such new shares to be issued and delivered to the holders of Common Stock on the basis of one (1) additional share of stock for each three (3) shares of stock standing in the name of the stockholder on the books of the Bank as of December 31st, 1980, making the total capital of the Bank $200,000.00, and

That the stock issued pursuant to this Resolution shall possess the same rights, privileges and immunities as the presently outstanding stock and no other, and

That the Charter of Incorporation of this Bank, as amended, be further amended by striking out Section II of the original Charter of Incorporation, as amended, and insert in lieu thereof the following:

SECTION II

The Capital Stock of this Bank shall be Two Hundred Thousand Dollars ($200,000.00), divided into Twenty Thousand (20,000) shares of the par value of Ten Dollars ($10.00) per share.

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STATE OF MISSISSIPPI

COUNTY OF MONTGOMERY

I, the undersigned President of the Bank of Kilmichael, Kilmichael, Mississippi, do hereby certify that the above and foregoing is a true and correct copy of the Resolution amending the Charter of said Bank, and the same was duly adopted at a Regular meeting of the Stockholders held on the 14th day of January, 1981, in accordance with by-laws of the Bank, notice of said meeting having been sent by ordinary mail to each shareholder more than ten (10) days prior to said meeting. And I do further certify that the said Resolution was adopted by eleven shareholders representing 4,613 shares present, and 7,977 shares represented by proxies, for a total of 12,590 shares out of a possible 15,000 shares of outstanding stock of said Bank.

In testimony whereof, witness my signature, and the seal of the Bank of Kilmichael, Kilmichael, Mississippi, on this the 14 day of January, 1981.

Jimmie Martin
PRESIDENT

ATTEST:
Sidney K Martin

BOOK 272 PAGE 139

Received at the office of the Secretary of State, this the 21st day of January

A. D., 19 81, together with the sum of $ 100 00/xx deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

January 22, 1981

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.

Bill Allain
BILL ALLAIN, ATTORNEY GENERAL.

By C. J. D. Coleman
Deputy Attorney General.

C-M

BOOK 272 PAGE 140

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

WICKLOW COMMUNITY 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 26th day of January, A.D., 1981.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

RESOLUTION

RESOLUTION of WICKLOW COMMUNITY ASSOCIATION, an unincorporated association, to incorporate, designating the incorporators, the name of the proposed corporation and authorizing the expenditure of the funds of the association necessary to do so.

BE IT RESOLVED, by the members of WICKLOW COMMUNITY ASSOCIATION, an unincorporated association of individuals, that it is in 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 George B. Hallock, J. Milton Walsh, and George T. McGuire, are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named WICKLOW COMMUNITY ASSOCIATION, 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, Dane F. Smith, 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 15th day of January, 1981, at 7:30 P.M., 100 Castlewoods Boulevard, 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 January, 1981.

SECRETARY

THE CHARTER OF INCORPORATION

OF

WICKLOW COMMUNITY ASSOCIATION

1. The title of the corporation is:

WICKLOW COMMUNITY ASSOCIATION, INC.

2. The names and addresses of the incorporators, each being a member of the association and an adult resident citizen of the State of Mississippi are:

a. George B. Hallock
100 Castlewoods Boulevard
Jackson, Mississippi 39208

b. J. Milton Walsh
350 Wicklow Circle
Jackson, Mississippi 39208

c. George T. McGuire
312 Wicklow Cove
Jackson, Mississippi 39208

3. The domicile of the corporation is: 100 Castlewoods Blvd., Jackson, Mississippi 39208.

4. This is a non-profit corporation, and no shares of stock will be issued with respect thereto. The type of the corporation is a civic improvement society or a real estate apartment owners or managers association as permitted by Section 79-11-1, Mississippi Code Annotated of 1972.

5. The period of existence of the corporation shall be perpetual.

6. The purposes for which the corporation, hereafter called "Association", is organized are as follows:

a. To provide an entity for the operation, maintenance, preservation, and architectural control of the residences and Common Areas located within that certain tract of property known as "Castlewoods Patio Lots Part 1" situated in the County of Rankin, State of Mississippi, described as follows:

The following described land and property lying and being situated in the Southeast

Quarter of Section 20 and the Northeast Quarter of Section 29, Township 6 North, Range 3 East, Rankin County, Mississippi, containing 7.70 acres, more or less, and being further described by metes and bounds, as follows, to-wit:

Beginning at the Southeast corner of Castlewoods 2-A, as recorded in the office of the Chancery Clerk of Rankin County, at Brandon, Mississippi, in plat Cabinet B, Slot 29; said corner being further, the Northeast corner of Castlewoods 2-B, as recorded in said office of the Chancery Clerk of Rankin County at Brandon, Mississippi in Plat Cabinet B, Slot 28; the aforesaid corner being on a 8.1992 degree curve to the left, having a central angle of 23 degrees 35 minutes and a radius of 698.81 feet; thence Northwesterly along said 8.1992 degree curve and East boundary of Castlewoods 2-A the following chord bearings and distances: North 31 degrees 02 minutes West - 18.90 feet; North 32 degrees 45 minutes West - 25.02 feet, to the Point of Tangency of said curve; thence North 33 degrees 51 minutes West along said East boundary of Castlewoods 2-A - 155.21 feet to the Point of Curvature of a 9.2339 degree curve to the right, having a central angle of 28 degrees 06 minutes and a radius of 620.49 feet; thence Northwesterly along said 9.2339 degree curve and the East boundary of Castlewoods 2-A the following chord bearings and distances: North 21 degrees 39 minutes West - 262.30 feet; North 07 degrees 36 minutes West - 40.01 feet to the Point of Tangency of said curve, thence North 05 degrees 45 minutes West along East boundary of Castlewoods 2-A - 306.87 feet to the Point of Curvature of a 3.3497 degree curve to the right, having a central angle of 15 degrees 45 minutes and a radius of 1710.42 feet; thence Northeasterly along said 3.3497 degree curve having a chord bearing of North 04 degrees 37 minutes West, a chord distance of 68.12 feet; thence leaving the East boundary of Castlewoods 2-A, run North 84 degrees 15 minutes East - 342.65 feet; thence South 05 degrees 45 minutes East - 384.80 feet; thence South 25 degrees 53 minutes East - 90.74 feet; thence South 02 degrees 15 minutes East - 257.19 feet; thence South 12 degrees 51 minutes West - 153.78 feet; thence South 10 degrees 16 minutes East - 600.90 feet; thence South 61 degrees 12 minutes West - 115.80 feet to a point on the East boundary of Castlewoods 2-B; said point being on a 8.1747 degree curve to the left having a central angle of 22 degrees 16 minutes and a radius of 700.89 feet; thence Northwesterly along the East boundary of said Castlewoods 2-B and said curve, the following bearings and distances: North 03 degrees 38 minutes West - 72.29 feet; North 08 degrees 25 minutes West - 45.02 feet to the Point of Tangency of said curve; thence North 10 degrees 16 minutes West along said East boundary of Castlewoods 2-B - 322.30 feet to the Point of

Curvature of the aforesaid 8.1992 degree curve to the left, having a central angle of 23 degrees 35 minutes and a radius of 698.81 feet; thence Northwesterly along said 8.1992 degree curve and East boundary of said Castlewoods 2-B the following chord bearings and distances: North 11 degrees 36 minutes West - 32.88 feet; North 15 degrees 01 minutes West - 50.00 feet; North 19 degrees 07 minutes West - 50.00 feet; North 23 degrees 12 minutes West - 50.05 feet; North 27 degrees 46 minutes West - 60.77 feet to the POINT OF BEGINNING.

b. To provide a nonprofit entity that will operate for the purpose of bringing about civic betterment and social improvements in its community, as well as act to protect and preserve the property values of the community and to perform with the aim in mind that it act not for an individual's benefit, but rather for the common good of the community.

c. To exercise all of the powers and privileges and perform all of the duties and obligations of the Association, as set forth in the Declaration of Restrictions Establishing the Castlewoods Patio Lots, Part 1 (hereinafter called the "Declaration of Restrictions") and By-Laws applicable to the above described property, as recorded in the office of the Chancery Clerk of Rankin County, at Brandon, Mississippi, and as the same may be amended from time to time as therein provided;

d. To fix, levy, collect and enforce payment, by any lawful means, of all charges or assessments pursuant to the terms of the Declaration of Restrictions and By-Laws and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed upon the property of the Association;

e. To acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association;

f. To make contracts, incur liabilities, borrow money at such rates of interest as the Association may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage, pledge or otherwise;

g. To act as an agent, contractor, trustee or factor either alone or in company with others;

h. To promote and assist, financially or otherwise, the common interests of the co-owners of the property hereinabove described and to give any guaranty in connection therewith for the payment of money or for the performance of any other undertaking or obligation which is in the common interests of the co-owners.

i. To sue and be sued, complain and defend in its corporate name;

j. To purchase, take, receive, subscribe for, or otherwise use, employ; sell, mortgage, lend, pledge, or otherwise use and deal in and with shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof;

k. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so invested;

l. To elect or appoint a Board of Governors, officers, employees and other agents, define their duties and fix their compensation; and to enter into agreements of employment;

m. To indemnify any Governor, Director or officer or former Governor, Director or officer of the corporation;

n. To enter into any partnership with others or union of interest with respect to any transaction, operation or venture which the corporation has the power to conduct by itself, even if such arrangement involves sharing or delegation of control of such transaction, operation or venture with or to

others; and

o. To do all and everything necessary, suitable and proper for the accomplishment of the foregoing purposes, and to exercise all of the powers granted to the co-owners of a condominium project or to the management body thereof by the laws of the State of Mississippi and all of the powers now or hereafter granted to non-profit corporations by the laws of the State of Mississippi, and to do every other act or thing incidental or pertinent to or growing out of or connected with the foregoing powers, provided the same be not inconsistent with the laws of the State of Mississippi.

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

Signatures: Milton Wolf

Incorporators

STATE OF MISSISSIPPI

COUNTY OF Hinds

This day personally appeared before me, the undersigned authority George B. Hallock, J. Milton Walsh, and George T. McGuire, incorporators of the corporation known as Wicklow Community Association who acknowledged thay they signed and delivered the above and foregoing charter of incorporation as their act and deeds on this the 15th day of January, 1981.

Notary Public

My commission expires:
9 April, 1983

Received at the office of the Secretary of State this the 22nd day of January, A. D., 1981, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE

Jackson, Mississippi, January 23rd 1981

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.

Bill Allain
ATTORNEY GENERAL

BY: Richard M. Allen
Special ASSISTANT ATTORNEY GENERAL

Book 172 Page 148

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE CHURCH OF THE BIBLE REVEALED, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 26th day of January, A.D., 1981.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

BK 272 PG 149

RESOLUTION OF The Church of The Bible Revealed
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 Church of The Bible Revealed 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 John F. McCormack, J. Coleman McCormack and Grace REdd Reader are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named The Church of The Bible Revealed, 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, Grace Redd Reader, 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 January, 1981, at Rt. 5 Box 164-A Vicksburg, Ms. at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 20 day of January, 1981.

Secretary Grace Redd Reader

Grace Redd Reader

BK 272 PG 159

Furnished by, Secretary of State, State of Mississippi, Jackson, Miss.

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

THE CHARTER OF INCORPORATION OF

The Church of the Bible Revealed

1. The corporation title of said company is:

The Church of The Bible Revealed , 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
JOHN. F. Mc CORMACK	Rt. 5 Box 164-A	Vicksburg,	Mississippi.
J. COLEMAN Mc CORMACK	Rt. 5 Box 164-A	Vicksburg,	Mississippi.
GRACE REDD READER	Rt. 5 Box 164-A	Vicksburg,	Mississippi.

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

3. The domicile is at Rt. 5 Box 164-A (Street and No.) Vicksburg, (City) Mississippi. (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 79-11-1, Code of Mississippi of 1972, and amendments thereto.)

The Church of The Bible Revealed is a non-profit organization and no shares of stock will be issued.

The Church of The Bible Revealed is a religious organization.

5. Period of existence shall be perpetual.

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 Church of The Bible Revealed is created to be an independent church, not affiliated with any demonination, sect or other religious organization. To preach and teach religious principles according to our interpretations of the Holy Bible. To distribute litature of the same. To train and ordain ministers in our faith, thus empowering them to officiate at weddings, funerals and baptisms. To assemble regularly. To accept donations and issue receipts for tax purposes. To solicit membership. To hire and pay any employee necessary to the operation and maintance of this organization. And be given the rights and privileges afforded other churches and religious organizations under the laws and statutes of the State of Mississippi.

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

BOOK 272 PAGE 151

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

Signatures: John F. McCormack

John F. McCormack

J. Coleman McCormack

J. Coleman McCormack

Grace Redd Reader

Grace Redd Reader

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Warren

This day personally appeared before me, the undersigned authority John F. McCormack, J. Coleman McCormack, Grace Redd Reader, _____, _____, _____, _____, _____, incorporators of the corporation known as the The Church of The Bible Revealed, 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 20th day of January, 1981

E. B. OUTS NOTARY PUBLIC STATE AT LARGE

My Commission Expires Aug. 13, 1984

E B Outs

E. B. Outs, 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 23rd day of January A.D., 1981, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman

Secretary of State

Jackson, Miss., January 23, 1981

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.

Bill Allain

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 272 PAGE 152

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MISSISSIPPI STATE COALITION
AGAINST DOMESTIC VIOLENCE, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 26th day of January, A.D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF The Mississippi State Coalition Against Domestic Violence 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 Mississippi State Coalition Against Domestic Violence 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 Jay Purcell, Gale Weiderfoeft and Lt. Bert Tanner are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Mississippi State Coalition Against Domestic Violence, 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

WE, Linda Raff/Barbara Hewitt do hereby certify that we 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 13th day of November, 1980, 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 13th day of November, 1980.

Secretary Linda Raff
Barbara Hewitt

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MISSISSIPPI STATE COALITION AGAINST DOMESTIC VIOLENCE

RESOLUTION AUTHORIZING APPLICATION FOR A CHARTER

It is hereby resolved that Mississippi State Coalition Against Domestic Violence is authorized and directed and empowered to incorporate and apply for a grant of a charter of incorporation for a non-profit corporation.

Be it therefore resolved on the 13 day of November, 1980.

Gladys Wall

ACTING SECRETARY, MISSISSIPPI STATE COALITION AGAINST DOMESTIC VIOLENCE

Book 272 - 155

Furnished by, Secretary of State, State of Mississippi, Jackson, Miss.

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

THE CHARTER OF INCORPORATION OF

Mississippi State Coalition Against Domestic Violence

1. The corporation title of said company is: Mississippi State Coalition Against Domestic Violence, 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
Jay Purcell	1204 Springdale Dr.	Tupelo	MS 38801
Gale Weiderhoeft	308 Jamaica	Ocean Springs	MS 39564
Lieutenant Bert Tanner	3217 Nathan Hale Ave.	Pascagoula	MS 39567

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

3. The domicile is at 237 East Amite Street, P. O. Box 2248, Jackson, MS 39205
(Street and No.) (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 79-11-1, Code of Mississippi of 1972, and amendments thereto.)

This is a non-profit corporation and no shares of stock are to be issued, and it is a civic improvement 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:

Purposes: (1) Public education (2) Information sharing (3) Technical assistance (4) Legislation

Rights and power to be exercised: To acquire, hold, manage, convey, lease, sell, dispose of, exchange mortgage, pledge and receive by gift, devise, bequest, or otherwise, all kinds of property, real or personal to enter into contracts, to borrow money and incur indebtedness in order to accomplish its purpose, and to give security when necessary to achieve its purposes, and to do any and all things of any character and kind that may from time to time be necessary in the proper management and administration of the affairs of the non-profit corporation.

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

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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: Jay Purcell
Gale Wiedershoeft
Bill Tanner

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Hinds

This day personally appeared before me, the undersigned authority Jay Purcell, Gale Wiedershoeft, Bill Tanner, incorporators of the corporation known as the ~~Prosecutors~~ Mississippi State Coalition Against Domestic Violence, 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 13 day of November, 19 80

My Commission Expires
My Commission Expires Aug. 19, 1982

Dolores Hoover
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 22nd day of January A.D., 1981, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss., January 23rd, 1981

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.

Bill Allain
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 172 PAGE 157

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

TALL PINES CONDOMINIUM ASSOCIATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 29th day of January, A. D., 1981.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

RESOLUTION OF * * * * TALL PINES CONDOMINIUM ASSOCIATION * * *, An Unincorporated Association, To Incorporate, Designating the Incorporators, The Name of the Proposed Corporation, and Authorizing The Expenditure Of The Funds Of The Association Necessary To Do So.

BE IT RESOLVED, by the members of Tall Pines Condominium Association, an unincorporated association of individuals, that it is in 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 JOE WEST, SAMUEL W. EDWARDS, and JUANITA M. EDWARDS are elected, appointed, designated, and authorized to act as incorporators in applying for a charter of this association to be named TALL PINES CONDOMINIUM ASSOCIATION, 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 to do.

C E R T I F I C A T E

I, SAMUEL W. EDWARDS, 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 8th day of January, A. D., 1981, at 5112 Main Street, Moss Point, Jackson 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 8th day of January, A. D., 1981.

Samuel W. Edwards

SAMUEL W. EDWARDS, Secretary

Furnished by, Secretary of State, State of Mississippi, Jackson, Miss. 153

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

THE CHARTER OF INCORPORATION OF

TALL PINES CONDOMINIUM ASSOCIATION

1. The corporation title of said company is:

   TALL PINES CONDOMINIUM ASSOCIATION, INC.

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

Name	Street & No.	City	State
JOE WEST	Pascagoula-Moss Point Bank Building, Suite 304, Magnolia Street	Pascagoula	Miss.
SAMUEL W. EDWARDS	5112 Main Street	Moss Point	Miss.
JUANITA M. EDWARDS	5112 Main Street	Moss Point	Miss.

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

3. The domicile is at 5112 Main Street (Street and No.) Moss Point (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.)

   This corporation is a non-profit corporation and no shares of stock shall be issued. Said corporation is a real estate apartment owners and managers association, as authorized by §79-11-1, Mississippi Code of 1972, Annotated.

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:

PURPOSE

The purpose of the corporation is to provide an entity pursuant to the Condominium Law of the State of Mississippi, for the operation of the Tall Pines Condominium real estate apartment owners and managers association.

RIGHTS AND POWERS

The rights and powers of the Association shall include, but not be limited to, and be governed by the following provisions:

(1) The Association shall have all of the common-law and statutory powers of a corporation not for profit, not in conflict with the terms of thes Articles.

(2) The Association shall have all of the powers and duties set forth in the Condominium Law, except as limited by these Articles, and therein, and all of the powers and duties reasonably necessary to operate the condominium, pursuant to the Declaration, and as it may be amended from time to time.

(3) To make and collect assessments against members as apartment owners, to defray the cost, expenses, and losses of the condominium.

(4) To use the proceeds of assessments in the exercise of its powers and duties.

(5) The maintenance, repair, replacement, and operation of the condominium property, including easements.

(6) The purchase of insurance upon the condominium property, and insurance for the protection of the Association, and its members as apartment owners.

(7) The reconstruction of improvements after casualty, and the further improvements of the property.

(8) To make and amend reasonable regulations respecting the use of the property in the condominium; provided, however, that all such regulations, and their amendments, shall be approved by membership of the Association, as required by the By-Laws, before such shall become effective, and all lienholders of record.

(9) To enforce, by legal means, the provisions of the Condominium Law, the Declaration, these Articles, the By-Laws of the Association, and the Regulations for the use of the property in the condominium.

(10) To contract for the management of the condominium, and to delegate to such manager all such powers and duties of the Association that are necessary in the opinion of the directors of the Association, for the manager to effectively manage same.

(11) To employ personnel to perform the services required for proper operation of the condominium.

(12) To enforce, comply with, and abide by all of the terms and conditions of the corporation covering utility building and office space.

(13) All funds collected by the Association shall be held in trust for the members, in accordance with the provisions of the Declaration, these Articles, and the By-Laws.

(14) The powers of the Association shall be subject to, and shall be exercised in accordance with the provisions of the Declaration and the By-Laws.

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.

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Signatures: Joe West

JOE WEST, Incorporator

Samuel W Edwards

SAMUEL W. EDWARDS, Incorporator

Juanita M. Edwards

JUANITA M. EDWARDS, Incorporator

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Jackson

This day personally appeared before me, the undersigned authority JOE WEST, SAMUEL W. EDWARDS and JUANITA M. EDWARDS, incorporators of the corporation known as the TALL PINES CONDOMINIUM ASSOCIATION, INC. who acknowledged that ~~XXX~~ (they) signed and delivered the above and foregoing charter of incorporation as ~~XXXX~~ (their) act and deeds on this the 11 94 day of January, 1981

My Commission Expires Sept. 21, 1982

Kathryn A. Williamson

NOTARY PUBLIC

STATE OF MISSISSIPPI

County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the

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

Received at the office of the Secretary of State this the 27th day of January A.D., 1981, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman

Secretary of State

Jackson, Miss., January 28th, 1981

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.

Bill Allain

Attorney General

By Richard N. Allen

Special Assistant Attorney General

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

Book 172 Page 162

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

WINGS OF THE MORNING MISSIONS, 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 29th day of January, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF Wings of the Morning Missions
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.

BOOK 172 PAGE 163

Be it resolved by the members of Wings of the Morning Missions 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 Donald Matheny, Amy Matheny, and Clarence Matheny are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Wings of the Morning Missions, 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, Donald Matheny, 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 17th day of December, 1980, at Rt. 4 Hattiesburg, 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 December, 80.

Secretary [signature]

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

[illegible] 184

1. The corporation title of said company is:

Wings of the Morning Missions, 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
Donald Matheny, an adult resident citizen of Mississippi	Rt. 4 Box 117	Hattiesburg,	Mississippi 39401
Amy Matheny, an adult resident citizen of Mississippi	Rt. 4 Box 117	Hattiesburg,	Mississippi 39401
Clarence Matheny, an adult resident citizen of Mississippi	Rt. 3 Box 371	Sumrall,	Mississippi

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

3. The domicile is at Rt. 4 Box 117 (Street and No.) Hattiesburg, (City) Mississippi 39401 (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 corporation whose existence will be perpetual, with no shares being issued and that it is to be established to communicate the total reality of our Lord Jesus Christ for the needs of men: spirit, soul, and body. This is a religious 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 corporation is organized for this purpose: To proclaim and communicate to this nation and other nations by the spoken word the full gospel of our Savior and Lord Jesus Christ, whereas, by the conviction of the Holy Spirit, "that at the name of Jesus every knee should bow, of things in heaven, and things in earth, and things under the earth; and that every tongue should confess that Jesus Christ is Lord, to the glory of God the Father." (Phil. 2; 10-11)

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

(Cont'd on back of page)

for services rendered and to make payments and distribution in furtherance of the purposes set forth. 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. Not withstanding 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.)

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 purpose 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 (d) (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 of 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.

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

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

BOOK 172 PAGE 108

Signatures: x Donald Matheny
Donald Matheny, an adult resident citizen of Mississippi

x Amy Matheny
Amy Matheny, an adult resident citizen of Mississippi

x Clarence Matheny
Clarence Matheny, an adult resident citizen of Mississippi
Incorporators

ACKNOWLEDGMENT

STATE OF ~~MISSISSIPPI~~ LOUISIANA

PARISH ~~County~~ of East Baton Rouge

This day personally appeared before me, the undersigned authority Donald Matheny, Amy Matheny, Clarence Matheny

incorporators of the corporation known as the Wings of the Morning Missions, 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 30 day of Dec, 1980

Byford L Beasley

STATE OF MISSISSIPPI

County of _____

This day personally appeared before me, the undersigned authority _____

incorporators of the corporation known as the _____

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

Received at the office of the Secretary of State this the 23rd day of January A.D., 19 81, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss., January 27th, 1981

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.

Bill Allain
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 172 Page 167

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

HATTIESBURG BMX 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 29th day of January, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF Hattiesburg BMX Club
An Unincorporated Association, To Incorporate, Designating the incorporators, The name of the proposed corporation and authorizing the expenditure of the funds of the association necessary to do so.

BK 272 PG 108

Be it resolved by the members of Hattiesburg BMX Club 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 Jim Crutcher, Lawrence L. Johnson, Katherine F. Hitch, James K. Hitch are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Hattiesburg BMX Club, 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, Katherine F. Hitch, 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 19th day of January, 1981, at The Wheel House, 821 Hardy St., Hattiesburg, MS at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 22d day of January, 1981.

Secretary Katherine F. Hitch

Furnished by, Secretary of State, State of Mississippi, Jackson, Miss.

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

THE CHARTER OF INCORPORATION OF

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Hattiesburg BMX Club

1. The corporation title of said company is:

Hattiesburg BMX 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
Jim Crutcher	513 Melba Street	Hattiesburg, MS 39401	
Lawrence L. Johnson	112 Park Drive	Petal, MS 39465	
Katherine F. Hitch	One Village Lane	Hattiesburg, MS 39401	
James K. Hitch	One Village Lane	Hattiesburg, MS 39401	

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

3. The domicile is at 821 Hardy Street, Hattiesburg, MS 39401
(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 Hattiesburg BMX Club shall be a non-profit organization, shall issue no shares of stock, and shall posses those characteristics of a social club with tax-exempt status in accordance with the Internal Revenue Code (Sec 501c7) in that the members shall gather for recreational purposes, be beund by common objectives in the promotion and conduct of bicycle motocross racing, and not descriminate on the basis of race, creed, or national origin. It is 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 puposes of the Hattiesburg BMX Club shall be to: (1) develop and maintain the existing bicycle motocross track facility on James Street, Hattiesburg; (2) promote and encourage bicycle motocross racing in the Hattiesburg area under the rules of the National Bicycle League; (3) conduct bicycle motocross racing activities at the Hattiesburg BMX track; (4) foster good sportsmanship, safe steet riding and necessary bicycle maintenance by riders; (5) provide liaison between Hattiesburg area bicycle motocross enthusiasts and those in other states and areas of Mississippi; (6) provide a social organization for bicycle motocross riders, their families, and other interested persons in the Hattiesburg area; and (7) promote bicycle motocross racing as an alternate or a supplement to other youth sports activities in the Hattiesburg area.

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.

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Signatures: Jim Crutcher
Lawrence L. Johnson
Katherine F. Hitch
James K. Hitch

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Forrest

This day personally appeared before me, the undersigned authority ~~Jim Crutcher~~ ~~Lawrence L. Johnson~~, ~~Katherine F. Hitch~~, ~~James K. Hitch~~

incorporators of the corporation known as the Hattiesburg BMX 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 22nd day of January, 1981

Peggie J. Burch Notary Public

My Commission Expires June 2, 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 26th day of January A.D., 1981, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman

Secretary of State

Jackson, Miss., January 27th, 1981

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.

Bill Allain

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.

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State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

LAKE JACKSON 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 29th day of January, A. D., 1981.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

RESOLUTION OF LAKE JACKSON WATER ASSOCIATION
An Unincorporated Association, To Incorporate, Designating the incorporators, The name of the proposed corporation and authorizing the expenditure of the funds of the association necessary to do so.

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Be it resolved by the members of LAKE JACKSON WATER ASSOCIATION 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 Sam Brown, John Oglesby, and Ed Touchberry are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named LAKE JACKSON WATER ASSOCIATION, 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, Sam Brown, 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 8th day of January, 1980, at Glen Allan Clinic, Glen Allan, Washington County, MS at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 4th day of January, 1981.

X Secretary Sam J. Brown

Furnished by, Secretary of State, State of Mississippi, Jackson, Miss.

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

THE CHARTER OF INCORPORATION OF

LAKE JACKSON WATER ASSOCIATION

1. The corporation title of said company is: Book 173

LAKE JACKSON 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
Sam Brown	Box 133	Chatham	MS
John Oglesby	Box 205	Chatham	MS
Ed Touchberry	Rt. 1 Box 83	Glen Allan	MS

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

3. The domicile is at Route 1 (Street and No.) Glen Allan (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.)

This Corporation is NON-PROFIT. No shares of stock shall be issued.

Its purpose is to own and operate rural waterworks systems.

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 Lake Jackson Water Association, Inc. is to provide a quality water supply for its members. To provide this water the Association may do any and all acts that are not prohibited by law to provide water to its members including but not limited to charging dues, setting rates, receiving easements, receiving right-of-ways, purchasing and selling real and personal property, laying pipe, building water tanks, hiring personnel to maintain a rural water system and any and all other acts necessary to further said water system.

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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, except as hereinafter set out, shall vest in each member the right to one vote in the election of all officers, shall maintain a roster of all members which shall include the date upon which each member joined, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall liable for the claims of creditors. This corporation shall maintain a roster of patrons which shall include periodic data to services rendered by the water company and that said roster shall be the basis for any distribution of excess revenues of the water company. That any such distribution shall be to the members based upon patronage for the time period over which such excess revenues to be distributed were collected, and the loss of membership by death or otherwise shall not terminate the rights and interest of such member in any patronage distribution due him at the termination of his membership.

7. ~~The corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, 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: Sam J. Brown
SAM BROWN

John Oglesby
JOHN OGLESBY

Ed Touchberry
ED TOUCHBERRY

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Sharkey

This day personally appeared before me, the undersigned authority Sam Brown, John Oglesby, Ed Touchberry, incorporators of the corporation known as the LAKE JACKSON 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 12th day of January, 19 81

Paul A. Hunter

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 22nd day of January A.D., 19 81, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss., January 28th, 19 81

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.

Bill Allain
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.

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State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

GOOD NEWS INTERNATIONAL, 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 30th day of January, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF GOOD NEWS INTERNATIONAL

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.

BOOK 212 PAGE 177

Be it resolved by the members of GOOD NEWS INTERNATIONAL 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 W. Darryl Goldman, Linda Goldman and Dennis Goldman are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named GOOD NEWS INTERNATIONAL, 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, Dennis Goldman, 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 January, 81, at 1237 Roebuck Drive, Meridian, 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 12th day of January, 81.

Secretary

DENNIS GOLDMAN

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THE CHARTER OF INCORPORATION OF

GOOD NEWS INTERNATIONAL

1. The corporate title of said company is: Good News International, Inc.

2. The name of the incorporators are:

Name	Address
W. Darryl Goldman	1237 Roebuck Drive Meridian, Mississippi
Linda Goldman	1237 Roebuck Drive Meridian, Mississippi
Dennis Goldman	1237 Roebuck Drive Meridian, Mississippi

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

3. The domicile is at 1237 Roebuck Drive, Meridian, Mississippi.

4. This is a non-profit, non-share corporation and no stock shall be issued and no dividends or profits shall be divided among its members.

This is a religious society, organized to own, improve, operate and maintain religious facilities for its members and for the furtherance of the Apostolic ministry of preaching, teaching, healing by prayer and ministering to the physical as well as spiritual needs of mankind as set forth in the New Testament; in general, the propagation of the Gospel of Jesus Christ.

5. The period of existence shall be perpetual.

6. The purpose for which this religious society is created is the propagation of the teachings of Jesus Christ, and the furtherance of the Apostolic ministry of preaching, teaching, healing by prayer, and ministering to the physical as well as the spiritual needs of mankind as set forth in the New Testament; to make; alter, amend, or repeal such by-laws as the membership may from time to time determine; to publish materials; to engage in or sponsor various religious activities, exhibits, and programs for the purpose of raising money, funds, or other

property for the dedicated purpose of this society; to do any and all things that may be necessary to extend or promote the above purposes, including the right to buy, own, hold, sell, lease or deal in real or personal property and to make and execute promissory notes and to secure the same by mortgages, deeds of trust, or otherwise; to do and perform such other acts as may be necessary or convenient to carry out the purposes set forth herein and to exercise all the powers herein granted.

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.

WITNESS OUR SIGNATURES on this 12th day of January 1981.

W. Darryl Goldman
W. DARRYL GOLDMAN

Linda Goldman
LINDA GOLDMAN

Dennis Goldman
DENNIS GOLDMAN

STATE OF MISSISSIPPI

COUNTY OF LAUDERDALE

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the said county and state, the within named W. DARRYL GOLDMAN and LINDA GOLDMAN, incorporators of the corporation known as GOOD NEWS INTERNATIONAL, INC., who acknowledged to me that they signed and delivered the above and foregoing Articles of Incorporation as their act and deed on this the 12th day of January, 1981.

MY COMMISSION EXPIRES:

NOTARY PUBLIC

STATE OF MISSISSIPPI

COUNTY OF LAUDERDALE

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the said county and state, the within DENNIS GOLDMAN incorporator of the corporation known as GOOD NEWS INTERNATIONAL, who acknowledged to me that he signed and delivered the above and foregoing Articles of Incorporation as his act and deed on this the 19th day of January, 1981.

NOTARY PUBLIC

MY COMMISSION EXPIRES: 5-17-81

Received at the office of the Secretary of State, this the 23rd day of January

A. D., 19 81, together with the sum of $ 50 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

January 23rd, 1981

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.

Bill Allain
ATTORNEY GENERAL.

By Richard M. Allen
Special Assistant Attorney General.

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BOOK 12 PAGE 183

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

RUSH HEALTH SYSTEMS, 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 of January, A. D., 1981.

William F. Winter

Governor.

Attest:

Edwin Lloyd Pittman

Secretary of State

CERTIFICATE

The undersigned, President of Rush Health Systems, Inc., a non-profit corporation, hereby certifies that the following is a true and correct copy of that certain resolution adopted by the members of said corporation on the 20th day of January, 1981:

> RESOLVED, that this corporation amend Article 6 of its Charter of Incorporation so that, after amendment, it will read in its entirety as set forth on Exhibit "A" attached hereto and by this reference made a part hereof.
>
> FURTHER RESOLVED, that the President of this corporation be and he is hereby authorized and directed to execute such instruments and documents as may be required by the Secretary of State of the State of Mississippi in order for said amendment to be recorded.

The undersigned further certifies that the attached Exhibit "A" is a true and correct copy of the amended Article 6 of the Charter of Incorporation of this corporation as approved by the members on the 20th day of January, 1981.

IN WITNESS WHEREOF, I have hereunto set my hand, this the 20th day of January, 1981.

J. C. McELROY, JR.
President

STATE OF MISSISSIPPI

COUNTY OF LAUDERDALE

Personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction, J. C. McELROY, JR., who upon oath stated that he is the President of RUSH HEALTH SYSTEMS, INC. and that the statements set forth in the above certificate are true and correct as therein stated.

WITNESS MY HAND and official seal of office, this the 20th day of January, 1981.

Virginia Rushing
NOTARY PUBLIC

My Commission Expires:
Jan 5, 1985

AMENDMENT TO ARTICLE 6 OF THE CHARTER OF INCORPORATION
RUSH HEALTH SYSTEMS, INC.

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

(1) The specific and primary purpose is to further by all proper and legitimate agencies and means a better knowledge of the laws of life and true hygiene, the relief of suffering and the prevention and cure of disease. The purpose of this corporation is charitable, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, and none of its properties, real or personal, shall benefit any private shareholder or individual but shall ever be used for carrying into effect its primary purpose.

(2) The general purposes, which will be carried out in a manner consistent with Section 501(c)(3) of the Internal Revenue Code of 1954, and powers are:

(a) To establish, own, lease, manage, maintain and operate sanitariums, hospitals, medical institutions, health maintenance organizations, fitness centers, nursing homes, retirement homes and treatment rooms where the sick may be treated with or without pay for services rendered;

(b) To train personnel in the primary and intermediate branches of health and medical education, including nursing and related health sciences;

(c) To publish and distribute literature on health, disease, and hygiene;

(d) To instruct people regarding to health sciences, laws of life, and true methods of living;

(e) To solicit, collect receive, acquire, hold and invest money and property, both real and personal, including money and property received by gift, contribution, bequest, or devise and to sell and convert property, both real and personal, into cash;

EXHIBIT "A"

(f) To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber, and to deal in shares, bonds, notes, debentures, or other securities or evidences of indebtedness of any person, firm, corporation, or association and, while the owner or holder of them, to exercise all rights, powers and privileges of ownership;

(g) To purchase or acquire, own, hold, use, lease (either as Lessor or Lessee), sell, exchange, assign, convey, dispose of, mortgage, hypothecate, or encumber real and personal property;

(h) To borrow money, incur indebtedness, and to secure repayment by mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal;

(i) To enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit on amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government (foreign or domestic), or other municipal or governmental subdivision;

(j) To use the assets of this corporation and the proceeds, income, rents, issues, and profits derived from any property of this corporation for any of the purposes for which this corporation is formed; and

(k) To do all things necessary, expedient, or appropriate to the accomplishment of any of the objects and purposes for which this corporation is formed.

(l) Any hospital operated by the corporation must be operated for the care of all persons in the community able to pay the cost thereof, either directly or through third party reimbursement. However, any such hospital may offer care to persons who are unable to pay part or all of the cost thereof.

(m) Any hospital operated by the corporation may not restrict use of its facilities to a particular group of physicians or surgeons to the exclusion of all other qualified doctors.

(n) To adopt and amend bylaws at regular or special meetings of the corporation by a majority vote of those present thereat; to govern and regulate the internal affairs of the corporation and such other matters as the members may desire not contrary to this charter and the laws of this State.

(o) At the organizational meeting of the members of this corporation to accept this charter, if found to be acceptable: to adopt bylaws to elect from the membership a chairman of the board, a vice chairman of the board, a president, one or more vice-presidents, a secretary-treasurer and an assistant secretary-treasurer and such directors as may be provided in the bylaws; the qualifications, duties and responsibilities of said officers and the board of directors, including their authority, shall be as provided in said bylaws.

(p) To provide in said bylaws the qualifications for membership in this corporation.

(q) None of the property of the corporation, nor any profits thereof, shall, upon the liquidation, dissolution or winding up of the corporation, whether voluntary, involuntary or by operation of law, be distributed to or divided among the members, officers, directors, trustees, of the corporation, or any private individual, but such property or profits shall be distributed to and exclusively to charitable, scientific, literary or educational or religious organizations which would then qualify under the provision of Section 501(c)(3) of the Internal Revenue Code or its Regulations as they now exist or as they may hereafter be amended, and further, would meet the description of an organization contained in Section 507(b)(1)(A) of the Internal Revenue Code of 1954 as it now exists and as it may hereafter be amended.

Nothwithstanding 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.

AMENDMENT TO ARTICLE 6 OF THE CHARTER OF INCORPORATION
RUSH HEALTH SYSTEMS, INC.

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

(1) The specific and primary purpose is to further by all proper and legitimate agencies and means a better knowledge of the laws of life and true hygiene, the relief of suffering and the prevention and cure of disease. The purpose of this corporation is charitable, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, and none of its properties, real or personal, shall benefit any private shareholder or individual but shall ever be used for carrying into effect its primary purpose.

(2) The general purposes, which will be carried out in a manner consistent with Section 501(c)(3) of the Internal Revenue Code of 1954, and powers are:

(a) To establish, own, lease, manage, maintain and operate sanitariums, hospitals, medical institutions, health maintenance organizations, fitness centers, nursing homes, retirement homes and treatment rooms where the sick may be treated with or without pay for services rendered;

(b) To train personnel in the primary and intermediate branches of health and medical education, including nursing and related health sciences;

(c) To publish and distribute literature on health, disease, and hygiene;

(d) To instruct people regarding to health sciences, laws of life, and true methods of living;

(e) To solicit, collect receive, acquire, hold and invest money and property, both real and personal, including money and property received by gift, contribution, bequest, or devise and to sell and convert property, both real and personal, into cash;

(f) To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber, and to deal in shares, bonds, notes, debentures, or other securities or evidences of indebtedness of any person, firm, corporation, or association and, while the owner or holder of them, to exercise all rights, powers and privileges of ownership;

(g) To purchase or acquire, own, hold, use, lease (either as Lessor or Lessee), sell, exchange, assign, convey, dispose of, mortgage, hypothecate, or encumber real and personal property;

(h) To borrow money, incur indebtedness, and to secure repayment by mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal;

(i) To enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit on amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government (foreign or domestic), or other municipal or governmental subdivision;

(j) To use the assets of this corporation and the proceeds, income, rents, issues, and profits derived from any property of this corporation for any of the purposes for which this corporation is formed; and

(k) To do all things necessary, expedient, or appropriate to the accomplishment of any of the objects and purposes for which this corporation is formed.

(l) Any hospital operated by the corporation must be operated for the care of all persons in the community able to pay the cost thereof, either directly or through third party reimbursement. However, any such hospital may offer care to persons who are unable to pay part or all of the cost thereof.

(m) Any hospital operated by the corporation may not restrict use of its facilities to a particular group of physicians or surgeons to the exclusion of all other qualified doctors.

(n) To adopt and amend bylaws at regular or special meetings of the corporation by a majority vote of those present thereat; to govern and regulate the internal affairs of the corporation and such other matters as the members may desire not contrary to this charter and the laws of this State.

(o) At the organizational meeting of the members of this corporation to accept this charter, if found to be acceptable: to adopt bylaws to elect from the membership a chairman of the board, a vice chairman of the board, a president, one or more vice-presidents, a secretary-treasurer and an assistant secretary-treasurer and such directors as may be provided in the bylaws; the qualifications, duties and responsibilities of said officers and the board of directors, including their authority, shall be as provided in said bylaws.

(p) To provide in said bylaws the qualifications for membership in this corporation.

(q) None of the property of the corporation, nor any profits thereof, shall, upon the liquidation, dissolution or winding up of the corporation, whether voluntary, involuntary or by operation of law, be distributed to or divided among the members, officers, directors, trustees, of the corporation, or any private individual, but such property or profits shall be distributed to and exclusively to charitable, scientific, literary or educational or religious organizations which would then qualify under the provision of Section 501(c)(3) of the Internal Revenue Code or its Regulations as they now exist or as they may hereafter be amended, and further, would meet the description of an organization contained in Section 507(b)(1)(A) of the Internal Revenue Code of 1954 as it now exists and as it may hereafter be amended.

Nothwithstanding 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.

RUSH HEALTH SYSTEMS, INC.

Dated: January 23, 1981.

By: J. C. McElroy, Jr.
J. C. McELROY, JR.
Its President

STATE OF MISSISSIPPI
COUNTY OF LAUDERDALE

I, a notary public, do hereby certify that on this 23rd day of January, 1981, personally appeared before me J. C. McELROY, JR., who, being by me first duly sworn, declared that he is the President of RUSH HEALTH SYSTEMS, INC., that he executed the foregoing document as President of the corporation, and that the statements therein contained are true.

Virginia Rushing
NOTARY PUBLIC

My Commission Expires:
Jan 5, 1985

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Received at the office of the Secretary of State, this the 28th day of January A. D., 1981, together with the sum of $ 11.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

January 29, 1981

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.

Bill Allain
ATTORNEY GENERAL.

By Richard M. Allen
Special Assistant Attorney General.

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Book 112 Page 195

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

LEBANON CEMETERY 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 29th day of January, A. D., 1981.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

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RESOLUTION

We, the undersigned members of the Board of Directors of the Lebanon Cemetery Association, do hereby adopt this Resolution to direct, empower, and authorize Mr. J. T. 'Dutch' Goin, Mr. J. K. 'Shorty' Hughey, and Mr. Morris Murphy, to make application for a grant of charter which would allow the Lebanon Cemetery Association to operate as a non-profit, non-share corporation bearing the title of Lebanon Cemetery Association, Inc.

BE IT HEREBY RESOLVED, this the 11th day of October, 1980.

LEBANON CEMETERY ASSOCIATION
BOARD OF DIRECTORS

Tony A. Ross

Morris Murphy

Jack Jones

J T Goin

J M Hughey

Ruth Hughey

Jane Gin

I, Ruth Hughey, Secretary of the Lebanon Cemetary Association, do hereby certify that the above and foregoing Resolution is a true and exact copy as executed on October 11th, 1980, by the Board of Directors of the Lebanon Cemetary Association.

Ruth Hughey
RUTH HUGHEY, Secretary
Lebanon Cemetary 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

LEBANON CEMETARY ASSOCIATION

1. The corporate title of said company is: Lebanon Cemetery 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
J.T. 'Dutch' Goin, an adult resident citizen of the State of Mississippi,	3587 Highway 305,	Olive Branch,	Mississippi 38654
J.N. 'Shorty' Hughey, an adult resident citizen of the State of Mississippi,	8296 Bethel Road,	Olive Branch,	Mississippi 38654
Morris Murphy, an adult resident citizen of the State of Mississippi,	7942 Bethel Road,	Olive Branch,	Mississippi 38654

3. The domicile is at 6890 Cockrum Street, Olive Branch, Mississippi 38654
(Street and No.) (City) (State)

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

The corporation is a non-profit and no shares os stock shall be issued. The type or organization is for the establishment and maintenance of a cemetary, as authorized by Section 79-11-1 (1), 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 general objects and purposes of this association shall be to perpetually operate, manage, maintain, preserve and keep-up the grounds of a cemetary facility, more particularly referred to as the Lebanon Cemetary. The rights and powers of the corporation shall be as follows: to establish a system whereby existing filled cemetary plots may be properly mapped and designated to prevent any problems of encroachment on or use of the available unfilled plots; to establish a system wherein the available unfilled cemetary plots are properly mapped and designated to prevent any problems of encroachment on or use of the existing, filled plots; to contract for the maintenance and up-keep of the cemetary grounds; to carry out any business necessary to maintain the cemetary association and Lebanon Cemetary; to make rules and regulations for the governing of the staking, plotting, assignment, conveyance, ownership, use and expansion of the cemetary plots of Lebanon Cemetary and to enforce the rules and regulations so created; to make rules and set guidelines governing the actions of its members; to lease, sell, rent, or purchase and own land and buildings necessary for the maintenance and continuation of the cemetary association and for the use and benefit of Lebanon Cemetary; to charge membeership dues to the members of the association and to invest the proceeds from the membership dues, if any, and from any burial or other cemetary functions, if any, as it sees fit to enure to the benefit of the Lebanon Cemetary and the surrounding community; to contract for any service, equipment, labor, or item needed to operate, maintain, preserve, and keep-up the cemetary.

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.

12 193

Signatures: J.T. 'Dutch' Goin

J.N. 'Shorty' Hughey

Morris Murphy

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of DeSoto

This day personally appeared before me, the undersigned authority J.T. 'Dutch' Goin, J.N. 'Shorty' Hughey and Morris Murphy

incorporators of the corporation known as the Lebanon Cemetary Association, Inc.

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 26th day of January 19 81

My Commission Expires: 5-11-82

Notary Public

STATE OF MISSISSIPPI

County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the

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

Received at the office of the Secretary of State this the 26th day of January A.D., 19 81, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman

Secretary of State

Jackson, Miss., January 27th, 19 81

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.

Bill Allain

Attorney General

By Richard M. Allen

Assistant Attorney General

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

Book 172 Page 199

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE MT. MORIAH UNITED METHODIST CHURCH CEMETERY
AND GROUNDS ASSOCIATION 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 29th day of January, A.D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

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RESOLUTION OF THE MT. MORIAH UNITED METHODIST CHURCH CEMETERY AND GROUNDS 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 Mt. Moriah United Methodist Church Cemetery and Grounds of Webster County, Mississippi, was established more than a century ago and has continued as an active entity to provide a hallowed resting place for the members and loved ones of the Mt. Moriah United Methodist Church Community for well over one hundred years, and

WHEREAS, during these years the loved ones of a large number of families have been interred in the Mt. Moriah Cemetery as their final resting place on earth, and

WHEREAS, it is the sincere desire of the church members, relatives and close friends of the aforementioned deceased loved ones to permanently care for and maintain an attractive cemetery and grounds, 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 Mt. Moriah United Methodist Church Cemetery and Grounds of Webster County, Mississippi.

THEREFORE, BE IT RESOLVED by the members of the Mt. Moriah United Methodist Church Cemetery and Grounds 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 George H. Cooper, Ella Holland, Elzie Holland, Otho Lewis and J. P. Shaffer are hereby elected, appointed, designated and authorized to act as incorporators in applying for a charter

of this association to be named the Mt. Moriah United Methodist Church Cemetery and Grounds Association of Webster County, Mississippi; and that they are fully empowered to do and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

RESOLVED this the 25th day of January, 1981.

SIGNED:

Elzie Holland

Jewel Stephens

Kathleen Ray

George H Cooper

Otho Lewis

Ella K. Holland

Alvin Hathaway

Ruby W. Lewis

Lettie Lee Roberts

Earl Ray

J. B. Thayer

R L Lewis

Jim F. Jemison

Cora A. Ray

Rev Milton Whatley

I, Jewel Stephens, 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 25th day of January, 1981, at the Mt. Moriah United Methodist Church at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature this the 25th day of January, 1981.

Jewel Stephens

Jewel Stephens

Furnished by Heber Ladner, Secretary of State, Jackson, Miss. 72-203

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

THE CHARTER OF INCORPORATION OF

THE MT. MORIAH UNITED METHODIST CHURCH CEMETERY AND GROUNDS ASSOCIATION OF WEBSTER COUNTY, MISSISSIPPI

1. The corporate title of said company is: The Mt.. Moriah United Methodist Church Cemetery and Grounds Association 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
George H. Cooper	Route 2	Eupora	MS
Ella Holland	Route 2	Eupora	MS
Elzie Holland	Route 2	Eupora	MS
Otho Lewis	Route 2	Eupora	MS
J. P. Shaffer	Route 2	Eupora	MS

All incorporators are adult resident citizens of the State of Mississippi

3. The domicile is at Route 2 (Street and No.) Eupora (City) Mississippi 39744 (State)

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

The corporation is non-profit; no shares of stock are to be issued, and it is a church cemetery and grounds corporation as set forth in Section 79-11-1, Subsection 2 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 reasonably necessary to accomplish the stated purpose of the corporation.

C-30

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.

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Signatures: Elzie Holland
George H Cooper
Otho Lewis
Ella H. Holland
J. P. Shaffer

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of WEBSTER

This day personally appeared before me, the undersigned authority George H. Cooper, Ella Holland, Elzie Holland, Otho Lewis, J. P Shaffer, incorporators of the corporation known as the Mt. Moriah United Methodist Church Cemetery and Grounds Association of Webster County, Mississippi, 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 25th day of January, 19 81

My commission expires: January 2, 1984

Carl A. Ray

STATE OF MISSISSIPPI
County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the

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

Received at the office of the Secretary of State this the 27th day of January A.D., 1981, together with the sum of $ 25.00 deposited to cover the recording fee and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss., January 28th, 1981

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.

Bill Allain
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.

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State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

CORINTH ELKS LODGE, NO. 2573

BENEVOLENT AND PROTECTIVE ORDER OF ELKS

OF THE UNITED STATES OF AMERICA

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 29th day of January, A. D., 1981.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

RESOLUTION

WHEREAS, at a regular meeting of CORINTH ELKS LODGE, NO. 2573, BENEVOLENT AND PROTECTIVE ORDER OF ELKS OF THE UNITED STATES OF AMERICA, held on January 19, 1981, a proposal to incorporate said Lodge under Section 170 and other applicable provisions of the Annotated Statutes of the Grand Lodge, was approved and adopted, and the Officers of said Lodge duly authorized and directed to institute and complete proceedings for such incorporation, to be named CORINTH ELKS LODGE, No. 2573, BENEVOLENT AND PROTECTIVE ORDER OF ELKS OF THE UNITED STATES OF AMERICA.

NOW, THEREFORE, BE IT RESOLVED: that immediately after the completion of said incorporation and the approval thereof by the Committee on Judiciary of the Grand Lodge, that the proper Officers of this Lodge be and they are hereby authorized and directed to convey all of the property of this Lodge, both real and personal, held in trust or otherwise, to the incorporated Lodge.

CERTIFICATION

I, the undersigned Secretary of said Lodge, do hereby certify that the foregoing Resolution was duly presented and adopted by said Lodge at a regular meeting thereof, held on

January 19, 1981, and that said action has not been repealed, modified, or set aside, and that said resolution remains in full force and effect.

IN WITNESS WHEREOF, I have hereunto affixed my signature as Secretary, and have caused the seal of said Lodge to be affixed, this the [illegible] day of January, 1981.

G. A. RAY, SECRETARY

THE CHARTER OF INCORPORATION OF

CORINTH ELKS LODGE, NO. 2573

BENEVOLENT AND PROTECTIVE ORDER OF THE

ELKS OF THE UNITED STATES OF AMERICA

1. The corporate title of said company is:

CORINTH ELKS LODGE, NO. 2573, BENEVOLENT AND PROTECTIVE ORDER OF ELKS OF THE UNITED STATES OF AMERICA

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

NAME	POST OFFICE ADDRESS
J. R. Laughlin	2207 Willow Road Post Office Box 1050 Corinth, Mississippi 38834
G. A. Ray	2003 Maple Road Corinth, Mississippi 38834
Robert LeGoff	2102 Hawthorne Road Corinth, Mississippi 38834

Each of the above-named incorporators is an adult resident citizen of the State of Mississippi and are duly authorized by Corinth Elks Lodge, No. 2573, in its Minutes, to apply for this Charter.

3. The domicile of the corporation in this State is:

1521 Robertson Street
Post Office Box 1033
Corinth, Mississippi 38834

4. The corporation is a non-profit corporation and no shares of stock are to be issued, and is a fraternal organization.

5. The corporation shall have perpetual existence.

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

(a) The primary purpose for which this corporation is formed is to include the principles of charity, justice, brotherly love and fidelity; to promote the welfare and enhance the happiness of its members; to quicken the spirit of American patriotism; to cultivate good fellowship and perpetuate itself as a fraternal organization.

(b) Other purposes for which this corporation is formed are: To do all the acts and things, and business and businesses in any manner connected with the objects or purposes or powers of the corporation, or necessary, incidental, convenient or auxillary thereto, calculated directly or indirectly to promote the interests, objectives, and ideals of the organization, and in addition, to have and exercise all rights, and privileges now or hereafter belonging to or conferred upon non-profit corporations existing under the laws of the State of Mississippi.

(c) To carry out and accomplish the purposes and objects of the corporation, the corporation shall have the power to cooperate, and make and perform contracts, with any person, firm, association, organization, corporation, town, city, state, country, or nation and the United States of America, or any department or branch or corporation thereof.

(d) To do any and all things herein set forth as principal, agent, contractor, trustee or otherwise, alone or in company or concert with others.

(e) To borrow money and pledge, mortgage, and/or hypothecate any and all property, real, personal and mixed, of the corporation as security corporation's indebtedness.

(f) To carry out the objects and purposes of the corporation, the corporation shall have the power to own, buy, sell, mortgage, lease or rent to or from others, hold, occupy, use, improve, develop, exchange and make any lawful contract pertaining to property of all kinds, real, personal and mixed, wherever located.

(g) The foregoing statement or purpose or purposes shall be construed as a statement of both purpose and powers and the purposes and powers in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or influence from the terms and provisions of any other clause, but shall be regarded as independent purposes and powers.

7. This Corporation is organized exclusively as a fraternal organization, as a non-profit corporation, and its activities shall be conducted for the aforesaid purposes in such manner that no part of its net earnings will inure to the benefit of any member, director, Trustee, Officer or individual.

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

9. (a) The Officers, Directors and Trustees of this corporation, their nominations, election or appointment, installation power and authority shall be in accordance with the provisions of the By-Laws of this Corporation.

(b) The governing body of this corporation shall be its Board of Directors, which said Board of Directors shall consist of all of the following: the Officers of the Corporation, who are entitled EXALTED RULER -- J. R. Laughlin, ESTEEMED LEADING KNIGHT -- Don Hutchens, ESTEEMED LOYAL KNIGHT -- Tom Dabney, ESTEEMED LECTURING KNIGHT -- Larry Hartman, and three (3) persons who shall bear the title of Trustee.

(c) The names and addresses of the persons who are to act in the capacity of directors of this Corporation until the selection of their successors are as follows:

Cecil P. Ramer, P. O. Box 304, Corinth, M 38834
Frank Robinson, 2216 Hickory Rd., Corinth, Ms. 38834
David McLemore, Hwy. 72 East, Corinth, Ms. 38834

10. That the By-Laws of said Corporation shall define the duties of the Directors, Officers and Trustees of the Corporation; that the manner of election and term of office of the Directors, Officers and

Trustees of the Corporation shall be as set forth in the By-Laws of the Corporation; that the number of persons to serve in the capacity of Directors may be changed from time to time by the By-Laws of said Corporation, and that said Corporation is hereby granted authority to make a Code of By-Laws for its government, and to amend the same from time to time as provided in said By-Laws.

11. This Corporation is organized with the permission of Grand Lodge of the Benevolent and Protective Order of Elks of the United States of America, and the business of the Corporation and all its acts, decisions and other actions of its Officers and members in carrying out its purpose and powers shall at all times conform with the provisions of the Grand Lodge Constitution and Statutes of the Order enacted pursuant thereto as well as the provisions of State law.

12. In all matters relating to property, both real and personal, including but not limited to, purchase, sale, mortgage, hiring and leasing, the provisions of Section 208, Grand Lodge Statutes relating to notice and required vote shall be fully complied with.

This corporation is a non-profit corporation as defined in Chapter 11, Title 79, of the Mississippi Code of 1972, as amended, and shall have

every power, capacity and authority permitted to or conferred upon a non-profit corporation organized thereunder.

J. R. LAUGHLIN

G. A. RAY

ROBERT LeGOFF

STATE OF MISSISSIPPI

COUNTY OF ALCORN

THIS DAY personally appeared before me, the undersigned authority within and for the aforesaid county and state, J. R. LAUGHLIN, G. A. RAY and ROBERT LeGOFF, incorporators of the non-profit corporation known as CORINTH ELKS LODGE, NO. 2573, BENEVOLENT AND PROTECTIVE ORDER OF ELKS OF THE UNITED STATES OF AMERICA, who acknowledged that they each signed, delivered and executed the above and foregoing Articles of Incorporation as their act and deed on the 23rd day of January, 1981.

NOTARY PUBLIC

My Commission Expires:

October 31, 1983

72-214

RECEIVED at the office of the Secretary of State, this, the 29th day of January, 1981, together with the sum of $20.00 deposited to cover the recording fee and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE

Jackson, Mississippi
January 29, 1981

I have examined this 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.

Bill Allain
BILL ALLAIN, 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

PASS ROAD TABERNACLE OF THE
CHRISTIAN AND MISSIONARY ALLIANCE
mergering with and into:
TRI-CITY 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* 3rd day of February, A. D., 1981.

William F. Winter
Governor.

Attest:

Edwin Lloyd Pittman
Secretary of State.

BOOK 272 PAGE 216

MOTION AND RESOLUTION OF BOARD OF
DIRECTORS APPROVING PLAN OF MERGER
OF
TRI-CITY BAPTIST CHURCH

BE IT RESOLVED, that Tri-City Baptist Church a non-profit religious corporation, proposes to merge itself with a non-profit religious corporation known as Pass Road Tabernacle of the Christian and Missionary Alliance, and that the Board of Directors do hereby ratify and approve the Plan of Merger now submitted to the Board of Directors effectuating this merger between Tri-City Baptist Church and Pass Road Tabernacle of the Christian and Missionary Alliance.

BE IT FURTHER RESOLVED by the members of Tri-City Baptist Church, a non-profit religious corporation, that it is to its best interest of its corporation and to the best interest of the members of this non-profit corporation that it be forthwith merged with Pass Road Tabernacle of the Christian and Missionary Alliance and that thereafter Tri-City Baptist Church and Pass Road Tabernacle of the Christian and Missionary Alliance, both non-profit religious corporations, shall be known as TRI-CITY BAPTIST CHURCH INC. under the laws of the State of Mississippi and all provisions applicable thereto.

BE IT FURTHER RESOLVED that Terry Ross, Lance Miller and Tony Dove, Daniel J. LaFon, II, the Pastor, and Gloria Jane Donnell, Secretary, be and they are to be the duly elected, appointed, designated Directors and Officers and hereinafter are authorized to merge this non-profit

corporation and that they be and are hereby authorized to act as the Trustees of the surviving non-profit religious corporation, and that they are fully empowered to do any and all other acts necessary to secure said merger and to expend such funds as are necessary to accomplish same.

IT IS FURTHER RESOLVED that the terms and conditions of the proposed merger are that all assets of Tri-City Baptist Church shall be joined with the assets of Pass Road Tabernacle of the Christian and Missionary Alliance and all obligations of the two said non-profit religious corporations now existing shall be hereinafter assumed by the surviving non-profit religious corporation, TRI-CITY BAPTIST CHURCH, and further that all other purposes and powers given to said non-profit religious corporations in their Articles of Incorporation shall all be combined and those powers and duties therein contained shall be those of the surviving non-profit religious corporation, TRI-CITY BAPTIST CHURCH.

BE IT FURTHER RESOLVED that this resolution shall be presented to the membership of said non-profit religious corporation and shall be considered as the Plan of Merger required pursuant to Section 79-11-37, Mississippi Code of 1972, Annotated.

BE IT FURTHER RESOLVED that Pastor Daniel J. LaFon, II shall be the President of the suriving non-profit religious corporation known as TRI-CITY BAPTIST CHURCH, and that Gloria Jane Donnell is to be the Secretary-Treasurer of same with Terry Ross, Tony Dove and Lance Miller as the appointed Trustees of said non-profit religious corporation.

The above and foregoing Resolution having been presented by Pastor Daniel J. LaFon, II to the Board of Directors and after

having been duly discussed and considered, on motion of Terry Ross, seconded by Tony Dove, and having been put to a vote of the Board of Directors, received the affirmative approval of all Board of Directors of Tri-City Baptist Church, a non-profit religious corporation, it was declared that the Resolution herein described was approved.

Done by order of the Church, this the 30th day of January, A.D., 1981.

TRI-CITY BAPTIST CHURCH

By: Daniel J. LaFon II
PASTOR DANIEL J. LaFON, II, President

By: Gloria Jane Donnell
GLORIA JANE DONNELL, Secretary

Terry Ross
TERRY ROSS, MEMBER OF BOARD OF DIRECTORS

Tony Dove
TONY DOVE, MEMBER OF BOARD OF DIRECTORS

Lance Miller
LANCE MILLER, MEMBER OF BOARD OF DIRECTOR

I, GLORIA JANE DONNELL, Secretary of Tri-City Baptist Church, do hereby certify that the foregoing is a true and correct original of the resolution duly and properly adopted at a meeting of Tri-City Baptist Church, non-profit religious corporation, held on the 30th day of January, A.D., 1981, by Tri-City Baptist Church,

BOOK 272 PAGE 219

127 E. 1st Jackson St.,
at ~~2941 Pass Road~~, Biloxi, Mississippi, which Resolution shall be submitted to a meeting of the members of said non-profit religious corporation on the 30th day of January, A.D., 1981 by Pastor Daniel J. LaFon, II.

Dated this 30th day of January, A.D., 1981.

Gloria Jane Donnell
GLORIA JANE DONNELL

WAIVER OF NOTICE OF MEMBERS OF

TRI-CITY BAPTIST CHURCH, A CORPORATION

OF MEMBERS
OF SPECIAL MEETING/TO CONSIDER MERGER OF TRI-

CITY BAPTIST CHURCH AND PASS ROAD TABERNACLE OF THE

CHRISTIAN AND MISSIONARY ALLIANCE

We, the undersigned, not less than 2/3rds of the being/members of

Tri-City Baptist Church, a non-profit religious corporation, organized under the laws of the State of Mississippi, do hereby waive all notice that we are or may be entitled of the members of the corporation to of the meeting/to consider the Plan of Merger of Tri-City Baptist Church and Pass Road Tabernacle of the Christian and Missionary Alliance/and hereby consent that said meeting/may be held immediately hereinafter./ Specifically the requirements of Section 79-11-37, Mississippi Code of 1972, Annotated, which requires 10 days written or printed notice to each member

adopted by the former's Brd of Directors 1/30/81 of the members and we agree to said merger and approve the proposed plan of merger

Witness our signatures this the 1st day of February, A.D., 1981.

TRI-CITY BAPTIST CHURCH, a corporation

	Kenneth L Kiczuk
Tony Dove	David J. Brauer
Lance Miller	James P. Guinan
Terry A. Ross	Janet E Powell
[illegible]	Mary Ann Springer
Ronald J Monaghan	Brenda Butler
Linda Monaghan	William A Stad
Robert J. Bunting	Mary J. Coggins
Jodie A. Bunting	Wanda Nabors

Kathy Jenkins
Deborah Canaday
John W Canaday
Robin Kirkland
[illegible]
Lu Ellen O. Mandeville
Richard J. Mandeville
Ruby G. Depew
Vera P. Beckham
Curtis W. Adams
Martha Adams
Berice L. Pyle
[illegible]
Colleen [illegible]
[illegible]
Ruth Bunting
Tela Dove

BK 212 PG 222

MOTION AND RESOLUTION OF BOARD OF

DIRECTORS APPROVING PLAN OF MERGER

OF

PASS ROAD TABERNACLE OF THE CHRISTIAN AND MISSIONARY ALLIANCE

BE IT RESOLVED, that Pass Road Tabernacle of the Christian and Missionary Alliance a non-profit religious corporation, proposes to merge itself with a non-profit religious corporation known as Tri-City Baptist Church, and that the Board of Directors do hereby ratify and approve the Plan of Merger now submitted to the Board of Directors effectuating this merger between Tri-City Baptist Church and Pass Road Tabernacle of the Christian and Missionary Alliance.

BE IT FURTHER RESOLVED by the members of Pass Road Tabernacle of the Christian and Missionary Alliance a non-profit religious corporation, that it is to its best interest of its corporation and to the best interest of the members of this non-profit corporation that it be forthwith merged with Tri-City Baptist Church and that thereafter Tri-City Baptist Church and Pass Road Tabernacle of the Christian and Missionary Alliance, both non-profit religious corporations, shall be known as TRI-CITY BAPTIST CHURCH under the laws of the State of Mississippi and all provisions applicable thereto.

BE IT FURTHER RESOLVED that Terry Ross, Lance Miller and Tony Dove, Daniel J. LaFon, II, the Pastor, and Gloria Jane Donnell, Secretary, be and they are to be the duly elected, appointed, designated Directors and Officers and hereinafter are authorized to merge this non-profit

corporation and that they be and are hereby authorized to act as the Trustees of the surviving non-profit religious corporation, and that they are fully empowered to do any and all other acts necessary to secure said merger and to expend such funds as are necessary to accomplish same.

IT IS FURTHER RESOLVED that the terms and conditions of the proposed merger are that all assets of Tri-City Baptist Church shall be joined with the assets of Pass Road Tabernacle of the Christian and Missionary Alliance and all obligations of the two said non-profit religious corporations now existing shall be hereinafter assumed by the surviving non-profit religious corporation, TRI-CITY BAPTIST CHURCH, and further that all other purposes and powers given to said non-profit religious corporations in their Articles of Incorporation shall all be combined and those powers and duties therein contained shall be those of the surviving non-profit religious corporation, TRI-CITY BAPTIST CHURCH.

BE IT FURTHER RESOLVED that this resolution shall be presented to the membership of said non-profit religious corporation and shall be considered as the Plan of Merger required pursuant to Section 79-11-37, Mississippi Code of 1972, Annotated.

BE IT FURTHER RESOLVED that Pastor Daniel J. LaFon, II shall be the President of the suriving non-profit religious corporation known as TRI-CITY BAPTIST CHURCH, and that Gloria Jane Donnell is to be the Secretary-Treasurer of same with Terry Ross, Tony Dove and Lance Miller as the appointed Trustees of said non-profit religious corporation.

The above and foregoing Resolution having been presented by Pastor Daniel J. LaFon, II to the Board of Directors and after

having been duly discussed and considered, on motion of _____, seconded by _____, and having been put to a vote of the Board of Directors, received the affirmative approval of all Board of Directors of Pass Road Tabernacle of the Christian and Missionary Alliance, a non-profit religious corporation, it was declared that the Resolution herein described was approved.

Done by order of the Church, this the ____ day of _____, A.D., 1981.

PASS ROAD TABERNACLE OF THE CHRISTIAN AND MISSIONARY ALLIANCE

By: _____
PASTOR DANIEL J. LaFON, II, Presiden

By: _____
GLORIA JANE DONNELL, Secretary

_____
TERRY ROSS, MEMBER OF BOARD OF DIRECTORS

_____
TONY DOVE, MEMBER OF BOARD OF DIRECTORS

_____
LANCE MILLER, MEMBER OF BOARD OF DIRECTC

I, GLORIA JANE DONNELL, Secretary of Pass Road Tabernacle of the Christian and Missionary Alliance, do hereby certify that the foregoing is a true and correct original of the resolution duly and properly adopted at a meeting of Pass Road Tabernacle of the Chrisitan and Missionary Alliance, non-profit religious corporation, held on the ____ day of _____, A.D., 1981, by Pass Road Tabernacle of the Christian and Missionary Alliance

at 2941 Pass Road, Biloxi, Mississippi, which Resolution shall be submitted to a meeting of the members of said non-profit religious corporation on the ____ day of _____, A.D., 1981 by Pastor Daniel J. LaFon, II.

Dated this ____ day of _____, A.D., 1981.

GLORIA JANE DONNELL

WAIVER OF NOTICE OF MEMBERS ~~OF CONGREGATION~~

OF

PASS ROAD TABERNACLE OF THE CHRISTIAN AND MISSIONARY ALLIANCE, A CORPORATION

OF SPECIAL MEETING OF MEMBERS TO CONSIDER MERGER OF TRI-CITY BAPTIST CHURCH AND PASS ROAD TABERNACLE OF THE CHRISTIAN AND MISSIONARY ALLIANCE

We, the undersigned, being not less than 2/3rds of the members ~~of the congregation of~~ Pass Road Tabernacle of the Christian and Missionary Alliance, a non-profit religious corporation, organized under the laws of the State of Mississippi, do hereby waive all notice that we are or may be entitled to of the meeting of the members of the corporation to consider the Plan of Merger of Tri-City Baptist Church and Pass Road Tabernacle of the Christian and Missionary Alliance adopted by the latter's Brd of Directors 1/30/81 and hereby consent that said meeting of the members may be held immediately hereinafter and we agree to said merger and approve the proposed plan of merger. Specifically the requirements of Section 79-11-37, Mississippi Code of 1972, Annotated, which requires 10 days written or printed notice to each member

Witness our signatures this the 1 day of February, A.D., 1981.

PASS ROAD TABERNACLE OF THE CHRISTIAN AND MISSIONARY ALLIANCE, A CORPORATION

[illegible]	Bruce Pyle
Tony Dove	[illegible]
Grace [illegible]	Lu Ellen O. Mandeville
Terry A. Ross	Richard J. Mandeville
Jane Drugell	Ruby G. Depew
Sharon [illegible]	Vera P. Beckham
Colleen [illegible]	John W. Canaday
Curtis W. Adams	Deborah Canaday
Martha Adams	Robin G. Kirkland

Kenneth E. Kirkland
Mary J. Coggins
Wanda Nakoes
Kathy Jenkins
William N. Slack
Brenda Butler
Mary Ann Springer
Linda Norgher
Janet E. Powell
James B. Gunn
David J. Brauer
Kenneth L. Kiczyk
Jodie A. Bunting
Robert J. Bunting
Ronald J. Monaghan
Ruth Bunting
Teda Dove

[illegible] 228

ARTICLES OF MERGER

OF

TRI-CITY BAPTIST CHURCH

AND

PASS ROAD TABERNACLE OF THE CHRISTIAN AND MISSIONARY ALLIANCE

NON-PROFIT RELIGIOUS CORPORATIONS

Pursuant to the provisions of Mississippi Code of 1972, Annotated, Sections 79-11-35, 79-11-37 and 79-11-39, the undersigned corporations, and through the President of each corporation and verified by the Board of Directors of each corporation, the following Articles of Merger for the purpose of merging the two corporations into one corporation are as follows:

1. The name of the corporations proposing to merge are: Tri-City Baptist Church and Pass Road Tabernacle of the Christian and Missionary Alliance.

2. The addresses of the corporations proposing to merge are:

Tri-City Baptist Church, 2941 Pass Road, Biloxi, Mississippi 39531

Pass Road Tabernacle of the Christian and Mismionary Alliance, 2941 Pass Road, Biloxi, Mississippi 39531.

3. The Board of Directors of Tri-City Baptist Church are:

Terry Ross, 100 Travia, Biloxi, Mississippi 39531

Tony Dove, 128 Azalea Drive, Biloxi, Mississippi 39531

Lance Miller, PSC #1, Box 4323, Keesler AFB, MS 39534

The Board of Directors of Pass Road Tabernacle of the Christian and Missionary Alliance are:

Terry Ross, 100 Travia, Biloxi, Mississippi 39531

Tony Dove, 128 Azalea Drive, Biloxi, Mississippi 39531

Lance Miller, PSC #1, Box 4323, Keesler AFB, MS 39534.

4. The name of the corporation into which Tri-City Baptist Church and Pass Road Tabernacle of the Christian and Missionary Alliance prupose to merge, which is hereinafter designated as the surviving non-profit religious corporation, is TRI-CITY BAPTIST CHURCH, INC. Publication of the charter is not required. It shall issue no shares of stock, shall divide no dividends or profits among its members.

5. The terms and conditions of the proposed merger and the mode of carrying same into effect, as are provided for and contained

in the Plan of Merger adopted by Tri-City Baptist Church, a Mississippi non-profit corporation on the 1st day of January, 1981, by the Board of Directors of said corporation and thereafter submitted to the membership of said non-profit religious corporation and having received the affirmative vote of said members on the 1st day of February, 1981, all as attested to by copies of the Motion and Resolution of the Board of Directors of Tri-City Baptist Church and the Minutes of Tri-City Baptist Church and in the Plan of Merger adopted by Pass Road Tabernacle of the Christian and Missionary Alliance, a Mississippi non-profit corporation, on the 5th day of January, 1981, by the Board of Directors of said corporation and thereafter submitted to the membership of said non-profit religious corporation and having received the affirmative vote of said members on the 1st day of February, 1981, all as attested to by copies of the Motion and Resolution of the Board of Directors of Pass Road Tabernacle of the Christian and Missionary alliance, all of which documents are attached to these Articles of Merger.

6. That the period of duration of the surviving corporation shall be perpetual. 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.

7. The specific purpose or purposes for which the surviving corporation is merged and organized, stated in general terms are: The purpose of this religious corporation shall be to promote religious education and religious worship in the Baptist faith for the membership or congregation of the church; to own property, either real or personal, for the purpose of establishing premises where religious worship and religious education can be promoted; to sell literature and such as will further the ministry of this church; to build and erect buildings on said property and to do any and all things to promote the operation of a church or churches and to do all things necessary and customary in the operation of a church or churches, and religious education incident thereto, and to exercise any and all powers granted under the provision set forth under the Corporation Acts of the State of Mississippi, or any amendments thereto, applicable to non-profit corporations.

That said corporation is a non-profit corporation and any and all monies received by the same shall be used for the purpose of the

support of the church, missionaries, radio ministry, and the regular routine business of either; that no member of the congregation shall be entitled to any portion of the assets of the said corporation, but that each member thereof shall be entitled to the right of one (1) vote in the election of any and all officers; and that membership in said corporation shall be terminated by transfer of membership to another church or expulsion for violations of the teachings of said church, or by death. Expulsion is the only remedy for non-payment of dues. Loss of membership, by death or otherwise, shall terminate all interest of such members in the corporate assets.

8. That the post office address of its domicile office is 2941 Pass Road, Biloxi, Mississippi 39531, and the name of its initial resident agent at such address is Pastor Daniel J. LaFon, II, whose address is Route 6, Box 126B, Biloxi, Mississippi 39532.

9. That the number of directors constituting the Board of Directors of this corporation shall not be less than three (3) and are hereby made to be three (3) and the names and addresses of each person who is to serve as director until the first annual meeting of said surviving corporation or until their successors are elected and shall qualify are:

NAME	STREET AND POST OFFICE ADDRESS
Terry L Ross	100 Travia St. Apt F Biloxi MS 39531

Witness the signature of the President and Secretary of each corporation and the Board of Directors of each corporation on this the 1st day of February, 1981.

TRI-CITY BAPTIST CHURCH

By: _____
PASTOR DANIEL J. LaFON, II, President

By: _____
GLORIA JANE DONNELL, Secretary

By: Terry Ross
TERRY ROSS, Director

By: _____
TONY DOVE, Director

By: _____
LANCE MILLER, Director

PASS ROAD TABERNACLE OF THE CHRISTIAN AND MISSIONARY ALLIANCE

By: _____
PASTOR DANIEL J. LaFON, II
President

By: _____
GLORIA JANE DONNELL, Secretary

By: _____
TERRY ROSS, Director

By: _____
TONY DOVE, Director

By: _____
LANCE MILLER, Director

STATE OF MISSISSIPPI
COUNTY OF HARRISON

This day personally appeared before me, the undersigned authority, Pastor Daniel J. LaFon, II, who identified himself as President of Tri-City Baptist Church, and Gloria Jane Donnell, Secretary, who identified herself as Secretary of said Tri-City Baptist Church and Terry Ross, Tony Dove and Lance Miller, members of the Board of Directors of Tri-City Baptist Church, who acknowledged to me that they signed/delivered and executed the above and foregoing Articles of Merger of Tri-City Baptist Church as the lawful act of said corporation pursuant to the provisions of Mississippi Code of 1972, Annotated, Sections 79-11-35, 79-11-37 and 79-11-39, requesting that I as a Notary Public witness their signatures to these Articles of Merger on this the 2nd day of _____, 1981.

_____
NOTARY PUBLIC

MY COMMISSION EXPIRES:
MY COMMISSION EXPIRES OCTOBER 29, 1984

STATE OF MISSISSIPPI
COUNTY OF HARRISON

This day personally appeared before me the undersigned authority, Pastor Daniel J. LaFon, II, who identified himself as President of Pass Road Tabernacle of the Christian and Missionary Alliance and Gloria Jane Donnell who identified herself as Secretary of Pass

Road Tabernacle of the Christian and Missionary Alliance, and Terry Ross, Tony Dove and Lance Miller, members of the Board of Directors of Pass Road Tabernacle of the Christian and Missionary Alliance, who acknowledged to me that they signed, delivered and executed the above and foregoing Articles of Merger of Pass Road Tabernacle of the Christian and Missionary Alliance as the lawful act of said corporation pursuant to the provisions of Mississippi Code of 1972, Annotated, Sections 79--135, 79-11-37 and 79-11-39, requesting that I as a Notary Public witness their signatures to these Articles of Merger on this the 2nd day of February, 1981.

NOTARY PUBLIC

MY COMMISSION EXPIRES:

BETTY Y. ROBERTS
NOTARY PUBLIC, STATE OF MISSISSIPPI AT LARGE
MY COMMISSION EXPIRES OCTOBER 26, 1982

Received at the office of the Secretary of State, this the [illegible] day of [illegible]

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

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

February 3rd, 1981

I have examined this merger of non-profit corporations ~~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.

Bill Allain
ATTORNEY GENERAL.

By Richard M. Allen
Special Assistant Attorney General.

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State of Mississippi

BOOK 72 PAGE 235

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

HISTORIC DOCUMENTATION 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* 6th day of February, A. D., 1981.

William F. Winter

Governor.

Attest:

Edwin Lloyd Pittman

Secretary of State.

STATE OF MISSISSIPPI

COUNTY OF FORREST

RESOLUTION OF THE MEMBERS OF
HISTORIC DOCUMENTATION OF MISSISSIPPI, INC.

WHEREAS, the members of Historic Documentation of Mississippi, Inc., are desirous of amending its Charter of Incorporation presently on file in the office of the Secretary of State of the State of Mississippi to add certain paragraphs to cause said Charter to include further wordings required to be in the Incorporation Documents of a non-profit organization under the laws of the United States, specifically the Internal Revenue Code.

IT IS HEREBY RESOLVED by the members of the corporation that the following language be added as Paragraph VIII and Paragraph IX of the Charter of Incorporation of the Historic Documentations of Mississippi, to-wit:

I.

In the event of this solution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in §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.

II.

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a)corporation exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any futer United States internal revenue law or (b) a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States internal revenue law.

STATE OF MISSISSIPPI

COUNTY OF FORREST

ARTICLES OF AMMENDMENTS TO THE CHARTER OF HISTORIC DOCUMENTATION OF MISSISSIPPI, INC.

I.

The corporate name and title of the aforesaid corporation is Historic Documentation of Mississippi, Inc. The ammendments so adopted are as follows, to-wit:

1. In the event of this solution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in §501(c)(3) and §170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, of the Federal, State, or local governement for exclusive public purpose.

2. Notwithstanding any other provisions 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 §501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1952 or other corresponding provisions of any future United States internal revenue law.

3. These ammendments were adopted/on the 6th by the member of the corporation day of February A. D. 1981.

4. There are no shares outstanding as is specified in §7 of the original Chart of Incorporation of Historic Documentation of Mississippi, Inc.

IN WITNESS WHEREOF, we, the undersigned officers

12 238

have set hereunto our hands and signatures, this the 6th day of February, A. D. 1981.

Cecil T. Rimes, Jr.
CECIL T. RIMES, JR.

Garry L Walker
GARRY WALKER

Mike Seal
MIKE SEAL

STATE OF MISSISSIPPI

COUNTY OF FORREST

PERSONALLY CAME AND APPEARED BEFORE ME, the undersigned authority in and for the jurisdition aforesaid, the within named, Cecil T. Rimes, Jr., Garry Walker, and Mike Seal, President and Secretary respectively, and directors of the corporation known as the Historic Documentation of Mississippi, Inc., who acknowledged that they signed and delivered executed the above and foregoing Articles of Ammendments as their free act and deed on this the 6th day of February, A. D. 1981.

(SEAL)

Marian Brown Circuit Clerk
NOTARY
by Jay D. Lee, D.C.
COMMISSION EXPIRATION DATE:
January 1984

JOHN H. ANDERSON
GAMBRELL, ANDERSON & GAMEBRLL, P. A.
Attorney and Counselors at Law
713 Ronie Street
Hattiesburg, Mississippi 39401
(601) 583-9401

SOLICITOR FOR INCORPORATORS

WITNESS THE SIGNATURES, of the undersigned officers of the Historic Documentation of Mississippi, Inc., on this the 6th day of Feb, A. D. 1981.

Cecil Rimes
PRESIDENT

Garry Walker
SECRETARY

STATE OF MISSISSIPPI

COUNTY OF FORREST

PERSONALLY CAME AND APPEARED BEFORE ME, the undersigned authority at law in and for the jurisdition aforesaid, the within named Cecil Rimes and Garry Walker, respectively, President and Secretary of the Historic Documentation of Mississippi, Inc., who, state and certify upon their oath that the above and foregoing is a true and exact copy of a Resolution passed and carried at a regular business meeting of the members of Historic Documentation of Mississippi, Inc., held on the 6th day of Feb A. D. 1981; that they have signed and delivered the same on the day and year mentioned for the purpose therein set forth.

Cecil Rimes
PRESIDENT

Garry Walker
SECRETARY

Sworn to and Subscribed Before Me, this the 16th day of Feb, A. D. 1981.

(SEAL)

Marian Brown Circuit Clerk
by Jay D. Lee, D. C.
NOTARY

COMMISSION EXPIRATION DATE:
January 1984

12-240

Received at the office of the Secretary of State, this the 6th day of February

A. D., 19 81, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

February 6, 1981

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.

Bill Allain
ATTORNEY GENERAL.

By Richard M. Allen
Special Assistant Attorney General.

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Book 372 Page 241

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

COMMUNITY SERVICE PROGRAM FOR SENIOR CITIZENS, 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 9th day of February, A.D., 1981.

William F. Winter

Governor

Attest:

Edwin Lloyd Pittman

Secretary of State

BOOK 12 PAGE 242

CERTIFIED COPY OF RESOLUTION
ADOPTED BY
COMMUNITY SERVICE PROGRAM FOR SENIOR CITIZENS, INC.
AT A MEETING OF THE MEMBERS HELD ON
February 5, 1981
AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF
COMMUNITY SERVICE PROGRAM FOR SENIOR CITIZENS, INC.

WHEREAS, COMMUNITY SERVICE PROGRAM FOR SENIOR CITIZENS, INC. is a voluntary, non-profit incorporation chartered by the State of Mississippi, and

WHEREAS, after thorough discussion in a duly held meeting this corporation desires to amend its charter to qualify as a tax organization under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954.

THEREFORE, BE IT RESOLVED by the members of this Corporation that its charter is amended as follows:

Item 6. (e) The specific purpose of the corporation will be conducted in a manner consistent with Section 501(c)(3) of the Internal Revenue Code.

Item 8. 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 governments for exclusive public purposes.

CERTIFICATE

I, Marie Everett, President of Community Service Program for Senior Citizens, Inc. do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by the members of the / Community Service Program for Senior Citizens, Inc. in a meeting assembled on the 5th

day of February, 19X81., in Jackson

Mississippi.

WITNESS MY SIGNATURE, this 6th day of February,

19X81.

BOOK 172 PAGE 243.

Marie Everett

MARIE EVERETT, PRESIDENT

ARTICLES OF AMENDMENT TO THE

CHARTER OF INCORPORATION

12 244

OF

COMMUNITY SERVICE PROGRAM FOR SENIOR CITIZENS, 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: Item 6.(e) The specific purpose of the corporation will be conducted in a manner consistent with Section 501(c)(3) of the Internal Revenue Code.

Item 8. 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 governments for exclusive public purposes.

SECOND: The following amendment of the Charter of Incorporation was adopted by the members of the corporation on February 5, 1981, at a special meeting of the members of the corporation at Jackson, Mississippi:

DATED: This the 6th day of February, 1981.

SIGNED: COMMUNITY SERVICE PROGRAM FOR SENIOR CITIZENS, INC.
(Name of Corporation)

BY: Marie Everett
President Marie Everett

ACKNOWLEDGMENT

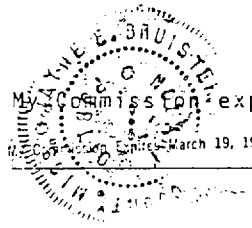
STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Marie Everett, President of Community Service Program for

Senior Citizens, Inc., who acknowledges that she signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of Community Service Program for Senior Citizens, Inc., on this the 6th day of February, 19 81.

Jayne E. Bruister
NOTARY PUBLIC



My Commission expires:

12 246

Received at the office of the Secretary of State this the [illegible] day of February, 1981, together with the sum of $ [illegible] deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE

Jackson, Mississippi

February 9th, 1981

I have examined this application for Articles of Amendment to the 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.

Bill Allain
ATTORNEY GENERAL

BY: Richard M. Allen
Special Assistant Attorney General

BOOK 272 PAGE 247

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

THE McKINLEY THEOLOGICAL SEMINARY, 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* 2nd day of February, A. D., 1981.

William F. Winter

Governor.

Attest:

Edwin Lloyd Pittman

Secretary of State.

CERTIFIED COPY OF RESOLUTION
ADOPTED BY
BOARD OF DIRECTORS
AT A MEETING OF THE MEMBERS HELD ON
JANUARY, 1981
AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF
THE McKINLEY THEOLOGICAL SEMINARY, INC.

WHEREAS, The McKinley Theological Seminary, Inc. is a voluntary, non-profit incorporation chartered by the State of Mississippi, and

WHEREAS, after thorough discussion in a duly held meeting this corporation desires to amend its charter to conform to the following:

THEREFORE, BE IT RESOLVED by members that its charter is amended as follows:

These by-laws may be amended at any annual meeting or any special meeting called for the purpose by a two-thirds (2/3) vote of the members present inperson or voting by mail.

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.

CERTIFICATE

I, Dr. M. K.Nelson, President of The McKinley Theological Seminary, Inc. do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by the members in a meeting assembled on the

day of January 1, 19 81, in Jackson

Mississippi.

WITNESS MY SIGNATURE, this 24th day of January,

19 81.

PRESIDENT, DR. M. K. NELSON

BOOK 272 PAGE 250

ARTICLES OF AMENDMENT TO THE

CHARTER OF INCORPORATION

OF

THE McKINLEY THEOLOGICAL SEMINARY, 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:

1. AMENDMENTS. These by-laws may be amended at any annual meeting or any special meeting called for the purpose by a two-thirds (2/3) vote of the members present in person or voting by mail.

2. DISSOLUTION. 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.

SECOND: The following amendment of the Charter of Incorporation was adopted by the members of the corporation on 1/1, 1981, at a regular meeting of the members of the corporation at Jackson, Mississippi:

DATED: This the 20th day of January, 1981.

SIGNED: THE McKINLEY THEOLOGICAL SEMINARY
(Name of Corporation)

BY: M. K. Nelson
President, DR. M. K. NELSON

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, DR. M. K. NELSON, President of THE McKINLEY THEOLOGICAL SEMINARY INC.,

_____, who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of The McKinley Theological Seminary, Inc., on this the _____ day of January, 19 81.

_____
NOTARY PUBLIC

My Commission expires:

BOOK 272 PAGE 252

Received at the office of the Secretary of State, this the 23rd day of January

A. D., 19 81, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

January 29, 1981

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.

Bill Allain
ATTORNEY GENERAL.

By Richard M. Allen
Special Assistant Attorney General.

C-54

BOOK 272 PAGE 253

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

CAYCE-MARSHALL COUNTY VOLUNTEER FIRE DEPARTMENT, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 3rd day of February, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF CAYCE-MARSHALL COUNTY VOLUNTEER FIRE DEPARTMENT, AN UNINCORPORATED ASSOCIATION, TO INCORPORATE, DESIGNATING THE INCORPORATORS, THE NAME OF THE PROPOSED CORPORATION AND AUTHORIZING THE EXPENDITURES OF THE FUNDS OF THE ASSOCIATION NECESSARY TO DO SO

BE IT RESOLVED by the members of the Cayce-Marshall County Volunteer Fire Department, an unincorporated association of individuals, that it is in 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 J. W. Armour, Roy Lambert and Thomas Ashworth are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Cayce-Marshall County Volunteer Fire Department, Inc.; that they are fully empowered to do and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, James Robinson, 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 26th day of January, 1981, at Cayce Community, Marshall 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 26th day of January, 1981.

SECRETARY James H. Robinson
JAMES ROBINSON

Furnished by, Secretary of State, State of Mississippi, Jackson, Miss.

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

THE CHARTER OF INCORPORATION OF

CAYCE-MARSHALL COUNTY VOLUNTEER FIRE DEPARTMENT

1. The corporation title of said company is:

CAYCE-MARSHALL COUNTY VOLUNTEER FIRE DEPARTMENT, INC.

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

Name	Street & No.	City	State
J. W. Armour	Route 2, Box 390	Collierville, TN	38017
Roy Lambert	Route 2, Box 10	Collierville, TN	38017
Thomas Ashworth	Route 2, Box 302	Collierville, TN	38017

The addresses of all of the above are their mailing addresses which are on a rural route out of Collierville, TN. All three of the incorporators are adult, resident citizens of Marshall County, Mississippi.
All incorporators are adult resident citizens of the State of Mississippi.

3. The domicile is at Cayce Road, Cayce Community, Marshall County, 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 is non-profit and no shares of stock shall be issued.

The type of corporation is to be that of a fire company.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:
To perform for the benefit of the Cayce Community and adjacent areas of Marshall County, Mississippi the duties and responsibilities of a volunteer fire department, including, but not limited to the prevention of fire and the protection of life and property by providing organized and trained manpower, equipment, warning, fire education, water, chemical defense and prevention measures; and to those ends, to exercise all rights and powers and to do and perform and and all acts not prohibited to a non-profit corporation under the laws of the State of Mississippi.

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

BOOK 272 PAGE 256

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: J. W. Armour
Roy Lambert
Thomas Ashworth

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of MARSHALL

This day personally appeared before me, the undersigned authority J. W. Armour, Roy Lambert, Thomas Ashworth,

incorporators of the corporation known as the Cayce-Marshall County Volunteer Fire Department, Inc.

who acknowledged that ~~(he)~~ (they) signed and delivered the above and foregoing charter of incorporation as ~~XXXX~~ (their) act and deeds on this the 26th day of January, 19 81

James M Warren, Jr.

My commission expires: 9/26/83

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 January A.D., 19 81, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss., February 2, 1981

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.

Bill Allain
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 272 PAGE 257

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE MADISON-RIDGELAND
LADIES CIVITAN 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 February, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF The Madison-Ridgeland Ladies Civitan Club An Unincorporated Association, To Incorporate, Designating the incorporators, The name of the proposed corporation and authorizing the expenditure of the funds of the association necessary to do so.

Be it resolved by the members of The Madison-Ridgeland Ladies Civitan Club 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 Jane H. Henderson, Betty Ingram, and Ann Calvert are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named The Madison-Ridgeland Ladies Civitan Club, 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, Ann Calvert, 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 13 day of January, 1981, at Madison, Mississippi at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 18 day of Jan, 1981.

Secretary Ann Calvert

Furnished by, Secretary of State, State of Mississippi, Jackson, Miss.

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

THE CHARTER OF INCORPORATION OF

The Madison-Ridgeland Ladies Civitan Club

1. **The corporation title of said company is:** The Madison-Ridgeland Ladies Civitan 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
Jane H. Henderson	Highway 51 N Rt. 1 P. O. Box 276	Madison	Mississippi 39110
Betty Ingram	Old Jackson-Canton Rd. P. O. Box 516	Madison	Mississippi 39110
Ann Calvert	Rt. 1, Peppertree Ln.	Madison	Mississippi 39110

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

3. **The domicile is at** 102 Ridgeland Avenue, P. O. Box 301, Madison, Mississippi 39110
(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 and the type of organization shall be a civic improvement society, as authorized by the provisions of Section 79-11-1, Code of Mississippi of 1972 and Amendments thereto.

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

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

The purpose for which this corporation is created is to provide a civic improvement society, as set out in paragraph 4. The rights and powers will be those enjoyed by all incorporated Civitan Clubs. It is not created nor will it operate contrary to law. The rights and powers shall be limited to those reasonably necessary to accomplish its purpose. 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 provision of any future United States Internal Revenue Law).

All of the assets of the corporation shall be dedicated to its stated purpose of providing a civic club for community minded women. 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 herein.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation dispose of all of the assets exclusively for the purposes of the corporation in such a manner, or to such organization organized and operated at the time that shall meet the standards set by Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the 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.

BOOK 272 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: [illegible]

Bettie M. Ingram - V. President

Ann Calvert

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of MADISON

This day personally appeared before me, the undersigned authority Jane H. Henderson, Bettie M. Ingram, Ann Calvert, _____, _____, _____, _____, _____, incorporators of the corporation known as the MADISON Ridgeland LADIES Civitan 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 13th day of January, 1981

My Commission Expires: 5/6/82 Ronald M Lusk

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 [illegible] day of [illegible] A.D., 19[illegible], together with the sum of $[illegible] deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss., January 27th, 1981

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.

Bill Allain
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 272 PAGE 261

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

BOGUE CHITTO CREEK 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 3rd day of February, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

BOOK 272 PAGE 262

RESOLUTION OF [illegible]

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 BOGUE CHITTO CREEK HUNTING CLUB 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 BOBBY ELLIS, GALE ELLIS, BOB GOODIN, JIM BISHOP are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named BOGUE CHITTO CREEK HUNTING CLUB 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, BOBBY ELLIS, 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 6TH day of NOVEMBER, 1980 at RESIDENCE OF BOBBY ELLIS at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 17TH day of NOVEMBER, 1980.

Secretary Bobby Ellis

Furnished by, Secretary of State, State of Mississippi, Jackson, Miss.

BOOK 272 PAGE 263

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

THE CHARTER OF INCORPORATION OF

BOGUE CHITTO CREEK HUNTING CLUB

1. The corporation title of said company is: BOGUE CHITTO CREEK HUNTING CLUB, I.

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
BOBBY ELLIS (39346)	(MT. PISGAH ROAD P.O. BOX 178)	NOXAPATER	MISS.
BILL ELLIS (39346)	P.O. BOX 118 HWY 21	NOXAPATER	MISS.
BOB GOODIN (39339)	RT. 3, HWY 397	LOUISVILLE	MISS.
JIM BISHOP (39346)	RT 1, MT. PISGAH ROAD	NOXAPATER	MISS.

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

3. The domicile is at HUNTING CLUB LANDS IN NORTH WEST KEMPER CO. MISS. (Street and No.) MT. PISGAH ROAD (City) (State)
BUSINESS CONDUCTED AT P.O. BOX 178 NOXAPATER MISS.

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.)

BOGUE CHITTO CREEK HUNTING CLUB IS A NONPROFIT ORGANIZATION AND NO SHARES OF STOCK SHALL BE ISSUED. IT IS 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:

BOGUE CHITTO CREEK HUNTING CLUB IS CREATED FOR THE PURPOSE OF HUNTING AND OTHER OUTDOOR RECREATION.

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.

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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: Bobby Ellis
Jim Bishop
Bob Goodin
E. O. Ellis "Bill"

Incorporators

ACKNOWLEDGMENT

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 deeds on this the [illegible] day of [illegible], 19[illegible]

[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 29th day of January A.D., 19[illegible], together with the sum of $ 20 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss., February 2nd, 19[illegible]

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.

Bill Allain
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 272 PAGE 265

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

BATESVILLE SECURITY BANK

BATESVILLE, 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 February, A.D., 1981.

William F. Winter

Governor.

Attest:

Edwin Lloyd Pittman

Secretary of State.

BOOK 272 PAGE 266

State of Mississippi

Department of Banking and Consumer Finance

JACKSON

The within and foregoing Amendment to the Charter of Incorporation of

BATESVILLE SECURITY BANK

BATESVILLE, MISSISSIPPI

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Seal of the Department of Banking and Consumer Finance, State of Mississippi, to be affixed, this the 22nd *day of* January *19* 81

Deputy Commissioner

Alanson V. Turnbough

BE IT REMEMBERED that on this the 9th day of December, 1980, the regular meeting of the Board of Directors of the Batesville Security Bank was held at the bank in Batesville, Mississippi, at 7:00 p.m. when and where were present the following officers and members, to-wit:

J. C. Dunlap	John Mothershed
Albert Barnett	John Meacham, Jr.
R. T. Riser	Hubert Haynes
Larry J. Pratt	Joe Brown

The minutes of the previous meeting were reviewed and approved. The financial statement as of November 30, 1980, was also reviewed and approved.

All loans in excess of $3,000.00 granted during the month of November, 1980, were approved as was the report of the monthly meeting of the Executive and Auditing Committee.

On motion by R. T. Riser, seconded by John Mothershed, the Board authorized the execution of an Authority to Borrow from the Discount Window of the Federal Reserve Bank and also an Agreement Regarding Advances by Federal Reserve Bank of St. Louis, copies of each document being attached and made a part of these minutes.

The Board also passed resolutions by Larry Pratt, seconded by Hubert Haynes, reappointing J. C. Burns as security officer and as compliance officer and also approving the bank's statement of policy under the Community Reinvestment Act.

On motion by R. T. Riser, properly seconded by John Mothershed, the Board voted to pay on December 22, 1980, the regular cash dividend of $1.00 per share, as well as a special extra cash dividend of $0.25 per share, to stockholders of record of December 9, 1980, for a total cash dividend of $110,000 and to instruct the management to apply for permission to pay said dividend.

The Chairman explained the need to increase the bank's capital stock in the sum of $110,000.00 or from $440,000.00 to $550,000.00 to be accomplished by the declaration and payment of a common stock dividend. After a full discussion of the matter, the following resolution was offered:

> WHEREAS, it appears that the common stock of the bank should be increased from $440,000.00 to $550,000.00 by the declaration and issuance pro rata to the holders of outstanding common stock of the bank a dividend in the sum of $110,000.00 payable only in common stock of the bank, said dividend to be accomplished by the issuance of 22,000 additional shares of common stock; such new shares to have the same rights, privileges and immunities as the presently outstanding stock; to be issued and delivered to holders of common stock on the basis of one additional share of common stock for each four shares of stock standing in the name of the stockholder on the books of Batesville Security Bank making the total capital of the bank $550,000.00 and

WHEREAS, it appears that the State Comptroller has heretofore indicated their approval of the plan.

NOW, THEREFORE, BE IT RESOLVED, that the said plan to increase the common stock of the bank from $440,000.00 to $550,000.00 by the declaration and issuance pro rata to the holders of the outstanding common stock of the bank a dividend in the sum of $110,000.00 to be payable only in common stock of the bank, such new shares to be issued and delivered to holder of common stock on the basis of one share of stock for each four shares of stock standing in the name of the stockholder on the books of the bank as of January 8, 1981, resolution to be the same is hereby approved and submitted for consideration and vote of the stockholders at a regular meeting of stockholders of the bank to be held in the banking house in Batesville, Mississippi, at 10:00 a.m. on the 8th day of January, 1981, and

That the officers be and they are hereby authorized and directed to give notice of such regular meeting of stockholders as provided in the by-laws.

Motion was made for the adoption of the above resolution which motion was duly seconded and upon being put to a vote was carried unanimously and the result was so announced.

On motion by John Mothershed, seconded by Hubert Haynes, it was voted to pay John Meacham, Jr., a bonus of $15,000.00 and Larry J. Pratt a bonus of $12,000.00 and each other officer and employee a bonus of 15 percent of his annual salary and to pay each director a fee of $500.00, plus an expense reimbursement of $500.00.

After a thorough discussion of salary administration and evaluation of personnel performance, the Board elected the following officers effective January 1, 1981:

J. C. Dunlap	Chairman Emeritus of the Board
John Meacham, Jr.	Chairman & Chief Executive Officer & Trust Officer
Larry J. Pratt	President & Chief Administrative Officer
Johnny R. Bland	Executive Vice President & Manager of Peoples Bank of Quitman County
R. T. Riser	Vice President
J. C. Burns	Vice President
Ann Shankle	Vice President

STATE OF MISSISSIPPI
COUNTY OF PANOLA

I, the undersigned President of the Batesville Security Bank, Batesville, Mississippi, do hereby certify that the above and foregoing is a true and correct copy of the resolution to increase the stock of said bank by a stock dividend and that the same was duly adopted at the regular meeting of the Board of Directors held on the 9th day of December, 1980, and I do further certify that the said resolution was adopted by a unanimous vote of the Directors.

In Testimony Whereof Witness my signature and seal of Batesville Security Bank, Batesville, Mississippi, this the 19th day of January, 1981.

Larry J. Pratt, President

Attest:

Frank West, Cashier

(SEAL)

NOTICE OF THE REGULAR ANNUAL MEETING

of the

SHAREHOLDERS OF THE BATESVILLE SECURITY BANK

Batesville, Mississippi

12/26/80

To the Shareholders of Batesville Security Bank
Batesville, Mississippi:

The regular annual meeting of the shareholders of the Batesville Security Bank, Batesville, Mississippi, will be held at its banking house in the Town of Batesville, Mississippi, on the 8th day of January, 1981, at 10 o'clock in the morning for the purpose of electing directors for the next ensuing year and for the transaction of any other business that may properly come before the meeting.

Jesse Merchant Jr. President

Larry J. Pratt Cashier

****

P R O X Y

FOR REGULAR ANNUAL MEETING OF STOCKHOLDERS OF THE BATESVILLE SECURITY BANK, BATESVILLE, MISSISSIPPI

KNOWN ALL MEN BY THESE PRESENTS, that I, the undersigned stockholder in the Batesville Security Bank, Batesville, Mississippi, do hereby nominate, constitute, and appoint _____ my true and lawful attorney with power of substitution, for me and in my name, place and stead, to vote all the stock of the said Batesville Security Bank standing in my name on the books of said bank, at the regular annual meeting of the stockholders thereof, to be held at its banking house in the Town of Batesville, Mississippi, on the 8th day of January, 1981, at 10 o'clock in the morning, or at any adjournment thereof, on any and all matters which may come before the stockholders for consideration at said meeting, with all the powers the undersigned would possess if present personally at said meeting, or any adjourned or postponed meeting hereby revoking all proxies by me heretofore made.

IN WITNESS WHEREOF, I have hereunto set my hand this the _____ day of January, 1981.

Witness:

_____

_____

No. of Shares _____

STATE OF MISSISSIPPI
COUNTY OF PANOLA

Personally appeared before me the undersigned Notary Public in and for said County and State, John Meacham, Jr. who being duly sworn says that he is President of the Batesville Security Bank, Batesville, Mississippi, and that notice of the regular meeting of stockholders of said bank to be held on January 8, 1981 in the initial form hereto attached was sent by regular mail, postage prepaid, not less than ten days prior to the date of said meeting, at their respective addresses as shown on the books of the bank and that proxies were furnished by stockholders who were not present at such meeting by which their respective shares were voted in the initialed form of proxy hereto attached.

John Meacham, Jr.

John Meacham, Jr., President

Subscribed and sworn to before me this 5th day of January, 1981.

Notary Public

SEAL

My Commission Expires April 23, 1984

My Commission Expires

MINUTES OF THE REGULAR MEETING OF STOCKHOLDERS BATESVILLE SECURITY BANK BATESVILLE, MISSISSIPPI

BE IT REMEMBERED that a regular meeting of the stockholders of the Batesville Security Bank was held in the banking house in Batesville, Mississippi, at 10 a. m. on the 8th day of January, 1981, pursuant to a resolution of the Board of Directors, notice of the meeting stating the business to be transacted thereat having been given by sending such notice by regular mail, postage prepaid to each stockholder of record such notice being more than ten days prior to the meeting as shown by affidavit of John Meacham, Jr., President , presented and filed.

The meeting was called to order by John Meacham, Jr. , a stockholder, acting as Chairman of the meeting and Ann H. Shankle, a stockholder, acting as Secretary of the meeting.

Upon roll call it was ascertained that the stockholder representing the number of shares appearing opposite their respective names were present in person as follows:

Name of Stockholder	NO. of Shares
Bobby Baker	40
Albert Barnett	756
J. C. Breedlove	140
Joe Brown	201
Mrs. Christine Carlson	2796
George C. Carlson , Jr.	40
Leon E. Crigler	167
J. C. Dunlap	335
Hal Ferrell	34
Oliver D. Haltom	1893
Hubert Haynes	134
C. C. Holloman	890
Virginia House	40
Dabney Irby	80
C. J. King	382
Charles W. Kuebler	387
G. E. McKittrick	134
John Meacham, Jr.	2982
John Mothershed	187
Rev. Mike Newsom	44
Larry J. Pratt	568
William Riley	40
Robert T. Riser	1407
Norma S. Riser	157
Ann H. Shankle	262
Cecil Sharp	34
Martha Siltman	147
Briggs Smith, Jr.	34
Patricia Steele	10
DeArmon Vance	34
Phillmore W. Webb	14
J. Q. West	7634
TOTAL PRESENT	22,047

And that the stockholders representing the number of shares appearing opposite their respective names at said meeting by proxy were as follows:

Name of Stockholder	No. of Shares
Dennis Baker	34
Batesville Concrete Products Company	3640
BSB- Mrs. Lewese Ballentine	4000
BSB Robert T. Ballentine Trust	80
BSB- Nanette N. House	334
BSB-Nathaniel C. House 111	334
BSB- Shuford Residuary Trust	1512
BSB-David C. Simcox	334
BSB-Joseph Speed Simcox	334
BSB- Ary Rachel Simcox	334
BSB- Jack B. Stewart, Jr.	34
BSB Bldg Corp.	1772
Bank of Sardis for Amy Christy West	756
Ralph Berryhill	40
Johnny Bland	94
J. W. Bland	34
Barbara McCurdy Branscome	20
James L. Burgess, Jr.	40
Henry C. Campbell	59
Geo. C. Carlson, Jr. Tr. Geo. C. Carlson, Jr.	1084
Geo. C. Carlson, Jr. Tr. James C. Carlson	1084
Geo. C. Carlson, Jr. Tr. Mary K. Carlson	1084
Geo. C. Carlson, Sr.	267
Ralph Chapman	33
H. C. Cox	34
Myrtice B. Craig	40
Marjorie L. Craig	40
Gladys T. Douglas	1512
Brutonia Draper	1085
Dunlap & Kyle Profit Sharing Tr.	160
Jjohn K. Dunlap	100
Kath D. Bruce	100
Robert H. Dunlap	134
Basil Fisher	134
James O. Goldman, Jr.	34
H. D. Graham	400
Willie Gray	40
George Harrison	34
Roland Hays	34
N. C. House	5271
Martha Hudson	7
T. O. Hunter, Jr.	600
Jerry Knotts	1237
Emilie S. Muebler	360
Mary L. Land	40

T. A. Lemaster	72
W. V. Lester	34
Josephine Lewis	200
Kenneth McGregor	40
Wesley A. McIngvale	50
Hope Meacham	378
Cynthia E. Meacham	497
Dr. M. P. Meacham	74
Cecelia Meacham Carothers	497
W. K. Mitchell	80
Frances L. Moore	1886
Dr. Ben J. Moore	1536
Eugenia Mothershed	67
Mary E. Newman	381
William L. Nickle	34
Calvin P. Patton	267
H. L. Pelegrin	756
Ruchard T. Phillips	34
Will. Polk	130
Jean Polk	50
Betty Slltman	67
C. L. Pund	80
Quality Auto Parts, Inc.	600
Kerry Reeder	30
Fred Robinzine, Jr.	8
Bobby Roberson	40
Roy H. Sawyer, 111	67
Sheryl Sawyer	67
Marjorie Sawyer	83
Ben Smith	90
Mary R. Smith	34
Marianne P. Terrell	382
J. E. Waldrup	40
Jane Wade	25
Milton Wardlaw	134
Deloise B. West	5356
Ruby H. White	12
J. G. White	34
Ruby White	16
Lucille Williams	147
Jon S. Williams	120
TOTAL BY PROXY	43,228

Represented at the meeting were 65,275 shares of common stock of the total outstanding stock of 88,000 shares.

Thereupon the Secretary read the notice of the meeting, and the proxies were examined and the notice and proxies were found to be in due and proper form and were approved and ordered filed.

John Meacham, Jr., President, gave a report of the financial condition of the bank as of December 31 of each year for the past three years. All stockholders present received comparative financial statements for the

three years. It was reported by John Meacham, Jr. that the bank has had another good year and is in a sound condition.

Larry Pratt, President, went over the bank's economic outlook for 1981, outlining some of the changes the bank will be facing during the coming year. He reported that the banks physical facilities were in good condition. He also commended the board and stockholders on their cooperation and the fine job they are doing for the bank.

John Meacham, Jr. gave a report on the growth in stock of the Batesville Security Bank over the past years. Mr. Meacham reported that the Board of Directors had approved a proposal for a stock dividend of 1 additional share for each 4 shares presently owned and recommended the adoption by the stockholders.

After a full explanation and discussion of the matter the following resolution was offered:

RESOLUTION

RESOLVED that the plan to increase the common stock of this bank from $440,000.00 to $550,000.00 by the declaration and issuance pro-rata to the holders of the outstanding common stock of the bank a dividend in the sum of $110,000.00 to be accomplished by the issurance of 22,000 additional shares of common stock of a par value of $5.00 per share, such new shares to be issued and delivered to holders of common stock on the basis of one additional share of stock for each four shares of stock standing in the name of the stockholder on the books of the bank as of January 8, 1981 making the total capital of the bank $550,000.00 and

That the stock issued pursuant to this resolution shall possess the same rights, privileges and immunities as the presently outstanding stock and no other, and

That the Charter of incorporation of this bank, as amended, be further amended by striking out Article (d) of the original Charter of Incorporation, as amended and insert in lieu thereof the following:

ARTICLE (d)

> The capital stock of the bank shall be Five Hundred Fifty Thousand Dollars ($550,000.00) divided into 110,000 shares of the par value of Five Dollars ($5.00) per share.

Motion was made for the adoption of the resolution, which motion was duly seconded.

Thereupon a vote of the stock was taken on the motion to adopt the same resolution and upon count of ballot it was duly ascertained the number of shares voting in favor of the adoption of the resolution was 65,275 shares of common stock, representing at least two-thirds (2/3) of the total number of outstanding shares of common stock and the number of shares voting against the resolution was none.

whereupon the Chairman declared the resolution adopted.

A motion was made by Hal Ferrell for the adoption of the resolution, which motion was duly seconded by Charlie Kuebler.

THEREUPON a vote was taken on the motion and all stockholders voted unamiously in favor of the adoption of the resolution.

The floor was open for election of the Directors for the new year. Thereupon, motion was made by Glenn McKittrick to re-elect the same present directors for another year. The list of present directors were named by John Meacham, Jr., Dabney Irby seconded the motion. All stockholders voted unamiously in favor to re-elect the same directors for 1981.

John Meacham, Jr. also commended the Directors, Stockholders, Advisory Board and staff on the cooperation and assistance they give the bank.

There being no further business to come before the stockholders the meeting was adjourned.

John Meacham, Jr., Chairman

Ann H. Shankle- Secretary

STATE OF MISSISSIPPI
COUNTY OF PANOLA

I, the undersigned President of the Batesville Security Bank, Batesville, Mississippi, do hereby certify that the above and foregoing is a true and correct copy of the minutes of the regular annual meeting of the stockholders held on the 8th day of January, 1981, in accordance with the by-laws of the bank, and I do further certify that the said resolutions were adopted by a majority in amount of all of the outstanding stock of said bank.

In Testimony Whereof Witness my signature and seal of Batesville Security Bank, Batesville, Mississippi, this the 19th day of January, 1981.

Larry J. Pratt

Larry J. Pratt, President

Attest:

Frank West, Cashier

(SEAL)

AMENDMENT TO ARTICLES OF INCORPORATION

OF

BATESVILLE SECURITY BANK
BATESVILLE, MISSISSIPPI

RESOLVED, that the plan to increase the common stock of the bank from $440,000.00 to $550,000.00 by the declaration and issuance pro rata to the holders of the outstanding common stock of the bank a dividend in the sum of $110,000.00 to be accomplished by the issuance of 22,000 additional shares of common stock of a par value of $5.00 per share, such new shares to be issued and delivered to the holders of common stock on the basis of one additional share of stock for every four shares of stock standing in the name of the stockholder on the books of the bank as of January 8, 1981, making the total capital of the bank $550,000.00.

That the stock issued pursuant to this resolution shall possess the same rights, privileges and immunities as the presently outstanding stock and no other, and

That the Charter of Incorporation of this bank, as amended, be further amended by striking out Article (d) of the original Charter of Incorporation as amended and insert in lieu thereof the following:

ARTICLE (d)

The capital stock of the bank shall be Five Hundred Fifty Thousand Dollars ($550,000.00) divided into 110,000 shares of the par value of Five Dollars ($5.00) per share.

STATE OF MISSISSIPPI
COUNTY OF PANOLA

I, the undersigned President of the Batesville Security Bank, Batesville, Mississippi, do hereby certify that the above and foregoing is a true and correct copy of the resolution amending the Charter of said bank and the same was duly adopted at a regular meeting of stockholders held on the 8th day of January, 1981, in accordance with by-laws of the bank. And I do further certify that the said resolution was adopted by a majority in amount of all of the outstanding stock of said bank.

In Testimony Whereof Witness my signature and seal of Batesville Security Bank, Batesville, Mississippi, this the 8th day of January, 1981.

Larry J. Pratt, President

Attest:

Frank West, Cashier

BOOK 272 PAGE 280

Received at the office of the Secretary of State, this the 23rd day of Jan.

A. D., 19 81, together with the sum of $ 20 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

February 2, 1981

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.

Bill Allain
BILL ALLAIN, ATTORNEY GENERAL.

By C.L.J. Coleman
Deputy Attorney General.

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BOOK 272 PAGE 281

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

THE CLEVELAND STATE BANK

CLEVELAND, 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 February, A.D., 1981.

William F. Winter

Governor.

Attest:

Edwin Lloyd Pittman

Secretary of State.

State of Mississippi

Department of Banking and Consumer Finance

JACKSON

The within and foregoing Amendment to the Charter of Incorporation of

THE CLEVELAND STATE BANK

~ CLEVELAND, MISSISSIPPI

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Seal of the Department of Banking and Consumer Finance, State of Mississippi, to be affixed, this the 27th *day of* January *19* 81

Deputy Commissioner

Alanson V. Turnbough

EXCERPT FROM MINUTES OF

DIRECTORS MEETING HELD DECEMBER 10, 1980

" A motion was made by J. A. Howarth, Jr. and seconded by H. L. Sledge that the Board present a Resolution to stockholders recommending that the bank pay a 33-1/3 per cent stock dividend to stockholders of record as of December 17, 1980. The vote passed unanimously."

I hereby certify that the above is a true and correct copy of Excerpt from Minutes of Directors Meeting of The Cleveland State Bank, held in its offices on December 10, 1980.

Doris M. Crutcher
Secretary to the Board

ATTEST:

J. D. Pearson
First Vice President

CERTIFICATION

Attached hereto is a copy of notice of Stockholders Annual Meeting and Proxy.

I hereby certify that the Notice and Proxy were mailed to stockholders more than ten days prior to the annual meeting held on January 12, 1981.

J. D. Pearson
First Vice President

ATTEST:

E. F. Tippit
Vice President & Cashier

BOOK 272 PAGE 285

STOCKHOLDERS' ANNUAL MEETING

THE ANNUAL MEETING OF THE STOCKHOLDERS OF THE CLEVELAND STATE BANK, CLEVELAND, MISSISSIPPI, FOR ELECTION OF DIRECTORS AND THE TRANSACTION OF ANY OTHER BUSINESS THAT MAY COME BEFORE THE MEETING, WILL BE HELD AT THE OFFICE OF SAID BANK ON 12th DAY OF January 19 81 AT 2:30 p.m.

IMPORTANT

FILL IN AND RETURN PROXY AT ONCE.

VICE-PRESIDENT _____ CASHIER

DATED December 24 19 80

PROXY

_____ SHARES

KNOW ALL MEN BY THESE PRESENTS, THAT I, _____

OF _____ DO HEREBY CONSTITUTE AND APPOINT

N. L. Cassibry, Jr. OR _____

ATTORNEY AND AGENT FOR ME, AND IN MY NAME, PLACE AND STEAD, TO VOTE AS MY PROXY AT A MEETING OF THE STOCKHOLDERS OF THE CLEVELAND STATE BANK, TO BE HELD AT THE OFFICE OF SAID BANK IN CLEVELAND, MISSISSIPPI, ON THE 12th DAY OF January 19 81 OR AT ANY ADJOURNMENTS THEREOF, ACCORDING TO THE NUMBER OF VOTES I SHOULD BE ENTITLED TO VOTE IF PERSONALLY PRESENT, WITH POWER OF SUBSTITUTION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL THIS _____ DAY OF _____ 19 ____

IN PRESENCE OF

_____ _____

CLEVELAND PRINTING & OFFICE SUPPLY CO.

The CLEVELAND STATE BANK

CLEVELAND, MISSISSIPPI

N. L. CASSIBRY, JR.
PRESIDENT

December 10, 1980

Dear Stockholder:

I am pleased to announce that the Board of Directors has unanimously passed a resolution recommending a 33-1/3 per cent stock dividend subject to approval of the stockholders at the annual meeting on January 12, 1981, and the bank regulatory authorities.

The 25,000 additional shares would be issued to stockholders of record as of December 17, 1980, at a rate of one new share for each three owned and fractional shares would be paid for in cash.

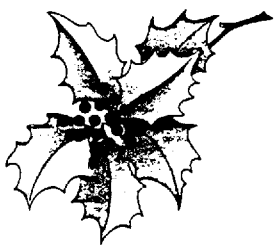
In spite of recession, crop disasters and highest interest rates in memory, the bank has continued to grow and achieve good earnings and we again express our appreciation to you for your loyalty and continued support.

We wish for each of you a Very Merry Christmas and a Happy New Year.

Sincerely,

N. L. Cassibry, Jr.
President

NLCjr:dc



EXCERPT FROM MINUTES OF

STOCKHOLDERS MEETING HELD JANUARY 12, 1981

"J. A. Howarth, Jr. made a motion to adopt a Resolution declaring a 33-1/3 per cent stock dividend to stockholders of record as of December 17, 1980 and a Charter Amendment increasing the capital stock from $750,000.00 to $1,000,000.00. The motion was seconded by S. E. Kossman and the vote was unanimous."

The minutes also stated the total in-person vote to be 15,661, the total proxy vote to be 47,646, or a grand total of 63,197. All votes were in the affirmative for the above motion.

I hereby certify that the above is a true and correct copy of Excerpt from Minutes of Stockholders Meeting of The Cleveland State Bank, held in its offices on January 12, 1981.

Doris M. Crutcher
Secretary to the Board

ATTEST:

J. D. Pearson
First Vice President

STOCKHOLDERS' RESOLUTION DECLARING STOCK DIVIDEND

WHEREAS, the Directors of The Cleveland State Bank, a Mississippi banking corporation situated in Cleveland, Bolivar County, Mississippi, at their regular meeting held on the 10th day of December, 1980, adopted a resolution recommending that the stockholders declare a stock dividend of $250,000.00 to be paid out of its earned surplus account to the stockholders of record at the close of business on the 17th day of December, 1980, and in order to pay such dividend, the resolution recommended that the stockholders amend the bank's Charter of Incorporation increasing its capital stock from $750,000.00 to $1,000,000.00, and

WHEREAS, the stockholders at their regular annual meeting held on the 12th day of January, 1981, approved the recommendation of its Board of Directors,

NOW THEREFORE, BE IT RESOLVED, that, subject to the approval of an amendment to its corporate charter increasing the present capital stock from $750,000.00 to $1,000,000.00 by the Commissioner of Banking and Consumer Finance, the Attorney General and the Governor of the State of Mississippi, that a dividend of $250,000.00 in $10.00 par value common stock be, and it hereby is authorized and directed to be paid to its shareholders of record, on the 17th day of December, 1980, such dividend to be paid out of the bank's earned surplus account in shares of common stock in the ratio of one share for each three shares issued and outstanding upon such record date, and that any fractional share which may be due and payable to any stockholder shall be paid for in cash upon the basis of $46.00 per share, and that the bank shall sell the aggregate of such fractional shares within the discretion of the Board of Directors.

The foregoing resolution having been first reduced to writing was read to the meeting, and after due consideration, its adoption being moved and seconded, it was adopted by more than a majority of the shares of stock issued and outstanding and entitled to vote thereon.

H A Curry

CHAIRMAN OF THE STOCKHOLDERS MEETING

STOCKHOLDERS' RESOLUTION AMENDING ITS CHARTER
BY INCREASING ITS CAPITAL STOCK AND
DECLARING A STOCK DIVIDEND

WHEREAS, the Directors of The Cleveland State BAnk, a Mississippi banking corporation situated in Cleveland, Bolivar County, Mississippi, at their regular meeting held on the 10th day of December, 1980, adopted a resolution recommending that the stockholders declare a stock dividend of $250,000.00 par value, to be represented by 25,000 shares of common stock, each share having a par value of $10.00, and that such stock dividend be paid out of its earned surplus account to the stockholders of record at the close of business on the 17th day of December, 1980, and in order to comply with the recommendations of the said Board of Directors, it would be necessary to amend the bank's charter of incorporation so as to increase its capital from $750,000.00 to $1,000,000.00, and

WHEREAS, the stockholders at their regular annual meeting held on the 12th day of January, 1981, approved the recommendation of the Board of Directors, it is therefore,

RESOLVED FIRST, that the charter of The Cleveland State Bank, a Mississippi Banking Corporation, at Cleveland, Bolivar County, Mississippi, be and it hereby is amended so that Article IV thereof shall read as follows:

ARTICLE IV

"That the amount of capital stock shall be $1,000,000.00 divided into 100,000 shares of common stock, each share having a par value of Ten Dollare ($10.00)."

RESOLVED SECOND, that, subject to the approval of the foregoing amendment to its corporate charter, increasing the present capital stock from $750,000.00 to $1,000,000.00, consisting of 100,000 shares of common stock having the par value of $10.00 per share, by the Commissioner of Banking and Consumer Finance, the Attorney General and the Governor of the State of Mississippi, that a dividend of $250,000.00 in the bank's capital stock, be and it hereby is authorized and directed to be paid to its shareholders of record, as of the 17th day of December, 1980, such dividend to be paid out of the bank's earned surplus account in shares of common stock in the ratio of one share for each three shares issued and outstanding upon such record date, and that any fractional share which may be due and payable to any stockholder shall be paid for in cash upon the basis of $46.00 per share, and that the bank shall sell the aggregate of such fractional shares within the discretion of the Board of Directors.

It further appearing that as of the record date there was 75,000 shares of common stock issued and outstanding, and that the stockholders found by a canvas of all shares present in person and by proxy was that 47,646 shares were represented by proxy and 15,551 shares were present in person, representing a total of 63,197 shares re-- presented at the meeting out of a total of 75,000 issued and outstanding.

"RESOLVED THIRD, that copies of the resolution, certified by its president or a Vice President shall be submitted to the Commissioner of Banking and Consumer Finance, of this state, for his approval and further disposition as is provided by statute.

The foregoing resolution having been first reduced to writing was read to the meeting, and after due consideration, its adoption being moved and seconded by more than a majority of the shares of stock represented at the meeting in person and by proxy, being a total of 63,197 shares out of a total of 75,000 issued and outstanding, and therefore, the stockholders found that a majority of the stock issued and outstanding, and therefore, the stockholders found that a majority of the stock issued and outstanding was present in person or by proxy and that the action of the stockholders became the action of the majority thereof.

I certify that the foregoing Resolution is a full, true and correct copy of the original thereof; that the same was duly and regularly adopted at such meeting by a vote of 63,197 shares of a total of 75,000 share of capital stock of said corporation, which vote is a majority in amount of all stock outstanding, which shares so voted were present and represented, either in person or by proxy, and that said resolution was entered as part of the minutes of said meeting and recorded in the record of said corporation.

N. L. Cassibry, Jr., President

STATE OF MISSISSIPPI

COUNTY OF BOLIVAR

Personally a-peared before me, the undersigned authority in and for said county and state, N. L. CASSIBRY, JR., who, after being duly sworn, states on oath that he is the president of The Cleveland State Bank, and that the matters and things set forth in the foregoing certificate are true.

SWORN TO AND SUBSCRIBED before me, this the 26th day of January, 1981.

NOTARY PUBLIC

MY COMMISSION EXPIRES:
March 11, 1984

Received at the office of the Secretary of State, this the [illegible] day of [illegible]

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

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

February 2, 1981

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

Bill Allain
ATTORNEY GENERAL.

By [illegible] Attorney General.
Deputy

BOOK 272 PAGE 292

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

BANK OF PRENTISS

PRENTISS, 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 February, A.D., 1981.

William F. Winter

Governor.

Attest:

Edwin Lloyd Pittman

Secretary of State.

BOOK 272 PAGE 293

State of Mississippi

Department of Banking and Consumer Finance

JACKSON

The within and foregoing Amendment to the Charter of Incorporation of

BANK OF PRENTISS

PRENTISS, MISSISSIPPI

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Seal of the Department of Banking and Consumer Finance, State of Mississippi, to be affixed, this the 21st *day of* January *19*81

Deputy Commissioner

Alanson V. Turnbough

AMENDMENT TO ARTICLES OF INCORPORATION

OF

BANK OF PRENTISS

PRENTISS, MISSISSIPPI

At the annual meeting of the stockholders of the Bank of Prentiss, Prentiss, Mississippi, held on January 13, 1981, at 2:00 P.M. in the office of said bank in Prentiss, Mississippi, due notice of the meeting having been given in accordance with the by-laws of said bank, the following resolution and amendment to articles of incorporation, as amended, was duly offered by Joe Dale, a stockholder, and seconded by Ingram L. Foster, Jr., a stockholder, and upon being put to a vote was adopted by the following vote, representing a majority of the total number of shares of common capital stock outstanding:

Total number of shares of preferred stock outstanding.	None
Total number of shares of common stock outstanding.	47,250
Total number of shares of common stock represented at the meeting by proxy . . .	16,280
in person . . .	20,244
TOTAL . . .	36,524
Total number of shares of common stock voted in favor of resolution and amendment.	36,524
Total number of shares of common stock voted against resolution and amendment . .	None

STATE OF MISSISSIPPI

COUNTY OF JEFFERSON DAVIS

Personally appeared before me the undersigned Notary Public in and for said county and state, BILLY R. PARISH, who being duly sworn says that he is President of the Bank of Prentiss, Prentiss, Mississippi, and that notice of the (Regular) meeting of Stockholders of said bank to be held on January 13, 1981, in the initial form hereto attached was sent by regular mail, postage prepaid, not less than ten days prior to the date of said meeting, at their respective addresses as shown on the books of the bank and that proxies were furnished by stockholders who were not present at wuch meeting by which their respective shares were voted in the initialed form of proxy hereto attached.

Billy R. Parish, President

Subscribed and sworn to before me this the 19th day of January, 1981.

NOTARY PUBLIC

(SEAL)

My Commission Expires:

12-21-82

AMENDMENT TO ARTICLES OF INCORPORATION

OF

BANK OF PRENTISS

PRENTISS, MISSISSIPPI

RESOLVED, that the capital of the bank be increased from $472,500.00 to $567,000.00 by declaration and payment of a common stock dividend in the sum of $94,500.00 to be accomplished by the issuance of 9,450 additional shares of common stock, such new shares to be issued and delivered to the holders of common stock on the basis of one (1) share of common stock for each five (5) shares of common stock standing in the name of such stockholder on the books of the bank as of January 13, 1981, and that the Charter of Incorporation, as amended, be further amended in the following particulars, to-wit:

Strike out Section 3 of the original Charter of Incorporation, as amended, and insert in lieu thereof a new Section 3, reading as follows:

SECTION 3

The capital stock of the bank shall be FIVE Hundred Sixty-Seven Thousand Dollars, ($567,000.00) divided into 56,700 shares of the par value of $10.00 per share, all of which shall be common stock.

STATE OF MISSISSIPPI

COUNTY OF JEFFERSON DAVIS

I, the undersigned, President of the Bank of Prentiss, Prentiss, Mississippi, do hereby certify that the above and foregoing is a true and correct copy of the resolution amending the Charter of said bank as the same was duly adopted at the regular meeting of the stockholders held on the 13th day of January, 1981, in accordance with the by-laws of the bank. And I do further certify that the said resolution was adopted by a majority in the amount of all the outstanding stock of said bank.

BOOK 272 PAGE 298 297

In Testimony Whereof Witness my signature and seal of the Bank of Prentiss, Prentiss, Mississippi, this the 19th day of January, 1981.

Billy R. Parish, President

ATTEST:

Henry J. Holifield, Chairman & C.E.O.

BOOK 272 PAGE 298

Received at the office of the Secretary of State, this the 2nd day of February

A. D., 19 81, together with the sum of $ 2.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

February 2, 1981

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.

Bill Allain
ATTORNEY GENERAL.

By C. J. D. Coleman
[redacted] Attorney General.
Deputy

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BOOK 272 PAGE 300

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

FAITH CHRISTIAN FELLOWSHIP CHURCH, INC.

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 3rd of February, A. D., 1981.

William F. Winter

Governor.

Attest:

Edwin Lloyd Pittman

Secretary of State.

CERTIFIED COPY OF RESOLUTION
ADOPTED BY
FAITH CHRISTIAN FELLOWSHIP CHURCH, INC.
AT A MEETING OF THE MEMBERS HELD ON
JANUARY 25th, 1981
AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF
FAITH CHRISTIAN FELLOWSHIP, INC.

WHEREAS, FAITH CHRISTIAN FELLOWSHIP, INC. is a voluntary, non-profit incorporation chartered by the State of Mississippi, and

WHEREAS, after thorough discussion in a duly held meeting this corporation desires to amend its charter to add a dissolution clause, required by the Internal Revenue Service, in order to obtain Exempt Organization Status.

THEREFORE, BE IT RESOLVED BY FAITH CHRISTIAN FELLOWSHIP CHURCH, INC. that its charter is 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.

CERTIFICATE

I, Merlin G. Coates, President of Faith Christian Fellowship Church, Inc. do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution of the members adopted by it and Faith Christian Fellowship Church, Inc. in a meeting assembled on the 25th day of January, 1981, in Gulfport, Mississippi.

WITNESS MY SIGNATURE, this ____ day of January, 1981

_____
PRESIDENT

BOOK 272 PAGE 302

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
FAITH CHRISTIAN FELLOWSHIP CHURCH, INC.

Pursuant to the porvisions 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 a dissolution clause, required by the Internal Revenue Service, in order to obtain Exempt Organization Status.

Second: The following amendment of the Articles of Incorporation was adopted by the members of the corporation on January 25th, 1981, at a regular meeting of the members of the corporation at 2126 Twenty-Second Avenue, Gulfport, 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.

DATED: This the _____ day of _____, 1981.

SIGNED: _____
(Name of Corporation)

BY: _____
PRESIDENT

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI

COUNTY OF HARRISON

This day personally appeared before me, the undersigned authority in an for the jurisdiction aforesaid, Merlin G. Coates, President of FAITH CHRISTIAN FELLOWSHIP CHURCH, INC., who

BOOK 272 PAGE 309

, delivered

acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Articles of Incorporation of FAITH CHRISTIAN FELLOWSHIP, CHURCH, INC., on this the _____ day of _____, 1981.

_____
NOTARY PUBLIC

My commission expires:

_____

BOOK 212 PAGE 513

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

A. D., 1981, together with the sum of $10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

February 2, 1981

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.

Bill Allain
ATTORNEY GENERAL.

By Richard W. Allen
Special Assistant Attorney General.

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BOOK 272 PAGE 307

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

HOME HEALTH CARE SERV-U-AGENCY, 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* 11th day of February, A. D., 1981.

William F. Winter

Governor

Attest:

Edwin Lloyd Pittman

Secretary of State

BOOK 272 PAGE 306

CERTIFIED COPY OF RESOLUTION
ADOPTED BY
Home Health Care Serv-U Agency, Inc.
AT A MEETING OF THE MEMBERS HELD ON
December 15, 1980
AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF
Home Health Care Serv-U Agency, Inc.

WHEREAS, HOME HEALTH CARE SERV-U AGENCY, INC. is a voluntary, non-profit incorporation chartered by the State of Mississippi, and

WHEREAS, after thorough discussion in a duly held meeting this corporation desires to amend its charter to include in its purpose specific language regarding tax exempt status described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954.

THEREFORE, BE IT RESOLVED by HOME HEALTH CARE SERV-U AGENCY, INC. that its charter is amended as follows: The purpose of the HOME HEALTH CARE SERV-U AGENCY, INCORPORATED is to provide skilled nursing services and other therapeutic services to the home bound and disabled, in a manner consistent with section 501(c)(3) of the Internal Revenue Code of 1954.

The aforenamed corporation shall have the power to employ professional personnel to govern and administer the services it provides and all other rights and powers necessary to accomplish its stated purpose.

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. See Attachment ("B")

CERTIFICATE

I, FRANK B. MCCUNE _____, President of HOME HEALTH CARE SERV-U AGENCY members do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by the members of HOME HEALTH CARE SERV-U AGENCY, INC. in a meeting assembled on the 15th

day of December, 1980, in Jackson

Mississippi.

WITNESS MY SIGNATURE, this 26th day of January,

1981.

Frank B. PRESIDENT McCune

BOOK 272 PAGE 308

ARTICLES OF AMENDMENT TO THE

CHARTER OF INCORPORATION

OF

HOME HEALTH CARE SERV-U 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 Charter of Incorporation:

*See Attachment "A"

FIRST: PURPOSE: The Purpose of the HOME HEALTH CARE SERV-U AGENCY, INCORPORATED is to provide skilled nursing services and other therapeutic services to the home bound and disabled, in a manner consistent with section 501(c)(3) of the Internal Revenue Code 1954.

The aforenamed corporation shall have the power to employ professional personnel to govern and administer the services it provides and all other rights and powers necessary to accomplish*

SECOND: The following amendment of the Charter of Incorporation was adopted by the members of the corporation on December 15, 1980, at a regular meeting of the members of the corporation at Jackson, Mississippi:

DATED: This the 26th day of January, 19 81.

SIGNED: HOME HEALTH CARE SERV-U AGENCY, INC
(Name of Corporation)

BY: _____
Frank B. McCune
President

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF Jackson

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Frank B. McCune, President of Home Health Care Serv-U Agency, Inc

_____, who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of Home Health Care Serv-U Agency, Inc., on this the 26th day of January, 19 81.

NOTARY PUBLIC

My Commission expires:

BOOK 272 PAGE 309

Attachment "A"

*Articles of Amendment
FIRST: PURPOSE Continued

its stated purpose.

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 prupose.

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 dedectible 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.

Attachment "B"

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.

BOOK 272 PAGE 313

C E R T I F I C A T E

I hereby and herein certify, I, Mike Howard, President of Mississippi Health Facilities Association an unincorporated non profit association of licensed long term care facilities and/or nursing homes and as such President I have access to the records of said Association, and I do hereby certify that at a meeting duly called and held on January 6, 1981, a quorum being present and voting thereon, the following Resolution was unanimously adopted and that the same hereinafter set out is a true copy of said Resolution as it appears in the Minutes of Mississippi Health Facilities Association.

R E S O L U T I O N

Be it Resolved by the members of the Mississippi Health Facilities Association that Mike Howard, James Freeman and Joe Carter be and they hereby are authorized to take necessary action to secure a Charter of Incorporation of this Association under and pursuant to the laws of the State of Mississippi governing and controlling the incorporation of non profit organizations. The name of the new corporation shall be Mississippi Health Facilities Association, Inc.

Mike Howard, President

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

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

THE CHARTER OF INCORPORATION OF

MISSISSIPPI HEALTH FACILITIES ASSOCIATION

1. The corporate title of said company is Mississippi Health Facilities Association, Inc.

2. The names of the incorporators are:

Mike Howard 1201 28th Avenue Postoffice Meridian, Mississippi

James Freeman 1009 South Main St. Postoffice Newton, Mississippi

Joe Carter 941 Cooper Road Postoffice Jackson, Mississippi

_____ Postoffice _____

_____ Postoffice _____

_____ Postoffice _____

_____ Postoffice _____

All incorporators are adult resident citizens of Mississippi.

3. The domicile is at 941 Cooper Road - Jackson, MS

4. Amount of capital stock and particulars as to class or classes thereof: This corporation is not organized for profit and shall have no capital stock. It is a civic improvement corporation.

5. Number of shares for each class and par value thereof: This corporation is not organized for profit and shall have no capital stock.

6. Period of existence (not to exceed ninety-nine years) is Perpetual

(Non-profit corporations may have perpetual existence)

7. The purpose for which it is created:

To elevate the standards of licensed nursing homes in the State of Mississippi, thereby being better able to render more valuable service to the public, and to foster and perpetuate high ideals, principles and practices in the operation of licensed nursing homes in the State of Mississippi; to foster the business of conducting nursing homes, to reform abuses therein, to secure for the association and the business of the members thereof freedom from injust or unlawful exactions, to produce uniformity and certainty in the customs and usage of the business, to promote a more enlarged and friendly intercourse between the members, to encourage among the members closer personal acquaintance and friendly spirit of mutual cooperation; to gather, receive and disseminate such information as may seem helpful to the members by interchanging ideas and the rendering of mutual assistance and to forward and promote the general welfare and prosperity of the members and the association by any and all lawful and honorable means.

To purchase, lease, hold, sell, develop, mortgage, convey or otherwise acquire or dispose of real and personal property necessary or proper for the carrying out of the purposes of this association; to invest and reinvest surpus funds in such securities or properties as the association may from time to time determine, and to do generally all that may be lawfully done for the purposes herein enumerated.

The foregoing purposes shall be construed both objects and powers and the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner any lawful power of the association.

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 rights and powers that may be exercised by this corporation, in addition to the foregoing, are those conferred by Chapter 4, Title 21, Code of Mississippi of 1942, and amendments thereto, if not in conflict with §79-11-1, et seq., Miss. Code of 1972.

8. Number of Shares of each class to be subscribed and paid before the corporation may begin business.

Non profit corporation.

MIKE HOWARD

JAMES FREEMAN

JOE CARTER

Incorporators.

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of ~~Lauderdale~~ Newton

This day personally appeared before me, the undersigned authority

Mike Howard, one of the

incorporators of the corporation known as the Mississippi Health Facilities Association who acknowledged that (he) (they) signed/and executed the above and foregoing articles of incorporation as (his) (their) act and deed on this the 7th day of January, 1981.

Mary Carol Pace
Notary Public

MY COMMISSION EXPIRES JULY 27, 1981

STATE OF MISSISSIPPI

County of Newton

This day personally appeared before me, the undersigned authority

James Freeman, one of the

incorporators of the corporation known as the Mississippi Health Facilities Association who acknowledged that (he) (they) signed/and executed the above and foregoing articles of incorporation as (his) (their) act and deed on this the 7th day of January, 1981.

Mary Carol Pace
Notary Public

MY COMMISSION EXPIRES JULY 27, 1981

STATE OF MISSISSIPPI

County of Hinds

This day personally appeared before me, the undersigned authority

Joe Carter, one of the

incorporators of the corporation known as the Mississippi Health Facilities Association who acknowledged that (he) (they) signed/and executed the above and foregoing articles of incorporation as (his) (their) act and deed on this the 8th day of January, 1981.

Notary Public

Received at the office of the Secretary of State this the 11th day of January A. D., 1981, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

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. This February 11, 1981.

Bill Allain
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.

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BOOK 272 PAGE 319

State of Mississippi

Office of Secretary of State

Jackson

I, EDWIN LLOYD PITTMAN, Secretary of State of the State of Mississippi, do hereby certify that the Articles of Amendment of:

FIVE COUNTY FARMERS ASSOCIATION (AAL)

hereto attached was, pursuant to the provisions of the Laws of the State of Mississippi, filed in my office this the 13th day of February, 1981, and recorded in this office in Record of Incorporations Photostat Book No. 272, at pages 319 - 323

Given under my hand and Seal of office hereunto affixed this 13th day of February, 1981

Edwin Lloyd Pittman

Secretary of State.

RESOLUTION OF STOCKHOLDERS OF
FIVE COUNTY FARMERS ASSOCIATION (A.A.L.)
CLARKSDALE, MISSISSIPPI

WHEREAS this corporation is a cooperative association as defined by the Agricultural Marketing Act as amended, and under its charter and by-laws has full power and authority to amend its charter; and

WHEREAS all prerequisite steps and proceedings, acts and things preliminary to the adoption of this resolution have been taken and done in due and proper form, time and manner; NOW, THEREFORE, BE IT RESOLVED:

That the Charter of said Five County Farmers Association (AAL) of Clarksdale, Mississippi, be and the same is hereby amended so that Section 1, Article VII thereof reads as follows:

> "The authorized capital stock of the Association shall be $402,000.00, of which the sum of $2,000.00 shall be Common Stock divided into two thousand shares of $1.00 each, and $400,000.00 shall be Preferred Stock divided into 40,000 shares of a par value of $10.00 each."

CERTIFICATE

I, EMMA TRELLING, Secretary of Five County Farmers Association (AAL), Clarksdale, Mississippi, do hereby certify that the foregoing is a true and correct copy of a resolution unanimously passed at a regular meeting of the stockholders of said Five County Farmers Association (AAL), at which meeting a majority of the stockholders of all classes of stock in said association were present, said meeting being duly and regularly called, noticed, convened, and held on the 18th day of June, 1980, in the City of Clarksdale, Coahoma County, Mississippi, and that said resolution has not been rescinded or amended in any way since its adoption.

WITNESS my hand on this the 7 day of July,

1981.

Emma Dulling
Secretary of Five County Farmers
Association (AAL)
Clarksdale, Mississippi

AMENDMENT TO ARTICLES OF ASSOCIATION AND INCORPORATION OF FIVE COUNTY FARMERS ASSOCIATION, (AAL), CLARKSDALE, MISSISSIPPI.

By authority of a majority of the Common stockholders of Five County Farmers Association (AAL), Clarksdale, Mississippi, the charter of the association is hereby amended so that Section 1, of Article VII of said Charter of the Association shall read as follows:

> "The authorized capital stock of the Association shall be $402,000.00, of which the sum of $2,000.00 shall be common stock divided into two thousand shares of $1.00 each, and $400,000.00, shall be Preferred Stock divided into 40,000 shares of a par value of $10.00 each."

IN WITNESS WHEREOF, we, the undersigned Jack Hayes, President, and Emma Trelling, Secretary, of Five County Farmers Association (AAL), Clarksdale, Mississippi, have affixed our signatures on thie 7 day of February, 1981.

Jack Hayes
President

Emma Trelling
Secretary

STATE OF MISSISSIPPI X
COUNTY OF COAHOMA X

This day personally appeared before me, the undersigned duly qualified and acting authority within and for the County and State aforesaid, JACK HAYES and EMMA TRELLING, personally known to me to be the President and Secretary of Five County Farmers Association (AAL), Clarksdale, Mississippi, who each acknowledged that they,

as such officers being authorized so to do, signed and delivered the foregoing instrument, being an amendment to Articles of Association and Incorporation of the said Five County Farmers Association (AAL), as their voluntary act and deed and for the purposes and considerations therein stated.

WITNESS my hand and notarial seal on this the 7 day of February, 1981.

NOTARY PUBLIC

My Commission Expires:

5-8-83

BOOK 272 PAGE 324

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

TUCKER'S CROSSING 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 6th day of February, A. D., 1981.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

RESOLUTION OF TUCKER'S CROSSING HUNTING CLUB, AN UNINCORPORATED ASSOCIATION, TO INCORPORATE, DESIGNATING THE INCORPORATORS, THE NAME OF THE PROPOSED CORPORATION AND AUTHORIZING THE EXPENDITURE OF THE FUNDS OF THE ASSOCIATION NECESSARY SO TO DO.

BE IT RESOLVED by the members of Tucker's Crossing Hunting Club, 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 Tommy B. Brooks, Thomas R. Brooks, and Roger Thomas are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this Association to be named Tucker's Crossing Hunting Club, 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, Roger 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 January 17, 1981, at 7:00 o'clock p.m. at the Goodhope Community House, Leake 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 21st day of January, 1981.

Roger Thomas

Roger Thomas, 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 corporation title of said company is: Tucker's Crossing Hunting 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
Tommy B. Brooks	Route 1, Box 30-A	Lena	Mississippi
Thomas R. Brooks	Route 1	Lena	Mississippi
Roger Thomas	Route 1	Lena	Mississippi

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

3. The domicile is at Route 1, Box 30-A (Street and No.) Lena (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.)

This is a non-profit fraternal corporation, and no shars of stock will be issued.

5. Period of existence shall be perpetual.

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

a. The corporation shall be for the establishing, maintaining and operation of a wild game hunting and fishing club and related facilities for its members and their families and authorized guests.
b. The corporation shall promote physical and mental recreation and physical fitness among its members and their families.
c. The corporation shall engage in a cooperative effort, where ever possible, in all programs of conservation as to wild life in America, and particularly in the State of Mississippi.
d. To purchase, lease, hold, sell, develop, mortgage, convey, receive by gift, donation or otherwise, or to dispose of all real and personal property necessary or proper to implement the purposes of the corporation and further:
e. To elect directors, and other officers and appoint agents of the corporation as may be provided by the by-laws of the corporation. The rights, powers, authority and duties of elective and appointive officers, including directors and their compensation, if any, shall be as provided by the by-laws of this corporation, subject to all applicable law. Members of the corporation may be paid for services actually rendered to this corporation as provided by the by-laws.
f. To employ and/or discharge an executive director and other staff employees as reasonably necessary for the execution of the powers of the corporation, as provided in the by-laws of this corporation.
g. To make and alter by-laws and through its members, not inconsistent with these Articles of Incorporation and with the laws of the State of Mississippi and of the United States of America for the administration and regulation of the affairs of the corporation.
h. To make all necessary contracts with persons, firms, political subdivisions, corporations as may be reasonably necessary to implement, manage, and/or operate any and all of the corporation's activities.
i. To invest and reinvest the funds of the corporation from time to time and take security therefor, and such investments may include such securities and property, including, but

not limited to, such common, preferred and other stocks, bonds, indentures, notes and evidences of indebtedness of the United States of America, and other political subdivisions other corporations, and persons as may be provided in the by-laws of the corporation.

j. To make, contract and incur liabilities, borrow money at such lawful rates of interest as provided in the by-laws of this corporation, issue its notes, bonds and other obligations and secure any of its obligations by mortgage, deed of trust, or pledge of any or all of its property, franchises and income under such terms and conditions as the board of directors may from time to time determine.

k. To sue and to be sued, complain and defend in any appropriate court in its corporate name.

l. To purchase, take, receive, lease and otherwise acquire, own, hold, improve, and use real or personal property or any interest therein.

m. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

n. To have and keep a corporate seal which may be altered as provided in the by-laws, and to use the same by causing it to be impressed on all official documents of the corporation as provided in the by-laws.

o. To have and exercise all powers reasonably necessary to effect and accomplish any or all of the purposes for which the corporation is organized. The rights and powers that may be exercised by this corporation, in addition to those set out herein, are those conferred by the provisions of Section 79-11-1 of the Mississippi Code of 1972, Annotated.

p. The private property of the members shall not be subject to payment of corporation debts to any extent whatsoever, but the entire corporate property shall be liable therefor.

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

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

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

Signatures: Tommy B. Brooks
Thomas R. Brooks
Roger D. Thomas

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of

This day personally appeared before me, the undersigned authority Tommy B. Brooks, Thomas R. Brooks, Roger Thomas, incorporators of the corporation known as the Tucker's Crossing Hunting 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 26th day of Jan, 1981

My Com exp 11/21/84 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 2nd day of February A.D., 1981, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss., February 4, 1981

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.

Bill Allain
Attorney General

By Richard M. Allen
Assistant Attorney General

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

BOOK 272 PAGE 329

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

NORTHEAST MISSISSIPPI HEALTH
MAINTENANCE 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 6th day of February, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

BOOK 272 PAGE 330

RESOLUTION OF Northeast Mississippi Health Maintenance Association
An Unincorporated Association, To Incorporate, Designating the incorporators, The name of the proposed corporation and authorizing the expenditure of the funds of the association necessary to do so.

Be it resolved by the members of Northeast Mississippi Health Maintenance Association 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. Joe E. Morris, Don Strickland and D. Larry Henderson are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Northeast Mississippi Health Maintenance Association, 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, D. Larry Henderson, 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 28th day of January, 1981, at Booneville, 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 28th day of January, 81.

Secretary D. Larry Henderson

Furnished by, Secretary of State, State of Mississippi, Jackson, Miss.

BOOK 272 PAGE 331

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

THE CHARTER OF INCORPORATION OF

Northeast Mississippi Health Maintenance Association

1. The corporation title of said company is: Northeast Mississippi Health Maintenance 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
Don Strickland	Route 8, Box 421A	Corinth	Mississippi
Dr. Joe E. Morris	Route 8, Box 419	Corinth	Mississippi
D. Larry Henderson	Route 2, Box 38	Corinth	Mississippi

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

3. The domicile is at Route 8, Box 419, Corinth, Mississippi 38834
(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 irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of, any individual.

The corporation is for low cost multi-family housing and civic improvement.

5. Period of existence shall be perpetual.

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

To provide elderly persons, handicapped persons and low/moderate income persons with housing facilities and services specially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a non-profit basis;

To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article II hereof.

To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the corporation's property.

To do and perform all acts reasonably necessary to accomplish the purposes of the corporation, including the ececution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakins as may be necessary to enable the Corporation to secure the benefits of financing under Section 202 of the Housing Act of 1959. Such Regulatory Agreement and other instruments and undertakins shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.

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 272 PAGE 332

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: Joe E Morris
Don Strickland

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Prentiss

This day personally appeared before me, the undersigned authority Dr. Joe E. Morris, Don Strickland, D. Larry Henderson,

incorporators of the corporation known as the Northeast Mississippi Health Maintenance Association, Inc. who acknowledged that (~~his~~) (they) signed and delivered the above and foregoing charter of incorporation as (~~his~~) (their) act and deeds on this the 28th day of January, 19 81

My commission expires April 30, 1984

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 2nd day of January A.D., 19 81, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss., February 4th, 19 81

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.

Bill Allain
Attorney General

By Richard W. Allen
Assistant Attorney General

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

BOOK 272 PAGE 333

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THORN 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 6th day of February, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

BOOK 172 PAGE 334

RESOLUTION OF THORN WATER ASSOCIATION, AN UNINCORPORATED ASSOCIATION, TO INCORPORATE, DESIGNATING THE INCORPORATORS, THE NAME OF THE PROPOSED CORPORATION, AND AUTHORIZING THE EXPENDITURE OF THE FUNDS OF THE ASSOCIATION NECESSARY TO DO SO.

BE IT RESOLVED, by the members of the Thorn Water Association, an unincorporated association of individuals, that it is to the best interest of this association that it be forthwith incorporated as a Non-Profit Corporation under the Laws of the State of Mississippi applicable thereto, and Hershel Duffel, William H. Langley and Raymond Paden are elected, appointed, designated and authorized to act as incorporators in applying for a Charter of this association to be named Thorn Water Association, Inc., to be a rural water works systems; that they are fully empowered to do and perform any and all other acts necessary to secure said Charter and authorize expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Franklin C. Lowe, do hereby certify that I am the duly elected, qualified and acting Secretary of the above-named unincorporated association of individuals, and that the foregoing is a true and correct copy of a Resolution duly and properly adopted at a meeting thereof held on the 19th day of January, 1981, at Houston, Mississippi, at which a quorum of the members were present and said meeting was duly and properly called and held.

WITNESS my signature, this the 19th day of January, 1981.

Franklin C. Lowe

FRANKLIN C. LOWE
SECRETARY
THORN WATER ASSOCIATION

BOOK 272 PAGE 335

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

THORN WATER ASSOCIATION

1. The corporate title of said company is: Thorn Water Association, 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
Hershel Duffel	P. O. Box 594	Houston,	Mississippi 38851
William H. Langley	Route 1	Houston,	Mississippi 38851
Raymond Paden	Route 1	Houston,	Mississippi 38851

ALL OF THE ABOVE NAMED INCORPORATORS ARE ADULT RESIDENT CITIZENS OF THE STATE OF MISSISSIPPI.

3. The domicile is at Route 1 (Street and No.) Houston, (City) Mississippi 38851 (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 Corporation is a non-profit rural water system works corporation, and no shares of stock shall be issued.

5. Period of existence shall be perpetual.

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

(a) To own and operate a rural water supply system.
(b) To associate its members together for their mutual benefit and to further the rehabilitation of said members, and to that end to construct, maintain, and operate a private rural water system for supplying water for domestic, livestock and garden purposes to its members, and for the sale of any surplus water remaining after the needs of its members have been satisfied, and to engage in any activity related to the operation of a rural water supply system, 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 water wells, pumping equipment, water mains, pipe lines, valves, meters and all other equipment necessary to the construction, maintenance and operation of a private rural water supply system
(c) To borrow money, goods or services from any source without limitation as to the amount of corporate indebtedness or liability; and to pledge or mortgage any of the property of the corporation as security therefor in any manner permitted by law.
(d) To acquire, hold, own and exercise all rights of ownership in and to sell, transfer or pledge shares of capital stock or bonds, or become a member or a stockholder of any corporation or association engaged in any related activities.
(e) To buy, lease, hold and exercise all privileges of ownership in and to all real and personal property as may be necessary or convenient for the conduct and operation of the business of the corporation or incidental thereto.
(f) To establish reserves and to invest the funds thereof in stocks, bonds and other property as the Board of Directors may deem satisfactory.
(g) To levy assessments in such manner and in such amounts as may be provided by the by-laws of this corporation.
(h) To have and to exercise all powers, privileges and rights conferred upon corporations by the Laws of the State of Mississippi and all rights and powers incidental in carrying out the purposes for which this corporation is formed, except such as are inconsistent with the express provisions of the act under which this corporation is incorporated.
(i) The foregoing shall be construed both as objects and powers, and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the Laws of the State of Mississippi, all of which are hereby expressly claimed.
(j) The names and addresses of the members of the initial Board of Directors who shall hold office until their successors shall have been elected and qualified in the by-laws are:

Hershel Duffel	Route 1	Houston, Mississippi 38851
William H. Langley	Route 1	Houston, Mississippi 38851
Raymond Paden	Route 1	Houston, Mississippi 38851
Franklin C. Lowe	Route 1	Houston, Mississippi 38851
Billy Martin	Route 1	Houston, Mississippi 38851

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, except as hereinafter set out, shall vest in each member the right to one vote in the election of all officers, shall maintain a roster of all members which shall include the date upon which each member joined, 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.

~~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.~~

This corporation shall maintain a roster of patrons which shall include periodic data to services rendered by the water company and that said roster shall be the basis for any distribution of excess revenues of the water company. That any such distribution shall be to the members based upon patronage for the time period over which such excess revenues to be distributed were collected, and the loss of membership by death or otherwise shall not terminate the rights and interest of such member in any patronage distribution due him at the termination of his membership.

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: Hershel Duffel
William H. Langley
Raymond Paden

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Chickasaw

This day personally appeared before me, the undersigned authority Hershel Duffel, William H. Langley, Raymond Paden, _____, _____, _____, _____, _____, incorporators of the corporation known as the Thorn Water Association, Inc. who acknowledged that ~~(XX)~~ (they) signed and executed the above and foregoing articles of incorporation as ~~(XX)~~ (their) act and deed on this the 19th day of January, 1981.

My Commission Expires Aug. 1, 1982

Linda Armbrust, Notary Public

STATE OF MISSISSIPPI
County of _____

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

Received at the office of the Secretary of State this the 29 day of Jan A.D., 19 81, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss., February 3, 1981

I have examined this applicotion 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.

Bill Allain
Attorney General

By Richard M. Allen
Fiscal Assistant Attorney General

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

BOOK 272 PAGE 338

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MISSISSIPPI CHRISTIAN BROADCASTING, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 6th day of February, A. D., 1981.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

BOOK 272 PAGE 335

RESOLUTION OF Mississippi Christian Broadcasters
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 Mississippi Christian Broadcasters 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 David K. Carraway, Joanne E. Carraway, and William H. Carraway, are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Mississippi Christian Broadcasting, 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, David K. Carraway, 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 23rd day of January, 1981, at Bassfield, 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 28th day of January, 1981.

Secretary David K. Carraway

Furnished by, Secretary of State, State of Mississippi, Jackson, Miss.

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

THE CHARTER OF INCORPORATION OF

MISSISSIPPI CHRISTIAN BROADCASTING

1. The corporation title of said company is: Mississippi Christian Broadcasting, 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
David Keith Carraway	Route 1, Box 48	Bassfield	Mississippi
Joanne F. Carraway	Route 1, Box 48	Bassfield	Mississippi
William Harold Carraway	P. O. Box 21 Foote Street	Bassfield	Mississippi

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

3. The domicile is at P. O. Box 438 Route 1, Box 48 (Street and No.) Bassfield (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 this corporation is the type of organization, As authorized by the provisions of Section 79-11-1, Code of Mississippi of 1972, and amendments thereto.

The type of organization is a religious 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:
This corporation is created for charitable and Christian purposes and for the purpose of owning and/or operating Christian television and/or radio stations, sponsoring Christian concerts, publishing and/or distributing Christian literature, owning and/or operating a distribution center for donated goods and services, and by performing a Christian ministry in the town of Bassfield, Mississippi and the surrounding community.

The corporation shall have the following rights and powers; all of which are reasonably necessary to accomplish the stated purposes. First, the corporation shall be empowered to purchase, lease, buy, or otherwise acquire both real and personal property, either in whole or in part. Second, the corporation shall be empowered to sell, convey or otherwise dispose of both real and personal property, either in whole or in part. Third, the corporation shall be empowered to raise funds by dues, assessments, donations, by charging attendance fees for Christian concerts, by charging fees for air time on corporation owned television and radio stations, and by any other means consistent with the stated purposes of this corporation. Fourth, the corporation shall be empowered to dispense funds for operating expenses and for any of the stated purposes. Fifth, the corporation shall be empowered with such other rights and powers as are reasonably necessary to accomplish the stated purposes.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for 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 272 PAGE 341

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: David K. Carraway
Joanne F. Carraway
William H. Carraway

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of _____

This day personally appeared before me, the undersigned authority DAVID K. CARRAWAY, JOANNE F. CARRAWAY, WILLIAM H. CARRAWAY, _____, _____, _____, _____, _____, _____, incorporators of the corporation known as the MISSISSIPPI CHRISTIAN BROADCASTING, 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 JANUARY, 1981

Becky H. Conaway Notary Public

My Commission Expires Feb. 21, 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 30th day of January A.D., 19 81, together with the sum of $ 20 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss., February 4, 19 81

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.

Bill Allain
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 272 PAGE 342

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

CHATWELLETTES 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 6th day of February, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF CHATWELLETTES CLUB
An Unincorporated Association, To Incorporate, Designating the incorporators, The name of the proposed corporation and authorizing the expenditure of the funds of the association necessary to do so.

Be it resolved by the members of CHATWELLETTES CLUB 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 Myrtis M. Tolliver, Linda McCune, Consandra J. Stewart, Ruby Stirgus are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named CHATWELLETTES CLUB, 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, Linda McCune, 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 5th day of April, 1980, at Myrtis M. Tolliver Home Lessely, Miss. at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 5 day of April, 1980.

Secretary [signature]

BOOK 272 PAGE 344

Furnished by, Secretary of State, State of Mississippi, Jackson, Miss.

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

THE CHARTER OF INCORPORATION OF

CHATWELLETTES CLUB

1. The corporation title of said company is: CHATWELLETTES 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
Myrtis M. Tolliver	R.F.D. 2, Box 1310	Woodville, Mississippi	39669
Consandra J. Stewart - 1st west St.	P. O. Box 1004	Woodville, Mississippi	39669
Linda McCune - Macedonia Rd.	P. O. Box 972	Centreville, Mississippi	39631
Ruby Stirgus	RT, 1 Box 1890	Woodville, Mississippi	39669

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

3. The domicile is at R. F. D. 2 Box 1310 Woodville, 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 is non- Profit, no share of stock shall be issued. and it is a charitable 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 serve as a Charitable organization, providing volunteer activities and disperse funds taken in by the organization to other recognized charitable Institutions.
2. Give positive support and aide to people in distress.
3. To Improve the conditions of the elderly and handicapped.
4. To engage in social activities such as , atheletics, leisure gathering thereby providing for the physical and social development of Individuals.

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 272 PAGE 345

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: Linda A. McCune
Myrtis M. Tolliver
Consandra J. Stewart
Ruby L. Stirgus

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of WILKINSON

This day personally appeared before me, the undersigned authority Myrtis M. Tolliver, Consandra J. Stewart, Linda McCune, Ruby Stirgus, incorporators of the corporation known as the Chatwellettes 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 15 day of January, 1981

STATE OF MISSISSIPPI
County of Wilkinson

This day personally appeared before me, the undersigned authority Linda A. McCune, Myrtis M. Tolliver, Consandra J. Stewart, Ruby L. Stirgus, incorporators of the corporation known as the Chatwellettes Club, Inc. who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 15 day of January, 1981

Thomas A. Tolliver Jr.
Chancery Clerk and Ex-Officio Notary Public

Received at the office of the Secretary of State this the 30th day of January A.D., 1981, together with the sum of $20 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss., February 4th, 1981

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.

Bill Allain
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 272 PAGE 346

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

BROOKHAVEN SHRINE CLUB HOLDING COMPANY, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 11th day of February, A. D., 1981.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

CERTIFIED COPY OF RESOLUTION

"BE IT RESOLVED, by the membership of Brookhaven Shrine Club, in a meeting duly called, the entire membership having been duly notified in advance, that it being made known to the meeting that the by-laws of the Wahabi Temple prohibit the incorporation of a Shrine Club, but that said by-laws permit the incorporation of a Shrine club holding company to hold title to real and personal property, and it having been determined that it is for the benefit of Brookhaven Shrine Club that such holding company for this Shrine Club be incorporated, that Houston Jordan, W. D. Maxwell, R. J. Thornhill, James R. Godard, Ed Smith, Chris Rials and Charles Branum, members of the Brookhaven Shrine Club, be and they are hereby designated as incorporators of a proposed non-profit corporation to be known as "Brookhaven Shrine Club Holding Company", said seven persons all being adult resident citizens of the State of Mississippi, and said incorporators are hereby authorized, directed and empowered to proceed, as such incorporators, on behalf of this Brookhaven Shrine Club, to make application to the Secretary of State of the State of Mississippi, after first having received due clearance from the Potentate of Wahabi Temple, Jackson, Mississippi, for the grant of a charter of incorporation of a non-profit corporation to be known as "Brookhaven Shrine Club Holding Company, Inc." Said incorporators are hereby authorized, empowered and direct to do all things necessary or convenient to the obtaining of such charter of incorporation."

The undersigned Berry Bridges does hereby certify that he is the duly elected and acting Secretary of Brookhaven Shrine Club, an unincorporated fraternal association, that he is the custodian of the minutes of said association, and that the above and foregoing is a true and correct copy of a resolution duly adopted by the membership of said Brookhaven Shrine Club at a special meeting of said membership of said club held on the 29th day of January, 1981, after due notice to said membership.

WITNESS the signature of the undersigned on this the 5th day of February, 1981.

Berry F. Bridges

Berry Bridges, Secretary of
Brookhaven Shrine Club

BOOK 272 PAGE 348

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

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

THE CHARTER OF INCORPORATION OF

BROOKHAVEN SHRINE CLUB HOLDING COMPANY

1. The corporation title of said company is: BROOKHAVEN SHRINE CLUB HOLDING COMPANY , 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
Houston Jordan	Route 1, Box 67	Brookhaven	Mississippi 39601
W. D. Maxwell	Route 4, Box 228-A	Brookhaven	Mississippi 39601
R. J. Thornhill	Route 4, Box 136	Brookhaven	Mississippi 39601
James R. Godard	Route 1, Box 126	Ruth	Mississippi 39662
Ed Smith	819 U.S.Highway 51 N. (POBox 227)	Brookhaven	Mississippi 39601
Chris Rials	Route 4, Box 97	Brookhaven	Mississippi 39601
Charles Branum	Route 6 (POBox 441)	Brookhaven	Mississippi 39601

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

3. The domicile is at 215 Justice Street, Brookhaven, Mississippi 39601
(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 shall be issued, and the type of organization is fraternal.

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 sole purpose of the corporation is to hold title to real or personal property owned by the Brookhaven Shrine Club, other than cash and securities.

6 A. The trustees and managing officers of the corporation shall be members in good standing in the Brookhaven Shrine Club and shall remain subject to the by-laws of the authorizing Temple (Wahabi Temple) and shall remain subject to the control of the Potentate of Wahabi Temple.

The Potentate of Wahabi Temple shall have power to remove from office in this corporation any trustee or managing officer for disobedience of his orders or for any violation of Wahabi Temple by-laws with respect to the conduct of the affairs of this corporation.

In the event of dissolution, the assets and funds remaining after payment in full of all debts of the corporation shall be conveyed to Wahabi Temple or Shriners Hospital for Crippled Children. 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.

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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 272 PAGE 349

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: Houston Jordan
W. D. Maxwell
R. J. Thornhill
James R. Godard
Ed Smith
Chris Rials
Charles Branum

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Lincoln

This day personally appeared before me, the undersigned authority Houston Jordan, W. D. Maxwell, R. J. Thornhill, James R. Godard, Ed Smith, Chris Rials, Charles Branum

incorporators of the corporation known as the Brookhaven Shrine Club Holding Company, 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 February, 1981

(seal)

My commission expires: My Commission Expires Oct. 26, 1982

Notary Public

STATE OF MISSISSIPPI

County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the

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

Received at the office of the Secretary of State this the 6th day of February A.D., 1981, together with the sum of $ 20 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss., February 9th, 1981

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.

Bill Allain
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 272 PAGE 350

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

LEMOYNE BOULEVARD BAPTIST CHURCH, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 11th day of February, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF THE LEMOYNE BOULEVARD 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 LEMOYNE BOULEVARD BAPTIST CHURCH IF NECESSARY SO TO DO.

BE IT RESOLVED by the members of The Lemoyne Boulevard Baptist Church, an unincorporated association of individuals, that it is to the best interest of this church that it be forthwith incorporated as a nonprofit corporation under the laws of the State of Mississippi applicable thereto and that Grady Roberts, L.P. Bishop, Jr. and Marvin Floyd of this church to be named Lemoyne Boulevard Baptist Church, Inc. are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this church to be named Lemoyne Boulevard Baptist Church, 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 church as may be necessary so to do.

CERTIFICATE

I, AVERY G. CHAMPAGNE, JR., do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is a true and correct copy of a Resolution duly and properly adopted at a meeting thereof held on the 15th day of January, 1981, at LemoyneBlvd.Church, Biloxi, MS. 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 January, 1981.

SECRETARY

BOOK 272 PAGE 352

CHARTER OF INCORPORATION

OF

LEMOYNE BOULEVARD BAPTIST CHURCH

1. The corporation title of said company is: Lemoyne Boulevard Baptist Church, Inc.

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

Grady Roberts	Rt. 6, Box 118AA (Brown Rd)	O.S., Ms. 39564
L.P. Bishop, Jr.	109 Vine St.	Biloxi, Ms. 39533
Marvin Floyd	3238 Nottingham Road	O.S., Ms. 39564

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

3. The domicile is at 15005 Lemoyne Boulevard, Biloxi, Ms. 39532.

4. The corporation is a non-profit corporation and no shares of stock are to be issued; Further, it is a corporation organized as a church, as provided in Section 79-11-1, Code of Mississippi of 1971 and Amendments thereto.

5. Period of existence shall be perpetual.

6. The purpose for which this corporation is created is to establish a church for worship, to provide various structures for worship and Sunday School teaching, offices and the like; to carry on and all other activities which might be related thereto, and to do any and all acts pursuant to the Statutes of the State of Mississippi which rights and acts and powers shall be limited to those necessary to accomplish the stated purpose of this association, that is to conduct worship.

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

SIGNATURES: _____
GRADY ROBERTS

_____
L.P. BISHOP, JR.

_____
MARVIN FLOYD

INCORPORATORS

BOOK 272 PAGE 353

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI
COUNTY OF JACKSON

This day personally appeared before me, the undersigned authority, Grady Roberts, L.P. Bishop, Jr. and Marvin Floyd, incorporators of the corporation known as Lemoyne Boulevard Baptist Church, Inc. ~~to~~ who acknowledged that they signed and delivered the above and foregoing Charter of Incorporation as their act and deed on this the 15th day of January, 1981.

My Commission Expires:
2-28-83

Betty Cochran
NOTARY PUBLIC

BOOK 272 PAGE 354

Received at the office of the Secretary of State, this the 22nd day of January

A. D., 1981, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss..

February 10th, 1981

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.

Bill Allain
ATTORNEY GENERAL.

By Richard M. Allen
Special Assistant Attorney General.

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BOOK 272 PAGE 355

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

VICTORIA VOLUNTEER FIRE DEPARTMENT, INC.

changing name to:

VICTORIA-MARSHALL COUNTY VOLUNTEER FIRE DEPARTMENT, INC.

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 6th day of February, A. D., 1981.

William F. Winter

Governor

Attest:

Edwin Lloyd Pittman

Secretary of State

CERTIFIED COPY OF RESOLUTION
ADOPTED BY
VICTORIA VOLUNTEER FIRE DEPARTMENT, INC.
AT A MEETING OF THE MEMBERS HELD ON
JANUARY 22, 1981
AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF
VICTORIA VOLUNTEER FIRE DEPARTMENT, INC.

WHEREAS, Victoria Volunteer Fire Department, Inc. is a voluntary, non-profit incorporation chartered by the State of Mississippi, and

WHEREAS, after thorough discussion in a duly held meeting this corporation desires to amend its charter to change the name of the corporation to Victoria-Marshall County Volunteer Fire Department, Inc.

THEREFORE, BE IT RESOLVED by Victoria Volunteer Fire Department, Inc., that its charter is amended as follows: The name of the corporation be changed to VICTORIA-MARSHALL COUNTY VOLUNTEER FIRE DEPARTMENT, INC.

CERTIFICATE

I, Voncile Sullivan, Secretary of Victoria Volunteer Fire Department, Inc. do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by the members of the corporation in a meeting assembled on the 22nd day of January, 1981, in Victoria, Mississippi.

WITNESS MY SIGNATURE this the 27th day of January, 1981.

Voncile Sullivan
VONCILE SULLIVAN, Secretary

ARTICLES OF AMENDMENT TO THE

CHARTER OF INCORPORATION

OF

VICTORIA VOLUNTEER FIRE DEPARTMENT, 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: That the name of the corporation be changed to VICTORIA-MARSHALL COUNTY VOLUNTEER FIRE DEPARTMENT, INC.

SECOND: The following amendment of the Charter of Incorporation was adopted by the members of the corporation on the 22nd day of January, 1981, at a regular meeting of the members of the corporation at Victoria, Mississippi:

DATED: This the 27th day of January, 1981.

VICTORIA VOLUNTEER FIRE DEPARTMENT, INC.

BY: Albert H. Rodgers
PRESIDENT

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI

COUNTY OF MARSHALL

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Albert Rodgers, President of Victoria Volunteer Fire Deparment, Inc., who acknowledges that he signed and delivered and executed the above and foregoing Articles Of Amendment To The Charter Of Incorporation Of Victoria Volunteer Fire Department, Inc., on this the 27th day of January, 1981.

James W Warren, Jr.
NOTARY PUBLIC

(SEAL)

My commission expires: 9-26-83

BOOK 272 PAGE 358

Received at the office of the Secretary of State, this the 30th day of January

A. D., 1981, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

February 4, 1981

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.

Bill Allain
ATTORNEY GENERAL.

By Richard M. Allen
Special Assistant Attorney General.

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State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

MISSISSIPPI CHILDRENS HOME SOCIETY

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 February, A. D., 1981.

William F. Winter
Governor.

Attest:

Edwin Lloyd Pittman
Secretary of State

RESOLUTION AMENDING CHARTER

BE IT RESOLVED that Paragraphs 6 and 7 of the Charter of Incorporation of Mississippi Childrens Home Society be amended to read as follows:

Paragraph 6. The period of existence is perpetual.

Paragraph 7. The purpose for which it is created: To create and maintain a charitable and benevolent society for the purpose of caring for, among other things and not limited to, homeless and neglected children of the state, and in addition thereto to provide and offer to the public and those in need the following services:

(a) To provide an adoption service and in so doing to provide children with the same mutual rights and responsibilities as exist with natural parent-child relationships. The elements of this service will include: study and evaluation of the child and his needs, and arrangements for care of child prior to adoptive placement; adoptive home recruitment, study and selection; placement and supervision until adoption is legally consummated; postadoption activities, including parent group meetings and counseling about adoption related problems; to locate foster families to provide homes for children left in the care and control of the Children's Home Society for interim care prior to their being placed with an adoptive family.

(b) To provide day care service and in so doing to provide protection, care and developmental experiences in a group facility for children of pre-school and school age usually living in their own homes, whose parents need help in making child care arrangements for part of the day when they are at work or away from the home for other reasons, and for children for special needs, i.e. disadvantaged, mentally retarded, emotionally disturbed children, etc.

(c) To provide daytime treatment in a group setting designed specifically for children with severe emotional or behavior problems, but who do not require residential treatment.

(d) To provide care and treatment in an agency-owned or operated facility that assures continuity of care and opportunity for community experiences, in combination with a planned group living program and specialized services, for small groups of children and youths whose parents cannot care for them adequately, and who, because of their age, problems or stage of treatment, can benefit by such a program.

(e) To provide a social service for unmarried parents and others, in which the Mississippi Children's Home Society uses qualified agency employed homemakers working with social workers training parents, married and unmarried, in the maintenance, care and keeping of children in their own home.

(f) To provide temporary care for the protection of children in foster homes or in an agency-owned facility, or in a subsidized foster home, group home, or group care facilities until satisfactory plans can be made for children whose parents are unable to care for them and which children must be removed from their home because of some emergency or crisis in the family.

(g) To secure the well-being and protect the rights of unmarried parents and children born out of wedlock. Services in this area to include: casework counseling; arrangements for medical care and hospitalization; financial assistance; maternity home care; foster family care; other specialized elements, including but not limited to continuing education programs, etc.

BE IT FURTHER RESOLVED, that the President and Secretary of this corporation be, and they are hereby authorized to prepare, sign, acknowledge, and present to the Secretary of State this amendment, and do all things necessary in making this amendment.

CERTIFICATE

I, the undersigned, Mary Elizabeth Bradley, Secretary of the corporation known as the Mississippi Childrens Home Society, certify that the foregoing is a true copy of a resolution duly and legally adopted by the members of the said corporation at a meeting held at its office at 1801 North West Street in the City of Jackson, Mississippi, on the 22nd day of May, 1980.

Mary Elizabeth Bradley, Secretary

AMENDMENT TO CHARTER OF INCORPORATION
OF MISSISSIPPI CHILDRENS HOME SOCIETY

Paragraph 6 of said charter is hereby amended to read as follows:

6. The period of existence is perpetual.

Paragraph 7 of said charter is hereby amended to read as follows:

7. The purpose for which it is created: To create and maintain a charitable and benevolent society for the purpose of caring for, among other things and not limited to, homeless and neglected children of the state, and in addition thereto to provide and offer to the public and those in need the following services:

(a) To provide an adoption service and in so doing to provide children with the same mutual rights and responsibilities as exist with natural parent-child relationships. The elements of this service will include: study and evaluation of the child and his needs, and arrangements for care of child prior to adoptive placement; adoptive home recruitment, study and selection; placement and supervision until adoption is legally consummated; postadoption activities, including parent group meetings and counseling about adoption related problems; to locate foster families to provide homes for children left in the care and control of the Children's Home Society for interim care prior to their being placed with an adoptive family.

(b) To provide day care service and in so doing to provide protection, care and developmental experiences in a group facility for children of pre-school and school age usually living in their own homes, whose parents need help in making child care arrangements for part of the day when they are at work or away from the home for other reasons, and for children for special needs, i.e. disadvantaged, mentally retarded, emotionally disturbed children, etc.

(c) To provide daytime treatment in a group setting designed specifically for children with severe emotional or behavior problems, but who do not require residential treatment.

(d) To provide care and treatment in an agency-owned or operated facility that assures continuity of care and opportunity for community experiences, in combination with a planned group living program and specialized services, for small groups of children and youths whose parents cannot care for them adequately, and who, because of their age, problems or stage of treatment, can benefit by such a program.

(e) To provide a social service for unmarried parents and others, in which the Mississippi Children's Home Society uses qualified agency employed homemakers working with social workers training parents, married and unmarried, in the maintenance, care and keeping of children in their own home.

(f) To provide temporary care for the protection of children in foster homes or in an agency-owned facility, or in a subsidized foster home, group home, or group care facilities until satisfactory plans can be made for children whose parents are unable to care for them and which children must be removed from their home because of some emergency or crisis in the family.

(g) To secure the well-being and protect the rights of unmarried parents and children born out of wedlock. Services in this area to include: casework counseling; arrangements for medical care and hospitalization; financial assistance; maternity home care; foster family care; other specialized elements, including but not limited to continuing education programs, etc.

Dated, this the 22nd day of May, 1980.

MISSISSIPPI CHILDRENS HOME SOCIETY

By Martha Stennis
Martha Stennis, President

By Mary Elizabeth Bradley
Mary Elizabeth Pradley, Secretary

STATE OF MISSISSIPPI
COUNTY OF HINDS.....

Personally came and appeared before me, the undersigned authority in and for said county and state, MARTHA STENNIS and MARY ELIZABETH PRADLEY, who acknowledged before me that they are the President and Secretary, respectively, of the Mississippi Childrens Home Society, and that they signed and executed the foregoing Amendment to Charter of Incorporation of Mississippi Childrens Home Society as the act and deed of the corporation after being first duly authorized so to do, and that the statements therein contained are true.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, this the 22nd day of May, 1980.

Lillian Diane Shannon
NOTARY PUBLIC

My Commission Expires: My Commission Expires Sept. 27, 1982

BOOK 272 PAGE 364

Received at the office of the Secretary of State, this the 14th day of August

A. D., 1980, together with the sum of $10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

February 11, 1981

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.

Bill Allain
ATTORNEY GENERAL.

By Richard M. Allen
Special Assistant Attorney General.

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BOOK 272 PAGE 365

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

BROOKWOOD PINES HOMEOWNERS 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 10th day of February, A. D., 1981.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

BOOK 272 PAGE 366

RESOLUTION OF Brookwood Pines Homeowners Association
An Unincorporated Association, To Incorporate, Designating the incorporators, The name of the proposed corporation and authorizing the expenditure of the funds of the association necessary to do so.

Be it resolved by the members of Brookwood Pines Homeowners Association 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 William O. Marble, Frank Pillow and Terry L. Jenkins are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Brookwood Pines Homeowners Association, 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, Polly Pinson, 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 [illegible], 1981, at 4808 Brookwood Place at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 1st day of Feb, 1981.

Secretary Polly Pinson
Polly Pinson

Furnished by, Secretary of State, State of Mississippi, Jackson, Miss.

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

THE CHARTER OF INCORPORATION OF

BROOKWOOD PINES HOMEOWNERS ASSOCIATION

1. The corporation title of said company is:

BROOKWOOD PINES HOMEOWNERS 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 O. Marble	4808 Brookwood Place	Jackson,	Mississippi
Frank Pillow	4800 Brookwood Place	Jackson,	Mississippi
Terry L. Jenkins	4746 Brookwood Place	Jackson,	Mississippi

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

3. The domicile is at 4808 Brookwood Place, Jackson, Mississippi
(Street and No.) (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 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:

FIRST: 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.

SECOND: That upon dissolution of the corporation, its assets shall be transferred to one or more tax exempt organizations or purposes.

BK 272 PG 368

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:

WILLIAM O. MARBLE

FRANK PILLOW

TERRY L. JENKINS

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of HINDS:::::

This day personally appeared before me, the undersigned authority WILLIAM O. MARBLE, FRANK PILLOW, TERRY L. JENKINS

incorporators of the corporation known as the BROOKWOOD PINES HOMEOWNERS 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 5th day of February, 1981

My Commission Expires April 8, 1982

Sara D. Force

STATE OF MISSISSIPPI

County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the

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

Received at the office of the Secretary of State this the 5th day of February A.D., 1981, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman

Secretary of State

Jackson, Miss., February 6, 1981

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.

Bill Allain

Attorney General

By Richard W. Allen

Special Assistant Attorney General

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

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State of Mississippi

Office of Secretary of State
Jackson

I, EDWIN LLOYD PITTMAN, Secretary of State of the State of Mississippi, do hereby certify that the Articles of Association of:

BIENVILLE INSURANCE COMPANY

hereto attached was, pursuant to the provisions of the Laws of the State of Mississippi, filed in my office this the 17th day of February, 19 81, and recorded in this office in Record of Incorporations Photostat Book No. 272, at pages 369-392.

Given under my hand and Seal of office hereunto affixed this 17th day of February, 19 81

Edwin Lloyd Pittman

Secretary of State.

BE IT KNOWN, that whereas, Paul W. McMullan, Doyle V. Downs, Gordon H. White, L. Y. Foote, Jr., William A. Pittman, Donald F. Calfee, Luther R. Boyd, John E. Bonar, Peter J. Kuluz, and J. Robert Jefcoat have associated themselves with the intention of forming a corporation under the name of BIENVILLE INSURANCE COMPANY, for the purposes:

> To carry on the business commonly known as life and health and accident insurance, on a stock plan, contract for the payment of endowments and annuities, or to make and enter into such other contracts, conditioned upon the continuance or cessation of human life.
>
> To have all powers and authorities granted and all limitations under the Mississippi Business Corporation Act when applicable to an insurance company.
>
> And generally to do any and all acts which an insurance corporation may do under the laws and regulations of the State of Mississippi,

with a capital of Two Hundred Thousand Dollars ($200,000.00), and have complied with the provisions of the statute of this state in such case made and provided, as appears from the certificate of the president, secretary, and directors of said corporation duly approved by the Commissioner of Insurance and recorded in this office.

NOW, therefore, I, Edwin Lloyd Pittman, Secretary of State of Mississippi, do hereby certify that said Paul W. McMullan, Doyle V. Downs, Gordon H. White, L. Y. Foote, Jr., William A. Pittman, Donald F. Calfee, Luther R. Boyd, John E. Bonar, Peter J. Kuluz and J. Robert Jefcoat, their associates and successors, are legally organized and established as and are hereby made an existing corporation under the name of BIENVILLE INSURANCE COMPANY with powers, rights, and privileges and subject to the duties, liabilities, and restrictions which by law appertain thereto.

WITNESS my official signature hereunto subscribed and the seal of the State of Mississippi hereunto affixed, this, the 11th day of February, 1981.

Edwin Lloyd Pittman

SECRETARY OF STATE

ARTICLES OF ASSOCIATION
OF
BIENVILLE INSURANCE COMPANY

STATE OF MISSISSIPPI

COUNTY OF FORREST

BE IT KNOWN that on the 22nd day of December 1980, before me, Bonnie B. Crosby, Notary Public, acting within and for Forrest County, State of Mississippi, personally appeared the ten persons whose names are herein affixed, all of the full age of majority and bona fide residents of the State of Mississippi, who declared unto me, Notary Public, that availing themselves of the provisions of the laws of the State of Mississippi relative to insurance companies and especially the provisions of Title 83, Chapter 19, Sections 83-19-1, et seq., Mississippi Code of 1972, Annotated, as Amended, they have covenanted and agreed, and do by these presents covenant and agree and bind themselves as well as such persons as may hereafter become associated with them, to form and constitute an insurance corporation on the stock plan under and in accordance with the following Articles of Incorporation:

ARTICLE I.

The name of the corporation is Bienville Insurance Company.

ARTICLE II.

The within named and undersigned corporators, being ten in number, a majority of whom are residents of the State of Mississippi, and whose post office addresses are as hereinafter shown, do by these presents hereby subscribe these Articles of Association, and do set forth and declare their intention to form a corporation for the purpose of operating a life and health and accident insurance company under the laws of the State of Mississippi, as herein elsewhere described and set forth, said corporators and their addresses being as follows, to-wit:

Paul W. McMullan
2 Cherokee Circle
Hattiesburg, Mississippi 39401

Doyle V. Downs
1202 Camp Street
Hattiesburg, Mississippi 39401

Gordon H. White
505 Mandalay Drive
Hattiesburg, Mississippi 39401

L. Y. Foote, Jr.
7 Bellewood Drive
Hattiesburg, Mississippi 39401

William A. Pittman
#15 Prado Road
Gulf Hills
Ocean Springs, Mississippi 39564

Donald F. Calfee
101 Deborah Drive
Brandon, Mississippi 39042

Luther R. Boyd
813 Monterrey Lane
Hattiesburg, Mississippi 39401

John E. Bonar
103 Dover Cliff Road
Hattiesburg, Mississippi 39401

Peter J. Kuluz
12704 Cambridge
Ocean Springs, Mississippi 39564

J. Robert Jefcoat
3103 Jamestown Road
Hattiesburg, Mississippi 39401

ARTICLE III.

The domicile of the corporation is Hattiesburg, Forrest County, Mississippi.

ARTICLE IV.

The company is to be a stock company, is to have authorized capital in the amount of $200,000.00, is to have 200,000 shares of common stock and said stock shall have a par value of $1.00 per share. The holders of said stock shall be entitled to all of the privileges, subject to all of the restrictions imposed upon common class of stock by the laws of the State of Mississippi.

ARTICLE V.

The period of existence of the corporation is 99 years.

ARTICLE VI.

The object and purpose for which this corporation is organized and the nature of the business to be carried on by it are:

To carry on the business commonly known as life and health and accident insurance, on a stock plan, contract for the payment of endowments and annuities, or to make and enter into such other contracts, conditioned upon the continuance or cessation of human life.

To have all powers and authorities granted and all limitations under the Mississippi Business Corporation Act when applicable to an insurance company.

And generally to do any and all acts which an insurance corporation may do under the laws and regulations of the State of Mississippi.

ARTICLE VII.

The Insurance Commissioner of the State of Mississippi is designated as attorney for the service of legal process as now provided by law.

The registered office is 100 Hardy Street, Hattiesburg, Mississippi 39452, and the Registered Agent is Luther R. Boyd.

ARTICLE VIII.

This corporation shall not transact business until the following capital and surplus requirements are met:

Capital	$200,000.00
Surplus	$450,000.00

This corporation shall deposit fifty percent (50%) of its capital stock, either in cash or such bonds or securities as an insurance company is authorized by law to invest, satisfactory to the Insurance Commissioner before a certificate of authority is issued to do business in this state.

This corporation shall have one year from the date of certificate of organization in which to receive payment for its

capital stock and surplus. Assets of other corporations may be merged into this corporation upon approval of this corporation's board of directors when approved by the Insurance Commissioner of the State of Mississippi so long as this corporation meets its capital and surplus requirements as heretofore set out for the purpose of transacting life insurance and health and accident insurance.

EXECUTED on this the 22nd day of December, 1980.

STATE OF MISSISSIPPI

COUNTY OF Forrest

This day personally appeared before me, the undersigned authority, the within named PAUL W. McMULLAN, DOYLE V. DOWNS, GORDON H. WHITE, L. Y. FOOTE, JR., WILLIAM A. PITTMAN, DONALD F. CALFEE, LUTHER R. BOYD, JOHN E. BONAR , PETER J. KULUZ, and J. ROBERT JEFCOAT, corporators and subscribers to the Articles of Association of a corporation known as Bienville Insurance Company, who acknowledged that they signed and executed the above and foregoing Articles of Association as their act and deed on this the 22nd day of December, 1980.

Bonnie B. Crosby
NOTARY PUBLIC

My Commission Expires:

CERTIFICATE

We, the undersigned, President, Secretary and Directors, being a majority thereof and being placed under oath, do hereby swear that the above and foregoing Articles of Association with the names of each subscriber thereto is the true copy as executed at the first meeting of Bienville Insurance Company held at 2:00 P.M. on December 22, 1980, in Hattiesburg, Forrest County, Mississippi

This the 22nd day of December, 1980, A.D.

President

Secretary

SWORN to and subscribed before me this the 22nd day of December, 1980.

NOTARY PUBLIC

My Commission Expires:

CERTIFICATION

This is to certify that the attached copies of the Minutes and By-Laws of Bienville Insurance Company are true and correct copies of such Minutes and By-Laws and that upon approval of the Articles of Association of Bienville Insurance Company, they will be in full force and effect.

WITNESS MY SIGNATURE on this, the 29th day of January, 1981.

Craig N. Landrum
CRAIG N. LANDRUM, COUNSEL

STATE OF MISSISSIPPI
COUNTY OF HINDS

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named Craig N. Landrum, who after being by me first duly sworn, states that he is counsel for Bienville Insurance Company and as such states that he signed, executed and delivered the above and foregoing Certification and that the matters and things set forth therein are true and correct as therein stated.

SWORN TO AND SUBSCRIBED before me on this, the 29th day of January, 1981.

Nancy L. Landrum
NOTARY PUBLIC

My Commission Expires:
2/28/81

WAIVER OF NOTICE

OF SUBSCRIBERS MEETING OF

BIENVILLE INSURANCE COMPANY

We, the undersigned, being all of the subscribers to the Articles of Association of

BIENVILLE INSURANCE COMPANY,

a corporation organized under the laws of the State of Mississippi, do hereby waive, pursuant to Miss. Code Ann. §§83-19-9 and 79-3-281 (1972), all notice of the organizational meeting of subscribers of said corporation, for the purpose of subscribing to the Articles of Association, and agree that such meeting shall be held at 100 Hardy Street in the City of Hattiesburg, State of Mississippi, on the 22nd day of December, 1980, at 2:00 o'clock P.M., and we consent to the transaction of any and all business that may come before the meeting.

Dated this, the 22nd day of December, 1980.

Paul W. McMullan

Donald F. Calfee

Doyle V. Downs

Luther R. Boyd

Gordon H. White

John E. Bonar

L. Y. Foote, Jr.

Peter J. Kuluz

William A. Pittman

J. Robert Jefcoat

MINUTES OF ORGANIZATIONAL MEETING OF SUBSCRIBERS TO THE
ARTICLES OF ASSOCIATION OF
BIENVILLE INSURANCE COMPANY

The organizational meeting of subscribers to the Articles of Association of Bienville Life Insurance Company was held and conducted at 2:00 P.M. on the 22nd day of December, 1980, in Hattiesburg, Forrest County, Mississippi, pursuant to notice issued by Luther R. Boyd, all in accordance with Section 83-19-15 of the Mississippi Code of 1972, as amended.

The following persons were present:

Paul W. McMullan
Doyle V. Downs
Gordon H. White
L. Y. Foote, Jr.
William A. Pittman
Donald F. Calfee
Luther R. Boyd
John E. Bonar
Peter J. Kuluz
J. Robert Jefcoat

Paul W. McMullan was elected Chairman of the meeting and Luther R. Boyd was elected to serve as Temporary Clerk. The Temporary Clerk was sworn to correctly keep and record the proceedings of the meeting.

The Articles of Association were to be executed by all those present and after examination of the Articles, all those present signed as subscribers.

The subscribers first considered the matter of election of directors and on motion duly made, seconded and unanimously adopted, the following persons were elected as initial directors of the Company to serve until the shareholders shall hold a meeting for the purpose of electing directors:

Paul W. McMullan
Doyle V. Downs
Gordon H. White
L. Y. Foote, Jr.
William A. Pittman
Donald F. Calfee
Luther R. Boyd
John E. Bonar
Peter J. Kuluz
J. Robert Jefcoat

On motion duly made, seconded and unanimously adopted, By-Laws for the Company were duly adopted. The By-Laws so adopted are attached to the Minutes of this meeting and shall be maintained as a part of the permanent records of the Company.

On motion duly made, seconded and unanimously adopted, the following officers were elected in accordance with the By-Laws heretofore adopted:

Paul W. McMullan	-	President
Doyle V. Downs	-	Vice President
Luther R. Boyd	-	Secretary-Treasurer

On motion duly made, seconded and unanimously carried, it was:

RESOLVED: That any acts taken by the incorporators and subscribers to the capital stock heretofore made, be, and the same are hereby ratified to the full extent that approval and ratification of this Board of Directors is necessary and proper.

Upon motion duly made, seconded and carried, the following resolution was adopted:

RESOLVED: That the President is authorized to execute any leases or other instruments necessary for the carrying on of the business of the Company; provided however, that he shall immediately thereafter report same to the Board.

Upon motion duly made, seconded and carried, the following resolution was adopted:

RESOLVED: That a bank account of the Company shall be with the First Mississippi National Bank of Hattiesburg, Mississippi, in accordance with the attached form resolution, which resolution is attached hereto and adopted herewith by reference as if fully copied herein in words and figures.

Upon motion duly made, seconded and carried, the following resolution was adopted:

RESOLVED: That the President is authorized and directed to enter into any contract for the purchase or lease of equipment for the purpose of operating the business and to give such notes and security instruments as may be necessary.

Upon motion duly made, seconded and carried, the following resolution was adopted:

BE IT RESOLVED that, pursuant to Section 83-19-19 of the Mississippi Code of 1972, as amended, the Articles of Association, together with a Certificate of Organization, be submitted to the Commissioner of Insurance, Mississippi Department of Insurance, for his approval.

BE IT FURTHER RESOLVED that the officers of Bienville Insurance Company shall take such other steps as may be necessary and proper to effect the intent of this resolution.

Upon motion duly made, seconded and carried, the following resolution was adopted:

RESOLVED: That the President and the Secretary-Treasurer, or any one of them, are hereby authorized to sign promissory notes or other instruments necessary for obtaining any type of loan necessary for the carrying on of the business of the Company, whether secured or unsecured, from any bank, mortgage company or other financial institution deemed appropriate; provided, however, that the Company shall not be obligated for an amount in excess of $25,000 without the prior approval of the Board of Directors or the Executive Committee.

On motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED: That the officers of the Company shall forthwith, after approval of the Articles of Association by the Commissioner of Insurance, offer for sale and sell 200,000 shares of common stock of the Company at $2.50 per share to First Mississippi National Corporation, with the proceeds thereof being allocated as follows: $200,000 to capital and $300,000 to surplus.

RESOLVED FURTHER: That the officers of the Company shall, forthwith after approval of the Articles of Association by the Commissioner of Insurance, execute a surplus note in the amount of $150,000 payable to First Mississippi National Corporation, to be repaid only out of the surplus of the Company and with the permission of the Commissioner of Insurance, with the proceeds thereof being allocated to surplus.

On motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED: That the President and Secretary-Treasurer are hereby authorized and directed to file with the Commissioner of Insurance of the State of Mississippi an Application for a license to engage in the business of selling insurance.

Miscellaneous business matters of the Company were discussed.

There being no further business to come before the meeting, on

motion duly made, seconded and carried, the meeting was adjourned.

Paul W. McMullan

Donald F. Calfee

Doyle V. Bowns

Luther R. Boyd

Gordon H. White

John E. Bonar

L. Y. Foote, Jr.

Peter J. Kuzuz

William A. Pittman

J. Robert Jefcoat

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RESOLUTION OF BOARD OF DIRECTORS

(Authority to Open Deposit Account)

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of Bienville Insurance Company and the keeper of the records and corporate seal of said corporation and that the following is a true and correct copy of a resolution duly adopted at a regular meeting of the Board of Directors of said corporation held in accordance with the By-Laws of Said Corporation at its offices at 100 Hardy Street, Hattiesburg, MS on the 22nd day of December, 19 80

"Be It Resolved, that FIRST MISSISSIPPI NATIONAL BANK be, and it is hereby, designated a depository of this Corporation and that funds so deposited may be withdrawn upon a check, draft, note or order of the Corporation.

"Be It Further Resolved that all checks, drafts, notes or orders drawn against said account be signed by any one (one, two, three, etc.) of the following:

NAME	TITLE
Paul W. McMullan	President
Doyle V. Downs	Vice President
Luther R. Boyd	Secretary-Treasurer

and countersigned by any one of the following:

NAME	TITLE
Not applicable	

whose signatures shall be duly certified to said Bank, and that no checks, drafts, notes or orders drawn against said Bank shall be valid unless so signed.

"Be It Further Resolved that said Bank is hereby authorized and directed to honor and pay any checks, drafts, notes or orders so drawn, whether such checks, drafts, notes or orders be payable to the order of any such person signing and/or countersigning said checks, drafts, notes or orders, or any of such persons in their individual capacities or not, and whether such checks, drafts, notes or orders are deposited to the individual credit of the persons so signing and/or countersigning said checks, drafts, notes or orders, or to the individual credit of any of the other officers or not.

"Be It Further Resolved, that any and all endorsements for or on behalf of this corporation upon checks, drafts, notes or instruments for deposit or collection made with the said Bank may be written or stamped endorsements of the corporation without any designation of the person making such endorsement.

2400129

"Be It Further Resolved, that this resolution shall continue in force and said Bank may consider the facts concerning the holders of said offices, respectively, and their signatures to be and continue as set forth in the certificate of the Secretary or Assistant Secretary, accompanying a copy of this resolution when delivered to said Bank or in any similar subsequent certificate, until written notice to the contrary is duly served on said Bank.

In Witness Whereof, I have hereunto affixed my name as Luther R. Boyd

Secretary and have caused the corporate seal of said Corporation to be hereto affixed this 22nd

day of December, 19 80

Luther R. Boyd
Luther R. Boyd Secretary

IMPRINT
SEAL HERE

I, Paul W. McMullan, a Director of said Corporation, do hereby certify that the foregoing is a correct copy of a resolution adopted as above set forth.

Paul W. McMullan
To be signed by a director other than the secretary

BY-LAWS

OF

BIENVILLE INSURANCE COMPANY

ARTICLE I.

NAME, REGISTERED OFFICE AND REGISTERED AGENT

Section 1. Name. The name of this corporation is Bienville Insurance Company.

Section 2. Registered Office and Registered Agent. The address of the registered office of this corporation is 100 Hardy Street, Hattiesburg, Mississippi 39401. The name of the initial registered agent of this corporation at that address is Luther R. Boyd.

The registered office of this corporation required by the Mississippi Business Corporation Act to be maintained in the State of Mississippi may be, but need not be, identical with the principal office in the State of Mississippi, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II.

SEAL AND FISCAL YEAR

Section 1. Seal. The seal of this corporation shall have inscribed on it the name of this corporation and the words "Corporate Seal - Mississippi".

Section 2. Fiscal Year. The corporate year shall begin January 1 and end December 31.

ARTICLE III.

SHAREHOLDERS' MEETINGS

Section 1. Place of Meeting. Meetings of the shareholders shall be held at the registered office of the corporation or at any other place (within or without the State of Mississippi) the Board of Directors or shareholders may from time to time select.

Section 2. Annual Meeting. An annual meeting of the shareholders shall be held on the 22nd day in December of each year, and each year thereafter if not a legal holiday, but if such date shall be a legal holiday, then on the next secular day following that is not a legal holiday, at 2:00 o'clock P.M., and the shareholders shall elect a Board of Directors and transact

other business. If an annual meeting has not been called and held within six months after the time designated for it, any shareholder may call it.

Section 3. Special Meeting. Special meetings of the shareholders may be called by the President, by a majority of the Board of Directors, or by the holders of one-tenth or more of the shares outstanding and entitled to vote.

Section 4. Notice of Meeting. A written or printed notice of each shareholders' meeting, stating the place, day and hour of the meeting, and in case of a special meeting, the purpose or purposes of the meeting, shall be given by the Secretary of the corporation or by the person authorized to call the meeting, to each shareholder of record entitled to vote at the meeting. This notice shall be sent at least ten days before the date named for the meeting to each shareholder by United States mail or by telegram, charges prepaid, to his address appearing on the books of the corporation.

Section 5. Waiver of Notice. A shareholder, either before or after a shareholders' meeting, may waive notice of the meeting; and his waiver shall be deemed the equivalent of giving notice. Attendance at a shareholders' meeting, either in person or by proxy, of a person entitled to notice shall constitute a waiver of notice of the meeting unless he attends for the express purpose of objecting to the transaction of business on the ground that the meeting was not lawfully called or convened.

Section 6. Voting Rights. Subject to the provisions of the law of the State of Mississippi, each holder of capital stock in this corporation shall be entitled at each shareholders' meeting to one vote for every share of stock standing in his name on the books of the corporation; but, transferees of shares that are transferred on the books of the corporation within ten days next preceding the date set for a meeting shall not be entitled to notice of, or to vote at, the meeting.

Section 7. Proxies. A shareholder entitled to vote may vote in person or by proxy executed in writing by the shareholder or by his attorney in fact. A proxy shall not be valid after eleven months from the date of its execution unless a longer period is expressly stated in it.

Section 8. Quorum. The presence, in person or by proxy, of the holders of one-half or more of the shares outstanding and entitled to vote shall constitute a quorum at a meeting of shareholders; at a duly organized meeting, shareholders present can continue to do business until adjournment even though enough shareholders withdraw to leave less than a quorum.

Section 9. Adjournments. Any meeting of shareholders may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by adjournment at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present or represented, any business may be transacted which could have been transacted at the meeting originally called.

Section 10. Informal Action by Shareholders. Any action that may be taken at a meeting of shareholders may be taken without a meeting if a consent in writing setting forth the action shall be signed by all of the shareholders

other business. If an annual meeting has not been called and held within six months after the time designated for it, any shareholder may call it.

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Section 7. Proxies. A shareholder entitled to vote may vote in person or by proxy executed in writing by the shareholder or by his attorney in fact. A proxy shall not be valid after eleven months from the date of its execution unless a longer period is expressly stated in it.

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Section 10. Informal Action by Shareholders. Any action that may be taken at a meeting of shareholders may be taken without a meeting if a consent in writing setting forth the action shall be signed by all of the shareholders

entitled to vote on the action and shall be filed with the Secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholders' meeting.

ARTICLE IV.

THE BOARD OF DIRECTORS

Section 1. Number, Qualification and Term of Office. The business and affairs of the corporation shall be managed by a Board of ten (10) persons, who may or may not hold shares in this corporation. Each director, except one appointed to fill a vacancy, shall be elected to serve for the term of one year or until his successor shall be elected and shall qualify.

Section 2. Vacancies. In the event a vacancy occurs on the Board of Directors, by death, resignation, or otherwise, the remaining members of the Board of Directors may, by majority vote, appoint a qualified person to fill the vacant position and serve as director until the next annual meeting of shareholders. The other members of the Board of Directors may declare vacant the office of a director who is convicted of a felony or who is declared of unsound mind by an order of court.

Section 3. Compensation. By resolution of the Board of Directors, each director may be paid his expenses, if any, of attending meetings of the Board of Directors and may be paid a stated salary as director or a fixed sum for attendance at each meeting of the Board of Directors, or both. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 4. Removal. At a meeting of shareholders called for that purpose, the entire Board of Directors or any individual director may be removed from office without assignment of cause by the vote of a majority of the shares entitled to vote at an election of directors.

Section 5. Committees. There shall be an Executive Committee of the Board of Directors which shall consist of three (3) directors selected by the directors from among their number. The Board shall designate one of the members of the Executive Committee as the Chairman of the Executive Committee and the person so designated shall be an officer of the Company. The Executive Committee shall have full power and authority to act for and on behalf of the Company on all matters requiring action by or approval of the Board of Directors if it shall be deemed impracticable to await a meeting of the full Board of Directors; provided, however, that any action taken or approved by the Executive Committee shall be immediately reported to the Chairman of the Board and shall be reported to the full Board of Directors at its next meeting.

The Board of Directors may establish such other Committees as it deems appropriate or desirable.

ARTICLE V.

MEETINGS OF THE BOARD

Section 1. Place of Meetings. The meetings of the Board of Directors may be held at the registered office of the corporation or subject to Section 2 of Article V of these by-laws, or at any place within or without the State of Mississippi that a majority of the Board of Directors may from time to time by resolution appoint.

Section 2. Annual Meeting. The Board of Directors shall meet each year immediately after the annual meeting of the shareholders at the place that meeting has been held, to elect officers and consider other business.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or by any two members of the Board.

Section 4. Notice of Meeting. Notice of the annual meeting of the Board of Directors need not be given. Written notice of each special meeting, setting forth the time and place of the meeting, shall be given to each director at least twenty-four (24) hours before the meeting. This notice may be given either personally, or by sending a copy of the notice through the United States mail or by telegram, charges prepaid, to the address of each director appearing on the books of the corporation.

Section 5. Waiver of Notice. A director may waive in writing notice of a special meeting of the Board either before or after the meeting; and his waiver shall be deemed the equivalent of giving notice. Attendance of a director at a meeting shall constitute waiver of notice of that meeting unless he attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

Section 6. Quorum. At meetings of the Board of Directors a majority of the directors in office shall be necessary to constitute a quorum for the transaction of business. If a quorum is present, the acts of a majority of the directors in attendance shall be the acts of the Board.

Section 7. Adjournment. A meeting of the Board of Directors may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

Section 8. Informal Action. If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writing or writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the Board.

ARTICLE VI.

OFFICERS, AGENTS AND EMPLOYEES

Section 1. Officers. The executive officers of the corporation shall be chosen by the Board of Directors and shall consist of a Chairman of the Board, President, Vice President, Secretary and Treasurer. Other officers, assistant officers, agents and employees that the Board of Directors from time to time may deem necessary may be elected by the Board or appointed in a manner prescribed by the Board.

Two or more offices may be held by the same person except that one person shall not at the same time hold the offices of President and Chairman of the Board or President and Secretary. Officers shall hold office until their successors are chosen and have qualified, unless they are sooner removed from office as provided in these by-laws.

Section 2. Vacancies. When a vacancy occurs in one of the executive offices by death, resignation or otherwise, it shall be filled by the Board of Directors. The officer so selected shall hold office until his successor is chosen and qualified.

Section 3. Salaries. The Board of Directors shall fix the salaries of the officers of the corporation. The salaries of other agents and employees of the corporation may be fixed by the Board of Directors or by an officer to whom that function has been delegated by the Board.

Section 4. Removal of Officers and Agents. An officer or agent of the corporation may be removed by a majority vote of the Board of Directors whenever in their judgment the best interest of the corporation will be served by the removal. The removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5. Chairman of the Board: Powers and Duties. The Chairman of the Board shall, if present, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Directors or prescribed by the By-Laws.

Section 6. President: Powers and Duties. The President shall be the chief executive officer of the corporation and shall have general supervision of the business of the corporation. He shall preside at all meetings of the stockholders and directors in the absence of the Chairman of the Board and discharge the duties of a presiding officer, shall present at each annual meeting of the shareholders a report of the business of the corporation for the preceding fiscal year, and shall perform whatever other duties the Board of Directors may from time to time prescribe.

Section 7. Vice President: Powers and Duties. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. He also shall perform whatever duties and have whatever powers the Board of Directors may from time to time assign him.

Section 8. Secretary: Powers and Duties. The Secretary shall attend all meetings of the directors and the shareholders and shall keep or cause to be kept a true and complete record of the proceedings of these meetings. He shall keep the corporate seal of the corporation and when directed by the Board of Directors, shall affix it to any instruments requiring it. He shall give, or cause to be given, notice of all meetings of the directors or of the shareholders and shall perform whatever additional duties the Board of Directors and the President may from time to time prescribe.

Section 9. Treasurer: Powers and Duties. The Treasurer shall have custody of corporate funds and securities. He shall keep full and accurate accounts of receipts and disbursements and shall deposit all corporate monies and other valuable effects in the name and to the credit of the corporation in a depositary or depositaries designated by the Board of Directors. He shall disburse the funds of the corporation and shall render to the President or the Board of Directors, whenever they may require it, an account of his transactions as Treasurer and of the financial condition of the corporation. The Treasurer shall furnish a bond satisfactory to the Board of Directors, provided same is required by a resolution of the Board.

Section 10. Delegation of Duties. Whenever an officer is absent or whenever for any reason the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers or to any director or directors.

ARTICLE VII.

SHARE CERTIFICATES AND TRANSFER OF SHARES

Section 1. Share Certificates. The share certificates shall be in a form approved by the Board of Directors. Each certificate shall be signed by the President and the Secretary, and shall be stamped with the corporate seal.

Section 2. Registered Shareholders. The corporation shall be entitled to treat the holder of record of shares as the holder in fact and, except as otherwise provided by the laws of the State of Mississippi, shall not be bound to recognize any equitable or other claim to or interest in the shares.

Section 3. Transfer of Shares. Shares of the corporation shall only be transferred on its books upon the surrender to the corporation of the share certificates duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer. In that event, the surrendered certificates shall be cancelled, new certificates issued to the person entitled to them, and the transaction recorded on the books of the corporation. No stock in this corporation shall be transferred to a person who is not already a stockholder unless the stock shall have been first offered for sale to each of the other stockholders of the corporation at the same price and on the same terms as would govern upon a transfer to a person not a stockholder. The stockholder desiring to sell shall, in writing, set forth the price and terms of his offer and shall send, by registered mail, to each of the other stockholders, at the address listed on the books of the corporation, a copy of such which shall not be revocable. The right to transfer the stock to a person, not a stockholder, shall not exist until all existing stockholders refuse the offer made as provided above or until

they fail for a period of thirty (30) days after receipt of the written offer to accept same by compliance with the terms therein set forth. Written approval of all stockholders of record for the sale or transfer of stock shall be sufficient for a transfer. Each share of stock issued by this corporation shall have typed thereon: "Transfer is subject to terms and provisions of By-Laws on file with the Secretary of this corporation."

Section 4. Lost Certificates. The Board of Directors may direct a new certificate to be issued in place of a certificate alleged to have been destroyed or lost if the owner makes an affidavit that it is destroyed or lost. The Board, in its discretion, may as a condition precedent to issuing the new certificate, require the owner to give the corporation a bond as indemnity against any claim that may be made against the corporation on the certificate allegedly destroyed or lost.

ARTICLE VIII.

SPECIAL CORPORATE ACTS

Section 1. Execution of Written Instruments. Contracts, deeds, documents, and instruments shall be executed by the President or the Vice President under the seal of the corporation affixed and attested by the Secretary unless the Board of Directors shall in a particular situation designate another procedure for their execution.

Section 2. Signing of Checks and Notes. Checks, notes, drafts, and demands for money shall be signed by the officer or officers from time to time designated by the Board of Directors.

Section 3. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

ARTICLE IX.

AMENDMENTS

The power to amend or repeal these By-Laws, or to adopt a new code of By-Laws, is vested in the Board of Directors, a majority of those present voting on the question of the amendment, repeal or adoption of By-Laws being necessary to exercise that power.

CERTIFICATE

I, George Dale, Commissioner of Insurance for the State of Mississippi, do hereby certify that the Articles of Association of BIENVILLE INSURANCE COMPANY, together with all records and proceedings relating to the organizational meetings thereof, were this day file with me, that all requirements of law in relation thereto appear to have been complied with, and that the same are this day approved by me and referred to the Secretary of State for his proper handling.

WITNESS my signature on this, the 10th day of February, 1981.

GEORGE DALE
COMMISSIONER OF INSURANCE

BY Wooley D. Box
Wooley D. Box
Deputy Commissioner

BOOK 272 PAGE 393

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

EAST COLUMBIA APARTMENTS, 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 17th day of February, A.D., 1981.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

R E S O L U T I O N

"BE IT KNOWN that on February 11, 1981, at a regular meeting of the members of OWENS CHAPEL BAPTIST CHURCH, a Religious Society, organized and existing under the Laws of the State of Mississippi, in the auditorium of said church, being the time and place of said meeting set in a notice duly given to all members in good standing of said religious society, to consider a proposition to authorize FRANK COLLINS, LEVI PAYTON, and W. S. McLAURIN, to apply for a Non-Profit Charter of Incorporation of East Columbia Apartments, Inc., for the purpose of owning and operating a uniform low cost multi-family housing project or development for the elderly, at which meeting there were present more than twenty percent (20%) of the members in good standing of said religious society, and said meeting was duly called to order and into conference by Reverend R. S. Porter, Moderator, and the following resolution was offered by Levi Payton:

"BE IT RESOLVED, that FRANK COLLINS, LEVI PAYTON, and W. S. McLAURIN, be, and they are hereby authorized, empowered, and directed to apply for a Non-Profit Charter of Incorporation for East Columbia Apartments, Inc., for the purpose of providing uniform low cost multi-family housing for the elderly in the City of Columbia, Mississippi or surrounding area, and which Charter of Incorporation shall provide that the governing authority of said corporation shall be elected by the membership of Owens Chapel Baptist Church and that the members in said non-profit corporation shall be the same as the membership of the said OWENS CHAPEL BAPTIST CHURCH."

ON MOTION AND SECOND, the above Resolution was duly voted on and passed and approved by a majority vote of those present and voting at the time and place aforesaid.

THIS THE 11th day of February, A. D., 1981.

REVEREND R. S. PORTER, PASTOR,
MODERATOR

CHURCH CLERK

* * * * * * *

I, [illegible], Clerk of OWENS CHAPEL BAPTIST CHURCH, Columbia, Mississippi, do hereby certify that the above and foregoing is a true and correct copy of RESOLUTION adopted by the members of said church on February 11, 1981.

CHURCH CLERK

BOOK 272 PAGE 396

THE CHARTER OF INCORPORATION

OF

EAST COLUMBIA APARTMENTS

This is to certify that we, the undersigned, all being of full legal age, do hereby associate ourselves for the purpose of forming a non-profit corporation under and by virtue of the laws of the State of Mississippi, and further certify that:

ARTICLE I.

(A) The name of the Corporation is EAST COLUMBIA APARTMENTS, INC., (hereinafter referred to as "the Corporation").

(B) The existence of the Corporation will be perpetual.

(C) The domicile of the Corporation will be located at: 1223 Marion Avenue, Columbia, Mississippi.

(D) The resident agent of the Corporation is Levi Payton, 610 Hendricks Street, Columbia, Mississippi.

ALL INCORPORATORS ARE ADULT RESIDENT CITIZENS OF MISSISSIPPI.

ARTICLE II.

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.

ARTICLE III.

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(A) To provide elderly persons and handicapped persons with housing facilities and services specially designed to meet their physical, social and psychological needs, and to promote their health, security,

happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a nonprofit basis.

(B) The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

ARTICLE IV.

The Corporation is empowered:

(A) To buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article III hereof.

(B) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the Corporation's property.

(C) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing under Section 202 of the Housing Act of 1959. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.

(D) In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual

for less than the fair market value of such property, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes similar to those of the Corporation: PROVIDED, however, that the Corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development.

(E) The rights and powers to be exercised by this Corporation shall be limited to those reasonably necessary to accomplish the stated purposes of this Corporation.

ARTICLE V.

The number of directors (trustees) of the Corporation shall be five (5) and shall be elected by the members of the Corporation from the membership. The directors (trustees) of the Corporation must, at all times, be members of the Corporation. No nonmember of the Corporation may sit as a director (trustee). The original directors (trustees) and the term for which each shall serve, are set below.

	Term
Levi Payton 610 Strickland Street, Columbia, MS	1 year
Eddie Hartwell, 1501 Hendricks, St., Columbia, MS	1 year
Robert Baxter, 407 Corners Ave., Columbia, MS	1 year
Charles Lee, 600 Nathan St., Columbia, MS	1 year
Clarence Odom, 1223 Marion Ave., Columbia, MS	1 year

The directors (trustees) shall serve without compensation.

Membership in the Corporation shall, at all times, be limited to individuals who are either (1) trustees (directors) of Owens Chapel Baptist Church, Columbia, Mississippi, or (2) members of Owens Chapel Baptist Church, Columbia, Mississippi, and who have the approval of the Board of Trustees (Directors) of Owens Chapel Baptist Church, Columbia, Mississippi. In the event that a member of the Corporation ceases to be a trustee (director) of Owens Chapel Baptist Church, Columbia, Mississippi, or, if

the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a member and director (trustee) of the Corporation.

The officers of the Corporation, as provided by the By Laws of the Corporation, shall be elected by the directors (trustees) of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors (trustees) shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. The secretary and treasurer may be one and the same person, and need not be a director (trustee) of the Corporation.

The annual meeting shall be held on the first Sunday in June of each year.

ARTICLE VI.

By Laws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purposes, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article III hereof.

ARTICLE VII.

So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development, these Articles may not be amended without the prior written approval of the said Secretary.

ARTICLE VIII.

The Corporation is nonprofit. No shares of stock are to be issued. It is a uniform low cost multi-family housing corporation.

The names and post office addresses of the incorporators are:

NAMES	ADDRESSES
Frank Collins	1501 Hendricks St., Columbia, MS
Levi Payton	610 Strickland St., Columbia, MS
W. S. McLaurin	1116½ Kings Ave., Columbia, MS

Said incorporators are adult resident citizens of

Marion County, Mississippi, and there is attached hereto a certified copy of the Resolution of Owens Chapel Baptist Church authorizing this application.

SIGNED IN DUPLICATE by the incorporators, this the 11th day of February, 1981.

FRANK COLLINS

LEVI PAYTON

W. S. McLAURIN

STATE OF MISSISSIPPI

COUNTY OF MARION

I, Richard S. Santa, a Notary Public, hereby certify that on the 11th day of February, A. D., 1981, personally came and appeared before me, FRANK COLLINS, LEVI PAYTON, and W. S. McLAURIN, who, being by me first duly sworn, declared that they are the incorporators of EAST COLUMBIA APARTMENTS, INC., and that they executed, signed, and delivered the foregoing instrument as incorporators of the corporation and that the statements contained therein are true.

NOTARY PUBLIC

My Commission Expires:

My Commission Expires April 25, 1984.

(SEAL)

Received at the office of the Secretary of State, this the 17th day of February

A. D., 19 81, together with the sum of $ 50.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

February 17, 1981

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.

Bill Allain
ATTORNEY GENERAL.

By Richard M. Allen
Special Assistant Attorney General.

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BOOK 272 PAGE 403

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

LADNER-MUCKELRATH 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 16th day of February, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

BOOK 212 PAGE 404

RESOLUTION

At a meeting of the members and Board of Directors of the Ladner-Mackelrath Cemetary, held at Route 4 Box 223 in Hattiesburg Lamar County, Mississippi, on January 10, 1981, at which a quorum of the Board was present, on a motion, duly made and seconded, the following resolution was unanimously adopted:

Resolved that Charles M. Smith and Joe Traylor and W. L. Howell, be appointed by this Board to sign the Charter of Incorporations of the Ladner-Mackelrath Cemetary as the incorporators of said corporation and to do all things required of said persons as incorporators, said corporation to be named Ladner-Mackelrath Cemetary, Inc.

This is to certify that the above is a true and correct extract from the minutes of the meeting of the members and Board of Directors of the Ladner-Mackelrath Cemetary held January 10, 1981, and I further certify that the following are the names mentioned in the foregoing resolution as those persons authorized to incorporate the Ladner-Mackelrath Cemetary.

Charles M. Smith

W L Howell

WITNESS my hand on this 31 day of January, 1981.

Mrs Jack W. Shelton
Mrs. Jack W. Shelton
Secretary, Ladner-Mackelrath Cemetary.

CHARTER OF INCORPORATION
OF
LADNER-MUCKELRATH CEMETERY
A NON-PROFIT ORGANIZATION

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under Section 79-11-1 et seq of the Mississippi Code, as recompiled, adopt the following Charter of Incorporation for such corporation.

FIRST: The name of the corporation is the Ladner-Muckelrath Cemetery, Inc.

SECOND: The names, street and post office addresses of the incorporators are:

NAME	POST OFFICE ADDRESSES
1. Charles M. Smith	Rt. 4, Box 237-C Hattiesburg, MS 39401
2. Joe Traylor	Rt. 4, Box 269 Hattiesburg, MS 39401
3. W. L. Howell	Rt. 4, Box N 212 Hattiesburg, MS 39401

ALL INCORPORATORS ARE RESIDENT CITIZENS OF THE STATE OF MISSISSIPPI.

THIRD: The domicile of the corporation is Rt. 4, Box 237-C, Hattiesburg, Mississippi 39401.

FOURTH: The corporation is to be a non-profit corporation and no shares of stock are to be issued. Said corporation is to function as a cemetary Association and is one of the types of corporations designated under Section 79-11-1 (1) of the Mississippi Code of 1972.

FIFTH: The period of duration shall be perpetual.

SIXTH: The business and purpose of this corporation is not contrary to laws and the rights and powers of the corporation shall be limited to those reasonably necessary to accomplish the stated purpose which is as follows:

To establish rules and regulations and operations and maintenance of the Ladner-Muckelrath Cemetary including, but

not limited to platting of the Cemetary, reserving of cemetary plots, maintenance programs, collection of dues and/or donations and expansion of those funds for maintenance, upkeep and expansion of the cemetary.

These donations and funds are to be invested in a principal fund and only the dividends from these funds are to be used for maintenance and upkeep of the cemetary.

SEVENTH: The corporation shall not be required to make publication of its charter, shall issue no shares of stock, and shall divide no dividends or profits among the members.

The only remedy for non-payment of dues shall be expulsion from membership in the corporation.

Each member has the right to one vote in the election of all officers.

The loss of membership, by death or otherwise, shall terminate all interest of such member in the corporation assets.

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.

EIGHTH: This instrument, when signed by the incorporation and acknowledged by each before a notary public or other officer authorized by law to take acknowledgements may be filed with the Secretary of State at anytime within six (6) months of the date of the last acknowledgement.

DATED this the 31 day of January, 19 81.

Gladin M. Smith

Vice-Treasurer

W L Howell

STATE OF MISSISSIPPI

COUNTY OF LAMAR

PERSONALLY appeared before me, the undersigned authority

in and for the above state and county, the within named, Charles M. Smith, Joe Traylor, and W. L. Howell, who, after being by me duly sworn, state on oath that they are the incorporators of the Ladner-Mackebrath Cemetary Inc; that they signed and delivered the above and foregoing charter application and that the matters and things contained in the above charter of incorporation of the Ladner-Muckebrath Cemetary Inc. are true and correct as therein stated.

H. W. Cain
NOTARY PUBLIC

MY COMMISSION EXPIRES:
1-1-1984

BOOK 272 PAGE 408

Received at the office of the Secretary of State, this the 9th day of February

A. D., 19 81, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

February 12, 1981

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.

Bill Allain
ATTORNEY GENERAL.

By Richard M. Allen
Special Assistant Attorney General.

C-54

BOOK 272 PAGE 409

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

ODD POINT 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 16th day of February, A.D., 1981.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

BOOK 272 PAGE 410

RESOLUTION OF Odd Point Hunting Club
An Unincorporated Association, To Incorporate, Designating the incorporators, The name of the proposed corporation and authorizing the expenditure of the funds of the association necessary to do so.

Be it resolved by the members of Odd Point Hunting Club 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 Robert E. Downs, Wallace D. Downs, and James Brower are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Odd Point Hunting Club, 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, Wallace D. Downs Jr., do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the 15th day of December, 1980, at Odd Point Hunting Club at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the [illegible] day of [illegible], 19[illegible].

Secretary [illegible]

Furnished by, Secretary of State, State of Mississippi, 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: ODD POINT HUNTING 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
Robert E. Downs	Route 1, Box 218	Carrollton	MS
Wallace D. Downs Jr.	Route 1	Carrollton	MS
James Brower	Route 1	Carrollton	MS

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

3. The domicile is at Route 1 (Street and No.) Carrollton (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 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 no member of the corporation shall receive any profit from the operation of this corporation. This corporation is organized for the purpose not contrary to law to seek to increase and improve wildlife in its natural habitat and to improve hunting conditions and the conservation and preservation of wildlife in a sportsmanlike manner. This corporation is to be a fraternal organization and civic improvement society, one of the type non-profit, non-share corporations permitted by law.

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 organize an association or union for civic improvement and a society for the establishment of a hunting club and game preserve for the benefit of its members;
2) To provide for the increase and improvement of wildlife in its natural habitat, and to improve hunting conditions in the conservation and preservation of wildlife in a sportsmanlike manner;
3) To provide and manage a suitable hunting lodge, club house or meeting place for its members and provide land for a game preserve;
4) To buy, lease, own, sell and improve lands, timber, hunting rights and privileges;
5) To promote the cause of conservation, wildlife preservation, outdoor sports and fire arms safety;
6) To engage only in those activities which are directly connected with hunting, fishing, conservation and wildlife preservation;
7) To act as a representitive of any member or members of the corporation in any of the authorized activities of the corporation;
8) To lease, receive, take, purchase or otherwise acquire, own, hold, use, improve, or otherwise deal in and with real or personal property and any interest contained therein;
9) To sell, mortgage, convey, pledge, lease, transfer, exchange or otherwise dispose of all or any part of its property and/or assets so long as the purpose for which this is done are in line with the status of the corporation as being one of a non-profit, non-share nature and does not violate any laws said corporation may be subject;
10) To enter into any transactions involving the assets and/or property of this corpora-

tion subject to the consensus of those acting members;
11) To enter into no contracts or agreements with individuals in or outside this corporation without the consensus of the board in authority;
12) To not engage in activities in violation with the laws of this state or any laws said corporation may be subject to;
13) To cease its corporate activities and surrender its corporate charter in accordance with laws of this state, with the provision that any property, real or personal, owned exclusively by this corporation on its dissolution shall be distributed to an agreed upon charity and/or the department responsible for wildlife management in this state. Any charity must qualify under the provisions of the Internal Revenue Code and its regulations as they now exist or as they may be amended in the future.

BOOK 272 PAGE 412

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 272 PAGE 413

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

Signatures: Robert E Downs
Wallace D Downs Jr.

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of CARROLL

This day personally appeared before me, the undersigned authority Robert E. Downs, Wallace D. Downs Jr., and James Brower, incorporators of the corporation known as the ODD POINT HUNTING 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 31 day of January, 19 81

MY COMMISSION EXPIRES JAN. 2ND, 1984

Ralph Lee
Chancery Clerk Carroll County, Miss.

STATE OF MISSISSIPPI
County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the

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

Received at the office of the Secretary of State this the 11th day of Feb
A.D., 19 81, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss., February 13, 1981

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.

Bill Allain
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 272 PAGE 414

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

JACINTO 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 16th day of February, A.D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF Jacinto Hunting Club
An Unincorporated Association, To Incorporate, Designating the incorporators, The name of the proposed corporation and authorizing the expenditure of the funds of the association necessary to do so.

Be it resolved by the members of Jacinto Hunting Club 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 Edmond T. Graves, Raybon Childs, Robert L. Chase are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Jacinto Hunting Club, 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, Robert L. Chase, 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 December, 1980, at Rienzi, 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 12th day of January, 1981.

Secretary Robert L. Chase
Robert L. Chase

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

JACINTO HUNTING CLUB

1. The corporation title of said company is: Jacinto Hunting Club, Incorporated

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

Name	Street & No.	City	State
Edmond T. Graves	Rt. #1, Box 205	Rienzi,	MS 38865
Raybon Childs	Rt. #1, Box 147	Rienzi,	MS 38865
Robert L. Chase	Rt. #1, Box 133	Rienzi,	MS 38865

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

3. The domicile is at Rt. #1, Box 147 (Street and No.) Rienzi (City) MS 38865 (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. The type of organization is fraternal organized for the purpose of hunting and recreation and preservation and conservation of all game and wildlife.

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:

It is the purposes of this non-profit corporation to establish, operate and maintain a recreational and hunting club, primarily devoted to the purpose of hunting, the preservation and protection of wildlife of all varieties and types, and to further protect the natural habitat of all animals so as to improve the hunting conditions and to prevent the extinction of all types of game animals now located within the geographical area of the club.

It is further granted the power to purchase, lease, hold, own, manage, develop, mortgage, sell, convey, exchange, option, assign, or acquire by any other means or otherwise diposes of real and personal property or every class, kind, or description in any estate or interest therein, as may be necessary or convenient for the proper conduct of the affairs of the non-profit corporation.

If may further engage in any type of enterprise or act necessary to carry out the intent of this charter and designed to fulfill the purposes for which this non-profit corporation is formed and which acts are in conformity with the laws of the State of Mississippi, and to generally engage in or perform any act, enterprise, or vocation that a natural person might or could do or perform.

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 272 PAGE 417

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: x Edmond T. Graves
x Raybon Childs
x [illegible]

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Tishomingo

This day personally appeared before me, the undersigned authority Edmond Graves, Raybon Childs, Robert L. Chase, [illegible], [illegible], [illegible], incorporators of the corporation known as the Jacinto Hunting Club, Incorporated, who acknowledged that ~~XXXX~~ (they) signed and delivered the above and foregoing charter of incorporation as ~~XXX~~ (their) act and deeds on this the 12th day of January, 1981

My Commission Expires: 4/17/83 Michael D. Cooke

STATE OF MISSISSIPPI
County of _____

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

Received at the office of the Secretary of State this the 9th day of February A.D., 1981, together with the sum of $ 20 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss., February 10, 1981

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.

Bill Allain
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 272 PAGE 418

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

FIRST BAPTIST CHURCH,

MARKS, 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 16th day of February, A.D., 1981.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

RESOLUTION OF THE FIRST BAPTIST CHURCH, MARKS, MISSISSIPPI

BE IT RESOLVED, that the First Baptist Church, Marks, Mississippi, an unincorporated organization and association, with headquarters at 300 Maple Street, Marks, Mississippi 38646, be organized as a nonprofit religious corporation under the provisions of the laws and statutes of the State of Mississippi and particularly the provisions of the Mississippi Code of 1972, as amended, and all laws supplementary thereto, to be named First Baptist Church, Marks, Mississippi and that the following members of this organization, all of whom are bona fide, adult, resident citizens of the State of Mississippi, whose names and post office addresses are as follows, to-wit:

Charles Barrentine, Rt. 1, River Acres Subdivision, P. O. Box 275, Marks, Mississippi 38646,

Cecil O. Sharp, 321 Fourth Street, Marks, Mississippi 38646,

Jim Henry Mitchell, Route 2, Box 16, Marks, Mississippi 38646,

be, and they are hereby duly and fully authorized, directed and empowered to make application for the grant of a charter of incorporation as such nonprofit religious corporation to this end, and to do and perform any and all acts necessary, desirable or advisable to complete and perfect the organization of such corporation.

I, the undersigned, Robbie Lee Gore, Clerk, and, as such, Secretary, of the First Baptist Church, Marks, Mississippi, an unincorporated organization and association, with headquarters at 300 Maple Street, Marks, Mississippi, do hereby certify that the above and foregoing Resolution is a true, correct and exact copy of a Resolution duly and legally adopted by, and spread upon the minutes of, said unincorporated organization known as the First Baptist Church, Marks, Mississippi, at a regular meeting of such organization held on February 1, 1981.

WITNESS my signature as the Clerk, or Secretary, of the First Baptist Church, Marks, Mississippi, on this, the 4th day of February, 1981.

Robbie Lee Gore

Clerk (Secretary), First Baptist Church, Marks, Mississippi, an unincorporated 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

FIRST BAPTIST CHURCH, MARKS, MISSISSIPPI

1. The corporation title of said company is:

First Baptist Church, Marks, Mississippi

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

Name	Street & No.	City	State
Charles Barrentine	Rt. 1, River Acres Subdivision, P. O. Box 275	Marks,	Mississippi 38646
Cecil O. Sharp	321 Fourth St.	Marks,	Mississippi 38646
Jim Henry Mitchell	Rt. 2, Box 16	Marks,	Mississippi 38646

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

3. The domicile is at Mailing Address: P. O. Box 333, Marks, MS 38646
300 Maple Street, Marks Mississippi 38646
(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.)

First Baptist Church, Marks, Mississippi, is a Non-profit Organization. No shares of stock shall be issued, and said Corporation is organized under Section 79-11-1, Mississippi Code of 1972, and 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 purpose of this corporation is the promulgation, the proclamation, and the extension of the Christian gospel as it is traditionally interpreted, and held by the Baptist denomination, particularly as it is expressed in the Fellowship of the Southern Baptist Convention, and is further organized to carry out the Great Commission, which Jesus Christ gave to His Apostles as recorded in Matthew 28:18-20. This church shall have absolute autonomy and shall not be required to be governed by the opinion, edict, custom, traditions, or decision of any association, convention board, agency, or ecclesiastical hierarchy. The means by which this purpose is carried out shall be in the operation of a church, which shall include: preaching and teaching the Word of God; operating a Christian training school; training and sending forth preachers, teachers and missionaries; printing, publishing and distributing gospel literature; supporting other Christian institutions, organizations, missionaries and other individuals in their efforts to carry out the Great Commission.

The rights and powers of the corporation to be exercised shall be limited to those reasonable and necessary to accomplish the above stated purposes, and own such real and personal property as permitted by the laws and statutes of the State of Mississippi, or otherwise permitted by law; to sue and be sued, and prosecute, and be prosecuted, to judgment and satisfaction before any courts; to have a corporate seal, if desired; to contract and be contracted with, including, as illustrative, the power to contract with, and make provisions for the compensation for services rendered or to be rendered by its pastor and all other educational, religious, administrative and other necessary personnel for the operation of said church, and carrying out, and within the limits, of the corporate purposes aforesaid; to own, sell, purchase, lease, exchange, alienate, hypothecate, mortgage, pledge, assign or otherwise dispose of or deal with real and personal property, as permitted by law within the limitations aforesaid; to receive, hold and administer trust funds and to exercise trust powers; to borrow money and to issue notes, bonds,

debentures, pledges, guaranties and other evidence of indebtedness or related or ancillary instruments, whether negotiable or non-negotiable, and to secure the same, if necessary or desirable, by mortgage, pledge or hypothecation of its real and personal property; to hold meetings, elect necessary officers, and to promulgate a constitution, by-laws, rules of practice or other documents for the government of said corporation; and otherwise to have and possess those rights and powers reasonable and necessary and incidental to the operation of a church and the furtherance of the corporate purposes aforesaid. The purposes, rights and powers contained herein shall not include any violation of Mississippi law, nor any right inherent in any citizen of the United States by virtue of Mississippi law, the Constitution of Mississippi, or the Constitution of the United States.

The corporation is not organized for profit, and no part of the net earnings of the corporation shall enure to the benefit of any private shareholder or individual. In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be distributed to a non-profit religious tax-exempt organization qualifying as tax exempt within the intendment of Section 501(c)(3) of the Internal Revenue Code of 1954, and its regulations, as the same now exist or as they may be hereafter amended from time to time. The corporation is created to promote the gospel of the Lord Jesus Christ, to work with, assist and train individuals who are dedicated to spreading the gospel of Jesus Christ. The corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do 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 the 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. Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations as set forth in Section 501(c)(3) of the Internal Revenue Code and its regulations as the same now exist or as they may be hereafter amended from time to time. This corporation shall not have or exercise any power or authority, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law, contributions to which are deductible for federal income tax purposes.

BOOK 272 PAGE 421

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 212 PAGE 422

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

Signatures: Charles Barrentine

Cecil O. Sharp

Jim Henry Mitchell

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Quitman

This day personally appeared before me, the undersigned authority Charles Barrentine, Cecil O. Sharp, Jim Henry Mitchell, _____, _____, _____, _____, _____, incorporators of the corporation known as the First Baptist Church, Marks, 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 12th day of February, 1981

(SEAL)

My Comm. 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 12th day of February A.D., 1981, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman Secretary of State

Jackson, Miss., February 13th, 1981

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.

Bill Allain 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 272 PAGE 423

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MISSISSIPPI KARATE 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 16th day of February, A.D., 1981.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

BOOK 272 PAGE 424

RESOLUTION OF The Mississippi Karate Association
An Unincorporated Association, To Incorporate, Designating the incorporators, The name of the proposed corporation and authorizing the expenditure of the funds of the association necessary to do so.

Be it resolved by the members of The Mississippi Karate Association 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 David Mabry, Glenn Beverly and Larry Dreher are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named The Mississippi Karate Association, 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, Glenn Beverly, 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 [illegible] day of [illegible], 1981, at [illegible] at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the [illegible] day of [illegible], [illegible].

Secretary [illegible]
Glenn Beverly

Furnished by, Secretary of State, State of Mississippi, Jackson, Miss.

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

THE CHARTER OF INCORPORATION OF

MISSISSIPPI KARATE ASSOCIATION

1. The corporation title of said company is:

Mississippi Karate 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
David Mabry	3257 Beatrice Drive	Jackson	Mississippi
Glenn Beverly	P.O. Box 1163	Starkville	Mississippi
Larry Dreher	1226 Kirk Circle	Greenville	Mississippi

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

3. The domicile is at 3745 Robinson Road (Street and No.) Jackson (City) Mississippi (State) 39209

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.)

That the Mississippi Karate Association is to be organized as a non-profit corporation within the meaning of §79-11-1, Mississippi Code of 1972, Annotated and that in compliance therewith no shares of any type shall be issued. It is a fraternal corporation.

5. Period of existence shall be perpetual.

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

To organize, promote and better the sport of Karate in the State of Mississippi; to establish a rule making body to govern tournament competition in the State of Mississippi; to define the divisions applicable to tournament competition, not limited to, but for the purpose of rating and ranking competitors in the State of Mississippi. In general to carry on any other business in connection with the foregoing, and to have and exercise all the power conferred by the laws of the State of Mississippi upon a non-profit corporation formed under the Act, and to do any and all things herebefore set forth to the same extent as a natural person might or could do.

C-30

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

Signatures: David Mabry
DAVID MABRY

GLENN BEVERLY

Larry Dreher
LARRY DREHER

::::::::INCORPORATORS::::::::::

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF OKTIBBEHA

This day personally appeared before me, the undersigned authority GLENN BEVERLY, incorporator of the corporation known as the MISSISSIPPI KARATE ASSOCIATION who acknowledged that he signed and delivered the above and foregoing charter of incorporation as his act and deed on this the 15th day of January, 19 81.

My Commission Expires October 1, 1984

Peggy Linley

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF WASHINGTON

This day personally appeared before me, the undersigned authority LARRY DREHER, incorporator of the corporation known as the MISSISSIPPI KARATE ASSOCIATION 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 January, 19 81.

Bessie M. Alford

My commission expires: 1-20-82

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me, the undersigned authority DAVID MABRY, incorporator of the corporation known as the MISSISSIPPI KARATE ASSOCIATION who acknowledged that he signed and delivered the above and foregoing charter of incorporation as his act and deed on this the 12th day of January, 1981.

Received at the Office of the Secretary of State this the 10th day of February, A.D., 1981, together with the sum of $20 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE

Jackson, MS, February 12, 1981

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.

Bill Allain
ATTORNEY GENERAL

BY Richard M. Allen
Special ASSISTANT ATTORNEY GENERAL

BOOK 272 PAGE 429

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

JESUS NAME HOUSE OF PRAYER, 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* 16th day of February, A. D., 1981.

William F. Winter

Governor.

Attest:

Edwin Lloyd Pittman

Secretary of State.

BOOK 272 PAGE 430

CERTIFIEL COPY OF RESOLUTION
ADOPTED BY
JESUS NAME HOUSE OF PRAYER, INC.
AT A MEETING OF THE MEMBERS HELD ON
January 7, 1981
AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF
JESUS NAME HOUSE OF PRAYER, INC.

WHEREAS, Jesus Name House of Prayer, Inc. is a voluntary, non-profit incorporation chartered by the State of Mississippi, and

WHEREAS, after thorough discussion in a duly held meeting this corporation desires to amend its charter to qualify under section 501(C) (3), of the Internal Revenue Code for exemption.

THEREFORE, BE IT RESOLVED by the members of the Jesus Name House of Prayer, Inc. that its charter is amended as follows:

"In the event of dissolution, the residual assets of the Jesus Name House of Prayer, Inc., will be turned over to one or more Jesus Name Churches who we believe to be upholding the truth, 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 one or more other charitable organizations."

CERTIFICATE

I, Davy Hammons, President of Jesus Name House of Prayer, Inc. do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by the members of the Jesus Name House of Prayer, Inc. in a meeting assembled on the 7th

day of January, 19~~7~~ 81, in Sylvarena Mississippi.

WITNESS MY SIGNATURE, this 28th day of January, 19~~7~~ 81.

PRESIDENT

BOOK 272 PAGE 432

ARTICLES OF AMENDMENT TO THE

CHARTER OF INCORPORATION

OF

JESUS NAME HOUSE OF PRAYER, 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: "In the event of dissolution, the residual assets of the Jesus Name House of Prayer, Inc., will be turned over to one or more Jesus Name Churches who we beleive to be upholding the truth, 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 one or more other charitable organizations."

SECOND: The following amendment of the Charter of Incorporation was adopted by the members of the corporation on Jan., 7th, 19 81, at a regular meeting of the members of the corporation at Sylvarena, Mississippi:

DATED: This the 28th day of January, 19 81.

SIGNED: _____
(Name of Corporation)

BY: _____
President

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF SMITH

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Davy Hammons, President of Jesus Name House of Prayer, Inc.

_____, who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of Jesus Name House of Prayer, Inc., on this the 28th day of January, 19 81.

Ruth L. Moore

~~NOTARY PUBLIC~~
Chancery Clerk

My Commission expires: Jan. 8, 1984

BOOK 272 PAGE 434

Received at the office of the Secretary of State, this the 9th day of February A. D., 1981, together with the sum of $10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

February 9, 1981

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.

Bill Allain
ATTORNEY GENERAL.

By Richard W. Allen
Special Assistant Attorney General.

C-84

BOOK 272 PAGE 435

State of Mississippi

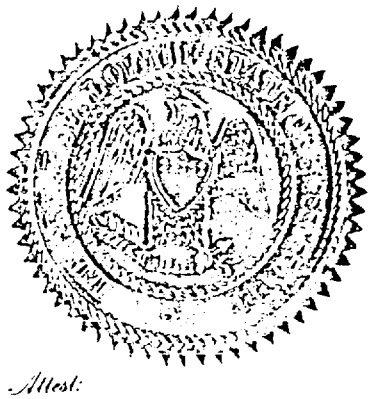
EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

THE KINGS' DAUGHTERS ELDERLY 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* 20th day of February, 1981

William F. Winter

Governor

Attest:

Edwin Lloyd Pittman

Secretary of State

BOOK 572 PAGE 436

CERTIFIED COPY OF RESOLUTION

ADOPTED BY

The Kings' Daughters Elderly Housing Corporation
AT A MEETING OF THE MEMBERS HELD ON

February 19, 1981
AUTHORIZED AND DIRECTING THE AMENDMENT OF

THE CHARTER OF INCORPORATION OF

The Kings' Daughters Elderly Housing Corporation

WHEREAS, The Kings' Daughters Elderly 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 to comply with the requirements set forth by The Department of Housing and Urban Development in regard to designating the Directorsand Term of each Director and such other wording as The Department of Housing and Urban Development requires to be included in the Articles of Incorporation of The Kings' Daughters Elderly Housing Corporation in order to secure and close a loan for the development of an Elderly Housing project in Brookhaven, Mississippi.

SECOND: The following amendment of the Articles of Incorporation was adopted by the members of the corporation on February 19, 1981, at a meeting of the members of the corporation at Brookhaven, Mississippi:

THEREFORE, BE IT RESOLVED BY The Kings' Daughters Elderly Housing Corporation that its charter is amended as follows:

SECTION IV AMENDED TO INCLUDE: The number of directors of the Corporation shall be three, and shall be elected by the members of the Corporation from the membership. The Directors of the Corporation must, at all times, be members of the Corporation. No nonmember of the Corporation may sit as a director. The original directors and the term for which each will serve, are set below.

Directors	Term
Dorothy D. Cannon	1 year
Martha Ann Peeples	1 year
Laura Sue Loftin	1 year

The directors shall serve without compensation. The directors shall elect the regular Officers of the Corporation at the annual meeting, for terms of

ARTICLES OF AMENDMENT TO THE

ARTICLES OF INCORPORATION

OF

THE KINGS' DAUGHTERS ELDERLY HOUSING CORPORATION

Pursuant to the provisiosn 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 comply with the requirements set forth by The Department of Housing and Urban Development in regard to designating the Directors and Term of each Director and such other wording as The Department of Housing and Urban Development requires to be included in the Articles of Incorporation of The Kings' Daughters Elderly Housing Corporation in order to secure and close a loan for the development of an Elderly Housing project in Brookhaven, Mississippi.

SECOND: The following amendment of the Articles of Incorporation was adopted by the members of the corporation on February 19, 1981, at a meeting of the members of the corporation at Brookhaven, Mississippi:

SECTION IV' AMENDED TO INCLUDE: The number of directors of the Corporation shall be three, and shall be elected by the members of the Corporation from the membership. The Directors of the Corporation must, at all times, be members of the Corporation. No nonmember of the Corporation may sit as a director. The original directors and the term for which each will serve, are set below.

Directors	Term
Dorothy D. Cannon	1 year
Martha Ann Peeples	1 year
Laura Sue Loftin	1 year

The directors shall serve without compensation. The Directors shall elect the regular Officers of the Corporation at the annual meeting, for terms of one year. The secretary and treasurer may be one and the same person, and need not be a director of the Corporation.

The annual meeting shall be held on the Third Monday in February of each year.

DATED: This the 19th day of February, 1981.

SIGNED: The Kings' Daughters Elderly Housing Corporation

BY: _____
(PRESIDENT)

BOOK 272 PAGE 438

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI

COUNTY OF Lincoln

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Dorothy Cannon, President of The Kings' Daughters Elderly Housing Corporation, who acknowledges that she signed and delivered and executed the above and foregoing Articles of Amendment to the Articles of Incorporation of The Kings Daughters Elderly Housing Corporation, on this the 19th day of February, 1981.

Gloria Rathff
NOTARY PUBLIC

My Commission Expires: 7/31/82

Received at the office of the Secretary of State this the 20th day of February A.D., 1981, together with the sum of $ 1.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss., February 20th, 1981

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.

Bill Allain
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.

one year. The secretary and treasurer may be one and the same person, and need not be a director of the Corporation.

The annual meeting shall be held on the Third Monday in February of each year.

CERTIFICATE

I, Dorothy Cannon, President of The Kings' Daughters Elderly Housing Corporation do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by the members of The Kings' Daughters Elderly Housing Corporation in a meeting assembled on the 19th day of February, 1981, at Brookhaven, Mississippi.

WITNESS MY SIGNATURE, this the 19th day of February, 1981.

Dorothy Cannon

(PRESIDENT)

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BOOK 272 PAGE 441

State of Mississippi

Office of Secretary of State
Jackson

I, EDWIN LLOYD PITTMAN, Secretary of State of the State of Mississippi, do hereby certify that the DECREE OF DISSOLUTION OF:

ASKEW-CRENSHAW-SLEDGE TRANSIT ASSOCIATION, INC.

hereto attached was, pursuant to the provisions of the Laws of the State of Mississippi, filed in my office this the 20th day of February, 19 81, and recorded in this office in Record of Incorporations Photostat Book No. 272, at pages 441-444.

Given under my hand and Seal of office hereunto affixed this 20th day of February, 19 81

Edwin Lloyd Pittman

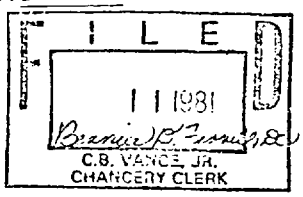
Secretary of State.

IN THE CHANCERY COURT OF THE FIRST JUDICIAL DISTRICT

OF PANOLA COUNTY, STATE OF MISSISSIPPI

IN THE MATTER OF THE
DISSOLUTION OF THE
ASKEW-CRENSHAW-SLEDGE
TRANSIT ASSOCIATION, INC.

NO. S-81-02-34



DECREE DISSOLVING NON-PROFIT CORPORATION

This matter having come before this Court this day and the Court having considered the petition and being advised in the premises finds as follows:

1.

That the Askew-Crenshaw-Sledge Transit Association Inc. is a domestic non-profit corporation duly organized under the laws of the State of Mississippi, with the principal place of business in Crenshaw, Mississippi, in the First Judicial District of Panola County, Mississippi.

2.

That the petitioners are the duly elected Board of Directors of the Askew-Crenshaw-Sledge Transit Association, Inc.

3.

That at a meeting of the stockholders of the corporation duly called and held on August 8, 1978, at the Crenshaw Baptist Church, Crenshaw, Mississippi, where there were present more than two thirds of the members of the corporation that all of the members present voted to dissolve the corporation.

4.

That there were no dissenting members of the corporation who objected to the dissolution at the meeting.

5.

That the corporation has no assets and no indebtednesses and it would be to the best interest of the corporation that it be dissolved as the purposes for which it was organized no longer exist as a need of the members.

6.

That the petition to dissolve the corporation sets

orth the name, residence and post-office addresses of the members, and the names, residences and post-office addresses of the officers and directors.

7.

That the petition contains as Exhibit "A" thereto a copy of the resolution duly adopted by the members of the corporation that the corporation be dissolved and that copy is duly certified by the secretary of the corporation.

8.

That the petition contains as Exhibit "B" thereto the certificate of the secretary of the corporation that said resolution was duly adopted by a vote of two-thirds (2/3) of its members.

9.

That the petition is signed and sworn to by all of the officers and all of the directors.

WHEREFORE PREMISES CONSIDERED it is ordered, adjudged and decreed as follows:

1) The the Askew-Crenshaw-Sledge Transit Association, Inc. has carried out the requirements for the dissolution of a nonprofit corporation according to the law of the State of Mississippi.

2) That the members of the Askew-Crenshaw-Sledge Transit Association, Inc. are hereby allowed to surrender the corporate charter and to send a certified copy of this decree to be filed as required by law in the Office of the Secretary of State of the State of Mississippi, and after the filing of the decree in said office that the corporation will be dissolved.

SO ORDERED, ADJUDGED and DECREED on this the 11th day of February, 1981.

CHANCELLOR

BOOK 272 PAGE 444

State of Mississippi
County of Panola

I, C. B. Vance, Jr., Chancery Court Clerk in and for State and County aforesaid, do hereby certify that this is a true and correct copy of a Deed as appears of record at Page 589, book A-1, of the records of Chancery, in my office.

Given under my hand and official Seal of office this the 11th day of Feb., 1981, at Sardis, Panola County, Mississippi.

C. B. VANCE, JR., Chancery Clerk

By Bernice D. Ferrell D.C.

BOOK 272 PAGE 445

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

WILLIAMS TEMPLE HOLINESS CHURCH, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 18th day of February, A.D., 1981.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

RESOLUTION FOR INCORPORATION

OF THE

WILLIAMS TEMPLE HOLINESS CHURCH

BE IT REMEMBERED that on this the 4th day of February, 1981, at a called meeting of the membership of the Williams Temple Holiness Church of Slayden, Marshall County, Mississippi, at which a quorum of the membership was present, it is hereby resolved on motion duly made, seconded and passed, that the membership desires that this church be incorporated and that it have the corporate name of the Williams Temple Holiness Church, Incorporated and be domiciled in Marshall County, Mississippi. That the church shall operate as a non-profit corporation under §79-11-1, et. seq., of the Mississippi Code of 1972 and shall have all proper powers of a church corporation. That it is hereby resolved by the said church membership that a corporation be organized under the laws of the State of Mississippi, and in compliance with same by application to the Secretary of State of the State of Mississippi for a Charter of Incorporation of a corporation named the Williams Temple Holiness Church, Incorporated, of Marshall County, Mississippi and that TOMMY E. WILLIAMS, DOROTHY GRIGGS and LUCILLE MCNAMEE be and they are hereby designated by the church membership as the individuals who shall act in the capacity of incorporators of the Church corporation, all of them being adult, resident citizen of the State of Mississippi. Said individuals are also authorized to specifically define the powers of the corporation, after consultation with an attorney for such purpose. It is further resolved that all expenses incidental to the incorporation of said corporation shall be born by the membership of this church.

This resolution unanimously adopted at a meeting of the membership of the church, at which a majority of the membership was present. Said action taken at this duly called meeting of

the membership of said church and all of said persons being present and voting affirmatively.

It is further resolved that a copy of this resolution shall be included in the Minutes of the Church in full and that copies hereof shall be attached to and filed with the Articles of Incorporation for the Church corporation.

****

CERTIFICATE OF SECRETARY

I, DELORES FRANKLIN, secretary of the Williams Temple Holiness Church of Slayden, Marshall County, Mississippi, do hereby certify that the foregoing resolution is a true and correct copy of the resolution for incorporation of said church, appearing in the Minutes of said church, which was duly passed by the membership of said church in a meeting of February 4, 1981.

WITNESS MY SIGNATURE, this the 5th day of February, 1981.

Delores Franklin
DELORES FRANKLIN - Secretary

ATTEST:

[illegible] E Williams
PRESIDING DEACON

Elder Robert L Williams
PASTOR

BOOK 272 PAGE 448

ARTICLES OF INCORPORATION

WILLIAMS TEMPLE HOLINESS CHURCH

Slayden, Marshall County, Mississippi

I.

The corporate title of said corporation is Williams Temple Holiness Church, Inc.

II.

The names and post office addresses of the incorporators are:

Tommy E. Williams, Route 1, Box 39, Moscow, Tennessee 38057 (A resident of Mississippi, with a Tennessee mail route)
Dorothy Griggs, Star Route 2, Box 111A, Rossville, Tennessee 38066 (A resident of Mississippi, with a Tennessee mail route)

Lucille McNamee, Route 1, Box 34, Michigan City, Mississippi 38647.

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

III.

The domicile of the Corporation is Highway 72, One mile East of Slayden, MS.

IV.

This is a non-profit corporation and no shares of stock shall be issued. This corporation is created and shall operate and act as a religious corporation under the provisions of Section 9-11-1, et. seq. of the Mississippi Code of 1972, as Amended.

V.

Period of existence shall be perpetual.

VI.

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 purposes of the association being incorporated.

Subject to the foregoing, the purposes and powers of this non-profit corporation are:

(1) To further by all proper and legal agencies and means the religious and moral instruction and the support of public worship, building of churches and chapels, and the maintenance of all missionary undertakings.

(2) To secure and circulate literature with reference to religious and moral instruction.

(3) To purchase, acquire, own, enlarge, maintain and improve, dismantle and rebuild real and personal property of the corporation; and to receive gifts and devises of such property; to build, construct and maintain buildings and acquire, own, purchase, lease and maintain all appliances, equipment, and other real and personal property, including all other property and facilities reasonably necessary for the accomplishment of the purposes and powers of this corporation.

(4) To collect tithes and offerings from members and the public, to make gifts and appropriations from any and all resources, from time to time, to carry out the objects and purposes of the corporation, to hypothecate its income and its property of all kinds for the purpose of repairing and maintaining or building of the churches or other structures used or maintained for the purpose of this corporation, to generally organize and act as a church in all respects not contrary to law.

(5) To sell, convey, execute Deeds of Trust upon, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets: including such real and personal property as may be not then needed for the purposes of this corporation, provided, the proceeds from such sales, rental or other disposition thereof shall be applied to the purposes of the corporation.

(6) To borrow money at such rates of interest, not contrary to law, as the corporation may determine, issue its notes, bonds and other obligations therefor and secure the performance or repayment of any of its obligations by Deeds of Trust, or pledge of all, or any of its property, franchises and income, including such other instruments as provided by the law in order to secure funds with which to construct, operate, extend, add to, maintain and replace the property and operations of this corporation and to reconstruct such property.

(7) To meet and conduct its affairs, provide a place or places therefor, carry on its operations and have offices and exercise the powers granted by this charter in this state and in any other state, district or possession of the United States, if permitted to do so by the laws thereof.

(8) To adopt By-Laws of the corporation not inconsistent with this Charter or the laws of the State of Mississippi for the control and regulation of the affairs of the corporation; to adopt, make and alter By-Laws by a majority vote of the membership present at any regular or special meeting thereof not inconsistent with this Charter or with the laws of this State for the administration and regulation of the affairs of the corporation.

(9) To apply for, receive, and administer, either or all, any grants, gifts, donations, devises, bequests of money or other personal or real property or other assistance from any private person, corporation, assocation or charitable foundation; any such funds or property shall be used for the purposes of this corporation.

(10) To have a corporate existence as a Church, to own and hold title to lands for church and parsonage locations or sites; to organize and effectuate a Church organization and policy; to preach the word of Truth as it is found in the Gospel, and be an active agency in the Kingdom in the reclaiming and salvation of mankind and in strengthening the living members

of Christ, and all other matters and things connected with Divine Worship. And to own and hold title to lands for school locations for religious education and instruction, in its own church and in its doctrines; and, to collect dues, assessments, etc., from its membership for the support of its ministries and institutions.

(11) To cease its corporate activities and surrender its corporate franchise.

(12) All powers herein provided for shall be exercised only to the extent reasonably necessary to accomplish the purposes for which the corporation is organized and only in full compliance with the Laws of the State of Mississippi and the United States of America.

VII.

This Corporation shall not be required to make publications 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 vote in the election of 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.

Tommy E Williams
TOMMY E. WILLIAMS - Incorporator

Dorothy M. Griggs
DOROTHY GRIGGS - Incorporator

LUCILLE MCNAMEE - Incorporator

STATE OF MISSISSIPPI

COUNTY OF _____

This day personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction, TOMMY W. WILLIAMS, incorporator of the Corporation known as Williams Temple Holiness Church, Inc., who acknowledged that he signed, executed and delivered the above foregoing Articles of Incorporation in his duly authorized capacity as an incorporator of said church on this the 5 day of February, 1981.

(S E A L)

_____
NOTARY PUBLIC

My Commission Expires:

_____.

STATE OF MISSISSIPPI

COUNTY OF _____

This day personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction, DOROTHY GRIGGS, incorporator of the Corporation known as Williams Temple Holiness Church, Inc., who acknowledged that she signed, executed and delivered the above foregoing Articles of Incorporation in her duly authorized capacity as an incorporator of said church on this the 5 day of _____, 1981.

(S E A L)

_____
NOTARY PUBLIC

My Commission Expires: 5-[illegible]-[illegible]

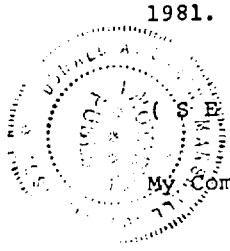
_____.

STATE OF MISSISSIPPI

COUNTY OF _____

This day personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction, LUCILLE MCNAMEE,

incorporator of the Corporation known as Williams Temple Holiness Church, Inc., who acknowledged that she signed, executed and delivered the above foregoing Articles of Incorporation in her duly authorized capacity as an incorporator of said church on this the 7 day of FEB, 1981.



(S E A L)

NOTARY PUBLIC

My Commission Expires:

5-3-84.

BOOK 272 PAGE 454

Received at the office of the Secretary of State, this the 14th day of February

A. D., 1981, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

February 17, 1981

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.

Bill Allain
ATTORNEY GENERAL.

By Richard M. Allen
Special Assistant Attorney General.

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BOOK 272 PAGE 455

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

FIRST BAPTIST CHURCH OF VANCLEAVE, 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 18th day of February, A. D., 1981

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

STATE OF MISSISSIPPI)

COUNTY OF JACKSON)

BE IT KNOWN, that a special church business meeting of the First Baptist Church, Highway 57, Vancleave, Mississippi was duly and legally called and was held in the church sanctuary on Sunday, December 7, 1980, at which meeting more than twenty percent (20%) of the members in good standing of said church were present.

It being shown that the First Baptist Church, Vancleave, Mississippi, desires to incorporate, whereupon, the following Resolution was introduced, moved for passage, properly seconded and after being fully discussed, was adopted by a majority vote of the members of said church present at this meeting, the same being as follows, to-wit:

RESOLUTION

WHEREAS, the First Baptist Church of Vancleave, Mississippi, is an unincorporated religious association as authorized under the laws of the State of Mississippi, and

WHEREAS, the members of the unincorporated church are anxious and desirous to incorporate as a non-profit corporation under the laws of the State of Mississippi, and it is found and determined that it would be in the best interest and welfare of the First Baptist Church of Vancleave and its members so to do, and

WHEREAS, the name of the corporation should be First Baptist Church of Vancleave, Mississippi, Inc., and

WHEREAS, the Trustees of the unincorporated religious association, namely, P. G. Murphy, Curtis Davis and Bilbo Tootle should be authorized, empowered and directed to make application for and on behalf of the church for a charter of incorporation, and said Trustees should be further authorized to do any and all things necessary and proper for this church to be granted a charter of incorporation from the Secretary of State of the State of Mississippi.

NOW THEREFORE, BE IT RESOLVED, that it would be to the best interest and welfare of the First Baptist Church of Vancleave, Mississippi, an unincorporated religious association, and its members, for said

church to be incorporated as a nonprofit corporation under the laws of the State of Mississippi.

BE IT FURTHER RESOLVED, that P. G. Murphy, Curtis Davis, and Bilbo Tootle, Trustees of the unincorporated religious association, be, and they are hereby authorized, empowered and directed for and on behalf of and in the name of this church, to make application for a charter of incorporation of this church, and to perform any and all acts and duties and to sign, execute and deliver any and all instruments and documents necessary and proper to carry out the incorporation of this church.

BE IT FURTHER RESOLVED, that the name of the corporate church shall be First Baptist Church of Vancleave, Mississippi, Inc.

BE IT FURTHER RESOLVED, that all of the members of the unincorporated religious association shall be members of the corporate church, and the constitution and bylaws of the unincorporated religious association shall be the same for the corporate church, and the corporate church shall receive all of the property of the unincorporated religious association.

I, Ann Cowart, do hereby certify that I am the duly elected and acting Clerk of the First Baptist Church, Highway 57, Vancleave, Mississippi, an unincorporated religious association, and by virtue thereof, I am Custodian of the Minute Book of said church.

I further certify that the above and foregoing is a true, full and correct copy of a Resolution passed at a special business meeting called for the special purpose of approving this Resolution, all proper and legal notices having been complied with, said business meeting held on Sunday, December 7, 1980, in the sanctuary of the First Baptist Church, at which meeting more than twenty percent (20%) of the members in good standing were present and that said Resolution was duly and legally passed at said meeting.

I further certify that the following named persons have been duly elected and now hold office as Trustees of the First

BOOK 272 PAGE 458

Baptist Church, Vancleave, Mississippi, to-wit: P. G. Murphy, Curtis Davis and Bilbo Tootle.

WITNESS MY HAND, this the 7th day of December, 1980.

Ann W. Cowart
ANN COWART, Clerk

THE CHARTER OF INCORPORATION OF
FIRST BAPTIST CHURCH OF VANCLEAVE, MISSISSIPPI

1. The corporate title of said Church is:

First Baptist Church of Vancleave, Mississippi, Inc.

2. The names, street address and post office address of the incorporators, all of whom are adult resident citizens of the County of Jackson, State of Mississippi, are:

Curtis Davis	Route 4, Box 94 Ocean Springs, MS 39564
P. G. Murphy	Route 4, Box 178-T Ocean Springs, MS 39564
Bilbo Tootle	Route 4, Bos 97 Ocean Springs, MS 39564

3. The domicile of the corporation in this State is: (Highway 57, Vancleave, Mississippi) Route 4, Box 110, Ocean Springs, Mississippi, 39564.

4. This corporation is nonprofit and no shares of stock are to be issued. It is organized and shall be operated exclusively as a church. Its members shall be those interested in furthering the purposes of the corporation and in actively supporting the same, and who shall be duly elected to membership, all in accordance with the constitution, bylaws, rules and regulations of the corporate church. The members of the corporate church shall make all constitutions, bylaws, rules and regulations necessary for the management of the corporation; and its members shall have the power to alter or rescind the same, provided such bylaws shall be in conformity with the laws of the State of Mississippi.

Upon the dissolution of this corporation, or upon the cessation of its corporate existence, or upon the revocation of its charter, no part of its funds or property shall be distributed to, or shall inure to the benefit of, any member or other private individual; but, afters its debts and obligations have

been paid or provision made therefor, the remaining assets of this corporation, if any, shall be distributed exclusively to such organization or organizations as will replace said corporation, as may be determined by appropriate vote of the membership; or if no such determination can or will be made by such membership, then by appropriate decree of the Chancery Court of Jackson County, Mississippi.

5. The period of existence of this corporation shall be perpetual.

6. The purposes of which the corporation is created, not contrary to law, are:

> The worship of God according to the teachings of the Word of God, to practice the precepts and examples of the Church of our Lord Jesus Christ, as set forth in the New Testament, and to sustain the ordinances and doctrines, and to preach and propagate among all people, the Gospel of God's salvation by personal faith in Jesus Christ as Savior and Lord at home and abroad, and any other objects such as Christian education, benevolent and charitable enterprises, and social services which it may deem proper and advisable for the furtherance of the Kingdom of God.

As a means of accomplishing the foregoing purposes, the corporation shall have the following powers:

> (a) To make all bylaws, rules and regulations necessary to the transaction of their business, not inconsistent with the laws of this State or of the United States.
>
> (b) To accept, acquire, receive, take, and hold by bequest, devise, grant, tithes, offerings, gifts, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property and funds, whether real, personal or mixed, of whatever kind, nature or description and wherever situated.
>
> (c) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of, any such property, whether real, personal or mixed, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.
>
> (d) 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 monies borrowed or in payment for

property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed of trust, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

(e) To invest and reinvest its funds in such accounts, certificates of deposit, common or preferred stocks, bonds, debentures, mortgages, or in such other securities and property as shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided cush limitations and conditions are not in conflict with the law.

(f) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation.

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

Witness the signatures of the incorporators, this the 6 day of February, 1981.

Curtis Davis, Incorporator

P. G. Murphy, Incorporator

Bilbo Tootle

Bilbo Tootle, Incorporator

STATE OF MISSISSIPPI)

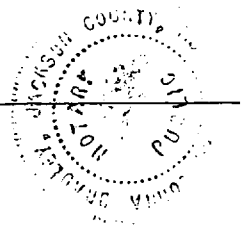
COUNTY OF JACKSON)

A C K N O W L E D G M E N T

This day personally appeared before me, the undersigned Notary Public, in and for the aforesaid County and State, CURTIS DAVIS, P. G. MURPHY and BILBO TOOTLE, Incorporators of the corporation known as First Baptist Church of Vancleave, Mississippi, Inc., who each acknowledged that they signed and delivered the above and foregoing instrument, on the day and year therein written, as their free and voluntary act and deed.

WITNESS MY HAND and Official Seal of Office, this the 12th day of February, 1981.

Donna Bradley
NOTARY PUBLIC



My Commission Expires:

My Commission Expires April 14, 1984

RECEIVED at the Office of the Secretary of State, this the 13th day of February, 1981, A.D., together with the sum of TWENTY-FIVE AND NO/100 ($20.00) DOLLARS, deposited to us as recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE
JACKSON, MISSISSIPPI

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.

This the 17th day of February, 1981.

Bill Allain
ATTORNEY GENERAL

BY: Richard M Allen
Special ASSISTANT ATTORNEY GENERAL

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

TUPELO COMMUNITY DEVELOPMENT 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 6th day of February, A. D., 1981.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

R E S O L U T I O N

OF

TUPELO COMMUNITY DEVELOPMENT CLUB

The Tupelo Community Development Club an unincorporated association, to incorporate, designating the incorporators, the name of the proposed corporation and authorizing the expenditure of the funds of the association necessary to do so.

BE IT RESOLVED by the members of the Community Development Club an unincorporated association of individuals that it is in the best interest of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that Harold Roby, Roy LaGrone and Charles Penson are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named the Tupelo Community Development Club, 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.

C E R T I F I C A T E

I, Roy Grayson, 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 Resolution duly adopted at a meeting thereof held on the seventh day of December, 1980, at the Royal Palace, 606 North Green Street, Tupelo, Mississippi, 38801, 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 December, 1980.

Roy C. Grayson
SECRETARY

BOOK 272 PAGE 466

R E S O L U T I O N

OF

TUPELO COMMUNITY DEVELOPMENT CLUB

The Tupelo Community Development Club, an unincorporated association, designating that two Board of Directors positions shall be left vacant until such time as the organization has organized its female membership which shall designate the individuals to fill said positions.

BE IT RESOLVED by the members of the Tupelo Community Development Club, an unincorporated association of individuals, that it is in the best interest of this association to take such action.

C E R T I F I C A T E

I, Roy Grayson, 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 7th day of December, 1980, at the Royal Palace, 606 North Green Street, Tupelo, Mississippi 38801, 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 December, 1980.

Roy C. Grayson
SECRETARY

Furnished by, Secretary of State, State of Mississippi, Jackson, Miss.

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

THE CHARTER OF INCORPORATION OF

TUPELO COMMUNITY DEVELOPMENT CLUB

1. The corporation title of said company is:
TUPELO COMMUNITY DEVELOPMENT 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
1. Harold Roby	612 N. Green Street,	Tupleo	Ms.
2. Roy LaGrone	1011 N. Madison	Tupelo	Ms.
3. Charles Penson	102 Wildwood Circle	Tupelo	Ms.

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

3. The domicile is at 606 North Green Street, Tupelo, Ms.
(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 created, shall operate as and is designed to be a civic improvement and charitable organization and corporation. This Corporation is non-profit and no shares of stock be issued.

5. Period of existence shall be perpetual. The existence of this Corporation 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 enter into, make and perform contracts of every kind and of every description.

b. To borrow or raise money for any of the purposes of the Corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust the whole or any part of the property of the Corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes.

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

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

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

C-09

f. To adopt, amend and alter by-laws of the Corporation governing its internal affairs.

g. To elect and appoint officers, agents and employees, consistent with said by-laws and this Charter and not in violation of any law.

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

i. 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 of local government for exclusive public purpose.

j. 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 provisions of any 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.

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 272 PAGE 469

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: Harold Roby
HAROLD ROBY
Roy LaGrone
ROY LaGRONE
Charles Penson
CHARLES PENSON

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of LEE

This day personally appeared before me, the undersigned authority Charles Penson, Harold Roby, Roy LaGrone

incorporators of the corporation known as the Community Development 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 18th day of January, 1971

My Commission Expires Feb. 26, 1973

Linda Bailey
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 30th day of January A.D., 1971, together with the sum of $10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss., February 1, 1971

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.

Bill Allain
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 272 [illegible] 70

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BOOK 272 PAGE 471

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE PEARL TRACK 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 23rd day of February, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

BOOK 272 PAGE 472

RESOLUTION OF The Pearl Track Club
An Unincorporated Association, To Incorporate, Designating the incorporators, The name of the proposed corporation and authorizing the expenditure of the funds of the association necessary to do so.

Be it resolved by the members of The Pearl Track Club 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 Robert G. Carr, Mrs. Jackie Johnson, Mrs. Alice P. Anding are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named The Pearl Track Club, 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, Theressia McAlpin, 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 9th day of February, 1981, at Pearl, Mississippi at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 9th day of February, 1981.

Secretary Theressia McAlpin

Nell N. Pace, Notary Public

My Commission Expires Dec. 12, 1984

Furnished by, Secretary of State, State of Mississippi, Jackson, Miss.

BOOK 272 PAGE 473

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

THE CHARTER OF INCORPORATION OF

The Pearl Track Club

1. The corporation title of said company is: The Pearl Track 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
Robert G. Carr	2316 Larose St.	Pearl	Mississippi
Mrs. Jackie Johnson	3444 Christy Drive	Pearl	Mississippi
Mrs. Alice P. Anding	3520 E. Northside Drive	Pearl	Mississippi

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

3. The domicile is at 2316 Larose Street, (Street and No.) Pearl (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.)

This Corporation is a non-profit Corporation, no shares of stock shall be issued and the type of organization is to support the track team. It is 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:

This Corporation is created for the purpose of promoting and supporting the Track and Cross Country teams of Pearl, Mississippi.

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

BOOK 112 PAGE 474

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

Signatures: Robert G. Carr

Robert G. Carr

Jackie Johnson

Jackie Johnson

Mrs. Alice P. Anding

Mrs. Alice P. Anding

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Rankin

This day personally appeared before me, the undersigned authority Robert D. Carr, Mrs. Alice P. Anding, Jackie Johnson, _____, _____, _____, _____, _____, incorporators of the corporation known as the Pearl Tracks 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 18 day of February, 19 81

Bill D. Pace, Notary Public

My Commission Expires Dec. 12, 1984

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 February A.D., 1981, together with the sum of $ 20 deposited to cover the recording fee and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman

Secretary of State

Jackson, Miss., February 20, 1981

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.

Bill Allain

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 272 PAGE 475

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

SOUTHERN BAPTIST EDUCATIONAL CENTER OF WHITEHAVEN, 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 23rd day of February, A.D., 1981.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

BOOK 272 PAGE 476

State of Mississippi
Office of the Attorney General
Jackson, Mississippi 39205

Bill Allain
Attorney General

February 20, 1981

Post Office Box 220
601-354-7130

Ms Sue Evans
Office of the Governor
State of Mississippi
20th Floor, Sillers Building
Jackson, Mississippi 39201

Re: Application for Domestication of Southern Baptist Educational Center of Whitehaven, Inc.

Dear Ms Evans:

In accordance with your request of February 17, 1981, regarding the above captioned and 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

Respectfully,

BILL ALLAIN, ATTORNEY GENERAL

BY: Richard M. Allen
Richard M. Allen
Special Assistant Attorney General

RMA:hs

Enclosure

RECEIVED
FEB 17 1981
GOVERNOR'S OFFICE

Taylor & Whitwell, Ltd.
Attorneys at Law
961 State Line Road, West
P.O. Box 188
Southaven, Mississippi 38671
601 - 342 - 1300

Branch Office
315 Main Street
Senatobia, Ms. 38668
601 - 562-5638

Ronald Taylor
Robert Q. Whitwell
Fletcher F. Yeager
Charles W. Brown
Jack R. Jones III
Wayne C. Gallodge
Jim M. Granade

BOOK 272 PAGE 477

February 12, 1981

Honorable William Winter
Governor, State of Mississippi
Capitol Building
Jackson, Mississippi 39205

Re: Domestication of Southern Baptist Educational Center of Whitehaven, Inc., a Tennessee Non-profit Corporation

Dear Governor Winter:

It is my understanding from talking with Ms. Beth Clay of the Secretary of State's office that the procedure for domestication of a non-profit foreign corporation is to request the Governor personally to authorize such domestication. We are making that request at this time.

Southern Baptist Educational Center of Whitehaven, Inc., is a private Christian school located in Whitehaven, Tennessee, and has taken upon itself the role of desiring to operate a satellite school in North Mississippi with Christian influence, not just private education. This school is operated through input and finances of Broadway Baptist Church in Memphis, Tennessee.

We would appreciate your prompt certification of this corporation to the Secretary of State with copy to me.

With warmest personal regards, I remain

Sincerely yours,

TAYLOR & WHITWELL

By: Robert Q. Whitwell
Robert Q. Whitwell

RQW/dm
Enclosure: Charter, SBEC
cc: Mr. Paul Young
SBEC Administration
5250 Tulane Rd.
Memphis, TN

P. S. Please advise if there is any charge in this matter and if so, please bill my office for the charge.

Book 272 Page 473

CERTIFIED COPY OF

RESOLUTION DESIGNATING MISSISSIPPI AGENT

of

SOUTHERN BAPTIST EDUCATIONAL CENTER OF WHITEHAVEN, INC.

THIS IS TO CERTIFY, That at a meeting of the Board of Directors of Southern Baptist Educational Center of Whitehaven, Inc.

properly convened and held on the 17th day of February, 1981, the following resolution was duly adopted:

"RESOLVED, that Robert Q. Whitwell, P. O. Box 188, 961 State Line Road West, (Post Office Address showing street and number) of Southaven, 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 Memphis this the 17th day of February, A. D., 1981

Douglas O Helms
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 Southaven, Miss., this the 18 day of February, 1981

Robert Q. Whitwell

C-40

State of Tennessee

Department of State

I, GENTRY CROWELL, Secretary of State of the State of Tennessee, do hereby certify that the annexed is a true and correct copy of the Charter of SOUTHERN BAPTIST EDUCATIONAL CENTER OF WHITEHAVEN, INC. which was recorded in this office on June 27, 1972 in Corporation Record Book Volume 0-29, Page 2142 and amendment thereto;

(1) November 17, 1977 P-56, Page 6986 Filing Restated Charter amending the purposes & Powers.

IN WITNESS WHEREOF, I have hereto affixed my signature and the Great Seal of the State, at Nashville, this 5th day of February in the year of our Lord nineteen hundred Eighty-One

Secretary of State

CHARTER

OF

SOUTHERN BAPTIST EDUCATIONAL CENTER OF WHITEHAVEN, INC.

The undersigned natural persons, having capacity to contract and acting as the incorporators of a corporation under the Tennessee General Corporation Act, adopt the following charter for such corporation:

1. The name of the corporation is Southern Baptist Educational Center of Whitehaven, Inc.

2. The duration of the corporation is perpetual.

3. The address of the principal office of the corporation in the State of Tennessee shall be 250 East Raines Road, Memphis, Shelby County, Tennessee.

4. The corporation is not for profit.

5. The purpose of the corporation shall be to operate one or more private schools to provide superior education which emphasizes Christianity as an essential cornerstone of true academic excellence for families of participating churches of the corporation and for other qualified applicants as may be admitted to any school operated by the corporation. The aim of the corporation shall be to achieve academic excellence through high standards of student selection, teacher qualifications and curriculum requirements. Specific purposes are: (1) to establish and maintain one or more schools for the education of enrolled students at the primary and secondary levels and other levels that may be determined by the Trustees, (2) to solicit and raise funds through tuition, grants, and gifts for capital outlays and operating expenses of such school or schools, (3) to develop and encourage a program to receive and utilize such monies or other gifts as may be given to the corporation to carry out any of its purposes, (4) to participate with other corporations, organizations and individuals in devising plans,

72 JUN 27 AM 10 39

programs and procedures for the education of its enrolled students and enrichment of its faculty, (5) to operate only as a non-profit organization, having no stockholders, in such manner as to qualify as an organization defined in Section 501 (c) (3) of the Internal Revenue Code of 1954 as the same may be amended from time to time, (6) to receive applicants who apply for admission to the school who are academically and morrally acceptable to the board which shall establish appropriate standards for admission, which standards shall be applied without regard to the applicant's race, religion, color, creed, sex, or country of origin.

6. There will be no shares of stock or members of this corporation and the control and operation of the corporation will be vested in a Board of Trustees.

7. The initial Board of Trustees shall consist of the pastor and three (3) other persons duly elected by each of the participating churches. The participating churches all of which are in the Whitehaven area are: Boulevard Baptist Church, Broadway Baptist Church, Graceland Baptist Church, Havenview Baptist Church, Hickory Hills Baptist Church, LaBelle Haven Baptist Church, Trinity Baptist Church and Whitehaven Baptist Church. No church by virtue of its participation in the selection of Trustees will be liable for the debts, acts or omissions of the corporation. Each participating church will designate each of its initial three (3) elected Trustees to serve terms of one, two and three years respectively and the term of elected Trustees thereafter will be for three (3) years each with each church pastor to serve as long as he is pastor of the participating church. Other Southern Baptist churches may become participating churches upon application and acceptance within the sound discretion of the Trustees. Any participating church may withdraw from participation by notifying the corporation of its intention to do so and by recalling its Trustees. Any church may be removed from participation by an affirmative vote of a majority of the total Board of

RECD 27 AM 10 30

JUNE 27, 1972

Trustees for any reason, in its sole discretion deemed to be in the best interest of the corporation, its purpose and objective.

8. The management, control and operation of the corporation will be vested with the Board of Trustees in accordance with by-laws to be propounded and approved by the said Board of Trustees.

9. Upon dissolution of the corporation assets and liabilities will be handled in accordance with the terms and provisions of Tennessee Code Annotated Section 48-1004 as amended.

Dated: June 24, 1972

D. M. Resnick

E. Lowell Adams

William T. Baker

C. Neal Small

Incorporators

72 JUN 27 AM 10 33

VOLUME 0-29, PAGE 2145

I, JOE C. CARR, Secretary of State, do certify that this Charter, with certificate attached, the foregoing of which is a true copy, was this day registered and certified to by me.

This the 27th day of June, 1972.

JOE C. CARR,

SECRETARY OF STATE

FEE: $10.00

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STATE OF TENNESSEE
RESTATED CHARTER

OF

SOUTHERN BAPTIST EDUCATIONAL CENTER,
OF WHITEHAVEN, INC.

The undersigned natural persons, having capacity to contract and acting for and on behalf of the above corporation, as provided by Section 48-304 of the General Corporation Act of the Tennessee Code Annotated and in accordance with provisions of the Sections 48-1301 and 48-202, do hereby adopt the following Restated Charter for such corporation:

1. The name of the Corporation is Southern Baptist Educational Center of Whitehaven, Inc.

2. The duration of the Corporation is perpetual.

3. The address of the principal office of the Corporation in the State of Tennessee shall be 5250 Tulane Road, Memphis, Shelby County, Tennessee.

4. The Corporation is for non-profit.

5. The purpose of the Corporation shall be to operate one or more private schools to provide superior education which emphasizes Christianity as an essential cornerstone of true academic excellence for families of participating churches of the Corporation and for other qualified applicants as may be admitted to any school operated by the Corporation. The aim of the Corporation shall be to achieve academic excellence through high standards of student selection, teacher qualifications and curriculum requirements.

   Specific purposes are:

   (1) To establish and maintain one or more schools for the education of enrolled students at the primary and secondary levels and other levels that may be determined by the Trustees,

   (2) To solicit and raise funds through tuition, grants and gifts for capital outlays and operating expenses of such school or schools,

   (3) To develop and encourage a program to receive and utilise such monies or other gifts as may be given to the Corporation to carry out any of its purposes,

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(4) To participate with other Corporations, organizations and individuals in devising plans, programs and procedures for the education of its enrolled students and the enrichment of its faculty.

(5) To operate only as a non-profit organization, having no stockholders, in such manner as to qualify as an organization defined in Sec. 501(C)(3) of the Internal Revenue Code of 1954, as the same may be amended from time to time,

(6) To receive applicants who apply for admission who are academically and morally acceptable to the Board, which shall establish appropriate standards for admissions, which standards shall be applied without regard for the applicant's race, religion, color, creed, sex or country of origin.

6. There will be no shares of stock or members of this Corporation, and the control and operation of the Corporation will be vested in a Board of Trustees.

7. The initial Board of Trustees shall consist of the pastor and (3) other persons duly elected by the participating churches, all of which are in the Whitehaven area, and are: Boulevard Baptist Church, Broadway Baptist Church, Graceland Baptist Church, Havenview Baptist Church, Hickory Hills Baptist Church, LaBelle Haven Baptist Church, Trinity Baptist Church and Whitehaven Baptist Church. No church, by virtue of its participation in the selection of trustees, will be liable for the debts, acts or omissions of the Corporation. Each participating church will designate each of its initial (3) elected Trustees to serve terms of one, two and three years, respectively, and the term of elected Trustees thereafter will be for (3) years each, with each church pastor to serve as long as he is pastor of the participating church. Other Southern Baptist Churches may become participating churches upon application and acceptance, within the sound discretion of the Trustees. Any participating church may withdraw from participation by notifying the Corporation of its intentions to do so and by recalling its Trustees. Any church may be removed from participation by an affirmative vote of the majority of the total Board of Trustees, for any reason, in its sole discretion deemed to be in the best interest of the Corporation, its purpose and objective.

8. Management, control and operation of the Corporation will be vested with the Board of Trustees in accordance with the by-laws to be propounded and approved by the said Board of Trustees.

9. Upon dissolution of the Corporation, assets and liabilities will be handled in accordance with the terms of Tennessee Code Annotated, Sec. 48-1004, as amended.

10. The original Charter was filed with the Secretary of State on June 27, 1972.

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11. This Restated Charter restates the text of the Charter, as amended theretofore, and as further amended or changed thereby, specifying amendments and changes as follows:

"The purpose of the Corporation shall be to operate one or more private shcools to provide superior education, which emphasizes Chris .an-ity as an essential cornerstone of true academic excellence for families represented in the schools and for other qualified applicants as may be admitted to any school operated by the Corporation. The aim of the Corporation shall be to achieve academic excellence through high standards of student selection, teacher qual-ifications, and curriculum requirements.

Specific purposes are:

(1) To establish and maintain one or more schools for the education of enrolled students at the primary and secondary levels and other levels that may be determined by the Trustees,

(2) To solicit and raise funds through tuition, grants, and gifts for capital outlays and operating expenses of such school or schools,

(3) To develop and encourage a program to receive and utilize such monies or other gifts as may be given to the Corporation to carry out any of its purposes,

(4) To participate with other corpora-tions, organizations and individuals in devising plans, programs and procedures for the education of its enrolled students and the enrichment of its faculty,

(5) To operate only as a non-profit organization, having no stockholders, in such manner as to qualify as an organization defined in Section 501 (C)(3) of the Internal Revenue Code of 1954, as the same may be amended from time to time; however, notwithstanding any other provisions of these articles, this Corporation shall not carry on any other act-ivities not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under Section 501(C)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law, or (b) by a Corporation's contributions which are deductible under Section 170(C)(2) of the Internal Revenue Code of 1954, or any other corresponding provisions of any future United States Internal Revenue law.

(6) To receive applicants who apply for admission who are academically and morally acceptable to the Board which shall establish appropriate standards for admissions, which

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standards shall be applied without regard for the applicant's race, religion, color, creed, sex, or country of origin. In all institutions operated by the Corporation, there shall be no discrimination against any applicant for admission, or any student, on the basis of his or her race.

(7) The purpose of the Corporation is to provide its facilities, equipment and grounds to be used by churches and other Christian organizations or institutions for church purposes on weekends and other such times when not needed by the Corporation for school activities.

(b) Article 7 of the original Charter is amended as it shall contain only the following:

"The Board of Trustees shall be vested with full authority to transact all business of the Corporation and the Board shall be constituted and elected as provided for in the By-laws, as amended from time to time by the Trustees."

12. The date of the meeting at which the Restated Charter herein was adopted was November , 1977, and the same was approved, consented to and adopted by the Board of Trustees of the Corporation as provided by the By-laws.

13. This Restated Charter and its amendments were duly adopted at a meeting of the Board of Trustees held on the 17th day of November, 1977.

This the 17th day of November, 1977

SOUTHERN BAPTIST EDUCATIONAL CENTER OF WHITEHAVEN, INC.

By: Robert E. Moore
Chairman, Board of Trustees

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BOOK 272 PAGE 488

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE MINISTER'S ADVOCACY COMMITTEE, 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 23rd day of February, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF The Minister's Advocacy Committee
An Unincorporated Association, To Incorporate, Designating the incorporator, 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 Minister's Advocacy Committee 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. R.P. Magee, Rev. Timothy Stallworth & Rev. E.L. Hartwell are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named The Minister's Advocacy Committee, 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, Rev. E.L. Hartwell, 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 3rd day of January, 1981, at North Gulfport Civic Center 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 January, 1981.

/Secretary Rev. E.L. Hartwell

BOOK 272 PAGE 490

Furnished by, Secretary of State, State of Mississippi, Jackson, Miss.

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

THE CHARTER OF INCORPORATION OF

The Minister's Advocacy Committee

1. The corporation title of said company is: The Minister's Advocacy Committee , Inc.

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

Name	Street & No.	City	State
Rev. R.P. Magee, President	500 East Tracy Street	Gulfport	Miss.
Rev. Timothy Stallworth Vice Pres.	118 Carter Road	Biloxi	Miss.
Rev. E.L. Hartwell, Secretary	1713 Van Buren	Gulfport	Miss.

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

3. The domicile is at 3312 John Quincy Adams St. (Street and No.) Gulfport, (City) Miss. (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. No Shares of stock shall be issued. The type of organization is civic improvement.

5. Period of existence shall be perpetual.

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

The purpose of Minister's Advocacy Committee is to act as an advocate for the community by bringing together organizations and individuals concerned with the needs of the community. Minister's Advocacy Committee seeks to coordinate the efforts of those organizations and individuals to provide mutual assistance avoiding duplication of services. Minister's Advocacy Committee is a civic improvement organization.

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 272 PAGE 491

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 Reuben J. Magee
Rev Timothy A. Stallworth
Rev. E. L. Hartwell

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Harrison

This day personally appeared before me, the undersigned authority Rev. Reuben J. Magee, Rev Timothy A. Stallworth, Rev. E. L. Hartwell

incorporators of the corporation known as the Minister's Advocacy Committee, 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 13th day of February, 1981

W. N. Ford, Chancery Clerk
By Sandra Jones, D.C.

STATE OF MISSISSIPPI

County of Harrison

This day personally appeared before me, the undersigned authority Rev. Reuben J. Magee, Rev Timothy A. Stallworth, Rev. E. L. Hartwell

incorporators of the corporation known as the Minister's Advocacy Committee, Inc.

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 13th day of February, 1981

W. N. Ford, Chancery Clerk
By Sandra Jones, D.C.

Received at the office of the Secretary of State this the 5th day of February A.D., 1981, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss., February 23, 1981

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.

Bill Allain
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 272 PAGE 492

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

SCAN AMERICA 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 23rd day of February, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF SCAN AMERICA of Mississippi , 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 SCAN AMERICA of Mississippi, 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 Edward R. North, Jr.;Richard Bacon; Sue G. Hathorn and Herman M. Mason are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named SCAN AMERICA of 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, Sue G. Hathorn, 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 29th day of July, 1980, at 400 E. Silas Brown Street, 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 10th day of February, 1981.

Sue G. Hathorn
SUE G. HATHORN-SECRETARY

SWORN TO AND SUBSCRIBED before me, this, the 10th day of February, 1981.

Mary L Shields
NOTARY PUBLIC

MY COMMISSION EXPIRES:

7-19-83

ARTICLES OF INCORPORATION
OF
SCAN AMERICA OF MISSISSIPPI

We, the undersigned, in order to form a non-profit corporation for the purposes of hereinafter stated, under and pursuant to the provisions of the laws of the State of Mississippi, particular Act 79-11-1 of the Acts of Mississippi of 1972, do hereby certify as follows:

FIRST: The name of this corporation shall be SCAN AMERICA of Mississippi, Inc.

SECOND: The period of existence of this corporation shall be perpetual.

THIRD: The purposes for which the corporation is organized are:

(a) To aid, assist, investigate and counsel family adults and children regarding problems relating to child abuse, neglect and deprivation within the State of Mississippi by establishing a unit within the State of Mississippi that will have as its purpose the aiding, assisting, investigating and counseling of family adults and children regarding problems relating to child abuse, neglect and deprivation within the State of Mississippi.

(b) To participate, so far as circumstances may warrant, in any activity designed and carried on to promote the general welfare of the community as a civic improvement society, so long as such activity is related to the specialized field for which the corporation was established.

(c) This corporation is organized exclusively for charitable and educational purposes as a non-profit corporation, and it shall not be its purposes to engage in carrying on propaganda or otherwise attempting to influence legislation.

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

(e) To have and exercise all powers, privileges and rights conferred on corporations by the laws of the State of Mississippi and all powers and rights incidental to carrying out the purposes for which this

corporation is formed, except such as are inconsistent with the express provisions of the Act under which this corporation is incorporated.

(f) The foregoing shall be constued both as objects and powers, and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the State of Mississippi, all of which are hereby expressly claimed.

FOURTH: No part of the net earnings of the corporation shall be inure to the benefit of any member, director, or officer of the corporation, or to any other interested individual; except that reasonable compensation may be paid for services rendered to, or for, the corporation, effecting one or more of its purposes. 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. Nothwithstanding 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 subsequent Federal tax laws): or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal revenue Code of 1954 (or the corresponding provision of any subsequent Federal tax laws). This is a charitable association and civil improvement society.

FIFTH: The corporation shall distribute its income for such taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

SIXTH: The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

SEVENTH: The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of

1954, or corresponding provisions of any subsequent Federal tax laws.

EIGHT: The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

NINTH: The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent tax laws.

TENTH: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the corporation exclusively to such organization or organizations organized and operated exclusively for civic improvement society which shall at the time qualify as exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent Federal Tax laws). Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively to such organization or organizations, as said Court shall determine,which are organized and operated exclusively for such purposes.

ELEVENTH: The principal office or domicile address of this corporation shall be located at 1421 Northwest St., Jackson, Ms., 39201.

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

THIRTEENTH: The corporation shall not have or issue shares of stock and no dividend shall be paid, and no part of the income of the corporation shall be distributed to its members, directors or officers.

FOURTEENTH: The business of the corporation shall be conducted by the Board of Directors. The initial Board of Directors shall consist of

the four persons named below:

NAME	ADDRESS
Edward R. North, Jr.	1421 Northwest St.,Jackson, Ms. 39201
Richard Bacon	622 Duling St., Jackson, Ms. 39216
Sue G. Hathorn	3805 Crane Blvd.,Jackson, Ms. 39216
Herman M. Mason	5175 Galaxie Dr.,Jackson, Ms. 39206

The initial Board of Directors shall direct the affairs of this Corporation and shall meet within five (5) days after the issuance of the Certificate of Incorporation by the Secretary of State ofr the purposes of electing officers, adopting Bylaws and taking such other action as may be necessary to perfect the organization of the corporation. Thereafter Bylaws may be amended and officers elected as provided in the Bylaws.

The Board of Directors shall consist of sixteen (16) persons, each serving a term of one (1) year. The name and address of the incorporators of the corporation is listed below:

NAME	ADDRESS
Edward R. North, Jr.	1421 Northwest St., Jackson, Ms. 39201
Richard Bacon	622 Duling St., Jackson, Ms. 39216
Sue G. Hathorn	3805 Crane Blvd., Jackson, Ms. 39216
Herman M. Mason	5175 Galaxie Dr., Jackson, Ms. 39206

ALL INCORPORATORS ARE ADULT RESIDENT CITIZENS OF MISSISSIPPI.

IN WITNESS WHEREOF, the Incorporators have hereunto affixed their hand and seal, this 10th day of February, 1981.

EDWARD R. NORTH, JR.

RICHARD BACON

SUE G. HATHORN

HERMAN M. MASON

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF HINDS

BE IT REMBERED, that on this 10th day of February, 1981,

personally appeared before me, a Notary Public within and for the State and County aforesaid, EDWARD R. NORTH, JR., RICHARD BACON, SUE G. HATHORN and HERMAN M. MASON, parties to the foregoing Articles of Incorporation, known to me personally to be such, and acknowledged that they signed and delivered same and of Incorporation are the act and deed of the signers and that the facts stated therein are truly set forth.

Given under my hand and seal of office on the day and year aforesaid.

Mary S Hulda
NOTARY PUBLIC

MY COMMISSION EXPIRES:

7-19-83

Received at the office of the Secretary of State, this the 16th day of Feb

A. D., 19 81, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

February 23, 1981

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.

Bill Allain
ATTORNEY GENERAL.

By Richard M. Allen
Special Assistant Attorney General.

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BOOK 272 PAGE 500

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MT. PILGRIM BAPTIST CHURCH
OF LONG BEACH, 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 23rd day of February, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF THE MEMBERSHIP OF
MT. PILGRIM BAPTIST CHURCH
OF LONG BEACH, MISSISSIPPI.

RESOLVED, "That HENRY LYONS, OSCAR LYONS, and LEROY NETTLES, be and they are hereby authorized, directed and empowered to make application to the State of Mississippi for a Charter of Incorporation for the Mt. Pilgrim Baptist Church of Long Beach, Mississippi, Inc. as a religious, not public organization, and further, that they are hereby authorized to take such steps and to do any and all things necessary and proper to obtain the said Charter of Incorporation."

CERTIFICATE

I, NORVIE MARSHALL, JR., clerk of the Mt. Pilgrim Baptist Church of Long Beach, Mississippi, do hereby certify that the above and foregoing is a true and correct copy of the Resolution adopted by the membership of the church at its regular business meeting on the 7 day of February, 1981, pursuant to notice of the time, place and purpose of the meeting, and duly spread upon the minutes of the church in regular form.

WITNESS my signature this the 9th day of February, 1981.

Norvie Marshall Jr.
CLERK, MT. PILGRIM BAPTIST
CHURCH OF LONG BEACH, MISS.

BOOK 272 PAGE 502

CERTIFIED COPY OF

APPOINTMENT OF REGISTERED AGENT

THIS IS TO CERTIFY, That at a meeting of the ~~Board of Directors~~ membership of

MT. PILGRIM BAPTIST CHURCH OF LONG BEACH, MISSISSIPPI

properly convened and held on the 7th day of February, 19 81, the following resolution was duly adopted:

"RESOLVED, that OSCAR LYONS (Name of registered agent), 106 Church Street (Street Address),

Long Beach (City), Mississippi 39560 (Zip Code); be and (he) ~~it~~ hereby is designated and appointed registered 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 registered agents, if any, be and the same are hereby revoked."

~~That the address of its present registered office is~~ _____ (Street Address)

_____ (City), ~~Mississippi~~ _____ (Zip Code); ~~and that the address of its registered office and the address of the business office of its registered agent in the above described county~~ x

WITNESS my signature, ~~and the Seal of said Company, at~~ _____, this the 7th day of February A.D., 19 81

_____
~~Secretary~~

Clerk, Mt. Pilgrim Baptist Church of Long Beach, Mississippi.

(Impress Seal Here)

ACCEPTANCE BY AGENT

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

Dated at Long Beach, Mississippi, the 7th day of February, 19 81

_____
OSCAR LYONS

The filing fee is the sum of $5.00.

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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

MT. PILGRIM BAPTIST CHURCH OF LONG BEACH, MISSISSIPPI

1. The corporation title of said company is: Mt. Pilgrim Baptist Church of Long Beach, 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
HENRY LYONS	108 Church Street	Long Beach,	Mississippi
OSCAR LYONS	106 Church Street	Long Beach,	Mississippi
LEROY NETTLES	North Lang Avenue	Long Beach,	Mississippi

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

3. The domicile is at Post Office Box 306 Church Street, (Street and No.) Long Beach (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.)

This is a non-profit religious corporation and no shares of stock shall be issued.

5. Period of existence shall be perpetual.

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

A. To further by all proper and legal agencies and means the religious and moral instruction and the support of public worship, building of churches and chapels, and the maintenance of all missionary undertakings.

B. To secure and circulate literature with reference to religious and moral instruction.

C. To collect tithes and offerings from members and the public, to make gifts and appropriations from any and all its resources, from time to time, to carry out the objects and purposes of the corporation, to hypothecate its income and its property of all kinds for the purpose of repairing and maintaining or building of churches or other structures used or maintained for the purposes of the corporation, to generally organize and act as a Southern Baptist Church in all respects not contrary to law.

D. To carry out all purposes and objects whether specified herein or not, which are desirable, advantageous, or incidental to the purposes for which this corporation is formed.

E. To borrow money and secure same and issue bonds of the corporation for the purpose of building, maintaining, or repairing buildings or structures which are used in connection with the purposes of this corporation.

(next page)

F. No dividends shall be declared or paid to members and no members shall personally gain or secure individual profit from said corporation.

G. None of the real or personal property shall ever be used or expended except in carrying out legitimate ends and aims of the corporation. The rights and powers that may be exercised by this corporation shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated.

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 272 PAGE 505

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: Henry Lyons
HENRY LYONS

Oscar Lyons
OSCAR LYONS

Leroy Nettles
LEROY NETTLES

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of HARRISON

This day personally appeared before me, the undersigned authority Henry Lyons, Oscar Lyons, Leroy Nettles, _____, _____, _____, _____, _____, _____, incorporators of the corporation known as the Mt. Pilgrim Baptist Church of Long Beach, Mississippi, Inc. who acknowledged that ~~(the)~~ (they) signed and delivered the above and foregoing charter of incorporation as ~~(his)~~ (their) act and deeds on this the 9th day of February, 1981.

Peggy A. Grooms
Notary Public - My Com. Expires: My Commission Expires July 18, 1984

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 17th day of February A.D., 19 81, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss., February 20th, 1981

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.

Bill Allain
Attorney General

By Richard N. Allen
Special Assistant Attorney General

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

BOOK 272 PAGE 506

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

GOSPEL LIGHTHOUSE CHURCH, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 23rd day of February, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF GOSPEL LIGHTHOUSE 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 GOSPEL LIGHTHOUSE 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 Sara J. Smith, George Ethridge and Mavis Gustin are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named GOSPEL LIGHTHOUSE CHURCH, 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, John S. Smith, Jr., do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the 5th day of February, 1981, at 401 - 38th Ave., Meridian, Miss., at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 5th day of February, 81.

Secretary John S. Smith
JOHN S. SMITH, JR.

Furnished by, Secretary of State, State of Mississippi, Jackson, Miss.

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

THE CHARTER OF INCORPORATION OF

GOSPEL LIGHTHOUSE CHURCH

1. The corporation title of said company is: GOSPEL LIGHTHOUSE CHURCH, INC.

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

Name	Street & No.	City	State
Sara J. Smith	1601 - 25th Ave.	Meridian,	Miss.
George Ethridge	3208 - 35th Avenue.	Meridian,	Miss.
Mavis Gustin	4305 - 19th St.	Meridian,	Miss.

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

3. The domicile is at 401 - 38th Ave. (Street and No.) Meridian (City) Miss. (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 the type of organization is a church.

5. Period of existence shall be perpetual.

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

To establish and maintain a church and to provide a place of public worship for the same in said City of Meridian, County of Lauderdale, State of Mississippi; to establish, maintain and conduct schools for the religious instruction of the young, and to further other religious and charitable work.

For the accomplishment of these objects the corporation shall have power to establish branch organizations; to establish a library or libraries; to print, publish, bind and distribute such books, magazines, papers and other literature as will further carry out the objects of this corporation; to lease suitable buildings and equipment; to acquire by purchase or gifts such personal and real property as may be necessary to carry out the objects of this corporation; to receive subscriptions and donations of real and personal property to be applied to the uses and purposes of the corporation; to take, hold and manage real and personal property conveyed to it in trust, the income from which is to be applied to the uses and purposes of the corporation, and to execute such trusts; to mortgage or otherwise encumber any of its property, or to sell and convey the same; to permit the use of any its property for religious, educational, benevolent, or other lawful purposes.

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

BOOK 272 PAGE 509

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: Sara J. Smith
SARA J. SMITH
George Ethridge
GEORGE ETHRIDGE
Mavis Gustin
MAVIS GUSTIN

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Lauderdale

This day personally appeared before me, the undersigned authority Sara J. Smith, George Ethridge, Mavis Gustin, incorporators of the corporation known as the GOSPEL LIGHTHOUSE CHURCH, 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 5th day of February, 1981.

My commission expires 5/30/84 Sara L Lawrence 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 17th day of February A.D., 1981, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss., February 20, 1981

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.

Bert Allain
Attorney General

By Richard M. Allen
Assistant Attorney General

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

BOOK 272 PAGE 510

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

BANK OF COMMERCE

GREENWOOD, 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* 18th day of February, A. D., 1981.

William F. Winter

Governor

Attest:

Edwin Lloyd Pittman

Secretary of State

State of Mississippi

Department of Banking and Consumer Finance

JACKSON

The within and foregoing Amendment to the Charter of Incorporation of

BANK OF COMMERCE

GREENWOOD, MISSISSIPPI

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Seal of the Department of Banking and Consumer Finance, State of Mississippi, to be affixed, this the 6th *day of* February *19* 81

Deputy Commissioner

Alanson V. Turnbough

BOOK 272 PAGE 512

December 15, 1980

Dear Stockholder:

Notice is hereby given that the annual meeting of the stockholders of the Bank of Commerce, Greenwood, Mississippi, will be held at the bank on Wednesday, January 28, 1981, at 2:00 o'clock P.M. The following points of business will be considered at that time: the election of directors, the recommendation that the capital stock be increased, the recommendation that the capital stock be split on the basis of twenty shares for one, and all other business properly brought before the meeting.

It is important that your stock be represented in order to ensure the presence of a quorum, therefore, you are requested to sign and return the attached proxy. However, your presence is desired and we urge you to attend.

Also, please find enclosed Dividend Check representing your share of a 30% cash dividend to the stockholders of record on December 10, 1980.

Respectfully,

C. D. Case
Executive Vice President

P R O X Y

I hereby constitute and appoint _____
as my proxy, to act for me at the meeting of the stockholders of the Bank of Commerce, Greenwood, Mississippi, to be held at the office of the bank on Wednesday, January 28, 1981, with full power and authority to vote my _____ shares of stock of said bank as fully as I might do if personally present at the said meeting.

Date _____

_____
(Stockholder)

P.O. Box 546 ☐ Greenwood, Mississippi 38930 ☐ Phone 601-453-4142

AMENDMENT TO CHARTER

OF

BANK OF COMMERCE
GREENWOOD, MISSISSIPPI

RESOLUTION OF STOCKHOLDERS

WHEREAS, the stockholders of the Bank of Commerce of Greenwood, Mississippi were duly notified by letter from C. D. Case, Cashier and Executive Vice President, dated December 15, 1980, that at the annual meeting of the stockholders of the Bank of Commerce to be held in the Directors' room of the Bank of Commerce on January 28, 1981, at two o'clock P.M. One order of business at said meeting would be the consideration of the recommendation and proposal of the Board of Directors that the capital stock of the Bank of Commerce, with par value of $100.00, be divided by issuing stock with par value of $5.00 per share or a twenty for one split. The second order of business would be that the capital stock of the Bank of Commerce be increased $100,000.00 by means of a stock dividend.

AND WHEREAS at said meeting the stockholders of the Bank of Commerce, after careful consideration of said proposals, on proper motion, duly seconded, unanimously adopted the following resolutions, to-wit:

1) That the capital stock of the Bank of Commerce be split by issuing twenty (20) shares of $5.00 par value stock for each share of one hundred dollars ($100.00) par value stock now outstanding, which would make number shares outstanding 100,000 of five dollars ($5.00) par value stock.

2) That the capital stock of the Bank of Commerce be increased $100,000.00 to be evidenced by 20,000 shares of common stock of the par value of $5.00 a share to be issued to the stockholders of record on February 10, 1981, in the proportion of one share of stock for each five shares then owned and to be paid from funds withdrawn from the undivided profits account of the Bank of Commerce.

3) That the charter of incorporation of the Bank of Commerce be amended accordingly as provided by the laws of the State of Mississippi.

4) That the president and Cashier of the Bank of Commerce be, and they hereby are, authorized to do all things that are necessary to amend the charter of the Bank of Commerce so as to divide the present stock on the basis of twenty shares for each share now owned, and then to issue one share for each five shares of $5.00 par value stock and to transfer $100,000.00 from Undivided Profits Account to cover the increase in the capital stock account as provided above.

5) That the Charter of Incorporation as amended be further amended by striking out Article 4 of the original Charter as amended and inserting in lieu thereof the following:

ARTICLE 4

The amount of capital stock of this Bank shall be Six Hundred Thousand and No/100 Dollars ($600,000.00) divided into One Hundred & Twenty Thousand (120,00) shares of the par value of Five Dollars ($5.00) per share.

Certificate

STATE OF MISSISSIPPI)
COUNTY OF LEFLORE)

I, the undersigned Wayne A. Shurtleff, Jr., President of the Bank of Commerce, Greenwood, Mississippi, do hereby certify that the above and foregoing is a true and correct copy of the resolution amending the Charter of said bank as the same was duly adopted at the annual meeting of stockholders held on the 28th day of January, 1981, in accordance with the by laws of the Bank, pursuant to notice dated December 15, 1980.

I further certify that of the total of 5,000 shares of stock of the Bank of Commerce outstanding, at said stockholders meeting 1,881.50 shares were represented by stockholders present in person and 2,639.00 shares were represented by proxy, or a total of 4,520.50, and that said resolution was unanimously adopted.

IN TESTIMONY WHEREOF, witness my signature and the seal of the Bank of Commerce, Greenwood, Mississippi, this the 4th day of February, A. D., 1981.

(Wayne A. Shurtleff, Jr.), President

ATTEST:

(C. D. Case), Executive Vice President
and Cashier

Received at the office of the Secretary of State, this the 11th day of February

A. D., 19 81, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

February 17, 1981

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.

Bill Allain
ATTORNEY GENERAL.

By C. W. D. Coleman
Attorney General.
Deputy

C 54

BOOK 272 PAGE 516

State of Mississippi

Office of
Secretary of State
Jackson

I, Edwin Lloyd Pittman, Secretary of State, do certify that the Charter of Incorporation hereto attached entitled the Charter of Incorporation of

PEARL MUNICIPAL CREDIT UNION

was, pursuant to the provisions of Title 79, Code of Mississippi of 1972, as amended, Recorded in the Records of Incorporations in this office, in PHOTOSTAT BOOK NUMBER TWO HUNDRED AND SEVENTY-TWO, PAGES 516-520.

Given under my hand and the Great Seal of the State of Mississippi hereto affixed this 25th Day of February, 1981

Edwin Lloyd Pittman

Secretary of State

BOOK 272 PAGE 517

DEPARTMENT OF BANKING AND CONSUMER FINANCE

STATE OF MISSISSIPPI
1206 WOOLFOLK STATE OFFICE BUILDING
POST OFFICE DRAWER 731
JACKSON 39205

OFFICE OF THE COMMISSIONER

TELEPHONE 601-354-6108

CERTIFICATE OF AUTHORITY

TO INCORPORATE AND ORGANIZE

I, Glenn Smith, Commissioner, Department of Banking and Consumer Finance, State of Mississippi, do hereby authorize the prospective incorporators of the Pearl Municipal Credit Union, Pearl, Hinds County, Mississippi, to proceed to incorporate and organize the Pearl Municipal Credit Union as provided in Section 81-13-1, Mississippi Code of 1972, Annotated and Amended. This certificate is issued in accordance with the order and direction of the State Credit Union Board, State of Mississippi, in its written decision of February 10, 1981, as provided in Section 81-13-1(4), Mississippi Code of 1972, Annotated and Amended.

Given under my hand and seal of office this the 19th day of February 1981.

Glenn Smith
Commissioner

BOOK 272 PAGE 518

State of Mississippi

Department of Banking and Consumer Finance

JACKSON

The within and foregoing Charter of Incorporation of

PEARL MUNICIPAL CREDIT UNION

Pearl, Mississippi

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Seal of the Department of Banking and Consumer Finance, State of Misssissippi, to be affixed, this the 19th *day of* February *19* 81

Commissioner

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, Residents of the State of Mississippi do hereby apply for permission to organize a Credit Union for the purposes indicated in and in accordance with the provisions of Chapter 81-13-3 of the Mississippi Code 1972; and do hereby bind ourselves to comply therewith and with all the laws, rules and regulations applicable to credit unions in the State of Mississippi; and hereby certify as follows:

1. The name of the proposed credit union, (which shall contain the words "Credit Union" as a part of the corporate name), is the Pearl Municipal CREDIT UNION, and the principal office of the credit union shall be at Bright's Shopping Center, Pearl, Miss. 39208.

2. The names and addresses of the subscribers to these Articles of Incorporation, and the number of shares subscribed by each, are as follows:

NAME	ADDRESS	SHARES SUBSCRIBED
Howard Polk	2365 Milam St. Pearl, Ms.	1
CHARLES S. HUDSON	3207 BARNETT DR. PEARL Ms.	1
Tony L Stuart	163 Patton Dr. Pearl	1
Bill Slade	184 Chotard St Pearl	1
Harvey Stephens	226 Black Oak Cove	1
Sjon R Bullard	3575 Brummett	1
Henry L Chapman	3209 Virginia St	1
Michael W Simmons	3226 Virginia st	1

3. The par value of the shares shall be Five (5) dollars per share (not to exceed ten dollars). This has reference to Chapter 13, Title 81, Code of 1972, and all amendments thereto.

4. That the association and its members will comply with all the laws, rules and regulations applicable to credit unions.

IN WITNESS WHEREOF, we have made, signed and acknowledged these Articles of Incorporation in duplicate, this 15 day of December, 19 80.

Howard Polk
Charles S. Hudson
Tony L. Stuart
Bill Slade
Harvey Stephens
Sjon R. Bullard
Henry L. Chapman
Michael W. Simmons

STATE OF MISSISSIPPI

COUNTY OF HINDS

BEFORE ME, the undersigned, a Notary Public, in and for said State and County this 15th day of December, 1982, personally appeared:

Howard Polk	Harvey Stephens
Charles S. Hudson	Sjon R. Bullard
Tony L. Stuart	Henry L. Chapman
Bill Slade	Michael W. Simmons

Subscribers to the foregoing Articles of Incorporation and acknowledged that they executed the same to be their free act and deed.

NOTARY PUBLIC

(SEAL)

My commission expires My Commission Expires Sept. 12, 1985.

BOOK 272 PAGE 521

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

PANOLA COUNTY IMPROVEMENT 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 24th day of February, A.D., 1981.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

RESOLUTION AUTHORIZING INCORPORATION

WHEREAS, Panola County Improvement Association, desires to become incorporated to conduct civic improvement activities in Panola County, Mississippi.

THEREFORE, BE IT RESOLVED, by Panola County Improvement Association that John C. Kelly, Ricky D. Warren and Joy Kelly, members of the association, being adult resident citizens of the State of Mississippi, be and they are hereby authorized and directed to act as incorporators for the association and to do any and all acts necessary for the procurement of a charter of incorporation for this organization with its corporate name to be known as Panola County Improvement Corporation.

The above resolution was introduced by proper motion, was seconded, and following a full discussion was unanimously adopted this the 3rd day of February, 1981.

CERTIFICATE OF SECRETARY

I, Joy Kelly, Secretary of Panola County Improvement Association, do hereby certify that the above and foregoing is a true and correct copy of the resolution adopted by the association on the date therein stated as it appears in the minutes of the association.

CERTIFIED to this the 13th day of February, 1981.

Joy Kelly
SECRETARY

CHARTER OF INCORPORATION

OF

PANOLA COUNTY IMPROVEMENT CORPORATION

I.

The corporate title of said corporation is: Panola County Improvement Corporation.

II.

The name and addresses of the incorporators are:

NAME	ADDRESS	CITY	STATE
John C. Kelly	Route 2, Box 524	Sardis	Mississippi 38666
Ricky D. Warren	Brandywood Apt. #2	Batesville	Mississippi 38606
Mrs. Joy Kelly	222 Bates Street	Batesville	Mississippi 38606

Each of the above is an adult resident citizen of Panola County, Mississippi.

III.

The street and post office address of this corporation is 222 Bates Street, Batesville, Mississippi 38606.

IV.

This corporation is nonprofit; no shares of stock are to be issued; and it is a civic improvement corporation.

V.

The period of existence shall be perpetual.

VI.

The purposes 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 stated purposes of the association being incorporated, are as follows:

(A) To associate its members together for the purpose of conducting civic improvement activities; to promote scientific, educational, and charitable purposes within the meaning of Section 501 (c) 3 of the Internal Revenue Code of 1954; and in this connection, to promote the development of real property within the Panola County, Mississippi, area for the residential use of the general public, at a lower cost than existing market rates.

(B) 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.

(C) 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 member or a stockholder of any corporation or association engaged in any related activities.

(D) To buy, lease, hold and exercise all privileges of ownership in and to all real or personal property as may be necessary or convenient for the conduct and operation of the business of the corporation or incidental thereof.

(E) To establish reserves and to invest the funds thereof in stocks, bonds and other property as the board of trustees may deem satisfactory.

(F) To levy assessments in such manner and in such amount as may be provided in the by-laws of this corporation.

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

(H) The foregoing shall be construed both as objects and powers, and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the State of Mississippi, all of which are hereby expressly claimed.

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, by death, or otherwise, the termination of all interest of such members in the corporate assets; and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

SIGNATURES OF INCORPORATORS

JOHN C. KELLY

RICKY D. WARREN

MRS. JOY KELLY

BOOK B72 PAGE 526

STATE OF MISSISSIPPI

COUNTY OF PANOLA

PERSONALLY appeared before me, the undersigned authority in and for the said county and state, the above named individuals, John C. Kelly, Ricky D. Warren, and Joy Kelly, incorporators of the corporation known as the Panola County Improvement Corporation, Inc., to acknowledge that they signed and delivered the above and foregoing Articles of Incorporation as their act and deed on this the 13th day of February, 1981.

NOTARY PUBLIC

(SEAL)

My Commission Expires: My Commission Expires: F. b 5, 1983

BOOK 272 PAGE 527

Received at the office of the Secretary of State, this the 15th day of February

A. D., 1981, together with the sum of $25.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

February 23rd, 1981

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.

Bill Allain
ATTORNEY GENERAL.

By Richard M. Allen
Special Assistant Attorney General.

C-64

BOOK 272 PAGE 528

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

HUMANITARIAN UNIVERSAL GENERATION, 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* 24th day of February, A. D., 1981.

William F. Winter

Governor

Attest:

Edwin Lloyd Pittman

Secretary of State

BOOK 272 PAGE 529

CERTIFIED COPY OF RESOLUTION
ADOPTED BY
HUMANITARIAN UNIVERSAL GENERATION, INC.
AT A MEETING OF THE MEMBERS HELD ON
February 17, 1981
AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF
HUMANITARIAN UNIVERSAL GENERATION, INC.

WHEREAS, HUMANITARIAN UNIVERSAL GENERALTION, INC.

is a voluntary, non-profit incorporation chartered by the State of Mississippi, and

WHEREAS, after thorough discussion in a duly held meeting this corporation desires to amend its charter to: This corporation is organized for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

In the event of dissolution, the residual assets of this 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.

THEREFORE, BE IT RESOLVED by HUMANITARIAN UNIVERSAL GENERATION, INC

that its charter is amended as follows: This corporation is organized for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

In the event of dissolution, the residual assets of this 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.

CERTIFICATE

I, F. C. CHAMBERS, President of HUMANITARIAN UNIVERSAL GENERATION, INC. do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by the members of the HUMANITARIAN UNIVERSAL GENERATION, INC. in a meeting of the mememberss assembled on the 17th

BOOK 272 PAGE 530

day of February, 19~~7~~ 1981, in Biloxi

Mississippi.

WITNESS MY SIGNATURE, this 17th day of February,

x~~19~~xxxxxx 1981.

PRESIDENT

BOOK 272 PAGE 531

ARTICLES OF AMENDMENT TO THE

CHARTER OF INCORPORATION

OF

HUMANITARIAN UNIVERSAL GENERATION, 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: This corporation is organized for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

In the event of dissolution, the residual assets of this 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.

SECOND: The following amendment of the Charter of Incorporation was adopted by the members of the corporation on February 17, 1981, at a regular meeting of the members of the corporation at Biloxi, Mississippi:

DATED: This the 17th day of February, 19 81.

SIGNED: HUMANITARIAN UNIVERSAL GENERATION, INC.
(Name of Corporation)

BY: _____
President

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF HARRISON

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, T. C. CHAMBERS, President of HUMANITARIAN UNIVERSAL GENERATION, INC.

_____, who acknowledges that he signed and executed/and delivered the above and foregoing Articles of Amendment to the Charter of Incorporation of HUMANITARIAN UNIVERSAL GENERATION, INC., on this the 17th day of February, 19 81.

Clare R. Day
NOTARY PUBLIC

My Commission expires: My Comm. Expires March 5, 1982

BOOK 212 PAGE 533

Received at the office of the Secretary of State, this the 18th day of February A. D., 1981, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

February 23rd, 1981

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.

Bill Allain
ATTORNEY GENERAL.

By Richard M. Allen
Special Assistant Attorney General.

C 54

BOOK 1272 PAGE 534

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State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

MISSISSIPPI CHESHIRE HOMES OF HARRISON 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 February, A. D., 1981.

William F. Winter

Governor

Attest:

Edwin Lloyd Pittman

Secretary of State

BOOK 272 PAGE 536

STATE OF MISSISSIPPI

COUNTY OF HARRISON

FIRST JUDICIAL DISTRICT

RESOLUTION

WHEREAS, Mississippi Cheshire Homes of Harrison County, Inc., is in the process of applying for funds from the Department of Housing and Urban Development for the purpose of constructing a housing facility to be known as a Cheshire; and whereas, Department of Housing and Urban Development has specific requirements for the Articles of Incorporation in order to obtain said funds; and it is necessary to amend the Articles of Incorporation to be in compliance with said requirements, it is therefore:

RESOLVED that Mississippi Cheshire Homes of Harrison County, Inc., hereby adopts and approves the following amendment: Article III of the existing Articles of Incorporation will be modified by adding Paragraph (f) which will read as follows "(f) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien of the corporation's property."

Be it further

RESOLVED that the President and Secretary of the corporation are hereby authorized and directed to file all necessary papers and documents with the Secretary of State to effect said amendment.

Be it further

RESOLVED that except for the amendment stated above, the Articles of Incorporation of this association shall remain unchanged.

RESOLVED this 20th day of February, 1981.

Certified to be a true copy this 20th day of February, 1981.

Bonnie White

BONNIE WHITE, SECRETARY
MISSISSIPPI CHESHIRE HOMES
OF HARRISON COUNTY, INC.

Tommy Gollott

TOMMY GOLLOTT, PRESIDENT
MISSISSIPPI CHESHIRE HOMES
OF HARRISON COUNTY, INC.

STATE OF MISSISSIPPI

COUNTY OF HARRISON

This day personally appeared before me, the undersigned authority in and for the above jurisdiction, Tommy Gollott and Bonnie White, the President and Secretary, respectively, of Mississippi Cheshire Homes of Harrison County, Inc., who acknowledged to me that they are the duly elected President and

Secretary of Mississippi Cheshire Homes of Harrison County, Inc., and who acknowledged that the foregoing Resolution is a true and correct copy of the Resolution adopted by the membership of such corporation at a special meeting of members in which a quorum was present on February 20, 1981.

GIVEN UNDER MY HAND AND SEAL, this 24th day of February, 1981.

NOTARY PUBLIC

My Commission Expires:
MY COMMISSION EXPIRES MARCH 15, 1983

AMENDMENT TO ARTICLES OF INCORPORATION

Pursuant to the approval of the members of Mississippi Cheshire Homes of Harrison County, Inc., a non-profit corporation organized and existing under the laws of the State of Mississippi, at a special meeting in which a quorum was present held on the 20th day of February, 1981, Article III of the Articles of Incorporation is hereby amended by adding Paragraph (f) which will read as follows:

> "(f) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien of the corporation's property."

Tommy B. Gollott
TOMMY GOLLOTT, President

Bonnie White
BONNIE WHITE, Secretary

STATE OF MISSISSIPPI

COUNTY OF HARRISON

This day personally appeared before me, the undersigned authority in and for the above jurisdiction, Tommy Gollott and Bonnie White, respectively, of Mississippi Cheshire Homes of Harrison County, Inc., who each acknowledged to me that they signed and delivered the above and foregoing Amendment to the original charter of incorporation, for and on behalf of and as the act and deed of Mississippi Cheshire Homes of Harrison County, Inc., pursuant to a meeting of the membership approving such amendment.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, this the 26th day of February, 1981.

NOTARY PUBLIC

My Commission Expires:
MY COMMISSION EXPIRES MARCH 15, 1983

Received at the office of the Secretary of State, this the 24th day of February A. D., 1981, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

February 26th, 1981

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.

Bill Allain
ATTORNEY GENERAL.

By Richard N. Allen
Special Assistant Attorney General.

C 54

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BOOK 272 PAGE 541

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

BOLIVAR 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 24th day of February, A.D., 1981.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

RESOLUTION

WHEREAS, the members of the Bolivar Water Association, deem it to be in the best interest of the organization to incorporate the organization pursuant to the authority of 79-11-1, Mississippi Code Annotated (1972);

NOW, THEREFORE, BE IT RESOLVED that C. E. Williams, Roy Shepherd and Ralph Ray are hereby authorized, directed and empowered to take whatever steps are required by the laws of the State of Mississippi to incorporate the organization under the laws of the State of Mississippi, as a Mississippi non-profit corporation, to be named the Bolivar Water Association, Inc.

RESOLVED, this the 2 day of February, 1981.

* * * * * * * * *

I, the undersigned secretary of Bolivar Water Association do hereby certify that the above and foregoing is a true and exact copy of a resolution duly adopted pursuant to the vote of the membership of the organization at a regular meeting of the organization held on the 2 day of February, 1981.

SECRETARY

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

BOOK 272 PAGE 543

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

THE CHARTER OF INCORPORATION OF

BOLIVAR WATER ASSOCIATION

1. The corporation title of said company is: Bolivar 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
C. E. Williams		Benoit,	Mississippi
Ray Shepherd		Benoit,	Mississippi
Ralph Ray		Benoit,	Mississippi

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

3. The domicile is at RFD (Street and No.) Benoit (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 are to be issued. It is a water association corporation.

5. Period of existence shall be perpetual.

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

To associate its members together for their mutual benefit and to further the rehabilitation of said members, and to that end to construct, maintain, and operate a private water system for the supplying of water for domestic, livestock, and business purposes to its members, and for the sale of any surplus water remaining after the needs of its members have been satisfied, and 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, maintenance, and operation of a water system; 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; to have and exercise all powers, privileges, and rights conferred on corporations by the laws of the State of Mississippi and all powers and rights incidental in carrying out the purposes for which this corporation is formed, except such as are inconsistent with the express provisions of the act under which this corporation is incorporated.

The foregoing shall be construed both as objects and powers, and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the State of Mississippi, all of which are hereby expressly claimed.

[illegible] the terms and conditions prescribed by its by-laws, this

corporation shall admit as members only such persons as are bona fide occupants of farmsteads or rural residences having a reasonable accessibility to the sources of, and who are in need of having water supplied for domestic, business, livestock, and garden purposes from the water system constructed, maintained, and operated by the corporation, but the corporation shall not be required to admit members if the capacity of its water system is exhausted by the needs of its existing members and all such other persons to whom it has been supplying water.

The membership fee in this corporation shall be fixed and determined by its by-laws, The voting power and property rights and interest of each member whose fees are fully paid and who is in good standing shall be equal and each member shall be entitled to one vote only. There shall be no voting by proxy. New members upon their admission in this corporation shall be entitled to one vote and to share in the property of the corporation equally with the old members. When a member has paid his membership fee in full he shall receive a certificate of membership. Assessments against members and a determination of their liabilities shall be fixed by the by-laws of the corporation.

This corporation is organized on a non-profit basis for the mutual benefit and rehabilitation of its members and consequently will not have profits from which to pay dividends on its capital . After all expenses of the corporation have been paid and reasonable reserves, as determined by the board of trustees, set aside, the net earning of the corporation shall be accumulated in a surplus fund for the purpose of replacing enlarging, extending, and repairing the system and property of the corporation and for such other purposes as the board of trustees may determine to be for the best interests of the corporation.

The number of trustees shall be no less than three and no more than /nine. The names and addresses of those who are to serve as the first trustees until the trustees are elected by the members, which election must be not less than two months and not more than six months from the date of incorporation are:

C. E. Williams	Benoit, Mississippi
Roy Shepherd	Benoit, Mississippi
Ralph Ray	Benoit, Mississippi
P. L. Joure	Benoit, Mississippi
Hamp Mathews	Benoit, Mississippi
Sidney Specter	Benoit, Mississippi
R. M. Ward	Benoit, Mississippi
J. D. Spraggins	Benoit, Mississippi
Anderson Roberson	Benoit, Mississippi

At the first annual meeting of the members, two trustees shall be elected for a term of one year, two for a term of two years, and two for a term of three years. At each annual meeting thereafter, the members shall elect for a term of three years the number of trustees whose terms of office have expired.

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, except as hereinafter set out, shall vest in each member the right to one vote in the election of all officers, shall maintain a roster of all members which shall include the date upon which each member joined, 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. This corporation shall maintain a roster of patrons which shall include periodic data to services rendered by the water company and that said roster shall be the basis for any distribution of excess revenues of the water company. That any such distribution shall be to the members based upon patronage for the time period over which such excess revenues to be distributed sere collected, and the loss of membership by death or otherwise shall not terminate the rights and interest of such member in any patronage distribution due him at the termination of his membership. Expulsion shall be the only remedy for non-payment of dues.

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 272 PAGE 545

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: C.E. Williams
C.E. WILLIAMS

ROY SHEPHERD

RALPH RAY

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI }
County of Bolivar }

This day personally appeared before me, the undersigned authority C. E. WILLIAMS, ROY SHEPHERD, RALPH RAY, _____, _____, _____, _____, _____, _____,

incorporators of the corporation known as the BOLIVAR 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 11th day of February, 1981

Kathryn C. Tate Notary

STATE OF MISSISSIPPI }
County of _____ }

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

incorporators of the corporation known as the _____

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

Received at the office of the Secretary of State this the 12th day of February A.D., 19 81, together with the sum of $ 10.00 deposited to cover the recording fee and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss., February 23rd, 1981

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.

Bill Allain
Attorney General

By Richard M. Allen
Assistant Attorney General

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

BOOK 272 PAGE 546

State of Mississippi

Office of
Secretary of State
Jackson

I, Edwin Lloyd Pittman, Secretary of State, do certify that the Charter of Incorporation hereto attached entitled the Charter of Incorporation of

MUTUAL BENEFIT FUND CREDIT UNION

was, pursuant to the provisions of Title 79, Code of Mississippi of 1972, as amended, Recorded in the Records of Incorporations in this office, in PHOTOSTAT BOOK NUMBER TWO HUNDRED AND SEVENTY-TWO, PAGES 546-550.

Given under my hand and the Great Seal of the State of Mississippi hereto affixed this 27th Day of February, 1981

Edwin Lloyd Pittman

Secretary of State

BOOK 272 PAGE 547

DEPARTMENT OF BANKING AND CONSUMER FINANCE

STATE OF MISSISSIPPI
1206 WOOLFOLK STATE OFFICE BUILDING
POST OFFICE DRAWER 731
JACKSON 39205

OFFICE OF THE COMMISSIONER

TELEPHONE 601-354-6108

CERTIFICATE OF AUTHORITY

TO INCORPORATE AND ORGANIZE

I, Glenn Smith, Commissioner, Department of Banking and Consumer Finance, State of Mississippi, do hereby authorize the prospective incorporators of the Mutual Benefit Credit Union, Jackson, Mississippi, to proceed to incorporate and organize the Mutual Benefit Fund Credit Union, Jackson, Mississippi, as provided in Section 81-13-1, Mississippi Code of 1972, Annotated and Amended. This certificate is issued in accordance with the order and direction of the State Credit Union Board, State of Mississippi, in its written decision of February 10, 1981, as provided in Section 81-13-1(4), Mississippi Code of 1972, Annotated and Amended.

Given under my hand and seal of office this the 19th day of February 1981.

Glenn Smith
Commissioner

BOOK 272 PAGE 548

State of Mississippi

Department of Banking and Consumer Finance

JACKSON

The within and foregoing Charter of Incorporation of

MUTUAL BENEFIT FUND
CREDIT UNION
Jackson, Mississippi

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Seal of the Department of Banking and Consumer Finance, State of Misssissippi, to be affixed, this the 19th *day of* February, *19* 81

Commissioner

ARTICLES OF ASSOCIATION AND INCORPORATION

We, the undersigned residents of the State of Mississippi, being of full age and of good moral and sound business character and eligible under Chapter 5, Title 21, Mississippi Code of 1942 (Section 81-13-1, et seq., Mississippi Code of 1972, Annotated), to become members of a credit union, hereby apply for permission to organize a credit union for the purposes set forth in and in accordance with the provisions of the foregoing statutes, hereby bind ourselves to comply with said statutes and with all other laws, rules and regulations applicable to credit unions in the State of Mississippi, and hereby certify as follows:

1. The name of the prooosed credit union is MUTUAL BENEFIT FUND CREDIT UNION and its principal office shall be located at 248 East Capital Street Jackson

2. The names and addresses of the subscribers to these Articles of Incorporation, and the number of shares subscribed by each are as follows:

Name	Address	Shares Subscribed
Charles E. Bailey	Box 291 Jackson	1
Hugh V. Pierce	Box 291 Jackson	1
Odene C. Evans	Box 291 Jackson	1
C. W. Warren, Jr.	Box 291 Jackson	1
Mary L. Osborne	Box 291 Jackson	1
A. Irene Perkins	Box 291 Jackson	1
Vincent C. Jackson, Jr.	Box 291 Jackson	1

The par value of each share of stock is Five Dollars ($5.00)

3. This incorporation is desired under Section 81-13-1, et seq., Mississippi Code of 1972, Annotated, (Chapter 5, Title 21, Mississippi Code of 1942, and all amendments thereto.

4. Said association and its members will comply with all the laws, rules and regulations applicable to credit union, as required by Section 81-13-1, et seq., Mississippi Code of 1972, Annotated and Amended.

IN WITNESS WHEREOF, We have duly executed these Articles of Association and Incorporation, in duplicate, this the 22nd day of January, 1981.

This is to certify that the foregoing have been represented in person before me and signatures are hereby acknowledged by:

An Incorporator

State of Mississippi
County of

On the day of before me personally appeared

to be known, who being duly sworn according to law, did depose and say that he is one of the signers (incorporators) of the Articles of Association and Incorporation of the

MUTUAL BENEFIT Credit Union

and that he did truly in fact witness the signing of the Articles of Association and Incorporation by the foregoing incorporators.

Notary Public

My commission expires

BOOK 272 PAGE 551

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of (SPECIAL CHARTER)

CITY OF GREENVILLE

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* 25th day of February, A. D., 1981.

William F. Winter
Governor.

Attest:

Edwin Lloyd Pittman
Secretary of State

State of Mississippi
Office of the Attorney General
Jackson, Mississippi 39205

Bill Allain
Attorney General

Post Office Box 220
601-354-7130

February 24, 1981

The Honorable William F. Winter
Governor, The State of Mississippi
Walter Sillers State Office Building
Jackson, Mississippi 39201

Dear Governor Winter:

This refers to a letter dated February 10, 1981, from Sue Evans, your office, which transmitted for the Attorney General's consideration under the provisions of Section 21-17-9, Mississippi Code of 1972, Annotated (the Code), a proposed amendment to the charter of the City of Greenville, as such amendment appears in the attachments to this letter.

By a resolution adopted on January 6, 1981, the governing authorities of the City of Greenville resolved that the charter of the city be amended to increase the amount which the city court may impose for violation of an ordinance from $300.00 fine or imprisonment not exceeding 90 days, or both, to $500.00 fine or imprisonment not exceeding 90 days, or both.

The resolution was published on January 13, 20 and 27, 1981, in Volume 112, Nos. 116, 122 and 128 of the Delta Democrat Times, an original proof of publication on which is attached.

By a resolution adopted on February 17, 1981, the governing authorities of the City of Greenville resolved that no protests were made to the proposed amendment to the special charter increasing the amount of fine.

Certified copies of each of these resolutions are attached.

Based on the above information, the enclosures to this letter, and a review of the proposed charter amendment under the provisions of Section 21-17-9 of the Code, it is the

opinion of this office that such amendment is consistent with the Constitution and Laws of the United States and the Constitution and Laws of the State of Mississippi.

Yours very truly,

BILL ALLAIN, ATTORNEY GENERAL

BY: Richard M. Allen

Richard M. Allen
Special Assistant Attorney General

RMA:hs

Attachments

cc: Mr. G. Kenner Ellis, Jr.
Attorney, City of Greenville
313 South Washington
Greenville, Mississippi 38701

RESOLUTION DECLARING INTENTION OF THE CITY OF GREENVILLE TO AMEND SECTION 2-8 OF ITS SPECIAL CHARTER BY INCREASING THE AMOUNT WHICH THE CITY COURT MAY IMPOSE FROM $300.00 FINE, OR IMPRISONMENT NOT EXCEEDING NINETY (90) DAYS OR BOTH TO $500.00 FINE, OR IMPRISONMENT NOT EXCEEDING NINETY (90) DAYS OR BOTH

WHEREAS, Section 2-8 of the Special Charter of the City of Greenville currently reads as follows:

> The city council of Greenville may enact all ordinances and enforce the same for the punishment of misdemeanors that are now offenses under the general laws of the state, and will pass such other ordinances for the general welfare, peace and health of the city as may be deemed proper, not inconsistent with the Constitution of the State of Mississippi, or of the United States, by fine not exceeding three hundred dollars ($300.00), or imprisonment not exceeding ninety (90) days or both;

and,

WHEREAS, The City Council of Greenville has found and determined that the allowable fines for punishment of misdemeanors committed within the City of Greenville should be increased from $300.00 to $500.00; and,

WHEREAS, pursuant to Section 21-17-9, Mississippi Code of 1972, The City Council of Greenville desires to amend its Special Charter in order to effect said increase of allowable fines;

NOW, THEREFORE, BE IT RESOLVED by The City Council of Greenville as follows, to-wit:

1. The City Council of Greenville desires to amend Section 2-8 of its Special Charter to read as follows:

> The city council of Greenville may enact all ordinances and enforce the same for the punishment of misdemeanors that are now offenses

under the general laws of the state, and will pass such other ordinances for the general welfare, peace and health of the city as may be deemed proper, not inconsistent with the Constitution of the State of Mississippi, or of the United States, by fine not exceeding five hundred dollars ($500.00), or imprisonment not exceeding ninety (90) days, or both.

2. This resolution shall be published once each week for three weeks in the Delta Democrat-Times, a legal newspaper published in said municipality.

3. If, after said publication is made, one-tenth (1/10) of the qualified electors of the City of Greenville protest against said amendment, a special election shall be called for ratification of said amendment by a majority of the electors of said municipality voting in said special election. If there be no protest by one-tenth (1/10) of the qualified electors of said City, or in the event of such protest said amendment is ratified by a majority of the electors of said municipality, said amendment shall be submitted to the Governor of the State of Mississippi, who shall approve same providing that in the opinion of the Attorney General the proposed amendment is consistent with the Constitution and laws of the United States and the State of Mississippi.

4. Said amendment, when approved by the Governor, shall be recorded in the office of the Secretary of State for the State of Mississippi and upon the records of The City Council of the City of Greenville, Mississippi, and when so recorded shall have the force and effect of law.

RESOLVED this 6th day of January, 1981.

THE CITY COUNCIL OF GREENVILLE

BY: William C. Burnley, Jr.
William C. Burnley, Jr., Mayor

ATTEST:

Tommie G. Jefcoat, City Clerk

STATE OF MISSISSIPPI

COUNTY OF WASHINGTON

I, T. G.Jefcoat, City Clerk within and for the City of Greenville, Washington County, Mississippi, do hereby certify that the foregoing constitutes a true and correct copy of a certain resolution adopted by the Council of said City on the 6th day of January, 1981, as fully as the same appears and remains of record in my office.

WITNESS my hand and seal of the City of Greenville, Mississippi, at my office in said City, this the 7th day of January, 1981.

T. G. JEFCOAT, CITY CLERK

(SEAL)

RESOLUTION FINDING NO PROTESTS TO AMENDMENT
TO SPECIAL CHARTER INCREASING THE AMOUNT
WHICH THE CITY COURT MAY IMPOSE BY WAY OF FINE

WHEREAS on January 6, 1981, The City Council of Greenville adopted a Resolution declaring its intention to amend Section 2-8 of its Special Charter by increasing the amount which the City Court may impose from a $300.00 fine to a $500.00 fine; and,

WHEREAS said Resolution was published once each week for three successive weeks in the Delta Democrat-Times, a legal newspaper published in said municipality, to-wit:

January 13, 1981; January 30, 1981; & January 27, 1981; and,

WHEREAS no objections were filed or received opposing said amendment.

NOW, THEREFORE, The City Council of Greenville doth hereby find and determine that no objections were filed or received opposing the amendment to Section 2-8 of the Special Charter of the City of Greenville raising the amount of fine which may be imposed by the City Court for punishment of misdemeanors from $300.00 to $500.00, and that no special election need or shall be called for ratification of said amendment by the electors of the City of Greenville.

RESOLVED this 17th day of February, 1981.

THE CITY COUNCIL OF GREENVILLE

BY: Wm. C. Burnley, Jr.
William C. Burnley, Jr., Mayor

ATTEST:

Lynn Gilder
Lynn Gilder
Assistant City Clerk

RESOLUTION DECLARING INTENTION OF THE CITY OF GREENVILLE TO AMEND SECTION 2-8 OF ITS SPECIAL CHARTER BY INCREASING THE AMOUNT WHICH THE CITY COURT MAY IMPOSE FROM $300.00 FINE, OR IMPRISONMENT NOT EXCEEDING NINETY (90) DAYS OR BOTH TO $500.00 FINE, OR IMPRISONMENT NOT EXCEEDING NINETY (90) DAYS OR BOTH

WHEREAS, Section 2-8 of the Special Charter of the City of Greenville currently reads as follows:

The city council of Greenville may enact all ordinances and enforce the same for the punishment of misdemeanors that are now offenses under the general laws of the state, and will pass such other ordinances for the general welfare, peace and health of the city as may be deemed proper, not inconsistent with the Constitution of the State of Mississippi, or of the United States, by fine not exceeding three hundred dollars ($300.00), or imprisonment not exceeding ninety (90) days or both; and,

WHEREAS, The City Council of Greenville has found and determined that the allowable fines for punishment of misdemeanors committed within the City of Greenville should be increased from $300.00 to $500.00; and,

WHEREAS, pursuant to Section 21-17-9, Mississippi Code of 1972, The City Council of Greenville desires to amend its Special Charter in order to effect said increase of allowable fines;

NOW, THEREFORE, BE IT RESOLVED by The City Council of Greenville as follows, to-wit:

1. The City Council of Greenville desires to amend Section 2-8 of its Special Charter to read as follows:

The city council of Greenville may enact all ordinances and enforce the same for the punishment of misdemeanors that are now offenses under the general laws of the state, and will pass such other ordinances for the general welfare, peace and health of the city as may be deemed proper, not inconsistent with the Constitution of the State of Mississippi, or of the United States, by fine not exceeding five hundred dollars ($500.00), or imprisonment not exceeding ninety (90) days, or both.

2. This resolution shall be published once each week for three weeks in the Delta Democrat Times, a legal newspaper published in said municipality.

3. If, after said publication is made, one-tenth (1/10) of the qualified electors of the City of Greenville protest against said amendment, a special election shall be called for ratification of said amendment by a majority of the electors of said municipality voting in said special election. If there be no protest by one-tenth (1/10) of the qualified electors of said City, or in the event of such protest said amendment is ratified by a majority of the electors of said municipality, said amendment shall be submitted to the Governor of the State of Mississippi, who shall approve same providing that in the opinion of the Attorney General the proposed amendment is consistent with the Constitution and laws of the United States and the State of Mississippi.

4. Said amendment, when approved by the Governor, shall be recorded in the office of the Secretary of State for the State of Mississippi and upon the records of The City Council of the City of Greenville, Mississippi, and when so recorded shall have the force and effect of law.

RESOLVED, this 6th day of January, 1981.

THE CITY COUNCIL OF GREENVILLE

BY: William C. Burnley, Jr., Mayor

ATTEST:
Tommie G. Jefcoat, City Clerk

1/13,20,27'81

E STATE OF MISSISSIPPI

County of Washington, City of Greenville

ore me, Eunice P. Harlin, a Notary Public in and for Martha Parks, who makes oath that she printed and published in the City of Greenville, Washington County,

The Delta Democrat-Times

deposes and says that the publication of a notice, a true copy of which is made in said paper 3 weeks consecutively, to-wit:

In Volume 112 Number 116 Dated 1-13, 1981
In Volume 112 Number 122 Dated 1-20, 1981
In Volume 112 Number 128 Dated 1-27, 1981
In Volume Number Dated , 19
In Volume Number Dated , 19
In Volume Number Dated , 19

hat the several numbers of said newspaper containing the above notice ore me and compared with the copy annexed and that I find the publica- en correctly made.

Martha Parks

eal this 27th day of January 1981

Eunice P. Harlin
Notary Public.

My Commission Expires Mar. 11, 1981

67

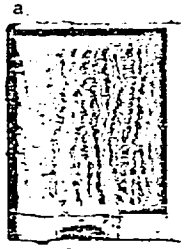
272 358

STATE OF MISSISSIPPI)
)
COUNTY OF WASHINGTON)

I, T. G. Jefcoat, City Clerk in and for the City of Greenville, Mississippi, do hereby certify that the foregoing constitutes a true and correct copy of a certain resolution adopted by the Council of the City of Greenville on the 6th day of January and a proof of publication of same.

WITNESS my hand this the 28th day of January, 1981.

T. G. Jefcoat
T. G. JEFCOAT, CITY CLERK



THE STATE OF MISSISSIPPI

County of Washington, City of Greenville

Personally appeared before me, Eunice P. Harlin, a Notary Public in and for said City and County, Martha Parks, who makes oath that she is Clerk of a newspaper printed and published in the City of Greenville, Washington County, Mississippi, called

The Delta Democrat-Times

n, deposes and says that the publication of a notice, a true copy of which is en made in said paper 3 weeks consecutively, to-wit:

In Volume 112 Number 116 Dated 1-13-, 1981
In Volume 112 Number 122 Dated 1-20-, 1981
In Volume 112 Number 128 Dated 1-27-, 1981
In Volume ____ Number ____ Dated ____, 19__
In Volume ____ Number ____ Dated ____, 19__
In Volume ____ Number ____ Dated ____, 19__

hat the several numbers of said newspaper containing the above notice fore me and compared with the copy annexed and that I find the publica- een correctly made.

Martha Parks

eal this 18th day of February, 1981

Eunice P. Harlin
Notary Public.

My Commission Expires Mar 11 1981

RESOLUTION DECLARING INTENTION OF THE CITY OF GREENVILLE TO AMEND SECTION 2-8 OF ITS SPECIAL CHARTER BY INCREASING THE AMOUNT WHICH THE CITY COURT MAY IMPOSE FROM $300.00 FINE, OR IMPRISONMENT NOT EXCEEDING NINETY (90) DAYS OR BOTH TO $500.00 FINE, OR IMPRISONMENT NOT EXCEEDING NINETY (90) DAYS OR BOTH

WHEREAS, Section 2-8 of the Special Charter of the City of Greenville currently reads as follows

The city council of Greenville may enact all ordinances and enforce the same for the punishment of misdemeanors that are now offenses under the general laws of the state, and will pass such other ordinances for the general welfare, peace and health of the city as may be deemed proper, not inconsistent with the Constitution of the State of Mississippi, or of the United States, by fine not exceeding three hundred dollars ($300.00), or imprisonment not exceeding ninety (90) days or both; and

WHEREAS, The City Council of Greenville has found and determined that the allowable fines for punishment of misdemeanors committed within the City of Greenville should be increased from $300.00 to $500.00, and

WHEREAS pursuant to Section 21-17-9, Mississippi Code of 1972, The City Council of Greenville desires to amend its Special Charter in order to effect said increase of allowable fines;

NOW, THEREFORE, BE IT RESOLVED by The City Council of Greenville as follows, to-wit:

1. The City Council of Greenville desires to amend Section 2-8 of its Special Charter to read as follows:

The city council of Greenville may enact all ordinances and enforce the same for the punishment of misdemeanors that are now offenses under the general laws of the state, and will pass such other ordinances for the general welfare, peace and health of the city as may be deemed proper, not inconsistent with the Constitution of the State of Mississippi, or of the United States, by fine not exceeding five hundred dollars ($500.00), or imprisonment not exceeding ninety (90) days, or both.

2. This resolution shall be published once each week for three weeks in the Delta Democrat Times, a local newspaper published in said municipality.

3. If, after said publication is made, one-tenth (1/10) of the qualified electors of the City of Greenville protest against said amendment, a special election shall be called for ratification of said amendment by a majority of the electors of said municipality voting in said special election. If there be no protest by one tenth (1/10) of the qualified electors of said City, or in the event of such protest said amendment is ratified by a majority of the electors of said municipality, said amendment shall be submitted to the Governor of the State of Mississippi, who shall approve same providing that in the opinion of the Attorney General the proposed amendment is consistent with the Constitution and laws of the United States and the State of Mississippi.

4. Said amendment, when approved by the Governor, shall be recorded in the office of the Secretary of State for the State of Mississippi and upon the records of The City Council of the City of Greenville, Mississippi, and when so recorded shall have the force and effect of law.

RESOLVED, this 6th day of January, 1981

THE CITY COUNCIL OF GREENVILLE
BY: William C. Burnley, Jr., Mayor

ATTEST
Tommie C. Jofcsat, City Clerk

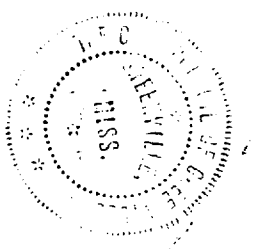
BOOK 272 PAGE 560

STATE OF MISSISSIPPI

COUNTY OF WASHINGTON

I, Lynn Gilder, Assistant City Clerk for the City of Greenville, Washington County, Mississippi, do hereby certify that the foregoing constitutes a true and correct of a Resolution adopted by the City Council of the City of Greenville on the 17th day of February, 1981, as fully as the same appears and remains on record in the office of the City Clerk at the City Hall in said City.

WITNESS my signature this the 19th day of February, 1981.



Lynn Gilder

LYNN GILDER, ASSISTANT CITY CLERK