State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

CHRISTIAN FRIENDS SOCIETY, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 2nd day of December, A. D., 1981.

LIEUTENANT AND ACTING Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

RESOLUTION OF Christian Friends Society
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 Christian Friends Society 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 James L. Foster, Rolene Holley and Donald L. Bishop are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named The Christian Friends Society, 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, Belinda Craft, 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 22 day of July, 1980, at Louisville, Mississippi at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 23 day of November, 1981.

Secretary Belinda Craft

CHARTER OF INCORPORATION
OF
CHRISTIAN FRIENDS SOCIETY

1. The corporate title of said corporation shall be: CHRISTIAN FRIENDS SOCIETY, INC.

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

James L. Foster
Route 3, Box 98 A
Louisville, Mississippi 39339

Rolene Holley
712 N Church Ave.
Louisville, MS 39339

Donald L. Bishop
701 West Main Street
Louisville, Mississippi 39339

3. The domicile of the corporation shall be Main and Church Streets, Louisville, Mississippi 39339.

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

Said corporation is organized exclusively for religious and charitable purposes, including, for such purposes the solicitation of contributions (money or other personal property) for distribution to needy individuals and groups of peoples, 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 not contrary to law.

All assets of the corporation shall be principally and directly dedicated exclusively to religious and charitable work. The corporation shall not engage in business activities for profit and no part of any net

earnings of the corporation shall inure to the benefit of any member, director or officer of that corporation, or any private individual, save and except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and no member, director or officer of the corporation, or private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of secular propaganda, or otherwise attempting to influence legislation.

Norwithstanding any other provision of these articles, the corporation shall not conduct or carry on any activities not permitted by an organization except under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations.

Upon the dissolution or liquidation or other winding up of this corporation of its assets, principal and income, subject to the payment of its debts, shall be distributed to an organization which is exempt under Section 501(c)(3).

5. Period of existence shall be perpetual.

6. The membership of the corporation shall consist of One (1) member from any church of any denomination in Winston County, Mississippi, with a membership of One Hundred (100) or less, with churches having a membership of more than One Hundred (100) to have One (1) additional member for each additional One Hundred (100) members in that church, with the maximum members of any one church to this corporation being Four (4). All members will be selected and

certified to this corporation according to the rules and regulations governing the churches from which they are selected. The Officers of the Louisville-Winston County Ministerial Association in Winston County, Mississippi, will also be members of this corporation. The period of membership to this corporation will be determined by the church which the member represents.

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 or 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 the 9th day of November, 1981.

James L. Foster, Incorporator

Rolene Holley, Incorporator

Donald L. Bishop, Incorporator

STATE OF MISSISSIPPI

COUNTY OF WINSTON

This day personally appeared before me, the undersigned authority James L. Foster, Rolene Holley, and Donald L. Bishop, incorporators of the corporation known as CHRISTIAN FRIENDS SOCIETY INC. who acknow-

ledged that they signed and executed the above and foregoing Charter of Incorporation as their act and deed on this the 9th day of November, 1981.

Deborah Cockrell
Notary Public

My Commission Expires:

My Commission Expires Aug. 7, 1984

Received at the office of the Secretary of State, this the 25th day of Nov.

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.,

December 1, 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 W. Allen
Special Assistant Attorney General.

C-84

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MISSISSIPPI TOWING AND RECOVERY PROFESSIONALS, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 2nd day of December, A. D., 1981.

LIEUTENANT AND ACTING Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

RESOLUTION OF MISSISSIPPI TOWING AND RECOVERY PROFESSIONALS.
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 Towing and Recovery Prof. 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 Hall, Sec./Trea R. O. Richardson, President-Robert S. Taylor, Vice-Pres./Dist. Five are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Mississippi Towing and Recovery Professionals, 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, JIM HALL, 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 22nd day of August, 1981, at Biloxi, Mississippi at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 3rd day of November, 1981.

Secretary x Jim Hall

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:

MISSISSIPPI TOWING AND RECOVERY PROFESSIONALS ,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 certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
R. O. Richardson	P. O. Box 66 1725 Highway 45	Columbus,	MS.
Robert S. Taylor	Highway 45 North	Columbus,	MS.
Jim Hall	P. O. Box 54013	Pearl,	MS.

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

3. The domicile is at 1725 Highway 45 North - Columbus, MS. 39701
(Street and No.) (City) (State)

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

This Corporation is organized pursuant to the "CORPORATIONS NOT-FOR-PROFIT" law of the State of Mississippi set forth in the provisions of Section 79-11-1, Code of Mississippi of 1972, and ammendments thereto. 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:

The primary purpose of which this Corporation is formed is to maintain and operate a trade association for operators and businesses in the towing, storage, and recovery industry in the State of Mississippi. To serve as a clearing house for trade information for its members; and to assist its members in understanding and complying with the laws and rules and regulations issued by any and all governmental jurisdictions and agencies in the motor carrier industry in general and the towing and recovery industry in particular; and to serve legislative bodies by informing them of trade facts and problems so that legislation can best serve the public; and to engage in public relations activities to enhance the image of the industry in the public eye, and to present the industry's position and laws and administrative regulations; and to promote and conduct industry trade shows and to support those conducted by states and provinces; and to promote model and standardized legislation and regulations. The power and management of this Corporation are and shall be vested in the Board of Directors, and Officers as hereinafter set forth.

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 279 PAGE 11

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.

10/19/81

Signatures: R. O. Richardson, President

Robert S. Taylor, V. Pres.-Dist. Five

X Jim Hall, Secretary/Treasurer

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of LOWNDES

This day personally appeared before me, the undersigned authority R. O. Richardson Robert S. Taylor

incorporators of the corporation known as the Mississippi Towing & Recovery Professionals, 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 19th day of October 1981

My Commission Expires: Nov. 3, 1982

Mary Beth Craft

STATE OF MISSISSIPPI

County of JACKSON

This day personally appeared before me, the undersigned authority Jim Hall

incorporators of the corporation known as the Mississippi Towing & Recovery Professionals, Inc. who acknowledged that (he) (~~they~~) signed and delivered the above and foregoing charter of incorporation as (~~his~~) (~~their~~) act and deed on this the 2nd day of November 1981

MY COMMISSION EXPIRES FEB. 15, 1982

Nevell E. Sutherland

Received at the office of the Secretary of State this the 9th day of Nov. 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., November 30, 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.

Need Copy

ARTICLES OF INCORPORATION
OF
MISSISSIPPI TOWING AND RECOVERY PROFESSIONALS
A
NOT-FOR-PROFIT
CORPORATION

ARTICLE I NAME

The name of this Corporation is Mississippi Towing and Recovery Professionals.

ARTICLE II ENABLING LAW

This Corporation is organized pursuant to the "CORPORATIONS NOT-FOR-PROFIT" law of the State of Mississippi set forth in the

ARTICLE III PURPOSES

1. The primary purpose of which this Corporation is formed is to maintain and operate a trade assocition for operators and businesses in the towing, storage, and recovery industry in the State of Mississippi.

2. To serve as a clearing house for trade information for its members; and

3. To assist its members in understanding and complying with the laws and rules and regulations issued by any and all governmental jurisdictions and agencies in the motor carrier industry in general and the towing and recovery industry in particular; and

4. To serve legislative bodies by informing them of trade facts and problems so that legislation can best serve the public; and

5. To engage in public relations activities to enhance the image of the industry in the public eye, and to present the industry's position and laws and administrative regulations; and

6. To promote and conduct industry trade shows and to support those conducted by states and provinces; and

7. To promote model and standardized legislation and regulations.

ARTICLE IV TERM

This Corporation shall have perpetual existence.

ARTICLE V INCORPORATORS

R.O.Richardson, President
Jim Hall, Secretary, Treasurer
Robert S. Taylor, Vice-President-District Five

ARTICLE VI MEMBERSHIP

1. OPERATING MEMBERS
Any individual or company actively engaged in the towing-recovery-storage industry in the state of Mississippi may become a operating member by submitting a signed application for membership and paying annual dues of $240.

2. ASSOCIATE MEMBERS
Any individual or company engaged in manufacturing or retailing wreckers, trucks, car carriers, or component parts thereof, may become an associate member by submitting an application and paying dues of $240. per year. No other qualifications or procedures are required.

3. Only Operating Members may vote.

ARTICLE VII MANAGEMENT

1. BOARD OF DIRECTORS
A. The power and management of this Corporation are and shall be vested in the Board of Directors, and Officers as hereinafter set forth.

B. The Board of Directors shall be composed of:
(1) The President
(2) The Treasurer
(3) Each Vice President, one to be chosen to represent each of the **nine** regions
(4) **Nine** Directors to be elected at large.

ARTICLE VII MANAGEMENT (continued)

C. Officers shall be a President, Vice Presidents, and a Treasurer, and Executive Director-Secretary.

D. Officers may succeed themselves and their terms of office shall be for two years.

E. The Board of Directors shall determine and establish an office and retain an professional staff to implement the same.

F. The President shall appoint all committees.

ARTICLE VIII REGISTERED OFFICE AND AGENT

1. The office of the Corporation shall be and is
   P.O. Box 66
   1725 Hwy 45
   Columbus, MS. 39701
2. The name of the Registered Agent for this Corporation
   R.O.Richardson

ARTICLE IX INCOME

1. This is not-for-profit corporation.

2. At no time and under no circumstances may any profit or income enure to any member.

3. All and any income shall be used to carry out the purpose of the Corporation as herein above recited, and expenses connected therewith, and not to the benefit of any member.

4. Upon dissolution, any and all assets shall be distributed to an organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code, and under no circumstances to any member.

ARTICLE X BY LAWS

The By-Laws may be amended only at an annual meeting, and then only upon written notice thereof to all members at least two (2) weeks prior to such meetings, by two-thirds vote.

ARTICLE XI DISSOLUTION

This Corporation shall be dissolved and its affairs wound up by a two - thirds vote of its voting members, and when the purposes for which it was formed cease to exist. In such event, any and all assets shall be distributed only pursuant to Article IX hereof.

The UNDERSIGNED, constituting the subscribers of this Corporation for the purpose of forming this Corporation, NOT-FOR-PROFIT, under the laws of the State of Mississippi have executed these Articles of Incorporation, this **1st** day of **July,** 1981.

Ronald O. Richardson

County of Lowndes
State of Mississippi
Subscribed and sworn to before me this 27 Aug day of 1981

Joseph R Leonelli
Notary Public

My Commission expires Feb 25, 1985

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE AMERICAN FOUNDATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 2nd day of December, A. D., 1981.

LIEUTENANT AND ACTING Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

RESOLUTION ADOPTED BY THE
GRASS ROOTS GAZETTE,
AN UNINCORPORATED ASSOCIATION

The following Resolution was adopted by the Grass Roots Gazette, an unincorporated association, located at Route 4, Box 7, Tylertown, Mississippi, 39667, consisting solely of the undersigned persons at a meeting of such unincorporated association held at such address on the 26th day of October, 1981.

"RESOLVED by the undersigned, being the sole members of the Grass Roots Gazette, an unincorporated association, located at Route 4, Box 7, Tylertown, Mississippi, 39667, that the association incorporate and to such end the undersigned are authorized and directed to effect such incorporation under the name The American Foundation, Inc., by completion and execution of all necessary instruments and documents required by the Secretary of State of Mississippi."

Ted C. Weill
TED C. WEILL

P. T. Conerly, Jr.
P. T. CONERLY, JR.

Myra McDaniel
MYRA McDANIEL

CERTIFICATE

I, P. T. CONERLY, JR., Secretary of the Grass Roots Gazette, an unincorporated association, do hereby certify that the above and foregoing is a true and authentic copy of a Resolution adopted by said association at a meeting of the association attended by the above named members of said association, being the sole members of said association, on the 26th day of October, 1981.

THIS the 26th day of October, 1981.

P. T. Conerly, Jr.
P. T. CONERLY, JR., 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

THE AMERICAN FOUNDATION

1. The corporation title of said company is: THE AMERICAN FOUNDATION, 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	
Ted C. Weill	Route 4, Box 7	Tylertown	MS	39667
P. T. Conerly, Jr.	Route 4, Box 7	Tylertown	MS	39667
Myra McDaniel	Route 4, Box 7	Tylertown	MS	39667

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

3. The domicile is at Route 4, Box 7 (Street and No.) Tylertown (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 shall be a non-profit corporation and no shares of stock shall be issued. The corporation shall be organized as authorized by the provisions of §79-11-1 of the Mississippi Code of 1972, as amended. It is a civic improvement and charitable corporation.

5. Period of existence shall be perpetual.

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

To publish, disseminate and distribute educational material consisting of a business newsletter promoting small businesses in the United States under the name "The Grass Roots Gazette" at no expense to the addressees and recipients of such business newsletter.

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 279 PAGE 17

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: Ted C. Weill
TED C. WEILL

P. T. Conerly Jr.
P. T. CONERLY, JR.

Myra McDaniel
MYRA McDANIEL

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Walthall

This day personally appeared before me, the undersigned authority Ted C. Weill, P. T. Conerly, Jr., Myra McDaniel, incorporators of the corporation known as ~~the~~ The American Foundation, 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 29th day of October, 1981

My Commission Expires: 12-18-83 Faye Hemme 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 Nov. 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., November 30, 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.

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE MISSISSIPPI SPORTMAN'S LEAGUE, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 7th day of December, A. D., 1981.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

RESSOLUTION TO INCORPORATE THE
MISSISSIPPI SPORTMAN'S LEAGUE, INC.

THIS IS TO CERTIFY THAT AT THE FOLLOWING OF AN EXCERPT FROM THE LAST MEETING OF THE PROPOSED BOARD OF DIRECTORS AND THE MEMBERSHIP OF THE MISSISSIPPI SPORTMAN'S LEAGUE, INC., AT LARGE, AND PRESENTLY EXISTING FOR SAME, HAVING MET ON THE 5th DAY OF November, 1981, AND BEING, TO-WIT:

IT WAS RESOLVED THAT THE MEMBER SHIP, AT LARGE, HAVING REQUESTED AND VOTED UNANIMOUSLY, WITH MR. DEWITT DAY, MEMBER, HAVING MADE A MOTION TO THE ACTING BOARD OF DIRECTORS TO EMPOWER THE EXECUTIVE COMMITTEE TO DRAW A CONSTITUTION AND BY-LAWS, FOR THIS LEAGUE, AND TO UTILIZE WHATEVER MEANS AND THINGS NECESSARY TO CHARTER THIS GROUP AND/OR ASSOCIATION UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF MISSISSIPPI, AND A NON-PROFIT CORPORATION.

THE ÂFORESAID MOTION HAVING BEEN MADE AND DULY SECONDED BY ANOTHER MEMBER OF THE ASSOCIATION, PRESENT, AND THE APPROVAL OF THE ACTING BOARD HAVING BEEN GIVEM, THE VOTE OF THE MEMBERSHIP AT LARGE WAS UNANIMOUSLY IN FAVOR THEREFORE.

WITNESS MY SIGNATURE AND CERTIFICATION OF THE ABOVE AND FOREGOING STATEMENTS AND EXCERPTS FROM THE MINUTES AS AFORESAID, TOGETHER WITH THE ACCEPTANCE ON BEHALF OF DR. BUDDY GRIFFIN, MR. BOB WINSTEAD AND MR. DEWITT DAY, ALL MEMBERS OF THIS ASSOCIATION, AND BEING ADULT BONA FIDE RESIDENTS OF THE STATE OF MISSISSIPPI, WHO AGREED TO PROCEED WITH THE COMMENCEMENT OF OBTAINING THIS CHARTER, THIS, THE 2nd DAY OF December, 1981.

R.C. (Bob) Everett
R. C. (BOB) EVERETT, ACTING AS
TEMPORARY SECRETARY

SWORN TO AND SUBSCRIBED BEFORE ME, THIS, THE 2nd DAY OF December, 1981.

Karen F. McGuire
NOTARY PUBLIC

MY COMMISSION EXPIRES:
July 19, 1985

THE CHARTER OF INCORPORATION OF THE MISSISSIPPI SPORTMAN'S LEAGUE, INC.

WE, THE UNDERSIGNED NATURAL PERSONS, ALL OF SAME BEING ACTUAL BONA FIDE ADULT RESIDENT CITIZENS OF THE STATE OF MISSISSIPPI, AND ACTING AS INCORPORATORS OF A NON-PROFIT CORPORATION, UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF MISSISSIPPI, DO HEREBY SET FORTH THE FOLLOWING FACTS, TO-WIT:

ONE: THAT THE CORPORATE TITLE OF SAID CORPORATION IS TO BE "THE MISSISSIPPI SPORTMAN'S LEAGUE, INC".

TWO: THAT THE NAMES, STREET ADDRESSES AND POST OFFICE ADDRESSES OF THE RESPECTIVE INCORPORATORS ARE AS FOLLOWS:

(A) DR. BUDDY GRIFFIN, 1600 NORTH STATE STREET, JACKSON, MISSISSIPPI 39202;

(B) MR. BOB WESTERFIELD, 201 HOLLY TRAIL, JACKSON, MISSISSIPPI 39211; AND

(C) MR. DEWITT DAY, 5315 RUNNYMEDE ROAD, JACKSON, MISSISSIPPI 39211.

THREE: THAT THE DOMICILE OF THE CORPORATION IS IN THE STATE OF MISSISSIPPI, AND IT'S PRINCIPLE PLACE OF LOCATION AND STREET ADDRESS IS: 1600 NORTH STATE STREET, JACKSON, MISSISSIPPI 39202; THAT IT'S POST OFFICE ADDRESS IS LISTED AS: 1600 NORTH STATE STREET, JACKSON, MISSISSIPPI 39202.

FOUR: THAT THE CORPORATION INVOLVED HEREIN, IS TO BE A NON-PROFIT CORPORATION, AND THAT NO SHARES OF STOCK ARE TO BE ISSUED AND THIS NON-PROFIT CORPORATION IS AN ASSOCIATION ORGANIZED PURELY FOR CHARITABLE AND ~~FRATERNAL~~ PURPOSES IN NATURE, AND THUS BEING A TIGHT CORPORATION QUALIFIED AND OUTLINED UNDER AND BY

VIRTUE OF SECTION 79-11-1 OF THE MISSISSIPPI CODE OF 1972, AS ANNOTATED AND AMENDED.

FIVE: THAT THE PERIOD OF EXISTENCE OF THE NON-PROFIT CORPORATION INVOLVED HEREIN, IS TO BE PERPETUAL FROM THE DATE OF ITS CHARTER GRANTED BY THE STATE OF MISSISSIPPI.

SIX: THAT THE PURPOSE OF THIS ASSOCIATION SHALL BE AS FOLLOWS:

(A) TO PROMOTE THE CONSERVATION OF FISH, WILDLIFE AND NATURAL RESOURCES IN THE STATE OF MISSISSIPPI; TO PROMOTE SPORTSMANSHIP AND TO ASSOCIATE SPORTSMEN TOGETHER FOR THEIR COMMON GOOD; TO ENCOURAGE THE ORGANIZATION OF SPORTSMEN ON THE COUNTY AND DISTRICT LEVELS OF THIS STATE; TO COOPERATE WITH THE MISSISSIPPI DEPARTMENT OF WILDLIFE CONSERVATION IN THE PROPER ADMINISTRATION OF ITS PROGRAM; AND TO PROMOTE ACTIVITIES WHICH WILL INCULCATE IN THE YOUTH OF THE STATE OF MISSISSIPPI, THE PRINCIPLES OF SPORTSMANSHIP AND AN APPLICATION OF THE VALUE OF A SOUND CONSERVATION POLICY.

(B) TO COORDINATE ALL AGENCIES, SOCIETIES, CLUBS AND INDIVIDUALS WHICH ARE OR SHOULD BE INTERESTED IN THE RESTORATION, WISE USE, CONSERVATION AND SCIENTIFIC MANAGEMENT OF WILDLIFE, AND OTHER NATURAL RESOURCES INTO A PERMANENT, UNIFIED, ACTIVE AGENCY, FOR THE PURPOSE OF SECURING ADEQUATE PUBLIC RECOGNITION OF THE NEEDS AND VALUES OF WILDLIFE RESOURCES AND OTHER NATURAL RESOURCES.

(C) TO DEVELOPE, PROMOTE AND SUPPORT A COMPREHENSIVE EDUCATION PROGRAM BASED UPON SCIENTIFIC STUDY AND TECHNICAL RESEARCH FOR THE ADVANCEMENT, RESTORATION, WISE UP, MANAGEMENT AND CONSERVATION OF WILDLIFE AND OTHER NATURAL RESOURCES.

(D) TO STIMULATE PROPER PUBLIC ATTITUDE

AND APPRECIATION REGARDING THE USE AND MANAGEMENT OF ALL NATURAL RESOURCES, ENABLING OUR PEOPLE TO APPRECIATE THE VALUE AND IMPORTANCE OF ALL RESOURCES.

SEVEN: THAT THIS CORPORATE ASSOCIATION SHALL ISSUE NO SHARES OF STOCK, SHALL DIVIDE NO DIVIDENDS OR PROFITS AMONG THEIR 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 THE CREDITORS.

WITNESS OUR SIGNATURES, THIS, THE 5th DAY OF November, 1981.

Buddy Griffin
DR. BUDDY GRIFFIN, INCORPORATOR

Bob Westerfield
MR. BOB WESTERFIELD, INCORPORATOR

A. Dewitt Day
MR. DEWITT DAY, INCORPORATOR

STATE OF MISSISSIPPI
COUNTY OF HINDS:::::

PERSONALLY APPEARED BEFORE ME, THIS DATE, THE UNDERSIGNED AUTHORITY, IN AND FOR THE AFORESAID JURISDICTION, THE WITHIN NAMED DR. BUDDY GRIFFIN, MR. BOB WESTERFIELD AND MR. DEWITT DAY, INCORPORATORS, IN AND FOR THE MISSISSIPPI SPORTSMAN LEAGUE, INC., ALL OF SAME BEING KNOWN BY ME, AND BEING KNOWN TO THE PERSONS REPRESENTED HEREIN, AND HAVING ACKNOWLEDGED AND SIGNED THE ABOVE AND FOREGOING

CHARTER OF INCORPORATION FOR A NON-PROFIT CORPORATION, IN MY PRESENCE, STATING UNDER THEIR OATH, THAT ALL THE MATTERS AND THINGS AS SET FORTH THEREIN, ARE TRUE AND CORRECT AS THEREIN STATED.

Buddy Griffin
DR. BUDDY GRIFFIN, INCORPORATOR

Bob Westerfield
MR. BOB WESTERFIELD, INCORPORATOR

A. Dewitt Day
MR. DEWITT DAY, INCORPORATOR

SWORN TO AND SUBSCRIBED BEFORE ME, THIS, THE 5th DAY OF November, 1981.

Bennett L Clibon
NOTARY PUBLIC

MY COMMISSION EXPIRES:
Jan. 17, 1982

SEAL

Received at the office of the Secretary of State, this the 3rd day of Dec.

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.,

December 4, 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

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

SOUTHERN CRAPPIE 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 7th day of December, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

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

Be it resolved by the members of Southern Crappie Association, Inc. an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that Milton A. Smith, Barbara T. Smith and James W. Amos are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Southern Crappie 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, Barbara T. 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 true and correct copy of a Resolution duly adopted at a meeting thereof held on the 23rd day of October, 1981, at 487 Holly Springs Street, Hernando, Miss. 38632 at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 23rd day of October, 1981.

Secretary Barbara T. Smith
Barbara T. Smith

THE CHARTER OF INCORPORATION

OF

SOUTHERN CRAPPIE ASSOCIATION, INC.

1. The Corporation title of said company is: SOUTHERN CRAPPIE ASSOCIATION, INC.

2. The names, street address and post office address of the incorporators are:

Name	Street & No.	City	State
Milton A. Smith	3570 Ben Ledi's	Hernando,	Miss. 38632
Barbara T. Smith	3570 Ben Ledi's	Hernando,	Miss. 38632
James W. Amos	487 Holly Springs	Hernando,	Miss. 38632

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

3. The domicile is at 3570 Ben Lnei's, Hernando, Mississippi 38632.

4. SOUTHERN CRAPPIE ASSOCIATION, INC., is a non-profit economic and industrial development association and no shares of stock shall be issued.

5. Existence shall be perpetual.

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

(a) To further by all proper and legal agencies and means the development of the crappie fishing industry in the southern areas of the United States.

(b) To secure and circulate literature with reference to the crappie fishing industry. To collect membership fees and donations from members and the public; to promote crappie fishing and to carry out the objects and purposes of the corporation;

(c) 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.

(d) to borrow money and secure same for the purpose of building, maintaining, or repairing buildings or structures which are used in connection with the pruposes of this corporation.

(e) No dividends shall be declared or paid to members, and no member shall personally gain or secure individual profit from said corporation.

(f) None of the real or personal property shall ever be used or expended except in carrying out the legitimate ends and aims of the corporation. The rights and powers which may be exercised by this corporation shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated.

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 (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.

Milton A. Smith

Milton A. Smith, Incorporator

Barbara T. Smith

Barbara T. Smith, Incorporator

James W. Amos, Incorporator

STATE OF MISSISSIPPI

COUNTY OF DESOTO

This day personally appeared before me, the undersigned authority of law in and for the jurisdiction aforesaid, Milton A. Smith, Barbara T. Smith, and James W. Amos, Incorporators of the corporation known as SOUTHERN CRAPPIE ASSOCIATION, INC., who acknowledged that they signed and delivered the above and foregoing Articles of Incorporation as their act and deed on this the 30th day of October, 1981.

H. G. Ferguson
Notary Public Chancery Clerk
by D. Thompson, D.C.

(SEAL)

My Commission Expires:
MY COMMISSION EXPIRES JAN. 2, 1984

RECEIVED AT THE OFFICE OF THE SECRETARY OF STATE this the 3rd day of Dec., 1981, together with the sum of Twenty Dollars ($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

December 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 the United States.

Bill Allain
Attorney General

By: Richard M. Allen
Assistant Attorney General
Special

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

R-C 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 7th day of December, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF R-C 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 R-C 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 Raymond C. Brown and Byron Cain and Thomas W. Sanford are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named R-C 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, Raymond C. 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 day of December 1, 1981, 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 1ST day of December, 1981

Secretary Raymond C. 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

BOOK 279 PAGE 32

R-C HUNTING CLUB

1. The corporation title of said company is: R-C HUNTING CLUB, INC.

2. The names and post office address 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
Raymond C. Brown	2852 Ridgeland Drive	Jackson	MS 39212
Byron Cain	Wade Road / P.O. Box 306	Canton	MS 39046
Thomas W. Sanford	515 Court Street	Jackson	MS 39201

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

3. The domicile is at 2852 Ridgeland Drive (Street and No.) Jackson (City) MS (State)

4. (Here set out that the corporation is NonProfit 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 fo 1972, and amendments thereto.)

Non profit corporation issuing no shares of stock and organized under Section 79-11-1, Code of Mississippi of 1972. 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:

The furtherance of good fellowship; conservation of wild game resources and furtherance of the art and skill of hunting and fishing; and to do all things in the hunting of deer, squirrels, rabbits, birds and other wild game legally permitted.

Further, to enter into leases and contracts necessary to provide an adequate place or places to accomplish said goals.

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: Raymond C. Brown
RAYMOND C. BROWN

Byron Cain
BYRON CAIN

Thomas W. Sanford
THOMAS W. SANFORD

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of HINDS

This day personally appeared before me, the undersigned authority Raymond C. Brown, Byron Cain, Thomas W. Sanford, _____, _____, _____

incorporators of the corporation known as the R-C 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 1st day of December, 1981

My Commission Expires: 9-14-85

Connie Elaine Cargle
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 deeds on this the _____ day of _____, 19__

Received at the office of the Secretary of State this the 3rd day of December 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., December 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
Special Assistant Attorney General

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

BOOK 279 PAGE 34

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

MISSISSIPPI PLANT FOOD COUNCIL

changing name to:

MISSISSIPPI AGRICULTURAL CHEMICALS COUNCIL

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 7th day of December, A. D., 1981.

William F. Winter

Governor.

Attest:

Edwin Lloyd Pittman

Secretary of State.

CERTIFIED COPY OF RESOLUTION
ADOPTED BY
THE MISSISSIPPI PLANT FOOD COUNCIL
AT A MEETING OF THE MEMBERS HELD ON
September 30, 1969
AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF
The Mississippi Plant Food Council

WHEREAS, The Mississippi Plant Food Council 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 organization

THEREFORE, BE IT RESOLVED by The Members of the Mississippi Plant Food Council that its charter is amended as follows:

To Change the Name - Mississippi Plant Food Council, to Mississippi Agricultural Chemicals Council

CERTIFICATE

I, Charles T. Shotts, Secretary-Treasurer The Miss. Agricultural Chemicals Council 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 The Mississippi Plant Food Council in a meeting assembled on the 30th

BOOK 279 PAGE 36

ARTICLES OF AMENDMENT TO THE

CHARTER OF INCORPORATION

OF

Mississippi Plant Food Council

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:

Change name to Mississippi Agricultural Chemicals Council

SECOND: The following amendment of the Charter of Incorporation was adopted by the members of the corporation on September 30, 19 69, at a regular meeting of the members of the corporation at Jackson, Mississippi:

Change name to Mississippi Agricultural Chemicals Council.

DATED: This the 1st day of December, 19 81.

SIGNED: Miss. Agricultural Chemicals Council
(Name of Corporation)

BY: Charles T. Shotts
Secretary-Treasurer

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
COUNTY OF Hinds

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Charles T. Shotts ~~President~~ Sec.-Treas. of Miss. Agricultural

Chemicals Council, who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of Mississippi Plant Food Council, on this the 1st day of December, 1981.

NOTARY PUBLIC

My Commission expires:

My Commission Expires January 22, 1985

day of September, 1969, in Jackson

Mississippi.

WITNESS MY SIGNATURE, this 1st day of December,

19 81.

Charles T. Stokes

Secretary-Treasurer

Received at the office of the Secretary of State, this the 1st day of December

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.,

December 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 W. Allen
Assistant Attorney General.

C-64

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

DELTA GROUP HOME FOR GIRLS, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 7th day of December, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

CERTIFIED COPY OF RESOLUTION AUTHORIZING INCORPORATION
OF DELTA GROUP HOME FOR GIRLS

I, Nona H. Wainwright, Secretary of Delta Group Home for Girls, an unincorporated association of adult resident citizens of the City of Leland in Washington County, Mississippi, do hereby certify that the following resolution was adopted at a meeting of said association held in the City of Leland, Washington County, Mississippi, on the 24th day of November, 1981:

"BE IT RESOLVED that Nona H. Wainwright, Frank Gardner Power, and Margaret G. Saucier, be, and they hereby are authorized to make application to the Secretary of State of Mississippi for a Charter of Incorporation under the laws of the State of Mississippi for the purposes aforesaid to be known as Delta Group Home for Girls, Inc.; and

BE IT FURTHER RESOLVED that the above named persons be and they hereby are authorized to act as incorporators of said non-profit corporation and to do any and all things necessary and proper to obtain such Charter of Incorporation and to organize said non-profit corporation."

WITNESS my signature, this 1st day of December, 1981.

Nona H. Wainwright
Secretary of Delta Group

CHARTER OF INCORPORATION

OF

DELTA GROUP HOME FOR GIRLS

ARTICLE I.

The corporate title of said company shall be: Delta Group Home for Girls, Inc.

ARTICLE II.

The names and post office addresses of the incorporators are:

Name	Address
1) Nona H. Wainwright	120 Cotton Drive Leland, Mississippi 38756
2) Frank Gardner Power	101 Mimosa Drive Leland, Mississippi 38756
3) Margaret G. Saucier	123 Cotton Drive Leland, Mississippi 38756

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

ARTICLE III.

The domicile of the corporation is 202 Lilac Lane, Greenville, Mississippi 38701.

ARTICLE IV.

The corporation shall be a non-profit corporation and no shares of stock shall be issued. As set forth in Article VI below this corporation is of the type authorized to be incorporated as a non-profit corporation under the provisions of the laws of the State of Mississippi. It is a civic improvement corporation.

ARTICLE V.

The period of existence of the corporation shall be perpetual.

ARTICLE VI.

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 said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish stated purposes of the corporation, are as follows:

1. To operate as an incorporated civic improvement society to promote the development and maturity of girls in the local and surrounding community and to enhance their eudcational, vocational and character development.

2. To promote, establish, conduct, operate, and maintain activities on its own behalf and to assist the Youth Court of Washington County, Mississippi, along with other persons, organizations and institutions, in the guidance, care and education of girls in need of social development and parental supervision.

3. 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 to construct, erect, equip, and maintain any necessary facilities, buildings or equipment for the use, benefit, employment, training or other assistance and help to all persons in the fulfillment of the purposes of the corporation and subject to such rules, regulations and restrictions of the properly designated officers of the corporation.

4. To cooperate with any and all departments, agencies, courts, and offices of the United States Government, of the Government of the State of Mississippi, and of the Government of the counties and municipalities of the State of Mississippi necessary for the implementation and growth of the program of this corporation.

5. To make application for, receive, extend or otherwise dispose of funds or property, real, personal or mixed, as may be from time to time available from any federal, state, county, municipal or other governmental authorities or agencies, including such funds or properties as may be contributed or made available by foundations, companies, corporations, business concerns, individuals or other sources so long as such expenditure and/or disposal of funds or materials or properties are for the purpose of implementing the purposes of this corporation.

6. To elect or appoint directors, and such other officers and agents of the corporation as may be provided by the by-laws of the corporation. The rights, power, 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.

7. To employ and/or discharge, under such terms as may be from time to time established by the board of directors of the corporation, a director and other staff employees as required for the proper execution of the powers of the corporation.

8. To make and alter, by and through the members of the corporation, by-laws for the administration and regulation of the affairs of the corporation, not inconsistent with this charter of incorporation or with the laws of the State of Mississippi or the United States of America.

9. To carry on all necessary activities, elect officers, secure and erect facilities, and exercise all powers granted by this Charter of Incorporation.

10. To make contracts with persons, firms, organizations, and/or political subdivisions as may be necessary to implement, manage and/or operate any and all of the corporation's activities.

11. To make, contract and incur liabilities, borrow money at such rates of interest as the board of directors may from time to time determine, 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, franchise and income under such terms and conditions as the board of directors may from time to time determine.

12. To sue and to be sued, to complain and defend in its corporate name in any civil action brought in any court of the United States or of the State of Mississippi.

13. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, and use real or personal property or any interest therein.

14. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

15. To indemnify any director or officer or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation in which this corporation owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross and willful negligence or misconduct in the performance of duty, or a violation of the provisions of Chapter 21, Title 75, Mississippi Code of 1972; and to make any other lawful indemnification that shall be authorized by the Charter of Incorporation of by any by-laws or resolutions adopted by the members after notice.

16. To have 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 or as provided in the by-laws.

17. In the event of dissolution, all of the remaining assets of the corporation shall be distributed to such educational, charitable and literary organizations as have been determined tax exempt under Section 501(c)(3) of the Internal Revenue Code of the United States of 1954, as amended, or any similar provision to be hereafter enacted; the particular organizations to which distribution is to be made hereunder shall be selected by a majority vote of the entire board of directors.

18. All assets of the corporation shall be principally dedicated to the non-profit purposes stated herein in Article VI. No part of any net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the

corporation affecting one or more of its members, and no member, director or officer of the corporation, or private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. Notwithstanding any other provision of this charter, the corporation shall not conduct or carry on any activities not permitted by an organization exempted under Section 501(c)(3) of the Internal Revenue Code of the United States of 1954, as amended, and its regulations as they now exist or as they may be hereafter amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of said code and regulations.

19. To have and exercise all powers necessary or convenient to effect 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 Chapter 11 of Article 79, Mississippi Code of 1972, as amended.

ARTICLE VII.

The corporation shall not be required to make publication of its charter, shall not issue any shares of stock, shall not divide any dividends or profits among its members, and expulsion shall be the only remedy for non-payment of dues. The corporation shall vest in each member the right of one vote in the election of all officers. The loss of membership of death or otherwise, shall terminate all interest of the members in the corporate assets. 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, this 1st day of December, 1981.

Nona H. Wainwright
Nona H. Wainwright

Frank Gardner Power
Frank Gardner Power

Margaret G. Saucier
Margaret G. Saucier

INCORPORATORS

STATE OF MISSISSIPPI
COUNTY OF WASHINGTON

Personally appeared before me the undersigned authority in and for the jurisdiction aforesaid, the within named Nona H. Wainwright, Frank Gardner Power, and Margaret G. Saucier, Incorporators of the corporation known as Delta Group Home for Girls, Inc., who each acknowledged that they each signed and executed the above and foregoing Charter of Incorporation as their own act and deed and for the purposes therein stated.

This the 1st day of December, 1981.

Joan D. Reed
Notary Public

My Commission Expires March 25, 1984

Received at the office of the Secretary of State, this the 3rd day of Dec.

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.,

December 4, 1981

I have examined this application 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

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

CENTRAL MISSISSIPPI HEALTH SERVICES, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 7th day of December, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION AUTHORIZING APPLICATION FOR GRANT
OF NON-PROFIT CHARTER OF INCORPORATION

"NOW WHEREAS, CENTRAL MISSISSIPPI HEALTH SERVICES, an association, is desirous of providing for the improvement and promotion of the general welfare and health of minorities and low-income persons, and

"WHEREAS, the creation and organization of a non-profit corporation is necessary and convenient to accomplish this end; and

"WHEREAS, certain adult members of said association, namely Dr. Robert S. Smith, Dr. Starkey Hudson, and George Smith, are agreeable to making application for said grant of charter for a non-profit corporation to accomplish the desires of said association when authorized, empowered, and directed so to do;

"NOW, THEREFORE, BE IT RESOLVED, that Dr. Robert S. Smith, Dr. Starkey Hudson, and George Smith, all adult members of said association, be and they are hereby authorized, directed, and empowered to make application for a grant of a charter for a non-profit corporation to be named CENTRAL MISSISSIPPI HEALTH SERVICES, INC., with the appropriate purposes and powers to provide for the improvement and promotion of the welfare of the minorities and to do all further lawful acts found to be reasonably necessary or convenient in connection therewith."

CERTIFICATE

I, the undersigned President of said association, do hereby certify that the above and foregoing instrument is a true and exact copy of a certain resolution duly offered, seconded, and carried at a meeting of the members of said association held on the 8th day of October, 1981, in Hinds County, Mississippi, that at said meeting a quorum was present and voting;

and that said resolution has not been rescinded.

WITNESS MY HAND AND SEAL as President of CENTRAL MISSISSIPPI HEALTH SERVICES.

This the 8 day of October, 1981.

Dr. Robert S. Smith, President

ATTEST:

Dr. Starkey Hudson, Secretary

THE CHARTER OF INCORPORATION OF
CENTRAL MISSISSIPPI HEALTH SERVICES, INC.

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 adopt the following Articles of Incorporation:

ARTICLE ONE. Name. The name of the corporation is CENTRAL MISSISSIPPI HEALTH SERVICES, INC.

ARTICLE TWO. Type and Duration. The corporation is a non-profit charitable and civic improvement corporation and, therefore, is one of the type corporations described in Miss. Code Ann. §79-11-1 (1972). The period of its duration is perpetual.

ARTICLE THREE. Domicile. The domicile of the corporation is 1134 Winter Street, Jackson, Mississippi.

ARTICLE FOUR. Purposes. The specific purposes for which the corporation is organized, stated in general terms, are:

This corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes, including among other things, the aid of the sick and disabled, the study of the cause, characteristics, prevention and cure of human ailments and injuries, and the problems of general public hygiene and health, and the promotion of medical, surgical, and scientific research, knowledge, skill, and education.

The foregoing purposes shall be construed as both objects and powers, and the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of this corporation.

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 individuals.

ARTICLE FIVE. Corporate Powers. The corporation is empowered to:

A. Buy, lease, hold, and exercise all privileges of ownership, over such real or personal property as may be necessary or convenient for conduct, operation of the business of the corporation, or incidental thereto.

B. Draw, make, accept, endorse, guarantee, execute, and issue promissory notes, bills of exchange, drafts, warrants, certificates, and all kinds of obligations and negotiable or transferrable instruments for any purpose that is deemed to further the objects for which this corporation is formed and to give a lien on any of its property as security therefor.

C. Borrow money as limited by the by-laws as to amount, and to give a lien on any of its property as security therefor in any manner provided by law.

D. To have and execute, in addition to the foregoing, all powers, privileges, and rights conferred on ordinary corporations by laws of this State and all powers and rights incidental or conducive to carrying out purposes for which this corporation is formed, and to do any such thing anywhere; and enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers which may by law be possessed by this corporation, all of which are hereby expressly claimed.

E. To do and perform all acts reasonably necessary to accomplish the purposes of the corporation as enumerated herein.

F. In the event of the dissolution of the corporation or the winding up of its affairs, the corporation's property shall not be conveyed or distributed to any individual, or organization created or operated for profit; it shall be conveyed or distributed only to an organization or organizations created and operated for non-profit purposes similar to those of the corporation.

ARTICLE SIX. Registered Office and Registered Agent. The street and post office address of the corporation's initial registered office is 1134 Winter Street, Jackson, Mississippi.

ARTICLE SEVEN. Incorporators. The names and post office addresses of the incorporators, each and all of whom are adult resident citizens of the State of Mississippi, are:

Dr. Robert Smith
1134 Winter Street
Jackson, Mississippi 39204

Mr. George Smith
1021 Arbor Vista
Jackson, Mississippi 39204

Dr. Starkey Hudson
1134 Winter Street
Jackson, Mississippi 39204

ARTICLE EIGHT. Other Provisions. 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 of non-payment of dues or assessments, 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 corporate property, if any, shall be liable for the claims of creditors.

SIGNED by the incorporators, this the 9 day of October, 1981.

NAME	ADDRESS
[illegible]	1134 Hunter St. Jackson Miss 39204
George S. Smith	1519 Jones St Jackson Miss 39204
[illegible]	1134 Hunter St. Jackson Miss

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction, and while within my official jurisdiction, the within named Dr. Robert S. Smith, Dr. Starkey Hudson, and George Smith, incorporators of a corporation known as CENTRAL MISSISSIPPI HEALTH SERVICES, INC., who acknowledged that they signed and delivered the above and foregoing Charter of Incorporation as their act and deed on the 9 day of October, 1981.

GIVEN UNDER MY HAND AND OFFICIAL SEAL OF OFFICE, this the 9 day of October, 1981.

Elizabeth R. Rawlston
NOTARY PUBLIC

My Commission Expires:

My Commission Expires Jan. 18, 1984

Received at the office of the Secretary of State this the 23rd day of Nov., 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 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. This December 4, 1981

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

COVINGTON COUNTY BANK

COLLINS, 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* 7th day of December, 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

COVINGTON COUNTY BANK

COLLINS, 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 16th *day of* November *19* 81

Alanson V. Turnbough
Deputy Commissioner

Alanson V. Turnbough

A RESOLUTION ADOPTED BY THE BOARD OF DIRECTORS OF COVINGTON COUNTY BANK, AMENDING THE ARTICLES OF INCORPORATION TO INCREASE THE CAPITAL STOCK OF COVINGTON COUNTY BANK AND PROVIDING THAT NO FRACTIONAL SHARES OF COMMON STOCK SHALL BE ISSUED IN CONNECTION WITH THE INCREASE THIS DAY AUTHORIZING IN THE COMMON CAPITAL STOCK OF COVINGTON COUNTY BANK.

(Excerpt from Minutes of Director's Meeting Held October 14, 1981)

Resolved, first, that the capital stock of this bank be increased in the sum of $38,340.00 by the declaration and issuance to the holders of outstanding common capital stock, of a stock dividend in the sum of $38,340.00 to be accomplished by the issuance of 3834 additional shares of common stock of the par value of $10.00 per share, such new shares to be issued and delivered to the holders of common stock on the basis of ten additional shares of common stock for each one hundred shares of common stock outstanding in the name of each stockholder on the books of this bank as of November 1, 1981. For each fractional share of stock, it is further ordered that no fractional share certificates of stock or certificates including fractional shares shall be issued for any part of fractional shares of new stock, but that the fractional share interest of each stockholder shall be paid for at the rate of $35.00 a share and that such number of shares accrued by such payment shall be sold at $35.00 a share under supervision of the directors for the best interest of the bank. This dividend to be accomplished by the issuance of 3834 shares out of the surplus and/or undivided profits of this bank.

Resolved, second, that the Articles of Incorporation, as amended, be further amended by striking out Article Fourth of the original Articles of Incorporation and inserting in lieu thereof the following:

> Fourth: the amount of capital stock of the banking corporation is: Four Hundred Twenty One Thousand Eight Hundred Ten Dollars ($421,810.00) composed of all common stock, divided into Forty Two Thousand One Hundred Eighty One (42,181) shares of the par value of Ten Dollars ($10.00) per share.

and that the Articles of Incorporation of Covington County Bank also be amended by striking Article Five of the original Articles of Incorporation and inserting in lieu thereof the following:

Fifth: The number of shares of each class and par value thereof: Forty Two Thousand One Hundred Eighty One (42,181) shares of common stock of the par value of Ten Dollars ($10.00) per share.

Resolved, third, that the officers of this bank be and they are hereby authorized and empowered to do and perform any and all acts in connection with (a) the issuance of 3834 additional shares of common stock; (b) the completion of the amendments to the Articles of Incorporation in order to carry out the foregoing; all more fully set forth herein.

Resolved, fourth, that the above mentioned increase of capital stock and the amendment of the Charter be accomplished by the officers of this bank at any time prior to January 1, 1982.

This is to certify that the attached notification of Stockholders' Annual meeting was mailed ten (10) days in advance of the Stockholders' Annual meeting, held January 27, 1981. Such notices having been mailed January 12, 1981.

Signed: Ronnie M. Sullivan
RONNIE M. SULLIVAN, PRESIDENT
COVINGTON COUNTY BANK

Sworn to and subscribed before me, this the 12th day of November, 1981.

Gail G. Campbell
NOTARY PUBLIC

My Commission Expires: My Commission Expires July 24, 1982

(Seal)

NOTICE OF ANNUAL MEETING
COVINGTON COUNTY BANK
COLLINS, MISSISSIPPI

SHAREHOLDERS'S MEETING

TO THE OWNERS OF SHARES OF COMMON STOCK:

Notice is hereby given that pursuant to call of its directors, the regular Annual Meeting of Shareholders of common stock of the Covington County Bank, Collins, Mississippi, will be held at the Main Banking House, corner of Dogwood Street and First Street, Collins, Mississippi, USA, on Tuesday, January 27 A.D., 1981 at 2:00 P. M., for the purpose of considering and voting upon the following matters:

I

Election of Directors: Fixing the number of directors at seven (7) and the election of Directors for the current year.

II

Authorization of Stock Dividend:
To consider a resolution authorizing the Board of Directors, at its discretion and if conditions warrant, (a) to increase the capital stock of the corporation at any time during the year 1981 by the declaration of a common stock dividend, with the source from which the dividend is derived subject to the approval of the State Comptroller; (b) to adopt an appropriate amendment to the Articles of Incorporation of the bank reflecting such increase: (c) to adopt an appropriate resolution regarding the issuance of warrants for fractional shares to avoid the issuance of any certificate for a fractional share.

III

Other Business: Whatsoever other business that may properly be brought before the meeting or any adjournment thereof. Management knows of no other business to be considered.

There is enclosed herewith a Proxy which we request that you sign and return promptly in the enclosed envelope. If you can, please attend and whether you can attend or not, please mail your signed proxy so that all of our shareholders may be represented at this meeting.

Only those shareholders of record at the close of business on the 31st day of December, A. D., 1980 shall be entitled to notice of meeting and to vote at this meeting.

By order of the Board of Directors,

Ronnie M. Sullivan

Ronnie M. Sullivan
President

Dated: January 12, 1981

A RESOLUTION ADOPTED BY THE STOCKHOLDERS OF THE COVINGTON COUNTY BANK AUTHORIZING THE BOARD OF DIRECTORS OF THE COVINGTON COUNTY BANK TO AMEND THE ARTICLES OF INCORPORATION TO INCREASE THE CAPITAL STOCK OF COVINGTON COUNTY BANK AND PROVIDING THAT NO FRACTIONAL SHARES OF COMMON STOCK SHALL BE ISSUED IN THE CONNECTION WITH THE INCREASE THIS DAY AUTHORIZING IN THE COMMON CAPITAL STOCK OF COVINGTON COUNTY BANK.

(Excerpt from Minutes of Annual Stockholders' Meeting Held January 27, 1981)

Resolved, first to authorize the Board of Directors, at its discretion and if conditions warrant, to increase the capital stock of the corporation at any time during the year 1981 by the declaration of a common stock dividend, with the source from which the dividend is derived subject to the approval of the State Department of Banking and Consumer Finance.

Resolved, second, to adopt an appropriate amendment to the Articles of Incorporation of the bank, reflecting such increase.

Resolved, third, to adopt an appropriate resolution regarding the issuance of warrants for fractional shares to avoid the issuance of any certificate for a fractional share.

****

STATE OF MISSISSIPPI

COUNTY OF COVINGTON

I, the undersigned President of the Covington County Bank, Collins, Mississippi, do hereby certify that the above and foregoing is a true and correct copy of the Resolution authorizing the Board of Directors of Covington County Bank to amend the Articles of Incorporation of said Bank, and that said resolution was duly adopted at the Annual Meeting of the Stockholders of said Bank duly held on January 27, 1981, in full accordance with and after full compliance with the By-Laws of said Bank. I do also certify that said resolution was adopted by a vote of a majority in amount of all the capital stock of said Bank outstanding. And I do further certify that said resolution as hereinabove set out remains in full force and effect.

IN TESTIMONY WHEREOF, witness my signature and the seal of the Covington County Bank, Collins, Mississippi, on this the 12th day of November, 1981.

Ronnie M. Sullivan
RONNIE M. SULLIVAN, PRESIDENT
COVINGTON COUNTY BANK

ATTEST:

David L. Wright
DAVID L. WRIGHT, CASHIER
COVINGTON COUNTY BANK

At a Regular meeting of the stockholders of the Covington County Bank, Collins, Mississippi, held on January 27, 1981, the foregoing resolution was adopted by the following vote, representing approximately Eighty Percent (80%) of the common stock of the bank outstanding, no preferred stock outstanding:

Total number of shares of common stock outstanding	38,347
Total number of shares of common stock represented at the meeting	30,756
Total number of shares of common stock voted in favor of the resolution	30,756
Total number of shares of common stock voted against the resolution	0

I hereby certify that the foregoing is a true and correct report of the vote and of the resolution adopted at a meeting of the stockholders of the bank held on the date mentioned and that a complete list of the stockholders voting therefor and of the number of shares voted by each is on file in this bank.

Ronnie M. Sullivan
RONNIE M. SULLIVAN, PRESIDENT

Sworn to and subscribed before me, this the 12th day of November, 1981.

Gail G Crawford
NOTARY PUBLIC

My Commission Expires: My Commission Expires July 24, 1982

AMENDMENT

TO THE

ARTICLES OF INCORPORATION

OF THE

COVINGTON COUNTY BANK

(Collins, Mississippi)

****

RESOLUTION OF THE STOCKHOLDERS OF THE COVINGTON COUNTY BANK

****

Resolved, first, that the capital stock of this bank be increased in the sum of $38,340.00 by the declaration and issuance to the holders of outstanding common capital stock, of a stock dividend in the sum of $38,340.00 to be accomplished by the issuance of 3834 additional shares of common stock of the par value of $10.00 per share, such new shares to be issued and delivered to the holders of common stock on the basis of ten additional shares of common stock for each one hundred shares of common stock outstanding in the name of each stockholder on the books as of November 1, 1981. For each fractional share of stock, it is further ordered that no fractional share certificates of stock or certificates including fractional shares shall be issued for any part of fractional shares of new stock, but that the fractional share interest of each stockholder shall be paid for at the rate of $35.00 a share and that such number of shares accrued by such payment shall be sold at $35.00 a share under supervision of the directors for the best interest of the bank. This dividend to be accomplished by the issuance of 3834 shares out of the surplus and/or undivided profits of this bank.

Resolved, second, that the Articles of Incorporation, as amended, be further amended by striking out Article Fourth of the original Articles of Incorporation and inserting in lieu thereof the following:

> Fourth: The amount of the capital stock of the banking corporation is: Four Hundred Twenty One Thousand Eight Hundred Ten Dollars ($421,810.00) composed of common stock, divided into Forty Two Thousand One Hundred Eighty One (42,181) shares of the par value of Ten Dollars ($10.00) per share.

and that the Articles of Incorporation of Covington County Bank also be amended by striking out Article Five of the original Articles of Incorporation and inserting

in lieu thereof the following:

Fifth: The number of shares of each class and par value thereof: Forty Two Thousand One Hundred Eighty One (42,181) shares of common stock of the par value of Ten Dollars ($10.00) per share.

Resolved, third, that the officers of this bank be and they are hereby authorized and empowered to do and perform any and all acts in connection with (a) issuance of 3834 additional shares of common stock; (b) the completion of the amendments to the Articles of Incorporation in order to carry out the foregoing; all more fully set forth herein.

Resolved, fourth, that the above mentioned increase of capital stock and the amendment of the Charter be accomplished by the officers of this bank at any time prior to January 1, 1982.

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STATE OF MISSISSIPPI

COUNTY OF COVINGTON

I, the undersigned President of the Covington County Bank, Collins, Mississippi, do hereby certify that the above and foregoing is a true and correct copy of the Resolution amending the Articles of Incorporation of said Bank, and that said resolution was duly adopted at a Regular meeting of the Board of Directors of said Bank duly held on October 14, 1981, in full accordance with and after full compliance with the By-Laws of said Bank. I do also certify that said resolution was adopted by a vote of a majority in amount of all the capital stock of said Bank outstanding. And I do further certify that said resolution as hereinabove set out remains in full force and effect.

IN TESTIMONY WHEREOF, witness my signature and the seal of the Covington County Bank, Collins, Mississippi, on this the 12th day of November, 1981.

Ronnie M. Sullivan

RONNIE M. SULLIVAN, PRESIDENT
COVINGTON COUNTY BANK

ATTEST:

David L. Wright

DAVID L. WRIGHT, CASHIER
COVINGTON COUNTY BANK

Received at the office of the Secretary of State, this the 17th day of Nov.

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.,

December 3, 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. Coleman
[redacted] Attorney General.
Deputy

C-54

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

SUNBURST AGRICULTURAL CREDIT 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 7th day of December, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

ARTICLES OF INCORPORATION
OF
SUNBURST AGRICULTURAL CREDIT CORPORATION

UNITED STATES OF AMERICA

STATE OF MISSISSIPPI

COUNTY OF GRENADA

BE IT KNOWN that on this the 20th day of August, 1981, before me, the undersigned authority, a Notary Public in and for Grenada County, Mississippi, and therein residing, duly appointed, qualified and commissioned, personally came and appeared the several subscribers hereto, above the full age of majority, who declared to me, Notary, in the presence of the undersigned competent witnesses, residing in Grenada County, Mississippi, that, availing themselves of the provisions of the Mississippi Rural Credit Law (Title 81, Chapter 15, Sections 81-15-1 to 81-15-31, Mississippi Code of 1972, and all laws amendatory thereof), they do hereby organize themselves, their successors and/or assigns, into a Corporation, in pursuance of the law, under and in accordance with the following Articles of Incorporation, to-wit:

ARTICLE I

The name and the title of this corporation shall be:

SUNBURST AGRICULTURAL CREDIT CORPORATION

Under and by said corporate name, it shall have authority to have a corporate seal and to alter the same at pleasure, but a failure to affix the seal shall not affect the validity of any instrument; to continue as a corporation for the time fixed in these Articles of Incorporation; to contract, sue and be sued in its corporate name; to acquire, in any legal manner, and to hold, sell, dispose of, lease, pledge, mortgage or otherwise alienate or encumber

any property, movable or immovable, or corporeal or incorporeal, subject to any limitations prescribed by law or by these Articles; to acquire in any legal manner, to hold, sell, dispose of, pledge, mortgage, or otherwise alienate or encumber the shares, bonds, debentures, and other securities or evidences of indebtedness, or franchises and rights of any other corporation, domestic or foreign, subject to the limitations contained in these Articles, and in relation thereto to effect all the rights, powers and privileges of ownership including the right to vote on any shares of stock of any other corporation; to conduct business in this state and elsewhere as may be permitted by law; to appoint such officers and agents as the business of the corporation may require; to lend money and supplies and provide credit for all purposes and to charge and collect from its borrowers such fees, fines, interest and discount, premiums and other charges as shall or may, from time to time, be provided by resolution of its Board or by its By-Laws, which charges shall not be held to be usurious; to receive and hold its own stock in pledge as part security for loans made to its borrowers and purchase the same under the power of pledge or otherwise; to borrow money, and to issue, sell, discount, rediscount, loan, pledge, and contract for rediscount, loan and pledge, or otherwise dispose of its bonds, debentures, promissory notes, bills of exchange and other obligations and evidences of indebtedness, and to secure the same by mortgage, pledge, or other hypothecation of any kind of property; and specifically to discount notes or other evidences of indebtedness, and the same to have discounted by the Federal Intermediate Credit Bank of New Orleans, Louisiana, or any other banking institution; to make, establish, alter and amend by-laws and rules for the proper management and regulation of the business and affairs of the corporation as may be necessary and proper and not inconsistent with the laws of this state or with

these Articles of Incorporation; it shall be authorized to guarantee shares, bonds, contracts, securities, and/or evidences of indebtedness of any other domestic or foreign corporation, including interest and/or dividends thereon, and subject to the provisions of the laws of Mississippi, and particularly the conditions mentioned in Sections 81-15-1 to 81-13-31, inclusive, Mississippi Code of 1972, and all laws amendatory thereof, to acquire by purchase or otherwise its own shares of stock. It generally shall possess all powers, rights, privileges and immunities which corporations are or may be hereafter authorized to have and possess under the constitution and laws of this state, and particularly under Section 81-15-1 to 81-13-31, inclusive, Mississippi Code of 1972, and all laws amendatory thereof, and it shall have the power to invest its Board of Directors with all of its corporate powers, subject to such restrictions as may be named in these Articles of Incorporation.

ARTICLE II

The objects and purposes for which this Corporation is organized, and the nature of the business and/or businesses to be carried on by it are stated and declared to be as follows, to-wit:

(1) To lend money and supplies and provide credit for all agricultural and business purposes; to make advances in money, necessary supplies, equipment, labor, seed, feed, fertilizer and livestock to such borrowers as may, shall or do qualify for such loans and advances under rules, regulations, and by-laws as may be adopted by the Board of Directors of this corporation; to acquire, hold, sell and otherwise deal in agricultural, livestock and directly related real estate, farmer and rancher and other business obligations, choses in action, contracts and investments of all kinds; and in relation thereto to make loans upon such security as may be deemed advisable; to buy, sell and otherwise negotiate, negotiable interests and choses;

to charge and receive fees for applications for and servicing of, including inspections, such loans; to charge and receive for such loans and negotiations, such interest and profits as may be permitted by the laws of the State of Mississippi; and to do, perform and engage in such other acts and transactions as may be necessary in the conducting and financing of a commercial, industrial or general agricultural or livestock lending business. However, nothing contained here shall be construed to give this corporation banking powers, or power to engage in the small loan businesses, such as may be prohibited in the Mississippi Rural Credit Law, and amendments thereto, under which this Corporation is incorporated.

(2) To purchase, acquire, construct, lease, maintain and operate, in this state and elsewhere, plants, offices, and office buildings, machinery, equipment, supplies, warehouses and any and all accessory appurtenances and equipment necessary therefor, to purchase or otherwise acquire and to sell or otherwise dispose of goods, wares, merchandise, equipment and any other property whatsoever for its own account, as agents for others, or otherwise.

(3) To borrow from and lend money to any person, firm, corporation, partnership, association or organization with or without security, collateral or endorsement, in any sums whatsoever as it shall see fit and not contrary to the provisions of these Articles and its By-Laws.

(4) To acquire and hold by purchase, lease or otherwise lands, tenements and hereditaments in the United States and its territories and any other place or places where the business of this corporation may be carried on, for the proper and advantageous use of this Corporation, for any amount allowed by law; to manage and supervise under contractual arrangement for an agreed compensation or consideration any and all types of farms, farm lands and farm, livestock, poultry and other agricultural operations; to use, improve, manage, lease, mortgage, or otherwise

encumber any and all of said lands, tenements or hereditaments and real property of every description or to dispose of same or any part thereof no longer wanted for the purposes of this Corporation for prosecution of its business. To borrow and lend money for the purposes of this Corporation's business and to secure the retainment thereof in such manner as in the opinion of the Board of Directors may be most advantageous, and to that end, and if necessary, to mortgage or otherwise pledge or encumber all or any part of the property of the corporation, including its undertaking franchises and its franchise to be a corporation, and to issue and deposit securities which the Corporation has the power to issue by the way of mortgage or otherwise.

(5) To purchase, acquire, receive, hold, pawn, mortgage, pledge, hypothecate, sell and dispose of stocks, bonds, mortgages, debentures, notes and other securities and evidences of indebtedness of any firm, association, individual or corporation or of the United States or any State, Parish, County, Ward, Drainage or Sub-Drainage District, or any political subdivision of the State of Mississippi, or elsewhere.

(6) To purchase or otherwise acquire and undertake, all or any part of the business, property and liabilities of any person, persons or company carrying on any kind of business which this Corporation is authorized to carry on. To enter into partnership or into any arrangement for sharing profits, union of interest, reciprocal concessions, or cooperate with any person, persons, or corporation carrying on or about to carry on any business which this Corporation is authorized to carry on, or any business or transaction capable of being conducted, so as directly or indirectly, to benefit this Corporation.

(7) To carry on any other business which under the law it may be entitled to carry on which may seem to the corporation to be calculated directly or indirectly

to enhance the value or to render profitable any of the corporation's properties and rights, and generally to hold and exercise all such incidental powers and privileges as relate to the objects and purposes hereinbefore set forth, or as may be necessary, useful or convenient for effecting said objects and purposes.

The foregoing shall be construed, both as to objects and powers, but the enumeration thereof shall not be held to limit or restrict in any manner the powers and privileges conferred on this corporation by the constitution and laws of Mississippi.

ARTICLE III

This Corporation shall exist and have and enjoy existence for a period of ninety-nine (99) years from the date hereof.

ARTICLE IV

The locations and post office address of the registered office and principal place of business of this Corporation is 108 South Main Street, Post Office Box 947, Grenada, Mississippi, 38901, which shall continue as the registered office of the Corporation until changed by the Board of Directors in the manner required by law.

ARTICLE V

The full name and post office address of the registered agents for service of process are:

Robert E. Kennington, II	108 South Main P.O. Box 947 Grenada, MS 38901
Jay Gore, III	135 First Street P.O. Box 901 Grenada, MS 38901

ARTICLE VI

The total authorized number of shares of this Corporation is (a) Two Hundred Thousand (200,000) shares of Class A Preferred stock of a par value of Ten ($10.00) Dollars each, which may be purchased only by borrowers of this Corporation; and (b) Twenty Thousand (20,000) shares of Class B Common stock, of a par value of Fifty Dollars

($50.00) each, which may be purchased and held by investors. The stock of this Corporation shall be issued only for cash or for property or services actually performed.

The said stock of this Corporation shall be fully paid and non-assessable when issued and shall be represented by certificates and shall be personal property. No transfer of stock shall be binding upon this Corporation unless said transfer is made in accordance with this charter (particularly Articles X and XI hereof) and the By-Laws of this Corporation and recorded in the books thereof, except as may otherwise be provided by statute.

Except as may otherwise be specifically fixed herein, the Board of Directors shall fix the terms and conditions of sale and the time for the payment of all said stock.

The holders of Class A Preferred stock shall have no voting power on any question, except as specifically otherwise provided by statute, nor shall the holders thereof, as such, be entitled to notice of any meetings of the stockholders.

All voting rights at stockholders' meetings are vested in the holders of shares of the Class B Common stock of this Corporation and each holder of Class B Common stock shall be entitled to one vote either in person or by proxy for each share of such stock standing in his name on the books of the Corporation. At all stockholders' meetings, a majority shall constitute a quorum. The right to vote by proxy is hereby undeniably vested in each and every holder of Class B Common Voting Stock.

No shareholder shall ever enjoy any pre-emptive right to subscribe to any or all additions to the stock of this Corporation.

Directors of this Corporation may, at a special meeting called for that purpose, by a majority vote, confer upon the holders of any bonds, debentures or other obligations issued or to be issued by the Corporation, whether secured or unsecured, the power to vote in respect to the corporate affairs and management; in such case the Directors shall

fix the extent to which, and the condition and manner in which such power to vote shall be exercised; and also, subject to such restrictions and qualifications as may be stated in the By-Laws or in a resolution adopted by the Directors, may confer upon the holders of bonds, debentures or other obligations of the Corporation, whether secured or unsecured, the right of inspection of books of account and minutes of meetings, and/or any other rights which the shareholders of the Corporation have or may have in respect thereof.

ARTICLE VII

The amount of paid-in capital with which the Corporation shall begin business is TEN THOUSAND AND NO/100 ($10,000.00) DOLLARS, which has been paid in cash.

ARTICLE VIII

The names of the first directors and officers, for a term of one year, or until their successors are chosen, and their post office addresses are as follows, to-wit:

NAME	ADDRESSES
James T. Boone	905 Avenue of the Pines Grenada, Mississippi 38901
Robert E. Kennington, II	490 Robin Road Grenada, Mississippi 38901
J.M. Robertson, Jr.	820 Avenue of the Pines Grenada, Mississippi 38901
John T. Keeton, Jr.	Post Office Box 666 Grenada, Mississippi 38901
R.E. Beck	961 Dogwood Drive Grenada, Mississippi 38901

The business and affairs of the corporation will be managed and all of the corporate powers thereof will be vested in and exercised by a board of not less than five (5) directors nor more than twenty (20) directors, who need not be shareholders, unless and until otherwise provided by the By-Laws of this Corporation.

The Board of Directors shall perform the duties and exercise the authority vested in them by the Articles of Incorporation and by the By-Laws, for the conduct of

the Corporation business. These By-Laws may be amended by a majority vote of the stock held by those present at any meeting, a quorum attending, the notice of which meeting shall have been given in accordance with the By-Laws and shall have stated the purport of the proposed amendment and the intention to bring it up for consideration. Such amendment shall not become effective until it has been approved by the Federal Intermediate Credit Bank of New Orleans, and a copy recorded in the office of the Chancery Clerk of Grenada County, Mississippi.

Unless or until otherwise provided by the By-Laws, the Directors shall hold office for one year, or until their successors have been duly elected and qualified.

Any vacancy occurring on the Board of Directors shall be filled by the remaining members of the said Board for the unexpired term at any meeting of the Board of Directors; any director absent from a meeting may be represented by any other director or shareholder, who may cast the vote of the absent director, according to the written instructions, general or special, of said absent director filed with the Secretary.

The general annual meeting of the stockholders for an election of directors shall be held at the registered office of this Corporation and shall take place on the last Monday of January of each year, or the first business day thereafter when such a day is a legal holiday, beginning on the 25th day of January, 1982, unless or until otherwise provided by the By-Laws.

The failure from any cause whatsoever to hold the annual meeting of said stockholders, or the failure to elect directors thereat, shall not dissolve this Corporation, but the Directors then in office shall remain in office until their successors have been duly qualified and installed.

ARTICLE IX

To aid and assist the Board of Directors of this Corporation in its deliberations, considerations and decisions on the subject of specific objectives and plans and programs for the implementation and accomplishment thereof, there is hereby authority to create an Advisory Committee, the membership of which shall consist of those to be appointed by the President with the advice and consent of the Board of Directors.

This Advisory Committee shall be empowered to act upon request and authorization of the Board of Directors.

ARTICLE X

No holder of Class B Common Stock of this Corporation may transfer the same without first offering it to this Corporation on the basis of the book value thereof as shown on the last preceding statement of the Corporation. Said offer must be made by delivering to the Secretary of this Corporation against written receipt, the certificates representing the said stock, endorsed in Blank, and a written offer to sell said stock to this Corporation, for cash, at the value hereinabove mentioned. This Corporation shall have the right for a period of thirty (30) days from the delivery of such offer, and said certificates endorsed in Blank to the Secretary of this Corporation, to purchase the stock of said shareholder, for cash, at the book value, as shown by the last preceding statement of this Corporation, after which thirty (30) days, the said shares may be transferred without restrictions.

No transfer of any of the Class B Common Stock of this Corporation shall be valid and binding until or unless opportunity to purchase such shares has been given to this Corporation in the manner in this Article provided; and, this right, so vested in this Corporation, shall follow all such stock of this Corporation so transferred without such opportunity being given into any hands into which

it may pass. Such right may be exercised against the holder(s) of such stock up to thirty (30) days after such shares are tendered for transfer on the books of this Corporation, and no transfer of any such shares shall be made on the books of the Corporation without written consent of all of the other record holders of stock of this Corporation, during the pendency of said thirty (30) day period.

The right vested in this Corporation to purchase the said stock of any shareholder of this Corporation desiring to transfer said stock of this Corporation, may be waived, in writing, by all the other records shareholders of this Corporation at any time.

ARTICLE XI

Except as may herein be provided, no Class A Stock, or any interest therein or right to receive dividends thereon, shall be transferred by act of parties or operation of law. All such stock shall be held by this Corporation as collateral security for the payment of Borrower-Owner's loan, and this corporation shall have a valid lien thereon, and in the event of default, without notice or further proceedings whatsoever, may retire the stock at book value, but not to exceed par, and apply the proceeds thereon upon Borrower-Owner's loan. Borrower shall be paid any dividends accruing and payable on said Class A Stock while it is outstanding. Class A Stock may be paid off at par and retired upon full payment of the loan or loans in connection with which it was issued and for which it has been held as collateral security.

ARTICLE XII

Dividends may be paid on Class A and Class B Stock without preference or on Class B Stock alone as the Board of Directors of this Corporation may determine, but the Directors of the Corporation may in their discretion, apply the amount of any dividend payment to the holder of any Class A Stock to any indebtedness of such holder to the Corporation.

ARTICLE XIII

The names and post office addresses of the incorporators, are:

NAME	ADDRESSES
Robert E. Kennington, II	490 Robin Road Grenada, MS 38901
J.M. Robertson, Jr.	820 Avenue of the Pines Grenada, MS 38901
John T. Keeton, Jr.	P.O. Box 666 Grenada, MS 38901
James T. Boone	905 Avenue of the Pines Grenada, MS 38901
R.E. Beck	961 Dogwood Drive Grenada, MS 38901

ARTICLE XIV

All the stockholders' meetings, general or special, shall be held in accordance with the laws of the State of Mississippi unless changed by the By-Laws of this Corporation, and at all stockholders' meetings a majority of the voting stock, whether present or represented by proxy, shall constitute a quorum. All stockholders entitled to vote may vote at all stockholders' meetings either in person or by agent duly authorized in writing to appear and act in behalf of any stockholders.

ARTICLE XV

The Corporation may purchase and/or redeem its own shares in the manner and under the conditions provided in Article X hereof. Such shares so purchased (unless it is desired that such shares shall be cancelled) shall be considered treasury shares, and may be re-issued and disposed of as authorized by law, or may be cancelled and the capital stock reduced, as the Board of Directors may, from time to time, determine.

ARTICLE XVI

This Corporation claims and shall have the benefit of the provisions of the Mississippi Rural Credit Law, Sections 81-15-1 to 81-15-31, inclusive, Mississippi Code of 1972, and laws amendatory thereof.

ARTICLE XVII

If at any time when the Corporation is able to meet its liabilities then matured, pursuant to the affirmative vote of the holders of at least a majority of the shares having voting power, given at a general or special shareholders' meeting, called for that purpose, the Board of Directors shall have power and authority, by resolution adopted at any regular, or special meeting called for that purpose, to sell, lease or exchange, or make any other disposition of all of the assets of the Corporation, including its good will, franchise, and/or other rights, upon such terms and conditions as it deems expedient, including an exchange for shares and/or securities of another Corporation, domestic or foreign; and if the Corporation is unable to meet its liabilities then matured, the Board of Directors by a majority vote of the whole Board shall have power and authority to make such sale, lease, exchange or other disposition, as aforesaid, without the vote or consent aforesaid, of the shareholders.

ARTICLE XVIII

This charter may be amended and the capital of this Corporation may be increased or decreased, or this Corporation may be dissolved, in the method and manner provided by law.

ARTICLE XIX

No stockholder of this Corporation shall ever be held liable or responsible for the contracts or faults of this Corporation in any further sum than the unpaid balance of the stock for which he has subscribed, nor shall any mere informality in organization have the effect of rendering this charter null or of exposing stockholders to any liability other than as above provided.

THUS DONE AND PASSED at my office of Grenada, Grenada County, Mississippi, in the presence of _____ Jane Dilatush _____ and Ginger G. Kilgore _____,

competent and attesting witnesses, who sign as such with the said appearers and with me, Notary, signing the same officially and affixing hereunto my seal of office on the day and date first hereinabove written and after due reading of the whole.

INCORPORATORS:

ROBERT E. KENNINGTON, II

J.M. ROBERTSON, JR.

JOHN T. KEETON, JR.

JAMES T. BOONE

R.E. BECK

WITNESSES:

NOTARY PUBLIC

My Commission Expires:

12-30 83

(SEAL)

BY-LAWS

OF

SUNBURST AGRICULTURAL CREDIT CORPORATION

ARTICLE I. MEETING OF STOCKHOLDERS

SECTION 1. Annual Meeting. The annual meeting of Stockholders shall be held at the principal office of the Corporation, in the City of Grenada on the last Monday of January of each year, at 3 P.M. o'clock in the afternoon of that day. If the day so designated falls upon a legal holiday, then upon the first business day thereafter. The Secretary shall serve personally, or by mail, a written notice thereof, addressed to each Stockholder at his address as it appears on the stock book; but at any meeting at which all Stockholders shall be present, or of which all Stockholders not present have waived notice in writing the giving of notice as above required may be dispensed with.

SECTION 2. Quorum. The presence, in person or by proxy, of the holders of majority of the outstanding stock entitled to vote shall be necessary to constitute a quorum for the transaction of business, but a lesser number may adjourn to some future time not less than one nor more than thirty days later and the Secretary shall thereupon give as much notice as possible by mail to each Stockholder entitled to vote who was absent from such meeting.

SECTION 3. Special Meetings. Special meetings of voting Stockholders other than those regulated by statute, may be called at any time by a majority of the Directors. Notice of such meeting stating the purpose for which it is called shall be served personally or by mail, not less than five days before the date set for such meeting. If mailed, it shall be directed to a Stockholder at his address as it appears on the stock book; but at any meeting at which all Stockholders shall be present, or of which Stockholders not present have waived notice in writing, the giving of notice as above described may be dispensed with. The Board of Directors shall also, in like manner, call a special meeting of Stockholders whenever so requested in writing by Stockholders representing not less than 35% of the capital stock of the Corporation. No business other than that specified in the call for the meeting shall be transacted at any meeting of the Stockholders.

SECTION 4. Voting. At all meetings of the Stockholders all questions, the manner of deciding which is not specifically regulated by statute, shall be determined by a majority vote of the Stockholders present in person or by proxy; provided, however, that any qualified voter may demand a stock vote, in which case each Stockholder present, in person or by proxy, shall be entitled to cast one vote for each share of stock owned or represented by him. All voting shall be viva

voce, except that a stock vote shall be ballot, each of which shall state the name of the Stockholder voting and the number of shares owned by him, and in addition, if such ballot be cast by proxy, the name of the proxy shall be stated. The casting of all votes at special meetings of Stockholders shall be governed by the provisions of the Corporation Laws of this State.

SECTION 5. Order of Business. The order of business at all meetings of the Stockholders shall be as follows:

1. Roll Call.
2. Proof of notice of meeting or waiver of notice.
3. Reading of minutes of preceding meeting.
4. Reports of Officers.
5. Reports of Committees.
6. Election of Inspectors of Election.
7. Election of Directors.
8. Unfinished Business.
9. New Business.

ARTICLE II. DIRECTORS

SECTION 1. Number. The affairs and business of this Corporation shall be managed by a Board of not less than five Directors, nor more than twenty, who may but need not be Stockholders of record, and at least one of such Directors shall be a resident of the State of Mississippi and a citizen of the United States.

SECTION 2. How Elected. At the annual meeting of Stockholders, the number of persons receiving the highest number of the votes cast shall be Directors and shall constitute the Board of Directors for the ensuing year.

SECTION 3. Term of Office. The term of office of each of the Directors shall be one year, and thereafter until his successor has been elected.

SECTION 4. Duties of Directors. The Board of Directors shall have the control and general management of the affairs and business of the Corporation. Such Directors shall in all cases act as a Board, regularly convened, by a majority, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation, as they may deem proper, not inconsistent with these By-Laws and the laws of the State of Mississippi.

SECTION 5. Directors' Meetings. Regular meetings of the Board of Directors shall be held immediately following the annual meeting of the Stockholders, and at such other times as the Board of Directors may determine. Special meetings of the Board of Directors may be called by the President at any time, and shall be called by the President or the Secretary upon the written request of five Directors.

SECTION 6. Notice of Meetings. Notice of meetings, other than the regular annual meetings, shall be given by service upon each Director in person, or by mail to him at his last known post office address, at least three days before the date therein designated for such meeting, including that day of mailing, of a written or printed notice thereof specifying the time and place of such meeting, and

the business to be brought before the meeting and no business other than that specified in such notice shall be transacted at any special meeting. At any meeting at which every member of the Board of Directors shall be present, although held without notice, any business may be transacted which might have been transacted if the meeting had been duly called.

SECTION 7. Quorum. At any meeting of the Board of Directors, a majority of the Board shall constitute a quorum for the transaction of business; but in the event of a quorum not being present, a less number may adjourn the meeting to some future time, not more than three days later.

SECTION 8. Voting. At all meetings of the Board of Directors, each Director is to have one vote, irrespective of the number of shares of stock that he may hold.

SECTION 9. Vacancies. Vacancies in the Board occurring between annual meetings shall be filled for the unexpired portion of the term by a majority of the remaining Directors.

SECTION 10. Removal of Directors. Any one or more of the Directors may be removed either with or without cause, at any time by a vote of the Stockholders holding a majority of the stock, at any special meeting called for the purpose.

ARTICLE III. OFFICERS

SECTION 1. Number. The officers of this Corporation

shall be:

1. President.
2. Vice President
3. Assistant Vice President.
4. Secretary.
5. Treasurer.
6. Loan Officers.

SECTION 2. Election. All officers of the Corporation shall be elected annually by the Board of Directors at its meeting held immediately after the meeting of Stockholders, and shall hold office for the term of one year or until their successors are duly elected.

SECTION 3. Duties of Officers. The duties and powers of the officers of the Corporation shall be as follows:

PRESIDENT

The President shall preside at all meetings of the Board of Directors and Stockholders.

He shall present at each annual meeting of the Stockholders and Directors a report of the condition of the business of the Corporation.

He shall cause to be called regular and special meetings of the Stockholders and Directors in accordance with these By-Laws, and Ex-Officio shall be a member of all Standing Committees.

He shall appoint and remove, employ and discharge, and fix the compensation of all servants, agents, employees and clerks of the Corporation other than the duly appointed officers, subject to the approval of the Board of Directors.

He shall sign and make all contracts and agreements in the name of the Corporation.

He shall see that the books, reports, statements and certificates required by the statutes are properly kept, made and filed according to law.

He shall sign all certificates of stock, notes, drafts or bills of exchange, warrants or other orders for the payment of money duly drawn by the Treasurer.

He shall enforce these By-Laws and perform all the duties incident to the position and office, and which are required by law.

VICE PRESIDENT

During the absence and inability of the President to render and perform his duties or exercise his powers, as set forth in these By-Laws or in the acts under which this Corporation is organized, the same shall be performed and exercised by the Vice President; and when so acting, he shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon such President.

ASSISTANT VICE PRESIDENT

The Assistant Vice President will assist the President or the Vice President in their duties.

During the absence and inability of the President and Vice President to render and perform their duties or exercise their powers, as set forth in these By-Laws or in the

acts under which this Corporation is organized, the same shall be performed and exercised by the Assistant Vice President; and when so acting, he shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon such President and Vice President.

SECRETARY

The Secretary shall keep the minutes of the meetings of the Board of Directors and of the Stockholders in appropriate books.

He shall give and serve all notices of the Corporation.

He shall be custodian of the records and of the seal and affix the latter when required.

He shall keep the stock and transfer books in the manner prescribed by law, so as to show at all times the amount of capital stock, the manner and the time the same was paid in, the names of the owners thereof, alphabetically arranged, their respective places of residence, their post office address, the number of shares owned by each, the time at which each person became such owner, and the amount paid thereon; and keep such stock and transfer books open daily during business hours at the office of the Corporation, subject to the inspection of any Stockholder of the Corporation, and permit such Stockholder to make extracts from said books to the extent and as prescribed by law.

He shall sign all certificates of stock.

He shall present to the Board of Directors at their stated meetings all communications addressed to him officially by the President or any officers or Stockholder of the Corporation.

He shall be an Ex-Officio member of all Standing Committees.

He shall attend to all correspondence and perform all the duties incident to the office of Secretary.

TREASURER

The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such bank or banks, trust company or trust companies or safe deposit vaults as the Board of Directors may designate.

He shall sign, make, and endorse in the name of the Corporation, all checks, drafts, warrants and orders for the payment of money, and pay out and dispose of same and receipt therefor, under the direction of the President or the Board of Directors.

He shall exhibit at all reasonable times his books and accounts to any Director or Stockholder of the Corporation during business hours.

He shall render a statement of the condition of the finances of the Corporation at each regular meeting of the

Board of Directors, and at such other times as shall be required of him, and a full financial report at the annual meeting of the Stockholders.

He shall keep at the office of the Corporation, correct books of account of all its business and transactions and such other books of account as the Board of Directors may require.

He shall do and perform all duties pertaining to the office of Treasurer.

LOAN OFFICERS

The Loan Officers shall originate, service and collect loans made in the Corporation's name, and shall have the power to submit loan applications and do any and all necessary functions to make and collect loans made by the Corporation.

SECTION 3(a). Standing Committees. The President may appoint such Committees as he deems necessary. Whenever the Board of Directors is not in session, the Committees appointed by the President may act subject to ratification at the next meeting of the Board of Directors. The President and the Secretary of the Corporation by virtue of their office shall be members of all Standing Committees. The Chairman of each Standing Committee shall make a written report to the Board of Directors whenever requested by the Board.

The Standing Committees of this Corporation shall be 1) Executive; 2) Loan; and 3) Finance and Audit.

The Executive Committee shall be composed of at least three (3) members, the Loan Committee of at least three (3) members, and the Finance and Audit Committee of at least three (3) members; including the President and Secretary of the Corporation who are Ex-Officio members; a majority of each Committee shall constitute a quorum for the transaction of business, and a majority of those present and voting will be empowered to transact the business of the Committee; provided, however, that with respect to the Loan Committee any two members thereof shall have the authority to approve any loan application and prescribe the condition and requirements for closing the same. The Standing Committees shall have such further power and authority as may hereafter and from time to time be assigned to them by a majority of the Board of Directors.

The duties of the Standing Committees of this Corporation shall be as follows:

1) Executive Committee: To transact the business of the Corporation during the interlude between the meetings of the Board of Directors. It shall have full authority to act upon the vote of a majority of the membership of the Committee, but all acts must be reported to the Board of Directors at their next regular meeting.

2) Loan Committee: To examine and approve all applications for loans prior to issuance of any commitments therefor, and

to regularly report to the Board on all loans made, and all detail related thereto, since the previous meeting of the Board.

3) Finance and Audit: To provide periodic financial statements of the condition of the Corporation and report thereon to the Board at each meeting; to make recommendations with reference to distribution of profits, creation of reserves for contingencies, declaration of dividends, and investment of capital. To provide periodic audits of the affairs of the Corporation as conditions and circumstances may determine.

SECTION 4. Bond. The Treasurer shall, if required by the Board of Directors give to the Corporation such security for the faithful discharge of his duties as the Board may direct.

SECTION 5. Vacancies, How Filled. All vacancies in any office shall be by the Board of Directors without undue delay at its regular meeting, or at a meeting specially called for that purpose.

SECTION 6. Compensation of Officers. The officers shall receive such salary or compensation as may be determined by the Board of Directors.

SECTION 7. The Board of Directors may remove any officer by a majority vote at any time with or without cause.

ARTICLE IV. CORPORATE SEAL

SECTION 1. Seal. The seal of the Corporation shall be as follows: The seal shall be circular in shape and in the center shall contain the words "Corporate Seal". Around the border of the circular seal there shall be the words "Sunburst Agricultural Credit Corporation, Grenada, Miss."

ARTICLE V. CERTIFICATES OF STOCK

SECTION 1. Description of Stock Certificates. The certificates of stock shall be numbered and registered in the order in which they are issued. They shall be bound in a book and shall be issued in consecutive order therefrom, and in the margin thereof shall be entered the name of the person owning the shares therein represented, with the number of shares and the date thereof. Such certificates shall exhibit the holder's name and the number of shares. They shall be signed by the President or Vice President, and countersigned by the Secretary-Treasurer and sealed with the seal of the Corporation.

SECTION 2. Transfer of Stock. The stock of the Corporation shall be assignable and transferable on the books of the Corporation only by the person in whose name it appears on said books, or his legal representatives. In case of transfer by attorney, the power of attorney, duly executed and acknowledged, shall be deposited with the

Secretary. In all cases of transfer, the former certificate must be surrendered up and cancelled before a new certificate be issued. No transfer shall be made upon the books of the Corporation within ten days next preceding the annual meeting of the Stockholders.

ARTICLE VI. DIVIDENDS

SECTION 1. When Declared. The Board of Directors shall by vote declare dividends from the surplus profits of the Corporation whenever, in their opinion, the condition of the Corporation's affairs will render it expedient for such dividends to be declared.

ARTICLE VII. BILLS, NOTES, ETC.

SECTION 1. How Made. All bills payable, notes, checks or other negotiable instruments of the Corporation shall be made in the name of the Corporation, and shall be signed by the President or Vice President or Assistant Vice President or Secretary-Treasurer. No officer or agent of the Corporation, either singly or jointly with others, shall have the power to make any bill payable, note, check, draft or warrant or other negotiable instrument, endorse the same in the name of the Corporation, or contract or cause to be contracted any debt or liability in the name or in behalf of the Corporation, except as herein expressly prescribed and provided.

ARTICLE VIII. AMENDMENTS

These By-Laws may be amended by a majority vote of the stock held by those present at any meeting, a quorum attending, the notice of which meeting shall have been given in accordance with the By-Laws and shall have stated the purpose of the proposed amendment and the intention to bring it up for consideration. Such amendment shall not become effective until it has been approved by the Federal Intermediate Credit Bank of New Orleans, and a copy recorded in the office of the Chancery Clerk of Grenada County, Mississippi.

ARTICLE IX. TERM OF DIRECTORS

Unless or until otherwise provided by the By-Laws, the Directors shall hold office for one year, or until their successors have been duly elected and qualified.

ARTICLE X. VACANCY IN BOARD OF DIRECTORS

Any vacancy occurring on the Board of Directors shall be filled by the remaining members of the said Board for the unexpired term at any meeting of the Board of Directors; any director absent from a meeting may be represented by any other Director or Stockholder, who may cast the vote of the absent Director, according to the written instructions, general or special, of said absent Director filed with the Secretary.

ARTICLE XI. STOCKHOLDERS' MEETINGS

The general annual meeting of the Stockholders for an election of Directors shall be held at the registered office of this Corporation and shall take place on the last Monday in January of each year, or the first business day thereafter when such a day is a legal holiday, beginning the 25th day of January, 1982, unless or until otherwise provided by the By-Laws.

The failure from any cause whatsoever to hold the annual meeting of said Stockholders, or the failure to elect Directors thereat, shall not dissolve this Corporation, but the Directors then in office shall remain in office until their successors have been duly qualified and installed.

WITNESS OUR SIGNATURES on this the 29th day of September, 1981.

ROBERT E. KENNINGTON, II

J. M. ROBERTSON, JR.

JOHN T. KEETON

JAMES T. BOONE

R. E. BECK

STATE OF MISSISSIPPI

COUNTY OF GRENADA

Personally appeared before me, the undersigned authority in and for said state and county, the within named ROBERT E. KENNINGTON, II, J. M. ROBERTSON, JR., JOHN T. KEETON, JAMES T. BOONE and R. E. BECK, who each acknowledged that they signed and delivered the above and foregoing instrument of writing on the day and year and for the purposes therein mentioned.

Given under my hand and official seal on this the 29th day of September, 1981.

Dorene Stewart
NOTARY PUBLIC

My Commission Expires:
12-30-83

BOOK 279 PAGE 98

Received at the office of the Secretary of State, this the 4th day of November A. D., 1981, together with the sum of $ 500.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

December 3, 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-84

Federal Intermediate Credit Bank of New Orleans
Post Office Box 50062
New Orleans, Louisiana 70150

October 15, 1981

Mr. Pete Boone
Senior Vice President
Grenada Banking System
Post Office Box 947
Grenada, MS 38901

Dear Pete:

We have reviewed the Bylaws and Articles of Incorporation for SUNBURST AGRICULTURAL CREDIT CORPORATION, which were submitted with your letter dated September 29, 1981.

The documents appear to be in proper form, with the exception of one page, which is marked, and upon which the words "of New Orleans" should be added after "Federal Intermediate Credit Bank".

These Bylaws and Articles of Incorporation are approved by the Federal Intermediate Credit Bank of New Orleans for you to proceed with filing with the Secretary of State.

Please feel free to call if you have any questions.

Sincerely,

Frank E. Meigs III /LB

Frank E. Meigs III
Assistant Vice President

FEM/lwb

enc.

BOOK 279 PAGE 100

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

BANK OF MANTEE

MANTEE, MISSISSIPPI

changing capital stock and including the merger of

PEOPLE'S BANK AND TRUST

OLIVE BRANCH, MISSISSIPPI

into and under the charter of the

BANK OF MANTEE

MANTEE, 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* 7th day of December, 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 MANTEE, MANTEE, MISSISSIPPI, changing capital stock from $177,400 to $321,285, and including the merger of the PEOPLE'S BANK AND TRUST, OLIVE BRANCH, MISSISSIPPI, into and under the charter of the BANK OF MANTEE, MANTEE, 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 25th *day of* November *19* 81

Alanson V. Turnbough
Deputy Commissioner

Alanson V. Turnbough

ARTICLES OF AMENDMENT

TO

CHARTER OF INCORPORATION

OF

BANK OF MANTEE, MANTEE, MISSISSIPPI

(Increasing Amount of Capital Stock as Result of Merger with People's Bank and Trust, Olive Branch, Mississippi)

WHEREAS, Bank of Mantee, Mantee, Mississippi, and People's Bank and Trust, Olive Branch, Mississippi, acting pursuant to Section 81-5-85 of the Mississippi Code of 1972, as amended, entered into an Agreement to Merge People's Bank and Trust into Bank of Mantee under the existing Charter of Bank of Mantee, with the resulting bank to be known as Bank of Mantee, and with the present Main Office of People's Bank and Trust to become a branch bank of the resulting bank; and

WHEREAS, a resolution approving the said Merger Agreement was unanimously adopted by the Board of Directors of Bank of Mantee at a regular monthly meeting of the Board of Directors held on January 28, 1981; and

WHEREAS, a resolution approving the said Merger Agreement was unanimously adopted by the Board of Directors of People's Bank and Trust at a regular monthly meeting of the Board of Directors held on February 17, 1981; and

WHEREAS, the said Merger Agreement was ratified and confirmed by the shareholders of Bank of Mantee by a unanimous vote of 35,120 to 0 at the annual meeting of shareholders held on February 25, 1981, with shareholders owning more than two-thirds (2/3) of the 35,480 shares of outstanding capital stock of Bank of Mantee voting in the affirmative; and

WHEREAS, the said Merger Agreement was ratified and confirmed by the shareholders of People's Bank and Trust by a vote of 61,284 to 307 at the annual meeting of shareholders held on March 17, 1981, with shareholders owning at least two-thirds (2/3) of the 70,000 shares of outstanding capital stock of People's Bank and Trust voting in the affirmative; and

WHEREAS, Bank of Mantee and People's Bank and Trust, acting pursuant to Section 81-5-85 of the Mississippi Code of 1972, as amended, thereupon made application to the Commissioner of the Mississippi Department of Banking and Consumer Finance for approval of the said Merger Agreement; and

WHEREAS, on April 8, 1981, the Commissioner of the Mississippi Department of Banking and Consumer Finance, issued a Certificate of Merger Approval in regard to the proposed merger of Bank of Mantee and People's Bank and Trust; and

WHEREAS, Bank of Mantee, acting pursuant to Section 18(c) of the Federal Deposit Insurance Act, as amended, 12 U.S.C. §1828(c), thereupon made application to the Federal Deposit Insurance Corporation for prior written consent to merge with People's Bank and Trust under the existing Charter of Bank of Mantee, with the resulting bank to be known as Bank of Mantee, and with the present Main Office of People's Bank and Trust to become a branch bank of the resulting bank; and

WHEREAS, on September 15, 1981, the Board of Directors of the Federal Deposit Insurance Corporation entered an Order granting written consent to the proposed merger of Bank of Mantee and People's Bank and Trust, which Order provided that the merger could not be consummated for at least 30 calendar days; and

WHEREAS, under paragraph (13) of the Merger Agreement, the merger of Bank of Mantee and People's Bank and Trust is to be consummated on the first day of the second month following the month in which approval of the proposed merger by all necessary regulatory authorities shall have become effective, which consummation date is December 1, 1981; and

WHEREAS, in order to give effect to the Merger Agreement, it is necessary, at such time as the merger is consummated, that the Charter of Incorporation of Bank of Mantee be amended so as to increase the total amount of capital stock of the resulting bank to $321,285.00 divided into 64,257 shares having a par value of $5.00 per share; so as to allocate to the branch bank known as People's Bank and Trust, Branch of Bank of Mantee (the former Main Office of People's Bank and Trust) $1,000,000.00 of the total capital of the resulting bank, pursuant to the provisions of Section 81-7-1 et seq. of the Mississippi Code of 1972, as amended; and so as to do anything else necessary and proper for effectuating the merger between Bank of Mantee and People's Bank and Trust, without the necessity of further action by either the Boards of Directors or the shareholders of Bank of Mantee or People's Bank and Trust; and

WHEREAS, the matters recited above are evidenced by certain documents, copies of which are attached hereto and made a part of these Articles of Amendment, which documents are identified as follows:

Item 1 - Application for Approval of Agreement to Merge People's Bank and Trust, Olive Branch, Mississippi, into Bank of Mantee, Mantee, Mississippi, dated April 1, 1981, and submitted to Commissioner of Mississippi Department of Banking and Consumer Finance, together with Merger Agreement and various corporate documents attached thereto as Exhibits A-M.

Item 2 - Certificate of Merger Approval issued by Commissioner of Mississippi Department of Banking and Consumer Finance, April 8, 1981.

Item 3 - Order of Board of Directors of Federal Deposit Insurance Corporation Approving Merger Application, September 15, 1981.

Item 4 - Basis for Corporation Approval issued by Board of Directors of Federal Deposit Insurance Corporation, September 15, 1981.

NOW, THEREFORE, Article IV of the Charter of Incorporation of Bank of Mantee, which as last amended on July 15, 1980, now reads as follows:

> "IV. The capital stock of the bank shall be One Hundred Seventy-Seven Thousand Four Hundred Dollars ($177,400.00) divided into Thirty-Five Thousand Four Hundred Eighty (35,480) common shares of the par value of Five Dollars ($5.00) per share."

shall be further amended to read as follows:

> "IV. The capital stock of the bank shall be Three Hundred Twenty-One Thousand Two Hundred Eighty-Five Dollars ($321,285.00) divided into Sixty-Four Thousand Two Hundred Fifty-Seven (64,257) common shares of the par value of Five Dollars ($5.00) per share; provided, however, that, pursuant to the provisions of Section 81-7-1 et seq. of the Mississippi Code of 1972, as amended, One Million Dollars ($1,000,000.00) of the total capital of the bank shall be allocated to the branch bank known as People's Bank and Trust, Branch of Bank of Mantee."

The foregoing amendment to the Charter of Incorporation of Bank of Mantee shall take effect and be in force on December 1, 1981.

Bank of Mantee, acting by and through its undersigned officers, hereby requests the Commissioner, Mississippi Department of Banking and Consumer Finance, to approve the foregoing amendment to the Charter of Incorporation of Bank of Mantee; to attach his Certificate of Approval thereto; and to forward these Articles of Amendment and the Certificate of Approval to the Attorney General for processing and subsequent transmittal to the Governor and Secretary of State, all in accordance with Section 81-3-15 of the Mississippi Code of 1972, as amended.

THIS is the 16th day of October, 1981.

Respectfully submitted,

BANK OF MANTEE, MANTEE, MISSISSIPPI

BY: Jerry Ashley
JERRY ASHEY, PRESIDENT

ATTEST:
Sybil J. Carty
SYBIL J. CARTY, CASHIER

(S E A L)

CERTIFICATE

STATE OF MISSISSIPPI
COUNTY OF WEBSTER

Personally appeared before me, the undersigned authority in and for the said jurisdiction, the within named Jerry Ishee, who having been duly sworn by me, stated under oath the following:

I, the undersigned Jerry Ishee, President of Bank of Mantee, Mantee, Mississippi, do hereby certify that the matters set forth in the foregoing Articles of Amendment to the Charter of Incorporation of Bank of Mantee are true and correct as therein stated, and that I signed the foregoing Articles of Amendment on behalf of Bank of Mantee, having full power and authority so to do.

IN WITNESS WHEREOF, I have affixed my signature on this the 16th day of October, 1981.

Jerry Ishee
JERRY ISHEE

SWORN TO AND SUBSCRIBED before me on this the 16 day of October, 1981.

William M. Malone
NOTARY PUBLIC

My Commission Expires:
June 4, 1983

BEFORE THE COMMISSIONER OF BANKING AND CONSUMER FINANCE

OF THE STATE OF MISSISSIPPI

IN THE MATTER OF A MERGER BETWEEN
BANK OF MANTEE, MANTEE, MISSISSIPPI,
AND PEOPLE'S BANK AND TRUST, OLIVE BRANCH,
MISSISSIPPI

APPLICATION FOR APPROVAL OF AGREEMENT TO MERGE PEOPLE'S BANK AND TRUST, OLIVE BRANCH, MISSISSIPPI, INTO BANK OF MANTEE, MANTEE, MISSISSIPPI

COME NOW Bank of Mantee, Mantee, Mississippi, and People's Bank and Trust, Olive Branch, Mississippi, acting by and through their undersigned officers and attorneys, and respectfully make application, pursuant to Section 81-5-85 of the Mississippi Code of 1972, as amended, to merge People's Bank and Trust into Bank of Mantee, all in accordance with a written Merger Agreement. In support whereof, Bank of Mantee and People's Bank and Trust (hereinafter sometimes referred to as "Applicants") would show unto the Commissioner of Banking and Consumer Finance the following:

1. The Applicants are state banking corporations organized and chartered under the laws of the State of Mississippi. Bank of Mantee has its domicile and principal place of business in the Village of Mantee, Webster County, Mississippi. People's Bank and Trust has its domicile and principal place of business in the Town of Olive Branch, DeSoto County, Mississippi.

2. Pursuant to the requirements of Section 81-5-85 of the Mississippi Code of 1972, as amended, the Applicants have entered into a Merger Agreement. A copy of that Merger Agreement is attached hereto as Exhibit "A" and made a part of this Application. If this Application is approved, the Applicants will merge under the name and charter of Bank of

Mantee. At such time as the merger is consummated, the present main office of Bank of Mantee at 113 First Street, Mantee, Webster County, Mississippi, will continue as the main office of the resulting bank. At such time as the merger is consummated, the present branch bank of Bank of Mantee known as Bank of Starkville and located in Starkville, Oktibbeha County, Mississippi, will continue as a branch bank of Bank of Mantee. At such time as the merger is consummated, the present main office of People's Bank and Trust, 9123 East Pigeon Roost, Olive Branch, DeSoto County, Mississippi, will become a branch bank of the resulting bank, with the said branch bank to be known as People's Bank and Trust, Branch of Bank of Mantee.

3. The said Merger Agreement was unanimously adopted by the Board of Directors of Bank of Mantee on January 23, 1981, at a regular monthly meeting of the Board of Directors of Bank of Mantee. A certified copy of the Resolution Approving Merger Agreement, as taken from the minutes of the said meeting of the Board of Directors, is attached hereto as Exhibit "B" and made a part of this Application.

4. The said Merger Agreement was ratified and confirmed by the shareholders of Bank of Mantee by a unanimous vote of 35,120 to 0 at the annual meeting of shareholders held on February 25, 1981, with shareholders owning more than two-thirds (2/3) of the 35,480 shares of outstanding capital stock of Bank of Mantee voting in the affirmative. A copy of the Minutes of the annual meeting of shareholders is attached hereto as Exhibit "C" and made a part of this Application. Notice of the said annual meeting of shareholders was given to all shareholders in accordance with the By-Laws of Bank of Mantee. Copies of the Notice, Proxy, and cover letter sent to all shareholders of Bank of Mantee concerning the said annual meeting of shareholders are attached hereto as Exhibits "D", "E", and "F",

respectively, and made a part of this Application.

5. As further evidence of the action of Bank of Mantee in approving the said Merger Agreement, Jerry Ishee, President of Bank of Mantee, has executed a notarized Affidavit. A copy of that notarized Affidavit is attached hereto as Exhibit "G" and made a part of this Application.

6. The said Merger Agreement was unanimously adopted by the Board of Directors of People's Bank and Trust on February 17, 1981, at the regular monthly meeting of the Board of Directors of People's Bank and Trust. A certified copy of the resolution of adoption, as taken from the minutes of the said meeting of the Board of Directors, is attached hereto as Exhibit "H" and made a part of this Application.

7. The said Merger Agreement was ratified and confirmed by the shareholders of People's Bank and Trust by a vote of 61,284 to 307 at the annual meeting of shareholders held on March 17, 1981, with shareholders owning at least two-thirds (2/3) of the 70,000 shares of outstanding capital stock of People's Bank and Trust voting in the affirmative. A copy of the Minutes of the said annual meeting of shareholders is attached hereto as Exhibit "I" and made a part of this Application. Notice of the said annual meeting of shareholders was given to all shareholders in accordance with the By-Laws of People's Bank and Trust. Copies of the Notice, Proxy, and cover letter sent to all shareholders of People's Bank and Trust concerning the said annual meeting of shareholders are attached hereto as Exhibits "J", "K", and "L", respectively, and made a part of this application.

8. As further evidence of the action of People's Bank and Trust in approving the said Merger Agreement, Guy M. Loftin, President of People's Bank and Trust, has executed a notarized Affidavit. A copy of that notarized Affidavit is

attached hereto as Exhibit "M" and made a part of this Application.

9. If the merger requested herein is approved, the capital stock of the resulting bank will be $321,285 divided into 64,257 shares having a par value of $5.00 per share. The capital stock of the resulting bank will not be less than that required under the banking laws of the State of Mississippi for the organization of a bank in Mantee, Webster County, Mississippi, the place in which the domicile and principal place of business of the resulting bank will be located, and will not be less than that required under the banking laws of the State of Mississippi for two branch banks.

10. If the merger requested herein is approved, all the rights, franchises, and interests of the applicant banks in and to every species of property, personal and mixed, and choses in action thereto belonging, shall be deemed to be transferred to and vested in the resulting bank without any deed or other transfer, and the resulting bank shall hold and enjoy the same and all rights of property, franchises, and interests in the same manner and to the same extent as have been held and enjoyed by Bank of Mantee and People's Bank and Trust, respectively.

11. If the merger requested herein is approved, the resulting bank will have a greater capitalization and greater economic strength than either of the applicant banks presently has. The resulting bank will be able to render increased banking services to the banking public, particularly to those persons in the relevant geographic market of Bank of Mantee (portions of Webster, Oktibbeha, Clay, and Chickasaw Counties), to those persons in the relevant geographic market of People's Bank and Trust (portions of DeSoto and Marshall Counties), and to those persons in areas of north Mississippi between the said

relevant geographic markets. The proposed merger will be in the best interests of the shareholders and depositors of both applicant banks and of the banking public. The proposed merger will not adversely affect any existing banking institution. Since the geographic market areas of Bank of Mantee and People's Bank and Trust do not presently overlap, the proposed merger will not result in any significant lessening of banking competition.

12. Both applicant banks are non-member state banking corporations insured by the Federal Deposit Insurance Corporation. Pursuant to the requirements of Section 18(c) of the Federal Deposit Insurance Act, as amended, 12 U.S.C. §1828(c), the Merger Agreement must be approved by the Federal Deposit Insurance Corporation before it can be effective.

WHEREFORE, Bank of Mantee, Mantee, Mississippi, and People's Bank and Trust, Olive Branch, Mississippi, respectfully move the Commissioner of Banking and Consumer Finance of the State of Mississippi, in accordance with the provisions of Section 81-5-85 of the Mississippi Code of 1972, as amended, to approve their merger according to the terms of the Merger Agreement previously identified as Exhibit "A" to this Application; provided, however, that the merger shall not become finally effective until such time as it has been approved by the Federal Deposit Insurance Corporation in accordance with law. The applicant banks move for such other and general relief as to which

they may be entitled.

THIS is the 1st day of April, 1981.

Respectfully submitted,

BANK OF MANTEE, MANTEE, MISSISSIPPI, APPLICANT

BY: _____
JERRY ISHEE, PRESIDENT

ATTEST:

_____
SYBIL J. CARTY, CASHIER

(S E A L)

PEOPLE'S BANK AND TRUST, OLIVE BRANCH, MISSISSIPPI, APPLICANT

BY: _____
GUY M. LOFTIN, PRESIDENT

ATTEST:

_____
JOYCE M. BELL, CASHIER

(S E A L)

STENNETT, WILKINSON & WARD, ATTORNEYS FOR APPLICANTS

BY: _____
JAMES A. PEDEN, JR.

BY: _____
ANSON B. CHUNN

STENNETT, WILKINSON & WARD
100 Congress Street South
Post Office Box 22627
Jackson, Mississippi 39205

Telephone: 601/948-3000

AGREEMENT TO MERGE
PEOPLE'S BANK AND TRUST, OLIVE BRANCH, MISSISSIPPI,
INTO BANK OF MANTEE, MANTEE, MISSISSIPPI

THIS AGREEMENT is made, pursuant to the provisions of Section 81-5-85 of the Mississippi Code of 1972, as amended, by and between Bank of Mantee, a banking corporation organized and chartered under the laws of the State of Mississippi, and having its domicile and principal place of business in the Town of Mantee, Webster County, Mississippi, acting by and through its Board of Directors; and People's Bank and Trust, a banking corporation organized and chartered under the laws of the State of Mississippi, and having its domicile and principal place of business in the Town of Olive Branch, DeSoto County, Mississippi, acting by and through its Board of Directors. Both banks have their deposits insured by the Federal Deposit Insurance Corporation. Bank of Mantee and People's Bank and Trust do hereby contract, covenant, and agree as follows:

People's Bank and Trust shall merge into Bank of Mantee subject to the following terms and conditions:

(1) People's Bank and Trust shall merge into Bank of Mantee under the existing Charter of Bank of Mantee, with the resulting bank to be known as Bank of Mantee. The domicile and principal place of business of the bank resulting from ther merger shall be Mantee, Webster County, Mississippi.

(2) At such time as the Merger is consummated, the present Main Office of Bank of Mantee at 113 First Street, Mantee, Webster County, Mississippi, shall become the Main Office of the resulting bank. At such time as the merger is consummated, the present Main Office of People's Bank and Trust at 9123 East Pigeon Roost, Olive Branch, DeSoto County, Mississippi, shall, pursuant to the provisions of Section 81-7-3 of the Mississippi Code of 1972, become a branch bank of the resulting bank, with the said branch bank to be known as People's Bank and Trust, Branch of Bank of Mantee.

"EXHIBIT A"

(3) The present amount of the capital stock of Bank of Mantee is $177,400 divided into 35,480 shares having a par value of $5.00 per share. The present amount of the capital stock of People's Bank and Trust is $350,000 divided into 70,000 shares having a par value of $5.00 per share. The total capital of Bank of Mantee as of December 31, 1980, was $1,357,655.70, and the book value of each share of the capital stock of Bank of Mantee as of that date was $38.26. The total capital of People's Bank and Trust as of December 31, 1980, was $1,101,275.23, and the book value of each share of capital stock of People's Bank and Trust as of that date was $15.73. At such time as the merger is consummated, the charter of the resulting bank shall be amended to increase the total amount of capital stock in the resulting bank to $321,285 divided into 64,257 shares having a par value of $5.00 per share. The holder of each share of stock of Bank of Mantee shall exchange that share for one share of stock in the resulting bank known as Bank of Mantee. The holder of each share of the capital stock of People's Bank and Trust shall exchange that share for .4111 shares of stock in the resulting bank. The resulting bank shall pay cash based upon book value in lieu of fractional shares.

(4) At such time as the merger is consummated, $1,000,000 of the total capital of the resulting bank shall be allocated to the branch bank known as People's Bank and Trust, Branch of Bank of Mantee, pursuant to the provisions of Section 81-7-1 et seq. of the Mississippi Code of 1972, as amended. All the remaining capital of the resulting bank shall be allocated to the Main Office in Mantee.

(5) At such time as the merger is consummated, the resulting bank shall acquire and receive all assets of whatever kind and nature now belonging to Bank of Mantee and People's Bank and Trust.

(6) At such time as the merger is consummated, the resulting bank shall assume all contracts, obligations, and liabilities now held by Bank of Mantee and People's Bank and Trust.

(7) Pursuant to the provisions of Section 81-5-85 of the Mississippi Code of 1972, as amended, all the rights, franchises, and interests of Bank of Mantee and People's Bank and Trust in and to every species of property,

personal and mixed, and choses in action thereto belonging shall be deemed to be transferred to and vested in the resulting bank without any deed or other transfer, and the resulting bank shall hold and enjoy the same and all rights of property, franchises, and interests in the same manner and to the same extent as they have hitherto been held and enjoyed by Bank of Mantee and People's Bank and Trust, respectively.

(8) At such time as the merger is consummated, John Pearce shall become Chairman of the Board of the resulting bank. At such time as the merger is consummated, Jerry Ishee shall become Chief Executive Officer of the resulting bank. All employees of Bank of Mantee and People's Bank and Trust shall be and become employees of the resulting bank, provided that the resulting bank, by majority vote of its Board of Directors, may, for good cause shown, terminate the employment of any employee of the resulting bank.

(9) At such time as the merger is consummated, the following twelve (12) persons: W. H. Allen, Thomas D. Cook, Wayne Davis, John H. George, Samuel F. Gullett, H. I. Hill, Jerry Ishee, Conrad Kreunen, Guy M. Loftin, Woodrow W. Martin, Jr., John Pearce, and Joe E. Skelton, Jr., shall become directors of the resulting bank, which shall have a total of twelve (12) directors. The twelve (12) directors of the resulting bank shall serve until such time as their successors are duly elected and qualified.

(10) At such time as the merger is consummated, the Charter of Bank of Mantee shall be amended so as to increase the total amount of capital stock of the resulting bank to $321,285 and so as to increase the number of outstanding shares of common stock to 64,257 having a par value of $5.00 per share, as provided in paragraph (3) supra; and so as to do anything else necessary and proper for effectuating the merger between Bank of Mantee and People's Bank and Trust. At such time as the merger is consummated, the By-Laws of the resulting bank shall be amended in such manner as may be necessary or proper for the purpose of effectuating the merger between Bank of Mantee and People's Bank and Trust.

(11) Bank of Mantee and People's Bank and Trust shall, through their duly authorized officers, agents, and attorneys, execute such instruments and

documents as may be necessary to effectuate the merger.

(12) Bank of Mantee and People's Bank and Trust shall cooperate in presenting to the Commissioner of Banking and Consumer Finance, Mississippi Department of Banking and Consumer Finance; to the Federal Deposit Insurance Corporation; and to other regulatory authorities for their approval such applications and other documents as may be necessary for effectuating the merger. John Pearce, Chairman of the Board of Bank of Mantee, and Woodrow W. Martin, Jr., Chairman of the Board of People's Bank and Trust, are hereby appointed and designated to represent the respective banks in consummating the merger.

(13) This Agreement is subject to ratification and confirmation by the affirmative vote of the shareholders of Bank of Mantee owning at least two-thirds (2/3) of its capital stock outstanding and by the affirmative vote of the shareholders of People's Bank and Trust owning at least two-thirds (2/3) of its capital stock outstanding at separate meetings called for such ratification and confirmation, as provided by Section 81-5-85 of the Mississippi Code of 1972, as amended. This Agreement is also subject to the approval of the Commissioner of Banking and Consumer Finance, Mississippi Department of Banking and Consumer Finance; to the approval of the Federal Deposit Insurance Corporation; and to the approval of any other regulatory authorities whose approval may be required by law. The effective date of this Agreement shall be the first day of the second month following the month in which approval of the proposed merger by all necessary regulatory authorities shall have become effective.

(14) Prior to the effective date of the merger, neither Bank of Mantee nor People's Bank and Trust shall pay any dividends on their shares of common stock. Prior to the effective date of the merger, neither Bank of Mantee nor People's Bank and Trust shall engage in any activity or transaction other than in the ordinary course of business, except as may be contemplated by this Agreement.

(15) At any time prior to the ratification and confirmation of this Agreement by the affirmative vote of the respective shareholders of Bank of Mantee and People's Bank and Trust owning at least two-thirds (2/3) of the

capital stock outstanding of the respective institutions, the Board of Directors of either bank, without the approval of the shareholders of that bank, renounce and abandon the proposed merger, in which event this Agreement shall become null and void, and in which event there shall be no liability on the part of either of the banks to the other.

(16) In the event that the merger is not consummated because of the objection of any regulatory agency, then all legal fees, accounting fees, and other expenses related to the effort to secure approval of the merger shall be borne proportionately by Bank of Mantee and People's Bank and Trust according to the ratio which the present total capital of each bank bears to the present combined total capital of the two banks.

IN WITNESS WHEREOF, Bank of Mantee and People's Bank and Trust have caused their respective seals and the signatures of their respective directors to be affixed on the dates indicated below:

BANK OF MANTEE,
Mantee, Mississippi

THOMAS D. COOK

WAYNE DAVIS

JOHN H. GEORGE

SAMUEL F. GULLETTE

H. I. HILL

JERRY ISBEE

JOHN PEARCE

JOE E. SKELTON, JR.

Constituting all the Directors of
Bank of Mantee

DATE: January 28, 1981

ATTEST:

SYBIL J. CARTY, CASHIER

(S E A L)

PEOPLE'S BANK AND TRUST
Olive Branch, Mississippi

GILBERT L. ALLEN

W. H. ALLEN

HUGH H. ARMISTEAD

H. G. DAVIDSON

WAYNE DAVIS

P. H. KEATING

CONRAD KREUNEN

GUY M. COFTIN

WOODROW W. MARTIN, JR.

JOE C. NICHOLS

G. B. PAYNE

Constituting all the Directors of
People's Bank and Trust

DATE: February 17, 1981

ATTEST:

JOYCE M BELL, CASHIER

(S E A L)

RESOLUTION APPROVING MERGER AGREEMENT

BE IT RESOLVED that, pursuant to Section 81-5-85 of the Mississippi Code of 1972, as amended, the Board of Directors of Bank of Mantee hereby adopts and approves that certain document entitled Agreement to Merge People's Bank and Trust, Olive Branch, Mississippi, into Bank of Mantee, Mantee, Mississippi, a copy of which Agreement (hereinafter referred to as "Merger Agreement") is attached hereto as Exhibit A.

BE IT FURTHER RESOLVED that, pursuant to Section 81-5-85 of the Mississippi Code of 1972, as amended, the said Merger Agreement be presented to the shareholders of Bank of Mantee for their ratification and confirmation at the Annual Meeting of shareholders to be held at the Main Office of the Bank, 113 First Street, Mantee, Mississippi, at 2:00 P.M. on Wednesday, February 25, 1981.

BE IT FURTHER RESOLVED that, in accordance with the By-Laws of Bank of Mantee, notice of the said Annual Meeting of shareholders be sent to all shareholders, and that the said notice specifically inform shareholders that the said Merger Agreement will be presented for their ratification and confirmation at the said Annual Meeting of shareholders, as provided by Section 81-5-85 of the Mississippi Code of 1972, as amended.

BE IT FURTHER RESOLVED that the officers of Bank of Mantee shall take such other steps as may be necessary and proper to effect the intent of this resolution.

***

CERTIFICATE

I, the undersigned John Pearce, Chairman of the Board of Bank of Mantee, Mantee, Mississippi, do hereby certify that a regular monthly meeting of the Board of Directors of Bank of Mantee was held in accordance with the By-Laws on Wednesday, January 28, 1981, at the Main Office of the Bank, 113 First Street, Mantee, Mississippi; that a quorum was present at the said regular monthly meeting of the Board of Directors; and that, upon a motion duly made and seconded, the foregoing Resolution Approving Merger Agreement was unanimously adopted.

THIS is the 28th day of January, 1981.

John Pearce, Chairman of the Board

ATTEST:

Sybil J. Carty, Cashier

(S E A L)

"EXHIBIT B"

MINUTES OF ANNUAL MEETING OF SHAREHOLDERS OF
BANK OF MANTEE, MANTEE, MISSISSIPPI

February 25, 1981

The annual meeting of the shareholders of Bank of Mantee, Mantee, Mississippi, was held at the Main Office of the Bank, 113 First Street, Mantee, Mississippi, at 2:00 P.M. on Wednesday, February 25, 1981, in accordance with the By-Laws, with notice of the annual meeting having been sent by mail on February 12, 1981, to each shareholder at his address, as recorded in the stock book.

In the absence of John Pearce, Chairman of the Board, Jerry Ishee, President of the Bank of Mantee, presided as Chairman of the annual meeting of shareholders and called the meeting to order.

Wayne Davis moved that Sybil J. Carty be elected Secretary of the annual meeting of shareholders. H. I. Hill seconded the motion. There being no further nominations, Sybil J. Carty was elected Secretary by acclamation.

At the direction of the Chairman, the Secretary called the roll of shareholders and presented for inspection the Proxies which had been filed by certain shareholders not able to attend the annual meeting of shareholders in person. It was determined that, of the 35,480 outstanding shares of stock of the Bank of Mantee, 7,841 shares were represented in person and that 27,279 shares were represented by proxy, for a total of 35,120 shares, or 98.99% of the outstanding shares of stock of Bank of Mantee. Not present in person or by Proxy were 360 shares. A list of the shareholders represented in person or by Proxy, with their respective number of shares, is attached hereto as an exhibit and made a part of these Minutes.

The Chairman announced that a quorum was present. The Chairman further announced that the annual meeting of shareholders was duly and legally constituted and was in session for such business as might properly come before it.

The Chairman announced that the first order of business would be the determination of the number of directors and then the election of directors to serve the Bank of Mantee during the forthcoming year. Sybil J. Carty moved that the number of directors (which, under the By-Laws, must be not less than five nor more than 25) be set at eight. Thomas D. Cook seconded the motion. The motion passed by a unanimous vote of 35,120 to 0.

Sybil J. Carty thereupon moved that the eight persons presently serving on the Board of Directors of Bank of Mantee be re-elected as directors for a term of one year, or until their successors should be elected and qualified. The motion was seconded by Thomas D. Cook. The Chairman asked if

"EXHIBIT C"

there were any other nominations. With no other nominations being made, the Chairman called for a vote. By a unanimous vote of 35,120 to 0, the following eight persons were re-elected as directors of the Bank of Mantee for a term of one year or until their successors should be elected and qualified: Thomas D. Cook, Wayne Davis, John H. George, Samuel F. Gullette, H. I. Hill, Jerry Ishee, John Pearce, and Joe E. Skelton, Jr.

The Chairman announced that the next order of business would be to consider ratification and confirmation of a certain document entitled AGREEMENT TO MERGE PEOPLE'S BANK AND TRUST, OLIVE BRANCH, MISSISSIPPI, INTO BANK OF MANTEE, MANTEE, MISSISSIPPI, which Agreement had been unanimously approved by the Board of Directors of the Bank of Mantee on January 28, 1981. The Chairman pointed out that specific mention of the proposed merger had been included in the notice of the annual meeting sent to all shareholders.

The shareholders then engaged in a lengthy discussion concerning the proposed merger. When all discussion was concluded, Wayne Davis offered the following resolution:

> BE IT RESOLVED that, pursuant to the provisions of Section 81-5-85 of the Mississippi Code of 1972, as amended, the shareholders of Bank of Mantee, Mantee, Mississippi, do hereby approve, adopt, ratify and confirm that certain AGREEMENT TO MERGE PEOPLE'S BANK AND TRUST, OLIVE BRANCH, MISSISSIPPI, INTO BANK OF MANTEE, MANTEE, MISSISSIPPI, as unanimously adopted by the Board of Directors of Bank of Mantee on January 28, 1981, and as unanimously adopted by the Board of Directors of People's Bank and Trust on February 17, 1981, and as signed by each member of the said respective Boards of Directors, and as presented to this annual meeting of shareholders of Bank of Mantee.
>
> BE IT FURTHER RESOLVED that, at such time as the proposed merger may be consummated under the terms of the aforesaid Agreement, the Charter of Incorporation of Bank of Mantee shall be amended so as to increase the total amount of capital stock of the resulting bank to $321,285.00 divided into 64,257 shares having a par value of $5.00 per share, and so as to do everything else necessary and proper for the purpose of effectuating the proposed merger of People's Bank and Trust into Bank of Mantee, all without any further meeting or action of the shareholders.
>
> BE IT FURTHER RESOLVED that, at such time as the proposed merger may be consummated, the By-Laws of the resulting bank shall be amended in such manner as may be necessary or proper for the purpose of effectuating the merger of People's Bank and Trust into Bank of Mantee.

BE IT FURTHER RESOLVED that the President and Cashier of Bank of Mantee, or either of them, are hereby authorized and directed to do such things and to execute such documents and instruments as may be necessary or desirable to effectuate fully and finally the intent of this resolution.

Wayne Davis moved that the foregoing resolution be adopted. Thomas D. Cook seconded the motion. By a unanimous vote of 35,120 to 0, the shareholders adopted the foregoing resolution.

The 35,120 shares voting in favor of the foregoing resolution represented more than two-thirds (2/3) of the 35,480 outstanding shares of capital stock of Bank of Mantee. In accordance with the provisions of Section 81-5-85 of the Mississippi Code of 1972, as amended, the Chairman thereupon declared that the shareholders of Bank of Mantee had ratified and confirmed the aforesaid Merger Agreement.

The shareholders designated Jerry Ishee, President of the Bank of Mantee, to notify the Board of Directors of People's Bank and Trust, Olive Branch, Mississippi, that the shareholders of Bank of Mantee had unanimously ratified and confirmed the aforesaid Merger Agreement.

There being no further business to come before the annual meeting of shareholders, H. I. Hill moved that the annual meeting be adjourned. Sybil J. Carty seconded the motion. The motion passed by a unanimous vote of 35,120 to 0. The Chairman thereupon declared the annual meeting of shareholders of Bank of Mantee to be adjourned.

Jerry Ishee, President

ATTEST:

Sybil J. Carty, Secretary

(S E A L)

SHAREHOLDERS PRESENT AT ANNUAL MEETING OF SHAREHOLDERS OF
BANK OF MANTEE, MANTEE, MISSISSIPPI

February 25, 1981

PRESENT IN PERSON

Name of Shareholder	Number of Shares
Sybil J. Carty	47
Thomas D. Cook	47
Wayne Davis	47
Samuel F. Gullette	120
H. I. Hill	240
Jerry Ishee	740
Joe E. Skelton, Jr.	5,400
Boyd Springer	1,200
Total	7,841

REPRESENTED BY PROXY

Name of Shareholder	Number of Shares
Charles F. Fail	4,001
Joseph D. Fail	4,061
Roil or Norma Faulkner	44
First National Bank	300
H. Alan Flowers, M.D.	40
John H. George	426
Cecil Johnson	22
Donald C. Lutken	180
Betty S. McNeel	32
June G. Nolen	142
John Pearce	17,921
John E. Snell	10
Mrs. Lydia Snell	100
Total	27,279

RECAPITULATION

Shares Represented in Person	7,841
Shares Represented by Proxy	27,279
Total Shares	35,120

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO ALL SHAREHOLDERS OF THE BANK OF MANTEE, MANTEE, MISSISSIPPI:

In accordance with the By-Laws of the Bank of Mantee, notice is hereby given that the Annual Meeting of shareholders of the Bank of Mantee will be held at the Main Office of the Bank, 113 First Street, Mantee, Mississippi, at 2:00 P.M. on Wednesday, February 25, 1981.

The Annual Meeting of shareholders will set the number of directors (to be not less than 5 nor more than 25) to serve the Bank of Mantee during the coming year. The Annual Meeting of shareholders will then elect persons to fill the various director positions.

The Annual Meeting of shareholders will also consider and vote upon ratification and confirmation of a certain document entitled AGREEMENT TO MERGE PEOPLE'S BANK AND TRUST, OLIVE BRANCH, MISSISSIPPI, INTO BANK OF MANTEE, MANTEE, MISSISSIPPI, in the manner provided by Section 81-5-85 of the Mississippi Code of 1972, as amended.

A copy of the said Merger Agreement, which has been unanimously approved by the Board of Directors of the Bank of Mantee, is available in the Main Office of the Bank of Mantee for inspection by any shareholder.

The Annual Meeting of shareholders will also consider such other matters as may properly come before it.

IN WITNESS WHEREOF, I have affixed my signature in Mantee, Mississippi, on this the 12th day of February, 1981.

/s/ Jerry Ishee
JERRY ISHEE, PRESIDENT
BANK OF MANTEE

"EXHIBIT D"

PROXY

KNOW ALL MEN BY THESE PRESENTS that I, the undersigned, being a shareholder of the Bank of Mantee, Mantee, Mississippi, do hereby nominate and appoint Jerry Ishee and John Pearce as my true and lawful Attorneys in Fact, jointly and severally, with full power of substitution, for and in my name and place, to represent me at the Annual Meeting of shareholders of the Bank of Mantee to be held at the Main Office of the Bank, 113 First Street, Mantee, Mississippi, at 2:00 P.M. on Wednesday, February 25, 1981, and at any and all adjournments of the said Annual Meeting, to vote all of the stock of the Bank of Mantee owned or held or standing in my name, or which for any reason I am or shall be entitled to vote, upon any and all questions and business as may properly come before the said meeting.

I particularly authorize and direct my Attorneys in Fact to vote on my behalf

/____/ FOR

/____/ AGAINST

the ratification and confirmation of a certain document entitled AGREEMENT TO MERGE PEOPLE'S BANK AND TRUST, OLIVE BRANCH, MISSISSIPPI, INTO BANK OF MANTEE, MANTEE, MISSISSIPPI, in the manner provided by Section 81-5-85 of the Mississippi Code of 1972, as amended. I further authorize and direct my said Attorneys in Fact to vote in their discretion on my behalf in the election of directors and in the transaction of any other business that may properly come before the Annual Meeting of shareholders as fully as I could do if personally present and acting.

If not all of my said Attorneys in Fact shall be present at the meeting, then the one so present or acting shall have and may exercise all the power and authority hereby granted to the said Attorneys jointly. Each of the said Attorneys in Fact may substitute for himself, as such Attorney, any other person, including his associate above named, and revoke such substitution, and any substitute so appointed, unless such substitution shall have been revoked, shall have all the right, power, and authority that the person appointing him would have possessed but for such substitution.

This Proxy may be revoked by an instrument of writing, properly witnessed and bearing a date later than the date of this Proxy, specifically revoking this Proxy or revoking all prior Proxies or appointing a different Attorney in Fact as Proxy, or by the presence and voting of the person or persons executing this Proxy at the said Annual Meeting of shareholders.

This Proxy shall be voted by the said Attorneys in Fact in accordance with the directions of the person or persons executing this Proxy, as indicated above by marking the block FOR or the block AGAINST, and if no direction is indicated above on the face of this Proxy, then the said Attorneys in Fact are directed to vote the shares of the undersigned FOR ratification and confirmation of a certain document entitled AGREEMENT TO MERGE PEOPLE'S BANK AND TRUST, OLIVE BRANCH, MISSISSIPPI, INTO BANK OF MANTEE, MANTEE, MISSISSIPPI.

IN WITNESS WHEREOF, I have affixed my signature on this the _____ day of February, 1981.

_____

_____
Signature of Shareholder(s)

NOTE: If shares are issued in more than one name, all must sign.

WITNESS:

Number of Shares: _____

_____

"EXHIBIT E"

Bank of Mantee
Mantee, Mississippi 39751

JERRY ISHEE,
President

Phone (601) 456-5341

February 12, 1981

TO ALL SHAREHOLDERS OF THE BANK OF MANTEE:

The Annual Meeting of shareholders of the Bank of Mantee will be held at the Main Office of the Bank, 113 First Street, Mantee, Mississippi, at 2:00 P.M. on Wednesday, February 25, 1981. You have the right to be present at the Annual Meeting of shareholders, and the officers and directors of the Bank cordially invite you to attend.

The Annual Meeting of shareholders will consider two principal matters. The first matter is the election of directors for the coming year. In accordance with the By-Laws, the Annual Meeting of shareholders will determine the number of directors (which must be not less than five nor more than 25) and then elect persons to fill the various director positions.

At a meeting of the Board of Directors held on January 28, 1981, the Board unanimously voted to enter into a Merger Agreement whereby People's Bank and Trust, Olive Branch, Mississippi, would merge into the Bank of Mantee. The Merger Agreement will be the second principal matter to come before the Annual Meeting of shareholders. In accordance with the provisions of Section 81-5-85 of the Mississippi Code of 1972, as amended, the Annual Meeting of shareholders will consider and vote upon ratification and confirmation of the Merger Agreement.

The Annual Meeting of shareholders will consider such other matters as may properly come before it.

If you will be unable to attend the Annual Meeting of shareholders in person, you may still participate and vote at the meeting by proxy. Enclosed is a Proxy form which you may complete and return if you are unable to attend the Annual Meeting. If you wish to utilize the enclosed Proxy, please sign and date it in the presence of a witness, have a witness sign in the indicated place, and return the Proxy to me, either in person or by mail, at the Bank of Mantee, 113 First Street, Post Office Box 134, Mantee, Mississippi 39751, prior to the date of the meeting. If more than one person owns a stock certificate, all owners must sign the Proxy.

If you have any questions about the forthcoming Annual Meeting of shareholders or about any matter mentioned in this letter or in the enclosed forms, please do not hesitate to contact me or any other officer or director of the Bank of Mantee.

Sincerely yours,

Jerry Ishee

Jerry Ishee, President

Enclosures

"EXHIBIT F"

AFFIDAVIT OF PRESIDENT OF BANK OF MANTEE,
MANTEE, MISSISSIPPI

STATE OF MISSISSIPPI

COUNTY OF WEBSTER

Personally appeared before me, the undersigned authority in and for the said jurisdiction, the within named Jerry Ishee, who having been duly sworn by me stated under oath the following:

I, the undersigned Jerry Ishee, President of Bank of Mantee, Mantee, Mississippi, do hereby state and certify that the AGREEMENT TO MERGE PEOPLE'S BANK AND TRUST, OLIVE BRANCH, MISSISSIPPI, INTO BANK OF MANTEE, MANTEE, MISSISSIPPI, was unanimously adopted by the Board of Directors of Bank of Mantee at a regular monthly meeting of the Board of Directors held on January 28, 1981, and that the said Merger Agreement was ratified and confirmed by the shareholders of Bank of Mantee by a unanimous vote of 35,120 to 0 at the annual meeting of shareholders held on February 25, 1981, with shareholders owning more than two-thirds (2/3) of the 35,480 shares of outstanding capital stock of Bank of Mantee voting in favor of ratification and confirmation, all in accordance with Section 81-5-85 of the Mississippi Code of 1972, as amended.

Jerry Ishee
JERRY ISHEE

SWORN TO AND SUBSCRIBED before me on this the 16 day of March, 1981.

William M. Malone
NOTARY PUBLIC

My Commission Expires:
June 4, 1983

"EXHIBIT G"

RESOLUTION APPROVING MERGER AGREEMENT

BE IT RESOLVED that, pursuant to Section 81-5-85 of the Mississippi Code of 1972, as amended, the Board of Directors of People's Bank & Trust, Olive Branch, Mississippi, hereby adopts and approves that certain document entitled Agreement to Merge People's Bank and Trust, Olive Branch, Mississippi, into Bank of Mantee, Mantee, Mississippi, a copy of which Agreement (hereinafter referred to as "Merger Agreement") is attached hereto as Exhibit A.

BE IT FURTHER RESOLVED that, pursuant to Section 81-5-85 of the Mississippi Code of 1972, as amended, the said Merger Agreement be presented to the shareholders of People's Bank and Trust for their ratification and confirmation at the Annual Meeting of shareholders to be held at the Main Office of the Bank, Olive Branch, Mississippi, at 7:00 P.M. on Tuesday, March 17, 1981.

BE IT FURTHER RESOLVED that, in accordance with the By-Laws of People's Bank and Trust, notice of the said Annual Meeting of shareholders be sent to all shareholders, and that the said notice specifically inform shareholders that the said Merger Agreement will be presented for their ratification and confirmation at the said Annual Meeting of shareholders, as provided by Section 81-5-85 of the Mississippi Code of 1972, as amended.

BE IT FURTHER RESOLVED that the officers of People's Bank and Trust shall take such other steps as may be necessary and proper to effect the intent of this resolution.

***

CERTIFICATE

I, the undersigned W. W. Martin, Jr., Chairman of the Board of People's Bank and Trust, Olive Branch, Mississippi, do hereby certify that a regular monthly meeting of the Board of Directors of People's Bank and Trust was held in accordance with the By-Laws on Tuesday, February 17, 1981, at the Main Office of the Bank, Olive Branch, Mississippi; that a quorum was present at the said regular monthly meeting of the Board of Directors; and that, upon a motion duly made and seconded, the foregoing Resolution Approving Merger Agreement was unanimously adopted.

THIS is the 24th day of February, 1981.

W. W. Martin, Jr.
W. W. Martin, Jr., Chairman of the Board

ATTEST:

Joyce M. Bell
Joyce M. Bell, Cashier

(S E A L)

"EXHIBIT H"

MINUTES OF ANNUAL MEETING OF SHAREHOLDERS
PEOPLE'S BANK AND TRUST
Olive Branch, Mississippi

March 17, 1981

In accordance with Section 1.1 of the By-Laws, and pursuant to a resolution adopted by the Board of Directors, the annual meeting of shareholders of People's Bank and Trust was held at the Main Office of the Bank, 9123 East Pigeon Roost, Olive Branch, Mississippi 38654, at 7:00 P.M. on Tuesday, March 17, 1981, with notice of the annual meeting of shareholders having been mailed to each shareholder of record on March 6, 1981, in accordance with Section 1.3 of the By-Laws.

Attached hereto and made a part of these Minutes are (1) a copy of the notice sent to each shareholder, (2) a copy of the proxy sent to each shareholder, (3) a copy of the cover letter from Guy M. Loftin, President of People's Bank and Trust, which letter accompanied the said notice and proxy, and (4) a certificate from Mr. Loftin stating that he mailed the said notice, proxy, and cover letter, postage prepaid, on March 6, 1981, to each shareholder of People's Bank and Trust.

G. B. Payne, Vice Chairman of the Board of Directors, presided as temporary Chairman of the annual meeting of shareholders and called the meeting to order. The invocation was given by Thomas E. Williams.

Mr. Payne opened the floor for nominations of the position of permanent Chairman of the annual meeting. Howard Allen nominated W. W. Martin, Jr., for the position of permanent Chairman. H. G. Davidson seconded the nomination. There being no further nominations, W. W. Martin, Jr., was unanimously elected by acclamation as permanent Chairman of the annual meeting.

Chairman Martin opened the floor for nominations for the position of Secretary of the annual meeting. Howard Allen nominated Wayne Davis for the position of Secretary of the annual meeting. James H. Gray seconded the nomination. There being no further nominations, Wayne Davis was unanimously elected by acclamation as Secretary of the annual meeting.

Chairman Martin declared the next order of business to be the determination of the presence of a quorum. Chairman Martin called upon the Secretary to take the roll of those shareholders attending the annual meeting in person, to examine the proxies returned by the shareholders, and to determine how many of the 70,000 outstanding shares of People's Bank and Trust were represented either in person or by proxy. The Secretary reported that 25,659 shares were represented in person and that 35,932 shares were represented by proxy, for a total of 61,591 shares, or 87.99% of the 70,000 outstanding shares of People's Bank and Trust. Not present in person or by proxy were 8,409 shares. A list of the shareholders represented in person or

"EXHIBIT I"

by proxy, with their respective number of shares, is attached hereto as an exhibit and made a part of these Minutes.

Chairman Martin pointed out that, under Section 1.4 of the By-Laws, a quorum is a majority of all the 70,000 shares issued and outstanding, or 35,001 shares. Chairman Martin declared that, with 61,591 shares represented at the annual meeting either in person or by proxy, a quorum was present and that the meeting was lawfully constituted for all business which might properly come before it.

At the request of Chairman Martin, the Minutes of the annual meeting of shareholders held on January 15, 1980, were read. G. B. Payne moved that the Minutes be approved as read. James H. Gray seconded the motion. The motion prevailed by a unanimous vote of 61,591 to 0.

Guy M. Loftin, President of People's Bank and Trust, gave a report on the Bank for the previous year.

Chairman Martin declared the next order of business to be the election of directors to serve People's Bank and Trust during the forthcoming year. Chairman Martin presented to the annual meeting the names of those persons nominated by the management of People's Bank and Trust to serve as directors for the forthcoming year, those persons being as follows: Gilbert L. Allen, W. H. Allen, H. G. Davidson, Wayne Davis, P. H. Keating, Conrad Kreunen, Guy M. Loftin, W. W. Martin, Jr., Joe C. Nichols, and G. B. Payne. G. B. Payne moved that those persons nominated by management be elected as directors for a term of one year, or until their successors should be elected and qualified. The motion was seconded by James H. Gray. Chairman Martin asked if there were any other nominations. With no other nominations being made, Chairman Martin called for a vote. By a unanimous vote of 61,591 to 0, the following persons were elected as directors of People's Bank and Trust for a term of one year, or until their successors should be elected and qualified: Gilbert L. Allen, W. H. Allen, H. G. Davidson, Wayne Davis, P. H. Keating, Conrad Kreunen, Guy M. Loftin, W. W. Martin, Jr., Joe C. Nichols, and G. B. Payne.

Chairman Martin announced that the next order of business would be to consider ratification and confirmation of a certain document entitled AGREEMENT TO MERGE PEOPLE'S BANK AND TRUST, OLIVE BRANCH, MISSISSIPPI, INTO BANK OF MANTEE, MANTEE, MISSISSIPPI, which Agreement had been unanimously approved by the Board of Directors of People's Bank and Trust on February 17, 1981. Chairman Martin pointed out that the specific mention of the proposed merger had been included in the notice of the annual meeting sent to all shareholders.

The Agreement to Merge was read in full. The shareholders then engaged in a lengthy discussion concerning the proposed merger. When all discussion was concluded, G. B. Payne offered the following resolution:

> BE IT RESOLVED that, pursuant to the provisions of Section 81-5-85 of the Mississippi Code of 1972, as amended, the shareholders of People's Bank and Trust,

Olive Branch, Mississippi, do hereby approve, adopt, ratify and confirm that certain AGREEMENT TO MERGE PEOPLE'S BANK AND TRUST, OLIVE BRANCH, MISSISSIPPI, INTO BANK OF MANTEE, MANTEE, MISSISSIPPI, as unanimously adopted by the Board of Directors of Bank of Mantee on January 28, 1981, and as unanimously adopted by the Board of Directors of People's Bank and Trust on February 17, 1981, and as signed by each member of the said respective Boards of Directors, and as presented to this annual meeting of shareholders of People's Bank and Trust.

BE IT FURTHER RESOLVED that, at such time as the proposed merger may be consummated under the terms of the aforesaid Agreement, the Charter of Incorporation of Bank of Mantee shall be amended so as to increase the total amount of capital stock of the resulting bank to $321,285.00 divided into 64,257 shares having a par value of $5.00 per share, and so as to do everything else necessary and proper for the purpose of effectuating the proposed merger of People's Bank and Trust into Bank of Mantee, all without any further meeting or action of the shareholders.

BE IT FURTHER RESOLVED that, at such time as the proposed merger may be consummated, the By-Laws of the resulting bank shall be amended in such manner as may be necessary or proper for the purpose of effectuating the merger of People's Bank and Trust into Bank of Mantee.

BE IT FURTHER RESOLVED that the President and Cashier of People's Bank and Trust, or either of them, are hereby authorized and directed to do such things and to execute such documents and instruments as may be necessary or desirable to effectuate fully and finally the intent of this resolution.

G. B. Payne moved that the foregoing resolution be adopted. Guy M. Loftin seconded the motion. The motion prevailed by a vote of 61,284 to 307, with the negative votes being cast by proxy by Davidson Chevrolet, Inc. (125), Larry C. Gadd (6), and James C. Riales and Anne S. Riales (176).

The 61,284 shares voting in favor of the foregoing resolution represented more than two-thirds (2/3) of the 70,000 outstanding shares of capital stock of People's Bank and Trust. In accordance with the provisions of Section 81-5-85 of the Mississippi Code of 1972, as amended, Chairman Martin thereupon declared that the shareholders of People's Bank and Trust had ratified and confirmed the aforesaid Agreement to Merge.

The shareholders designated Guy M. Loftin, President of People's Bank and Trust, to notify the directors of Bank of Mantee, Mantee, Mississippi, that the shareholders of People's Bank and Trust had ratified and confirmed the aforesaid Agreement to Merge.

Chairman Martin then reported to the annual meeting on the plans of People's Bank and Trust to construct a new building.

There being no further business to come before the annual meeting of shareholders, the meeting was adjourned upon a motion made, seconded, and unanimously approved by a vote of 61,591 to 0.

W. W. MARTIN, JR., CHAIRMAN

ATTEST:

WAYNE DAVIS, SECRETARY

(S E A L)

SHAREHOLDERS PRESENT AT ANNUAL MEETING OF SHAREHOLDERS OF
PEOPLE'S BANK AND TRUST, OLIVE BRANCH, MISSISSIPPI

March 17, 1981

PRESENT IN PERSON

Name of Shareholder	Number of Shares
Gilbert L. Allen	400
Gilbert L. Allen & Maxine L. Allen	105
W. Howard Allen	2,615
Mr. and Mrs. W. H. Allen	90
W. H. Allen & Gayle B. Allen	795
Charles H. Bell & Joyce M. Bell	58
R. J. Bell	60
H. Gordon Davidson	600
K. Wayne Davis	9,042
T. D. Doddridge & Elizabeth N. Doddridge	84
James H. Gray or Terri C. Gray	541
William T. Hawks & Diane K. Hawks	786
P. Hugh Keating	40
P. Hugh Keating and Joy K. Keating	360
Guy M. Loftin	350
W. W. Martin, Jr.	7,530
G. B. Payne	1,442
Janice C. Payne	50
Thomas E. Williams	48
Thomas E. Williams & Dorothy R. Williams	663
Total	25,659

REPRESENTED BY PROXY

Name of Shareholder	Number of Shares
B. G. Allen and Marthola S. Allen	48
Robert Dan Allen & Bettye Jean A. Allen	600
T. M. Allen	160
T. M. Allen, Sr. & Shirley C. Allen	918
Hugh M. Armistead	40
Davidson Chevrolet, Inc.	125
Charles F. Fail	7,482
Joseph D. Fail	7,482
Walter F. Frank, Jr.	7,482
Larry C. Gadd	6

Garey C. Holifield	1,855
Aurelia Bowlan Jones	104
James A. Jones & Alice G. Jones	172
Suzanne R. Kerr	10
Conrad Kreunen	1,250
G. L. "Jack" Martineau	200
Mary Beth Morris or Sandra Sowell Morris	20
John Pearce	7,482
Wesley H. Ragsdale & Vivian M. Ragsdale	35
James C. Riales & Anne S. Riales	176
Lucille Semmes	50
Denver Sowell & Annie Lou Sowell	100
James E. Woods	70
Evelyn Harris	50
Total	35,932

RECAPITULATION

Shares Represented in Person	25,659
Shares Represented by Proxy	35,932
Total Shares	61,591

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO ALL SHAREHOLDERS OF PEOPLE'S BANK AND TRUST:

Pursuant to a Resolution adopted by the Board of Directors of People's Bank and Trust at a meeting held on February 17, 1981, and in accordance with Section 1.1 of the By-Laws of People's Bank and Trust, notice is hereby given that the Annual Meeting of Shareholders of People's Bank and Trust will be held at the main office of the bank, 9123 East Pigeon Roost, Olive Branch, Mississippi 38654, at 1:00 p.m. on Tuesday, March 17, 1981.

The Annual Meeting of Shareholders will elect persons (numbering not less than 5 nor more than 25) to serve as directors of People's Bank and Trust during the coming year.

The Annual Meeting of Shareholders will also consider and vote upon ratification and confirmation of a certain document entitled AGREEMENT TO MERGE PEOPLE'S BANK AND TRUST, OLIVE BRANCH, MISSISSIPPI, INTO BANK OF MANTEE, MANTEE, MISSISSIPPI, in the manner provided by Section 81-5-85 of the Mississippi Code of 1972, as amended. A copy of the said Merger Agreement, which has been unanimously approved by the Board of Directors of People's Bank and Trust, is available in the main office of the People's Bank and Trust for inspection by any shareholder.

The Annual Meeting of Shareholders will also consider such other matters as may properly come before it.

IN WITNESS WHEREOF, I have affixed my signature in Olive Branch, Mississippi, on this the 6th day of March, 1981.

/s/ Guy M. Loftin
GUY M. LOFTIN, PRESIDENT
PEOPLE'S BANK AND TRUST

"EXHIBIT J"

PROXY

KNOW ALL MEN BY THESE PRESENTS that I, the undersigned, being a shareholder of People's Bank and Trust, Olive Branch, Mississippi, do hereby nominate and appoint Guy M. Loftin and Woodrow W. Martin, Jr., as my true and lawful attorneys in fact, jointly and severally, with full power of substitution, for and in my name, place, and stead, to represent me at the Annual Meeting of Shareholders of People's Bank and Trust to be held at the main office of People's Bank and Trust, 9123 East Pigeon Roost, Olive Branch, Mississippi 38654, at 7:00 p.m. on Tuesday, March 17, 1981, and at any and all adjournments of the said Annual Meeting, and to vote all of the shares of stock of People's Bank and Trust owned by me, or held or standing in my name, or which for any reason I am, or shall be, entitled to vote, upon any and all questions and business as may be brought before the said meeting.

I particularly authorize and direct my said attorneys in fact to vote on my behalf

☐ FOR ☐ AGAINST

the ratification and confirmation of a certain document entitled AGREEMENT TO MERGE PEOPLE'S BANK AND TRUST, OLIVE BRANCH, MISSISSIPPI, INTO BANK OF MANTEE, MANTEE, MISSISSIPPI, in the manner provided by Section 81-5-85 of the Mississippi Code of 1972, as amended. I further authorize and direct my said attorneys in fact to vote in their discretion on my behalf in the election of directors and in the transaction of any other business that may properly come before the Annual Meeting of Shareholders as fully as I could do if personally present and acting.

If not all of my said attorneys in fact shall be present at the meeting, then the one so present or acting shall have and may exercise all the power and authority hereby granted to the said attorneys jointly. Each of the said attorneys in fact may substitute for himself, as such attorney, any other person, including his associate named above, and revoke such substitution, and any substitute so appointed, unless such substitution shall have been revoked, shall have the right, power and authority that the person appointing him would have possessed but for such substitution.

This Proxy may be revoked by an instrument of writing, properly witnessed and bearing a date later than the date of this Proxy, specifically revoking this Proxy or revoking all prior proxies or appointing a different attorney in fact as proxy, or by the presence and voting of the person or persons executing this Proxy at the said Annual Meeting of Shareholders.

This Proxy shall be voted by the said attorneys in fact in accordance with the directions of the person or persons executing this Proxy, as indicated above by marking the block FOR or the block AGAINST, and if no direction is indicated above on the face of this Proxy, then the said attorneys in fact are directed to vote the shares of the

"EXHIBIT K"

undersigned FOR ratification and confirmation of a certain document entitled AGREEMENT TO MERGE PEOPLE'S BANK AND TRUST, OLIVE BRANCH, MISSISSIPPI, INTO BANK OF MANTEE, MANTEE, MISSISSIPPI.

IN WITNESS WHEREOF, I have affixed my signature on this the _____ day of March, 1981.

_____

_____
Signature of Shareholder(s)

NOTE: If shares are issued in more than one name, all must sign.

Number of shares: _____

WITNESS:

_____

Peoples Bank & Trust
OLIVE BRANCH, MISSISSIPPI 38654

March 6, 1981

TO ALL SHAREHOLDERS OF PEOPLE'S BANK AND TRUST:

The Annual Meeting of Shareholders of People's Bank and Trust will be held at the main office of the bank, 9123 East Pigeon Roost, Olive Branch, Mississippi 38654, at 7:00 p.m. on Tuesday, March 17, 1981. You have the right to be present at the Annual Meeting of Shareholders, and the officers and directors of the bank cordially invite you to attend.

The Annual Meeting of Shareholders will consider two principal matters. The first matter is the election of directors for the coming year. Under the By-Laws, the number of directors is required to be not less than five (5) nor more than twenty-five (25).

At a meeting of the Board of Directors held on February 17, 1981, the Board unanimoulsy voted to enter into a merger agreement whereby Peoples's Bank and Trust would merge into the Bank of Mantee, Mantee, Mississippi, with the office in Olive Branch to be known as People's Bank and Trust, Branch of Bank of Mantee. The merger agreement will be the second principal matter to come before the Annual Meeting of Shareholders. In accordance with the provisions of Section 81-5-85 of the Mississippi Code of 1972, as amended, the Annual Meeting of Shareholders will consider and vote upon ratification and confirmation of the merger agreement.

The Annual Meeting of Shareholders will consider such other matters as may properly come before it.

If you will be unable to attend the Annual Meeting of the Shareholders in person, you may still participate and vote at the meeting by proxy. Enclosed is a Proxy form which you may complete and return if you are unable to attend the Annual Meeting. If you wish to utilize the enclosed Proxy, please sign and date it in the presence of a witness, have a witness sign in the indicated place, and return the Proxy to me, either in person or by mail, at People's Bank and Trust, 9123 East Pigeon Roost, Olive Branch, Mississippi 38654, prior to 7:00 p.m. on March 17, 1981. If more than one person owns a stock certificate, all owners must sign the Proxy.

"EXHIBIT L"

If you have any questions about the forthcoming Annual Meeting of Shareholders or about any matter mentioned in this letter or in the enclosed forms, please do not hesitate to contact me or any other officer or director of People's Bank and Trust.

Sincerely,

PEOPLES BANK & TRUST

Guy M. Loftin

Guy M. Loftin
President

GML/ll

Enclosures

AFFIDAVIT OF PRESIDENT OF PEOPLE'S BANK AND TRUST,
OLIVE BRANCH, MISSISSIPPI

STATE OF MISSISSIPPI

COUNTY OF DE SOTO

Personally appeared before me, the undersigned authority in and for the said jurisdiction, the within named Guy M. Loftin, who having been duly sworn by me stated under oath the following:

I, the undersigned Guy M. Loftin, President of People's Bank and Trust, Olive Branch, Mississippi, do hereby state and certify that the AGREEMENT TO MERGE PEOPLE'S BANK AND TRUST, OLIVE BRANCH, MISSISSIPPI, INTO BANK OF MANTEE, MANTEE, MISSISSIPPI, was unanimously adopted by the Board of Directors of People's Bank and Trust at a regular meeting of the Board of Directors held on February 17, 1981, and that the said Agreement to Merge was ratified and confirmed by the shareholders of People's Bank and Trust by a vote of 61,284 to 307 at the annual meeting of shareholders held on March 17, 1981, with shareholders owning more than two-thirds of the 70,000 shares of outstanding capital stock of People's Bank and Trust voting in favor of ratification and confirmation, all in accordance with Section 81-5-85 of the Mississippi Code of 1972, as amended.

Guy M. Loftin
GUY M. LOFTIN

SWORN TO AND SUBSCRIBED before me on this the 30th day of March, 1981.

NOTARY PUBLIC

My Commission Expires:
My Commission Expires March 3, 1984

"EXHIBIT M"

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 MERGER APPROVAL

WHEREAS the People's Bank and Trust, Olive Branch, DeSoto County, Mississippi, and The Bank of Mantee, Mantee, Webster County, Mississippi, have applied to the Commissioner, Department of Banking and Consumer Finance, State of Mississippi, for permission to merge the People's Bank and Trust into and under the charter of The Bank of Mantee, as provided for under Section 81-5-85, Mississippi Code of 1972; and

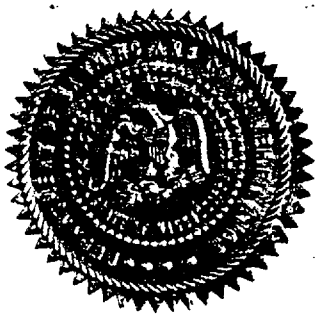
WHEREAS the terms and conditions of the merger agreement are lawful, having been duly approved by the Board of Directors of both banks desiring to merge, and having been ratified in excess of two-thirds of the stockholders of both banks in annual meetings of the stockholders by the People's Bank and Trust on March 17, 1981, and The Bank of Mantee on February 25, 1981, statutory notice having been duly given; and

WHEREAS the People's Bank and Trust will continue to operate as a branch bank in Olive Branch, to be known as the People's Bank and Trust, Branch Bank of The Bank of Mantee, Mantee, under the charter of The Bank of Mantee; and

WHEREAS the merger application has been carefully considered by the Commissioner, who is of the opinion that the said merger should be approved.

NOW THEREFORE, I, Glenn Smith, Commissioner, Department of Banking and Consumer Finance, State of Mississippi, by virtue of authority vested in me under Section 81-5-85, Mississippi Code of 1972, do hereby approve the merger of the People's Bank and Trust into and under the charter of The Bank of Mantee.

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 8th day of April, 1981.



Glenn Smith
Commissioner
Department of Banking and Consumer Finance
State of Mississippi

FEDERAL DEPOSIT INSURANCE CORPORATION

Re: Bank of Mantee
Mantee, Mississippi

Application for Consent to Merge and Establish One Branch

ORDER

Pursuant to Section 18(c) and other provisions of the Federal Deposit Insurance Act, Bank of Mantee, Mantee, Mississippi, an insured state nonmember bank, has filed an application for the Corporation's consent to merge, under its charter and title, with People's Bank and Trust, Olive Branch, Mississippi, and to establish the sole office of People's Bank and Trust as a branch of the resultant bank. Notice of the proposed transaction, in form approved by the Corporation, has been published pursuant to said Act.

Upon consideration of all relevant material, and having requested reports on the competitive factors from the Comptroller of the Currency, the Board of Governors of the Federal Reserve System and the Attorney General,

IT IS ORDERED, for the reasons set forth in the attached Basis for Corporation Approval, that the application be and hereby is approved, subject to the following conditions:

1. That the proposed transaction may not be consummated before the thirtieth calendar day after the date of this Order;

2. That if the proposed transaction has not been effected within six months from the date of this Order, or unless in the meantime a request for an extension of time has been approved by the Corporation, the consent granted shall expire at the end of the said six-month period; and,

3. That until the proposed transaction becomes effective, the Corporation shall have the right to alter, suspend or withdraw its approval should any interim development be deemed by the Board of Directors to warrant such action.

Dated at Washington, D. C., this 15th day of September, 1981.

BY ORDER OF THE BOARD OF DIRECTORS

Hoyle L. Robinson
Executive Secretary

ITEM 3

FEDERAL DEPOSIT INSURANCE CORPORATION

Re: Bank of Mantee
Mantee, Mississippi

Application for Consent to Merge and Establish One Branch

BASIS FOR CORPORATION APPROVAL

Bank of Mantee, Mantee, Mississippi, an insured state nonmember bank with total resources of $16,323,000 and total IPC deposits of $12,531,000, has applied, pursuant to Section 18(c) and other provisions of the Federal Deposit Insurance Act, for the Corporation's prior consent to merge, under its charter and title, with People's Bank and Trust ("People's"), Olive Branch, Mississippi, an insured state nonmember bank with total resources of $13,829,000 and total IPC deposits of $11,809,000. 1/ Incident to the transaction, the sole office of People's would be established as a branch of the resultant bank, which would then operate three offices.

Competition

Bank of Mantee operates two offices in northeastern Mississippi. Its main office is located in the village of Mantee in the northeastern corner of Webster County, and its branch is located in the city of Starkville in Oktibbeha County, some 30 road miles southeast of Mantee. People's operates its sole office in the village of Olive Branch in northeastern De Soto County. De Soto County is adjacent to the city of Memphis, Tennessee, in the extreme northwest corner of Mississippi.

The relevant market in which to assess the competitive impact of the proposed transaction is regarded as De Soto County, the city of Byhalia in Marshall County to the east, and the city of Memphis in Tennessee to the north. In the market, 16 banks with 132 offices held total IPC deposits of $2,467,417,000. Of such deposits, People's held the 13th largest share - 0.4 percent. Bank of Mantee, located nearly 100 miles from Olive Branch, is not represented in the relevant market and would merely succeed to People's share. It therefore appears that no significant existing competition would be eliminated by the proposed transaction.

Mississippi statutes permit branch banks within a 100-mile radius of a bank's home office, subject to certain capitalization requirements and home office protection provisions. Therefore, Bank of Mantee and People's could legally branch de novo into some of the areas served by the other. However, due to the relatively small size of both proponents, the loss of this limited potential for competition to increase in the future through de novo branching is not considered to be of significance.

The Board of Directors is of the opinion that the proposed transaction would not, in any section of the country, substantially lessen competition, tend to create a monopoly or in any other manner be in restraint of trade.

1/ Financial data as of December 31, 1980, except that market shares are as of June 30, 1980.

Financial and Managerial Resources; Future Prospects

Bank of Mantee and People's have satisfactory financial and managerial resources, and the resultant bank is anticipated to have favorable future prospects.

Convenience and Needs of the Community to be Served

Consummation of the proposed transaction will have little effect on the level and pricing of commercial banking services in the areas served by the proponents. Considerations relating to the convenience and needs of the community to be served are, however, consistent with approval of the application.

A review of available information, including the Community Reinvestment Act Statements of the proponents, disclosed no inconsistencies with the purposes of the Act. The resultant bank is expected to continue to meet the credit needs of its entire community, consistent with the safe and sound operation of the institution.

Based on the foregoing, the Board of Directors has concluded that approval of the application is warranted.

# # # #

Received at the office of the Secretary of State, this the 25th day of Nov.

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.,

December 3, 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 Coleman
[redacted] Attorney General.
Deputy

C-54

BOOK 279 PAGE 146

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

MISSISSIPPI CHAPTER OF THE GULF STATES SECTION
PROFESSIONAL GOLFERS ASSOCIATION OF AMERICA , INC.

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 11th day of December, A. D., 1981.

William F. Winter
Governor.

Attest:

Edwin Lloyd Pittman
Secretary of State.

CERTIFIED COPY OF RESOLUTION ADOPTED BY
MISSISSIPPI CHAPTER OF THE GULF STATES SECTION,
PROFESSIONAL GOLFERS ASSOCIATION OF AMERICA, INC.
AT A MEETING OF THE MEMBERS HELD ON JULY 17, 1981
AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF
MISSISSIPPI CHAPTER OF THE GULF STATES SECTION,
PROFESSIONAL GOLFERS ASSOCIATION OF AMERICA, INC.

WHEREAS, Mississippi Chapter of the Gulf States Section, Professional Golfers Association of America, 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 in regard to the purpose, powers and rights as stated in the Charter of Incorporation.

THEREFORE, BE IT RESOLVED by the members of the corporation that its Charter is amended as follows:

The Articles of Amendment to the Charter of Incorporation of the Mississippi Chapter of the Gulf States Section, Professional Golfers Association of America, Inc. is attached hereto and incorporated herein by reference as if fully set forth herein.

C E R T I F I C A T E

I, CLAUDE R. BROOKS, II, President of Mississippi Chapter of the Gulf States Section, Professional Golfers Association of America, 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 Mississippi Chapter of the Gulf States Section, Professional Golfers Association of America, Inc. in a meeting assembled on the 17th day of July, 1981, in Jackson, Mississippi.

WITNESS MY SIGNATURE, this the 17th day of July, 1981.

MISSISSIPPI CHAPTER OF THE GULF
STATES SECTION, PROFESSIONAL GOLFERS
ASSOCIATION OF AMERICA, INC.

BY: Claude R. Brooks II
President

ARTICLES OF AMENDMENT TO THE

CHARTER OF INCORPORATION

OF

MISSISSIPPI CHAPTER OF THE GULF STATES SECTION,
PROFESSIONAL GOLFERS ASSOCIATION OF AMERICA, 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: Paragraph 6 of the Charter of Incorporation is amended to read as follows:

> The objects and purposes of this corporation shall be to elevate the standards of the Professional Golfers' vocation; to promote interest in the game of golf, to protect the mutual interest of its members; to hold meetings and tournaments for the benefit of its members; to assist deserving unemployed members to obtain a position; and to effect any other object which may be determined from time to time by the association. In addition, this corporation shall have the power and authority to perform any and all acts which are necessary or proper to accomplish its objectives and purposes as hereinabove set forth or which may be incidental thereto, including, but not limited to, power and authority to have a corporate seal which may be altered at pleasure, to sue and be sued in its corporate name, to accept gifts, donations and legacies whether made unconditionally or subject to conditions not inconsistent with the aforesaid objects and purposes, to acquire by purchase, exchange or otherwise, any and all kinds of property, and to own, hold, sell, exchange, lease, pledge, mortgage, hypothecate or otherwise alienate or encumber any such property, to make contracts, to incur debts and liabilities, to borrow money, to issue notes, bonds, debentures and other evidences of indebtedness, to secure any of its obligations or indebtednesses by pledge, mortgage or other hypothecation of its property, to invest and reinvest its funds in any type of security or property and to take and hold property or rights of any kind as security for its investments, to make and alter By-Laws not inconsistent with law or with these Articles of Incorporation for the administration and regulation of the affairs of the corporation, to hold property as trustee, or as one of two or more trustees, for the furtherance of any of its aforesaid objects and purposes, and to perform the duties of such trustee in accordance with provisions of the trust instrument. The generality of the foregoing is limited to the extent that the corporation shall have only such purposes and shall

engage in only such activities as are permissible for tax-exempt corporations under Section 501 of the Internal Revenue Code of 1954, as it may hereafter be amended. No part of the net earnings of the corporation shall inure to the benefit of any private member. Should this corporation ever be dissolved, or should its existence terminate, all the assets of the corporation shall be distributed only to organizations exempt from income tax under the provisions of Section 501 (C)(3) under the Internal Revenue Code of 1954, or to the Federal Government or to the State or local government for a public purpose. No part of the assets of the association shall ever be distributed to or used for the benefit of any member, trustee or officer of the association, or any private individuals.

SECOND: The foregoing amendment to the Charter of Incorporation was adopted by the members of the corporation on July 17, 1981, at a regular meeting of the members of the corporation at Jackson, Mississippi:

DATED: This the 17th day of July, 1981.

MISSISSIPPI CHAPTER OF THE GULF STATES SECTION, PROFESSIONAL GOLFERS ASSOCIATION OF AMERICA, INC.

BY: Claude R. Brooks II
PRESIDENT

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI

COUNTY OF MADISON

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, CLAUDE R. BROOKS, II, President of Mississippi Chapter of the Gulf States Section, Professional Golfers Association of America, Inc. who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of Mississippi Chapter of the Gulf States Section, Professional Golfers Association of America, Inc., on this the 17th day of July, 1981.

NOTARY PUBLIC

MY COMMISSION EXPIRES:

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

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.,

December 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 M. Allen
Special Assistant Attorney General.

C-44

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

MORRIS ROAD CHURCH OF CHRIST, INC.

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 11th day of December, A. D., 1981.

William F. Winter

Governor.

Attest:

Edwin Lloyd Pittman

Secretary of State.

CERTIFIED COPY OF RESOLUTION ADOPTED BY
MORRIS ROAD CHURCH OF CHRIST, INC
AT A MEETING OF THE MEMBERS HELD ON
November 22, 1981

AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF
MORRIS ROAD CHURCH OF CHRIST, INC

WHEREAS, Morris Road Church of Christ, 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 :

Article VI, Article VIII, and add Article IX.

THEREFORE, BE IT RESOLVED BY the members of Morris Road Church of Christ, Inc. that its charter is amended as follows:

Article VI amended as follows:

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 of the corporation exclusively for the purpose of the corporation in such manner or to such organization or organizations organized and operated for charity, education, religious or social purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or the corresponding sections of any prior or future law, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the proper 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 organized and operated for such purposes.

Article VIII amended as follows:

The purpose for which it is created, not contrary to law, including a statement of the rights and powers shall be limited to those reasonably necessary to accomplish the

stated purpose of the association being incorporated, are as follows:

1. To conduct all church activities and all related religious activities.

2. To accept subventions from other persons or any unit of government; to make capital contributions or subventions to other not-for-profit corporations; and to make donations, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, educational, scientific, civic, or similar purposes, and in time of war or other national emergency in aid thereof...

3. To do everything necessary, suitable, or proper for the accomplishment, attainment, or furtherance of, to do every other act or thing incidental to, appurtenant to, growing out of, or connected with, the purposes,objects, or powers set forth in this Certificate of Incorporation, whether alone or in association with others; to possess all the rights, powers, and privileges now or hereafter conferred by the laws of the State of Mississippi upon a non-profit corporation organized under the laws of the State of Mississippi and in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as a natural person or partnership might or could do; provided that nothing herein set forth shall be construed as authorizing the Corporation to possess any purpose, object, or power, or to do any act or thing forbidded by law to a non-profit corporation organized under the laws of the State of Mississippi.

4. Said Corporation is organized exclusively for charitable, religious, and educational 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).

To achieve these purposes and objectives, this association will co-operate with all agencies, groups and associations of similar interests; and will, from time to time, initiate or sponsor programs of its own, designed to achieve these

purposes.

Article IX added to charter:

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 sections 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 corresonding provision of any future United States Internal Revenue Law.

CERTIFICATE:

I, Leroy Henry, President of Morris Road Church Of Christ, 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 Morris Road Church Of Christ, Inc. in a meeting assembled on the 22 day of November, 1981, in Gulfport, (Harrison County), Mississippi.

Witness my signature, this 22 day of November, 1981.

Leroy Henry

ARTICLES OF AMENDMENT TO THE CHARTER OF INCORPORATION OF MORRIS ROAD CHURCH OF CHIRST, 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: Article VI, Article VIII, Article IX.

SECOND: The following amendments of the Charter of Incorporation were adopted by the members of the corporation on November 22, 1981, at a regular meeting of the members of the Corporation at Gulfport (Harrison County), Mississippi:

Article VI amended as follows:

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 of the corporation exclusively for the purpose of the corporation in such manner or to such organization or organizations organized and operated for charity, education, religious or social purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or the corresponding sections of any prior or future law, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the proper 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 organized and operated for such purposes.

Article VIII amended as follows:

The purpose for which it is created, not contrary to law, including a statement of the rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated, are as follows:

1. To conduct all church activities and all related religious activities.

2. To accept subventions from other persons or any unit of government; to make capital contributions or subventions to other not-for-profit corporations; and to make donations, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, educational, scientific, civic, or similar purposes, and in time of war or other national emergency in aid thereof. .

3. To do everything necessary, suitable, or proper for the accomplishment, attainment, or furtherance of, to do every other act or thing incidental to, appurtenant to, growing out of, or connected with, the purposes, objects, or powers set forth in this Certificate of Incorporation, whether alone or in association with others; to possess all the rights, powers, and privileges now or hereafter conferred by the laws of the State of Mississippi upon a non-profit corporation organized under the laws of the State of Mississippi and in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as a natural person or partnership might or could do; provided that nothing herein set forth shall be construed as authorizing the Corporation to possess any purpose, object, or power, or to do any act or thing forbidded by law to a non-profit corporation organized under the laws of the State of Mississippi.

4. Said Corporation is organized exclusively for charitable, religious, and educational 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).

To achieve these purposes and objectives, this association will co-operate with all agencies, groups and associations of similar interests; and will, from time to time, initiate or sponsor programs of its own, designed to achieve these purposes.

Article IX added to charter:

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 sections 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, or (b) a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

DATED: This 22 day of November, 1981.

SIGNED: Morris Road Church Of Christ, Inc

By: Leroy Henry
PRESIDENT

ACKNOWLEDGEMENT:

State of Mississippi

County of Harrison

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Leroy Henry, President of Morris Road Church Of Christ, Inc. who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of Morris Road Church Of Christ, Inc, on this the 22nd day of November, 1981.

Charlene Henry
Notary Public

My commission expires: MY COMMISSION EXPIRES 12-22-83

Received at the office of the Secretary of State, this the 4th day of Dec.

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.,

December 7, 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-84

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

RUSH HOSPITAL/BUTLER, 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 day of December, A. D., 1981.

LIEUTENANT AND ACTING *Governor.*

Attest:

Edwin Lloyd Pittman

Secretary of State.

CERTIFIED COPY OF RESOLUTION
ADOPTED BY
RUSH HOSPITAL/BUTLER, INC.
AT A MEETING OF THE MEMBERS HELD ON
November 5, 1981
AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF
RUSH HOSPITAL/BUTLER, INC.

WHEREAS, Rush Hospital/Butler, Inc. is a voluntary non-profit corporation chartered by the State of Mississippi, and

WHEREAS, after thorough discussion in a duly held meeting this corporation desires to amend its charter to change Item 4. so that after its amendment it shall read in its entirety as follows:

"4. The corporation is a non-profit, charitable association and no shares of stock shall be issued.

The sole member of this corporation shall be Rush Health Systems, Inc., a non-profit corporation organized under the State of Mississippi."

CERTIFICATE

I, J. C. McElroy, Jr., President of Rush Hospital/Butler, Inc., do hereby certify that the above and foregoing resolution is a true and correct cop of a certain resolution adopted by the members of said corporation in a meeting assembled on the 5th day of November, 1981, in Meridian, Mississippi.

WITNESS MY SIGNATURE, this the 5th day of November, 1981.

J. C. McELROY, JR.
President

ARTICLES OF AMENDMENT TO THE
CHARTER OF INCORPORATION
OF
RUSH HOSPITAL/BUTLER, INC.

Pursuant to the provisions of Section 79-11-9, Mississippi Code of 1972, the undersigned corporation adopts the following Articles of Amendment to its Charter of Incorporation:

FIRST: The corporation title of said company is: Rush Hospital/Butler, Inc.

SECOND: The following amendment to the Charter of Incorporation was adopted by the members of the corporation on November 5, 1981, at a regular meeting of the members of the corporation at Meridian, Mississippi:

"4. The corporation is a non-profit, charitable association and no shares of stock shall be issued.

The sole member shall be Rush Health Systems, Inc., a non-profit corporation organized under the laws of the State of Mississippi."

Dated: This the 5th day of November, 1981.

RUSH HOSPITAL/BUTLER, INC.

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

STATE OF MISSISSIPPI
COUNTY OF LAUDERDALE

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, J. C. McElroy, Jr., President of Rush Hospital/Butler, Inc., who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of Rush Hospital/Butler, Inc., on this the 5th day of November, 1981.

C. Scott Edmundson
NOTARY PUBLIC

MY Commission Expires:

October 9, 1982

Received at the office of the Secretary of State, this the 6th day of Nov.

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.,

December 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.

C-54

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

RUSH MEDICAL FOUNDATION

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 3rd day of December, A.D., 1981.

LIEUTENANT AND ACTING Governor.

Attest:

Edwin Lloyd Pittman

Secretary of State.

CERTIFIED COPY OF RESOLUTION
ADOPTED BY
RUSH MEDICAL FOUNDATION
AT A MEETING OF THE MEMBERS HELD ON
SEPTEMBER 30, 1981
AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF
RUSH MEDICAL FOUNDATION

WHEREAS, Rush Medical Foundation is a voluntary non-profit corporation chartered by the State of Mississippi, and

WHEREAS, after thorough discussion in a duly held meeting this corporation desires to amend its charter to change its period of existence and to change certain other provisions.

THEREFORE, BE IT RESOLVED by Rush Medical Foundation, that its charter is amended to read as follows:

"6. The period of existence shall be perpetual."

"8. A. As hereinbefore stated, the corporation shall issue no shares of stock, and shall divide no dividends or profits among its members, trustees, officers or any other person or party. None of the members, incorporators, officers or any other individual, person or party have, or shall have, any interest in the corporate property or assets; and, accordingly, there will be no interest to terminate upon the loss of membership, by death or otherwise; but, in order to further settle any possibility of question of any such right or interest, it is further provided that the loss of membership by death or otherwise, shall terminate any and all possible interest of the members of the corporation in the corporate assets. Further, there shall be no individual liabilities against the members for

corporate debts, but the entire corporate property shall be liable for the claims of creditors."

"8. B. (b), (c) and (d) shall be amended so that after amendment they will read as follows:

(b) For purposes of any requirement in the laws of Mississippi the trustees of this corporation shall hereinafter be treated as its members.

(c) There shall be a board of trustees of six persons. Each member of the board of trustees shall be elected by a majority vote of the entire board of trustees acting in a capacity as members of the corporation. However, the initial Board of Trustees to serve after this amendment shall serve terms as follows: Two Trustees - one year; Two Trustees - two years; Two Trustees - three years. Each trustee shall serve for a term of two (2) years and may be re-elected for subsequent terms. Anything to the contrary notwithstanding, not more than one-third (1/3) of the members of the board of trustees may at any time be engaged in the practice of medicine nor be persons who retain any interest in any corporation or partnership which is engaged in the sale or leasing of any form of health related services, facilities or equipment to the corporation.

(d) The officers of the corporation shall consist of a chairman of the board, a vice-chairman of the board, a president, one or more vice-presidents, a secretary, and a treasurer. Membership in the corporation shall not be a requirement for election or service as an officer of the corporation. Any person may hold more than one office at any one time, except that no one person shall hold the office of president and vice-president at the same time. The members shall elect all officers of the corporation

and each trustee shall have the right to one vote in the election of all officers."

CERTIFICATE

I, Tally D. Riddell, Secretary of Rush Medical Foundation, do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by the members of said corporation in a meeting assembled on the 30th day of September, 1981, in Meridian, Mississippi.

WITNESS MY SIGNATURE, this the 5TH day of November, 1981.

Tally D. Riddell

TALLY D. RIDDELL
Secretary

ARTICLES OF AMENDMENT TO THE
CHARTER OF INCORPORATION
OF
RUSH MEDICAL FOUNDATION

Pursuant to the provisions of Section 79-11-9, Mississippi Code of 1972, the undersigned corporation adopts the following Articles of Amendment to its Charter of Incorporation:

FIRST: The corporation title of said company is: Rush Medical Foundation.

SECOND: The following amendments of the Charter of Incorporation were adopted by the members of the corporation on September 30, 1981, at a special meeting of the members of the corporation at Meridian, Mississippi:

"6. The period of existence shall be perpetual."

"8. A. As hereinbefore stated, the corporation shall issue no shares of stock, and shall divide no dividends or profits among its members, trustees, officers or any other person or party. None of the members, incorporators, officers or any other individual, person or party have, or shall have, any interest in the corporate property or assets; and, accordingly, there will be no interest to terminate upon the loss of membership, by death or otherwise; but, in order to further settle any possibility of question of any such right or interest, it is further provided that the loss of membership by death or otherwise, shall terminate any and all possible interest of the members of the corporation in the corporate assets. Further, there shall be no individual liabilities against the members for

corporate debts, but the entire corporate property shall be liable for the claims of creditors."

"8. B. (b), (c) and (d) shall be amended so that after amendment they will read as follows:

(b) For purposes of any requirement in the laws of Mississippi the trustees of this corporation shall hereinafter be treated as its members.

(c) There shall be a board of trustees of six persons. Each member of the board of trustees shall be elected by a majority vote of the entire board of trustees acting in a capacity as members of the corporation. However, the initial Board of Trustees to serve after this amendment shall serve terms as follows: Two Trustees - one year; Two Trustees - two years; Two Trustees - three years. Each trustee shall serve for a term of two (2) years and may be re-elected for subsequent terms. Anything to the contrary notwithstanding, not more than one-third (1/3) of the members of the board of trustees may at any time be engaged in the practice of medicine nor be persons who retain any interest in any corporation or partnership which is engaged in the sale or leasing of any form of health related services, facilities or equipment to the corporation.

(d) The officers of the corporation shall consist of a chairman of the board, a vice-chairman of the board, a president, one or more vice-presidents, a secretary, and a treasurer. Membership in the corporation shall not be a requirement for election or services as an officer of the corporation. Any person may hold more than one office at any one time, except that no one person shall hold the office of president and vice-president at the same time. The members shall elect all officers of the corporation

and each trustee shall have the right to one vote in the election of all officers."

Dated: This the 30th day of September, 1981.

RUSH MEDICAL FOUNDATION

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

STATE OF MISSISSIPPI

COUNTY OF LAUDERDALE

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, J. C. McElroy, Jr., President of Rush Medical Foundation, who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of Rush Medical Foundation on this the 30th day of September, 1981.

NOTARY PUBLIC

My Commission Expires:
October 9, 1982

Received at the office of the Secretary of State, this the 6th day of Nov.

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.

Eldon Floyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

December 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
Assistant Attorney General.
Special

C-54

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

CUEVAS VOLUNTEER WOMENS AUXILIARY, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 3rd day of December, A. D., 1981.

LIEUTENANT AND ACTING Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

RESOLUTION OF CUEVAS VOLUNTEER WOMENS AUXILIARY
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 CUEVAS VOLUNTEER WOMENS AUXILIARY 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
JO ANN BOWIE; MERLE HAMMACK; BERNICE Schmidt; & ROSIE ARCENEAUX
are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named CUEVAS VOLUNTEER WOMENS AUXILIARY, 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, ROSIE ARCENEAUX, 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 day of NOVEMBER 25 1981, at CUEVAS VOLUNTEER FIRE STATION 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 NOVEMBER, 1981

Secretary Rosie arceneaux

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: CUEVAS VOLUNTEER WOMENS AUXILIARY, INC.

2. The names and post office address 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
JO ANN BOWIE	RT. 1 BOX 345	LONG BEACH	MS.
MERLE HAMMACK	9 CARDINAL COVE	LONG BEACH	MS.
BERNICE SCHMIDT	RT. 2 BOX 53	PASS CHRISTIAN	MS.
ROSIE ARCENEAUX	RT. 3 BOX 681	PASS CHRISTIAN	MS

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

3. The domicile is at RT. 3 BOX 995 (Street and No.) PASS CHRISTIAN, (City) MS (State)

4. (Here set out that the corporation is NonProfit 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 fo 1972, and amendments thereto.)

THE CUEVAS VOLUNTEER WOMENS AUXILIARY IS TO BE A NON-PROFIT CORPORATION AND NO SHARES OF STOCK SHALL BE ISSUED. CUEVAS VOLUNTEER WOMENS AUXILIARY WILL BE IN EXISTENCE TO SUPPORT THE CUEVAS VOLUNTEER FIRE DEPARTMENT FINANCIALLY, MANUALLY AND IN ALL OTHER MEANS OF SUPPORT. 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:

CUEVAS VOLUNTEER WOMENS AUXILIARY IS TO SUPPORT THE FIRE DEPARTMENT; FINANCIALLY, MANUALLY AND IN ALL OTHER MEANS OF SUPPORT.

IF WE NEED TO RAISE MONEY, FIREFIGHTERS, OR RUN ERRANDS OR ANY OTHER MEANS TO SUPPORT THE FIRE DEPARTMENT

IF MORE INFORMATION IS NEEDED PLEASE RIGHT ME.

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

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

Signatures: John Bowie
Merle Hammack
Bernie Schmidt
Rosie Arceneaux

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of HARRISON

This day personally appeared before me, the undersigned authority John Bowie, Merle Hammack, Bernie Schmidt, Rosie Arceneaux, incorporators of the corporation known as the CUEVAS VOLUNTEER WOMENS AUXILIARY who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 25 day of NOVEMBER, 1981

David C. Jamard
My Commission Expires 8-24-85

STATE OF MISSISSIPPI

County of HARRISON

This day personally appeared before me, the undersigned authority John Bowie, Merle Hammack, Bernie Schmidt, Rosie Arceneaux, incorporators of the corporation known as the CUEVAS VOLUNTEER WOMENS AUXILIARY who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 25 day of NOVEMBER, 1981

David C. Jamard
My Commission Expires 8-24-85

Received at the office of the Secretary of State this the 30th day of November 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., December 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 acknowledgment will be sufficient.

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of
(A DOMESTICATION)

THE COMMUNITY PENTECOSTAL CHURCH OF GOD, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 2nd day of December, A. D., 1981.

LIEUTENANT AND ACTING Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

CERTIFIED COPY OF

RESOLUTION DESIGNATING MISSISSIPPI AGENT

THIS IS TO CERTIFY, That at a meeting of the Board of Directors of The Community Pentecostal Church of God, Inc. 1085 East 79th Street Cleveland, Ohio

properly convened and held on the 17th day of October, 19 81, the following resolution was duly adopted:

"RESOLVED, that Elder Junis Marsalis

1642 S. Delessepst Street of Greenville
(Post Office Address showing street and number)

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

WITNESS my signature, and the Seal of said Company, at Cleveland, Ohio

this the 17th day of October A. D., 19 81

x Evangelist Rebecca Brooks
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 Greenville, Miss., this the 24th day of November, 19 81

x Elder Junius Marsalis

C-40

B586 1577

11-26-968

25.00

ARTICLES OF INCORPORATION

OF

THE COMMUNITY PENTECOSTAL CHURCH OF GOD,

OF CLEVELAND, OHIO.

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation not for profit under Revised Code of Ohio Section 1702.01 et seq. do hereby certify:

FIRST. The name of said corporation shall be The Community Pentecostal Church of God, of Cleveland, Ohio.

SECOND. The place in Ohio where the principal office of the corporation is to be located is Cleveland, Ohio. Cuyahoga County

THIRD. The purpose or purposes for which said corporation is formed are:

The object of this nonprofit corporation shall be to establish and maintain a church in Cleveland, Ohio, for the instruction in and the promotion of Christianity and for the intellectual, moral and spiritual development and improvement of mankind, and for the promotion of the harmony, mental health and happiness of mankind and to promote growth in Christian character and service through physical, social, mental and spiritual training and to become a force for the extension of the Kingdom of God, and to that end adopt and establish bylaws and make all rules and regulations deemed necessary for the management of its affairs in accord with law and not inconsistent with the articles of incorporation; and to take, hold, manage and dispose of any property, real and personal, of said corporation.

FOURTH. The following persons, not less than three, shall serve said corporation as trustees until the first annual meeting or other meeting called to elect trustees.

Purvis Brooks	2024 Marlindale Road, Cleveland Heights, Ohio.
Tim Carpenter	1781 Hayden Avenue, East Cleveland, Ohio.
Mary Carpenter	1781 Hayden Avenue, East Cleveland, Ohio.

B586 1578

Marion Mitchell	5613 White Avenue, Cleveland, Ohio.
Phillip Dickerson	5605 White Avenue, Cleveland, Ohio.
Paralee Mack	5605 White Avenue, Cleveland, Ohio.
Rebecca Brooks	2024 Marlindale Road Cleveland, Ohio.
Rosa Lee Cook	3275 East 128th Street, Cleveland, Ohio.

IN WITNESS WHEREOF, we have hereunto subscribed our names this day of November, 1968.

Purvis Brooks	Tim Carpenter.
Mary Carpenter	Marion Mitchell.
Paralee Mack.	Phillip Dickerson.
Rebecca Brooks.	Rosa Lee Cook.

STATE OF OHIO,)
) SS.
CUYAHOGA COUNTY,)

Before me, a Notary Public in and for said County, personally appeared the above named Purvis Brooks, Tim Carpenter, Mary Carpenter, Marion Mitchell, Phillip Dickerson, Paralee Mack, Rebecca Brooks and Rosa Lee Cook, who acknowledged that they did sign the foregoing articles of incorporation and that the same was their free act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my official seal at Cleveland, Ohio, this 25th day of November, 1968.

Notary Public.

GERALD E. JOHNSON Notary At Law
Notary Public - State of Ohio
My commission has no expiration date.
Section 147.03 R.C.

BOOK 279 PAGE 179

B586 1579

ORIGINAL APPOINTMENT OF AGENT.

The undersigned, being at least a majority of the incorporators of The Community Pentecostal Church of God, of Cleveland, Ohio, hereby appoint Purvis Brooks, a natural person resident in the county in which the corporation has its principal office, upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. His complete address is 2024 Marlindale Road, Cleveland Heights, Ohio, Cuyahoga County. #4117

THE COMMUNITY PENTECOSTAL CHURCH OF GOD,
OF CLEVELAND, OHIO,

Elder Purvis Brooks
Purvis Brooks.

Min Tim Carpenter
Tim Carpenter.

Mary Carpenter
Mary Carpenter.

Marion Mitchell
Marion Mitchell.

Phillip Dickerson
Phillip Dickerson.

Paralee Mack
Paralee Mack.

Rebecca Brooks
Rebecca Brooks.

Rosa Lee Cook
Rosa Lee Cook.

The Community Pentecostal Church
of God, of Cleveland, Ohio.

Cleveland, Ohio,
November 25th 1983.

Gentlemen:

I hereby accept appointment as agent of your corporation upon whom process, tax notices or demands may be served.

Elder Purvis Brooks
Purvis Brooks.

of September A.D. 19 81

ANTHONY J. CELEBREZZE, JR.

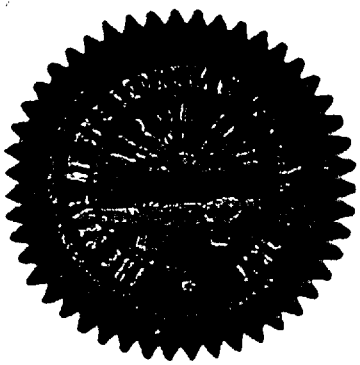
Secretary of State

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

I, ANTHONY J. CELEBREZZE, JR., Secretary of State of the State of Ohio, do hereby certify that the foregoing is an exemplified copy, carefully compared by me with the original record now in my official custody as Secretary of State, and found to be true and correct, of the

ARTICLES OF INCORPORATION
OF
THE COMMUNITY PENTECOSTAL CHURCH OF GOD, OF CLEVELAND, OHIO
(an Ohio not for profit corporation)
Charter #377888

filed in this office on the *26th* day of *November* A.D. *1968*
and recorded on (in) Roll (~~Volume~~) *B586* ,Frame (~~Page~~) *1577* of
the Records of Incorporations.



WITNESS my hand and official seal at
Columbus, Ohio, this *9th* day
of *September* A.D. 19 *81*

ANTHONY J. CELEBREZZE, JR.
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

RECEIVED
DEC 1 1981
GOVERNOR'S OFFICE

December 1, 1981

Ms. Sue Evans
Office of the Governor
State of Mississippi
20th Floor, Sillers Building
Jackson, Mississippi 39201

Re: Application for Domestication of The Community Pentecostal Church of God, Inc.

Dear Ms. Evans:

In accordance with your request of November 30, 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

BOOK 279 PAGE 182

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

HOLMES COUNTY BANK & TRUST COMPANY

LEXINGTON, 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 December, 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

HOLMES COUNTY BANK & TRUST COMPANY

LEXINGTON, 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 17th *day of* December *19* 81

Alanson V. Turnbough

Deputy Commissioner

Alanson V. Turnbough

HOLMES COUNTY BANK & TRUST COMPANY

The following resolution was duly adopted by the Directors of Holmes County Bank & Trust Company at the Board of Directors meeting on December 7, 1981, for recommendation to the stockholders at a special meeting to be held on December 18, 1981:

RESOLVED, that, upon the valid adoption of this resolution by the Stockholders of this bank, the Articles of Incorporation of Holmes County Bank & Trust Company, Lexington, Mississippi, as amended, be further amended to increase the number of shares of its common stock from 6,000 shares to 9,000 shares as follows:

Strike out Paragraph 4 of the original charter, as amended, and insert in lieu thereof a new Paragraph 4 reading as follows:

PARAGRAPH 4

The capital stock of the bank shall be Four Hundred Fifty Thousand Dollars ($450,000.00) divided into 9,000 shares of the par value of Fifty Dollars ($50.00) per share, all of which shall be common stock.

RESOLVED FURTHER, that upon approval of such amendment by the Department of Banking and Consumer Finance that the additional 3,000 shares, $50.00 par value, be offered first to the existing holders of common stock of the bank at the selling price of $250.00 per share, such new shares to be issued and delivered to the holders of common stock of the bank on the basis of 1 share of stock for 2 shares of stock standing in the name of the stockholder on the books of the bank as of December 8, 1981, and that no fractional shares are to be issued.

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

RESOLVED FURTHER, that the money realized from the sale of the new issue of common stock shall be allocated $150,000.00 to the capital stock fund and $600,000.00 to be earned surplus.

RESOLVED FURTHER, that any of the 3,000 additional shares not subscribed to by the existing stockholders pursuant to the preceding paragraph shall be sold in the discretion of the Board of Directors.

I hereby certify that the above is a true copy of the resolution duly adopted by the Board of Directors of Holmes County Bank & Trust Company on December 7, 1981.

F. C. Powers
President

DATE: December 18, 1981

(S E A L)

To the Stockholders
Holmes County Bank & Trust Company
Lexington, Mississippi

You are hereby notified that a Special Meeting of the Stockholders of Holmes County Bank & Trust Company will be held at said Bank, Lexington, Mississippi at 9:00 a.m. on the 18th day of December, 1981, for the purpose of considering and voting on the following special matters:

(1) A resolution which has been prepared and which may be examined at any time during office hours prior to the aforesaid meeting, providing:

For the amendment to the Articles of Incorporation to increase the authorized common stock of the bank from 6,000 shares to 9,000 shares by the authorization of 3,000 additional shares of a par value of $50.00 per share to be sold at the price of $250.00 per share on a pro-rata basis to the shareholders of record on the Books of the Corporation as of December 8, 1981.

(2) To transact all such other business pertinent to the above as may come before the meeting.

Thus done at Lexington, Mississippi, this the 8th day of December, 1981.

F. C. Powers
President

(If you are unable to attend, please execute the attached proxy and return promptly)

****

PROXY FOR USE AT SPECIAL STOCKHOLDERS' MEETING

KNOW ALL MEN BY THESE PRESENTS, THAT I, _____, a stockholder in the Holmes County Bank & Trust Company, Lexington, Mississippi, do hereby nominate, constitute and appoint _____ of _____, Attorney and Agent for me, in my name, place and stead to vote as my proxy at a meeting of the stockholders of the Holmes County Bank & Trust Company to be held at the office of said bank in Lexington, Mississippi, at 9:00 A.M. on the 18th day of December, 1981, 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 this _____ day of December, 1981.

WITNESS TO SIGNATURE:

_____ _____
Signature

I hereby certify that this notice was duly sent to the stockholders ten (10) days prior to the meeting.

F. C. Powers
President

(S E A L)

HOLMES COUNTY BANK & TRUST COMPANY

The following resolution was duly adopted at a special meeting of the stockholders of Holmes County Bank & Trust Company on December 18, 1981, by a vote of 5,958 in favor to -0- against, 5,909 of such shares being represented in person, and 49 of such shares being represented by proxy:

RESOLVED, that, the Articles of Incorporation of Holmes County Bank & Trust Company, Lexington, Mississippi, as amended, be further amended to increase the number of shares of its common stock from 6,000 shares to 9,000 shares as follows:

Strike out Paragraph 4 of the original charter, as amended, and insert in lieu thereof a new Paragraph 4 reading as follows:

PARAGRAPH 4

The capital stock of the bank shall be Four Hundred Fifty Thousand Dollars ($450,000.00) divided into 9,000 shares of the par value of Fifty Dollars ($50.00) per share, all of which shall be common stock.

RESOLVED FURTHER, that upon approval of such amendment by the Department of Banking and Consumer Finance that the additional 3,000 shares, $50.00 par value, be offered first to the existing holders of common stock of the bank at the selling price of $250.00 per share, such new shares to be issued and delivered to the holders of common stock of the bank on the basis of 1 share of stock for 2 shares of stock standing in the name of the stockholder on the books of the bank as of December 8, 1981, and that no fractional shares are to be issued.

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

RESOLVED FURTHER, that the money realized from the sale of the new issue of common stock shall be allocated $150,000.00 to the capital stock fund and $600,000.00 to be earned surplus.

RESOLVED FURTHER, that any of the 3,000 additional shares not subscribed to by the existing stockholders pursuant to the preceding paragraph shall be sold in the discretion of the Board of Directors.

I hereby certify that the above is a true copy of the resolution duly adopted by the stockholders of Holmes County Bank & Trust Company on December 18, 1981.

F. C. Powers
President

DATE: December 18, 1981

(S E A L)

AMENDMENT TO ARTICLES OF INCORPORATION

OF

HOLMES COUNTY BANK & TRUST COMPANY

RESOLVED, that the Articles of Incorporation of Holmes County Bank & Trust Company, Lexington, Mississippi, as amended, be further amended to increase the number of shares of its common stock from 6,000 shares to 9,000 shares as follows:

Strike out Paragraph 4 of the original charter, as amended, and insert in lieu thereof a new Paragraph 4 reading as follows:

PARAGRAPH 4

The capital stock of the bank shall be Four Hundred Fifty Thousand Dollars ($450,000.00) divided into 9,000 shares of the par value of Fifty Dollars ($50.00) per share, all of which shall be common stock.

STATE OF MISSISSIPPI
COUNTY OF HOLMES

I, the undersigned President of Holmes County Bank & Trust Company, Lexington, Mississippi, do hereby certify that the above and foregoing is a true and correct copy of the resolution amending the Articles of Incorporation of said bank as the same was duly adopted at a special meeting of the stockholders held on the 18th day of December, 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 the outstanding stock of said bank.

In Testimony Whereof Witness my signature and seal of Holmes County Bank & Trust Company, this the 18th day of December, 1981.

President

ATTEST:

(S E A L)

Received at the office of the Secretary of State, this the 18th day of December 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.

Eldon Floyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

December 18, 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. J. Coleman
[redacted] Attorney General.
Deputy

C-54

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

OMA COMMUNITY ACTION COMMITTEE INCORPORATED

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 22nd day of December, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF Oma Community Action Committee

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

Be it resolved by the members of Oma Community Action 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 Eugene Bryant, Willie B. Davis, and Jesse R. Tillman are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Oma Community Action Committee 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, Kaherine Tillman, 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 day of December , 1981 at Oma, Mississippi at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 7 day of December, 1981

Secretary Catherine Tillman

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

OMA COMMUNITY ACTION COMMITTEE INCORPORATED

1. The corporation title of said company is: Oma Community Action Committee Incorporated

2. The names and post office address of the incorporators are: Eugene Bryant, Rt. 3, Box 108A
(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
Eugene Bryant	Rt. 3, Box 108-A	Monticello	MS 39654
Willie B. Davis	Rt. 3, Box 121	Wesson	MS 39191
Jesse R. Tillman	Rt. 3	Monticello	MS 39654

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

3. The domicile is at Rt. 3, Box 108-A (Street and No.) Monticello (City) MS 39654 (State)

4. (Here set out that the corporation is NonProfit 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 fo 1972, and amendments thereto.)
Oma Community Action Committee Incorporated is a non-profit corporation and no shares of stock are to be issued. This is a religious and civic improvement corporation.

5. Period of existence shall be perpetual.

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

The purposes for which this religious and civic improvement corporation is created, not contrary to law and within the sphere and scope of this non-profit corporation, are: To engage in religous, community, civic, social, recreational, educational, cultural, and charitable activities; to promote the well being of its membership and the communities in Copiah, Lawrence and Simpson County; to provide education, to promote and assist economic development, to stimulate job opportunities, to promote and assist in self-help projects in housing, welfare, education, and social and recreational activities.

This religious and civic improvement corporation is organized exclusively for purposes allowed under the Internal Revenue Code, §501(c)(3), not contrary to law and within the sphere and scope of this non-profit corporation.

This non-profit corporation will adopt a racially nondiscriminatory policy toward any persons who engage in their activities and this non-profit organization does not discriminate against any participants on the bases of race, color, national or ethnic orgin.

The rights and powers of the corporation, to be exercised only to the extent reasonably necessary to accomplish the purposes stated above, and only to the extent permitted an organization exempt under §501(c)(3) of the Internal Revenue Code or it subsequently effective counterpart, are:

(a) To sue and be sued, complain and defend, its corporate name;

(b) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced;

(c) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, and use oral or personal property, or any interest therein, wherever situated;

(d) To sell, convey, pledge, lease, exchange and transfer all or any part of its property and assets;

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any instrumentality thereof, provided however, that this section shall not be construed to grant to any corporation the power to create unlawful monopolies, trusts or combinations in restraint of trade in violation of the laws of this State;

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

(g) To invest and reinvest its funds, and take and hold real and personal property as security therefore;

(h) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(i) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of the state, for the administration and regulation of the internal affairs of the corporation;

(j) In addition to authority now provided by law, to make donations for the public welfare or for charitable, scientific or education pruposes; and in time of war to make donations in aid of war activities;

(k) To cease its corporate activities and surrender its corporate franchise;

(l) To advise and assist within the sphere and scope of this non-profit corporation, any agency public or private in securing further economic development, job opportunities, or low-rental housing in any area encompassed by this corporation;

(m) To apply for service, receive, and/or administer any grants, donations, or other assistance from any private person, corporation, association or charitable foundation;

(n) To apply for, receive, and/or administer any grands, donations, or other assistance from any state or federal agency;

(o) To have and exercise all powers reasonably necessary to effect any or all of the purposes for which the corporation is organized.

(p) In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations described in Sections 501(c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or Local government for exclusive public purpose. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or 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.

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: Eugene Bryant
EUGENE BRYANT
Willie B. Davis
WILLIE B. DAVIS
Jesse R. Tillman
JESSE R. TILLMAN

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of SIMPSON

This day personally appeared before me, the undersigned authority Eugene Bryant, Willie B. Davis, Jesse Tillman, _____, _____, _____, _____, _____, incorporators of the corporation known as the Oma Community Action Committee Incorporated who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 7 day of December, 1981

My Commission Expires [illegible] Christine Brantley NOTARY PUBLIC [illegible]

STATE OF MISSISSIPPI

County of _____

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

Received at the office of the Secretary of State this the 16th day of Dec. 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 Floyd Pittman
Secretary of State

Jackson, Miss., December 18, 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 Allen
Attorney General

By Richard M. Allen
Special
Assistant Attorney General

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

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

SALEM CEMETERY, INCORPORATED

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 22nd day of December, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

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

Be it resolved by the members of Salem Cemetery 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 Rupert Martin, Ruby Buckley and David Patrick are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Salem Cemetery 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, Ruby Harris Buckley, 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 10th day of oct., 1981, at Salem Cemetery, Cato Road at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 16th day of December, 1981.

Secretary Ruby Harris Buckley

Prentiss, Mississippi
October 10, 1981

The meeting was called to order by Rupert F. Martin, who also gave the purpose of the meeting which was to form a corporation. After a lengthy discussion the group agreed that it would be to their best advantage to form a corporation. Seventeen people were present at the meeting.

A motion was made and seconded that Salem Cemetery form a corporation known as Salem Cemetery, Incorporated. Motion was voted and carried.

It was moved and seconded that Ruby Harris Buckley, Rupert F. Martin and David Patrick should apply for the charter of incorporation that would be necessary in establishing the Salem Cemetery, Incorporated. Motion was voted and carried.

The meeting was adjourned.

Rupert Martin
RUPERT F.MARTIN, CHAIRMAN

Ruby Harris Buckley
RUBY HARRIS BUCKLEY, SEC.

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

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. Nonprofit.

THE CHARTER OF INCORPORATION OF

SALEM CEMETERY, INCORPORATED

1. The corporation title of said company is:

   SALEM CEMETERY, 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
RUBY HARRIS BUCKLEY	RR. 2 Box 5	Prentiss	Ms.
RUPERT F. MARTIN	RR. 2 BOX 195	Mendenhall	Ms.
DAVID PATRICK	203 Bierdeman Rd.	Pearl	Ms.

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

3. The domicile is at % JAMES M. MARTIN RR.2 Bx.280 (Street and No.) Brandon (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 nonprofit and no shares of stock will be issued. The organization is a charitable association. It is a cemetery association.

5. Period of existence shall be perpetual.

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

   The purpose of the Corporation is the development and maintenance of a family and community burial place and prayer garden. The cemetery may be enlarged up to 1½ acres as the need arises. The prayer garden is to be maintained on the remaining land but not less than 2½ acres. The prayer area exist for the purpose of encouraging prayer to God through our Lord Jesus Christ for individuals or groups. It shall have all powers as are reasonably necessary to accomplish its stated purpose, including, but not limited to the burial of the dead, the power to own and dispose of property as necessary to accomplish its purpose, to improve the property, to establish and maintain a quiet and protected place of prayer.

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: Ruby Harris Buckley
RUBY HARRIS BUCKLEY
Rupert F. Martin
RUPERT F. MARTIN
David Patrick
DAVID PATRICK

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Rankin

This day personally appeared before me, the undersigned authority RUBY HARRIS Buckley, incorporators of the corporation known as the Salem Cemetery, Incorporated who acknowledged that ~~(he)~~ her ~~(they)~~ signed and delivered the above and foregoing charter of incorporation as ~~(his)~~ her ~~(their)~~ act and deeds on this the 16th day of December, 1981

My Commission Expires Jan. 24, 1985. Linda H. Buckley Notary Public

STATE OF MISSISSIPPI
County of Rankin

This day personally appeared before me, the undersigned authority RUPERT F. MARTIN and DAVID PATRICK, incorporators of the corporation known as the Salem Cemetery, Incorporated who acknowledged that ~~(he)~~ ~~(they)~~ signed and delivered the above and foregoing charter of incorporation as ~~(his)~~ (their) act and deed on this the 16th day of December, 1981

My Commission Expires Jan. 24, 1985. Linda H. Buckley Notary Public

Received at the office of the Secretary of State this the 16th day of Dec. 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., December 18, 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.

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

SIPSEY RIVER 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 22nd day of December, A. D., 1981.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

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

BE IT RESOLVED by members of the Sipsey River Volunteer Fire Department, an unincorporation 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 Burl Hunsaker, Shelby Roberts, and Mrs. Karen Green are elected, appointed and designated and authorized to act as incorporators in applying for a charter of this association to be named Sipsey River Volunteer Fire Department, Inc.; and they are fully empowered to do and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

C E R T I F I C A T E

I, Karen Green, do hereby certify that I am the duly elected qualified and acting Secretary of the 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 22nd day of October, 1981, at Gattman, 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 20th day of November, 1981,

Karen Green
SECRETARY

CHARTER OF INCORPORATION
OF
SIPSEY RIVER VOLUNTEER FIRE DEPARTMENT, INC.

1. (CORPORATE TITLE) The corporate title is "Sipsey River Volunteer Fire Department, Inc."

2. (NAME OF INCORPORATORS) Each of the incorporators are adult resident citizens of the State of Mississippi, and are as follows:

Mr. Burl Hunsaker	Route I, Gattman, Mississippi 38844
Mr. Shelby Roberts	Route I Gattman, Mississippi 38844
Mrs. Karen Green	Route I Gattman, Mississippi 38844

3. (DOMICILE) The domicile is 207 South Main Street, Amory, Mississippi 38821

4. (NON-PROFIT CORPORATION) This corporation is a non-profit corporation, shall issue no shares of stock, and no private pecuniary profit shall ever be derived by any member, director or officer, except such compensation as may be allowed for services actually rendered. It is a fire company.

5. (PERIOD OF EXISTENCE) The period of existence is perpetual.

6. (PURPOSE FOR WHICH CREATED) The purposes for which the corporation is created are as follows:

First: To acquire and own apparatus for use by the corporation in the protection of persons and property from injury, loss, damage or destruction by fire and fraud; to own and acquire land and to construct and erect buildings for

corporate purposes, for the use of the members of the corporation in connection with the housing of fire apparatus and for the providing of the place of meeting for the members of the corporation.

Second: The said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, and 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).

Third: In furtherance and not in limitation of the general powers conferred by the statutes of the State of Mississippi and the objects and purposes herein set forth, it is expressly provided that the corporation shall also have the following powers, to-wit:

A. To contract and be contracted with and employ such persons and/or firms as may be reasonably necessary to further and realize the corporate purposes; to take and receive by devise or bequests, gifts and grants in aid from the Federal, or State Govenment, or others, to be utilized as specified by the laws governing such grants; to acquire by purchase or otherwise real or personal property in the corporate name, or as agent or trustee for any person, and to hold and administer according to the terms thereof.

B. To incur liabilities and borrow money at such rates of interest as the corporation may determine, and to secure any of its obligations by mortgage or pledge of any and all of its property.

C. To make application for and receive by purchase, gift, devise or bequest, and to hold, administer, and dispose of copyrights, patent rights, licenses, assignments of inventions, discoveries, processes and other property rights or interests therein and income thereof absolutely or subject to such conditions or trust as may be attached thereto or imposed thereon and to obligate itself to perform any and all such conditions and trusts.

D. To have and to exercise all powers necessary and proper to effect any or all of the purposes for which this corporation is organized.

Fourth: This corporation shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this corporation from qualifying (and continuing to qualify) as a corporation described in Section 501 (c) (3) of the Federal Internal Revenue Code, contributions to which are deductible for federal income tax purposes.

Fifth: No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, nor shall it engage in any activities that are unlawful under the laws of the United States of America, or the State of Mississippi, or any other jurisdiction where such activities are carried on; nor shall it engage in any transaction defined at the time as "prohibited" under Section 503 of the Internal Revenue Code.

Sixth: No compensation or payment shall be paid or made to any member, officer, director, trustee, creator or

organizer of this corporation, or substantial contributor to it, except as a reasonable allowance for actual expenditures or services actually made or rendered to or for this corporation; and neither the whole nor any part or portion of the assets or net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such persons; provided, further, that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any trustee or private individual within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

Seventh: This corporation will not accumulate funds unreasonably.

Eighth: The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax or undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax laws.

Ninth: 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.

Tenth: The corporation shall not retain any excess business holdings ad defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax laws.

Eleventh: The corporation shall not make any investments in such manner as to subject it to a tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax laws.

Twelfth: 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.

8. (DISSOLUTION OF CORPORATION) In the event of termination, dissolution or winding-up of this corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to (and only to) one or more organizations described in Section 501 (c) (3) of the Code or any laws thereafter pertaining thereto.

9. (MEMBERSHIP) The corporation shall be managed by its members in their official capacity. The members of the corporation, in their official capacity, shall have the power to make such rules and regulations for the management of the corporation as they may deem best for its interest.

10. (CAPITAL STOCK) The corporation shall not be required to make publication of the Charter, shall issue no shares of stock, shall divide no dividends or profit 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 interests of such members in the corporate assets, and there shall be no individual liability against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

WITNESS our signatures, on this the 20th day of November, 1981.

Burl R Hunsaker
BURL HUNSAKER

Shelby Roberts
SHELBY ROBERTS

Karen J. Green
KAREN GREEN

STATE OF MISSISSIPPI

COUNTY OF MONROE

Personally appeared before me, the undersigned authority, in and for the aforesaid County and State, Burl Hunsaker, Shelby Roberts and Karen Green, who acknowledged that they signed, and executed the above and foregoing Charter of Incorporation as their act and deed on the 20th day of November, 1981.

NOTARY PUBLIC

My Commission expires:

July 9, 1985

Received at the office of the Secretary of State, this the 16th day of Dec.

A. D., 1971, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

December 18

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-84

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

TURKEY TRACK 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 22nd day of December, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF Turkey Track 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 Turkey Track 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 W. E. Beck, Jr., Douglas Moore, and James Malone are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Turkey Track 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, Carl Wiggins, 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 November, 1981, at the Turkey Track Hunting Clubhouse 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 December, 1981.

Secretary [illegible]

THE CHARTER OF INCORPORATION OF

TURKEY TRACK HUNTING CLUB, INC.

1. The corporation title of said company is:

Turkey Track Hunting Club, Inc.

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

W.E. Beck, Jr.,	Route 2, Carrollton, Mississippi
Douglas Moore,	Route 2, Carrollton, Mississippi
James Malone,	Route 2, Carrollton, Mississippi

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

3. The domicile is at Turkey Track Hunting Club Clubhouse, Route 2, Carrollton, Mississippi.

4. The corporation is Non-Profit and no shares of stock shall be issued and it is a type of organization authorized by the provisions of Section 79-11-1, Code of Mississippi of 1972 as amended, namely, 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:

1. To promote true sportsmanship and conservation of all wildlife resources.

2. To cooperate with all agencies, local, state and federal, dedicated to the welfare of wildlife resources, including law enforcement.

3. To strengthen landowner-sportsman relations.

4. To educate its members and the public as to preservation of natural resources.

The Corporation shall have rights and powers Co-extensive with the purposes for which it is created.

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 fnr 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 W E Bailey
Douglas Moore
James Malone
Incorporators

BOOK 279 PAGE 212 ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Carroll

This day personally appeared before me, the undersigned authority W.E. Beck, Jr., Douglas Moore and James Malone

incorporators of the corporation known as the Turkey Track 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 9th day of December, 1981

Notary Public

STATE OF MISSISSIPPI

County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the

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

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

Secretary of State

Jackson, Miss., , 19

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

Attorney General

By

Assistant Attorney General

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

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

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.,

December 15, 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

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE PISGAH CEMETERY MAINTENANCE 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 22nd day of December, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF THE PISGAH CEMETERY 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 THE PISGAH CEMETERY MAINTENANCE ASSOCIATIC 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 HAROLD POLLARD, EDWARD T. HARRIS, and C. H. HENDERSON are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named THE PISGAH CEMETERY MAINTENANCE CORPORATION; 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, C. H. 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 11th day of May, 1980, at Pisgah 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 30th day of October, 1981.

Secretary C. H. Henderson

G. H. Howard
Justice Court Judge

MY COMMISSION EXPIRES 1-2-84

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:

THE PISGAH CEMETERY MAINTENANCE CORPORATION

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 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
HAROLD POLLARD	Route 1, Box 160,	FRENCH CAMP, MISSISSIPPI	
EDWARD T. HARRIS	Route 1, Box 106	WEIR, MISSISSIPPI	
C. H. HENDERSON	Route 1, Box 56-B,	FRENCH CAMP, MISSISSIPPI	

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

3. The domicile is at ROUTE 2; (Street and No.) WEIR, (City) MISSISSIPPI 39772 (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 PISGAH CEMETERY MAINTENANCE CORPORATION is a Non-Profit corporation; and no shares of stock shall be issued in or to it. It is an organization to maintain and perpetuate the Pisgah Cemetery, which is located in Choctaw County, Mississippi. It is a cemetery and civic improvement corporation.

5. Period of existence shall be perpetual.

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

THE PISGAH CEMETERY MAINTENANCE CORPORATION is created for the purpose of receiving, collecting, accepting, investing, and disbursing funds and/or money for the perpetual care, maintenance, and preservation of the Pisgah Cemetery, which is located in Section 11, Township 17 North, Range 9 East, Choctaw County, Mississippi, so that the memory of those persons interred there may be lovingly and properly perpetuated and so that suitable space will be available for those persons who desire to be interred in this cemetery in the future. As such this Non-Profit Corporation shall have the rights and powers to maintain checking and savings accounts and other forms and means of investments, to act and to serve as Trustee for all money donated and given unto it, and to exercise any and all other rights, powers, and prerogatives consistent with Mississippi Law for other corporations which shall be reasonably necessary to accomplish the previously stated purpose for its being incorporated.

This corporation shall not be required to make publication of its charter, shall issue no shares of stoc shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-pay ment of dues, shall vest in each member the right to one vote in the election of all officers, shall mak the loss of membership, by death or otherwise, the termination of all interest of such members in th corporate assets, and there shall be no individual liabilities against the members for corporate debt 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 las acknowledgment. The signatures of the incorporators must agree with their names as they appea in the resolution, article 2 of the charter and in the acknowledgment.

Signatures: Harold Pollard
HAROLD POLLARD

Edward T. Harris
EDWARD T. HARRIS

C.H. Henderson
C. H. HENDERSON

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of CHOCTAW

This day personally appeared before me, the undersigned authority HAROLD POLLARD EDWARD T. HARRIS and C. H. HENDERSON

incorporators of the corporation known as the PISGAH CEMETERY MAINTENANCE CORPORATION who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 30th day of OCTOBER 1981

STATE OF MISSISSIPPI
County of Choctaw

This day personally appeared before me, the undersigned authority Harold Pollard Edward L. Harris C.H. Henderson

incorporators of the corporation known as the Pisgah Cemetery Maint. Corp.
who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 30 day of Oct. 1981
C. H. Henderson

Received at the office of the Secretary of State this the 9th day of Nov. 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. December 18 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.

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MISSISSIPPI MESSENGER, 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 22nd day of December, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

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

BE IT RESOLVED by the members of Mississippi Messenger, an unincorporated association of individuals, that it is to the best interests of this MISSISSIPPI MESSENGER, that it be forthwith incorporated as a nonprofit corporation under the laws of the State of Mississippi applicable thereto and that it be forthwith incorporated as a nonprofit corporation under the laws of the State of Mississippi applicable thereto and that Lela Ann Holder, Roberta Sparklin, and Jacqueline Brown are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Mississippi Messenger, 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 Mississippi Messenger, as may be necessary so to do.

CERTIFICATE

I, John Maxey, 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 3rd day of December, 1981, 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 3rd day of December, 1981.

SECRETARY

THE CHARTER OF INCORPORATION

OF

MISSISSIPPI MESSENGER, INC.

1. The corporate title of said corporation is MISSISSIPPI MESSENGER, INC.

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

Lela Ann Holder
116 Hampton Court
Jackson, Mississippi 39212

Roberta Sparklin
366 Clubview Drive
Jackson, Mississippi 39209

Jacqueline Brown
909 North State Street
Jackson, Mississippi 39202

3. The domicile of the corporation is at 513 North State Street, Jackson, Mississippi.

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

5. The period of existence shall be perpetual.

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

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

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

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

(c) Upon the dissolution of the corporation, the assets of the corporation shall be distributed exclusively to one or more charitable educational organizations which would then qualify under Section 501(c)(3) of said Code and regulations.

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

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

(2) To elect and appoint officers, agents, and employees, consistent with said bylaws and this Charter and not in violation of State law.

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

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

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

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

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

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

Lela Ann Holder
LELA ANN HOLDER

Roberta A. Sparklin
ROBERTA SPARKLIN

Jacqueline L. Brown
JACQUELINE BROWN

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, LELA ANN HOLDER, one of the incorporators of the corporation known as Mississippi Messenger, Inc., who acknowledged that she signed and executed the above and foregoing Articles of Incorporation on this the 8th day of December, 1981.

Nancy McMurray
NOTARY PUBLIC

My Commission Expires:

My Commission Expires August 26, 1984.

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, ROBERTA SPARKLIN, one of the incorporators of the corporation known as Mississippi Messenger, Inc., who acknowledged that she signed and executed the above and foregoing Articles of Incorporation on this the 8th day of December, 1981.

Nancy McMurray
NOTARY PUBLIC

My Commission Expires:

My Commission Expires August 26, 1984.

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, JACQUELINE BROWN, one of the incorporators of the corporation known as Mississippi Messenger, Inc., who acknowledged that she signed and executed the above and foregoing Articles of Incorporation on this the 8th day of December, 1981.

Nancy McMurray
NOTARY PUBLIC

My Commission Expires:

My Commission Expires August 26, 1984.

CERTIFICATE OF SECRETARY OF STATE

Received at the office of the Secretary of State this the 9th day of Dec., 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.

Eldon Lloyd Pittman
SECRETARY OF STATE

CERTIFICATE OF ATTORNEY GENERAL

Jackson, Mississippi

December 14, 1981

I have examined this application for a charter of incorporation and an 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

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MISSISSIPPI CATAMARAN RACING 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 22nd day of December, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF HOBIE CAT FLEET # 235

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 HOBIE CAT FLEET #235 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 Thomas D. Josey, John A. Johnson, Robert L. Denton, Jr., and James R. Josey are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Mississippi Catamaran Racing 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, Nancy Clarkson, 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 day of December 3, 1981, 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 Third day of December 1981

Secretary Nancy Clarkson

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 CATAMARAN RACING ASSOCIATION, INC.

1. The corporation title of said company is: Mississippi Catamaran Racing Association, Inc.

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

Name	Street & No.	City	State
Thomas D. Josey	5234 Bienville Place	Jackson,	Mississippi 39206
John A. Johnson	1255 E. County Line Rd., I-6	Jackson,	Mississippi 39211
Robert L. Denton, Jr.	105 Breakers Lane	Jackson,	Mississippi 39211
James R. Josey	740 Belhaven St.	Jackson,	Mississippi 39202

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

3. The domicile is at 5234 Bienville Place (Street and No.) Jackson, (City) Mississippi 39206 (State)

4. (Here set out that the corporation is NonProfit 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 fo 1972, and amendments thereto.)

The Corporation is NonProfit and no shares of stock shall be issued

The Corporation is a fraternal organization which is authorized to incorporate under the provisions of Section 79-11-1, Code of Mississippi of 1972 as ammended.

5. Period of existence shall be perpetual.

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

The purposes of the Corporation are:

To foster, promote, encourage, and support the art, craft, skill, and science of sailing and racing of multi-hull and catamaran sailing craft in and around Jackson and central Mississippi;

To associate with and/or cooperate with various sailing class associations, sailing organizations, yacht clubs, community organizations, and governmental organizations in activities related to the other purposes of the Corporation;

To promote, organize, arrange, and hold any and all kinds of contests, competitions, regattas, instructions, and exhibitions involving sailing and sailing craft;

To provide social and sporting recreation and entertainment for its members and guests and to participate in lawful activities related to the welfare of its members and the public;

To raise funds by membership subscription or otherwise for the operation of the Corporation and/or the encouragement of its purposes and to grant commensurate rights to members and subscribers;

To borrow funds to further the lawful purposes of the Corporation by issuing notes or bonds;

To provide, construct, develop, acquire, lease, own, operate, and maintain a club and facilities for the use and enjoyment of the members and guests;

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

The rights and powers of the Corporation are and shall be limited to do anything and everything reasonably and lawfully necessary, proper, suitable, or convenient for the achievement of the purposes stated above, or for any of them, or for furtherance of said purposes.

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

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

Signatures: Thomas D. Josey
John A. Johnson
Robert L. Denton Jr.
James R. Josey

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Hinds

This day personally appeared before me, the undersigned authority Thomas D. Josey, John A. Johnson, Robert L. Denton, Jr., James R. Josey, _____, _____, _____

incorporators of the corporation known as the Mississippi Catamaran Racing 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 10th day of December, 1981

Lynda S. Josey My Commission expires 4/29/85

STATE OF MISSISSIPPI

County of _____

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

incorporators of the corporation known as the _____

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

Received at the office of the Secretary of State this the 15th day of Dec. 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., December 18, 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.

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MINERAL SPRINGS 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 22nd day of December, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF MINERAL SPRINGS 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 Mineral Springs 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 the following adult resident citizens of the State of Mississipi Plez Atwood, Carl Gable and Dennis Glenn are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Mineral Springs 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, Dennis Glenn, 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 day of December 1, 1981, at Route 1, Taylorsville, 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 Dec. 1981

Secretary Dennis Glenn

Dennis Glenn

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:

   MINERAL SPRINGS HUNTING CLUB, INC.

2. The names and post office address 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	
Plez Atwood	Route 1	Taylorsville	MS	39168
Carl Gable	Route 1	Taylorsville	MS	39168
Dennis Glenn	Route 1	Taylorsville	MS	39168

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

3. The domicile is at Route 1 (Street and No.) Taylorsville (City) MS (State)

4. (Here set out that the corporation is NonProfit 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 fo 1972, and amendments thereto.)

   Mineral Springs Hunting Club, Inc. is a non-profit corporation. No shares of stock shall be issued, and shall be a hunting club for sportsmen. 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:

   For members to engage in the lawful hunting and killing of game and further:

   To protect the game, livestock, property and human lives for the benefit of landowners, sportsmen and the State of Mississippi.

   The corporation shall not discriminate against members, or prospective members because of race, creed, or color.

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: Plez Atwood
PLEZ ATWOOD
Carl Gable
CARL GABLE
Dennis Glenn
DENNIS GLENN

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Smith

This day personally appeared before me, the undersigned authority Plez Atwood, Carl Gable, Dennis Glenn

incorporators of the corporation known as the

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 8 day of Dec, 1981

Earl English dist 2 Smith County.

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 deeds on this the day of , 19

Received at the office of the Secretary of State this the 15th day of December 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., December 18, 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.

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

NON DENOMINATION 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 22nd day of December, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

CERTIFIED COPY OF RESOLUTION AUTHORIZING APPLICATION FOR ARTICLES OF INCORPORATION OF NON DENOMINATION HOUSE OF PRAYER

This is to certify that the following Resolution was adopted by the members attending a meeting at the law offices of Smith & Phillips, in Batesville, Mississippi, on the 11th day of December, 1981, at which an association known as the Non Denomination House of Prayer was organized:

RESOLVED, that the following were elected officers of the association of the corporation known as the Non Denomination House of Prayer:

Earnestine Flowers, President
Margaret Ford, Vice President
Patsy Chapman, Secretary

RESOLVED FURTHER, that EARNESTINE FLOWERS, President, MARGARET FORD, Vice President, and PATSY CHAPMAN, Secretary of the association be, and they hereby are authorized to apply to the Secretary of State of the State of Mississippi for a Charter of Incorporation as a nonprofit, non-share corporation under the provision of Section 79-11-1 et seq., Mississippi Code of 1972, as amended, of this association, and to take all actions and to do all things necessary and advisable in connection therewith, for and as the act and deed of the association and corporation.

RESOLVED FURTHER, that the corporate title of the corporation herein authorized shall be "Non Denomination House of Prayer, Inc."

Adopted this the 11th day of December, 1981.

The foregoing is hereby certified to be a true and correct copy of a Resolution adopted by the above named association on the 11th day of December, 1981.

This the 11th day of December, 1981.

Patsy Chapman
PATSY CHAPMAN, Secretary
Route 5, Box 40F
Batesville, MS 38606

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

NON DENOMINATION HOUSE OF PRAYER

1. The corporation title of said company is:

Non Denomination House of Prayer, 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) Earnestine Flowers	Route 5, Box 40F	Batesville, MS	38606
2) Margaret Ford	Route 1, Box 288	Courtland, MS	38620
3) Patsy Chapman	Route 5, Box 40F	Batesville, MS	38606

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

3. The domicile is at Route 5, Box 40F, Batesville, Mississippi 38606
(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 organization is a church organization and religious society open to members of any denomination. The corporation is Non-Profit and no shares of stock shall be issued.

5. Period of existence shall be perpetual.

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

The corporation is created for the purpose of providing a place of worship for members of any or no denomination. The rights and powers of the corporation shall be limited to those reasonably necessary to accomplish this stated purpose; but shall specifically include the right to employ preachers or teachers and to authorize other people to establish churches or places of worship under said organization.

All of the assets of the corporation shall be dedicated to its stated purposes. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in paragraph 6 hereof. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(See inserted sheet Exhibit "A" enclosed herewith for continuation of paragraph 6.)

EXHIBIT "A"

Incorporated herewith and made a part hereof of The Charter of Incorporation of Non Denomination House of Prayer.

(Paragraph 6, Continued)

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding 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 purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Signed for identification:

Earnestine Flowers
Margaret Ford
Patsy Chapman

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 Earnestine Flowers
Earnestine Flowers
Margaret Ford
Margaret Ford
Patsy Chapman
Patsy Chapman

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Panola

This day personally appeared before me, the undersigned authority Earnestine Flowers, Margaret Ford, Patsy Chapman, _____, _____, _____, _____, incorporators of the corporation known as the Non Denomination House of Prayer, 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 December, 1981

My commission expires: July 5, 1983

Colmon S. Mitchell
Notary Public (SEAL)

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 Dec. 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 Floyd Pittman
Secretary of State

Jackson, Miss., December 15, 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.

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

LAMAR COUNTY CIVIC 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 22nd day of December, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

STATE OF MISSISSIPPI

COUNTY OF LAMAR

RESOLUTION OF LAMAR COUNTY CIVIC ASSOCIATION

On motion duly made and carried this, the 9th day of November, A. D., 1981,

BE IT RESOLVED that pursuant to the provisions of Mississippi Code Annotated Section 79-11-1 (1972) as annotated and amended, *et. seq.*, the following adult resident citizens of Mississippi are authorized to seek incorporation of the Lamar County Civic Association, to be named Lamar County Civic Association, Inc., and to execute all documents necessary thereto, to-wit:

Joseph F. Tatum, Jr.
2307 Lakeview
Hattiesburg, MS 39401

Michael B. McMahan
109 Elaine Circle
Hattiesburg, MS 39401

T. Webber Roseberry
Route 4, Box 256
Lumberton, MS 39455

I, the undersigned president for the aforesaid Association, do hereby certify that this is a true and accurate copy of the Resolution of Lamar County Civic Association, duly made and carried.

IN WITNESS WHEREOF, I place my signature on this, the 9 day of November, A. D., 1981.

Joseph F. Tatum Jr.
JOSEPH F. TATUM, JR.
President
Lamar County Civic Association

STATE OF MISSISSIPPI

COUNTY OF LAMAR

RESOLUTION OF LAMAR COUNTY CIVIC ASSOCIATION

On motion duly made and carried this, the _____ day of _____, A. D., 1981,

BE IT RESOLVED that pursuant to the provisions of Mississippi Code Annotated Section 79-11-1 (1972) as annotated and amended, *et. seq.*, the following adult resident citizens of Mississippi are authorized to seek incorporation of the Lamar County Civic Association, to be named Lamar County Civic Association, Inc., and to execute all documents necessary thereto, to-wit:

Joseph F. Tatum, Jr.
2307 Lakeview
Hattiesburg, MS 39401

Michael B. McMahan
109 Elaine Circle
Hattiesburg, MS 39401

T. Webber Roseberry
Route 4, Box 256
Lumberton, MS 39455

I, the undersigned president for the aforesaid Association, do hereby certify that this is a true and accurate copy of the Resolution of Lamar County Civic Association, duly made and carried.

IN WITNESS WHEREOF, I place my signature on this, the 9 day of November, A. D., 1981.

Joseph F. Tatum, Jr.
JOSEPH F. TATUM, JR.
President
Lamar County Civic Association

CHARTER OF INCORPORATION OF

LAMAR COUNTY CIVIC ASSOCIATION, INC.

STATE OF MISSISSIPPI

COUNTY OF LAMAR

BEFORE ME, the undersigned notary public, duly commissioned and qualified in and for the County of Lamar, State of Mississippi, personally came and appeared before me, the several parties of full age of majority, residency as indicated in Article 2 hereof, whose signatures are affixed hereto, who declare that they, availing themselves of the provisions of Mississippi Code Annotated Section 79-11-1 (1972), as annotated and amended, *et. seq.*, do hereby organize and constitute themselves, as well as all other persons who may hereafter join or become associated with them, into a non-profit corporation, under and in accordance with the following Articles of Incorporation, to-wit:

ARTICLE 1

The corporate title shall be:

LAMAR COUNTY CIVIC ASSOCIATION, INC.

ARTICLE 2

The names and post office addresses of the subscribers to and incorporators of this corporation are as follows, all of whom are adult resident citizens of the State of Mississippi;

Joseph F. Tatum, Jr.
2307 Lakeview
Hattiesburg, MS 39401

Michael B. McMahan
109 Elaine Circle
Hattiesburg, MS 39401

T. Webber Roseberry
Route 4, Box 256
Lumberton, MS 39455

ARTICLE 3

The domicile of this corporation is hereby fixed in Lamar County, Mississippi, and the location of its registered office is Route 4, Box 256, Lumberton, Mississippi 39455.

ARTICLE 4

Pursuant to the purposes and objects of the corporation as stated in Article 5 hereafter, said corporation is now and ever shall be a non-profit corporation, and no shares of stock shall be

issued. This is a civic improvement corporation.

ARTICLE 5

The duration of this corporation shall be perpetual.

ARTICLE 6

This corporation shall not engage in any form of trade or commerce, or carry out any activities which result in a renumerative profit to the corporation or its members. Subject to the foregoing limitations, the objects, business, or pursuit of this corporation shall be as follows:

(A) To provide a place for further and a clearer and deeper appreciation of nature and the great outdoors;

(B) To protect and conserve the peace and tranquility of our forests and open lands in Lamar County;

(C) To protect and conserve the quality of wildlife and fauna of Lamar County;

(D) To protect against forest fires and soil erosion;

(E) To till the land and build lakes and make further improvements in the forests and open lands of Lamar County;

(F) To lease real property in an effort to establish a recreational place for the enjoyment of the members of the Association;

(G) To build buildings, maintain roads and bridges, and make other improvements on leased lands for the protection and conservation of forests and open lands;

(H) To purchase, lease or to otherwise acquire and hold, own, sell, transfer, or in any manner dispose of goods, merchandise, and property of any and every kind, class or description, wherever situated, as may be necessary and incidental to the purposes and objects of this corporation as reflected herein;

(I) The purposes and objects specified herein shall be construed both as purposes and objects and rights and powers sna shall be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this, or any other Article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and objects and rights and powers, and the enumeration of specific

purposes and objects, rights and powers, shall not be construed to limit or restrict in any manner the meaning of general term of the general rights and powers of the corporation, except to the extent that said rights and powers shall be limited to those reasonably necessary to accomplish the stated purposes and objects of the corporation.

ARTICLE 7

Pursuant to Mississippi Code Annotated Section 79-11-1 (1972) as annotated and amended, *et. seq.*, the corporation shall not be required to make publication of their charter, shall issue no shares of stock, shall divide no dividents 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 8

The full name and post office address of its registered agent is: Joseph F. Tatum, Jr., 2703 Lakeview, P. O. Box 1089, Hattiesburg, Mississippi 39401.

ARTICLE 9

All members in good standing in this corporation may vote in person or by proxy, a simple majority of the votes being sufficient in the election of all officers and membership committee members.

ARTICLE 10

A general and annual meeting of the members entitled to vote for the election of officers and membership committee members shall be held in the registered office of the corporation and shall take place on the first Tuesday in September of each year.

Special meetings may be called by majority of the executive directors or by a majority vote of the members entitled to vote.

ARTICLE 11

An executive committee shall be elected, consisting of three individuals. One member of the executive committee shall be elected by the general membership at its yearly meeting. The two remaining members of the executive committee shall be appointed by the property owners leasing property to the corporation. The executive committee shall have the authority to make and alter by-laws, including the right to make and alter by-laws fixing the qualifications, classification, terms of office, or fixing or increasing the compensation of any salaried employee or representative subject to the power of the voting members to change or repeal the by-laws so made.

A membership committee shall be elected, consisting of three individuals elected by the general membership at its yearly meeting. The membership committee shall be responsible for the selection of new members and designation of dues to be paid.

The business and affairs of this corporation shall be managed and all corporate powers thereof shall be vested in and exercised by the executive committee unless and until otherwise provided by the by-laws of the corporation.

ARTICLE 12

A simple majority shall constitute a quorum on all the votes had by the executive committee or the voting members of the corporation unless otherwise designated by the by-laws.

WITNESS OUR SIGNATURES on this, the 16th day of November, A. D., 1981.

Joseph F Tatum Jr.
JOSEPH F TATUM, JR.

Michael B McMahan
MICHAEL B. McMAHAN

T Webber Roseberry
T. WEBBER ROSEBERRY

STATE OF MISSISSIPPI

COUNTY OF LAMAR

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said County and State, the within named JOSEPH F. TATUM, JR. and MICHAEL B. McMAHAN, who, after being first duly sworn according to law, acknowledged to me that they executed the above and foregoing Articles of Incorporation on the date therein shown and for the purposes therein stated.

GIVEN UNDER MY HAND AND OFFICIAL OF OFFICE on this, the 16 day of November, A. D., 1981.

James A. Cook
NOTARY PUBLIC

My Commission Expires:
4-20-83

STATE OF MISSISSIPPI

COUNTY OF LAMAR

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said County and State, the within named T. WEBBER ROSEBERRY, who, after being first duly sworn according to law, acknowledged to me that he executed and the above and foregoing Articles of Incorporation on the date therein shown and for the purposes therein stated.

GIVEN UNDER MY HAND AND OFFICIAL SEAL OF OFFICE on this, the 16 day of November, A. D., 1981.

James A Cook
NOTARY PUBLIC

My Commission Expires:
4-20-83

Received at the office of the Secretary of State, on this, the 24th day of Nov., A. D., 1981, together with the sum of $ 20.00 deposit to cover the recording fee and referred to the Attorney General for his opinion.

Edwin Floyd Pittman
SECRETARY OF STATE

I have examined this charter of incorporation and am of the opinion that it does not violate 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 Charter of Incorporation of

HINDS COUNTY BAR 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 22nd day of December, A. D., 1981.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

CERTIFIED COPY RESOLUTION

The undersigned duly elected Secretary of a membership meeting of Hinds County Bar Association hereby certifies that the following resolution was unanimously adopted at a meeting held on the 21st day of April, 1981.

WHEREAS, a proposed Charter of Incorporation under the laws of the State of Mississippi of Hinds County Bar Association has presented and approved by this meeting; and

WHEREAS, all present desire to become incorporated as Hinds County Bar Association, Inc., under the terms and provisions of the proposed Charter of Incorporation;

FOR NOW, THEREFORE, BE IT RESOLVED, that RICHARD T. BENNETT, LAUCH M. MAGRUDER, JR., and C. DELBERT HOSEMANN, JR., all of whom are adult resident citizens of the State of Mississippi, should be and they are hereby designated Incorporators of Hinds County Bar Association, Inc. and they are hereby authorized and directed to do all things necessary and desirable to obtain said Charter of Incorporation.

WITNESS MY SIGNATURE, on this the 14th day of December, 1981.

Richard T. Bennett

CHARTER OF INCORPORATION
OF
HINDS COUNTY BAR ASSOCIATION

ONE: The corporate title of said company is: Hinds County Bar Association, Inc.

TWO: The names, street addresses and post office addresses of the incorporators are:

Name	Street and Number	City and State
Richard T. Bennett	200 N. State St. P. O. Box 98	Jackson, MS 39205
Lauch M. Magruder, Jr.	Suite 1800 Deposit Guaranty Plaza	Jackson, MS 39201
C. Delbert Hosemann, Jr.	Suite 1800 Deposit Guaranty Plaza	Jackson, MS 39201

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

THREE: The domicile of the corporation in this state is 620 North State Street, Jackson, Mississippi 39201, Post Office Box 2168, Jackson, Mississippi 39205.

FOUR: The corporation is non-profit, no shares of stock are to be issued, and it is organized for educational and civic improvement purposes.

FIVE: The period of existence shall be perpetual.

SIX: 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 association being incorporated, are as follows:

To promote, maintain and discipline among its members high standards of professional service and conduct toward clients, fellow lawyers, the public and the courts; to promote the efficient administration of justice through constant review of the law; ensuring the highest quality integrity on the bench; to furnish

a form in which problems of the lawyer and the administration of justice generally can be studied and discussed; to promote and preserve the adversary system of justice and trial by jury; to promote and cultivate the spirit of the corporation and good fellowship among the members of this association; all to the end of fostering and maintaining the highest respect of the members within the community.

The rights and powers to be exercised by the corporation shall be the following insofar as they are reasonably necessary to accomplish the stated purposes of the corporation:

To adopt by-laws, to sue and be sued, prosecute and be prosecuted to judgment and satisfaction;to have a corporate seal; to enter into, make and perform contracts of every kind and description;

To own, purchase and receive as a gift or grant any sum of money and any real or personal property; to sell, convey, exchange and lease from or to others any real or personal property.

To borrow or raise money for other purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, bonds, debentures and other evidence of indebtedness, negotiable and non-negotiable, and to secure the payment thereof by mortgage or pledge of the whole or any part of the property of the corporation, and to sell, pledge, or otherwise dispose of such bonds or other obligations for its corporate purposes;

To cooperate and act in conjunction with any agencies, corporations, instrumentalities or associations, both public and private, having similar purposes and objectives;

To do all things which are originally necessary or desirable to accomplish the purpose for which the corporation is organized.

SEVEN: 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 expulsions 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 a member for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

EIGHT: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions and furtherance of the purposes set forth in paragraph SIX 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 Sections 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).

NINE: 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 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 Directors shall determine.

TEN: The corporation is irrevocably dedicated to and operated exclusively for non-profit purposes; no part of the income or assets shall ever be distributed to or inure to the benefit of any director, officer or other private individuals.

Richard T. Bennett

Lauch M. Magruder, Jr.

C. Delbert Hosemann, Jr.

INCORPORATORS

STATE OF MISSISSIPPI

COUNTY OF HINDS

THIS DAY personally appeared before me the undersigned authority the within named RICHARD T. BENNETT, LAUCH M. MAGRUDER, JR., C. DELBERT HOSEMANN, JR., INCORPORATORS of the corporation known as HINDS COUNTY BAR ASSOCIATION, INC., who acknowleded that they signed and executed the above and foregoing Articles of Incorporation as their act and deed on this the 14th day of December, 1981.

Notary Public

My commission expires:

My Commission Expires Sept. 17, 1985.

Received at the office of the Secretary of State, this the 15th day of December, 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 Floyd Pittman
Secretary of State

I have examined the application for a Charter of Incorporation and I 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

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

JACKSON COUNTY WOMEN'S BOWLING 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 22nd day of December, A.D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF Jackson County Women's Bowling Association, Inc. An Unincorporated Association, To Incorporate, Designating the incorporators, The name of the proposed corporation and authorizing the expenditure of the funds of the association necessary to do so.

Be it resolved by the members of Jackson County Women's Bowling 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 Jo Ann Parnell, VI Prince, and Sonnie Granja are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Jackson County Women's Bowling 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, VI Prince, 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 November, 1981, at 865 Denny Avenue, Pascagoula, 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 3rd day of November, 1981.

Secretary VI Prince

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

11. The corporation title of said company is: Jackson County Women's Bowling Association, Inc.

22. 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
Jo Ann Parnell	3519 Azalea Street	Moss Point,	Miss.
UI Prince	2024 Springwood Road	Gautier,	Miss.
Sonnie Granja	2600 Valleywood Drive	Gautier,	Miss.

All being adult resident citizens of the State of Mississippi

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

33. The domicile is at 865 Denny Avenue (Street and No.) Pascagoula (City) Mississippi (State)

44. (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. It is a fraternal corporation.

55. Period of existence shall be perpetual.

66. 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 prupose for which the corporation is formed is to establish, coordinate and maintain bowling leagues and related actities not contrary to law, and, further, to do all such acts authorized by the Laws of the State of Mississippi.

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

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

Signatures: Jo Ann Parnell
Jo Ann Parnell
VI Prince
VI Prince
Sonnie Granja
Sonnie Granja

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Jackson

This day personally appeared before me, the undersigned authority Jo Ann Parnell, VI Prince, Sonnie Granja, incorporators of the corporation known as the Jackson County Women's Bowling 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 17th day of November, 19 81

Patsy Cotter

STATE OF MISSISSIPPI
County of

My Commission ... January 13, 1982

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 18 day of Dec. 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.

Dan Floyd Pilson
Secretary of State

Jackson, Miss., December 18, 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.

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

CENTRAL ASSEMBLY OF GOD

changing name to:

CEDAR LAKE CHRISTIAN ASSEMBLY

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* 22nd day of December, A. D., 1981.

William F. Winter

Governor.

Attest:

Edwin Lloyd Pittman

Secretary of State.

BOOK 279 PAGE 260

ARTICLES OF AMENDMENT TO THE

CHARTER OF INCORPORATION

OF

CENTRAL ASSEMBLY OF GOD

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: BE IT RESOLVED that the Corporation formerly known as Central Assembly of God shall now be known as Cedar Lake Christian Assembly.

SECOND: The following amendment of the Charter of Incorporation was adopted by the members of the corporation on October 4, 19 81, at a regular meeting of the members of the corporation at Biloxi, Mississippi:

DATED: This the 2nd day of December, 19 81.

SIGNED: CENTRAL ASSEMBLY OF GOD
(Name of Corporation)

BY: Kenneth Broadus
President

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
COUNTY OF Jackson

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, KENNETH BROADUS, President of CENTRAL ASSEMBLY OF GOD

_____, who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of CENTRAL ASSEMBLY OF GOD, on this the 2nd day of December, 19 81.

Janice R. Quinn
NOTARY PUBLIC

My Commission expires:
MY COMMISSION EXPIRES FEB. 11, 1984

CERTIFIED COPY OF RESOLUTION
ADOPTED BY
CENTRAL ASSEMBLY OF GOD
AT A MEETING OF THE MEMBERS HELD ON
October 4, 1981
AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF
CENTRAL ASSEMBLY OF GOD

WHEREAS, CENTRAL ASSEMBLY OF GOD is a voluntary, non-profit incorporation chartered by the State of Mississippi, and

WHEREAS, after thorough discussion in a duly held meeting of the members this corporation desires to amend its charter to change its name to Cedar Lake Christian Assembly.

THEREFORE, BE IT RESOLVED by the members of the CENTRAL ASSEMBLY OF GOD that its charter is amended as follows:

That the Corporation formerly known as Central Assembly of God shall now be known as Cedar Lake Christian Assembly.

CERTIFICATE

I, KENNETH BROADUS, President of CENTRAL ASSEMBLY OF GOD do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by CENTRAL ASSEMBLY OF GOD in a meeting assembled on the 4th

day of October, 19~~7~~81, in Biloxi BOOK 279 PAGE 263

Mississippi.

WITNESS MY SIGNATURE, this 2nd day of December, 19~~7~~81.

Kenneth Broadus

PRESIDENT

BOOK 279 PAGE 204

Received at the office of the Secretary of State, this the 9th day of Dec

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.,

December 14, 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-54

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 STATEMENT OF CANCELLATION OF

MID-SOUTH LIFE INSURANCE COMPANY

hereto attached was, pursuant to the provisions of the Laws of the State of Mississippi, filed in my office this the 22nd day of December, 1981, and recorded in this office in Record of Incorporations Photostat Book No. 279, at pages 265 - 270.

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

Edwin Lloyd Pittman
Secretary of State.

MID-SOUTH LIFE INSURANCE COMPANY

STATEMENT OF CANCELLATION

1. The name of the corporation is Mid-South Life Insurance Company.

2. The number and class of reacquired shares cancelled by resolution duly adopted by the Board of Directors of Mid-South Life Insurance Company as of November 20, 1981, is 2,610 shares of Class 3 Participating Common Stock.

3. The aggregate number of issued shares, itemized by classes, after giving affect to such cancellation is as follows:

Class	Number of Shares
Voting Common Stock	42,500
Class 1 Participating Common Stock	31,054
Class 2 Participating Common Stock	50,334
Class 3 Participating Common Stock	33,924
Class 4 Participating Common Stock	122,530
Class 5 Participating Common Stock	0
Class 6 Participating Common Stock	30,765
Class 7 Participating Common Stock	104,698
Class 8 Participating Common Stock	1,500
Class 9 Participating Common Stock	3,799
Class 10 Participating Common Stock	102,661
Class 11 Participating Common Stock	0

Class 12 Participating Common Stock	49,497
Class 13 Participating Common Stock	17,993
Class 14 Participating Common Stock	18,259
Class 15 Participating Common Stock	32,743
Class 16 Participating Common Stock	25,637
Class 17 Participating Common Stock	65,903
Class 18 Participating Common Stock	49,304
Class 19 Participating Common Stock	1,896
Class 20 Participating Common Stock	26,599
Class 21 Participating Common Stock	32,675
Class 22 Participating Common Stock	9,385
Class 23 Participating Common Stock	20,131 1/3
Class 24 Participating Common Stock	15,240
Class 25 Participating Common Stock	18,168.72
Class 26 Participating Common Stock	1,500
Class 27 Participating Common Stock	5,934
Class 28 Participating Common Stock	7,158

Class 29 Participating Common Stock	2,967
Class 30 Participating Common Stock	0
Class 31 Participating Common Stock	7,333
Class 32 Participating Common Stock	5,351
Class 33 Participating Common Stock	14,558
Class 34 Participating Common Stock	1,500
Class 35 Participating Common Stock	1,500
Class 36 Participating Common Stock	1,500
Class 37 Participating Common Stock	1,500
Class 38 Participating Common Stock	1,500
Class 39 Participating Common Stock	1,500
Class 40 Participating Common Stock	1,500
Class 41 Participating Common Stock	1,500
Class 42 Participating Common Stock	1,500
Class 43 Participating Common Stock	100
Class 44 Participating Common Stock	1,500
Class 45 Participating Common Stock	1,500

Class 46 Participating Common Stock	1,500
Class 47 Participating Common Stock	1,500
Class 48 Participating Common Stock	1,500
Class 49 Participating Common Stock	1,500
Class 50 Participating Common Stock	1,500
Class 51 Participating Common Stock	1,500
Class 52 Participating Common Stock	1,500
Class 53 Participating Common Stock	1,500
Class 54 Participating Common Stock	1,500
Class 55 Participating Common Stock	1,500
Class 56 Participating Common Stock	1,500
Class 57 Participating Common Stock	1,500
Class 58 Participating Common Stock	1,500
Class 59 Participating Common Stock	1,500
Class 60 Participating Common Stock	1,500
Class 61 Participating Common Stock	1,500

4. The amount, expressed in dollars, of the stated capital of the corporation after giving effect to such cancellation is $1,017,847.05.

Dated December 1, 1981.

MID-SOUTH LIFE INSURANCE COMPANY

BY: Harold W. Busching
President

BY: Robert A. Furman
Secretary

STATE OF MISSISSIPPI

COUNTY OF HINDS

I, Myra J. Fisher, a notary public, do hereby certify that on this 1st day of December, 1981, personally appeared before me Harold W. Busching, who, being by me first duly sworn, declared tht he is the President of Mid-South Life Insurance Company, that he executed the foregoing document as President of the corporation, and that the statements therein contained are true.

Myra J. Fisher
Notary Public

My Commission Expires:

My Commission Expires Jan. 16, 1983

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

COLUMBUS CLUB OF CLINTON, 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 December, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF Columbus Club of Clinton 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 Columbus Club of Clinton 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 George Saab, Ferdie J. Callegan, and Charles Collins are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Columbus Club of Clinton 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, Charles Collins, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the day of 15th November, 81, at Clinton, 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 November, 1981

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

1. The corporation title of said company is: Columbus Club of Clinton, Mississippi Inc.

2. The names and post office address 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 J. Saab	205 Camp Garaway Rd.	Clinton	Ms.
Ferdie Callegan	713 Berkshire	Clinton	Ms.
Charles Collins	1703 Twin Oaks	Clinton	Ms.

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

3. The domicile is at 716 Lindale (Street and No.) Clinton (City) Ms. (State)

4. (Here set out that the corporation is NonProfit 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 fo 1972, and amendments thereto.)

The Columbus Club of Clinton Mississippi Inc. is nonprofit, no shares of stock shall be issued, and is a religious, charitable, civic 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 purpose of the Columbus Club of Clinton Mississippi Inc. is to serve and promote the general welfare of the church and community and by these articles has the rights and powers:

a) to engage in activities for religious, charitable, educational and civic improvement purposes. To engage in such other activities that are consistant with its stated purpose.

b) to accept, buy, sell, own, hold, lease, operate, mortgage, insure, pledge, assign, transfer or otherwise receive or dispose of real and personal property; provided, however, that any activity authorized by this provision shall not be engaged, in any manner, that would jeopardize the Federal Income tax exemption of this corporation granted pursuant to the Interal Revenue code of 1954.

c) to sue and be sued, complain and defend in its corporate name, without waiving any charitable immunity that may be allowed under the laws of the state of Mississippi.

d) to elect officers and appoint agents and define their duties.

e) to make and alter bylaws, not contrary to law or to this charter, governing the officers of this corporation and the qualifications of membership therein.

All assets shall be utilized for the purpose of the corporate objective which is organized and operated exclusively for religious, charitable, educational and civic improvement, no part of the net earnings of which inures to the benefit of any private shareholder or individual no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation, and which does not attempt to participate or intervene in any political campaign.

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: George J. Saab G.K.
Freddie Calligan DGK
[illegible] FS

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of HINDS

This day personally appeared before me, the undersigned authority George Saab, Freddie Calligan, Charles Collins

incorporators of the corporation known as the Columbine Club of Clinton, MS Inc.

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 16th day of November, 1981

Ray R. Robert My Commission Expires Nov. 13, 1985

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 deeds on this the _____ day of _____, 19__

Received at the office of the Secretary of State this the 22nd day of Dec. 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., December 22, 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.

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 INCORPORATION OF

PRODUCER AGRICULTURAL CREDIT CORPORATION

hereto attached was, pursuant to the provisions of the Laws of the State of Mississippi, filed in my office this the 23rd day of December, 19 81, and recorded in this office in Record of Incorporations Photostat Book No. 279, at pages 275 - 307.

Given under my hand and Seal of office hereunto affixed this 23rd day of December, 19 81

Edwin Lloyd Pittman

Secretary of State.

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

PRODUCER AGRICULTURAL CREDIT 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 22nd day of December, A.D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

Federal Intermediate Credit Bank of New Orleans
Post Office Box 50062
New Orleans, Louisiana 70150

BOOK 279 PAGE 277

December 7, 1981

Robert Bailey
Bank of Yazoo City
P.O. Box 600
Yazoo City, MS 39194

Dear Bob:

The Articles of Incorporation and Bylaws for Producers Agricultural Credit Corporation are approved as submitted.

This approval should in no way be interpreted to constitute approval of a discount relationship with the Federal Intermediate Credit Bank.

Sincerely,

Ann R. Moeller
Asst. Vice President and
Corporate Attorney

ARM/ctm

ARTICLES OF INCORPORATION
OF
PRODUCER AGRICULTURAL CREDIT CORPORATION

UNITED STATES OF AMERICA

STATE OF MISSISSIPPI

COUNTY OF YAZOO

BE IT KNOWN that on this the 9th day of November, 1981, before me, the undersigned authority, a Notary Public in and for Yazoo County, Mississippi, and therein residing, duly appointed, qualified and commissioned, personally came and appeared the several subscribers hereto, above the full age of majority, who declared to me, Notary, in the presence of the undersigned competent witnesses, residing in Yazoo County, Mississippi, that, availing themselves of the provisions of the Mississippi Rural Credit Law (Title 81, Chapter 15, Sections 81-15-1 to 81-15-31, Mississippi Code of 1972, and all laws amendatory thereof), they do hereby organize themselves, their successors and/or assigns, into a Corporation, in pursuance of the law, under and in accordance with the following Articles of Incorporation, to-wit:

ARTICLE I

The name and the title of this corporation shall be:

PRODUCER AGRICULTURAL CREDIT CORPORATION

Under and by said corporate name, it shall have authority to have a corporate seal and to alter the same at pleasure, but a failure to affix the seal shall not affect the validity of any instrument; to continue as a corporation for the time fixed in these Articles of Incorporation; to contract, sue and be sued in its corporate name; to acquire, in any legal manner, and to hold, sell, dispose of, lease, pledge, mortgage or otherwise alienate or encumber

any property, movable or immovable, or corporeal or incorporeal, subject to any limitations prescribed by law or by these Articles; to acquire in any legal manner, to hold, sell, dispose of, pledge, mortgage, or otherwise alienate or encumber the shares, bonds, debentures, and other securities or evidences of indebtedness, or franchises and rights of any other corporation, domestic or foreign, subject to the limitations contained in these Articles, and in relation thereto to effect all the rights, powers and privileges of ownership including the right to vote on any shares of stock of any other corporation; to conduct business in this state and elsewhere as may be permitted by law; to appoint such officers and agents as the business of the corporation may require; to lend money and supplies and provide credit for all purposes and to charge and collect from its borrowers such fees, fines, interest and discount, premiums and other charges as shall or may, from time to time, be provided by resolution of its Board or by its By-Laws, which charges shall not be held to be usurious; to receive and hold its own stock in pledge as part security for loans made to its borrowers and purchase the same under the power of pledge or otherwise; to borrow money, and to issue, sell, discount, rediscount, loan, pledge, and contract for rediscount, loan and pledge, or otherwise dispose of its bonds, debentures, promissory notes, bills of exchange and other obligations and evidences of indebtedness, and to secure the same by mortgage, pledge, or other hypothecation of any kind of property; and specifically to discount notes or other evidences of indebtedness, and the same to have discounted by the Federal Intermediate Credit Bank of New Orleans, Louisiana, or any other banking institution; to make, establish, alter and amend by-laws and rules for the proper management and regulation of the business and affairs of the corporation as may be necessary and proper and not inconsistent with the laws of this state or with

these Articles of Incorporation; to accomplish its purposes as stated in these Articles of Incorporation, it shall be authorized to guarantee shares, bonds, contracts, securities, and/or evidences of indebtedness of any other domestic or foreign corporation, including interest and/or dividends thereon, and subject to the provisions of the laws of Mississippi, and particularly the conditions mentioned in Sections 81-15-1 to 81-15-31, inclusive, Mississippi Code of 1972, and all laws amendatory thereof, to acquire by purchase or otherwise its own shares of stock. It generally shall possess all powers, rights, privileges and immunities which corporations are or may be hereafter authorized to have and possess under the constitution and laws of this state, and particularly under Section 81-15-1 to 81-15-31, inclusive, Mississippi Code of 1972, and all laws amendatory thereof, and it shall have the power to invest its Board of Directors with all of its corporate powers, subject to such restrictions as may be named in these Articles of Incorporation.

ARTICLE II

The objects and purposes for which this Corporation is organized, and the nature of the business and/or businesses to be carried on by it are stated and declared to be as follows, to-wit:

(1) To lend money and supplies and provide credit for all agricultural and business purposes; to make advances in money, necessary supplies, equipment, labor, seed, feed, fertilizer and livestock to such borrowers as may, shall or do qualify for such loans and advances under rules, regulations, and by-laws as may be adopted by the Board of Directors of this corporation; to acquire, hold, sell and otherwise deal in agricultural, livestock and directly related real estate, farmer and rancher and other business obligations, choses in action, contracts and investments of all kinds; and in relation thereto to make loans upon such security as may be deemed advisable; to buy, sell and otherwise negotiate, negotiable interests and choses;

to charge and receive fees for applications for and servicing of, including inspections, such loans; to charge and receive for such loans and negotiations, such interest and profits as may be permitted by the laws of the State of Mississippi; and to do, perform and engage in such other acts and transactions as may be necessary in the conducting and financing of a commercial, industrial or general agricultural or livestock lending business. However, nothing contained here shall be construed to give this corporation banking powers, or power to engage in the small loan businesses, such as may be prohibited in the Mississippi Rural Credit Law, and amendments thereto, under which this Corporation is incorporated.

(2) To purchase, acquire, construct, lease, maintain and operate, in this state and elsewhere, plants, offices, and office buildings, machinery, equipment, supplies, warehouses and any and all accessory appurtenances and equipment necessary therefor, to purchase or otherwise acquire and to sell or otherwise dispose of goods, wares, merchandise, equipment and any other property whatsoever for its own account, as agents for others, or otherwise.

(3) To borrow from and lend money to any person, firm, corporation, partnership, association or organization with or without security, collateral or endorsement, in any sums whatsoever as it shall see fit and not contrary to the provisions of these Articles and its By-Laws.

(4) To acquire and hold by purchase, lease or otherwise lands, tenements and hereditaments in the United States and its territories and any other place or places where the business of this corporation may be carried on, for the proper and advantageous use of this Corporation, for any amount allowed by law; to manage and supervise under contractual arrangement for an agreed compensation or consideration any and all types of farms, farm lands and farm, livestock, poultry and other agricultural operations; to use, improve, manage, lease, mortgage, or otherwise

encumber any and all of said lands, tenements or hereditaments and real property of every description or to dispose of same or any part thereof no longer wanted for the purposes of this Corporation for prosecution of its business. To borrow and lend money for the purposes of this Corporation's business and to secure the retainment thereof in such manner as in the opinion of the Board of Directors may be most advantageous, and to that end, and if necessary, to mortgage or otherwise pledge or encumber all or any part of the property of the corporation, including its undertaking franchises and its franchise to be a corporation, and to issue and deposit securities which the Corporation has the power to issue by the way of mortgage or otherwise.

(5) To purchase, acquire, receive, hold, pawn, mortgage, pledge, hypothecate, sell and dispose of stocks, bonds, mortgages, debentures, notes and other securities and evidences of indebtedness of any firm, association, individual or corporation or of the United States or any State, Parish, County, Ward, Drainage or Sub-Drainage District, or any political subdivision of the State of Mississippi, or elsewhere.

(6) To purchase or otherwise acquire and undertake, all or any part of the business, property and liabilities of any person, persons or company carrying on any kind of business which this Corporation is authorized to carry on. To enter into partnership or into any arrangement for sharing profits, union of interest, reciprocal concessions, or cooperate with any person, persons, or corporation carrying on or about to carry on any busines which this Corporation is authorized to carry on, or any business or transaction capable of being conducted, so as directly or indirectly, to benefit this Corporation.

(7) To carry on any other business which under the law it may be entitled to carry on which may seem to the corporation to be calculated directly or indirectly to effectuate the aforesaid objects, or any of them, or to

facilitate it in the transaction if its aforesaid business or businesses, or any part thereof, or in the transaction of any lawful business that may be calculated, directly or indirectly, to enchance the value or to render profitable any of the corporation's properties and rights, and generally to hold and exercise all such incidental powers and privileges as relate to the objects and purposes hereinbefore set forth, or as may be necessary, useful or convenient for effecting said objects and purposes.

The foregoing shall be construed, both as to objects and powers, but the enumeration thereof shall not be held to limit or restrict in any manner the powers and privileges conferred on this corporation by the constitution and laws of Mississippi.

ARTICLE III

This Corporation shall exist and have and enjoy existence for a period of ninety-nine (99) years from date hereof.

ARTICLE IV

The location and post office address of the registered office of this Corporation is 104 North Main Street, Post Office Box 600, Yazoo City, Mississippi, 39194, which shall continue as the registered office of the Corporation until changed by the Board of Directors in the manner required by law.

ARTICLE V

The full name and post office address of the registered agents for service of process are:

D. P. McGowan	104 North Main Street P. O. Box 600 Yazoo City, Mississippi 39194
Walter R. Bridgforth	203 South Main Street P. O. Box 48 Yazoo City, Mississippi 39194

ARTICLE VI

The total authorized number of shares of this Corporation is (a) Two Hundred Thousand (200,000) shares of Class

A Preferred stock of a par value of Ten ($10.00) Dollars each, which may be purchased only by borrowers of this Corporation; and (b) Forty Thousand (40,000) shares of Class B Common stock, of a par value of Fifty Dollars ($50.00) each, which may be purchased and held by investors. The stock of this Corporation shall be issued only for cash or for property or services actually performed.

The said stock of this Corporation shall be fully paid and non-assessable when issued and shall be represented by certificates and shall be personal property. No transfer of stock shall be binding upon this Corporation unless said transfer is made in accordance with this charter (particularly Articles X and XI hereof) and the By-Laws of this Corporation and recorded in the books thereof, except as may otherwise be provided by statute.

Except as may otherwise be specifically fixed herein, the Board of Directors shall fix the terms and conditions of sale and the time for the payment of all said stock.

The holders of Class A Preferred stock shall have no voting power on any question, except as specifically otherwise provided by statute, nor shall the holders thereof, as such, be entitled to notice of any meetings of the stockholders.

All voting rights at stockholders' meetings are vested in the holders of shares of the Class B Common stock of this Corporation and each holder of Class B Common stock shall be entitled to one vote either in person or by proxy for each share of such stock standing in his name on the books of the Corporation. At all stockholders' meetings, a majority shall constitute a quorum. The right to vote by proxy is hereby undeniably vested in each and every holder of Class B Common Voting Stock.

No shareholder shall ever enjoy any pre-emptive right to subscribe to any or all additions to the stock of this Corporation.

Directors of this Corporation may, at a special meeting called for that purpose, by a majority vote, confer upon the holders of any bonds, debentures or other obligations issued or to be issued by the Corporation, whether secured or unsecured, the power to vote in respect to the corporate affairs and management; in such case the Directors shall fix the extent to which, and the condition and manner in which such power to vote shall be exercised; and also, subject to such restrictions and qualifications as may be stated in the By-Laws or in a resolution adopted by the Directors, may confer upon the holders of bonds, debentures or other obligations of the Corporation, whether secured or unsecured, the right of inspection of books of account and minutes of meetings, and/or any other rights which the shareholders of the Corporation have or may have in respect thereof.

ARTICLE VII

The amount of paid-in capital with which the Corporation shall begin business is TEN THOUSAND AND NO/100 ($10,000.00) DOLLARS, which has been paid in cash.

ARTICLE VIII

The names of the first directors and officers, for a term of one year, or until their successors are chosen, and their post office addresses are as follows, to-wit:

NAME	ADDRESSES
Robert J. Bailey Secretary-Treasurer	Route 4, Box 297 P. O. Box 600 Yazoo City, Mississippi 39194
Walter R. Bridgforth Director	Route 6 P. O. Box 48 Yazoo City, Mississippi 39194
Joe Bryan Vice President and Director	Route 6, Box 107-AA P. O. Box 600 Yazoo City, Mississippi 39194
H. J. Curran Director	Grand Avenue Extension P. O. Box 450 Yazoo City, Mississippi 39194
John Sharp Howie Director	Route 6, Box 126 Yazoo City, Mississippi 39194

Hugh M. Love, Jr. Director	Route 6, Woodridge Drive P. O. Box 48 Yazoo City, Mississippi 39194
D. P. McGowan President and Director	Route 6, Box 221-A P. O. Box 600 Yazoo City, Mississippi 39194
B. Frank Williams Director	537 East Madison Street Yazoo City, Mississippi 39194

The business and affairs of the corporation will be managed and all of the corporate powers thereof will be vested in and exercised by a board of not less than five (5) directors nor more than twenty (20) directors, who need not be shareholders, unless and until otherwise provided by the By-Laws of this Corporation.

The Board of Directors shall perform the duties and exercise the authority vested in them by the Articles of Incorporation and by the By-Laws, for the conduct of the Corporation business. These By-Laws may be amended by a majority vote of the stock held by those present at any meeting, a quorum attending, the notice of which meeting shall have been given in accordance with the By-Laws and shall have stated the purport of the proposed amendment and the intention to bring it up for consideration. Such amendment shall not become effective until it has been approved by the Federal Intermediate Credit Bank of New Orleans, a copy recorded in the office of the Chancery Clerk of Yazoo County, Mississippi.

Unless or until otherwise provided by the By-Laws, the Directors shall hold office for one year, or until their successors have been duly elected and qualified.

Any vacancy occurring on the Board of Directors shall be filled by the remaining members of the said Board for the unexpired term at any meeting of the Board of Directors; any director absent from a meeting may be represented by any other director or shareholder, who may cast the vote of the absent director, according to the written instructions, general or special, of said absent director filed with the Secretary.

The general annual meeting of the stockholders for an election of directors shall be held at the registered office of this Corporation and shall take place on the second Monday of January of each year, or the first business day thereafter when such a day is a legal holiday, beginning on the 11th day of January, 1982, unless or until otherwise provided by the By-Laws.

The failure from any cause whatsoever to hold the annual meeting of said stockholders, or the failure to elect directors thereat, shall not dissolve this Corporation, but the Directors then in office shall remain in office until their successors have been duly qualified and installed.

ARTICLE IX

To aid and assist the Board of Directors of this Corporation in its deliberations, considerations and decisions on the subject of specific objectives and plans and programs for the implementation and accomplishment thereof, there is hereby granted authority to create an Advisory Committee, the membership of which shall consist of those to be appointed by the President with the advise and consent of the Board of Directors.

This Advisory Committee shall be empowered to act upon request and authorization of the Board of Directors.

ARTICLE X

No holder of Class B Common Stock of this Corporation may transfer the same without first offering it to this Corporation on the basis of the book value thereof as shown on the last preceding statement of the Corporation. Said offer must be made by delivering to the Secretary of this Corporation against written receipt, the certificates representing the said stock, endorsed in Blank, and a written offer to sell said stock to this Corporation, for cash, at the value hereinabove mentioned. This Corporation shall

have the right for a period of thirty (30) days from the delivery of such offer, and said certificates endorsed in Blank to the Secretary of this Corporation, to purchase the stock of said shareholder, for cash, at the book value, as shown by the last preceding statement of this Corporation, after which thirty (30) days, the said shares may be transferred without restrictions.

No transfer of any of the Class B Common Stock of this Corporation shall be valid and binding until or unless opportunity to purchase such shares has been given to this Corporation in the manner in this Article provided; and, this right, so vested in this Corporation, shall follow all such stock of this Corporation so transferred without such opportunity being given unto any hands into which it may pass. Such right may be exercised against the holder(s) of such stock up to thirty (30) days after such shares are tendered for transfer on the books of this Corporation, and no transfer of any such shares shall be made on the books of the Corporation without written consent of all of the other record holders of stock of this Corporation, during the pendency of said thirty (30) day period.

The right vested in this Corporation to purchase the said stock of any shareholder of this Corporation desiring to transfer said stock of this Corporation, may be waived, in writing, by all the other record shareholders of this Corporation at any time.

ARTICLE XI

Except as may herein be provided, no Class A Stock, or any interest therein or right to receive dividends thereon, shall be transferred by act of parties or operation of law. All such stock shall be held by this Corporation as collateral security for the payment of Borrower-Owner's loan, and this corporation shall have a valid lien thereon, and in the event of default, without notice or further proceedings whatsoever, may retire the stock at book value, but not to exceed par,

and apply the proceeds thereon upon Borrower-Owner's loan. Borrower shall be paid any dividends, accruing and payable on said Class A Stock while it is outstanding. Class A Stock may be paid off at par and retired upon full payment of the loan or loans in connection with which it was issued and for which it has been held as collateral security.

ARTICLE XII

Dividends may be paid on Class A and Class B Stock without preference or on Class B Stock alone as the Board of Directors of this Corporation may determine, but the Directors of the Corporation may in their discretion, apply the amount of any dividend payment to the holder of any Class A Stock to any indebtedness of such holder to the Corporation.

ARTICLE XIII

The names and post office addresses of the incorporators and the number of shares subscribed by each are:

NAME	ADDRESSES	NO. OF SHARES
Walter R. Bridgforth	Route 6 P. O. Box 48 Yazoo City, Mississippi 39194	4
H. J. Curran	Grand Avenue Extension P. O. Box 450 Yazoo City, Mississippi 39194	4
John Sharp Howie	Route 6, Box 126 Yazoo City, Mississippi 39194	4
Hugh M. Love, Jr.	Route 6, Woodridge P. O. Box 48 Yazoo City, Mississippi 39194	4
D. P. McGowan	Route 6, Box 221-A P. O. Box 600 Yazoo City, Mississippi 39194	4

ARTICLE XIV

All the stockholders' meetings, general or special, shall be held in accordance with the laws of the State of Mississippi unless changed by the By-Laws of this Corporation, and at all stockholders' meetings a majority of the voting

stock, whether present or represented by proxy, shall constitute a quorum. All stockholders entitled to vote may vote at all stockholders' meetings either in person or by agent duly authorized in writing to appear and act in behalf of any stockholders.

ARTICLE XV

The Corporation may purchase and/or redeem its own shares in the manner and under the conditions provided in Article X hereof. Such shares so purchased (unless it is desired that such shares shall be cancelled) shall be considered treasury shares, and may be re-issued and disposed of as authorized by law, or may be cancelled and the capital stock reduced, as the Board of Directors may, from time to time, determine.

ARTICLE XVI

This Corporation claims and shall have the benefit of the provisions of the Mississippi Rural Credit Law, Sections 81-15-1 to 81-15-31, inclusive, Mississippi Code of 1972, and laws amendatory thereof.

ARTICLE XVII

If at any time when the Corporation is able to meet its liabilities then matured, pursuant to the affirmative vote of the holders of at least a majority of the shares having voting power, given at a general or special shareholders' meeting, called for that purpose, the Board of Directors shall have power and authority, by resolution adopted at any regular, or special meeting called for that purpose, to sell, lease or exchange, or make any other disposition of all of the assets of the Corporation, including its good will, franchise, and/or other rights, upon such terms and conditions as it deems expedient, including an exchange for shares and/or securities of another Corporation, domestic or foreign; and if the Corporation is unable to meet its liabilities then matured, the Board of Directors by a majority

vote of the whole Board shall have power and authority to make such sale, lease, exchange or other disposition, as aforesaid, without the vote or consent aforesaid, of the shareholders.

ARTICLE XVIII

This charter may be amended and the capital of this Corporation may be increased or decreased, or this Corporation may be dissolved, in the method and manner provided by law.

ARTICLE XIX

No stockholder of this Corporation shall ever be held liable or responsible for the contracts or faults of this Corporation in any further sum than the unpaid balance of the stock for which he has subscribed, nor shall any mere informality in organization have the effect of rendering this charter null or of exposing stockholders to any liability other than as above provided.

THUS DONE AND PASSED at my office of Yazoo City, Yazoo County, Mississippi, in the presence of H. M. Love and Rita H. Middleton, competent and attesting witnesses, who sign as such with the said appearers and with me, Notary, signing the same officially and affixing hereunto my seal of office on the day and date first hereinabove written and after due reading of the whole.

INCORPORATORS:

WALTER R. BRIDGFORTH

H. J. CURRAN

JOHN SHARP HOWIE

HUGH M. LOVE, JR.

D. P. McGOWAN

WITNESSES:

H. M. LOVE

RITA H. MIDDLETON

NOTARY PUBLIC

My Commission Expires: [illegible]-3-84

STATE OF MISSISSIPPI

COUNTY OF YAZOO

Personally appeared before me, the undersigned authority in and for said state and county, the within named Walter R. Bridgforth, H. J. Curran, John Sharp Howie, Hugh M. Love, Jr., and D. P. McGowan, who each acknowledged that they signed and delivered the above and foregoing instrument of writing on the day and year and for the purposes therein mentioned.

GIVEN under my hand and official seal on this the 3rd day of December, 1981.

Edna H. Rogers
NOTARY PUBLIC

My Commission Expires:

December 23, 1984

(Seal)

BY-LAWS

OF

PRODUCER AGRICULTURAL CREDIT CORPORATION

ARTICLE I. MEETING OF STOCKHOLDERS

SECTION 1. Annual Meeting. The annual meeting of stockholders shall be held at the principal office of the Corporation, in the City of Yazoo on the second Monday of January of each year, at 4:30 P.M.o'clock in afternoon of that day. If the day so designated falls upon a legal holiday, then upon the first business day thereafter. The Secretary shall serve personally, or by mail, a written notice thereof, addressed to each Stockholder at his address as it appears on the stock book; but at any meeting at which all Stockholders shall be present, or of which all Stockholders not present have waived notice in writing the giving of notice as above required may be dispensed with.

SECTION 2. Quorum. The presence, in person or by proxy, of the holders of majority of the outstanding stock entitled to vote shall be necessary to constitute a quorum for the transaction of business, but a lesser number may adjourn to some future time not less than one nor more than thirty days later and the Secretary shall thereupon give as much notice as possible by mail to each Stockholder entitled to vote who was absent from such meeting.

SECTION 3. Special Meetings. Special meetings of voting Stockholders other than those regulated by statute, may be called at any time by a majority of the Directors. Notice of such meeting stating the purpose for which it is

called shall be served personally or by mail, not less than ten (10) days before the date set for such meeting. If mailed, it shall be directed to a Stockholder at his address as it appears on the stock book; but at any meeting at which all Stockholders shall be present, or of which Stockholders not present have waived notice in writing, the giving of notice as above described may be dispensed with. The Board of Directors shall also, in like manner, call a special meeting of Stockholders whenever so requested in writing by Stockholders representing not less than 35% of the capital stock of the Corporation. No business other than that specified in the call for the meeting shall be transacted at any meeting of the Stockholders.

SECTION 4. Voting. At all meetings of the Stockholders all questions, the manner of deciding which is not specifically regulated by statute, shall be determined by a majority vote of the Stockholders present in person or by proxy; provided, however, that any qualified voter may demand a stock vote, in which case each Stockholder present, in person or by proxy, shall be entitled to cast one vote for each share of stock owned or represented by him. All voting shall be viva vote, except that a stock vote shall be by ballot, each of which shall state the name of the Stockholder voting and the number of shares owned by him, and in addition, if such ballot be cast by proxy, the name of the proxy shall be stated. The casting of all votes at special meetings of Stockholders shall be governed by the provisions of the Corporation Laws of this State.

SECTION 5. Order of Business. The order of business at all meetings of the Stockholders shall be as follows:

1. Roll Call.
2. Proof of notice of meeting or waiver of notice.
3. Reading of minutes of preceding meeting.
4. Reports of Officers.
5. Reports of Committees.
6. Election of Inspectors of Election.
7. Election of Directors.
8. Unfinished Business.
9. New Business.

ARTICLE II. DIRECTORS

SECTION 1. Number. The affairs and business of this Corporation shall be managed by a Board of not less than five Directors, nor more than twenty, who may but need not be Stockholders of record, and at least one of such Directors shall be a resident of the State of Mississippi and a citizen of the United States.

SECTION 2. How Elected. At the annual meeting of Stockholders, the number of persons receiving the highest number of the votes cast shall be Directors and shall constitute the Board of Directors for the ensuing year.

SECTION 3. Term of Office. The term of office of each of the Directors shall be one year, and thereafter until his successor has been elected.

SECTION 4. Duties of Directors. The Board of Directors shall have the control and general management of the affairs and business of the Corporation. Such Directors shall in all cases act as a Board, regularly convened, by a majority, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation, as they may deem proper, not inconsistent with these By-Laws and the laws of the State of Mississippi.

SECTION 5. Directors' Meetings. Regular meetings of the Board of Directors shall be held immediately following the annual meeting of the Stockholders, and at such other times as the Board of Directors may determine. Special meetings of the Board of Directors may be called by the President at any time, and shall be called by the President or the Secretary upon the written request of five Directors.

SECTION 6. Notice of Meetings. Notice of meetings, other than the regular annual meetings, shall be given by service upon each Director in person, or by mail to him at his last known post office address, at least three days before the date therein designated for such meeting, including that day of mailing, of a written or printed notice thereof specifying the time and place of such meeting, and the business to be brought before the meeting and no business other than that specified in such notice shall be transacted at any special meeting. At any meeting at which every member of the Board of Directors shall be present, although held without notice, any business may be transacted which might have been transacted if the meeting had been duly called.

SECTION 7. Quorum. At any meeting of the Board of Directors, a majority of the Board shall constitute a quorum for the transaction of business; but in the event of a quorum not being present, a less number may adjourn the meeting to some future time, not more than three days later.

SECTION 8. Voting. At all meetings of the Board of Directors, each Director is to have one vote, irrespective of the number of shares of stock that he may hold.

SECTION 9. Vacancies. Vacancies in the Board occurring between annual meetings shall be filled for the unexpired portion of the term by a majority of the remaining Directors.

SECTION 10. Removal of Directors. Any one or more of the Directors may be removed either with or without cause, at any time by a vote of the Stockholders holding a majority of the stock, at any special meeting called for the purpose.

ARTICLE III. OFFICERS

SECTION 1. Number. The officers of this Corporation shall be:

1. President.
2. Vice President
3. Secretary and Treasurer.

SECTION 2. Election. All officers of the Corporation shall be elected annually by the Board of Directors at its meeting held immediately after the meeting of Stockholders, and shall hold office for the term of one year or until their successors are duly elected.

SECTION 3. Duties of Officers. The duties and powers of the officers of the Corporation shall be as follows:

PRESIDENT

The President shall preside at all meetings of the Board of Directors and Stockholders.

He shall present at each annual meeting of the Stockholders and Directors a report of the condition of the business of the Corporation.

He shall cause to be called regular and special meetings of the Stockholders and Directors in accordance with these

By-Laws, and Ex-Officio shall be a member of all Standing Committees.

He shall appoint and remove, employ and discharge, and fix the compensation of all servants, agents, employees and clerks of the Corporation other than the duly appointed officers, subject to the approval of the Board of Directors.

He shall sign and make all contracts and agreements in the name of the Corporation.

He shall see that the books, reports, statements and certificates required by the statutes are properly kept, made and filed according to law.

He shall sign all certificates of stock, notes, drafts or bills of exchange, warrants or other orders for the payment of money duly drawn by the Treasurer.

He shall enforce these By-Laws and perform all the duties incident to the position and office, and which are required by law.

VICE PRESIDENT

During the absence and inability of the President to render and perform his duties or exercise his powers, as set forth in these By-Laws or in the acts under which this Corporation is organized, the same shall be performed and exercised by the Vice President; and when so acting, he shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon such President.

SECRETARY

The Secretary shall keep the minutes of the meetings of the Board of Directors and of the Stockholders in appropriate books.

He shall give and serve all notices of the Corporation.

He shall be custodian of the records and of the seal and affix the latter when required.

He shall keep the stock and transfer books in the manner prescribed by law, so as to show at all times the amount of capital stock, the manner and the time the same was paid in, the names of the owners thereof, alphabetically arranged, their respective places of residence, their post office address, the number of shares owned by each, the time at which each person became such owner, and the amount paid thereon; and keep such stock and transfer books open daily during business hours at the office of the Corporation, subject to the inspection of any Stockholder of the Corporation, and permit such Stockholder to make extracts from said books to the extent and as prescribed by law.

He shall sign all certificates of stock.

He shall present to the Board of Directors at their stated meetings all communications addressed to him officially by the President or any officers or Stockholder of the Corporation.

He shall be an Ex-Officio member of all Standing Committees.

He shall attend to all correspondence and perform all the duties incident to the office of Secretary.

TREASURER

The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such bank or banks, trust company or trust companies or safe deposit vaults as the Board of Directors may designate.

He shall sign, make, and endorse in the name of the Corporation, all checks, drafts, warrants and orders for the

payment of money, and pay out and dispose of same and receipt therefor, under the direction of the President or the Board of Directors.

He shall exhibit at all reasonable times his books and accounts to any Director or Stockholder of the Corporation upon application at the office of the corporation during business hours.

He shall render a statement of the condition of the finances of the Corporation at each regular meeting of the Board of Directors, and at such other times as shall be required of him, and a full financial report at the annual meeting of the Stockholders.

He shall keep at the office of the Corporation, correct books of account of all its business and transactions and such other books of account as the Board of Directors may require.

He shall do and perform all duties pertaining to the office of Treasurer.

SECTION 3(a). Standing Committees. The President may appoint such Committees as he deems necessary. Whenever the Board of Directors is not in session, the Committees appointed by the President may act subject to ratification at the next meeting of the Board of Directors. The President and the Secretary of the Corporation by virtue of their office shall be members of all Standing Committees. The Chairman of each Standing Committee shall make a written report to the Board of Directors whenever requested by the Board.

The Standing Committees of this Corporation shall be 1) Executive; 2) Loan; and 3) Finance and Audit.

The Executive Committee shall be composed of at least three (3) members, the Loan Committee of at least three (3) members, and the Finance and Audit Committee of at least three (3) members; including the President and Secretary of the Corporation who are Ex-Officio members; a majority of each Committee shall constitute a quorum for the transaction of business, and a majority of those present and voting will be empowered to transact the business of the Committee; provided, however, that with respect to the Loan Committee any two members thereof shall have the authority to approve any loan application and prescribe the condition and requirements for closing the same. The Standing Committees shall have such further power and authority as may hereafter and from time to time be assigned to them by a majority of the Board of Directors.

The duties of the Standing Committees of this Corporation shall be as follows:

1) Executive Committee: To transact the business of the Corporation during the interlude between the meetings of the Board of Directors. It shall have full authority to act upon the vote of a majority of the membership of the Committee, but all acts must be reported to the Board of Directors at their next regular meeting.

2) Loan Committee: To examine and approve all applications for loans prior to issuance of any commitments therefor, and to regularly report to the Board on all loans made, and all detail related thereto, since the previous meeting of the Board.

3) Finance and Audit: To provide periodic financial statements of the condition of the Corporation and report thereon

to the Board at each meeting; to make recommendations with reference to distribution of profits, creation of reserves for contingencies, declaration of dividends, and investment of capital. To provide periodic audits of the affairs of the Corporation as conditions and circumstances may determine.

SECTION 4. Bond. The Treasurer shall, if required by the Board of Directors give to the Corporation such security for the faithful discharge of his duties as the Board may direct.

SECTION 5. Vacancies, How Filled. All vacancies in any office shall be filled by the Board of Directors without undue delay at its regular meeting, or at a meeting specially called for that purpose.

SECTION 6. Compensation of Officers. The officers shall receive such salary or compensation as may be determined by the Board of Directors.

SECTION 7. The Board of Directors may remove any officer by a majority vote at any time with or without cause.

ARTICLE IV. CORPORATE SEAL

SECTION 1. Seal. The seal of the Corporation shall be as follows: The seal shall be circular in shape and in the center shall contain the words "Corporate Seal". Around the border of the circular seal there shall be the words "Yazoo Agricultural Credit Corporation".

ARTICLE V. CERTIFICATES OF STOCK

SECTION 1. Description of Stock Certificates. The certificates of stock shall be numbered and registered in

the order in which they are issued. They shall be bound in a book and shall be issued in consecutive order therefrom, and in the margin thereof shall be entered the name of the person owning the shares therein represented, with the number of shares and the date thereof. Such certificates shall exhibit the holder's name and the number of shares. They shall be signed by the President or Vice President, and countersigned by the Secretary-Treasurer and sealed with the seal of the Corporation.

SECTION 2. Transfer of Stock. The stock of the Corporation shall be assignable and transferable on the books of the Corporation only by the person in whose name it appears on said books, or his legal representatives. In case of transfer by attorney, the power of attorney, duly executed and acknowledged, shall be deposited with the Secretary. In all cases of transfer, the former certificate must be surrendered up and cancelled before a new certificate be issued. No transfer shall be made upon the books of the Corporation within ten days next preceding the annual meeting of the Stockholders.

ARTICLE VI. DIVIDENDS

SECTION 1. When Declared. The Board of Directors shall by vote declare dividends from the surplus profits of the Corporation whenever, in their opinion, the condition of the Corporation's affairs will render it expedient for such dividends to be declared.

ARTICLE VII. BILLS, NOTES, ETC.

SECTION 1. How Made. All bills payable, notes, checks or other negotiable instruments of the Corporation shall be

made in the name of the Corporation, and shall be signed by the President or Vice President or Secretary-Treasurer. No officer or agent of the Corporation, either singly or jointly with others, shall have the power to make any bill payable, note, check, draft or warrant or other negotiable instrument, endorse the same in the name of the Corporation, or contract or cause to be contracted any debt or liability in the name or in behalf of the Corporation, except as herein expressly prescribed and provided.

ARTICLE VIII. AMENDMENTS

These By-Laws may be amended by a majority vote of the stock held by those present at any meeting, a quorum attending, the notice of which meeting shall have been given in accordance with the By-Laws and shall have stated the purpose of the proposed amendment and the intention to bring it up for consideration. Such amendment shall not become effective until it has been approved by the Federal Intermediate Credit Bank of New Orleans, and a copy recorded in the office of the Chancery Clerk of Yazoo County, Mississippi.

ARTICLE IX. TERM OF DIRECTORS

Unless or until otherwise provided by the By-Laws, the Directors shall hold office for one year, or until their successors have been duly elected and qualified.

ARTICLE X. VACANCY IN BOARD OF DIRECTORS

Any vacancy occurring on the Board of Directors shall be filled by the remaining members of the said Board for the unexpired term at any meeting of the Board of Directors;

any director absent from a meeting may be represented by any other Director or Stockholder, who may cast the vote of the absent Director, according to the written instructions, general or special, of said absent Director filed with the Secretary.

ARTICLE XI. STOCKHOLDERS' MEETINGS

The general annual meeting of the Stockholders for an election of Directors shall be held at the registered office of this Corporation and shall take place on the Second Monday in January of each year, or the first business day thereafter when such a day is a legal holiday, beginning the 11th day of January, 1982, unless or until otherwise provided by the By-Laws.

The failure from any cause whatsoever to hold the annual meeting of said Stockholders, or the failure to elect Directors thereat, shall not dissolve this Corporation, but the Directors then in office shall remain in office until their successors have been duly qualified and installed.

WITNESS OUR SIGNATURES on this the 9th day of November, 1981.

WALTER R. BRIDGFORTH

H. J. CURRAN

JOHN SHARP HOWIE

HUGH M. LOVE, JR.

D. P. MCGOWAN

STATE OF MISSISSIPPI

COUNTY OF YAZOO

Personally appeared before me, the undersigned authority in and for said state and county, the within named Walter R. Bridgforth, H. J. Curran, John Sharp Howie, Hugh M. Love, Jr., and D. P. McGowan, who each acknowledged that they signed and delivered the above and foregoing instrument of writing on the day and year and for the purposes therein mentioned.

GIVEN under my hand and official seal on this the 3rd day of December, 1981.

Edna H. Rogers
NOTARY PUBLIC

My Commission Expires:

December 23, 1984

(Seal)

Received at the office of the Secretary of State, this the 11th day of December A. D., 1981, 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.,

December 15, 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-14

BOOK 279 PAGE 308

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

MISSISSIPPI CONFERENCE OF SEVENTH-DAY ADVENTISTS

ALABAMA-MISSISSIPPI CONFERENCE ASSOCIATION OF SEVENTH-DAY ADVENTISTS

LOUISIANA-MISSISSIPPI CONFERENCE ASSOCIATION OF SEVENTH-DAY ADVENTISTS

merging into:

ALABAMA-MISSISSIPPI CONFERENCE ASSOCIATION OF SEVENTH-DAY ADVENTISTS

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* 14th day of December, A. D., 1981.

William F. Winter

Governor.

Attest:

Edwin Lloyd Pittman

Secretary of State.

ARTICLES OF MERGER

These Articles of Merger are entered into by Mississippi Conference of Seventh-Day Adventists, Alabama-Mississippi Conference Association of Seventh-Day Adventists, and Louisiana-Mississippi Conference Association of Seventh-Day Adventists on the day and year stated below in accordance with § 79-11-35, et seq. Code of Mississippi and accordingly the parties hereto state and agree as follows:

1. The corporate title of the surviving corporation is: Alabama-Mississippi Conference Association of Seventh-Day Adventists.

2. The surviving corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for nonpayment of dues, shall vest in each member the right to one (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 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.

3. The domicile in the state of Mississippi is:

c/o Bass Memorial Academy
Post Office
Lumberton, Mississippi

4. The surviving corporation has no stock, is a religious society and is not for profit.

5. The period of existence is perpetual.

6. The purpose for which the surviving corporation was created is to diffuse and disseminate moral and religious knowledge throughout the world by means and use of churches, ministers of the gospel, teachers, Bible workers, medical doctors and nurses, and other agencies, organizations, schools, and religious printed matter; to operate hygienic cafes, bathrooms and treatment rooms; to found and maintain hospitals and

sanitariums for the sick where they can receive treatment with or without pay; to receive gifts and grants in trust for any of the above specified objects and to grant annuities, to make loans, to acquire possession of and to purchase and hold title to real estate and personal property in the states of Alabama and Mississippi, or in any other state or country whose laws do not prohibit the same; to sell and otherwise dispose of as may seem prudent any property, real or personal, that may come into possession of said corporation; to mortgage and bond any property owned by it, to borrow money with or without security.

It is expressly declared that the corporation herein organized is not for personal profit or gain to anyone, but that all of its property and effects must be used and expended in carrying into effect the aims, ends and objects of its corporate existence.

7. The rights and powers that may be exercised by this corporation in addition to the foregoing are those conferred by Chapter 11, Title 79, Code of Mississippi of 1972 and amendments thereto.

8. All of the corporate powers of the surviving corporation hereby organized and the management and control of its business, funds and affairs shall be vested in and be exercised by a board of trustees, which shall consist of from five (5) to seven (7) persons of the religious sect known as Seventh-Day Adventists. The board of trustees herein provided for shall be elected by the Alabama-Mississippi Conference Association of Seventh-Day Adventists at its regular triennial meeting, which conference is a religious convention held and to be held triennially and composed of

delegates, lay and clerical, from the several church congregations in the states of Alabama, Mississippi and Florida of that religious denomination. Said board shall be elected for a period of three years and until their successors shall be elected and inducted into office.

A majority of the board of trustees shall constitute a quorum for all business.

Whenever a vacancy shall occur in said board it shall be filled by election by the remaining members.

At the triennial meeting the members shall elect as they may determine the officers of said corporation for the ensuing three years, which shall be a president, a secretary and a treasurer.

The board of trustees shall from time to time make rules, regulations and by-laws for its own government and for the government of said corporation.

9. The Plan of Merger attached as Exhibit A is incorporated into the Articles of Merger.

10. Attached as Exhibit B are certified copies of the resolutions approved by the members of each merging corporation adopting and approving the Plan of Merger. The attached certified copies of the resolutions are incorporated into the Articles of Merger.

In witness whereof, the said parties have hereunto set their hand and seals this the 15th day of May, 1981.

Mississippi Conference
of Seventh-Day Adventists

BY: W D Wampler
Its President

Louisiana-Mississippi Conference
Association of Seventh-Day Adventists

BY: W D Wampler
Its President

Alabama-Mississippi Conference
Association of Seventh-Day Adventists

BY: W D Wampler
Its President

This is to verify that the Plan of Merger has been adopted by the board of trustees and members in compliance with law and that the Articles of Merger have been executed by the corporation's President.

Mississippi Conference
of Seventh-Day Adventists

BY: Lewis A Stout
Its Secretary

Louisiana-Mississippi Conference
Association of Seventh-Day Adventists

BY: Lewis A Stout
Its Secretary

Alabama-Mississippi Conference
Association of Seventh-Day Adventists

BY: Lewis A Stout
Its Secretary

STATE OF ALABAMA)
COUNTY OF MONTGOMERY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that _____ W. D. Wampler and Lewis A. Stout whose names as President and Secretary of Mississippi Conference of Seventh-Day Adventists, a corporation, are signed to the foregoing Articles of Merger and who are known to me, acknowledged before me on this day that, being informed of the contents of the Articles of Merger, they as such officers and with full authority, executed the same volun-

tarily for and as the act of said corporation.

Given under my hand and official seal, this the 15th day of May, 1981.

Barbara Cronic
Notary Public
My commission expires Feb. 5, 1985

STATE OF ALABAMA)
COUNTY OF MONTGOMERY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that W. D. Wampler and Lewis A. Stout whose names as President and Secretary of Louisiana-Mississippi Conference Association of Seventh-Day Adventists, a corporation, are signed to the foregoing Articles of Merger, and who are known to me, acknowledged before me on this day that, being informed of the contents of the Articles of Merger, they as such officers and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal, this the 15th day of May, 1981.

Barbara Cronic
Notary Public
My commission expires May 15, 1985

STATE OF ALABAMA)
COUNTY OF MONTGOMERY)

I, the undersigned a Notary Public in and for said County, in said State, hereby certify that W. D. Wampler and Lewis A. Stout whose names as President and Secretary of Alabama-Miss-

issippi Conference Association of Seventh-Day Adventists, a corporation, are signed to the foregoing Articles of Merger, and who are known to me, acknowledged before me on this day that, being informed of the contents of the Articles of Merger, they as such officers and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal, this the 15th day of May, 1981.

Barbara Crone
Notary Public

My commission expires Feb. 5, 1985

EXHIBIT A

PLAN OF MERGER

This Plan of Merger is entered into on the day and year stated below between the Mississippi Conference of Seventh-Day Adventists, a corporation organized and existing under the laws of the State of Mississippi, and the Louisiana-Mississippi Conference Association of Seventh-Day Adventists, a corporation organized and existing under the laws of the State of Mississippi, and the Alabama-Mississippi Conference Association of Seventh-Day Adventists, a corporation organized and existing under the laws of the State of Mississippi, having its principal office at Montgomery, Alabama, County of Montgomery, State of Alabama, and the parties hereto agree as follows:

a. The board of trustees of the respective corporations deem it desirable and in the best interest of the corporations and their members that the Mississippi Conference of Seventh-Day Adventists and the Louisiana-Mississippi Conference Association of Seventh-Day Adventists be merged into the Alabama-Mississippi Conference Association of Seventh-Day Adventists.

b. The Mississippi Conference of Seventh-Day Adventists and the Louisiana-Mississippi Conference Association of Seventh-Day Adventists shall be merged into the Alabama-Mississippi Conference Association of Seventy-Day Adventists and the corporate existence of the Mississippi Conference of Seventh-Day Adventists and the Louisiana-Mississippi Conference Association of Seventh-

Day Adventists shall cease and the corporate existence of the Alabama-Mississippi Conference Association of Seventh-Day Adventists shall continue as the surviving corporation under the name of the Alabama-Mississippi Conference Association of Seventh-Day Adventists, and that corporation shall become the owner of all the rights and property of the constituent corporations, and the Alabama-Mississippi Conference Association of Seventh-Day Adventists shall become subject to all the debts and liabilities of the constituent corporations in the same manner as if the Alabama-Mississippi Conference Association of Seventh-Day Adventists had itself incurred them.

c. The principal office of the Alabama-Mississippi Conference Association of Seventh-Day Adventists shall remain the principal office of the corporation following this merger.

d. The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on by the corporation following the merger shall be those of the Alabama-Mississippi Conference Association of Seventh-Day Adventists.

e. The Articles of Merger attached hereto shall constitute the charter of incorporation of the surviving corporation after the merger.

f. The bylaws of the Alabama-Mississippi

Conference Association of Seventh-Day Adventists shall remain effective after the merger of these corporations.

g. The names and addresses of the persons who shall constitute the Board of Trustees of the Alabama-Mississippi Conference Association of Seventh-Day Adventists, following merger, and who shall hold office until the first triennial meeting of the members of the Alabama-Mississippi Conference Association of Seventh-Day Adventists following merger, are as follows:

W. D. Wampler
584 Farmington Road
Montgomery, AL 36109

L. A. Stout
3813 Elm Avenue
Montgomery, AL 36109

G. T. Evans
472 Glade Park Drive
Montgomery, AL 36109

W. A. Barrett
203 Seeba Drive
Dothan, AL 36303

O. R. Johnson
P. O. Box 3487
Jackson, MS 39209

J. C. McElroy, Jr.
P. O. Box 104
Cuba, AL 36907

K. M. Mathews
306 Burbank Drive
Montgomery, AL 36117

h. This Plan of Merger and the merger contemplated thereby may be terminated at any time due to

the failure of any of the board of trustees of the respective corporations to approve this Plan or the merger or the failure of any of the members of the respective corporations to approve the Plan or the merger by an affirmative vote of two-thirds of the said members.

In witness whereof each of the parties hereto has executed this Plan of Merger by its duly authorized officer on this the 8th day of May, 1981.

Alabama-Mississippi Conference
Association of Seventh-Day Adventists

BY: [signature]

Mississippi Conference
of Seventh-Day Adventists

BY: [signature]

Louisiana-Mississippi Conference
Association of Seventh-Day Adventists

BY: [signature]

EXHIBIT B

Certified Extract of the
Minutes of the Meeting of the Board of Trustees
of Louisiana-Mississippi Conference Association
of Seventh-Day Adventists held on 8th day of May, 1981.

Be It Resolved, that the Board of Trustees of Louisiana-Mississippi Conference Association of Seventh-Day Adventists does hereby approve the merger of this Corporation with Alabama-Mississippi Conference Association of Seventh-Day Adventists and Mississippi Conference of Seventh-Day Adventists and approves the Plan of Merger whereby Alabama-Mississippi Conference Association of Seventh-Day Adventists shall be the surviving corporation.

Be It Further Resolved, that the Plan of Merger be submitted to a vote of the members of the Corporation at the next meeting of the members, whether such meeting be the triennial meeting or a special meeting, and that written or printed notice of the proposed merger be given not less than two weeks before such meeting.

As Secretary of the Corporation, I hereby certify that the above resolutions were adopted by the Board of Trustees of the Corporation at its meeting held on the above date after notice to all the members of the Board.

Secretary

Before me, the undersigned authority, appeared _____ Lewis A. Stout _____ who, after being first duly sworn, does hereby certify that the above is a true and correct copy of the minutes of the meeting of the Board of Trustees of Louisiana-Mississippi Conference Association of Seventh-Day Adventists held on the 8th day of May, 19 81.

DONE this the 8th day of May, 1981.

Barbara Crouch
Notary Public

My commission expires Feb. 5, 1985.

EXHIBIT B

Certified Extract of the Minutes of the Triennial
Meeting of the Members of
Louisiana-Mississippi Conference Association
of Seventh-Day Adventists held on the 10th day of May 1981.

Be It Resolved, that Lousisiana-Mississippi Conference Association of Seventh-Day Adventists merge with Alabama-Mississippi Conference Association of Seventh-Day Adventists and Mississippi Conference of Seventh-Day Adventists in accordance with the Plan of Merger whereby Alabama-Mississippi Conference Association of Seventh-Day Adventists shall be the surviving Corporation.

Be It Further Resolved, that the President and/or Secretary of the Corporation shall be authorized to execute on behalf of the Corporation any Articles of Merger or other documents necessary to implement the merger.

As Secretary of the Corporation, I hereby certify that the above resolutions were adopted by the members of the Corporation by an affirmative vote of at least two-thirds of the members of the Corporation, either voting in person or by proxy, at the meeting of the members held on the date above and after receiving two weeks' notice of the said meeting.

Secretary

Before me, the undersigned authority, appeared _____ Lewis A. Stout _____ who, after being first duly sworn, does hereby certify that the above is a true and correct copy of the minutes of the triennial meeting of the members of Louisiana-Mississippi Conference Association of Seventh-Day Adventists held on the 10th day of May 19 81.

DONE this the 10th day of May, 19 81.

Barbara Cronic
Notary Public

My commission expires Feb. 5, 1985

EXHIBIT B

Certified Extract of the
Minutes of the Meeting of the Board of Trustees
of Mississippi Conference
of Seventh-Day Adventists held on 8th day of May, 1981.

Be It Resolved, that the Board of Trustees of Mississippi Conference of Seventh-Day Adventists does hereby approve the merger of this Corporation with Louisiana-Mississippi Conference Association of Seventh-Day Adventists and Alabama-Mississippi Conference Association of Seventh-Day Adventists and approves the Plan of Merger whereby Alabama-Mississippi Conference Association of Seventh-Day Adventists shall be the surviving corporation.

Be It Further Resolved, that the Plan of Merger be submitted to a vote of the members of the Corporation at the next meeting of the members, whether such meeting be the triennial meeting or a special meeting, and that written or printed notice of the proposed merger be given not less than two weeks before such meeting.

As Secretary of the Corporation, I hereby certify that the above resolutions were adopted by the Board of Trustees of the Corporation at its meeting held on the above date after notice to all the members of the Board.

Secretary

Before me, the undersigned authority, appeared _____ Lewis A. Stout who, after being first duly sworn, does hereby certify that the above is a true and correct copy of the minutes of the meeting of the Board of Trustees of Mississippi Conference of Seventh-Day Adventists held on the 8th day of May, 1981.

DONE this the 8th day of May, 1981.

Barbara Cronic
Notary Public

My commission expires Feb. 5, 1985.

EXHIBIT B

Certified Extract of the Minutes of the Triennial
Meeting of the Members of
Mississippi Conference Association
of Seventh-Day Adventists 10th day of May, 1981.

Be It Resolved, that Mississippi Conference of Seventh-Day Adventists merge with Louisiana-Mississippi Conference Association of Seventh-Day Adventists and Alabama-Mississippi Conference Association of Seventh-Day Adventists in accordance with the Plan of Merger whereby Alabama-Mississippi Conference Association of Seventh-Day Adventists shall be the surviving corporation.

Be It Further Resolved, that the President and/or Secretary of the Corporation shall be authorized to execute on behalf of the Corporation any Articles of Merger or other documents necessary to implement the merger.

As Secretary of the Corporation, I hereby certify that the above resolutions were adopted by the members of the Corporation by an affirmative vote of at least two-thirds of the members of the Corporation, either voting in person or by proxy, at the meeting of the members held on the date above and after receiving two weeks' notice of the said meeting.

Secretary

Before me, the undersigned authority, appeared _____ Lewis A. Stout _____ who, after being first duly sworn, does hereby certify that the above is a true and correct copy of the minutes of the triennial meeting of the members of Mississippi Conference Association of Seventh-Day Adventists held on the 10th day of May, 1981.

DONE this the 10th day of May, 1981.

Barbara Crone
Notary Public

My commission expires Feb. 5, 1985.

EXHIBIT B

Certified Extract of the
Minutes of the Meeting of the Board of Trustees
of Alabama-Mississippi Conference Association
of Seventh-Day Adventists held on 9th day of May, 1981.

Be It Resolved, that the Board of Trustees of Alabama-Mississippi Conference Association of Seventh-Day Adventists does hereby approve the merger of this Corporation with Louisiana-Mississippi Conference Association of Seventh-Day Adventists and Mississippi Conference of Seventh-Day Adventists and approves the Plan of Merger whereby Alabama-Mississippi Conference Association of Seventh-Day Adventists shall be the surviving corporation.

Be It Further Resolved, that the Plan of Merger be submitted to a vote of the members of the Corporation at the next meeting of the members, whether such meeting be the triennial meeting or a special meeting, and that written or printed notice of the proposed merger be given not less than two weeks before such meeting.

As Secretary of the Corporation, I hereby certify that the above resolutions were adopted by the Board of Trustees of the Corporation at its meeting held on the above date after notice to all the members of the Board.

Secretary

Before me, the undersigned authority appeared _____ Lewis A. Stout _____ who, after being first duly sworn, does hereby certify that the above is a true and correct copy of the minutes of the meeting of the Board of Trustees of Alabama-Mississippi Conference Association of Seventh-Day Adventists held on the 8th day of May, 1981.

DONE this the 8th day of May, 1981.

Barbara Cronis
Notary Public

My commission expires May 15, 1983.

EXHIBIT B

Certified Extract of the Minutes of the Triennial
Meeting of the Members of
Alabama-Mississippi Conference Association
of Seventh-Day Adventists held on the 10th day of May, 1981.

Be It Resolved, that Alabama-Mississippi Conference Association of Seventh-Day Adventists merge with Louisiana-Mississippi Conference Association of Seventh-Day Adventists and Mississippi Conference of Seventh-Day Adventists in accordance with the Plan of Merger whereby Alabama-Mississippi Conference Association of Seventh-Day Adventists shall be the surviving corporation.

Be It Further Resolved, that the President and/or Secretary of the Corporation shall be authorized to execute on behalf of the Corporation any Articles of Merger or other documents necessary to implement the merger.

As Secretary of the Corporation, I hereby certify that the above resolutions were adopted by the members of the Corporation by an affirmative vote of at least two-thirds of the members of the Corporation, either voting in person or by proxy, at the meeting of the members held on the date above and after receiving two weeks' notice of the said meeting.

Secretary

Before me, the undersigned authority, appeared _____ Lewis A. Stout _____ who, after being first duly sworn, does herby certify that the above is a true and correct copy of the minutes of the triennial meeting of the members of Alabama-Mississippi Conference Association of Seventh-Day Adventists held on the 10th day of May, 19 81.

DONE this the 10th day of May, 1981.

Barbara Cronin
Notary Public

My commission expires Feb. 5, 1985.

Received at the office of the Secretary of State, this the 8th day of July A. D., 1981, together with the sum of $50.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Floyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

December 14, 1981

I have examined this merger of non-profit corporation's ~~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.M.

State of Mississippi

Office of

SECRETARY OF STATE

JACKSON

CERTIFICATE

Be It Known, That whereas, Hugh M. Arant, P. A. McMahen, V. N. Cook, Edgar Sentell, Bobby P. Waters, Charles G. Hathaway, S. K. Lawson, Curtiss S. Sheldon, John T. Robinson and George I. Davidson, have associated themselves with the intention of forming a corporation under the name of SOUTHERN FARM BUREAU UNIVERSAL LIFE INSURANCE COMPANY, for the purposes contained in Article III of the Articles of Association attached, with a capital of $1,500,000.00 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 Hugh M. Arant, P. A. McMahen, V. N. Cook, Edgar Sentell, Bobby P. Waters, Charles G. Hathaway, S. K. Lawson, Curtiss S. Sheldon, John T. Robinson and George I. Davidson, their associates and successors, are legally organized and established as and are hereby made an existing corporation under the name of SOUTHERN FARM BUREAU UNIVERSAL LIFE INSURANCE COMPANY with powers, rights, and privileges and subject to the duties, liabilities, and restrictions which by law appertain thereto.

Given under my hand and seal of office, this the 23rd day of December, 19 81.

Edwin Lloyd Pittman

SECRETARY OF STATE

C-52

ARTICLES OF ASSOCIATION

OF

SOUTHERN FARM BUREAU UNIVERSAL LIFE INSURANCE COMPANY

We, the undersigned corporators, all residents of the State of Mississippi, do hereby subscribe these Articles of Association setting forth our intention to form a life insurance corporation pursuant to the provisions of Miss. Code Ann., Section 83-19-11 (1972).

I.

The name of the corporation shall be Southern Farm Bureau Universal Life Insurance Company.

II.

The corporation shall be domiciled and have its Home Office in the City of Jackson, First Judicial District, Hinds County, Mississippi.

III.

The purposes of this corporation and the classes of insurance it proposes to transact are as follows:

(a) To conduct and to carry on the business commonly known as life, accident and health insurance, including, but not limited to the offer and sale of policies, contracts and plans known as universal life, and reinsurance, and indemnity, on the stock plan; to contract for the payment of endowments or annuities, and to make and enter into other contracts conditioned upon the continuance or cessation of human life.

(b) To insure against bodily injury, disability, or death by accident.

(c) To exercise all rights, powers and privileges bestowed upon corporations of like character by the laws of the State of Mississippi.

IV.

The capital stock of the corporation shall be One Million Five Hundred Thousand Dollars ($1,500,000.00) divided into fifteen thousand (15,000) shares of the par value of One Hundred

Dollars ($100.00) per share, to be sold upon the basis of not less than Three Hundred Dollars ($300,00) per share.

The holders of the capital stock shall be entitled to one (1) vote for each share in all meetings of shareholders of the corporation.

V.

The corporation will not commence business until consideration of the value of Five Hundred Thousand Dollars ($500,000.00) has been received for the issuance of shares.

VI.

The street and post office address of the initial registered office shall be: Southern Farm Bureau Life Insurance Company, 1401 Livingston Lane, Post Office Box 78, Jackson, Mississippi 39205; and the name of the initial registered agent at such address is: P. A. McMahen.

VII.

The number of directors constituting the initial board of directors is three (3). The names and street and post office addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualified are:

(1) Hugh M. Arant
Mississippi Farm Bureau
429 Mississippi Street
Post Office Box 192
Jackson, Mississippi 39205

(2) P. A. McMahen
Southern Farm Bureau Life Insurance Company
1401 Livingston Lane
Post Office Box 78
Jackson, Mississippi 39205

(3) John T. Robinson
Southern Farm Bureau Life Insurance Company
1401 Livingston Lane
Post Office Box 78
Jackson, Mississippi 39205

VIII.

The names and street and post office addresses of the corporators are as follows:

(1) Hugh M. Arant
Mississippi Farm Bureau
429 Mississippi Street
Post Office Box 192
Jackson, Mississippi 39205

(2) P. A. McMahen
Southern Farm Bureau Life Insurance Company
1401 Livingston Lane
Post Ofice Box 78
Jackson, Mississippi 39205

(3) V. N. Cook
Southern Farm Bureau Life Insurance Company
1401 Livingston Lane
Post Ofice Box 78
Jackson, Mississippi 39205

(4) Edgar Sentell
Southern Farm Bureau Life Insurance Company
1401 Livingston Lane
Post Ofice Box 78
Jackson, Mississippi 39205

(5) Bobby P. Waters
Southern Farm Bureau Life Insurance Company
1401 Livingston Lane
Post Ofice Box 78
Jackson, Mississippi 39205

(6) Charles G. Hathaway
Southern Farm Bureau Life Insurance Company
1401 Livingston Lane
Post Ofice Box 78
Jackson, Mississippi 39205

(7) S. K. Lawson
Southern Farm Bureau Life Insurance Company
1401 Livingston Lane
Post Ofice Box 78
Jackson, Mississippi 39205

(8) Curtiss S. Sheldon
Southern Farm Bureau Life Insurance Company
1401 Livingston Lane
Post Ofice Box 78
Jackson, Mississippi 39205

(9) John T. Robinson
Southern Farm Bureau Life Insurance Company
1401 Livingston Lane
Post Ofice Box 78
Jackson, Mississippi 39205

(10) George I. Davidson
Southern Farm Bureau Life Insurance Company
1401 Livingston Lane
Post Ofice Box 78
Jackson, Mississippi 39205

IX.

The period of duration of the corporation shall be ninety-nine (99) years.

IN WITNESS WHEREOF, we, the above-named corporators do hereby subscribe to these Articles of Association.

Hugh M. Grant

BOOK 279 PAGE 336

Charles G. Hathaway

V N Cook

Bobby R. Water

Curtiss S. Sheldon

S K Lawson

George I. Davidson

John T. Robinson

Edgar Lentell

P A McMahon

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me on November 12, 1981, the undersigned authority in and for the jurisdiction aforesaid, HUGH M. ARANT, P. A. MCMAHEN, V. N. COOK, EDGAR SENTELL, BOBBY P. WATERS, CHARLES G. HATHOWAY, S. K. LAWSON, CURTISS S. SHELTON, JOHN T. ROBINSON AND GEORGE I. DAVIDSON, incorporators of the insurance corporation known as the Southern Farm Bureau Universal Life Insurance Company, who acknowledged that they signed and executed the Articles of Association of said corporation as their own act and deed.

This the 23rd day of December, 1981.

Barbara J. Tompkins
Notary Public

My Commission Expires:
My Commission Expires October 7, 1984.

(Affix Seal)

CERTIFICATE

I, George Dale, Commissioner of Insurance for the State of Mississippi, do hereby certify that the Articles of Association of Southern Farm Bureau Universal Life Insurance Company together with all records and proceedings relating to the organizational meetings thereof, were this day filed 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 22nd day of December, 1981.

GEORGE DALE
COMMISSIONER OF INSURANCE

BY Wooley D. Cox
Wooley D. Cox
Deputy Insurance Commissioner

CERTIFICATE

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me the undersigned authority in and for the jurisdiction aforesaid the undersigned president, secretary, and majority of the directors of Southern Farm Bureau Universal Life Insurance Company, to-wit: Hugh M. Arant, President-Director, V. N. Cook, Secretary, P. A. McMahen, Director, and John T. Robinson, Director, who each having been first duly sworn by me, states that the attached document entitled ARTICLES OF ASSOCIATION OF SOUTHERN FARM BUREAU UNIVERSAL LIFE INSURANCE COMPANY duly subscribed by the persons therein named is a true and correct copy of said Articles of Association, that the first or organizational meeting of the incorporators was held on November 12, 1981; that the attached copies of minutes are true and correct copies of said first or organizational meeting of the incorporators and of the first or organizational meeting of the Board of Directors of said corporation; and that the attached copy of by-laws is a true and correct copy of the by-laws of the corporation adopted at said first meeting of the Board of Directors.

WITNESS the signatures of said officers and directors of SOUTHERN FARM BUREAU UNIVERSAL LIFE INSURANCE COMPANY this the 12 day of November, 1981.

Hugh M. Arant
HUGH M. ARANT, President-Director

V. N. COOK, Secretary

P. A. McMAHEN, Director

JOHN T. ROBINSON, Director

SWORN to and subscribed before me, this the 12 day of November, 1981.

Barbara J. Hopkins
NOTARY PUBLIC

My Commission Expires:

My Commission Expires October 7, 1984.

APPROVED, this the _____ day of _____, 1981.

_____
INSURANCE COMMISSIONER OF
THE STATE OF MISSISSIPPI

ARTICLES OF ASSOCIATION
OF
SOUTHERN FARM BUREAU UNIVERSAL LIFE INSURANCE COMPANY

We, the undersigned corporators, all residents of the State of Mississippi, do hereby subscribe these Articles of Association setting forth our intention to form a life insurance corporation pursuant to the provisions of Miss. Code Ann., Section 83-19-11 (1972).

I.

The name of the corporation shall be Southern Farm Bureau Universal Life Insurance Company.

II.

The corporation shall be domiciled and have its Home Office in the City of Jackson, First Judicial District, Hinds County, Mississippi.

III.

The purposes of this corporation and the classes of insurance it proposes to transact are as follows:

(a) To conduct and to carry on the business commonly known as life, accident and health insurance, including, but not limited to the offer and sale of policies, contracts and plans known as universal life, and reinsurance, and indemnity, on the stock plan; to contract for the payment of endowments or annuities, and to make and enter into other contracts conditioned upon the continuance or cessation of human life.

(b) To insure against bodily injury, disability, or death by accident.

(c) To exercise all rights, powers and privileges bestowed upon corporations of like character by the laws of the State of Mississippi.

IV.

The capital stock of the corporation shall be One Million Five Hundred Thousand Dollars ($1,500,000.00) divided into fifteen thousand (15,000) shares of the par value of One Hundred

Dollars ($100.00) per share, to be sold upon the basis of not less than Three Hundred Dollars ($300,00) per share.

The holders of the capital stock shall be entitled to one (1) vote for each share in all meetings of shareholders of the corporation.

V.

The corporation will not commence business until consideration of the value of Five Hundred Thousand Dollars ($500,000.00) has been received for the issuance of shares.

VI.

The street and post office address of the initial registered office shall be: Southern Farm Bureau Life Insurance Company, 1401 Livingston Lane, Post Office Box 78, Jackson, Mississippi 39205; and the name of the initial registered agent at such address is: P. A. McMahen.

VII.

The number of directors constituting the initial board of directors is three (3). The names and street and post office addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualified are:

(1) Hugh M. Arant
Mississippi Farm Bureau
429 Mississippi Street
Post Office Box 192
Jackson, Mississippi 39205

(2) P. A. McMahen
Southern Farm Bureau Life Insurance Company
1401 Livingston Lane
Post Office Box 78
Jackson, Mississippi 39205

(3) John T. Robinson
Southern Farm Bureau Life Insurance Company
1401 Livingston Lane
Post Office Box 78
Jackson, Mississippi 39205

VIII.

The names and street and post office addresses of the corporators are as follows:

(1) Hugh M. Arant
Mississippi Farm Bureau
429 Mississippi Street
Post Office Box 192
Jackson, Mississippi 39205

(2) P. A. McMahen
Southern Farm Bureau Life Insurance Company
1401 Livingston Lane
Post Ofice Box 78
Jackson, Mississippi 39205

(3) V. N. Cook
Southern Farm Bureau Life Insurance Company
1401 Livingston Lane
Post Ofice Box 78
Jackson, Mississippi 39205

(4) Edgar Sentell
Southern Farm Bureau Life Insurance Company
1401 Livingston Lane
Post Ofice Box 78
Jackson, Mississippi 39205

(5) Bobby P. Waters
Southern Farm Bureau Life Insurance Company
1401 Livingston Lane
Post Ofice Box 78
Jackson, Mississippi 39205

(6) Charles G. Hathaway
Southern Farm Bureau Life Insurance Company
1401 Livingston Lane
Post Ofice Box 78
Jackson, Mississippi 39205

(7) S. K. Lawson
Southern Farm Bureau Life Insurance Company
1401 Livingston Lane
Post Ofice Box 78
Jackson, Mississippi 39205

(8) Curtiss S. Sheldon
Southern Farm Bureau Life Insurance Company
1401 Livingston Lane
Post Ofice Box 78
Jackson, Mississippi 39205

(9) John T. Robinson
Southern Farm Bureau Life Insurance Company
1401 Livingston Lane
Post Ofice Box 78
Jackson, Mississippi 39205

(10) George I. Davidson
Southern Farm Bureau Life Insurance Company
1401 Livingston Lane
Post Ofice Box 78
Jackson, Mississippi 39205

IX.

The period of duration of the corporation shall be ninety-nine (99) years.

IN WITNESS WHEREOF, we, the above-named corporators do hereby subscribe to these Articles of Association.

Hugh M. Grant

Charles G. Hathaway

V N Cook

Bobby R. Water

Curtiss S. Sheldon

S K Lawson

George I. Davidson

John T. Robinson

Edgar Lentell

P A McMahon

MINUTES OF THE ORGANIZATIONAL MEETING OF THE CORPORATORS

OF

SOUTHERN FARM BUREAU UNIVERSAL LIFE INSURANCE COMPANY

The first meeting of the corporators of Southern Farm Bureau Universal Life Insurance Company for the purpose of organization was held at the offices of Southern Farm Bureau Life Insurance Company, 1401 Livingston Lane, Jackson, Mississippi, at 11:00 A.M. on November 12, 1981, pursuant to notice in writing mailed more that seven (7) days before said date properly addressed to each subscriber of the Articles of Association (or handed to such subscriber personally more than seven (7) days before said date), a copy of which notice with the affidavit required by law being attached to and made a part of these minutes.

The meeting was called to order by P. A. McMahen, and upon motion duly made and carried, Hugh M. Arant was elected chairman and V. N. Cook was elected temporary clerk.

Upon motion duly made and carried, the temporary clerk was required to make and subscribe an oath to correctly keep and record the proceedings of the meeting, which was done as evidenced by the affidavit attached to and made a part of these minutes as Exhibit "A".

The affidavit of V. N. Cook giving notice of the first meeting for organization of the corporation was approved after

having been examined and was ordered to be made a part of these minutes and attached hereto as Exhibit "B".

It appearing that the following subscribers to the Articles of Association were present, to-wit: Hugh M. Arant, P. A. McMahen, V. N. Cook, Edgar Sentell, Bobby P. Waters, Charles G. Hathaway, S. K. Lawson, Curtiss S. Sheldon, John T. Robinson and George I. Davidson, the chairman declared that the meeting was lawfully constituted to proceed with the transaction of business.

A set of By-laws for the conduct of the business of the corporation was presented and unanimously adopted, and said By-laws were ordered to be spread upon the minutes of the company, the same being attached hereto as Exhibit "C" and made a part of these minutes.

Upon motion duly made and carried, the subscribers unanimously elected the following as directors of the corporation to serve until the first annual meeting of the shareholders or their successors shall have been duly elected and qualified, to-wit: Hugh M. Arant, P. A. McMahen, and John T. Robinson.

There being no further business to come before the meeting, on motion duly made and carried, it was adjourned.

Hugh M. Arant
CHAIRMAN

V. N. Cook
TEMPORARY CLERK

AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me the undersigned authority in and for the jurisdiction aforesaid, V. N. Cook, known to me to be the person selected as temporary clerk to make a record of the proceedings of the first meeting of the subscribers to the Articles of Association of Southern Farm Bureau Universal Life Insurance Company of Jackson, Mississippi, held at the Home Office of Southern Farm Bureau Life Insurance Company, 1401 Livingston Lane, Jackson, Mississippi, on November 12, 1981, and who before entering the duties as such temporary clerk, made and subscribed before me the following oath, to-wit:

> I, V. N. Cook, having been duly elected as temporary clerk of the first meeting of the corporators of Southern Farm Bureau Universal Life Insurance Company of Jackson, Mississippi, held in the City of Jackson, Hinds County, Mississippi, on November 12, 1981, being charged with the duty of making a correct and proper record of the proceedings of such meeting, do swear and I will truly and correctly make a complete and proper record of the proceedings of such meeting.

V N Cook

SWORN to and subscribed before me this the 12 day of November, 1981.

Barbara J. Hopkins
NOTARY PUBLIC

My Commission Expires:

My Commission Expires October 7, 1984

Exhibit "A"

AFFIDAVIT OF GIVING NOTICE OF FIRST MEETING
FOR ORGANIZATION OF
SOUTHERN FARM BUREAU UNIVERSAL LIFE INSURANCE COMPANY

TO EACH CORPORATOR OF SOUTHERN FARM
BUREAU UNIVERSAL LIFE INSURANCE COMPANY:

You are given notice hereby that the first meeting of the corporators of Southern Farm Bureau Universal Life Insurance Company of Jackson, Mississippi, will be held at the Home Office of Southern Farm Bureau Life Insurance Company, 1401 Livingston Lane, Jackson, Mississippi 39205, at 11:00 A.M. on the 12 day of November, 1981, for the purposes of organizing said company, electing directors, conducting the organizational meeting of the Board of Directors, the adoption of by-laws, and the transaction of other business which might be necessary for the purpose of organizing the corporation.

This notice is being given by the undersigned as one of the subscribers to the Articles of Association of said Southern Farm Bureau Universal Life Insurance Company in accordance with law.

WITNESS my signature this the 12 day of November, 1981.

V. N. Cook
SUBSCRIBER TO ARTICLES OF
ASSOCIATION

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me the undersigned authority in and for the jurisdiction aforesaid the within named V. N. Cook, who having been first by me duly sworn, stated on oath that he is one of the subscribers to the Articles of Association of Southern Farm Bureau Universal Life Insurance Company of Jackson, Mississippi; that as one of such subscribers he did on November 5, 1981, deliver personally or mail a signed copy of the foregoing notice of call of the first meeting of the corporators of Southern Farm Bureau Universal Life

Exhibit "B"

Insurance Company of Jackson, Mississippi, to each of the subscribers to said Articles of Association and that each such notice was delivered personally or mailed to the correct post office address of each said subscriber more than seven (7) days before November 12, 1981, the date fixed therein for such meeting of said subscribers.

SWORN to and subscribed before me this the 12th day of November, 1981.

Barbara J. Hopkins
NOTARY PUBLIC

My Commission Expires:
My Commission Expires October 7, 1984

BY-LAWS OF

SOUTHERN FARM BUREAU UNIVERSAL LIFE INSURANCE COMPANY

ARTICLE I.

Name and Location

Section 1. The name of this corporation shall be Southern Farm Bureau Universal Life Insurance Company.

Section 2. The principal office shall be in the City of Jackson, County of Hinds, State of Mississippi.

Section 3. Other offices for the transaction of business shall be located at such places as the Board of Directors shall from time to time determine.

ARTICLE II.

Stockholders Meetings

Section 1. Regular annual meeting of the stockholders shall be held each year during the month of February on the date and at the place fixed by the stockholders.

Section 2. Special Meetings. Special meetings of the stockholders may be called at any time by the President or in the event of death or disability of the President, by the First Vice-President, by the Board of Directors, or by stockholders holding fifty percent (50%) or more of the stock of the company.

Section 3. Notice of Meetings. Notice of all annual meetings of stockholders shall be given by the Secretary to each stockholder by mailing same to his last known address at least fifteen (15) days before such meeting. Notice of all special meetings of stockholders shall be given by the Secretary to each stockholder by mailing same to his last known address at least ten (10) days before such meeting.

All notices of special meetings shall state the objects of such meetings and the business to be considered.

Special meetings of the stockholders may be held at any place within or without the State of Mississippi when called by the President or in the event of death or disability of the President, by the First Vice-President and it shall be the duty of the Secretary to call a special meeting whenever so requested by the stockholders holding fifty percent (50%) or more of the issued and outstanding stock of the corporation.

Section 4. Quorum. A majority of the amount of stock issued and outstanding represented by the holders in person or by proxy shall constitute a quorum for the transaction of business, but a smaller number may adjourn sine die, or from day to day.

Section 5. Proxies. Any stockholder of record may, in writing, authorize any person to vote in his behalf in all stockholders' meetings but written proxies therefor must be filed with the Secretary of the company before the convening of the stockholders' meeting, at which time the same are to be used.

Section 6. Powers of Stockholders. In addition to the usual rights and powers of stockholders as provided in the charter of incorporation and by law, the approval of the holders of seventy-five percent (75%) of all issued and outstanding

Exhibit "C"

stock of the corporation shall be required to authorize the payment of dividends upon the capital stock of the corporation or participating dividends to policyholders and the approval of the holders of seventy-five percent (75%) of all issued and outstanding capital stock of the corporation shall also be required to authorize the making or entering into any contract for more than one year periods, involving rental, services or assistance of or from any person or organization with compensation therefor contingent upon the income, profits, number of policies or volume of business of the corporation.

ARTICLE III.

Board of Directors

Section 1. Powers - Number. The corporate powers, business and property of the company shall be exercised, conducted, and controlled by the Board of Directors, consisting of three (3) members from the date of the adoption of this By-Law until the first annual meeting of shareholders, and thereafter eighteen (18) members, who shall not be required to be stockholders as a qualification for holding the office of Director; subject, however, to the powers of stockholders as set forth in Section 6 of Article II of these By-Laws and as provided in the charter of incorporation with respect to the declaration of dividends upon the capital stock of the corporation or participating dividends to policyholders and the making of contracts for more than one years period involving rental, services or assistance of or from any organization with compensation therefor contingent upon the income, profits, number of policies or volume of business of the corporation.

Section 2. Term. The stockholders each year at their annual meeting shall elect directors for the term of one year or until their successors are elected and qualified.

Section 3. Cumulative Voting. In all elections for Directors every stockholder shall have the right to vote in person or by proxy the number of shares of stock owned by him for as many persons as there are Directors to be elected, or to cumulate said shares and give one candidate as many votes as the number of Directors multiplied by the number of shares of stock shall equal, or distribute them on the same principle among as many candidates as he shall see fit.

Section 4. Vacancies. Vacancies in the Board of Directors shall be filled in the same manner as is provided for the election of Directors in Section 3 above.

Section 5. Meetings. The first meeting of each newly elected Board of Directors shall be held for the election of officers and the transaction of any and all other business of the company with reasonable dispatch after adjournment of the stockholders' meeting at which they were elected; such meeting to be held at the place of the holding of the annual meeting of the stockholders or at the principal office of the corporation. No notice of such meeting shall be necessary to the newly elected Directors in order legally to constitute the meeting, provided a majority of the whole Board shall be present. One other regular meeting of the Board shall be held on such date as may be fixed by the President, First Vice President or the Executive Committee each year.

Special meetings of the Directors may be called by the President on at least three (3) days' notice to each Director, delivered to him personally or mailed, or telegraphed to him or left for him at his residence or usual place of business and special meetings of the Directors shall be called by the Secretary in like manner on written request of seven (7) Directors.

The Directors may hold meetings and transact business without notice at any time or place when all are present or consent thereto in writing and attendance in any special meeting shall constitute waiver of notice.

Section 6. Records of Committees. The previous actions of all committees shall be reported at each regular meeting of the Directors and at special meetings when required by the Directors and the records thereof shall by reference be made a part of the proceedings of the Directors.

Section 7. Expenditures and Contracts. No contract involving expenditures or liabilities exceeding in the aggregate the sum of One Hundred Thousand Dollars ($100,000.00) shall be made or incurred except by and with the authority of the Directors, provided, however, that this provision shall not apply to the issuance of insurance policies, the payment of policy claims or regular transactions in the ordinary course of the corporation's business involving the investment of its funds.

The corporation shall not make or enter into any contract for more than a one-year period, involving rental, services or assistance of or from any person or organization, with compensation therefor contingent upon the income, profits, number of policies or volume of business of the corporation unless such contract is approved by the holders of seventy-five percent (75%) of all issued and outstanding capital stock of the corporation.

ARTICLE IV.

Officers

Section 1. Election. The Board of Directors shall annually elect out of their number a President and a First Vice President. The Board of Directors may also elect or appoint either from their own number or otherwise, an Executive Vice President, one or more additional Vice Presidents, a Secretary, a Treasurer, one or more Assistant Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, a General Counsel, a Medical Director, an Actuary, and other such officers as the Board may determine that the interests of the company require. The Board of Directors shall have power to prescribe additional powers and duties for the officers and employees herein provided for and to change such duties whenever the Board may deem it necessary or advisable.

The President, First Vice President, Executive Vice President, Vice Presidents, Secretary, Treasurer, Assistant Vice Presidents, Assistant Secretaries, Assistant Treasurers, General Counsel, Medical Director, Actuary, and other officers shall each serve for the term fixed by the Board of Directors and until their successors have been elected or appointed and have qualified. The offices of Secretary and Treasurer may be held by one person under the title "Secretary-Treasurer" or such other designation as the Board of Directors may prescribe.

Section 2. Compensation. Officers of the company shall serve upon a full time or part time basis, as the Board of Directors may determine and shall receive such salary or compensation as the Board of Directors may determine.

ARTICLE V.

Standing Committees

Section 1. Executive Committee - Appointment - Powers. The Board of Directors, by resolution adopted by a majority of the full board, shall designate an Executive Committee which

shall consist of one (1) Board member, who shall be the President of the state Farm Bureau, from each state in which the parent company is actively operating; provided, however, in each such state there shall be stock ownership in the parent company by a corporation which is controlled by the state Farm Bureau. Provided further, however, the Board of Directors may designate one or more alternate Board members of the Executive Committee from such states to serve in the absence of the regular members. There shall be no additional member on the Executive Committee from the state in which the President of the company is a member.

Subject to the supervision and control of the Board of Directors and to the limitations of Miss. Code. Ann. (1972), Section 79-3-79, the Executive Committee shall have the power to exercise, conduct and control the business of the corporation between meetings of the Board of Directors. A majority of the members of the committee attending a meeting shall constitute a quorum.

The Executive Committee shall hold meetings as often as the best interests of the company shall require and it shall be the duty of the President to call meetings accordingly; provided, the President shall call a meeting at any time when requested so to do by a majority of the members of the Committee; and should he fail or refuse to call such meeting upon such request, then a majority of the members of the Committee shall have power to call such a meeting. Notice of any such meeting shall be given to each member of the Committee at least three (3) days in advance of the meeting by delivering the same to him personally, or mailing or telegraphing the same to him at his residence or usual business address. Meetings of the committee may be held at any time and at any place without notice if consented to in writing, or by telegram, by all members of the Committee.

Section 2. Investment Committee - Appointment - Powers. The Board of Directors, by resolution adopted by a majority of the full Board, may designate an Investment Committee charged with the duty of supervising loans and investments and such committee when so constituted shall organize and operate in accordance with the next succeeding paragraph of this Article.

The investment committee shall organize with a Chairman and a Secretary from among its members. The President shall be ex-officio chairman of the investment committee. It shall be the duty of the investment committee and it shall have the power, subject to such limitations as the Board of Directors may provide, to direct the mode, manner and time of making and calling in investments and the sale and transfer of investments and reinvestments of the proceeds thereof; to examine all funds and securities as often as they may deem necessary or when required by the Board; to report to each stated meeting, and as often as requested by the Board, the condition of the funds, securities and investments of the company; and by special vote from time to time and whenever necessary, to authorize the sale and transfer of stocks, bonds, and other securities, both real and personal, in which funds of the company are invested, and to authorize the execution of all instruments, contracts, deeds and conveyances of the company requiring the signature in the corporate name, excepting policies of life insurance. The Secretary of the investment committee shall keep a complete record of the proceedings thereof.

The Board of Directors shall have power, however, to modify, add to, take from, or otherwise change the duties and functions of such committee as it may from time to time see fit.

Section 3. This By-law shall take effect on the date on which an eighteen member Board of Directors is elected as provided in Article III, Section 1 above.

ARTICLE VI.

Duties of Officers

Appointment and Duties

Section 1. President's Duties. The President shall be the chief executive officer of the company and shall preside at all meetings of the Board of Directors and all meetings of the stockholders and shall be ex-officio chairman of all standing committees. The President shall have power to call meetings of the Board of Directors, stockholders, or Executive Committee, as he may deem expedient and proper and he shall report from time to time to the Board of Directors and shall prepare a report for the annual meeting of the stockholders which shall be submitted to the Board of Directors before submission to the stockholders.

Section 2. Vice Presidents - Duties. The First Vice President shall act in the place and discharge all the duties of the President in his absence or disability. The Executive Vice President shall have general supervision over the business and subordinate officers and agents and employees of the company.

Section 3. Secretary. The Secretary shall keep full minutes of all meetings of the stockholders and directors, he shall attend all sessions of the Board, shall act as clerk thereof and record all votes and minutes of all proceedings in a book to be kept for that purpose; and shall perform like duties for the standing committees when required. He shall give or cause to be given notice of all meetings of the stockholders of the company and of the Board of Directors, and shall perform such other duties of the office as may be prescribed by the Board of Directors or President under whose supervision he shall be.

Section 4. Treasurer. The Treasurer shall have charge of all monies and securities and all obligations to the credit of the Company; shall deposit all monies, checks and other obligations to the credit of the company in such depository or depositories as may be designated by the Board of Directors; shall disburse the funds of the company as ordered by the Board of Directors, taking proper vouchers for such disbursements; shall keep full and accurate accounts of the receipts and disbursements of the company and shall render a statement of his accounts and transactions whenever required by the Board of Directors and generally shall perform all duties incident to the position of Treasurer, subject to the control of the Board of Directors. He shall give, and the Board of Directors shall require, bond for the faithful discharge of his duties, in such sum and with such surety or sureties as shall be determined by the Board.

Section 5. Assistant Treasurer. The Board of Directors may appoint one or more Assistant Treasurers, which officer shall have such powers and shall perform such duties as maybe assigned to him by the Treasurer with the approval of the Board of Directors.

Section 6. General Counsel. The General Counsel, subject to the supervision of the Board of Directors, shall have control of all matters of legal import concerning the company.

ARTICLE VII.

Medical Director

Section 1. Medical Director. The Medical Director

shall, under the supervision of the Directors, have charge of the medical department of the company, shall appoint all medical examiners, make rules for their government, and shall pass upon all applications for insurance, and no policy shall be issued unless the application therefor shall be approved by the Medical Director, or an assistant designated by him, with the approval of the Board of Directors.

ARTICLE VIII.

Section 1. Actuary. The Actuary shall, under the supervision of the Directors, annually value all of the policies of the Company, make up annual statement, and perform such other duties as may be required of him by the Board of Directors or other executive officers of this company.

ARTICLE IX.

Section 1. Bonds. The officers and agents of the company, or such of them as may be required by the Directors, shall give bond for the faithful performance of their duties and for the payment of all monies and delivery of all property of the company received by them, in such amounts, in such form and with such surety as the Directors may prescribe.

Section 2. After each annual election of officers, if required by the Board of Directors, their bonds shall be submitted anew for the approval of the Directors. Adequate bonds shall be maintained in accordance with instructions of the Board of Directors.

ARTICLE X.

Delegation of

Duties of Officers or Directors

Section 1. In the absence or disability of any officer or agent of the company, or for any reason satisfactory to them, the Board of Directors may for the time being delegate his power or duties to any other officer or to any Director.

ARTICLE XI

Operating

Section 1. Public Office. No officer or Director or candidate for officer or Director of this corporation shall be a candidate for nomination, election or appointment to, or the holder of any remunerative, elective or appointive Federal, State or County office or position where the compensation is payable on other than a per diem basis. In the event any officer or Director of the corporation becomes a candidate for or is nominated, elected or appointed to any such public office or position his office or Directorship in Southern Farm Bureau Universal Life Insurance Company shall be deemed to be automatically withdrawn and abandoned.

Section 2. Employment of Members of Families. No member of the immediate family of an officer or Director of the corporation shall be eligible for employment or be employed by the corporation. "Member of the immediate family" shall mean and include the spouse and the children, sisters, brothers, and parents of the officer or Director whether the relationship is of the whole or half blood, foster, or arises by marriage and also shall mean and include any blood, marital or foster relative residing in the same household with such officer or Director.

ARTICLE XII.

Stock Certificates

Section 1. Certificates Issued. Certificates of stock shall be issued to the holders of paid-up stock in this company. It shall be signed by the President and countersigned by the Secretary.

Section 2. Transfer. Stock shall be transferred by endorsement of the certificate by the owner thereof on the books of the company, and upon the surrender of the same for cancellation. Such stock shall be transferred on the books of the company in the presence of the President or Secretary, and a new certificate shall be issued to the transferee.

ARTICLE XIII.

Signatory Authority

Section 1. The Board of Directors shall by resolution entered on its minutes determine and fix the authority and duties of officers and employees with respect to the signing on behalf of the company of all checks, drafts, deeds, leases, contracts, assignments, and other instruments, documents and papers of every kind and character whatsoever.

ARTICLE XV.

Amendments

Section 1. These By-Laws and regulations may be amended at any regular or special meeting of the stockholders by the affirmative vote of seventy-five percent (75%) of all the issued and outstanding stock of the corporation.

MINUTES OF THE
FIRST MEETING OF THE BOARD OF DIRECTORS
OF THE
SOUTHERN FARM BUREAU UNIVERSAL LIFE INSURANCE COMPANY

The first meeting of the Board of Directors of Southern Farm Bureau Universal Life Insurance Company of Jackson, Mississippi, was held at the offices of the Home Office of Southern Farm Bureau Life Insurance Company, City of Jackson, First Judicial District of Hinds County, Mississippi, on the 12th day of November, 1981, immediately following the adjournment of the Meeting of the subscribers of the Articles of Association of said company held on said date. The meeting was called to order by P. A. McMahen.

Upon motion duly made and carried, Hugh M. Arant was chosen as temporary chairman and V. N. Cook was appointed as temporary secretary of the meeting.

Said meeting was held pursuant to the call and waiver of notice duly subscribed by all of the directors and upon motion duly made and carried it was ordered that said call and waiver of notice be made a part of the minutes of this meeting and the same is attached hereto and made a part hereof.

Upon a roll call of the directors by the secretary, the following directors were found to be present: Hugh M. Arant, P. A. McMahen, and John T. Robinson.

A quorum being present, on motion duly made and unanimously carried, the Board adopted the By-Laws presented to the meeting as the By-Laws of this Corporation. The Board proceeded to elect by ballot officers of the company as follows: Hugh M. Arant, President; Harry S. Bell, First Vice President; P. A. McMahen, Executive Vice President; Charles G. Hathaway, Vice President, Sales; V. N. Cook, Vice President and Secretary; Bobby Waters, Vice President, Finance; John Robinson, Vice President, Chief Actuary; George Davidson, Vice President and Associate Actuary; Curt Sheldon, Vice President and

Associate Actuary; Ed Sentell, Vice President and Senior Counsel; S. K. Lawson, Treasurer; Stan F. Clendinning, Assistant Vice President; Thomas H. Price, Assistant Secretary; George F. Woodliff, General Counsel; and Perrin Berry, Medical Director.

Upon motion duly made and carried, it was ordered that the president, secretary and a majority of the directors forthwith make, sign and swear to a certificate, setting forth a copy of the Articles of Association with the names of the subscribers thereto, the dated of the first meeting and any other matters required or contemplated by law and submit such certificate and the records of the company to the Insurance Commissioner of Mississippi for his approval; further that the officers of the company submit to the Insurance Commissioner any other or additional evidence of any character that the Commissioner may deem necessary or desirable and that they take all further steps necessary or proper to the qualification of the company for and obtaining on its behalf the appropriate certificate of the Secretary of State operating as a special charter; and to otherwise qualify the company to do business in the State of Mississippi.

On motion duly made and carried, it was ordered that the officers of the company make known to the Insurance Commissioner of Mississippi and any other appropriate officers of the State the fact that the company plans no stock selling program but expects the full authorized capital stock to be promptly subscribed by those interested in the company upon receipt of the special charter or certificate of the Secretary of State contemplated and set forth by statute.

There being no further business to come before the meeting, upon motion duly made and carried, the meeting adjourned.

CHAIRMAN

SECRETARY

TEMPORARY CLERK

CALL AND WAIVER OF NOTICE

OF

FIRST MEETING OF DIRECTORS

We, the undersigned, being all of the directors of Southern Farm Bureau Universal Life Insurance Company, do hereby call the first meeting of such directors, to be held in the offices of Southern Farm Bureau Life Insurance Company, First Judicial District of Hinds County, Mississippi, on the 12th day of November, 1981, at 11:30 o'clock A.M., for the purpose of electing officers, adopting by-laws and the transaction of any and all other business pertaining to the affairs of the corporation, and which may properly come before such meeting.

We hereby severally waive all statutory and by-law requirements as to notice of the time, place and objects of said meeting, and hereby consent to such election of officers, adoption of by-laws, and transaction of business, at such meeting.

This the 12th day of November, 1981.

Hugh M. Arant

Pam Maher

[illegible]

CERTIFICATE

I, George Dale, Commissioner of Insurance for the State of Mississippi, do hereby certify that the Articles of Association of Southern Farm Bureau Universal Life Insurance Company together with all records and proceedings relating to the organizational meetings thereof, were this day filed 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 22nd day of December, 1981.

GEORGE DALE
COMMISSIONER OF INSURANCE

BY
Wooley D. Cox
Deputy Insurance Commissioner

CONSENT FOR USE OF NAME
"SOUTHERN FARM BUREAU"
BY
SOUTHERN FARM BUREAU UNIVERSAL
LIFE INSURANCE COMPANY

Pursuant to authority vested in the undersigned as Executive Vice President of said corporation, Southern Farm Bureau Life Insurance Company, a Mississippi corporation, hereby consents and agrees to the use of the name "Southern Farm Bureau" by Southern Farm Bureau Universal Life Insurance Company, Inc. in its corporate name.

This the 21st day of December, 1981.

SOUTHERN FARM BUREAU LIFE INSURANCE COMPANY

By: Patrick A. McMahen
PATRICK A. MCMAHEN
EXECUTIVE VICE PRESIDENT

Attest

(Affix Corporate Seal)

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me the undersigned authority in and for the jurisdiction aforesaid, the within named PATRICK A. MCMAHEN who, being by me first duly sworn, deposed and said that he is Executive Vice President of Southern Farm Bureau Life Insurance Company, and that the matters and things set forth and contained in the foregoing Consent are true and correct as therein stated.

Patrick A. McMahen
PATRICK A. MCMAHEN

Sworn to and subscribed before me this the 21st day of December, 1981.

Barbara J. Hampton
Notary Public

My Commission Expires:
My Commission Expires October 7, 1984.

(Affix Seal)

State of Mississippi

Office of

SECRETARY OF STATE

JACKSON

CERTIFICATE

Be It Known, That whereas, Hugh M. Arant, P. A. McMahen, V. N. Cook, Edgar Sentell, Bobby P. Waters, Charles G. Hathaway, S. K. Lawson, Curtiss S. Sheldon, John T. Robinson and George I. Davidson, have associated themselves with the intention of forming a corporation under the name of SOUTHERN FARM BUREAU ANNUITY INSURANCE COMPANY, for the purposes contained in Article III of the Articles of Association attached, with a capital of $1,500,000.00 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 Hugh M. Arant, P. A. McMahen, V. N. Cook, Edgar Sentell, Bobby P. Waters, Charles G. Hathaway, S. K. Lawson, Curtiss S. Sheldon, John T. Robinson and George I. Davidson, their associates and successors, are legally organized and established as and are hereby made an existing corporation under the name of SOUTHERN FARM BUREAU ANNUITY INSURANCE COMPANY with powers, rights, and privileges and subject to the duties, liabilities, and restrictions which by law appertain thereto.

Given under my hand and seal of office, this the 23rd day of December, 1981.

Edwin Lloyd Pittman

SECRETARY OF STATE

C-52

ARTICLES OF ASSOCIATION
OF
SOUTHERN FARM BUREAU ANNUITY INSURANCE COMPANY

We, the undersigned corporators, all residents of the State of Mississippi, do hereby subscribe these Articles of Association setting forth our intention to form a life insurance corporation pursuant to the provisions of Miss. Code Ann., Section 83-19-11 (1972).

I.

The name of the corporation shall be Southern Farm Bureau Annuity Insurance Company.

II.

The corporation shall be domiciled and have its Home Office in the City of Jackson, First Judicial District, Hinds County, Mississippi.

III.

The purposes of this corporation and the classes of insurance it proposes to transact are as follows:

(a) To conduct and to carry on the business commonly known as life, accident and health insurance, reinsurance, and indemnity, on the stock plan; to contract for the payment of endowments or annuities, and to make and enter into other contracts conditioned upon the continuance or cessation of human life.

(b) To insure against bodily injury, disability, or death by accident.

(c) To exercise all rights, powers and privileges bestowed upon corporations of like character by the laws of the State of Mississippi.

IV.

The capital stock of the corporation shall be One Million Five Hundred Thousand Dollars ($1,500,000.00) divided into fifteen thousand (15,000) shares of the par value of One Hundred Dollars ($100.00) per share, to be sold upon the basis of not

less than Three Hundred Dollars ($300.00) per share.

The holders of the capital stock shall be entitled to one (1) vote for each share in all meetings of shareholders of the corporation.

V.

The corporation will not commence business until consideration of the value of One Million Dollars ($1,000,000.00) has been received for the issuance of shares.

VI.

The street and post office address of the initial registered office shall be: Southern Farm Bureau Life Insurance Company, 1401 Livingston Lane, Post Office Box 78, Jackson, Mississippi 39205; and the name of the initial registered agent at such address is: P. A. McMahen.

VII.

The number of directors constituting the initial board of directors is three (3). The names and street and post office addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualified are:

(1) Hugh M. Arant
Mississippi Farm Bureau
429 Mississippi Street
Post Office Box 192
Jackson, Mississippi 39205

(2) P. A. McMahen
Southern Farm Bureau Life Insurance Company
1401 Livingston Lane
Post Office Box 78
Jackson, Mississippi 39205

(3) John T. Robinson
Southern Farm Bureau Life Insurance Company
1401 Livingston Lane
Post Office Box 78
Jackson, Mississippi 39205

VIII.

The names and street and post office addresses of the corporators are as follows:

(1) Hugh M. Arant
Mississippi Farm Bureau
429 Mississippi Street
Post Office Box 192
Jackson, Mississippi 39205

(2) P. A. McMahen
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1401 Livingston Lane
Post Office Box 78
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(3) V. N. Cook
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Post Office Box 78
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(4) Edgar Sentell
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Post Office Box 78
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(5) Bobby P. Waters
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Post Office Box 78
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Jackson, Mississippi 39205

(10) George I. Davidson
Southern Farm Bureau Life Insurance Company
1401 Livingston Lane
Post Office Box 78
Jackson, Mississippi 39205

IX.

The period of duration of the corporation shall be ninety-nine (99) years.

IN WITNESS WHEREOF, we, the above-named corporators do hereby subscribe to these Articles of Association.

Hugh M. Grant

P. A. McMahon

Edgar Lantell

John T. Robinson

George I. Davidson

S. K. Lamoon

Curtiss S. Sheldon

Bobby P. Waters

V. N. Crook

Charles G. Hathaway

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me on November 12, 1981, the undersigned authority in and for the jurisdiction aforesaid, HUGH M. ARANT, P. A. MCMAHEN, V. N. COOK, EDGAR SENTELL, BOBBY P. WATERS, CHARLES G. HATHOWAY, S. K. LAWSON, CURTISS S. SHELTON, JOHN T. ROBINSON AND GEORGE I. DAVIDSON, incorporators of the insurance corporation known as the Southern Farm Bureau Annuity Insurance Company, who acknowledged that they signed and executed the Articles of Association of said corporation as their own act and deed.

This the 23rd day of December, 1981.

Barbara J. Tompkins
Notary Public

My Commission Expires:

My Commission Expires October 7, 1984

(Affix Seal)

CERTIFICATE

I, George Dale, Commissioner of Insurance for the State of Mississippi, do hereby certify that the Articles of Association of Southern Farm Bureau Annuity Insurance Company, together with all records and proceedings relating to the organizational meetings thereof, were this day filed 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 22nd day of December, 1981.

GEORGE DALE
COMMISSIONER OF INSURANCE

BY Wooley D. Box
Wooley D. Box
Deputy Insurance Commissioner

CERTIFICATE

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me the undersigned authority in and for the jurisdiction aforesaid the undersigned president, Secretary, and majority of the directors of Southern Farm Bureau Annuity Insurance Company, to-wit: Hugh M. Arant, President-Director, V. N. Cook, Secretary, P. A. McMahen, Director, and John T. Robinson, Director, who each having been first duly sworn by me, states that the attached document entitled ARTICLES OF ASSOCIATION OF SOUTHERN FARM BUREAU ANNUITY INSURANCE COMPANY duly subscribed by the persons therein named is a true and correct copy of said Articles of Association, that the first or organizational meeting of the incorporators was held on November 12, 1981; that the attached copies of minutes are true and correct copies of said first or organizational meeting of the incorporators and of the first or organizational meeting of the Board of Directors of said corporation; and that the attached copy of by-laws is a true and correct copy of the by-laws of the corporation adopted at said first meeting of the Board of Directors.

WITNESS the signatures of said officers and directors of SOUTHERN FARM BUREAU ANNUITY INSURANCE COMPANY this the 12th day of November, 1981.

Hugh M. Arant
HUGH M. ARANT, President-Director

V. N. COOK, Secretary

P. A. McMahen
P. A. McMAHEN, Director

JOHN T. ROBINSON, Director

SWORN to and subscribed before me this the 12th day of November, 1981.

Barbara J. Tompkins
NOTARY PUBLIC

My Commission Expires:
My Commission Expires October 7, 1984

APPROVED this the 22nd day of December, 1981.

Deputy INSURANCE COMMISSIONER OF THE STATE OF MISSISSIPPI

ARTICLES OF ASSOCIATION
OF
SOUTHERN FARM BUREAU ANNUITY INSURANCE COMPANY

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(a) To conduct and to carry on the business commonly known as life, accident and health insurance, reinsurance, and indemnity, on the stock plan; to contract for the payment of endowments or annuities, and to make and enter into other contracts conditioned upon the continuance or cessation of human life.

(b) To insure against bodily injury, disability, or death by accident.

(c) To exercise all rights, powers and privileges bestowed upon corporations of like character by the laws of the State of Mississippi.

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The capital stock of the corporation shall be One Million Five Hundred Thousand Dollars ($1,500,000.00) divided into fifteen thousand (15,000) shares of the par value of One Hundred Dollars ($100.00) per share, to be sold upon the basis of not

less than Three Hundred Dollars ($300.00) per share.

The holders of the capital stock shall be entitled to one (1) vote for each share in all meetings of shareholders of the corporation.

V.

The corporation will not commence business until consideration of the value of One Million Dollars ($1,000,000.00) has been received for the issuance of shares.

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The street and post office address of the initial registered office shall be: Southern Farm Bureau Life Insurance Company, 1401 Livingston Lane, Post Office Box 78, Jackson, Mississippi 39205; and the name of the initial registered agent at such address is: P. A. McMahen.

VII.

The number of directors constituting the initial board of directors is three (3). The names and street and post office addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualified are:

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IN WITNESS WHEREOF, we, the above-named corporators do hereby subscribe to these Articles of Association.

Hugh M. Arant

BOOK 279 PAGE 374

P. A. McMahon

Edgar Lintell

John T. Robinson

George I. Davidson

J. K. Lawson

Curtiss S. Sheldon

Bobby P. Waters

[illegible]

Charles G. Hathaway

MINUTES OF THE ORGANIZATIONAL MEETING OF THE CORPORATORS

OF

SOUTHERN FARM BUREAU ANNUITY INSURANCE COMPANY

The first meeting of the corporators of Southern Farm Bureau Annuity Insurance Company for the purpose of organization was held at the offices of Southern Farm Bureau Life Insurance Company, 1401 Livingston Lane, Jackson, Mississippi, at 10:00 A.M. on November 12, 1981, pursuant to notice in writing mailed more that seven (7) days before said date properly addressed to each subscriber of the Articles of Association (or handed to such subscriber personally more than seven (7) days before said date), a copy of which notice with the affidavit required by law being attached to and made a part of these minutes.

The meeting was called to order by P. A. McMahen, and upon motion duly made and carried, Hugh M. Arant was elected chairman and V. N. Cook was elected temporary clerk.

Upon motion duly made and carried, the temporary clerk was required to make and subscribe an oath to correctly keep and record the proceedings of the meeting, which was done as evidenced by the affidavit attached to and made a part of these minutes as Exhibit "A".

The affidavit of V. N. Cook giving notice of the first meeting for organization of the corporation was approved after

having been examined and was ordered to be made a part of these minutes and attached hereto as Exhibit "B".

It appearing that the following subscribers to the Articles of Association were present, to-wit: Hugh M. Arant, P. A. McMahen, V. N. Cook, Edgar Sentell, Bobby P. Waters, Charles G. Hathaway, S. K. Lawson, Curtiss S. Sheldon, John T. Robinson and George I. Davidson, the chairman declared that the meeting was lawfully constituted to proceed with the transaction of business.

A set of by-laws for the conduct of the business of the corporation was presented and unanimously adopted, and said by-laws were ordered to be spread upon the minutes of the company, the same being attached hereto as Exhibit "C" and made a part of these minutes.

Upon motion duly made and carried, the subscribers unanimously elected the following as directors of the corporation to serve until the first annual meeting of the shareholders or their sucessors shall have been duly elected and qualified, to-wit: Hugh M. Arant, P. A. McMahen, and John T. Robinson.

There being no further business to come before the meeting, on motion duly made and carried, it was adjourned.

Hugh M. Arant
CHAIRMAN

V N Cook
TEMPORARY CLERK

AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me the undersigned authority in and for the jurisdiction aforesaid, V. N. Cook, known to me to be the person selected as temporary clerk to make a record of the proceedings of the first meeting of the subscribers to the Articles of Association of Southern Farm Bureau Annuity Insurance Company of Jackson, Mississippi, held at the Home Office of Southern Farm Bureau Life Insurance Company, 1401 Livingston Lane, Jackson, Mississippi, on November 12, 1981, and who before entering the duties as such temporary clerk, made and subscribed before me the following oath, to-wit:

> I, V. N. Cook, having been duly elected as temporary clerk of the first meeting of the corporators of Southern Farm Bureau Annuity Insurance Company of Jackson, Mississippi, held in the City of Jackson, Hinds County, Mississippi, on November 12, 1981, being charged with the duty of making a correct and proper record of the proceedings of such meeting, do swear that I will truly and correctly make a complete and proper record of the proceedings of such meeting.

V N Cook

SWORN to and subscribed before me this the 12th day of November, 1981.

Barbara J. Tompkins
NOTARY PUBLIC

My Commission Expires:

My Commission Expires October 7, 1984.

EXHIBIT "A"

AFFIDAVIT OF GIVING NOTICE OF FIRST MEETING
FOR ORGANIZATION OF
SOUTHERN FARM BUREAU ANNUITY INSURANCE COMPANY

TO EACH CORPORATOR OF SOUTHERN FARM
BUREAU ANNUITY INSURANCE COMPANY:

You are given notice hereby that the first meeting of the corporators of Southern Farm Bureau Annuity Insurance Company of Jackson, Mississippi, will be held at the Home Office of Southern Farm Bureau Life Insurance Company, 1401 Livingston Lane, Jackson, Mississippi 39205, at 10:00 A.M. on the 12th day of November, 1981, for the purposes of organizing said company, electing directors, conducting the organizational meeting of the Board of Directors, the adoption of bylaws, and the transaction of other business which might be necessary for the purpose of organizing the corporation.

This notice is being given by the undersigned as one of the subscribers to the Articles of Association of said Southern Farm Bureau Annuity Insurance Company in accordance with law.

WITNESS my signature this the 12th day of November, 1981.

SUBSCRIBER TO ARTICLES OF ASSOCIATION

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me the undersigned authority in and for the jurisdiction aforesaid the within named V. N. Cook, who having been first by me duly sworn, stated on oath that he is one of the subscribers to the Articles of Association of Southern Farm Bureau Annuity Insurance Company of Jackson, Mississippi; that as one of such subscribers he did on 5th November, 1981, deliver personally or mail a signed copy of the foregoing notice of call of the first meeting of the corporators of Southern Farm Bureau Annuity

Exhibit "B"

Insurance Company of Jackson, Mississippi, to each of the subscribers to said Articles of Association and that each such notice was delivered personally or mailed to the correct post office address of each said subscriber more than seven (7) days before November 12, 1981, the date fixed therein for such meeting of said subscribers.

SWORN to and subscribed before me this the 12th day of November, 1981.

Barbara J. Simpkins
NOTARY PUBLIC

My Commission Expires:

~~My Commission Expires October 7, 1984~~

BY-LAWS OF

SOUTHERN FARM BUREAU ANNUITY INSURANCE COMPANY

ARTICLE I.

Name and Location

Section 1. The name of this corporation shall be Southern Farm Bureau Annuity Insurance Company.

Section 2. The principal office shall be in the City of Jackson, County of Hinds, State of Mississippi.

Section 3. Other offices for the transaction of business shall be located at such places as the Board of Directors shall from time to time determine.

ARTICLE II.

Stockholders Meetings

Section 1. Regular annual meeting of the stockholders shall be held each year during the month of February on the date and at the place fixed by the stockholders.

Section 2. Special Meetings. Special meetings of the stockholders may be called at any time by the President or in the event of death or disability of the President, by the First Vice-President, by the Board of Directors, or by stockholders holding fifty percent (50%) or more of the stock of the company.

Section 3. Notice of Meetings. Notice of all annual meetings of stockholders shall be given by the Secretary to each stockholder by mailing same to his last known address at least fifteen (15) days before such meeting. Notice of all special meetings of stockholders shall be given by the Secretary to each stockholder by mailing same to his last known address at least ten (10) days before such meeting.

All notices of special meetings shall state the objects of such meetings and the business to be considered.

Special meetings of the stockholders may be held at any place within or without the State of Mississippi when called by the President or in the event of death or disability of the President, by the First Vice-President and it shall be the duty of the Secretary to call a special meeting whenever so requested by the stockholders holding fifty percent (50%) or more of the issued and outstanding stock of the corporation.

Section 4. Quorum. A majority of the amount of stock issued and outstanding represented by the holders in person or by proxy shall constitute a quorum for the transaction of business, but a smaller number may adjourn sine die, or from day to day.

Section 5. Proxies. Any stockholder of record may, in writing, authorize any person to vote in his behalf in all stockholders' meetings but written proxies therefor must be filed with the Secretary of the company before the convening of the stockholders' meeting, at which time the same are to be used.

Section 6. Powers of Stockholders. In addition to the usual rights and powers of stockholders as provided in the charter of incorporation and by law, the approval of the holders of seventy-five percent (75%) of all issued and outstanding

Exhibit "C"

stock of the corporation shall be required to authorize the payment of dividends upon the capital stock of the corporation or participating dividends to policyholders and the approval of the holders of seventy-five percent (75%) of all issued and outstanding capital stock of the corporation shall also be required to authorize the making or entering into any contract for more than one year periods, involving rental, services or assistance of or from any person or organization with compensation therefor contingent upon the income, profits, number of policies or volume of business of the corporation.

ARTICLE III.

Board of Directors

Section 1. Powers - Number. The corporate powers, business and property of the company shall be exercised, conducted, and controlled by the Board of Directors, consisting of three (3) members from the date of the adoption of this By-Law until the first annual meeting of shareholders, and thereafter eighteen (18) members, who shall not be required to be stockholders as a qualification for holding the office of Director; subject, however, to the powers of stockholders as set forth in Section 6 of Article II of these By-Laws and as provided in the charter of incorporation with respect to the declaration of dividends upon the capital stock of the corporation or participating dividends to policyholders and the making of contracts for more than one years period involving rental, services or assistance of or from any organization with compensation therefor contingent upon the income, profits, number of policies or volume of business of the corporation.

Section 2. Term. The stockholders each year at their annual meeting shall elect directors for the term of one year or until their successors are elected and qualified.

Section 3. Cumulative Voting. In all elections for Directors every stockholder shall have the right to vote in person or by proxy the number of shares of stock owned by him for as many persons as there are Directors to be elected, or to cumulate said shares and give one candidate as many votes as the number of Directors multiplied by the number of shares of stock shall equal, or distribute them on the same principle among as many candidates as he shall see fit.

Section 4. Vacancies. Vacancies in the Board of Directors shall be filled in the same manner as is provided for the election of Directors in Section 3 above.

Section 5. Meetings. The first meeting of each newly elected Board of Directors shall be held for the election of officers and the transaction of any and all other business of the company with reasonable dispatch after adjournment of the stockholders' meeting at which they were elected; such meeting to be held at the place of the holding of the annual meeting of the stockholders or at the principal office of the corporation. No notice of such meeting shall be necessary to the newly elected Directors in order legally to constitute the meeting, provided a majority of the whole Board shall be present. One other regular meeting of the Board shall be held on such date as may be fixed by the President, First Vice President or the Executive Committee each year.

Special meetings of the Directors may be called by the President on at least three (3) days' notice to each Director, delivered to him personally or mailed, or telegraphed to him or left for him at his residence or usual place of business and special meetings of the Directors shall be called by the Secretary in like manner on written request of seven (7) Directors.

The Directors may hold meetings and transact business without notice at any time or place when all are present or consent thereto in writing and attendance in any special meeting shall constitute waiver of notice.

Section 6. Records of Committees. The previous actions of all committees shall be reported at each regular meeting of the Directors and at special meetings when required by the Directors and the records thereof shall by reference be made a part of the proceedings of the Directors.

Section 7. Expenditures and Contracts. No contract involving expenditures or liabilities exceeding in the aggregate the sum of One Hundred Thousand Dollars ($100,000.00) shall be made or incurred except by and with the authority of the Directors, provided, however, that this provision shall not apply to the issuance of insurance policies, the payment of policy claims or regular transactions in the ordinary course of the corporation's business involving the investment of its funds.

The corporation shall not make or enter into any contract for more than a one-year period, involving rental, services or assistance of or from any person or organization, with compensation therefor contingent upon the income, profits, number of policies or volume of business of the corporation unless such contract is approved by the holders of seventy-five percent (75%) of all issued and outstanding capital stock of the corporation.

ARTICLE IV.

Officers

Section 1. Election. The Board of Directors shall annually elect out of their number a President and a First Vice President. The Board of Directors may also elect or appoint either from their own number or otherwise, an Executive Vice President, one or more additional Vice Presidents, a Secretary, a Treasurer, one or more Assistant Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, a General Counsel, a Medical Director, an Actuary, and other such officers as the Board may determine that the interests of the company require. The Board of Directors shall have power to prescribe additional powers and duties for the officers and employees herein provided for and to change such duties whenever the Board may deem it necessary or advisable.

The President, First Vice President, Executive Vice President, Vice Presidents, Secretary, Treasurer, Assistant Vice Presidents, Assistant Secretaries, Assistant Treasurers, General Counsel, Medical Director, Actuary, and other officers shall each serve for the term fixed by the Board of Directors and until their successors have been elected or appointed and have qualified. The offices of Secretary and Treasurer may be held by one person under the title "Secretary-Treasurer" or such other designation as the Board of Directors may prescribe.

Section 2. Compensation. Officers of the company shall serve upon a full time or part time basis, as the Board of Directors may determine and shall receive such salary or compensation as the Board of Directors may determine.

ARTICLE V.

Standing Committees

Section 1. Executive Committee - Appointment - Powers. The Board of Directors, by resolution adopted by a majority of the full board, shall designate an Executive Committee which

shall consist of one (1) Board member, who shall be the President of the state Farm Bureau, from each state in which the parent company is actively operating; provided, however, in each such state there shall be stock ownership in the parent company by a corporation which is controlled by the state Farm Bureau. Provided further, however, the Board of Directors may designate one or more alternate Board members of the Executive Committee from such states to serve in the absence of the regular members. There shall be no additional member on the Executive Committee from the state in which the President of the company is a member.

Subject to the supervision and control of the Board of Directors and to the limitations of Miss. Code. Ann. (1972), Section 79-3-79, the Executive Committee shall have the power to exercise, conduct and control the business of the corporation between meetings of the Board of Directors. A majority of the members of the committee attending a meeting shall constitute a quorum.

The Executive Committee shall hold meetings as often as the best interests of the company shall require and it shall be the duty of the President to call meetings accordingly; provided, the President shall call a meeting at any time when requested so to do by a majority of the members of the Committee; and should he fail or refuse to call such meeting upon such request, then a majority of the members of the Committee shall have power to call such a meeting. Notice of any such meeting shall be given to each member of the Committee at least three (3) days in advance of the meeting by delivering the same to him personally, or mailing or telegraphing the same to him at his residence or usual business address. Meetings of the committee may be held at any time and at any place without notice if consented to in writing, or by telegram, by all members of the Committee.

Section 2. Investment Committee - Appointment - Powers. The Board of Directors, by resolution adopted by a majority of the full Board, may designate an Investment Committee charged with the duty of supervising loans and investments and such committee when so constituted shall organize and operate in accordance with the next succeeding paragraph of this Article.

The investment committee shall organize with a Chairman and a Secretary from among its members. The President shall be ex-officio chairman of the investment committee. It shall be the duty of the investment committee and it shall have the power, subject to such limitations as the Board of Directors may provide, to direct the mode, manner and time of making and calling in investments and the sale and transfer of investments and reinvestments of the proceeds thereof; to examine all funds and securities as often as they may deem necessary or when required by the Board; to report to each stated meeting, and as often as requested by the Board, the condition of the funds, securities and investments of the company; and by special vote from time to time and whenever necessary, to authorize the sale and transfer of stocks, bonds, and other securities, both real and personal, in which funds of the company are invested, and to authorize the execution of all instruments, contracts, deeds and conveyances of the company requiring the signature in the corporate name, excepting policies of life insurance. The Secretary of the investment committee shall keep a complete record of the proceedings thereof.

The Board of Directors shall have power, however, to modify, add to, take from, or otherwise change the duties and functions of such committee as it may from time to time see fit.

Section 3. This By-law shall take effect on the date on which an eighteen member Board of Directors is elected as provided in Article III, Section 1 above.

ARTICLE VI.

Duties of Officers

Appointment and Duties

Section 1. President's Duties. The President shall be the chief executive officer of the company and shall preside at all meetings of the Board of Directors and all meetings of the stockholders and shall be ex-officio chairman of all standing committees. The President shall have power to call meetings of the Board of Directors, stockholders, or Executive Committee, as he may deem expedient and proper and he shall report from time to time to the Board of Directors and shall prepare a report for the annual meeting of the stockholders which shall be submitted to the Board of Directors before submission to the stockholders.

Section 2. Vice Presidents - Duties. The First Vice President shall act in the place and discharge all the duties of the President in his absence or disability. The Executive Vice President shall have general supervision over the business and subordinate officers and agents and employees of the company.

Section 3. Secretary. The Secretary shall keep full minutes of all meetings of the stockholders and directors, he shall attend all sessions of the Board, shall act as clerk thereof and record all votes and minutes of all proceedings in a book to be kept for that purpose; and shall perform like duties for the standing committees when required. He shall give or cause to be given notice of all meetings of the stockholders of the company and of the Board of Directors, and shall perform such other duties of the office as may be prescribed by the Board of Directors or President under whose supervision he shall be.

Section 4. Treasurer. The Treasurer shall have charge of all monies and securities and all obligations to the credit of the Company; shall deposit all monies, checks and other obligations to the credit of the company in such depository or depositories as may be designated by the Board of Directors; shall disburse the funds of the company as ordered by the Board of Directors, taking proper vouchers for such disbursements; shall keep full and accurate accounts of the receipts and disbursements of the company and shall render a statement of his accounts and transactions whenever required by the Board of Directors and generally shall perform all duties incident to the position of Treasurer, subject to the control of the Board of Directors. He shall give, and the Board of Directors shall require, bond for the faithful discharge of his duties, in such sum and with such surety or sureties as shall be determined by the Board.

Section 5. Assistant Treasurer. The Board of Directors may appoint one or more Assistant Treasurers, which officer shall have such powers and shall perform such duties as maybe assigned to him by the Treasurer with the approval of the Board of Directors.

Section 6. General Counsel. The General Counsel, subject to the supervision of the Board of Directors, shall have control of all matters of legal import concerning the company.

ARTICLE VII.

Medical Director

Section 1. Medical Director. The Medical Director

shall, under the supervision of the Directors, have charge of the medical department of the company, shall appoint all medical examiners, make rules for their government, and shall pass upon all applications for insurance, and no policy shall be issued unless the application therefor shall be approved by the Medical Director, or an assistant designated by him, with the approval of the Board of Directors.

ARTICLE VIII.

Section 1. Actuary. The Actuary shall, under the supervision of the Directors, annually value all of the policies of the Company, make up annual statement, and perform such other duties as may be required of him by the Board of Directors or other executive officers of this company.

ARTICLE IX.

Section 1. Bonds. The officers and agents of the company, or such of them as may be required by the Directors, shall give bond for the faithful performance of their duties and for the payment of all monies and delivery of all property of the company received by them, in such amounts, in such form and with such surety as the Directors may prescribe.

Section 2. After each annual election of officers, if required by the Board of Directors, their bonds shall be submitted anew for the approval of the Directors. Adequate bonds shall be maintained in accordance with instructions of the Board of Directors.

ARTICLE X.

Delegation of

Duties of Officers or Directors

Section 1. In the absence or disability of any officer or agent of the company, or for any reason satisfactory to them, the Board of Directors may for the time being delegate his power or duties to any other officer or to any Director.

ARTICLE XI

Operating

Section 1. Public Office. No officer or Director or candidate for officer or Director of this corporation shall be a candidate for nomination, election or appointment to, or the holder of any remunerative, elective or appointive Federal, State or County office or position where the compensation is payable on other than a per diem basis. In the event any officer or Director of the corporation becomes a candidate for or is nominated, elected or appointed to any such public office or position his office or Directorship in Southern Farm Bureau Annuity Insurance Company shall be deemed to be automatically withdrawn and abandoned.

Section 2. Employment of Members of Families. No member of the immediate family of an officer or Director of the corporation shall be eligible for employment or be employed by the corporation. "Member of the immediate family" shall mean and include the spouse and the children, sisters, brothers, and parents of the officer or Director whether the relationship is of the whole or half blood, foster, or arises by marriage and also shall mean and include any blood, marital or foster relative residing in the same household with such officer or Director.

ARTICLE XII.

Stock Certificates

Section 1. Certificates Issued. Certificates of stock shall be issued to the holders of paid-up stock in this company. It shall be signed by the President and countersigned by the Secretary.

Section 2. Transfer. Stock shall be transferred by endorsement of the certificate by the owner thereof on the books of the company, and upon the surrender of the same for cancellation. Such stock shall be transferred on the books of the company in the presence of the President or Secretary, and a new certificate shall be issued to the transferee.

ARTICLE XIII.

Signatory Authority

Section 1. The Board of Directors shall by resolution entered on its minutes determine and fix the authority and duties of officers and employees with respect to the signing on behalf of the company of all checks, drafts, deeds, leases, contracts, assignments, and other instruments, documents and papers of every kind and character whatsoever.

ARTICLE XV.

Amendments

Section 1. These By-Laws and regulations may be amended at any regular or special meeting of the stockholders by the affirmative vote of seventy-five percent (75%) of all the issued and outstanding stock of the corporation.

MINUTES OF THE
FIRST MEETING OF THE BOARD OF DIRECTORS
OF THE
SOUTHERN FARM BUREAU ANNUITY INSURANCE COMPANY

The first meeting of the Board of Directors of Southern Farm Bureau Annuity Insurance Company of Jackson, Mississippi, was held at the offices of the Home Office of Southern Farm Bureau Life Insurance Company, City of Jackson, First Judicial District of Hinds County, Mississippi, on the 12th day of November, 1981, immediately following the adjournment of the Meeting of the subscribers of the Articles of Association of said company held on said date. The meeting was called to order by P. A. McMahen.

Upon motion duly made and carried, Hugh M. Arant was chosen as temporary chairman and V. N. Cook was appointed as temporary secretary of the meeting.

Said meeting was held pursuant to the call and waiver of notice duly subscribed by all of the directors and upon motion duly made and carried it was ordered that said call and waiver of notice be made a part of the minutes of this meeting and the same is attached hereto and made a part hereof.

Upon a roll call of the directors by the secretary, the following directors were found to be present: Hugh M. Arant, P. A. McMahen, and John T. Robinson.

A quorum being present, on motion duly made and unanimously carried, the board adopted the By-Laws presented to the meeting as the By-Laws of this Corporation. The Board proceeded to elect by ballot officers of the company as follows: Hugh M. Arant, President; Harry S. Bell, First Vice President; P. A. McMahen, Executive Vice President; Charles G. Hathaway, Vice President, Sales; V. N. Cook, Vice President and Secretary; Bobby Watters, Vice President, Finance; John Robinson, Vice President, Chief Actuary; George Davidson, Vice President and Associate Actuary; Curt Sheldon, Vice

President and Associate Actuary; Ed Sentell, Vice President and Senior Counsel; S. K. Lawson, Treasurer; Stan F. Clendinning, Assistant Vice President; Thomas H. Price, Assistant Secretary; George F. Woodliff, General Counsel; and Perrin Berry, Medical Director.

Upon motion duly made and carried, it was ordered that the president, secretary and a majority of the directors forthwith make, sign and swear to a certificate, setting forth a copy of the Articles of Association with the names of the subscribers thereto, the date of the first meeting and any other matters required or contemplated by law and submit such certificate and the records of the company to the Insurance Commissioner of Mississippi for his approval; further that the officers of the company submit to the Insurance Commissioner any other or additional evidence of any character that the Commissioner may deem necessary or desirable and that they take all further steps necessary or proper to the qualification of the company for and obtaining on its behalf the appropriate certificate of the Secretary of State operating as a special charter; and to otherwise qualify the company to do business in the State of Mississippi.

On motion duly made and carried, it was ordered that the officers of the company make known to the Insurance Commissioner of Mississippi and any other appropriate officers of the State the fact that the company plans no stock selling program but expects the full authorized capital stock to be promptly subscribed by those interested in the company upon receipt of the special charter or certificate of the Secretary of State contemplated and set forth by statute.

There being no further business to come before the meeting, upon motion duly made and carried, the meeting adjourned.

Hugh M. Grant
CHAIRMAN

SECRETARY

TEMPORARY CLERK

CALL AND WAIVER OF NOTICE

OF

FIRST MEETING OF DIRECTORS

We, the undersigned, being all of the directors of Southern Farm Bureau Annuity Insurance Company, do hereby call the first meeting of such directors, to be held in the offices of Southern Farm Bureau Life Insurance Company, First Judicial District of Hinds County, Mississippi, on the 12th day of November, 1981, at 10:30 o'clock A.M., for the purpose of electing officers, adopting by-laws and the transaction of any and all other business pertaining to the affairs of the corporation, and which may properly come before such meeting.

We hereby severally waive all statutory and by-law requirements as to notice of the time, place and objects of said meeting, and hereby consent to such election of officers, adoption of by-laws, and transaction of business, at such meeting.

This the 12th day of November, 1981.

Hugh M. Grant

Pam McMahan

[illegible]

CONSENT FOR USE OF NAME
"SOUTHERN FARM BUREAU"
BY
SOUTHERN FARM BUREAU ANNUITY
INSURANCE COMPANY

Pursuant to authority vested in the undersigned as Executive Vice President of said corporation, Southern Farm Bureau Life Insurance Company, a Mississippi corporation, hereby consents and agrees to the use of the name "Southern Farm Bureau" by Southern Farm Bureau Annuity Insurance Company, Inc. in its corporate name.

This the 21st day of December, 1981.

SOUTHERN FARM BUREAU LIFE INSURANCE COMPANY

By: Patrick A. McMahen
PATRICK A. MCMAHEN
EXECUTIVE VICE PRESIDENT

Attest

(Affix Corporate Seal)

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me the undersigned authority in and for the jurisdiction aforesaid, the within named PATRICK A. MCMAHEN who, being by me first duly sworn, deposed and said that he is Executive Vice President of Southern Farm Bureau Life Insurance Company, and that the matters and things set forth and contained in the foregoing Consent are true and correct as therein stated.

Patrick A. McMahen
PATRICK A. MCMAHEN

Sworn to and subscribed before me this the 21st day of December, 1981.

Barbara J. Hopkins
Notary Public

My Commission Expires:
My Commission Expires October 7, 1984.

(Affix Seal)

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

JACKSON COUNTY FOUNDATION FOR BOYS, 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 December, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF JACKSON COUNTY FOUNDATION FOR BOYS

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

Be it resolved by the members of JACKSON COUNTY FOUNDATION FOR BOYS 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 DENMAN BRIDGES,M.D. , POLLY D. BRIDGES, & HENDERSON RASBERRY are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named JACKSON COUNTY FOUNDATION FOR BOYS, 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, WILLIAM DENMAN BRIDGES, M.D., 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 day of DECEMBER 14,1981 at PASCAGOULA ,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 FOURTEENTH day of DECEMBER, 1981

Secretary William D. Bridges, M.D.
WILLIAM D. BRIDGES,M.D.

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:

   JACKSON COUNTY FOUNDATION FOR BOYS , INC.

2. The names and post office address 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 DENMAN BRIDGES ,M.D. 48	3007 ANOLA AVE.	PASCAGOULA,	MISSISSIPPI 39567
POLLY D. BRIDGES age 48	3007 ANOLA AVE.	PASCAGOULA,	MISSISSIPPI 39567
CLAYTON HENDERSON RASBERRY age 38	1711 SINGING RIVER ST.	PASCAGOULA,	MISSISSIPPI 39567

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

3. The domicile is at 4211 HOSPITAL ROAD PASCAGOULA, MISSISSIPPI
   (Street and No.) (City) (State)

4. (Here set out that the corporation is NonProfit 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 fo 1972, and amendments thereto.)

   This is a non-profit corporation, no shares of stock shall be issued and in 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:

   The purpose of this foundation is to provide transportation for members and guests of Boy Scout troops, packs and posts that make up the Singing River District of the Pine Burr Area Council of the Boy Scouts of America. The foundation is responsible for acquiring,storing, locating qualified drivers and maintainence of buses and other means of transportation for promoting camping and other activies of scouts.

   This board will attempt to make transportation available to any scout group provided there are at least 15 persons that plan an outing for the presently available 40 passenger buses that are available and managed by the foundation, provided that a written request is made by an adult leader of such organization and provided there is sufficient fuel and supplies and that qualified drivers are available and the vehicles are in such condition to make the trip.

   The foundation may also provide for other organizations to have transportation, such as church groups provided they are accompanied by responsible adults of the organization and make such requests by written notice to a member of this foundation. The request must be presented to all members and if approved the request will attempt to be granted.

   This foundation may solicit funds and supplies from persons or organizations in the community to make the transportation available to groups thatrequest its use.

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 D. Bridges M.D.
Polly D. Bridges
Clayton H. Rasberry

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of JACKSON

This day personally appeared before me, the undersigned authority WILLIAM D. BRIDGES, M.D., POLLY D. BRIDGES, CLAYTON H. RASBERRY, incorporators of the corporation known as the JACKSON COUNTY FOUNDATION FOR BOYS, 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 16 day of DECEMBER, 1981

Doza B. Russum
My Commission Expires June 16, 1985

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 deeds on this the day of , 19

Received at the office of the Secretary of State this the 18th day of Dec. 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., December 22, 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.

FEE SCHEDULE

Section 25-7-81, Mississippi Code of 1972, As Amended

For recording charter of a corporation for literary, religious, benevolent, fraternal, or scientific purposes, and not for pecuniary profits, directly or indirectly 20.00

For filing appointment of resident agent 5.00

NOTICE

Non-Profit Corporations must report the organization within 60 days of the organization and the organization must take place and business begun within 2 years from the date of the grant. A resident agent must be appointed if no office is maintained in the county of the domicile in charge of an officer or officers. The charter must be recorded in the office of the Chancery Clerk of the county of the domicile, principal office or its place of business.

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

BROOKSVILLE TRANSIT, INC.

is hereby approved.

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

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

A RESOLUTION OF BROOKSVILLE TRANSIT AN UNINCORPORATED ASSOCIATION, TO INCORPORATE, DESIGNATING THE INCORPORATORS, THE NAME OF THE PROPOSED CORPORATION, AND AUTHORIZING THE EXPENDITURE OF FUNDS OF THE SAID ASSOCIATION, NECESSARY TO DO SO.

Be it resolved by the members of Brooksville Transit, an unincorporated association of individuals, that it is to the best interest of this association that it be forthwith incorporated as a non-profit charitable corporation under the Laws of the State of Mississippi, applicable thereto, and that Don Garner, Charles K. Brown, and Wayne Bolin are elected, appointed, designated and authorized to act as incorporators in applying for a Charter of this association to be named Brooksville Transit, Inc.; that the aforesaid incorporators be, and they are hereby fully empowered to do and to perform any and all other acts, deeds, and functions necessary, proper or convenient to secure the said Charter of Incorporation and are authorized to make the expenditure from the funds of this association necessary, proper, or convenient to accomplish the incorporation as above outlined.

CERTIFICATE

I, Jane Wootten, do hereby certify that I am the duly elected, qualified and acting secretary of the above named unincorporated association of individuals, and that the foregoing is a true and correct copy of a resolution duly and properly adopted at a meeting thereof held on the 8th day of Dec, 1981, at Brooksville, 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 Dec., 1981.

Jane Wootten
SECRETARY

THE CHARTER OF INCORPORATION OF

BROOKSVILLE TRANSIT, INC.

1. The corporate title of said company is:

   BROOKSVILLE TRANSIT, INC.

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

NAME	ADDRESS
Don Garner	Route 1, Brooksville, MS 39739
Charles K. Brown	Wilkins Street, Brooksville, MS 39739
Wayne Bolin	667 E. Main St., Brooksville, MS 39739

   All being adult resident citizens of the State of Mississippi.

3. The domicile is at 667 E. Main St., Brooksville, Mississippi.

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 Chapter 11, Mississippi Code of 1972, as amended.)

   This corporation is a non-profit corporation and no shares of stock shall be issued. This corporation is created, shall act and operate under the provisions of Chapter 11, Mississippi Code of 1972, as amended. It is a charitable corporation.

5. Period of existence shall be perpetual.

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

   Subject to the foregoing, the purposes and powers of this fraternal and charitable non-profit corporation are:

1. To provide such free transportation to such children to and from such school or schools as may be determined by the corporation; and to do and perform such charitable acts as may be determined by the corporation, all as provided in said bylaws.

2. To sue and be sued, complain and defend in its corporate name; to adopt a corporate seal which shall be impressed upon the bylaws at the place designated therefor and which shall be kept and used as provided in said bylaws and as may be required by law.

3. To purchase, acquire, own, improve, hold, rent and receive gifts and devises of, real and personal 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 property and facilities reasonably necessary to accomplish the purposes of this corporation.

4. To sell, rent or lease, to others, or convey, exchange or otherwise dispose of real and personal property or equipment, and any and all funds received therefor shall be placed in the treasury of the corporation to be used for the corporate purposes.

5. To make and perform all lawful contracts and incur such liabilities reasonably necessary to accomplish the purposes of this corporation.

6. To borrow money or funds, at lawful rates of interest, and to issue bonds, notes or other certificates of indebtedness without limitation of amount, to obtain money or property reasonably necessary to accomplish the purposes and exercise the powers of this corporation; and may secure the repayment of said fund so borrowed by the execution of a deed of trust, pledge or other lien upon real or personal property.

7. To invest and reinvest its funds and may take and hold real and personal property as security for the repayment of funds invested for the purposes of this corporation.

8. To adopt and amend bylaws of the corporation by a majority vote of the members present at any regular or special meeting of the membership to govern and regulate the affairs of the corporation.

9. The bylaws shall provide, among other things, for the amount of annual dues to be paid by the members hereof; to levy and enforce collection of assessments, if any, upon the members hereof, as distinguished from dues; to elect officers and directors of this corporation and appoint or employ agents and employees and to define their duties and responsibilities and determine the compensation, if any, to be paid to them for services actually rendered, or to be rendered, to the corporation. No bylaws or laws of this corporation shall be violative of this charter or the laws of the State of Mississippi.

10. To elect from membership, a president, a vice-president, and a secretary or a secretary-treasurer, and such number of directors as the members may determine as provided in the bylaws.

26

11. Said bylaws shall provide the duties, requirements of authority and responsibilities of said officers, directors and employees of the corporation; the board of directors, and any committees, shall be vested with such authority, duties and responsibilities as may be provided in said bylaws.

12. To provide and determine the qualifications for membership in this corporation and for the expulsion of any member, in addition to the nonpayment of dues.

13. All persons who were members of the unincorporated association, Brooksville Transit, as reflected by its records on , 1981, the day of the adoption of the Resolution determining to incorporate said association, and any others who become bona fide members by the date of the issuance of this charter of this corporation as shown by said records, shall be and become members of this corporation upon the issuance of the Charter of Incorporation of this corporation and entitled to participate in the organizational meeting.

14. The bylaws of the corporation shall provide what shall constitute a quorum for the transaction of business at any regular meeting, subsequent to the organizational meeting, or any special meeting of the members, or Board of Directors, and any committees duly authorized and appointed; and what percentage of the vote of the members present at any meeting of the members or Board of Directors or committees will constitute the act and deed of said meeting, members, Board of Directors, committees or corporation, respectively, as the case may be; at the organizational meeting, however, the members present shall constitute a quorum for the transaction of business; a majority vote of those present shall constitute the act of the meeting or the entire membership. At this meeting the members may adopt the bylaws for this corporation; and may act on any other matters authorized by this charter. At this meeting the members, by a majority vote of those present, shall accept this charter if found to be acceptable; shall thereupon elect and fix the term of the persons who shall be the first elected president, vice president and secretary or secretary-treasurer of this corporation and the members of the first board of directors and fix the term of each succeeding such officer and director; and shall provide for the filling of any vacancy in those or any succeeding office or directorship.

15. To receive and maintain a fund or funds or real or personal property, or both, and, subject to the restrictions and limitations thereinafter set forth to use and apply the whole or any part of the income therefrom or the principal thereof for the above described purposes, directly, or by contributions to organizations engaged in such work that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code (26USCA Sec. 501C) (or the corresponding provision of any future United States Internal Revenue Law), which are not violative of the Laws of the State of Mississippi and the provisions of this charter.

16. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislatiion, and the corporation shall not participate in, or intervene in (including the publication and distribution of statements) any political campaign on behalf of any candidate for public office.

17. Notwithstanding any other provisions 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 (26USCA Sec. 501C) (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 said Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

18. Upon dissolution of the corporation, the assets remaining after all of the liabilities of the corporation have been paid, shall be disposed of exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (26USCA Sec. 501C)(or the corresponding provision of any future United States Internal Revenue Code) as the Board of Directors shall determine, subject to the approval of a majority vote of the members of this corporation present at any regular meeting.

19. To cease its corporate activities and surrender its corporate franchise.

20. To apply for, receive, and/or administer any grants, donations, or other assistance from any private person, corporation, association or charitable foundation.

21. To have and exercise all powers reasonably necessary to effect any or all of the purposes for which the corporation is organized.

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

Don Garner
DON GARNER

Charles K. Brown
CHARLES K. BROWN

Wayne Bolin
WAYNE BOLIN

ACKNOWLEDGMENT

The State of Mississippi

County of Noxubee

This day personally appeared before me, the undersigned authority, Don Garner, Charles K. Brown, and Wayne Bolin, incorporators of the corporation known as the Brooksville Transit, Inc., who acknowledged that they signed and delivered the above and foregoing charter of incorporation as their act and deed on this the 7th day of December, 1981.

Mrs. Thomas Wright
NOTARY PUBLIC

(SEAL)

My commission expires:

Received at the office of the Secretary of State this the 17th day of Dec., 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 Floyd Pittman
SECRETARY OF STATE

Jackson, Miss., December 22, 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 acknowledgment will be sufficient.

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

BAPTIST MEMORIAL HOSPITAL - BOONEVILLE, 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 December, A. D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

CERTIFIED COPY OF RESOLUTION

The undersigned, duly-elected and authorized acting Secretary of a membership meeting of BAPTIST MEMORIAL HOSPITAL-BOONEVILLE, hereby certifies that the following Resolution was unanimously adopted at a meeting held on the 30th day of November, 1981:

> WHEREAS, a proposed Charter of Incorporation under the laws of the State of Mississippi of BAPTIST MEMORIAL HOSPITAL - BOONEVILLE, has been presented to and approved by this meeting; and
>
> WHEREAS, all present desire to become incorporated as BAPTIST MEMORIAL HOSPITAL - BOONEVILLE, INC. under the terms and provisions of the proposed Charter of Incorporation; and
>
> NOW, THEREFORE, BE IT RESOLVED that Thomas D. Keenum, Sr., William Hall Preston, Jr. and H. T. Conley all of whom are adult resident citizens of the State of Mississippi, should be and they are hereby designated incorporators of BAPTIST MEMORIAL HOSPITAL - BOONEVILLE, and they are hereby authorized and directed to do all things necessary and desirable to obtain said Charter of Incorporation.

WITNESS my signature, this the 30th day of November, 1981.

Thomas D. Keenum

THOMAS D. KEENUM, SR.
ACTING SECRETARY

THE CHARTER OF INCORPORATION

OF

BAPTIST MEMORIAL HOSPITAL-BOONEVILLE, INC.

The undersigned adult, resident citizens of the State of Mississippi, acting as the incorporators of a non-profit corporation pursuant to the provisions of Section 79-11-1 et seq. of the Mississippi Code Anno., and being duly authorized to do so as set out in the attached certified copy of the resolution adopted for that purpose, do hereby apply for a corporate charter as follows:

1. The corporate title of the corporation is: BAPTIST MEMORIAL HOSPITAL - BOONEVILLE, INC.

2. The names and addresses of the incorporators are:

NAME	ADDRESS
Thomas D. Keenum, Sr.	P. O. Box 422, Booneville, MS 38829
William Hall Preston, Jr.	402 West Church Street Booneville, MS 38829
H. T. Conley	P. O. Box 431 Corinth, Mississippi 38834

3. The domicile and address of the corporation shall be: Second and Washington Streets, Booneville, Mississippi 38829.

4. This is a non-profit, non-share hospital corporation as authorized by Section 79-11-1(1) of the Mississippi Code (1972) Anno.

5. The period of existenceof the corporation is perpetual.

6. The purposes for which the corporation is created are: The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including the establishing, maintaining, conducting, managing, leasing, owning and operation of one or more hospitals, nursing homes, clinics, dispensaries, or other in-patient or out-patient facilities for the care and treatment of the sick, diseased, disabled, injured or other persons in need of hospital, nursing, or related services, as permitted by law, and the corporation may make contributions to organizations that qualify as exempt organizations under Section 501(c)(3), contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or

corresponding provisions of any future United States Internal Revenue law. Notwithstanding any other provisions in this instrument, however, the corporation shall not carry on any activities which are not permitted to be carried on by a corporation exempt from income taxes under Section 501(c)(3), contributions to which are deductible under Section 170(c)(2) of the said Internal Revenue Code or corresponding provisions of any future Internal Revenue law of the United States.

7. The corporation shall have one member, to-wit: Baptist Memorial Hospital, a non-profit corporation located at 899 Madison Avenue, Memphis, Tennessee, as provided for in Section 79-11-1(2) of the Mississippi Code (1972) Anno. The member may be changed to another non-profit corporation affiliated with Baptist Memorial Hospital, or a non-profit entity established by the Arkansas, Mississippi and Tennessee Baptist Conventions. The member shall appoint a Board of Trustees which shall be the governing body of the corporation.

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

9. In the event of dissolution of the corporation and after paying or making provision for paying of all the liabilities of the corporation, the residual assets of the corporation shall be distributed to the Baptist Memorial Hospital, 899 Madison Avenue, Memphis, Tennessee if at the time it qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provision of any future United States Internal Revenue law. If for any reason Baptist Memorial Hospital shall not then qualify as such an exempt organization then the assets shall be distributed equally to and among the Arkansas, Mississippi and Tennessee conventions of Baptist churches which are affiliated with the Southern Baptist Convention.

Dated: November 30, 1981.

H. T. Conley

Wm. H. Preston, Jr.

Thomas D. Keenum, Sr.

INCORPORATORS

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI

COUNTY OF PRENTISS

Before me, the undersigned Notary Public, personally appeared H. T. Conley, Dr. William Hall Preston, Jr., and Thomas D. Keenum, Sr., who acknowledged themselves to be the incorporators of Baptist Memorial Hospital - Booneville, Inc., and who further acknowledged that they are adult resident citizens of the State of Mississippi, and that they executed the foregoing charter for the purposes therein set out.

[signature]
NOTARY PUBLIC

My Commission Expires:
11/4/84

Received at the office of the Secretary of State, this the 22nd day of December, 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 the application for a Charter for Incorporation and am of the opinion that it is not violative of the Constitution and laws of the State of Mississippi or of the United States.
This December 30, 1981.

Bill Allen
ATTORNEY GENERAL

BY: Richard M. Allen
Special ASSISTANT ATTORNEY GENERAL

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

OVER THIRTY SINGLES CLUB OF THE GULF COAST, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 30th day of December, A.D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF "OVER THIRTY SINGLES" CLUB OF THE GULF COAST
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 "OVER THIRTY SINGLES" CLUB OF THE GULF COAST 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 Beryl Sauce Stiles - Herman Beaver - Robin M. Sauce are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named "OVER THIRTY SINGLES CLUB OF THE GULF COAST, 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, Beryl Sauce Stiles, 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 December, 1981, at Biloxi, Mississippi at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 23rd day of December, 1981.

Secretary : Beryl Sauce Stiles
Executive Director - Beryl Sauce Stiles

CHARTER OF INCORPORATION

OF

OVER THIRTY SINGLES CLUB
of THE GULF COAST, INC.

1. The corporation title of said company is: Over Thirty Singles Club of The Gulf Coast, Inc.

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

Beryl Sauce Stiles	2305 Heritage Drive	Gautier, Miss.39553
Herman Beaver	2118 Chestwood Drive	Gautier, Miss.39553
Robin M. Sauce	2305 Heritage Drive	Gautier, Miss.39553

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

3. The domicile is at 2305 Heritage Drive, Gautier, Miss. 39553, with a mailing address of P.O. Box 812, Gautier, Mississippi 39553.

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 fraternal organization, as provided in Section 79-11-1, Code of Mississippi of 1972 and Amendments thereto.

5. Period of existence shall be perpetual.

6. The purpose for which this corporation is created is to provide social programs and events for widowed,divorced, seperated and never married adults over the age of 30--both male & female--that will, first of all, afford them an atmosphere more condusive to their good mental health and optimistic well being, and secondly, social programs that will go far in assisting them in their goals of being accepted in society as emotionally well adjusted, productive, single individuals in their own right; to carry on any and all 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.

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 any 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: Beryl Sauce Stiles
BERYL SAUCE STILES

Herman B. Beaver
HERMAN BEAVER

Robin Sauce
ROBIN M. SAUCE

STATE OF MISSISSIPPI
COUNTY OF JACKSON

This day personally appeared before me, the undersigned authority, Beryl Sauce Stiles, Herman Beaver and Robin M. Sauce, incorporators of the corporation known as Over Thirty Singles Club of the Gulf Coast, Inc. who acknowledged that they signed and delivered the above and foregoing Charter of Incorporation as their act and deed on this 1st day of January, 1982.

My Commission Expires:
7-27-82

Charlotte Leonard
NOTARY PUBLIC

BOOK NO. 75 PAGE 414

Received at the office of the Secretary of State, this the 28th day of December

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.

Eddie Floyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

December 29, 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-84

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

UNITY DEER 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 30th day of December, A.D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF Unity Deer 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 Unity Deer 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 Richard D. Mayatt, Larry G. Dew, Roy E. Hayes are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Unity Deer 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, Richard D. Mayatt, 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 day of Dec. 5, 1981 at Unity Deer Hunting Club Property at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the ~~12~~ 5th. day of December, 1981

Secretary Richard D. Mayatt

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: Unity Deer Hunting Club, Inc.

2. The names and post office address 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
Richard D. Mayatt	P.O. Box 103	Collinsville	Ms. 3932
Larry G. Dew	Rt. #1 Box 126A	Hickory	Ms. 3935
Foy E Hayes	Rt. #3, Box 531	Collinsville,	Ms. 3932

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

3. The domicile is at I-20 (Street and No.) Lake (City) Ms. (State)

4. (Here set out that the corporation is NonProfit 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 fo 1972, and amendments thereto.)

This is a non-profit organization solely for the purpose of recreation. The Unity Deer Hunting club will sell no shares of stock, pay no dividents nor divide among its members any funds.

5. Period of existence shall be perpetual.

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

All members will abide by State Game + Fish Commission laws. All members will conduct themselves in a manner to be considered good and fair citizens of the State of Mississippi. It is the purpose and intent of all members to preserve and promote wildlife in our 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.

Signatures: Richard D. Mayatt
Larry H. Dear
Ray E. Hayes

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of ~~Itt~~ Lauderdale

This day personally appeared before me, the undersigned authority Richard D. Mayatt, Larry H. Dear, incorporators of the corporation known as the Unity 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 10th day of December, 1981

My Commission Expires August 1, 1982. Wynette Posey

STATE OF MISSISSIPPI

County of Lauderdale

This day personally appeared before me, the undersigned authority Richard D. Mayatt, Larry H. Dear, Ray E. Hayes, incorporators of the corporation known as the Unity 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 17th day of December, 1981

My Commission Expires August 1, 1982. Wynette D. Posey

Received at the office of the Secretary of State this the 29th day of December 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.

Elaine Floyd Patterson
Secretary of State

Jackson, Miss., December 29, 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.

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

FIRST BAPTIST CHURCH OF McNEILL, 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 December, A.D., 1981.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

STATE OF MISSISSIPPI

COUNTY OF PEARL RIVER

RESOLUTION OF

FIRST BAPTIST CHURCH OF McNEILL

ON MOTION, duly made and carried this the 9th day of December, A. D., 1981.

BE IT RESOLVED that pursuant to the provisions of Title 79, Chapter 11, Mississippi Code of 1972, annotated, as amended, the following adult resident citizens of Mississippi are authorized to seek incorporation of the First Baptist Church of McNeill and to execute all documents necessary thereto, to-wit:

Dan Spiers
P. O. Box 186
McNeill, MS 39457

Odis Lott
P. O. Box 104
McNeill, MS 39457

Wayne Anderson
Route 1, Box 43 A
Carriere, MS 39426

I, the undersigned Church Clerk, for the organization aforesaid, do certify this is a true and accurate copy of the Resolution of First Baptist Church of McNeill, duly made and carried.

IN WITNESS WHEREOF, I place my signature this, the 9th day of December, A. D., 1981.

Mrs Frances Alsobrooks
Mrs. Frances Alsobrooks
Church Clerk of First Baptist
Church of McNeill

STATE OF MISSISSIPPI

COUNTY OF PEARL RIVER

CHARTER OF INCORPORATION

OF

FIRST BAPTIST CHURCH OF McNEILL, INC.

BEFORE ME, the undersigned Notary Public, duly commissioned and qualified in and for the County of Pearl River, State of Mississippi, personally came and appeared the several parties of full age and majority, residency as indicated in Article II hereof, whose signatures are affixed hereto, who declared that they , availing themselves of the provisions of Title 79, Chapter 11, Mississippi Code of 1972, annotated, as amended, do hereby organize and constitute themselves, as well as all other persons who may hereafter join or become associated with them, into a non-profit corporation, under and in accordance with the following Articles of Incorporation, to-wit:

ARTICLE I

The corporate title shall be "First Baptist Church of McNeill, Inc.".

ARTICLE II

The names and post office addresses of the subscribers to the incorporation of this corporation are as follows:

Dan Spiers
P. O. Box 136
McNeill, MS 39457

Odis Lott
P. O. Box 104
McNeill, MS 39457

Wayne Anderson
Route 1, Box 43 [illegible]
Carriere, MS 39426

ARTICLE III

The domicile of the corporation is hereby fixed in McNeill, Pearl River County, Mississippi, and the location of its registered office is Highway 11, South, P. O. Box 238, McNeill, MS 39457.

ARTICLE IV

Pursuant to the purposes and objects of the corporation as stated in Article VI hereafter, said corporation is now and ever shall be a NONPROFIT CORPORATION, and no shares of stock shall be issued. This is a church and charitable corporation.

ARTICLE V

The duration of this corporation shall be perpetual.

ARTICLE VI

This corporation shall not engage in any form of trade or commerce, or carry on any activities which result in a renumerative profit to the corporation or its members. Subject to the foregoing limitations, the object, business, or pursuit of this corporation shall be as follows:

1. To provide a place of worship for the members of the congregation of First Baptist Church of McNeill, Inc., and to minister the gospel of Jesus Christ for all purposes required in or consistent with Scripture, including, but not limited to, the purpose of:

(a) Envangelizing the unsaved through worship and evangelical services, training and educational ministries;

(b) Strenghthening and building up Christians in the most holy faith through worship, training, teaching and education of the saints;

(c) Actively engaging in the enterprise of missions both at home and abroad with prayers and financial

support;

(d) Educating our members and their children in a manner consistent with the requirements of Holy Scripture, both in Sunday and weekday schools of Christian education;

(e) To promote a sound Evangelical testimony, and true-to-the-Bible witness for the glory of Christ.

2. This corporation shall be operated and is to be maintained by donations, contributions, and any and all other forms of gifts and/or monetary gains incidental to the operation of any enterprise engaged in by this corporation authorized under its purposes and objects as enumerated herein.

3. To purchase, lease or to otherwise acquire and to hold, own, mortgage, pledge, give as security, sell, transfer, or in any manner, dispose of goods, merchandise, and property of any and every kind, class or description, wherever situated, as may be necessary or incidental to the purposes or objects of this corporation as reflected herein.

4. The purposes and objects specified herein shall be construed both as purposes and objects and rights and powers and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of clauses herein shall be regarded as independent purposes and objects, rights and powers, and the enumeration of specific purposes and objects, rights and powers shall not be construed to limit or restrict in any manner the meaning of general term of the general rights and powers of the corporation, except to the extent that said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose and objects of the corporation.

5. To have all further powers as all nonprofit corporations have, according to Mississippi Law.

ARTICLE VII

Pursuant to Title 79, Chapter 11, Mississippi Code of 1972, annotated as amended, the corporation shall not be required to make publication of their charter, the corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earning shall inure to the benefit of any member, director, or individual. and shall divide no dividends or profits among their members. The conditions and regulations of membership and rights or other privileges of members shall be determined and fixed by the Bylaws, and that expulsion shall be the only remedy for non-payment of dues. Furthermore, each member shall have the right to one vote in the election of all officers. 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 of such corporation; the loss of membership by death or otherwise, shall also terminate all interest of such member in the corporate assets.

ARTICLE VIII

The full name and post office address of its registered agent is: Dan Spiers, P. O. Box 186, McNeill, MS 39457.

ARTICLE IX

Until the first Monday after January 1, 1982, or until their successors are duly elected and qualified as provided hereinafter, whichever shall occur earlier, the directors of this corporation shall be:

Dan Spiers
Odis Lott
Wayne Anderson

All members in good standing in this corporation may vote in person or by proxy, a simple majority of votes being sufficient for approval by the said members of any

business to be transacted in the said meeting including but not limited to the election of Directors.

A general and annual meeting of the members entitled to vote for the election of Directors shall be held in the registered office of the corporation and shall take place on the first Monday following January 1st of each year.

The Board of Directors shall have the authority to call a special meeting of the membership by giving ten days written notice to each member at which special meeting any business may be discussed.

ARTICLE X

The Board of Directors shall have the authority to make and alter bylaws including the right to make and alter bylaws fixing the qualifications, classification, terms of office, or fixing or increasing the compensation of the Directors of said corporation, and/or any salaried employee or representative subject to the power of the voting members to change or repeal the bylaws so made.

If a vacancy in the Board of Directors should occur for any reason during their term of office,then and in that event,a special meeting of the voting members shall be called by the remaining Board of Directors for the purpose of electing a substitute Director to fulfill the duties of the vacant directorship for the remaining period of time for which that particular director was entitled to serve.

ARTICLE XI

A failure from any cause whatever to hold the annual meeting for the purpose of election of directors on the days specified hereinabove shall not dissolve the corporation, but the directors then in office shall remain in force until the said meeting is in fact held or until the date of the

subsequent annual meeting.

ARTICLE XII

The business and affairs of this corporation shall be managed and all corporate powers thereof shall be vested in and exercised by a Board of three Directors unless and until otherwise provided for by the bylaws of this corporation. Any director absent from the meeting may be represented by any other director or voting member who may cast the vote of the absent director according to the written special instructions of the said absent director.

ARTICLE XIII

A simple majority shall constitute a quorum in all the votes had by the directors or voting members of this corporation unless otherwise designated by the bylaws.

Dan Spiers
DAN SPIERS

Odis Lott
ODIS LOTT

Wayne Anderson
WAYNE ANDERSON

STATE OF MISSISSIPPI

COUNTY OF PEARL RIVER

PERSONALLY appeared before me, the undersinged authority in and for said County and State, the within named, DAN SPIERS, ODIS LOTT and WAYNE ANDERSON, who acknowledged that they signed and executed the foregoing Articles of Incorporation on the day and year therein written.

12/14/1981

C. C. Reyer
NOTARY PUBLIC

My Commission Expires:

Jan. 18/1984

Received at the Office of the Secretary of State, this the 22nd day of Dec., 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 does not violate the Constitution and Laws of this State, or of the United States.

This December 29, 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

DRUG AWARENESS, 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 December, A. D., 1981.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

RESOLUTION

RESOLUTION OF DRUG AWARENESS, 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 DRUG AWARENESS, an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a non-profit organization under the law of the State of Mississippi applicable thereto and that BETTY LIVINGSTON, EDWIN CARTER and PATRICIA BASS are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named DRUG AWARENESS, 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, PATRICIA BASS, 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 October, 1981, at Southaven, DeSoto 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 15th day of December, 1981.

Patricia Bass
SECRETARY

Sherri L. Thompson
WITNESS

THE CHARTER OF INCORPORATION OF DRUG AWARENESS

FIRST: The corporate title of the corporation is DRUG AWARENESS, INC.

SECOND: The period of its duration is perpetual.

THIRD: The names, street addresses, and post office addresses of the incorporators are:

NAME	STREET & POST OFFICE ADDRESS
Betty Livingston	7594 Cherry Valley Southaven, Mississippi 38671
Edwin Carter	2333 Ashland Drive Southaven, Mississippi 38671
Patricia Bass	1252 Coventry Cove Southaven, Mississippi 38671

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

FOURTH: The domicile of the corporation in this State is:

Drug Awareness, Inc.
7594 Cherry Valley
Southaven, Mississippi 38671.

FIFTH: This is a non-profit corporation, no shares of stock are to be issued, and is a charitable association.

SIXTH: The purposes for which the corporation is created, stated in general terms, are:

To solicit and accept gifts of any and every kind for the support of Drug Awareness, Inc., and for any other such institutions of a similar nature for which the Board of Drug Awareness, Inc. may elect to support.

The corporation shall be authorized to receive, administer and disburse funds and property of every description. These rights shall include, but shall not be limited to:

a) To accept gifts and to accept other transfers of property and funds from any source and subject to any conditions, provided that such property and funds

be administered and disbursed in furtherance of the corporate purpose.

b) To administer, invest and disburse funds and property in such manner as to best accomplish the corporate purpose.

c) To invest funds in any property or securities which are legal investments for the corporation.

d) To acquire, encumber and dispose of, and otherwise handle, real, personal or mixed property, wherever located.

e) To appoint any bank, trust company, or any other financial institution authorized by law to exercise corporate powers, to act as trustee or agent with any funds or property.

f) Insofar as consistent with the corporate purpose, to enter into contracts or other arrangements, to pledge or obligate its funds and property, to borrow money, and in general, to do any and all things which will further, directly or indirectly, the corporate purpose.

g) Insofar as consistent with the corporate purpose, to do any act authorized by the laws of the State of Mississippi for non-profit, non-share corporations.

SEVENTH: 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.

EIGHTH: No part of the net earnings of this corporation shall inure to the benefit of any private shareholder or any individual. The property of this corporation is irrevocably dedicated to charitable purposes and upon liquidation, dissolution or abandonment of the owner, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person, but will be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Sections 501(c) (3) and 509(a) (1), (2) or (3) of the Internal Revenue Code of 1954.

DATED: December 15, 1981.

INCORPORATORS:

BETTY LIVINGSTON

EDWIN CARTER

PATRICIA BASS

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
COUNTY OF DESOTO

THIS DAY personally appeared before me, the undersigned authority within and for the State and County aforesaid, BETTY LIVINGSTON, EDWIN CARTER and PATRICIA BASS, personally known by me to be the incorporators of the corporation known as DRUG AWARENESS, INC., who acknowledged that they signed, executed and delivered the above and foregoing Articles of Incorporation of DRUG AWARENESS, INC. as their voluntary act and deed on this the 15th day of December, 1981.

Steve L. Thompson
NOTARY PUBLIC

My Commission Expires:
MY COMMISSION EXPIRES
3-14-85

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

December 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
Assistant Attorney General.
Special

C-44

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

NEW PROVIDENCE WATER ASSOCIATION, INC.

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 30th day of December, A. D., 1981.

William F. Winter
Governor.

Attest:

Edwin Lloyd Pittman
Secretary of State.

RESOLUTION AUTHORIZING AMENDMENT TO BY-LAWS
AND AMENDMENT TO ARTICLES OF INCORPORATION

BE IT REMEMBERED that a Special Meeting of the members of the New Providence Water Association, Inc., a non-profit Mississippi corporation, was held in the auditorium of the Mississippi Power & Light Company at Carthage, Mississippi, February 17, 1981 for the purpose of considering the adoption of resolution authorizing an amendment to the corporation's by-laws as well as to the Articles of Incorporation.

The secretary certified and declared that all legal requirements had been met for the calling of the Special Meeting of members, and the president thereupon declared the meeting duly constituted. The president explained that the purpose of the meeting was to consider the adoption of a resolution authorizing amendments to the by-laws and the Articles of Incorporation so that there would be conformity with the laws and statutes as passed by Congress and so that the Internal Revenue Service will not treat the corporation as a taxable entity, but will continue to recognize the corporation as being exempt from taxes under Section 501(a) of the Internal Revenue code.

THEREUPON, on motion having been duly made, seconded and unanimously carried by all of the body present, the following resolution was adopted by the members as being an amendment to the by-laws of the corporation, adopted , as follows, to-wit:

"RESOLVED, that the by-laws of New Providence Water Association, Inc., a non-profit Mississippi corporation, herein after referred to as the association, be, and the same are amended to comply with Section 79-11-1, et seq. of the Mississippi Code of 1972, as amended, and that the association shall maintain a roster of all members, which shall include the date upon which each member joined; that the association shall maintain a roster of patrons which shall include periodic data as to services rendered by the water company. Such roster shall be the basis for any distribution of excess revenues of the water company. Any such distribution shall be to the members and shall be 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. Any amount to be distributed shall be net income or funds in excess of those needed to meet current losses and operating expenses; provided, that such amount to be distributed shall be in excess of that needed for normal, reasonable business purposes. That this amendment to the existing association by-laws shall be identified as Article XIV ."

THEREUPON, on motion having been duly made, seconded and unanimously carried by all of the body present, the following resolution was adopted as being an amendment to the Articles of Incorporation of New Providence Water Association, Inc., dated March 30, 1972 , as follows, to-wit: That Article VII is amended by deleting the following statement: "Shall make the loss of membership, by death or otherwise, the termination of an interest of such member in the corporate assets - - - ".

That said articles are further amended by inclusion of the following, identified as Articles VIII and IX, to-wit:

> Article VIII. In the event of voluntary or involuntary dissolution of the corporation, all of the assets of every kind whatsoever shall be liquidated and the proceeds therefrom shall first be applied on payment of any existing indebtedness against the corporation; and secondly, after payment of the indebtedness of the corporation, the proceeds shall be paid pro-rated, to each patron of the corporation based on such patron's equity in the corporation.
>
> Article IX. Upon dissolution if organization has gains from the sale of an appreciated asset, it must distribute said gain on a pro-rated basis to all persons who were members during the period when asset was owned by the organization.

George Morrell
President

Attest:
Ollie B. Gross
Secretary

C E R T I F I C A T E

I, Ollie B. Gross, secretary of New Providence Water Association, Inc., do hereby certify that the above and foregoing is a true and correct copy of an excerpt of the Minutes of a Special Meeting of the members of said corporation held February 17, 1981 at the Mississippi Power & Light Company building, Carthage, Mississippi, for the purpose of amending the corporation's by-laws.

Ollie B. Gross
Secretary

PROPOSED AMENDMENT PURSUANT TO SEC. 79-11-9,
MISSISSIPPI CODE OF 1972, AS AMENDED

STATE OF MISSISSIPPI

COUNTY OF LEAKE

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named Ollie B. Gross, secretary of New Providence Water Association, Inc., a Mississippi non-profit corporation, who after being first duly sworn by me, on her oath states the following:

That upon a special meeting of the membership of New Providence Water Association, Inc. on February 17, 1981, the following Resolution was adopted in reference to the amendment to the corporation's charter, to-wit:

A) That Article VII is amended by deleting the following statement: "Shall make the loss of membership by death or otherwise, the termination of an interest of such member in the corporate assets - - - ".

B) That said charter is further amended by inclusion of the following articles, to-wit:

Article VIII. In the event of voluntary or involuntary dissolution of the corporation, all of the assets of every kind whatsoever shall be liquidated and the proceeds therefrom shall first be applied on payment of any existing indebtedness against the corporation; and secondly, the proceeds shall be paid pro-rated, to each patron of the corporation based on such patron's equity in the corporation.

Article IX. Upon dissolution if organization has gains from the sale of an appreciated asset, it must distribute said gain on a pro-rated basis to all persons who were members during the period when asset was owned by the organization.

WITNESS MY SIGNATURE, this 21st day of December, 1981.

Ollie B. Gross
OLLIE B. GROSS, Secretary

Sworn to and subscribed before me, this 21st day of December, 1981.

Vernon R. Butler
NOTARY PUBLIC

My Commission Expires:

7/23/83

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

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.,

December 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-44

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 AND AGREEMENT OF MERGER OF

ITAWAMBA COUNTY FARM IMPROVEMENT ASSOCIATION (A.A.L.)
A Mississippi A. A. L. Cooperative

WITH AND INTO

LEE COUNTY COOPERATIVE (A.A.L.)
A Mississippi A. A. L. Cooperative

hereto attached was, pursuant to the provisions of the Laws of the State of Mississippi, filed in my office this the 31st day of December, 1981, and recorded in this office in Record of Incorporations Photostat Book No. 279, at pages 440 - 446.

Given under my hand and Seal of office hereunto affixed this 31st day of December, 1981.

Edwin Lloyd Pittman
Secretary of State.

ARTICLES AND AGREEMENT OF MERGER

THESE ARTICLES AND AGREEMENT OF MERGER made and entered into, effective as of the close of business on December 31, 1981, by and between the following merging corporations, namely:

LEE COUNTY COOPERATIVE (AAL) (hereinafter sometimes referred to as the surviving corporation), a Mississippi corporation organized, chartered and existing under the Agricultural Association Law of the State of Mississippi, with its principal offices and place of business situated at 1509 Green Street, Post Office Box 27, Tupelo, Mississippi 38801;

and

ITAWAMBA COUNTY FARM IMPROVEMENT ASSOCIATION (AAL), a Mississippi corporation organized, chartered and existing under the Agricultural Association Law of the State of Mississippi, with its principal offices and place of business situated at 408 South Spring Street, Post Office Box 158, Fulton, Mississippi 38843;

WITNESSETH THAT:

WHEREAS, both of the merging corporations are membership or non-stock cooperative corporations organized under the Agricultural Association Law of the State of Mississippi, which law vests the full voting control of said corporations in their respective members, with each member having one vote, and which corporations have, by virtue of §§79-17-27 and 79-3-5 Mississippi Code of 1972, all of the rights and powers, including the right and power of merger, vested in corporations organized under the Mississippi Business Corporation Law to the extent that such rights and powers are not inconsistent with the provisions of the Agricultural Association Law; and

WHEREAS, the Board of Directors of each of the merging corporations did, by resolution duly adopted by each of such Board of Directors, approve and adopt the written Plan of Merger hereinafter set forth, which Plan of Merger was duly signed and executed by the merging corporations, acting by and through their respective officers, who were duly authorized so to do; and

WHEREAS, the said resolutions adopted by the Board of Directors of each of the merging corporations did direct that the Plan of Merger should be submitted to the membership of the corporation for a vote upon the approval or the rejection of the Plan of

Merger, and did call and fix a day, time and place certain for a special meeting of membership to be held to consider and act upon the approval or rejection of the Plan of Merger, and did direct that the Secretary of the corporation should give more than twenty days written notice of such meeting to each member of the corporation and should forward to each member a full copy of the written Plan of Merger, along with the notice of the meeting stating that the purpose thereof was to consider and act upon the Plan of Merger; and

WHEREAS, pursuant to written notice given in the manner and form and for the time aforesaid, which notice was accompanied by a copy of the Plan of Merger as aforesaid, a special meeting of members of Itawamba County Farm Improvement Association (AAL) was held at the principal place of business of the corporation on December 28, 1981, and at the time of such meeting the total membership of Itawamba County Farm Improvement Association (AAL) was 219 members, each of whom was entitled to one vote, of which number 167 members voted in favor of the Plan of Merger, -0- members voted against the Plan of Merger, and 52 members were absent and did not vote; and

WHEREAS, the Plan of Merger, as hereinafter set forth, was declared to have been approved by more than two-thirds of the members of Itawamba County Farm Improvement Association (AAL), and the undersigned officers of Itawamba County Farm Improvement Association (AAL) were duly authorized to do all acts and things necessary or incidental to the full consummation of the Plan of Merger as hereinafter set forth, including the execution of these Articles and Agreement of Merger; and

WHEREAS, pursuant to written notice given in the manner and form and for the time aforesaid, which notice was accompanied by the Plan of Merger as aforesaid, a special meeting of members of Lee County Cooperative (AAL) was held at the principal place of business of the corporation on December 29, 1981, and at the time of such meeting the total membership of Lee County Cooperative (AAL) was 231 members, each of whom was entitled to one vote, of which number 189 members voted in favor of the Plan of Merger,

-0- members voted against the Plan of Merger, and 42 members were absent and did not vote; and

WHEREAS, the Plan of Merger, as hereinafter set forth, was declared to have been approved by more than two-thirds of the members of Lee County Cooperative (AAL), and the undersigned officers of Lee County Cooperative (AAL) were duly authorized to do all acts and things necessary or incidental to the full consummation of the Plan of Merger as hereinafter set forth, including the execution of these Articles and Agreement of Merger.

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS that all things prerequisite to the consummation of the Plan of Merger having been done and performed in compliance with the laws of the State of Mississippi, Itawamba County Farm Improvement Association (AAL) and Lee County Cooperative (AAL) do, by the execution of these Articles and Agreement of Merger, consummate the Plan of Merger upon and according to the following terms and provisions, namely:

1. The merging corporations are Lee County Cooperative (AAL), a corporation organized, chartered and existing under the Agricultural Association Law of the State of Mississippi, with its principal offices situated at 1509 South Green Street, Post Office Box 27, Tupelo, Mississippi 38801, and Itawamba County Farm Improvement Association (AAL), a corporation organized, chartered and existing under the Agricultural Association Law of the State of Mississippi, with its principal offices situated at 408 South Spring Street, Post Office Box 158, Fulton, Mississippi 38843.

2. Effective as of the close of business on December 31, 1981, Itawamba County Farm Improvement Association (AAL) shall be merged into Lee County Cooperative (AAL), and by virtue of such merger Itawamba County Farm Improvement Association (AAL) shall cease to exist and Lee County Cooperative (AAL) shall be the surviving corporation.

3. The terms and conditions of such merger and the method of carrying it out shall be as follows:

(a) The Articles of Incorporation and Association and the By-Laws of Lee County Cooperative (AAL), as presently in force and effect, shall be the Articles of Incorporation and Association and the By-Laws of the surviving corporation. The officers and directors of Lee County Cooperative (AAL) shall be the officers and directors of the surviving corporation. The principal place of business of the surviving corporation shall be at 1509 South Green Street, Post Office Box 27, Tupelo, Mississippi 38801.

(b) Each member of both of the merging corporations on the effective date of the merger shall become or shall continue to be a member of the surviving corporation following the merger and shall have and enjoy all of the rights and powers accorded to members by the Agricultural Association Law and by the Articles of Incorporation and Association and the By-Laws of the surviving corporation.

(c) On the effective date of the merger, the invested capital of Itawamba County Farm Improvement Association (AAL),

represented by issued and outstanding Certificates of Indebtedness, shall become and be a part of the invested capital of the surviving corporation and the holders of said certificates shall be accorded the same and identical rights and privileges by the surviving corporation as if such Certificates of Indebtedness had been initially issued by the surviving corporation to evidence a capital investment made in the surviving corporation by the holder of such certificates. On the effective date of the merger, the contributed capital of Itawamba County Farm Improvement Association (AAL) shall become and be a part of the contributed capital of the surviving corporation.

(d) As soon as practical following the effective date of the merger, the "net book value" of the equity or capital credits on the books of Itawamba County Farm Improvement Association (AAL) shall be determined by the accountants now serving both of the merging corporations in accordance with sound accounting principles ~~and practices. The term "net book value" as used herein shall mean the total face amount of the issued and outstanding (unredeemed) equity or capital credits of Itawamba County Farm Improvement Association (AAL) as of the close of business on December 31, 1981 (including any margins realized but not allocated as of said date), less the total amount of unallocated losses on the books of said corporation as of said date.~~ There shall then be determined the ratio or percentage which the net book value of equity or capital credits bears to the total face amount of the issued and outstanding equity or capital credits on the books of Itawamba County Farm Improvement Association (AAL). In order to determine the net book value of equity or capital credits issued to the holders of such credits in each of the prior fiscal years of Itawamba County Farm Improvement Association, such ratio or percentage shall then be applied to the face amount of the issued and outstanding equity or capital credits issued to each patron of Itawamba County Farm Improvement Association (AAL) in each of the prior fiscal years of said Association during which equity or capital credits were issued which remain outstanding and unredeemed as of the effective date of the merger. The net book value of the equity or capital credits issued to each patron of the said Association in each of its prior fiscal years as so determined shall then become and be a part of the issued and outstanding ~~equity or capital credits of the surviving~~ corporation according to the fiscal years in which such equity or capital credits were issued, the same to all intents and purposes as if such equity or capital credits had been initially issued by the surviving corporation; and the owners thereof shall be entitled to the same and identical rights and privileges as if such equity or capital credits had been issued and allocated by the surviving corporation.

4. As a result of the merger herein provided for, Lee County Cooperative (AAL), as the surviving corporation, shall possess all of the rights, privileges, immunities and franchises, as well of a public as of a private nature, of each of the merging corporations; and all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each of the corporations so merged shall be taken and deemed to be transferred to and vested in Lee County Cooperative (AAL) as the surviving corporation, without further act or deed; and the title to any real estate or interest therein, vested in either of said merging corporations, shall not revert or be in any way impaired by reason of such merger. Lee County Cooperative (AAL), as the surviving corporation, shall thenceforth be responsible and liable for all of the liabilities of each of the merging corporations, and any claim existing or action or proceeding by or against either of said merging corporations may be prosecuted as if such merger had not taken place; and neither the rights of creditors nor liens upon the property of either of the merging corporations shall be impaired by such merger.

IN TESTIMONY WHEREOF, the parties hereto, acting by and

through their duly authorized officers, have executed these Articles and Agreement of Merger, in quadruplicate original, on the date set forth in their respective verifications below.

LEE COUNTY COOPERATIVE (AAL)

BY: _____
Its President

ATTEST:

_____
Secretary

ITAWAMBA COUNTY FARM IMPROVEMENT ASSOCIATION (AAL)

BY: _____
Its President

ATTEST:

_____
Secretary

STATE OF MISSISSIPPI

COUNTY OF ITAWAMBA

Personally came and appeared before me, the undersigned authority in and for the State and County aforesaid, Danny Holley and Larry McCarthy, who being by me first duly sworn, on their oaths stated that they are respectively the President and Secretary of Itawamba County Farm Improvement Association (AAL), and that they have this day signed and delivered the above and foregoing Articles and Agreement of Merger for and on behalf of Itawamba County Farm Improvement Association (AAL), having been first duly authorized so to do, that the above and foregoing Plan of Merger has been approved by more than two-thirds of the members of Itawamba County Farm Improvement Association (AAL), and who further stated on oath that all of the matters and things alleged and contained in said Articles and Agreement of Merger are true and correct as therein stated according to the best of their knowledge, information and belief.

_____

_____

SWORN to and subscribed before me, this the 29th day of December, 1981.

_____
NOTARY PUBLIC

My Commission Expires:
1-2-84

STATE OF MISSISSIPPI

COUNTY OF LEE

Personally came and appeared before me, the undersigned authority in and for the State and County aforesaid, John P. Duncan and George W. Parker, who being by me first duly sworn, on their oaths stated that they are respectively the President and Secretary of Lee County Cooperative (AAL), and that they have this day signed and delivered the above and foregoing Articles and Agreement of Merger for and on behalf of Lee County Cooperative (AAL), having been first duly authorized so to do, that the above and foregoing Plan of Merger has been approved by more than two-thirds of the members of Lee County Cooperative (AAL), and who further stated on oath that all of the matters and things alleged and contained in said Articles and Agreement of Merger are true and correct as therein stated according to the best of their knowledge, information and belief.

John P. Duncan

Geo. W. Parker

SWORN to and subscribed before me, this the 29 day of December, 1981.

Glenda Self
NOTARY PUBLIC

My Commission Expires:
May 14, 1983

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 AMENDMENT TO THE CHARTER OF "MERCHANTS AND PLANTERS BANK," A MISSISSIPPI CORPORATION, HAZLEHURST, MISSISSIPPI, INCREASING ITS CAPITAL STOCK FROM $250,000 to $425,000, AND MERGER OF "BANK OF WESSON," A MISSISSIPPI CORPORATION, WESSON, MISSISSIPPI, WITH AND INTO "MERCHANTS AND PLANTERS BANK," A MISSISSIPPI CORPORATION, HAZLEHURST, MISSISSIPPI,

hereto attached was, pursuant to the provisions of the Laws of the State of Mississippi, filed in my office this the 31st day of December, 19 81, and recorded in this office in Record of Incorporations Photostat Book No. 279, at pages 447-495.

Given under my hand and Seal of office hereunto affixed this 31st day of December, 19 81.

Edwin Lloyd Pittman

Secretary of State.

BOOK 279 PAGE 448

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, HAZLEHURST, MISSISSIPPI, changing capital stock from $250,000 to $425,000, and including the merger of the BANK OF WESSON, WESSON, MISSISSIPPI, into and under the charter of the MERCHANTS AND FARMERS BANK, HAZLEHURST, 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 31st *day of* December *19* 81

Alanson V. Turnbough
Deputy Commissioner

Alanson V. Turnbough

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 601-354-6106

CERTIFICATE OF MERGER APPROVAL

WHEREAS the Merchants and Planters Bank, Hazlehurst, Copiah County, Mississippi, and the Bank of Wesson, Wesson, Copiah County, Mississippi, have applied to the Commissioner, Department of Banking and Consumer Finance, State of Mississippi, for permission to merge the Bank of Wesson into and under the charter of the Merchants and Planters Bank, as provided for under Section 81-5-85, Mississippi Code of 1972; and

WHEREAS the terms and conditions of the merger agreement are lawful, having been duly approved by the Board of Directors of both banks desiring to merge, and having been ratified in excess of two-thirds of the stockholders of both banks in annual meetings of the stockholders by the Bank of Wesson on August 13, 1981, and the Merchants and Planters Bank on August 13, 1981, statutory notice having been duly given; and

WHEREAS the Bank of Wesson will continue to operate as a branch bank in Wesson, to be known as the Bank of Wesson, Branch Bank of the Merchants and Planters Bank, Hazlehurst, under the charter of the Merchants and Planters Bank; and

WHEREAS the merger application has been carefully considered by the Commissioner, who is of the opinion that the said merger should be approved.

NOW THEREFORE, I, Glenn Smith, Commissioner, Department of Banking and Consumer Finance, State of Mississippi, by virtue of authority vested in me under Section 81-5-85, Mississippi Code of 1972, do hereby approve the merger of the Bank of Wesson into and under the charter of the Merchants and Planters Bank.

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 24th day of August, 1981.

Glenn Smith
Commissioner
Department of Banking and Consumer Finance
State of Mississippi

MERCHANTS & PLANTERS BANK
HAZLEHURST, MISSISSIPPI 39083

August 21, 1981

RECEIVED
AUG 21 1981
DEPT. OF BANKING
AND CONSUMER FINANCE
STATE OF MISSISSIPPI

Mr. Glenn Smith, Commissioner
Department of Banking and
Consumer Finance
State of Mississippi
1206 Woolfolk State Office Building
Post Office Drawer 731
Jackson, Mississippi 39205

Dear Glenn:

Enclosed are the original and two copies of the various forms required for merger of banks. These materials relate to the proposed merger of the Merchants and Planters Bank, Hazlehurst, Mississippi, with the Bank of Wesson, Wesson, Mississippi. We have also enclosed the filing fee of $1,000.

An application with the Federal Deposit Insurance Corporation for the proposed merger has recently been filed, and a copy of the application is enclosed for your information. In the application we requested an effective date of December 31, 1981.

Should you have any questions or need any additional information, please feel free to contact me or our attorney in Jackson, Mr. Leigh B. Allen, III, Post Office Drawer 119, Jackson, Mississippi 39205, Telephone Number 948-3101.

Very truly yours,

J. C. Stennett Jr.

J. C. STENNETT, JR.
President

CERTIFIED RESOLUTION

The undersigned, President of the Merchants and Planters Bank, Hazlehurst, Mississippi, hereby certifies that the following resolution was properly adopted at a meeting of the Directors of the Merchants and Planters Bank held on July 14, 1981, and that such resolution has not been rescinded or modified:

WHEREAS, it is the sense of this meeting that application should be made on behalf of this bank to the Federal Deposit Insurance Corporation for (A) written consent to merge with the Bank of Wesson organized under the laws of the State of Mississippi and having its principal place of business at 516 Spring Street, Wesson, Mississippi 39191, under the charter of Merchants and Planters Bank and with the title Merchants and Planters Bank and for (B) written consent to establish branches, both existing and approved but unopened, at all locations where Bank of Wesson now has approval for such branches;

NOW, THEREFORE, IT IS RESOLVED that the President or Vice President and the Cashier or Secretary of this Bank are hereby authorized and directed to make application on behalf of this Bank to the Federal Deposit Insurance Corporation to merge with the Bank of Wesson and establish branches at all locations approved as branches of the Bank of Wesson.

WHEREAS, an agreement of merger has been presented to and examined by the Directors, setting forth the terms and conditions of the proposed merger of this Bank with the Bank of Wesson, and the Directors having considered same,

NOW, THEREFORE, IT IS RESOLVED that the President or Vice President and the Cashier or Secretary of this Bank are hereby authorized and directed to execute the agreement of merger on behalf of this Bank, and the terms of said agreement of merger are hereby ratified and approved.

The above resolution is hereby certified to be a properly adopted resolution of the Merchants and Planters Bank, Hazlehurst, Mississippi, and has not been rescinded or modified.

WITNESS MY SIGNATURE this the 20 day of August, 1981.

J. C. Stennett Jr.

J. C. STENNETT, JR., President

RESOLUTION

WHEREAS, the proposed merger of this Bank with the Merchants and Planters Bank, Hazlehurst, Mississippi, has been approved in principle by resolution adopted by this Board on March 25, 1981, and

WHEREAS, an agreement of merger has been presented to and examined by the Directors, setting forth the terms and conditions of the proposed merger of this Bank with the Merchants and Planters Bank, Hazlehurst, Mississippi, and the Directors having considered same,

NOW, THEREFORE, IT IS RESOLVED that the President or Vice President and the Cashier or Secretary of this Bank are hereby authorized and directed to execute the agreement of merger on behalf of this Bank, and the terms of said agreement of merger are hereby ratified and approved; further

IT IS RESOLVED, that the President or Vice President and the Cashier or Secretary of this institution are hereby authorized and directed to make application on behalf of this institution to the Federal Deposit Insurance Corporation to merge with the Merchants and Planters Bank, Hazlehurst, Mississippi.

The above Resolution has not been rescinded or modified and has been duly entered in the minute book of Bank of Wesson, Wesson, Mississippi.

We hereby certify that the above is a true and correct copy of Resolution adopted by the Board of Directors on July 20, 1981.

Date: July 22, 1981

Name of Other Institution: Bank of Wesson, Wesson, Mississippi

By: Edward R Berry
President

Attest: Mildred Stallcop
Cashier

CERTIFICATE

The attached Notice of Special Meeting of Shareholders, Proxy Statement and Proxy are true and correct copies of the Notice of Special Meeting of Shareholders, Proxy Statement and Proxy mailed to the shareholders of the Bank of Wesson on or before July 30, 1981.

WITNESS MY SIGNATURE, this the 20th day of August, 1981.

Edward R Berry
EDWARD R. BERRY, President

BANK OF WESSON
516 Spring Street
Wesson, Mississippi 39191

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON AUGUST 13, 1981

Dear Shareholder:

A special meeting of the shareholders of the Bank of Wesson (the Bank) will be held at the main office of the Bank at 516 Spring Street, Wesson, Mississippi, on Thursday, August 13, 1981, at 2:00 o'clock P.M., Mississippi time, for the following purposes:

1. To vote on the proposed merger of the Bank with the Merchants and Planters Bank, Hazlehurst, Mississippi in accordance with an "Agreement of Merger" described in the enclosed proxy materials.

2. To transact such other business as may properly come before the meeting or any adjournments thereof.

The close of business on July 31, 1981, has been fixed as the record date for the determination of the shareholders entitled to notice of and to vote at the special meeting or any adjournments thereof.

You are requested to sign and return the enclosed proxy as promptly as possible, whether or not you plan to attend the meeting in person. If you do attend the meeting you may then withdraw your proxy. The proxy may be revoked at any time prior to its exercise by written notice to the cashier of the Bank, by revocation at the meeting, or by execution of a subsequently dated proxy.

By order of the Board of Directors.

Mildred Hallam
Vice-President and Cashier

Dated and mailed
July 30, 1981

BOOK 279 PAGE 459

BANK OF WESSON
516 Spring Street
Wesson, Mississippi 39191

PROXY STATEMENT FOR THE SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON AUGUST 13, 1981

I. GENERAL.

This proxy statement is furnished to the shareholders of the Bank of Wesson (the Bank) in connection with the solicitation by the Board of Directors of the Bank for proxies to be voted at the special meeting of shareholders to be held at the offices of the Bank at 516 Spring Street, Wesson, Mississippi 39191, on Thursday, August 13, 1981, at 2:00 P.M., Mississippi time, and any adjournments thereof. The purpose of this special meeting will be to vote upon the proposed merger of the Bank with the Merchants and Planters Bank, Hazlehurst, Mississippi in accordance with the Agreement of Merger as described herein. If the merger is approved, each shareholder of the Bank will be issued one share of the common stock of the Merchants and Planters Bank, par value 33-1/3 dollars, in exchange for each 2.1904762 shares of the common stock of the Bank. There are presently issued and outstanding 11,500 shares of the common stock of the Bank, par value $10. To accomplish the merger, the Merchants and Planters Bank will issue 5,250 newly authorized shares for the 11,500 shares of the Banks' stock.

Only those shareholders of record on the books of the Bank at the close of business on July 31, 1981, shall be entitled to notice of and to vote at the meeting. On that date

the Bank had 11,500 shares of common stock issued and outstanding, each entitled to one vote, except that in the election of directors, each shareholder is allowed to vote his shares cumulatively.

A shareholder may vote his shares in person or by proxy. Any shareholder giving a proxy has the power to revoke it any time prior to the voting thereof by giving written notice to the cashier, by actual attendance at the meeting, or by execution of a subsequently dated proxy.

Solicitation of proxies will be primarily by mail. Employees or directors of the Bank may, however, be used to solicit proxies by means of telephone or personal contact. The total cost of the solicitation will be borne by the Bank, and it is anticipated that this cost will be immaterial.

The Board of Directors of the Bank is not aware of any other matters other than as set forth herein which may properly be, or which are likely to be, brought before the meeting. If other matters do come before the meeting, the persons named in the accompanying proxy or their substitutes will vote the shares represented by such proxies in accordance with the recommendations of the Board of Directors of the Bank.

II. DESCRIPTION OF PROPOSED MERGER.

The following discussion summarizes the proposed Agreement of Merger between the Bank and the Merchants and Planters Bank,

Hazlehurst, Mississippi. A copy of the Agreement of Merger can be obtained from the Bank on request.

At its July meeting, the Board of Directors of the Bank approved the Agreement of Merger and authorized submission of the merger proposal to the shareholders of the Bank. The Board of Directors recommends that shareholders vote for the proposed merger with the Merchants and Planters Bank.

Pursuant to the terms of the Agreement of Merger, at the time the merger is effective, the Merchants and Planters Bank will issue up to 5,250 shares of its common stock par value 33-1/3 dollars per share, in exchange for all of the 11,500 outstanding shares of the common stock of the Bank, or so much thereof as is offered for exchange by the Bank's shareholders. Each shareholder of the Bank will receive one share of the common stock of Merchants and Planters Bank for each 2.1904762 shares of the common stock of the Bank exchanged pursuant to the merger agreement.

No fractional shares of the Merchants and Planters Bank will be issued. In lieu of the issuance of fractional shares, the aggregate of all fractional interests will be pooled and held in trust for the use and benefit of the shareholders of the Bank as their interests may appear. Shares representing aggregate fractional interests shall be offered to bid and sold, for cash, to the highest bidder. Proceeds of this sale will be distributed pro rata to the Bank's shareholders who otherwise would have been entitled to fractional shares.

Following the merger the Bank will be operated as the Bank of Wesson, a branch bank of Merchants and Planters Bank. The Directors of the Bank will become Directors of the Merchants and Planters Bank and, except for Edward R. Berry, the officers of the Bank will become officers of the Merchants and Planters Bank under the titles previously held by them. Edward R. Berry, who is currently the president of the Bank will become president of the Bank of Wesson, a branch bank of the Merchants and Planters Bank. No officer of director of the Bank has been offered any employment contract or incentive in connection with the proposed merger.

Following the merger, the merged bank will operate under the bylaws and charter of incorporation of the Merchants and Planters Bank.

Under the laws of the State of Mississippi, the plan of merger must be approved by at least two-thirds of the outstanding shares of each bank. Since there are presently 11,500 shares of the common stock of the Bank outstanding, the plan of merger will have to receive 7,667 affirmative votes by the shareholders in order to be approved.

Since both the Bank and the Merchants and Planters Bank are subject to the regulatory authority of the Department of Banking and Consumer Finance of the State of Mississippi and the Federal Deposit Insurance Corporation, both of which must approve the proposed merger, there will be a considerable period of time between approval of the merger by the shareholders of the banks and

actual consummation of the merger. During this interim period both banks will continue to be operated separately. The Agreement of Merger, however, places certain restrictions on both banks during this period. Under the agreement, both banks are obligated to use their best efforts to maintain the book value of each bank in amounts at least as great as shown on the books of each bank as of June 30, 1981. Although each bank may, during this interim period, continue to pay regular cash dividends customarily paid by it, neither bank shall be allowed to declare any stock dividend, or dispose of any of its assets, or engage in any business activity other than in the regular course of business.

Even after the proposed merger has been approved by the shareholders of the respective banks, the Agreement of Merger may be terminated: (1) by the mutual consent of the Board of Directors of both Banks; (2) if the merger is not consummated by September 30, 1982; or (3) by either of the banks if the other bank suffers a material adverse change in its financial condition, business, properties, or prospects.

The Boards of Directors of both banks recommend the merger since the resulting merged bank will offer greater flexibility in allowing the banks to prosper in current, competitive market conditions. The merged banks will be enabled to offer broader services, increase their lending capacities, make better investments, and otherwise benefit from the economies of scale of the merged banks.

III. OTHER INFORMATION ABOUT THE BANK AND THE MERCHANTS AND PLANTERS BANK.

The only office of the Bank of Wesson is its main office located at 516 Spring Street, Wesson, Mississippi. The Bank employs 14 persons.

The Merchants and Planters Bank has its main office at 105 Caldwell Drive, Hazlehurst, Mississippi and has a branch bank, the Georgetown Bank, Georgetown, Mississippi. The Merchants and Planters Bank employs approximately 30 persons.

The Bank maintains a defined benefit retirement plan for its employes. Under the Agreement of Merger, the Merchants and Planters Bank, which currently has no such plan, has stated its intention to institute a retirement plan which will provide to the employees of the merged bank benefits substantially equivalent to those provided under the Bank's plan.

The only litigation pending against either bank is a suit against the Merchant and Planters Bank in an amount which, in the opinion of that Bank, is immaterial.

There is no active market for the shares of either this Bank or the Merchants and Planters Bank. Accordingly, no "market" price for either of the shares can be quoted. The Merchants and Planters Bank is, however, aware of transfers of 146 shares of its stock in arms length transactions, since July 16, 1980, all of which were at a price of $325 per share. The Bank is aware of no arms length transfers of its stock within the last 12 months. Attached as exhibits to this proxy statement are unaudited financial statements of both banks and a pro forma statement of the merged Bank which should be reviewed by each shareholder.

The following chart summarizes annual dividends per share for the past five years for this Bank and the Merchants and Planters Bank. The Board of Directors of the Merchants and Planters Bank intends, subject to the availability of profits and economic conditions, to pay dividends on the shares of the merged bank in amounts which will yield to the shareholders a dividend equivalent to the dividends which generally have been paid to the shareholders of the Bank of Wesson.

	Merchants & Planters Bank	Bank of Wesson
1980	$10.00	$ 8.00
1979	$20.00	$ 8.00
1978	$20.00	$ 8.00
1977	$15.00	$ 7.00
1976	$15.00	$ 7.00

IV. RIGHTS OF SHAREHOLDERS TO DISSENT FROM THE PROPOSED MERGER.

Under the Mississippi Business Corporations Act, any shareholder of a corporation has the right to dissent from a plan of merger to which the corporation is a party as to part or all of his shares. The following summarizes a shareholder's right to dissent. If a shareholder wishes to exercise his rights to dissent, he should consult his attorney or other advisor to insure that all procedures are followed to protect his statutory rights.

Any shareholder electing to exercise his right to dissent from the proposed merger must file with the Bank, prior

to or at the shareholders meeting on August 13, 1981, a written objection to such proposed merger. If the dissenting shareholder does not vote in favor of the merger and the merger is approved, the dissenting shareholder must, within 10 days after the date on which the vote is taken, make written demand on the Bank for payment of the fair value of such shareholder's shares. Once a written demand for payment of the fair value of the shareholder's shares is made, the demand may not be withdrawn unless the Bank consents thereto. Within 20 days after making the demand, the shareholder must submit his stock certificate or certificates to the Bank.

Any dissenting shareholder failing to timely: (1) object to the proposed merger; (2) make written demand for payment of the fair value of his shares; and (3) submit his shares to the Bank; shall be bound by the terms of the proposed merger. If a shareholder follows the required procedures to dissent, he will be entitled to receive the fair value of his shares after the merger is effected.

Within 10 days after the merger is effective, the Bank shall give written notice to each dissenting shareholder and make a written offer to each dissenting shareholder to pay for his shares at a specified price deemed by the Bank to be the fair value thereof.

If, within 30 days after the merger is effective, the dissenting shareholder and the Bank do not agree on the value of his shares, then the Bank, within 30 days after receipt of written

demand from any dissenting shareholder given within 60 days after the date on which the merger is effective, shall file a petition in the chancery court asking that a fair value of such shares be found and determined. If the bank fails to institute the proceedings in the chancery court as provided, any dissenting shareholder may do so in the name of the bank. In such action, all dissenting shareholders shall be made parties to the proceeding as an action against their shares.

V. FEDERAL INCOME TAX CONSEQUENCES AND ACCOUNTING TREATMENT.

The merger is designed so that it should not result in recognition of gain or loss for federal income tax purposes to the shareholders of either bank. Anyone who exercises dissenter's rights, however, must recognize a gain or loss. No ruling on the tax consequences of the merger has or will be sought from the Internal Revenue Service. In the event the exchange is held to be a taxable event, the shareholders of the Bank would recognize gain or loss, long-term or short-term depending upon the length of time the shares have been held by each shareholder.

In the event that 90 percent or more of the holders of the outstanding stock of the Bank assent to the proposed merger and do not exercise their dissenter's rights, it is anticipated that the merger will be accounted for as a "pooling of interests." This method of accounting would provide for the combination of the various asset, liability, and capital accounts of the Bank with the Merchants and Planters Bank.

STATEMENTS OF CONDITION
(In Thousands of Dollars)

June 30, 1981

	Merchants and Planters Bank, Hazlehurst	Bank of Wesson Wesson	Pro Forma Combined
ASSETS:			
Cash and Due from Banks	770	1,895	2,660
U. S. and Agencies Securities	7,189	3,862	11,051
Tax Exempt Securities	3,069	2,128	5,197
Federal Funds Sold	2,800	1,200	4,000
Loans and Discounts	9,680	4,433	14,113
Loan Valuation Reserve (Deducted)	(89)	(71)	(160)
Bank Premises and Equipment	845	152	997
Other Assets	808	--	808
TOTAL ASSETS	25,072	13,599	38,666
LIABILITIES:			
Demand Deposits	3,890	2,336	6,221
Savings Deposits	3,720	1,692	5,412
Time Deposits	14,808	8,076	22,884
TOTAL DEPOSITS	22,418	12,104	34,517
Liabilities for Borrowed Money	--	--	--
Other Liabilities	518	14	532
TOTAL LIABILITIES	22,936	12,118	35,049
CAPITAL ACCOUNTS:			
Capital Stock	250	115	425
Surplus	1,675	1,115	2,730
Other Capital Accounts	211	251	462
TOTAL CAPITAL ACCOUNTS	2,136	1,481	3,617
TOTAL LIABILITIES AND CAPITAL ACCOUNTS	25,072	13,599	38,666

REVOCABLE PROXY FOR THE SPECIAL MEETING OF SHAREHOLDERS
BANK OF WESSON
WESSON, MISSISSIPPI
August 13, 1981

THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS OF THE BANK OF WESSON, WESSON, MISSISSIPPI:

I, the undersigned shareholder of the Bank of Wesson, Wesson, Mississippi, hereby nominate, constitute, and appoint John B. Tullos and Robert M. Hearin, Sr., or either of them, as my true and lawful attorney with full power of substitution for me and in my name to vote all of the common stock of the Bank of Wesson standing in my name on its books at the close of business on July 31, 1981, at the special meeting of shareholders thereof to be held at the main office of the Bank at 516 Spring Street, Wesson, Mississippi 39191 on August 13, 1981, at 2:00 o'clock P.M., and at any adjournment thereof, with all the powers the undersigned would possess if personally present as follows:

1. To vote for the proposed merger of the Bank of Wesson with the Merchants and Planters Bank, Hazlehurst, Mississippi, pursuant to the Agreement of Merger dated July 22, 1981.

2. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting.

When shares are held by joint tenants, both must sign. When signing as an attorney, executor, administrator, trustee, or guardian, please give full title as such. If a corporation, please sign in full corporate name by President or other authorized officer and attach a copy of an authorizing resolution. If a partnership, please sign in partnership name by authorized person.

_____

Date: _____

_____

Date: _____

NAME: _____

No. of Shares: _____

CERTIFICATE

The attached Notice of Special Meeting of Shareholders, Proxy Statement and Proxy are true and correct copies of the Notice of Special Meeting of Shareholders, Proxy Statement and Proxy mailed to the shareholders of the Merchants and Planters Bank on or before July 30, 1981.

WITNESS MY SIGNATURE, this the 27th day of August, 1981.

J. C. Stennett, Jr.

J. C. Stennett, Jr., President

MERCHANTS AND PLANTERS BANK
105 Caldwell Drive
Hazlehurst, Mississippi 39401

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON AUGUST 13, 1981

Dear Shareholder:

A special meeting of the shareholders of Merchants and Planters Bank (the Bank) will be held at the main office of the Bank at 105 Caldwell Drive, Hazlehurst, Mississippi, on Thursday, August 13, 1981, at 3:00 o'clock P.M., Mississippi time, for the following purposes:

1. To vote on the proposed merger of the Bank with the Bank of Wesson in accordance with an "Agreement of Merger" described in the enclosed proxy materials.

2. To amend the Articles of Incorporation of the Bank to increase the authorized common stock of the Bank from 7,500 shares to 12,750 shares, par value 33-1/3 dollars per share, to be used to effect the merger, under which 5,250 shares of the Bank's stock will be exchanged with up to 11,500 shares of the common stock of the Bank of Wesson.

3. To transact such other business as may properly come before the meeting or any adjournments thereof.

The close of business on July 31, 1981, has been fixed as the record date for the determination of the shareholders entitled to notice of and to vote at the special meeting or any adjournments thereof.

You are requested to sign and return the enclosed proxy as promptly as possible, whether or not you plan to attend the meeting in person. If you do attend the meeting you may then withdraw your proxy. The proxy may be revoked at any time prior to its exercise by written notice to the cashier of the Bank, by revocation at the meeting, or by execution of a subsequently dated proxy.

By order of the Board of Directors.

Larry Horton
Vice-President and Cashier

Dated and mailed
July 30, 1981

MERCHANTS AND PLANTERS BANK
105 Caldwell Drive
Hazlehurst, Mississippi 39401

PROXY STATEMENT FOR THE SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON AUGUST 13, 1981

I. GENERAL.

This proxy statement is furnished to the shareholders of Merchants and Planters Bank (the Bank) in connection with the solicitation by the Board of Directors of the Bank for proxies to be voted at the special meeting of shareholders to be held at the offices of the Bank at 105 Caldwell Drive, Hazlehurst, Mississippi 39401, on Thursday, August 13, 1981, at 3:00 P.M., Mississippi time, and any adjournments thereof. The purpose of this special meeting will be to vote upon the proposed merger of the Bank with the Bank of Wesson in accordance with the Agreement of Merger as described herein. If the merger is approved, the Bank will issue up to 5,250 shares of its common stock in exchange for up to 11,500 shares of the common stock of the Bank of Wesson, at an exchange ratio of 2.1904762 shares of Bank of Wesson stock for each share of the common stock of the Bank. In order to acomplish this exchange, the shareholders of the Bank must also vote to amend the Articles of Incorporation of the Bank to increase the number of authorized shares of common stock from 7,500 to 12,750 shares, par value 33-1/3 dollars per share.

Only those shareholders of record on the books of the Bank at the close of business on July 31, 1981, shall be entitled to notice of and to vote at the meeting. On that date

the Bank had 7,500 shares of common stock issued and outstanding, each entitled to one vote, except that in the election of directors, each shareholder is allowed to vote his shares cumulatively.

A shareholder may vote his shares in person or by proxy. Any shareholder giving a proxy has the power to revoke it any time prior to the voting thereof by giving written notice to the cashier, by actual attendance at the meeting, or by execution of a subsequently dated proxy.

Solicitation of proxies will be primarily by mail. Employees or directors of the Bank may, however, be used to solicit proxies by means of telephone or personal contact. The total cost of the solicitation will be borne by the Bank, and it is anticipated that this cost will be immaterial.

The Board of Directors of the Bank is not aware of any other matters other than as set forth herein which may properly be, or which are likely to be, brought before the meeting. If other matters do come before the meeting, the persons named in the accompanying proxy or their substitutes will vote the shares represented by such proxies in accordance with the recommendations of the Board of Directors of the Bank.

II. DESCRIPTION OF PROPOSED MERGER.

The following discussion summarizes the proposed Agreement of Merger between the Bank and the Bank of Wesson. A

copy of the Agreement of Merger can be obtained from the Bank on request.

At its July meeting, the Board of Directors of the Bank approved the Agreement of Merger and authorized submission of the merger proposal to the shareholders of the Bank. The Board of Directors recommends that shareholders vote for the proposed merger with the Bank of Wesson.

Pursuant to the terms of the Agreement of Merger, at the time the merger is effective, the Bank will issue up to 5,250 shares of the common stock of the Bank, par value 33-1/3 dollars per share, in exchange for all the 11,500 of the oustanding shares of the common stock of the Bank of Wesson, or so much thereof as is offered for exchange by the Bank of Wesson shareholders. Each shareholder of the Bank of Wesson will receive one share of the common stock of Merchants and Planters Bank for each 2.1904762 shares of the common stock of the Bank of Wesson exchanged pursuant to the merger agreement.

No fractional shares of the Merchants and Planters Bank will be issued. In lieu of the issuance of fractional shares, the aggregate of all fractional interests will be pooled and held in trust for the use and benefit of the shareholders of the Bank of Wesson as their interests may appear. Shares representing aggregate fractional interests shall be offered to bid and sold, for cash, to the highest bidder. Proceeds of this sale will be distributed pro rata to the Bank of Wesson shareholders who otherwise would have been entitled to fractional shares.

Following the merger the Bank of Wesson will be operated as the Bank of Wesson, a branch bank of Merchants and Planters Bank. The Directors of the Bank of Wesson will become Directors of the Merchants and Planters Bank and, except for Edward R. Berry, the officers of the Bank of Wesson will become officers of the Merchants and Planters Bank under the titles previously held by them. Edward R. Berry, who is currently the president of the Bank of Wesson, will become president of the Bank of Wesson, a branch bank of the Merchants and Planters Bank. No officer of director of the Bank of Wesson has been offered any employment contract or incentive in connection with the proposed merger.

Following the merger, the merged banks will operate under the bylaws and charter of incorporation of the Merchants and Planters Bank.

Under the laws of the State of Mississippi, the plan of merger must be approved by at least two-thirds of the outstanding shares of each bank. Since there are presently 7,500 shares of the common stock of the Bank outstanding, the plan of merger will have to receive 5,000 affirmative votes by the shareholders in order to be approved.

Since both the Bank and the Bank of Wesson are subject to the regulatory authority of the Department of Banking and Consumer Finance of the State of Mississippi and the Federal Deposit Insurance Corporation, both of which must approve the proposed merger, there will be a considerable period of time between approval of the merger by the shareholders of the banks and

actual consummation of the merger. During this interim period both banks will continue to be operated separately. The Agreement of Merger, however, places certain restrictions on both banks during this period. Under the agreement, both banks are obligated to use their best efforts to maintain the book value of each bank in amounts at least as great as shown on the books of each bank as of June 30, 1981. Although each bank may, during this interim period, continue to pay regular cash dividends customarily paid by it, neither bank shall be allowed to declare any stock dividend, or dispose of any of its assets, or engage in any business activity other than in the regular course of business.

Even after the proposed merger has been approved by the shareholders of the respective banks, the Agreement of Merger may be terminated: (1) by the mutual consent of the Board of Directors of both Banks; (2) if the merger is not consummated by September 30, 1982; or (3) by either of the banks if the other bank suffers a material adverse change in its financial condition, business, properties, or prospects.

The Boards of Directors of both banks recommend the merger since the resulting merged bank will offer greater flexibility in allowing the banks to prosper in current, competitive market conditions. The merged banks will be enabled to offer broader services, increase their lending capacities, make better investments, and otherwise benefit from the economies of scale of the merged banks.

III. OTHER INFORMATION ABOUT THE BANK AND THE BANK OF WESSON.

The only office of the Bank of Wesson is its main office located at 516 Spring Street, Wesson, Mississippi. The Bank employs 14 persons.

The Merchants and Planters Bank has its main office at 105 Caldwell Drive, Hazlehurst, Mississippi and has a branch bank, the Georgetown Bank, Georgetown, Mississippi. The Bank employs approximately 30 persons.

The Bank of Wesson maintains a defined benefit retirement plan for its employes. Under the Agreement of Merger, the Merchants and Planters Bank, which currently has no such plan, has stated its intention to institute a retirement plan which will provide to the employes of the merged bank benefits substantially equivalent to those provided under the Bank of Wesson plan.

The only litigation pending against either bank is a suit against the Merchant and Planters Bank in an amount which, in the opinion of the Bank, is immaterial.

There is no active market for the shares of either this Bank or the Bank of Wesson. Accordingly, no "market" price for either of the shares can be quoted. The Bank is, however, aware of transfers of 146 shares of the Bank's stock in arms length transactions, since July 16, 1980, all of which were at a price of $325 per share. The Bank of Wesson is aware of no arms length transfers of its stock within the last 12 months. Attached as exhibits to this proxy statement are unaudited financial state-

ments of both banks and a pro forma statement of the merged Bank which should be reviewed by each shareholder.

The following chart summarizes annual dividends per share for the past five years for this Bank and the Bank of Wesson. The Board of Directors of the Merchants and Planters Bank intends, subject to the availability of profits and economic conditions, to pay dividends on the shares of the merged bank in amounts which will yield to the shareholders a dividend equivalent to the dividends which generally have been paid to the shareholders of the Bank of Wesson.

	Merchants & Planters Bank	Bank of Wesson
1980	$10.00	$ 8.00
1979	$20.00	$ 8.00
1978	$20.00	$ 8.00
1977	$15.00	$ 7.00
1976	$15.00	$ 7.00

IV. RIGHTS OF SHAREHOLDERS TO DISSENT FROM THE PROPOSED MERGER.

Under the Mississippi Business Corporations Act, any shareholder of a corporation has the right to dissent from a plan of merger to which the corporation is a party as to part or all of his shares. The following summarizes a shareholder's right to dissent. If a shareholder wishes to exercise his rights to dissent, he should consult his attorney or other advisor to insure that all procedures are followed to protect his statutory rights.

Any shareholder electing to exercise his right to dissent from the proposed merger must file with the Bank, prior

to or at the shareholders meeting on August 13, 1981, a written objection to such proposed merger. If the dissenting shareholder does not vote in favor of the merger and the merger is approved, the dissenting shareholder must, within 10 days after the date on which the vote is taken, make written demand on the Bank for payment of the fair value of such shareholder's shares. Once a written demand for payment of the fair value of the shareholder's shares is made, the demand may not be withdrawn unless the Bank consents thereto. Within 20 days after making the demand, the shareholder must submit his stock certificate or certificates to the Bank.

Any dissenting shareholder failing to timely: (1) object to the proposed merger; (2) make written demand for payment of the fair value of his shares; and (3) submit his shares to the Bank; shall be bound by the terms of the proposed merger. If a shareholder follows the required procedures to dissent, he will be entitled to receive the fair value of his shares after the merger is effected.

Within 10 days after the merger is effective, the Bank shall give written notice to each dissenting shareholder and make a written offer to each dissenting shareholder to pay for his shares at a specified price deemed by the Bank to be the fair value thereof.

If, within 30-days after the merger is effective, the dissenting shareholder and the Bank do not agree on the value of his shares, then the Bank, within 30 days after receipt of written demand from any dissenting shareholder given within 60 days after

the date on which the merger is effective, shall file a petition in the chancery court asking that a fair value of such shares be found and determined. If the bank fails to institute the proceedings in the chancery court as provided, any dissenting shareholder may do so in the name of the bank. In such action, all dissenting shareholders shall be made parties to the proceeding as an action against their shares.

V. FEDERAL INCOME TAX CONSEQUENCES AND ACCOUNTING TREATMENT.

The merger is designed so that it should not result in recognition of gain or loss for federal income tax purposes to the shareholders of either bank. Anyone who exercises dissenter's rights, however, must recognize a gain or loss. No ruling on the tax consequences of the merger has or will be sought from the Internal Revenue Service. In the event the exchange is held to be a taxable event, the shareholders of the Bank of Wesson would recognize gain or loss, long-term or short-term depending upon the length of time the shares have been held by the Bank of Wesson shareholders.

In the event that 90 percent or more of the holders of the outstanding stock of the Bank of Wesson assent to the proposed merger and do not exercise their dissenter's rights, it is anticipated that the merger will be accounted for as a "pooling of interests." This method of accounting would provide for the combination of the various asset, liability, and capital accounts of the Bank with the Bank of Wesson.

STATEMENTS OF CONDITION
(In Thousands of Dollars)

June 30, 1981

	Merchants and Planters Bank, Hazlehurst	Bank of Wesson Wesson	Pro Forma Combined
ASSETS:			
Cash and Due from Banks	770	1,895	2,660
U. S. and Agencies Securities	7,189	3,862	11,051
Tax Exempt Securities	3,069	2,128	5,197
Federal Funds Sold	2,800	1,200	4,000
Loans and Discounts	9,680	4,433	14,113
Loan Valuation Reserve (Deducted)	(89)	(71)	(160)
Bank Premises and Equipment	845	152	997
Other Assets	808	--	808
TOTAL ASSETS	25,072	13,599	38,666
LIABILITIES:			
Demand Deposits	3,890	2,336	6,221
Savings Deposits	3,720	1,692	5,412
Time Deposits	14,808	8,076	22,884
TOTAL DEPOSITS	22,418	12,104	34,517
Liabilities for Borrowed Money	--	--	--
Other Liabilities	518	14	532
TOTAL LIABILITIES	22,936	12,118	35,049
CAPITAL ACCOUNTS:			
Capital Stock	250	115	425
Surplus	1,675	1,115	2,730
Other Capital Accounts	211	251	462
TOTAL CAPITAL ACCOUNTS	2,136	1,481	3,617
TOTAL LIABILITIES AND CAPITAL ACCOUNTS	25,072	13,599	38,666

REVOCABLE PROXY FOR THE SPECIAL MEETING OF SHAREHOLDERS
MERCHANTS AND PLANTERS BANK
HAZLEHURST, MISSISSIPPI
August 13, 1981

THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS OF MERCHANTS AND PLANTERS BANK, HAZLEHURST, MISSISSIPPI:

I, the undersigned shareholder of the Merchants and Planters Bank, Hazlehurst, Mississippi, hereby nominate, constitute, and appoint Charles C. Stone and Joseph C. Stennett, Jr., or either of them, as my true and lawful attorney with full power of substitution for me and in my name to vote all of the common stock of the Merchants and Planters Bank standing in my name on its books at the close of business on July 31, 1981, at the special meeting of shareholders thereof to be held at the main office of the Bank at 105 Caldwell Drive, Hazlehurst, Mississippi, on August 13, 1981, at 3:00 o'clock P.M., and at any adjournment thereof, with all the powers the undersigned would possess if personally present as follows:

1. To vote for the proposed merger of the Merchants and Planters Bank with the Bank of Wesson pursuant to the Agreement of Merger dated July 22, 1981.

2. To amend the Articles of Incorporation of the Merchants and Planters Bank to increase the authorized common stock of the Bank from 7,500 shares to 12,750 shares, par value 33-1/3 dollars per share, to be used to effect the merger, under which 5,250 shares of the Merchants and Planters Bank stock will be exchanged with up to 11,500 shares of the common stock of the Bank of Wesson.

3. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting.

When shares are held by joint tenants, both must sign. When signing as an attorney, executor, administrator, trustee, or guardian, please give full title as such. If a corporation, please sign in full corporate name by President or other authorized officer and attach a copy of an authorizing resolution. If a partnership, please sign in partnership name by authorized person.

_____

Date: _____

_____

Date: _____

NAME: _____

No. of Shares: _____

BOOK 279 PAGE 430

BANK OF WESSON

WESSON, MISSISSIPPI 39191

EDWARD R. BERRY
PRESIDENT

MRS. MILDRED WALLACE
VICE PRESIDENT & CASHIER
CHARLIE J. KING
SENIOR VICE PRESIDENT
MRS. ANNA HARTGRAVES
ASSISTANT VICE PRESIDENT

CERTIFICATION
August 13, 1981

I hereby certify that notice of the special shareholders meeting of the Bank of Wesson, Wesson, Mississippi, was mailed to each shareholder at least ten days in advance of the special shareholders meeting on August 13, 1981. The said notice was mailed on July 30, 1981.

Mildred Wallace
Secretary of the Board of Directors
Bank of Wesson, Wesson, Mississippi

The foregoing certification is true and correct.

Edward R Berry
EDWARD R. BERRY, President

CERTIFICATION
August 13, 1981

I hereby certify that notice of the special shareholders meeting of the Merchants and Planters Bank, Hazlehurst, Mississippi, was mailed to each shareholder at least ten days in advance of the special shareholders meeting on August 13, 1981. The said notice was mailed on July 30, 1981.

J. C. Stennett Jr.

J. C. STENNETT, JR., President

CERTIFICATE

The following information is given regarding a Special Shareholders Meeting of the Merchants and Planters Bank held on August 13, 1981:

1. There were 1,359.5 shares represented in person and 5,257.5 represented by proxy.
2. The total number of shares voting for the proposal was 6,617, and the total number of shares voting against the proposal was none.

I hereby certify that the foregoing information is true and correct.

J. C. Stennett Jr.

J. C. STENNETT, JR., President

CERTIFIED RESOLUTION

The following amendment to the charter of the Merchants and Planters Bank was adopted at a Special Meeting of Shareholders held on August 13, 1981, and such amendment has not been amended, modified, or rescinded:

> SECTION 2. The capital stock of this bank shall be Four Hundred Twenty-five Thousand Dollars ($425,000.00) divided into 12,750 shares of the par value of 33-1/3 Dollars per share.

I do hereby certify that the foregoing is a true and correct copy of the charter amendment approved by the shareholders of the Merchants and Planters Bank on August 13, 1981.

J. C. Stennett Jr.

J. C. STENNETT, JR., President

CERTIFICATE

The following information is given regarding a Special Shareholders Meeting of the Bank of Wesson held on August 13, 1981:

1. There were 920 shares represented in person and 10,510 shares represented by proxy.
2. The total number of shares voting for the proposal was 11,430, and the total number of shares voting against the proposal was none.

I hereby certify that the foregoing information is true and correct.

Edward R Berry
EDWARD R. BERRY, President

CERTIFICATE

The attached Agreement of Merger is hereby certified as a true and correct copy of the Agreement executed on behalf of Bank of Wesson and Merchants and Planters Bank.

MERCHANTS AND PLANTERS BANK

BY J C Stennett Jr
J. C. STENNETT, JR., President

BANK OF WESSON

BY Edward R Berry
EDWARD R. BERRY, President

AGREEMENT OF MERGER OF
BANK OF WESSON, WESSON, MISSISSIPPI
WITH AND INTO
MERCHANTS AND PLANTERS BANK, HAZLEHURST, MISSISSIPPI

This Agreement is made and entered into between the Bank of Wesson, Wesson, Mississippi, a banking corporation organized under the laws of the State of Mississippi, and Merchants and Planters Bank, Hazlehurst, Mississippi, a banking corporation organized under the laws of the State of Mississippi, each acting pursuant to the resolution of its Board of Directors.

For and in consideration of the mutual covenants and conditions herein contained, the parties do agree as follows:

1. The Bank of Wesson will be merged into Merchants and Planters Bank.

2. The name of the surviving corporation shall be Merchants and Planters Bank. Following the merger, the Bank of Wesson will be operated as the Bank of Wesson, a branch bank of Merchants and Planters Bank.

3. Each shareholder of the Bank of Wesson shall receive one share of the common stock of Merchants and Planters Bank for each 2.1904762 shares of the common stock of the Bank of Wesson exchanged pursuant to the merger.

4. Merchants and Planters Bank presently has issued and outstanding 7,500 shares of its common stock, par value 33-1/3 dollars. In order to effect the merger, at the time the merger is consummated, Merchants and Planters Bank shall increase the amount of its common stock issued and outstanding by issuing up to 5,250 shares of its common stock, par value 33-1/3 dollars per share, in exchange for the 11,500 shares of the common stock of the Bank of Wesson issued and outstanding, or so much thereof as is offered for exchange by Bank of Wesson shareholders.

5. No fractional shares of the Merchants and Planters Bank shall be issued. Each shareholder of the Wesson Bank shall be entitled to receive one share of the common stock of the Merchants and Planters Bank for each 2.1904762 shares of the

common stock of the Bank of Wesson offered for exchange. In lieu of the issuance of fractional shares, the aggregate of all fractional interests will be pooled and held in trust for the use and benefit of the shareholders of the Bank of Wesson as their interests may appear. Shares representing aggregate fractional interests shall be offered to bid and sold, for cash, to the highest bidder. The proceeds of this sale shall be distributed pro rata to the Bank of Wesson shareholders who otherwise would be entitled to fractional shares, as their interests may appear. The Merchants and Planters Bank shall, at its sole discretion, determine the time, manner, and methods of bidding and sale of the aggregate fractional interests.

6. At the time the merger is consummated, all assets of the Bank of Wesson, as they then exist, shall pass to and vest in the Merchants and Planters Bank without any conveyance or other transfer, and the Merchants and Planters Bank shall be responsible for all of the liabilities of every kind and description of the Bank of Wesson.

7. Following the merger, the directors of the Bank of Wesson will become directors of the Merchants and Planters Bank; the officers of the Bank of Wesson will become officers of the Merchants and Planters Bank under titles previously held by them and Edward R. Berry will become President of Bank of Wesson, a branch bank of the Merchants and Planters Bank, subject to management authority of the Board of Directors of the Merchants and Planters Bank.

8. The bylaws of the Merchants and Planters Bank, as in effect immediately prior to the effective date of the merger, shall be the bylaws of the merged banks as may be amended to effectuate this agreement and the changes in operations occasioned thereby.

The Charter of Incorporation of the Merchants and Planters Bank shall be amended to authorize the issuance of additional shares necessary in order to effectuate the merger, and the Charter of Merchants and Planters Bank, as amended, shall be the charter of the merged banks.

Section 2 of the Charter of Merchants and Planters Bank shall be amended to provide as follows:

> Section 2. The capital stock of this bank shall be Four Hundred and Twenty-Five Thousand Dollars ($425,000.00) divided into 12,750 shares of the par value of 33 1/3 dollars per share.

9. The parties to this agreement understand that consummation of the merger is subject to various regulatory approvals, including the approval of the Department of Banking and Consumer Finance of the State of Mississippi and the Federal Deposit Insurance Corporation, and the obligations of the parties to this agreement is contingent upon receipt of such regulatory approvals containing no materially burdensome conditions. Both parties agree to cooperate in preparing and submitting, on a timely basis, all applications for necessary regulatory approvals. The merger shall become effective upon the receipt of and at the time specified in the various regulatory approvals.

10. During the interim period between the date of this agreement and the date of the actual merger of said banks following regulatory approvals, both banks shall use their best efforts to maintain the book value of each bank in amounts at least as great as shown on the books of such bank as of June 30, 1981. During said interim period, neither party shall declare any dividend on its shares, dispose of any of its assets, or engage in any business activity other than in the normal course of business, except that each bank may continue to pay the regular cash dividends customarily paid by it, either annually, semiannually, or quarterly.

11. This agreement is subject to and contingent upon ratification by the affirmative vote of the shareholders owning at least two-thirds of the capital stock outstanding of each of the banks.

12. This agreement may be terminated by the unilateral action of the Board of Directors of either of the parties to this agreement prior to the approval by the stockholders of that bank,

or by the mutual consent of the Board of Directors of both parties to this agreement after the stockholders of either bank have taken affirmative action in approving this merger. If, for any reason other than pending litigation to which a party hereto shall be a party, this transaction shall not have been consummated by September 30, 1982, this agreement shall terminate automatically as of that date unless extended in writing prior to that date by the mutual action of the Board of Directors of the parties.

This agreement may be terminated by either party, if, prior to the effectiveness of the merger, the other party suffers a material adverse change in its financial condition, business, properties, or prospects.

13. The Bank of Wesson makes the following representations and warranties, each of which are material to and are being relied upon by the Merchants and Planters Bank, shall be true at closing, and shall survive the merger contemplated hereunder:

(a) The financial statements dated June 30, 1981, prepared by personnel of the Bank of Wesson pursuant to the laws and regulations of the State of Mississippi applicable to state chartered banking associations have been prepared in accordance with generally accepted accounting principles and constitute a true and correct statement as of such date of the financial condition of the Bank of Wesson and of its assets and liabilities. The Bank of Wesson does not have any material amount of liabilities, contingent or otherwise, not reflected or reserved for in this financial statement.

(b) There are no judicial or administrative proceedings pending or threatened against the Bank of Wesson which would involve the possibility of any judgment or liability not fully covered by insurance or which would materially adversely affect the properties, business, or condition, financial or otherwise, of the Bank of Wesson, and no judgment, decree, or order of any court, board, or other governmental or administrative agency

has been issued with respect to the Bank of Wesson which has or will have any material adverse affect on the business or assets or the condition, financial or otherwise, of the Bank of Wesson.

(c) The Bank of Wesson has good and merchantable title to all of its property, real and personal, described or referred to in the financial statement of June 30, 1981, subject to no liens or encumbrances, except liens for taxes not delinquent, liens reflected in the financial statements, and minor liens and encumbrances not material in relation to the value of the assets.

(d) The list attached as Exhibit A to this agreement constitutes a true and correct list of all salaries and wages as of June 30, 1981, for all directors, officers, employees, and agents of the Bank of Wesson and such salaries and wages have not been changed.

(e) Exhibit B constitutes a true and correct list of all of the Bank of Wesson's presently existing agreements, contracts, and leases, including without limitation, resales of purchase contracts or other commercial banking commitments and retirement, profit sharing, or other benefit plans and commitments relating to officers, employees, or agents of the Bank of Wesson. The Bank of Wesson is not in default in any of these agreements or commitments.

14. Merchants and Planters Bank makes the following representations and warranties, each of which is material and is being relied upon by the Bank of Wesson, shall be true at the closing, and shall survive the merger contemplated hereunder:

(a) The execution of this agreement and the issuance of the stock required to be delivered hereunder shall have been duly authorized by all necessary corporate action.

(b) The shares of the Merchants and Planters Bank to be delivered pursuant to this agreement will be duly authorized, validly issued, fully paid, and nonassessable.

(c) The financial statements of the Merchants and Planters Bank as of June 30, 1981, prepared by the personnel of the Merchants and Planters Bank in accordance with the statutes

and regulations of the State of Mississippi regarding state chartered banks have been prepared in accordance with generally accepted accounting principles and constitute a true and correct statement as of such date of the financial condition of Merchants and Planters Bank.

(d) There are no judicial or administrative proceedings pending or threatened against the Merchants and Planters Bank which would involve the possibility of any judgment or liability not fully covered by insurance or which would materially adversely affect the properties, business, or condition, financial or otherwise, of the Merchants and Planters Bank, and no judgment, decree, or order of any court, board, or other governmental or administrative agency has been issued with respect to Merchants and Planters Bank which has or will have any material adverse effect on the business or assets or on the condition, financial or otherwise, of Merchants and Planters Bank.

(e) Merchants and Planters Bank has good and merchantable title to all its property, real and personal, included or referred to in the financial statement dated June 30, 1981, subject to no liens or encumbrances, except liens for taxes not delinquent, liens reflected in the financial statements, and minor liens and encumbrances not material in relation to the value of the assets.

15. The Bank of Wesson presently maintains a defined benefit pension plan covering its employees. The Merchants and Planters Bank presently maintains no such plan, but intends to institute one which will provide to employees of the Bank of Wesson, a branch bank of the Merchants and Planters Bank, benefits substantially equivalent to those provided under the present Bank of Wesson plan, subject to the customary rights of amendment,

termination, and suspension of contributions usually provided in such plans.

MERCHANTS AND PLANTERS BANK

Larry Thorter
Vice President and Cashier

J C Stennett Jr
President

July 14, 1981
Date

July 14, 1981
Date

BANK OF WESSON

Mildred Wallace
Vice President and Cashier

Edward R Berry
President

July 22, 1981
Date

July 22 - 1981
Date

EXHIBIT A

SALARIES AND WAGES

OFFICERS, EMPLOYEES AND DIRECTORS

BANK OF WESSON

Name	Annual Salary 6/30/81	Annual Salary 7/1/81
*Edward R. Berry	$28,500.00	$ 28,500.00
Charlie J. King	19,000.00	19,000.00
*Mildred Wallace	14,000.00	14,000.00
Anna Hartgraves	12,500.00	12,500.00
James Bradley Smith	17,500.00	17,500.00
Cleonae Reid	8,400.00	8,820.00
Marilyn Britt	8,400.00	8,820.00
Madeline Walker	8,400.00	8,820.00
Marilyn Phillips	7,860.00	8,253.00
Thelma Foster	7,860.00	8,253.00
Stevie Watson	9,000.00	9,450.00
**Ona Faye Case	7,680.00	8,064.00
Janet Williams	7,680.00	8,064.00
Peggy Langley		7,200.00
Hollis J. Cowen	900.00	900.00
R. E. Drane	900.00	900.00
Billy B. Thames	900.00	900.00

The above salaries do not include a 5% bonus paid to officers (except Mr. Berry) and employees at end of year, provided the earnings of the bank justify such payment. Mr. Berry is paid a special bonus as president of the bank and as determined by the Board of Directors, provided such bonus is justified by the earnings of the bank.

* Does not include $900.00 Director's Fee.

**Terminates employment 8/1/81.

EXHIBIT B

AGREEMENTS, CONTRACTS, LEASES,

EMPLOYEE BENEFITS, ETC.

BANK OF WESSON

June 30, 1981

1. AGREEMENTS AND CONTRACTS:

Service contracts with International Business Machines Corporation; Burroughs Corporation; Eastman Kodak Company; National Cash Register Corporation; American Express Company; Electronic Data Systems; Pitney Bowes, Incorporated; Lefebure Equipment Company; American Courier Corporation; Automated Clearing House; Coca-Cola Bottling Company; Redd Pest Control Company; Mississippi Electric Signs, Incorporated.

2. LEASES:

Pitney Bowes for postage machine.

3. EMPLOYEE BENEFITS:

A defined benefit retirement plan administered by Bank of Wesson, with First National Bank of Jackson serving as Trustee of the Trust Fund, paid entirely by bank.

Hospitalization, Major Medical, Life Insurance, Supplemental Life Insurance, Salary Continuance Insurance; all paid by bank on all officers and employees after ninety days' employment.

No profit sharing.

4. OTHER:

Janitorial Service - Pressley Janitorial - $250.00 monthly.

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

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.,

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.

ATTORNEY GENERAL.

By _____
Assistant Attorney General.

C-54