State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

TALENT PROMOTERS ASSN. OF MISSISSIPPI, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 10th day of November, A.D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF TALENT PROMOTERS ASSN. OF MISSISSIPPI, 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 TALENT PROMOTERS ASSN. OF MISSISSIPPI, 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 ~~JOHNNY CRANE~~ MARTHA D. CRANE, DEBORAH FOWLER HAROLD FOWLER.

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named TALENT PROMOTERS ASSN. OF MISSISSIPPI, INC.

; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Martha D. Crane, 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 Oct. 26, 1982, at Vicksburg Miss. at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 26th

day of October 1982

Secretary Martha D. Crane

C-30-3

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

BOOK 288 PAGE 3

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:

   TALENT PROMOTERS ASSN. OF MISSISSIPPI, INC.

2. The names and post office address of the incorporators are: RT. ONE BOX 171 DENNIS MS. 38838
   (The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
JOHNNY CRANE	ROUTE # ONE BOX 171	DENNIS	MISSISSIPPI
MARTHA CRANE	ROUTE # ONE BOX 171	DENNIS	MISSISSIPPI
HAROLD FOWLER	P.O. BOX 63	TISHOMINGO	MISSISSIPPI
DEBRA FOWLER (DEBBRAH)	P.O. BOX 63	TISHOMINGO	MISSISSIPPI

ALL INCORPORATORS ARE ADULT RESIDENT CITIZENS OF THE STATE OF MISSISSIPPI.

3. The domicile is at ROUTE # ONE BOX 171 (Street and No.) DENNIS (City) MISSISSIPPI (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, AND TO FIND, HELP DEVELOPE, AND PROMOTE PERSONS CAPABLE OF INTERTAINING AUDIANCES AS A VOCALIST OR MUSICIAN. IT IS A CIVIC IMPROVEMENT AND CHARITABLE CORPORATION.

5. Period of existence shall be perpetual. YES

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

   TO PROMOTE AND DISCOVER NEW MUSICAL TALENT, MEMBERSHIP IN THE ASSOCIATION, HOLDING TALENT REVIEWS, OFFERING ADS IN PROGRAM LEAFLETS, ANY REASONABLE AND LEGAL MEANS OF RAISING FUNDS. THE MAIN PURPOSE FOR THIS CORPORATION IS TO GET RECOGNITION FOR TALENTED PERSONS IN OUR STATE THAT WILL, WITHOUT OUR HELP GO UNRECOGNISED.

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.

C-30-1

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:

Johnny W. Crane

Martha D. Crane

Deborah Fowler

Harold Fowler

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of TISHOMINGO

This day personally appeared before me, the undersigned authority

JOHNNY W. CRANE, DEBORAH FOWLER,

MARTHA D. CRANE, HAROLD FOWLER,

incorporators of the corporation known as the TALENT PROMOTERS ASSN. OF MISSISSIPPI INC

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 26th day of OCTOBER, 1982

Fay E. Robinson
Notary

My Commission Expires July 28, 1985

Received at the office of the Secretary of State this the 5th day of Nov. A.D., 1982 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 8, 1982

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

C-30-2

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

HOUSE 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 10th day of November, A. D., 1982.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

RESOLUTION OF House of God

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 HOUSE OF GOD an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that

Rev. WILFORD DILBERT, MELITA CROASDAILE, ANNIE K. DILBERT

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named HOUSE OF GOD, 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, ANNIE K. Dilbert, 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 Sept. 7/82, at Route 2 Box 528 B Bay St. Louis Miss 39520 at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 6 day of SEPTEMBER, 1982

Secretary Annie K. Dilbert

Subscribed and sworn to before me in my presence, this 10th day of Sept. 1982, a Notary Public in and for the County of Hancock State of Miss.

Mary A. Dillard
(Seal)
Notary Public

My commission expires 12/20, 1983.

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

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

THE CHARTER OF INCORPORATION OF

HOUSE OF GOD

1. The corporation title of said company is:

HOUSE OF GOD, 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
WILFORD DILBERT	RT. 2 BOX 528 B. Bay ST. Louis MISS! 39520		
A[illegible] K. DIL[illegible]	[illegible]. 2 Box [illegible]. Bay ST. LOUIS MISS! 39520		
MELITA F. CROASDALE	RT. 2 BOX 647 B[illegible] LOUIS MISS 39520		

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

3. The domicile is at Route 2 Box 528 B. Bay ST. Louis Miss 39520
(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.)

THE CORPORATION IS RELIGIOUS AND SHALL BE NONE PROFIT, NO SHARES OF STOCK SHALL BE ISSUED. IT IS ALSO A CHURCH.

5. Period of existence shall be perpetual.

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

TO PROVIDE A PLACE OF WORSHIP, TO PREACH TEACH AND PROPAGATE THE GOSPEL. BY ALL SUITABLE AND AVAILABLE MEANS; TO ORDAINED MINISTERS; TO PROMOTE THE WELFARE OF THE COMMUNITY; TO ASSIST AND HELP THE NEEDY WHEREVER IT IS POSSIBLE. CORPORATION SHALL HAVE [illegible] POWERS [illegible] AND SHALL [illegible], AND OWN PROPERTY, TO MORGAGE, PLEDGE AND BORROW MONEY;.

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

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.

Subscribed and sworn to before me in my presence, this 10 day of Sept 1982, a Notary Public in and for the County of Hancock State of Miss

Mary A. Billiot
Notary Public

My Commission Expires Dec. 20, 1983

Signatures: Wilford Dilbert
Annie K. Dilbert
Milita F Croasdaile

My commission expires 12/20, 1983

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Hancock

This day personally appeared before me, the undersigned authority WILFORD DILBERT, ANNIE K. DILBERT, MILITA F. CROASDAILE,

incorporators of the corporation known as the HOUSE OF GOD 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 Sept., 1982

Mary A. Billiot, Notary

STATE OF MISSISSIPPI

County of Hancock

This day personally appeared before me, the undersigned authority Wilford Dilbert, Annie K. Dilbert, Milita F Croasdaile

incorporators of the corporation known as the House of God 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 Sept., 1982

Mary A. Billiot, Notary

Received at the office of the Secretary of State this the 13th day of September A.D., 1982 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Elwin Lloyd Pittman
Secretary of State

Jackson, Miss., November 8, 1982

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

THE DEEP SOUTH ALFA ROMEO 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 10th day of November, A. D., 1982.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

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

Be it resolved by the members of The Deep South Alfa Romeo 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 James T. Henry, Richard Bushmiaer, and Lawrence Shelton are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named The Deep South Alfa Romeo 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, Lawrence Shelton, 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 October, 21st, at 419 So. Galletin, Jackson, MS 39205 at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 21st day of October 1982

Secretary Lawrence Shelton

C-30-3

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 Deep South Alfa Romeo 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
James T. Henry	3266 Harle St.	Pearl	MS
Richard Bushmiaer	313 Peace St.	Canton	MS
Lawrence Shelton	902 Briarwood Dr.	Clinton	MS

ALL INCORPORATORS ARE ADULT RESIDENT CITIZENS OF THE STATE OF MISSISSIPPI.

3. The domicile is at 902 Briarwood Dr. (Street and No.) Clinton (City) Mississippi (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 corporation is hereby established as a non-profit organization. No stock shall be issued, therefore, as provided by Section 79-11-1, Code of Mississippi of 1972, and amendments 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:

To provide the owners of Alfa Romeo automobiles the opportunity to meet together and to provide technical data and practical help in maintaining their automobile, and to encourage the enjoyment of their Alfa vehicle(s).

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.

C-30-1

BOOK 288 PAGE 12

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

Signatures:

James T. Henry — James T. Henry

Richard Bushmiaer — Richard Bushmiaer

Lawrence Shelton — Lawrence Shelton

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Hinds

This day personally appeared before me, the undersigned authority James T. Henry, Richard Bushmiaer, & ~~Lawrence Shelton~~, incorporators of the corporation known as the The Deep South Alfa Romeo 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 2nd day of November, 1982

Deborah B. Tilden
Notary

My Commission Expires Nov. 30 1983.

Received at the office of the Secretary of State this the 4th day of November A.D., 1982, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Eldon L. Boyd
Secretary of State

Jackson, Miss., November 8, 1982

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

C-30-2

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MISSISSIPPI THERAPY PET CENTER, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 10th day of November, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF MISSISSIPPI THERAPY PET CENTER

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

Be it resolved by the members of MISSISSIPPI THERAPY PET CENTER an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that Wallace Berry, Lee Coward, and Aileene Maldonado are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Mississippi Therapy Pet Center, Inc.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary to do so.

CERTIFICATE

I, Aileen Maldonado, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is a true and correct copy of a Resolution duly adopted at a meeting thereof held on the day of Jan 20, 1982, at Ms. School North Park at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 5 day of Mar, 1982.

Aileen Maldonado
Secretary

Use this form and acknowledgment in making application for Charter of Incorporation in Mississippi

NON-PROFIT

THE CHARTER OF INCORORATION OF

1. The corporation title of said company is:
   MISSISSIPPI THERAPY PET CENTER, 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
Wallace Berry	610 Woodbury Road	Jackson	MS
Lee Coward, DVM	506 W. Lakeview Dr.	Clinton	MS
Aileene Maldonado	611 Houston Avenue Apt. B-1	Jackson	MS

ALL INCORPORATORS ARE ADULT RESIDENT CITIZENS OF THE STATE OF MISSISSIPPI.

3. The domicile is at 610 Woodbury Road (Street and No.) Jackson (City) MS (State)

4. (Here set out that the corporation in 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, organized as a charitable and lyceum association and a civic improvement society. There shall be no shares of stock issued. The corporation is formed so as to attract support from contribution, directly or indirectly, and is not formed for financial gain. No part of the assets, income or profit of the corporation is distributable to, or inures to the benefit of, its directors or officers. No substantial part of the activities of the corporation shall be the carrying on of

5. Period of existence shall be perpetual. (See attachment)

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 formed for scientific, civic, charitable, and educational purposes within the meaning of Section 501 (c)(c) of the Internal Revenue Code of 1954 (IRC), to: Obtain and train dogs to assist the hearing impaired; place suitable animals in homes for the aged, and with shut-ins and the handicapped; work with mental health organizations in placing suitable animals for pet therapy; supply horses and other animals for various recreational and other programs for the handicapped; own and operate one or more Pet-Mobiles to take animals to senior citizen centers and schools. The (See attachment)

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

ATTACHMENT

4. (cont'd)
propaganda, or otherwise attempting, to influence legislation. The corporation shall not participate nor intervene in any political campaign on behalf of any candidate for office.

6. (cont'd)
corporation shall not carry on any other activities not permitted to a corporation exempt from federal income tax under Section 501 (c)(3) of the IRC, or to a corporation, contributions to which are deductible under Section 170 (c) (2) thereof, (or of the corresponding provisions of any future United States internal revenue law). Nor shall the corporation act as an animal shelter or accept unwanted pets or strays, but shall have the rights and powers reasonably necessary to accomplish the stated purposes of the corporation and those reasonably necessary to be implied therefrom.

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.

Signatures:

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
COUNTY OF

This day personally appeared before me, the undersigned authority, incorporators of the corporation known as the Mississippi Therapy Pet Center, Inc. who acknowledged that (he)(they) signed and delivered the above and foregoing charter of incorporation as (his)(their) act and deed on this the 5 day of November 1982.

My Commission Expires March 13, 1984

Received at the office of the Secretary of State this the 5th day of November, A.D., 1982, together with the sum of $ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Mississippi, November 8 1982

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 H. Allen
Special Assistant Attorney General

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

ORIGINAL JMB ASSOCIATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 10th day of November, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF Original Jackson Missionary Baptist District 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 Original Jackson Missionary Baptist District 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 R. E. Willis, Samuel L. Thompson, W. M. McQuirter

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Original JMB 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, SAMUEL L. THOMPSON, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the day of October 1982 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 25th

day of October 1982

Secretary Samuel L. Thompson

SAMUEL L. THOMPSON

C-30-3

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: Original JMB 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
R. E. Willis	2420 Queensroad Avenue	Jackson	MS
Samuel L. Thompson	Rt. 6, Box 159C	Jackson	MS
W. M. McQuirter	Monterey Road-Pearl Station Tinnin Road	Clinton	MS

ALL INCORPORATORS ARE ADULT RESIDENT CITIZENS OF THE STATE OF MISSISSIPPI.

3. The domicile is at 1600 Florence Avenue (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.)

This corporation is non-profit and no shares of stock shall be issued and the type of organization of this corporation is a religious society.

5. Period of existence shall be perpetual.

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

The general purpose of this Association shall be to facilitate the voluntary cooperation of Baptist Churches in Hinds and other counties in the dissemination of Gospel Truth through Christian Education. To realize its object the Association may devise and recommend measures for increasing the intelligence and spiritual power of the churches, for developing and directing their energies, their resources, and their gifts in cooperation with other associated Baptist bodies, such as State and National Conventions, in the cause of the work of Christ throughout the whole world.

To carry out any one or more of the purposes or objects herein enumerated, either alone or in conjunction with any person, church, religious society; or non-profit association or organization.

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.

C-30-1

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

Signatures:

R. E. Willis
R. E. WILLIS

Samuel L. Thompson
SAMUEL L. THOMPSON

[illegible]
W. M. MCQUIRTER

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of HINDS

This day personally appeared before me, the undersigned authority R. E. WILLIS SAMUEL L. THOMPSON, W. M. MCQUIRTER, incorporators of the corporation known as the Original JMB 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 25th day of October, 1982

Libby J. Allen, Notary Public

My Commission Expires May [illegible]

Received at the office of the Secretary of State this the 5th day of November A.D., 19__, 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 8, 1982

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

C-30-2

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

WATER VALLEY COMMUNITY
DEVELOPMENT ASSOCIATION, INCORPORATED

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 9th day of November, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF WATER VALLEY COMMUNITY DEVELOPMENT 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 WATER VALLEY COMMUNITY DEVELOPMENT 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 M. Hamric Henry, Travis O. Clement, Bobby Joe Cox, Gearrell Wright, James Nicholson & Cecil R. Walley are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named WATER VALLEY COMMUNITY DEVELOPMENT ASSOCIATION, 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, DORIS B. COX, 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 NOV. 2 1982 at City Hall, Water Valley, 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 2nd day of NOVEMBER, 1982

Secretary Doris B. Cox

C-30-3

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

WATER VALLEY COMMUNITY DEVELOPMENT ASSOCIATION, INCORPORATED

1. The corporation title of said company is:

   WATER VALLEY COMMUNITY DEVELOPMENT ASSOCIATION, INCORPORATED

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
M. Hamric Henry	110 Panola Street	Water Valley	Mississippi
Travis O. Clement	525 Market Street	Water Valley	Mississippi
Bobby Joe Cox	Route 1, Box 147 A	Water Valley	Mississippi
Gearrell Wright	1005 Robinson Street	Water Valley	Mississippi
James Nicholson	Martin Street	Water Valley	Mississippi
Cecil R. Walley, Jr.	120 Blount Street	Water Valley	Mississippi

ALL INCORPORATORS ARE ADULT RESIDENT CITIZENS OF THE STATE OF MISSISSIPPI.

3. The domicile is at City Hall* (Street and No.) Water Valley (City) Mississippi (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 will be a NonProfit corporation with no shares of stock to be issued, pursuant to the provisions of Section 79-11-1, Mississippi Code of 1972, Annotated. It is an economic and industrial development association 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: To foster economic development within the City of Water Valley, Mississippi; to provide employment for its citizens and residents of this community and adjoining communities; to encourage industry to locate within the City of Water Valley, or in reasonable proximity thereto; to purchase, buy, and acquire land and buildings; to purchase, buy, and acquire abandoned railroads for street purposes and the location of industries, which abandonment has been approved by Order of the Interstate Commerce Commission, or the United States Court of Appeals, or the Supreme Court of the United States; to execute any and all instruments required by any of said Banks or financial institutions to secure said loan or loans; to cooperate with the City of Water Valley, a municipal corporation, the Water Valley Chamber of Commerce, the Board of Supervisors of Yalobusha County,*

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

* the Northeast Mississippi Development Association, and the North Central Planning & Development District, in search of industry & economic development.

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

Signatures:

James Nicholson — M. Hamric Henry
Gearrell Wright — Travis Clement
Cecil R. Walley Jr. — Bobby Joe Cox

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of YALOBUSHA

This day personally appeared before me, the undersigned authority M. Hamric Henry, Travis O. Clement, Bobby Joe Cox, Gearrell Wright, James Nicholson & Cecil R. Walley, incorporators of the corporation known as the Water Valley Community Development Association, 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 2d day of November, 1982.

My Commission Expires: 11-23-85

Charlotte B. Gross
NOTARY PUBLIC

Received at the office of the Secretary of State this the 4th day of Nov. A.D., 1982, 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., November 5, 1982

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

C-30-2

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 APPLICATION FOR MERGER OF

FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION OF VICKSBURG

with and into

UNIFIRST FEDERAL SAVINGS AND LOAN ASSOCIATION

hereto attached was, pursuant to the provisions of the Laws of the State of Mississippi, filed in my office this the 10th day of November, 19 82, and recorded in this office in Record of Incorporations Photostat Book No. 288, at pages 26 - 29.

Given under my hand and Seal of office hereunto affixed this 10th day of November, 19 82

Edwin Lloyd Pittman

Secretary of State.

FEDERAL HOME LOAN BANK BOARD
319 CENTER STREET
LITTLE ROCK, ARKANSAS 72201-2691
501-372-714

OFFICE OF
SUPERVISORY AGENT

JUL 26 1982

July 16, 1982

BOARD ACTION UNDER
DELEGATED AUTHORITY

Mr. Tom B. Scott, Jr., President
Unifirst Federal Savings and Loan Association
P. O. Box 1818
Jackson, Mississippi 39205

Application for merger of First Federal Savings and Loan Association (First Federal), Vicksburg, Mississippi (FHLBB No. 5984) with and into Unifirst Federal Savings and Loan Association (Unifirst) Jackson, Mississippi (FHLBB No. 2873)

Dear Mr. Scott:

The subject application has been reviewed by this office in keeping with the provisions of Section 546.2 of the Federal Regulations and the Bank Board's Statement of Policy 571.5 and is hereby approved, provided that the following conditions are complied with in a manner satisfactory to this office:

1. The proposed merger shall be consummated no later than 120 days after the date of this letter;

2. No later than 30 days after the effective date of the merger, the surviving Association shall submit evidence that it has given notice in writing, to each accountholder whose withdrawable account in the surviving Association will exceed the sum of $100,000 as a result of the merger, of the effect of the merger on the extent of his insurance coverage. Such notice is to include the following sentence: "If your account exceeds $100,000 as a result of the merger of First Federal Savings and Loan Association, Vicksburg, Mississippi, into Unifirst Federal Savings and Loan Association, Jackson, Mississippi, the excess amount will not be insured by the Federal Savings and Loan Insurance Corporation; however, any accountholder whose account exceeds $100,000 solely by reason of the merger is hereby authorized to withdraw the uninsured portion thereof without penalty.";

3. The surviving Association, no later than 30 days from the effective date of the merger shall submit to this office: (a) a certification by local counsel stating the effective date of the merger and that the merger has been consummated in accordance with the Agreement and Plan of Merger, dated April 28, 1982; (b) a statement of the financial condition of each institution as of the effective date of the merger; and (c) a statement that the merger has been consummated consistently with the pro forma Statement of Condition, as of December 31, 1981, included in the application or, if any change has occurred or the merger has not been so consummated, a statement explaining in what respect there has been a change;

4. Subsequent to the merger with First Federal, the surviving Association shall calculate its statutory reserve requirement, pursuant to Section 563.13(a)(2) of the Rules and Regulations for Insurance of Accounts using the combined insured savings account balances of the two merged institutions and shall calculate its net worth requirement, pursuant to Section 563.13(b)(2), using the combined liabilities and scheduled items of the two merged institutions (such computations must be in accordance with Office of Examinations and Supervision Memorandum T-42-3);

5. Any employment contract between the surviving Association and any person who, prior to the effective date of the merger, was a management official of First Federal, shall comply with the provisions of Section 545.25-1 of the Federal Regulations as revised effective April 15, 1982; and

6. Immediately following its next regularly scheduled board of directors meeting following the effective date of the merger, the surviving Association shall submit to the Supervisory Agent evidence that its directors have ratified the surviving Association's Community Reinvestment Act Statement which shall be revised to reflect the merger.

It is noted that the maintenance of all offices of First Federal and Unifirst as offices of the surviving Association and the transfer of First Federal's Federal Home Loan Bank stock to Unifirst is hereby approved.

Additionally, it is hereby directed that the cessation of First Federal's membership in the Federal Home Loan Bank of Little Rock shall be noted and that the charter and certificate of insurance issued to First Federal shall be cancelled as of the effective date of the proposed merger. Please transmit First Federal's charter and certificate of insurance along with the other items previously requested.

Very truly yours,

Joseph E. Settle

Joseph E. Settle
Principal Supervisory Agent

BOOK 288 PAGE 30

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

MISSISSIPPI TRACK CLUB, INC.

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 12th day of November, A. D., 1982.

Attest:

Edwin Lloyd Pittman

Secretary of State.

William F. Winter

Governor.

CERTIFIED COPY OF RESOLUTION ADOPTED BY
MISSISSIPPI TRACK CLUB, INC.
AT A MEETING OF THE MEMBERS HELD ON October 23, 1982
AUTHORIZING AND DIRECTING THE AMENDMENT OF THE
CHARTER OF INCORPORATION OF
MISSISSIPPI TRACK CLUB, INC.

WHEREAS, MISSISSIPPI TRACK CLUB, INC. is a voluntary, non-profit incorporation chartered by the State of Mississippi, and

WHEREAS, after thorough discussion in a duly held meeting, this corporation desires to amend its charter to add the following language to Article 6 of the Charter:

> This corporation is organized and operated exclusively to foster national or international amateur sports competition within the meaning of § 501(c)(3) of the Internal Revenue Code.

THEREFORE, BE IT RESOLVED by MISSISSIPPI TRACK CLUB, INC. that its Charter is amended by adding to Article 6 the following:

> This corporation is organized and operated exclusively to foster national or international amateur sports competition within the meaning of § 501(c)(3) of the Internal Revenue Code.

CERTIFICATE

I, Robert L. Coleman, President of MISSISSIPPI TRACK CLUB, INC. do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by MISSISSIPPI TRACK CLUB, INC. in a meeting assembled on the 23rd day of October, 1982, in Jackson, Mississippi.

WITNESS MY SIGNATURE, this the 11th day of November, 1982.

Robert L. Coleman
President

ARTICLES OF AMENDMENT TO THE CHARTER OF INCORPORATION OF

MISSISSIPPI TRACK CLUB, INC.

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

FIRST: Amend, by adding to Article 6, the following:

This corporation is organized and operated exclusively to foster national or international amateur sports competition within the meaning of § 501(c)(3) of the Internal Revenue Code.

SECOND: The following amendment of the Charter of Incorporation was adopted by the members of the corporation on the 23rd day of October, 1982, at a regular meeting of the members of the corporation at Jackson, Mississippi.

DATED: This the 11th day of November, 1982.

MISSISSIPPI TRACK CLUB, INC.

By: Robert L. Coleman
President

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI

COUNTY OF Hinds

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Robert L. Coleman, President of MISSISSIPPI TRACK CLUB, INC., who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of MISSISSIPPI TRACK CLUB, INC., on this the 11th day of November, 1982.

Patricia S. Butler
Notary Public

My Commission Expires:

My Commission Expires April 21, 1984

Received at the office of the Secretary of State, this the 12th day of November A. D., 1982, 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.,

11-12-82

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

Bill Allain
ATTORNEY GENERAL.

By Phillip C. Carter
Assistant Attorney General.

C 54

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

HATLEY 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 10th day of November, A.D., 1982.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

RESOLUTION

WHEREAS, on October 4th, 1982, a meeting was held in the town of Hatley, Mississippi, to discuss the possibility of creating an entity to provide fire protection for the citizens in the Hatley, Mississippi, fire district; and

WHEREAS, at said meeting it was determined the entity best suited to accomplish this purpose aforesaid was a private, non-profit corporation as defined and for which provisions are made in the statutory laws of the State of Mississippi; and

WHEREAS, after full discussion of the concept of a non-profit corporation, and the applicable laws pertaining to same, it was unamiously agreed that all steps should be taken, as required by law, to create such a private, non-profit corporation to be named Hatley Volunteer Fire Department, Inc.

NOW, THEREFORE, BE IT RESOLVED, by the members of the Hatley Volunteer Fire Department, acting as a body, cause to be filed, as required by appropriate law of the State of Mississippi, an application for a Charter of Incorporation of Hatley Volunteer Fire Department, Inc.

BE IT FURTHER RESOLVED, that James T. Dykes, Jr., Hatley, Mississippi, Lynn Farrar, Hatley, Mississippi, and Harold Easter, Hatley, Mississippi, shall serve as incorporators for the Hatley Volunteer Fire Department, Inc.;

RESOLVED, this the 19th day of October, 1982.

James T. Dykes Jr.
JAMES T. DYKES, JR.

Lynn Farrar
LYNN FARRAR

Harold Easter
HAROLD EASTER

CERTIFIED RESOLUTIONS OF AUTHORITY

I, HAROLD EASTER, do hereby certify that the above is a true and correct copy of certain Resolutions duly adopted at a meeting of concerned and interested citizens, convened and held in accordance with law on the 4th day of October, 1982, and that such Resolutions are now un full force and effect.

IN WITNESS WHEREOF, I have hereunto affixed my name, this, the 19th day of October, 1982.

Harold Easter

HAROLD EASTER
Secretary

THE CHARTER OF INCORPORATION
OF
HATLEY VOLUNTEER FIRE DEPARTMENT, INC.

We, the undersigned residents of the State of Mississippi, being twenty-one years or more of age, having been authorized to associate together for the purpose of applying, and do hereby apply, for a Charter as a non-profit corporation under the statutes of the State of Mississippi.

I.

The name of the non-profit corporation shall be Hatley Volunteer Fire Department, Inc., and its domicile shall be the Community Center, Route 3, Hatley, Mississippi, 38821. The name, street address, and post office address of each of the incorporators of this corporation, are as follows:

James T. Dykes, Jr.	Route 3 Box 91A Hatley, Mississippi 38821
Lynn Farrar	Route 3 Hatley, Mississippi 38821
Harold Easter	Route 3 Hatley, Mississippi

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

II.

The corporation is not organized for pecuniary profit, i.e. the corporation is non-profit, it shall not have any power to issue certificates 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 (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 member in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporation property shall be liable for the claims of creditors. This corporation shall not be required to make publication of its Charter.

The period of duration of this non-profit corporation shall

be perpetual.

III.

This is a fire company as same as set forth in and authorized by Section 79-11-1, Mississippi Code of 1972, as amended, and the purposes for which the corporation is created are:

To preserve and protect lives and property from loss or damage by fire; and to acquire and own fire apparatus for use by the corporation for these purposes.

To own and acquire land and to construct, erect and maintain building for corporate purposes and for the use and efforts of the members of the corporation in connection with the housing of and headquarters for fire apparatus and for the providing places of meeting for the members of the corporation.

IV.

The initial registered agent for process for said non-profit corporation shall be John M. Creekmore, 208 South Main Street, Amory, Mississippi 38821, to serve until a successor is designated and appointed.

V.

This Charter may be amended in the manner provided by the statutes of the State of Mississippi, at the time of such amendment.

IN WITNESS WHEREOF, we have hereunder set our hand, this the 19th day of October, 1982.

James T. Dykes Jr.
JAMES T. DYKES, JR.

Lynn Farrar
LYNN FARRAR

Harold Easter
HAROLD EASTER

STATE OF MISSISSIPPI

COUNTY OF MONROE

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named, James T. Dykes, Jr., Lynn Farrar and Harold Easter, who acknowledged, under their respective oaths, that they each signed, sealed and delivered the above and foregoing Charter of Incorporation, as and for their act and deed on the date therein mentioned.

WITNESS my hand and seal of office, this the 19th day of October, 1982.

John M. Cochran
NOTARY PUBLIC

(S E A L)

My commission expires:

June 26th, 1985

BOOK 288 PAGE 40

Received at the office of the Secretary of State, this the 9th day of Nov. A. D., 19 82, 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 9, 1982

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.

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

UNITED CHRISTIAN OUTREACH, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 11th day of November, A.D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

STATE OF MISSISSIPPI

COUNTY OF JACKSON

Be it remembered that a meeting of the United Christian Outreach, an unincorporated charitable and religious association, was held on October 28, 1982 at 7:00 P.M. at which meeting a quorum members of said association in good standing were in attendance.

After a general discussion, the following resolution was introduced, read and moved for adoption by Robert L. Donald, Jr., duly seconded by Jack Lee, and after being fully discussed, was unanimously adopted, the same being as follows:

RESOLUTION

WHEREAS, it is the considered opinion of all of the members of this organization that it should be incorporated as a non-profit, charitable and religious corporation pursuant to the provisions of Sections 79-11-1 et seq., Mississippi Code of 1972, Annotated.

NOW, THEREFORE, BE IT RESOLVED, that Robert L. Donald, Jr., Robert P. Krebs and Jack Lee be, and they are hereby authorized, empowered and directed to apply to the Secretary of State of Mississippi, for a Charter of Incorporation of this organization under the corporate name and title of the United Christian Outreach, Inc., a copy of said application for a Charter of Incorporation being attached hereto, marked Exhibit "A" to this resolution, and made a part hereof, all of which provisions having been examined, read and are hereby approved, ratified, confirmed and adopted in all of its particulars.

BE IT FURTHER RESOLVED, that the said Robert L. Donald, Jr., Robert P. Krebs and Jack Lee be, and they are hereby authorized, empowered and directed to execute any and all other documents and instruments as may be necessary, and to perform any and all other acts and deeds necessary or proper to carry this resolution into effect.

I, Linda Rosa, certify that I am the duly elected and acting secretary of the United Christian Outreach, and by virtue thereof, I am custodian of the Minute Book of said association.

I further certify that the above and foregoing is a true and correct copy of a resolution passed at a meeting of the said association and that the above and foregoing resolution is full and complete and covers all matters pertaining to the incorporation of this association.

WITNESS MY SIGNATURE, this the 28 day of October, 1982..

Linda Rosa

Linda Rosa

CHARTER OF INCORPORATION

OF

UNITED CHRISTIAN OUTREACH, INC.

1. The corporate title of said company is:

   United Christian Outreach, Inc.

2. The name and post office addresses of the incorporators each of whom is an adult resident citizen of the State of Mississippi, are:

   Robert L. Donald, Jr.
   808 Harbor Lane
   Pascagoula, MS 39567

   Robert P. Krebs
   903 Ford Avenue
   Pascagoula, MS 39567

   Jack Lee
   3506 Oakland Street
   Pascagoula, MS 39567

3. The domicile of the corporation in this state is:

   3507 Pine Street
   P. O. Box 434
   Pascagoula, MS 39567

4. This corporation is non-profit and no shares of stock will be issued and it is to be operated exclusively for charitable and religious purposes. It is a religious and charitable corporation.

   The conditions and regulations of membership and the rights, privileges and liabilities shall be determined and fixed by the By-Laws of the corporation, so long as they shall be in conformity with this charter, the laws of the State of Mississippi, and the laws of the United States of America.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, is as follows:

   This corporation is organized and shall be operated exclusively for charitable and religious purposes, including, but not limited to, operating restaurants and kitchens for providing food to the poor, destitute, and undernourished, providing medical and dental care to the poor and destitute, and generally providing help for the needy as and when required; working with and coordinating programs of Churches and other religious and charitable organizations located in Jackson County, Mississippi for the foregoing purposes, and taking such other actions as the members may determine to be helpful to the poor and underprivileged. In addition and in furtherance of its charitable and religious purposes, this corporation may make 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). All of the assets and earnings shall be used exclusively for the charitable and religious purposes hereinabove set out, including the payment of the reasonable and necessary expenses incident thereto.

The rights and powers that are to be exercised by this corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of this corporation and which shall be exercised only in furtherance of the charitable and religious purposes of this corporation and in connection therewith, are as follows:

(a) To solicit and receive gifts, bequests, devises and endowments;

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

(c) 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;

(d) To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber and lease real or personal property of every kind and description necessary or convenient for the carrying on of any and all of its purposes; to borrow money for any and all of its legitimate purposes, and from any and all sources, and to pledge or otherwise encumber any of the corporation's assets to secure its debts;

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

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

(g) To lend money for its corporate purposes;

(h) To invest and re-invest its funds in any and all types and kinds of stocks, bonds, securities, and other properties, whether real, personal or mixed;

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

(j) To make and alter By-Laws, not inconsistent with its Charter of Incorporation or with the laws of this state or the United States of America, for the administration and regulation of the affairs of the corporation;

(k) In addition to authority now provided by law, to make donations for charitable, literary or educational purposes;

(l) To cease its corporate activities and surrender its corporate franchise;

(m) To have and exercise all powers necessary or convenient to effect the religious, charitable and educational purposes for which the corporation is organized.

Notwithstanding any other provision herein which might be construed to the contrary, it is expressly here provided that: (1) no part of the assets, properties or net earnings of this corporation shall inure to the benefit of or be distributable to any of its members, trustees, 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 its charitble purposes; (2) no substantial part of the activities of this corporation or of any organization to which it may contribute shall be the carrying on of propaganda, or otherwise attempting to influence legislation; (3) neither this corporation nor any organization to which it may contribute shall participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; and (4) this corporation shall not participate in, conduct, or carry on any activity not permitted to be carried on 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 by a corporation to which contributions 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).

Notwithstanding any other provision herein which might be construed to the contrary, it is expressly here provided that: (1) the corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law; (2) the corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Rvenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law; (3) the corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law; (4) the corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law; and (5) the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law.

Upon the dissolution of this corporation, no part of its funds or properties shall be distributed to, or shall inure to the benefit of, any member, trustee, director, officer or other private person, but, after its debts and obligations have been paid or adequate and proper provision made therefore, all of the remaining assets of this corporation shall be distributed exclusively for the charitable and religious purposes of the corporation in such manner as the members thereof may determined by appropriate vote, or to and among such organization or organizations, as the members may determine, which are organized and operated exclusively for charitable and religious 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). Any such assets not so disposed of shall be disposed of by the Chancery Court of Jackson County, Mississippi, exclusively for such purposes or to such organization or organizations, as said Court may determine, which are organized and operated exclusively for such purposes.

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

Jack L
Robert P. Krebs
Robert L. Donald
Incorporators

STATE OF MISSISSIPPI

COUNTY OF JACKSON

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority, Robert L. Donald, Jr., Robert P. Krebs and Jack Lee, incorporators of the corporation known as the United Christian Outreach, Inc., who acknowledged that they signed and delivered the above and foregoing Charter of Incorporation as their act and deed on this the 4 day of November, 1982.

NOTARY PUBLIC

My Commission Expires:
FRANK J. HAMMOND, III
My Commission Expires March 24, 1985

Received at the office of the Secretary of State this the 9th day of November, 1982, 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. November 9, 1982

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

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

HOPE MINISTRIES, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 19th day of November, A.D., 1982.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

RESOLUTION OF THE HOPE 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 HOPE ASSOCIATION, an unincorporated association of individuals, that it is to the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the laws of the State of Mississippi applicable thereto and that W. L. Wallace, Jr., James M. Brewer, and Robert L. Denny are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named HOPE MINISTRIES, INC.: that they are fully empowered to do and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Virginia Cox, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is a true and correct copy of a Resolution duly and properly adopted at a meeting thereof held on the 16th day of August, 1982, at Senatobia, Mississippi, at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 27 day of August, 1982.

Virginia Cox
SECRETARY

va 354

THE CHARTER OF INCORPORATION
OF
HOPE MINISTRIES, INC.

I.

The corporate title is: HOPE MINISTRIES, INC.

II.

The names and post office addresses of the incorporators are:

W. L. Wallace, Jr.	208	W. Gilmore St., Senatobia, MS 38668
James M. Brewer	103	S. Scott St., Senatobia, MS 38668
Robert L. Denny	131	Gwen Rd., Senatobia, MS 38668

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

III.

The domicile is at Baddour Memorial Center, Inc., Hwy. 51, South, Senatobia, (Tate County) Mississippi. However, the Directors shall have the right to establish such other offices within or without the State of Mississippi as they may decide from time to time.

IV.

The said corporation will have no capital stock and the same is not to be organized for profit. None of the Members, Officers, and/or Board of Directors, as hereinafter provided for, nor any other person administering the affairs, shall have, by virtue of such connection, any beneficial or pecuniary interest in any of the assets of the corporation or of any property at any time in possession of the corporation. The private property of the members, Directors, officers and employees of this corporation shall be exempt from corporate liabilities. This is a non-profit, charitable corporation.

V.

The period of existence shall be perpetual.

VI.

The purposes for which the corporation is organized, not contrary to law, and the powers in addition to those provided by general law which it is to enjoy are as follows:

To render such charitable assistance as may be needed by and appropriate for the handicapped, elderly, unemployed, underemployed, homeless, and/or dependent persons in any lawful way on an exclusively non-profit basis.

To serve as a point of cordination for the multifaceted wealth of talent, time and possessions in this county with the wide range of needs which are not presently being met by other agencies, programs, or institutions. Rather than duplicating services, this non-profit corporation will serve as a point of referral to those needing assistance to apply for existing services, and will attempt to supply some of those needs which remain unfulfilled.

To conduct and carry on related sheltered activity of any kind in any way related to the foregoing.

To administer and carry out charitable trusts and trusts for benevolent and philanthropic purposes in line with any of the above stated purposes.

To have all of the powers of a purely charitable, non-profit eleemosynary organization within the definition of Section 501(c)(3) of the Internal Revenue Code of the United States of 1954, as at any time amended.

VII.

The affairs of this Corporation shall be managed and directed by the Board of Directors of the Corporation. The Directors of the Corporation shall be seven (7) or more in number.

A Nominating Committee appointed by the Chairperson of the unincorporated association shall bring its list of nominations to that association, who shall approve them as the official Board of Directors of Hope Ministries, Inc.

Directors shall be elected for a period of one (1) year, and shall be elected or re-elected at the annual meeting in accordance with By-Laws.

Any vacancy caused by the resignation, death, or otherwise of a Director whose term has not expired shall be filled in accordance with the By-Laws, for the unexpired term.

VIII.

The Corporation shall have the right to establish such By-Laws as it may wish and those By-Laws shall be controlling as to the time, place and frequency of meetings, determination of a quorum, voting, how vacancies may be filled in the membership of the Directors; and other such details of parliamentary practices, management, and operation of the said corporation, as the Corporation may wish to include in such By-Laws.

The Directors shall be authorized to establish committees to fulfill its duties and responsibilities, the details of the selection and function of such committees shall be determined by the Directors.

IX.

In order to achieve the objects and purposes set forth, this Corporation shall have full power and authority:

(a) To purchase, lease and otherwise acquire, hold and dispose of all kinds of property, real and personal, both in this state and elsewhere;

(b) To accept, by gift or donation, money or any other property of any kind or character;

(c) To solicit contributions of money and other properties either in behalf of this Corporation or through any community-wide organization for the purpose of promoting the objects and purposes of this Corporation;

(d) To enter into relationship with other non-profit agencies and/or public (government) agencies to accomplish the above stated purpose;

(e) To buy, sell, trade, handle and dispose of products of every kind and character;

(f) To establish and operate residences, training facilities, habilitation centers, senior citizens activity centers and to employ personnel to operate same; and

(g) To acquire, operate and manage such other charitable facilities to aid in the fulfillment of the purposes stated herein.

(h) To make distributions of gifts, grants, or loans to any non-profit organization that qualifies as an exempt charitable organization under Section 501(c)(3) of the Internal Revenue Code of the United States of 1954 as at any time amended (or the corresponding provisions of any future Internal Revenue Code) as may be designated by the Directors.

In furtherance of the foregoing charitable purposes or any of these:

To become members of other associations or corporations organized for any of the purposes for which this Corporation is formed and generally to perform all acts which may be deemed necessary, legal and proper for the successful prosecution of the objects and purpose for which this Corporation is formed.

Said Corporation is organized exclusively for charitable, training, 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).

The persons served by this Corporation shall be served without regard to race, color, creed, sex, or national origin.

X.

Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all 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 or religious 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 appropriate Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

XI.

The Members of the Corporation shall at the annual meeting elect the following Corporation officers: a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, and three (3) or more additional Directors. The duly elected Chairperson, Vice-Chairperson, Secretary, Treasurer and three (3) or more additional Directors shall constitute the Board of Directors of this corporation. The terms of office and the duties and responsibilities of the officers and directors shall be for one year as prescribed by the By-Laws.

The Members shall have the right from time to time to name and elect such other officers as in the discretion of the Members may be required by the Corporation in performing its duties. The Directors shall have the right to employ such agents, accountants, attorneys, and other persons as they may desire and to compensate them for services.

XII.

The Corporation shall have the right to adopt, amend, and repeal such By-Laws as it deems best and which is not inconsistent with the Charter of the Corporation at any annual, regular, or special meeting of the Corporation by a majority vote of the Members of the Corporation present at said meeting at which a quorum is present, provided thirty (30) days advance notice of the meeting and proposed changes are given in writing to the Members.

XIII.

No amendment of this Charter shall be applied for until it shall first have been approved by a majority of the Members present and voting at any meeting. Notice that proposed changes in this Charter shall be discussed shall be given to the Members at least thirty (30) days prior to the date of the meeting at which changes are acted upon, but at such meeting any changes may be approved by the Members.

XIV.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article VI 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 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).

XV.

This Corporation shall not be required to make a publication of its Charter, shall issue no shares of stock, shall divide no dividend 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 and directors, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

IN WITNESS WHEREOF, we have hereunto subscribed our names this the 24th day of September, 19 82.

Robert L Denny

James M Brewer

H. L. Hallaway

State of Mississippi

County of Tate

Personally appeared before me, the undersigned authority in and for said County and State, the within named Robert L. Denny, who acknowledged that he signed and delivered the acknowledged that he signed and delivered the above and foregoing Articles of Incorporation of the HOPE MINISTRIES, INC. on the day and year therein mentioned as his act and deed.

Given under my hand and official seal this the 24th day of September, 19 82.

Wanda D. Bailey
Notary Public

My Commission Expires:

My Commission Expires March 2, 1985

STATE OF Mississippi

COUNTY OF Tate

Personally appeared before me, the undersigned authority in and for said County and State, the within named James M. Brewer, who acknowledged that he signed and delivered the above and foregoing Articles of Incorporation of Hope Ministries, Inc. on the day and year therein mentioned as his act and deed.

Given under my hand and official seal this the 24th day of September, 19 82.

Wanda D. Bailey
Notary Public

My Commission Expires:

My Commission Expires March 2, 1985

STATE OF Mississippi

COUNTY OF Tate

Personally appeared before me, the undersigned authority in and for said County and State, the within named W.L. Wallace, Jr., who acknowledged that he signed and delivered the above and foregoing Articles of Incorporation of Hope Ministries, Inc. on the day and year therein mentioned as his act and deed.

Given under my hand and official seal this the 24th day of September, 19 82.

Wanda W. Bailey
Notary Public

My Commission Expires:

My Commission Expires March 2, 1985

Received at the office of the Secretary of State, this the 27th day of September, A.D., 1982, 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, MS

November 18, 1982

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

Special BY: Richard M. Allen
Assistant Attorney General

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

WOODRUFF CEMETERY ASSOCIATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 17th day of November, A.D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION

OF

WOODRUFF CEMETERY ASSOCIATION

WHEREAS, Woodruff Cemetery Association of Webster County, Mississippi, is an association of twenty-three members, and these members desire that the association be incorporated for the purpose of fostering the present and future maintenance of the Woodruff Cemetery in Webster County; and

WHEREAS, all of the members of this association are present in this called meeting on the 15th day of July, 1982, and on motion duly made, and unanimously adopted, be and it is resolved as follows, to-wit:

That Larry Glenn Love of 309 South Dunn, Eupora, Mississippi 39744, and J. C. Hood of Route 4, Eupora, Mississippi 39744 and E. J. Love of Route 4, Eupora , Mississippi 39744, be, and they are hereby designated and authorized to apply for a Charter of Incorporation from the State of Mississippi, and they are hereby authorized, empowered and directed to execute any and all documents incident thereto and to pay out funds of the association for expenses therefor; said Charter of Incorporation hereby authorized to be secured is to be for a non-profit corporation. to be named Woodruff Cemetery Assocation, Inc.

Larry Glenn Love, whose address is 309 South Dunn, Eupora, Mississippi 39744, is hereby designated resident agent for service of process for the Corporation to be so chartered.

So resolved and unanimously adopted on this the 15th day of July, 1982.

J C Hood
PRESIDENT

ATTEST:

Larry Glenn Love
SECRETARY

CERTIFICATE

I hereby certify that the above and foregoing is a true and correct abstract of the minutes of Woodruff Cemetery Association, of Webster County, Mississippi.

So certified on this the 15th day of July, 1982.

J C Hood
PRESIDENT

CHARTER OF INCORPORATION

OF

WOODRUFF CEMETERY ASSOCIATION, INC.

I.

The corporate title of said company is: Woodruff Cemetery Association, Inc.

II.

The names of the incorporators are:

(a) Larry Glenn Love, 309 South Dunn, Eupora, Mississippi 39744.

(b) J. C. Hood, Route 4, Eupora, Mississippi 39744.

(c) E. J. Love, Route 4, Eupora, Mississippi 39744.

All the foregoing being above the age of twenty-one years and resident citizens of Calhoun and Webster County, State of Mississippi.

III.

The domicile of the Corporation is 309 South Dunn, Eupora, Mississippi 39744.

IV.

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

V.

The period of existence of said corporation shall be perpetual.

VI.

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

(a) To purchase or receive by gifts, lease or otherwise to acquire and own, hold, manage, operate, maintain, subdivide, improve and to deal in and with real property for cemetery purposes.

(b) To receive title to part or all the property presently owned by Woodruff Cemetery Association of Webster County, Mississippi, and to maintain and care for the same, and to acquire additional property adjacent thereto or in the vicinity thereof to be used and maintained solely for cemetery purposes.

(c) The said corporation shall operate and maintain its cemetery and functions in connection therewith on a non-profit basis, and shall operate same and be designated as a "Non-perpetual care cemetery" within the meaning and purview of the "Mississippi Cemetery act". The said corporation, however, shall have full power to create trust and perpetual care funds from proceeds of gifts, donations, and bequests to provide income for the permanent and perpetual care of said cemetery or specific areas or burial plots therein located.

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

which the corporation is organized.

VII.

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

Larry Glenn Love
LARRY GLENN LOVE

J C Hood
J. C. HOOD

E. J. Love
E. J. LOVE

STATE OF MISSISSIPPI

COUNTY OF Calhoun

This day personally appeared before me, the undersigned authority, the within named Larry Glenn Love, J. C. Hood and E. J. Love, incorporators of corporation known as Woodruff Cemetery Association, Inc. who acknowledged that they signed and executed the above and foregoing Charter of Incorporation as their act and deed .

Given under my hand and official seal of office, this the 22nd day of September, 1982.

Paulette G. Hutchins
NOTARY PUBLIC

My Commission Expires:
10-13-84

Received at the office of the Secretary of State, this the 10th day of Nov.

A. D., 19 82, 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 15, 1982

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.

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE WALKER HILL BAPTIST CHURCH, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 17th day of November, A.D., 1982.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

RESOLUTION OF THE WALKER HILL BAPTIST CHURCH
AN UNINCORPORATED ASSOCIATION TO INCORPORATE,
DESIGNATING THE INCORPORATORS,
THE NAME OF THE PROPOSED CORPORATION, AND
AUTHORIZING THE EXPENDITURE OF FUNDS
OF THE ASSOCIATION NECESSARY TO DO SO

BE IT RESOLVED by the members of The Walker Hill Baptist Church, an unincorporated association of individuals, that it is to the best interest of this association that it be forthwith incorporated as a non-profit corporation under the laws of the State of Mississippi applicable thereto, and that James Nowell, Ben Christmas and Willie Rivers, are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named The Walker Hill Baptist Church, Inc.; that they are fully empowered to do so, and perform any and all acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

C E R T I F I C A T E

I, James Nowell, 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 the Resolution duly adopted at a meeting thereof held on the 3rd day of October, 1982, at the regular meeting place of The Walker Hill Baptist Church, in Rankin 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 9th day of November, 1982.

James Nowell
JAMES NOWELL, Secretary

NON-PROFIT
CHARTER OF INCORPORATION
OF
THE WALKER HILL BAPTIST CHURCH, INC.

1. The corporation title of said corporation is: The Walker Hill Baptist Church, Inc.

2. The names and post office addresses of the incorporators are: James Nowell, whose address is 106 Pineview Lane, Brandon, MS 39042; Ben Christmas, whose address is 107 Oak Ridge Road, Brandon, MS 39042; and, Willie Rivers, whose address is Route 2, Box 47, Brandon, MS 39042.

ALL INCORPORATORS ARE ADULT RESIDENT CITIZENS OF THE STATE OF MISSISIPPI.

3. The domicile is at Route 2, Brandon, Mississippi 39042.

4. The Walker Hill Baptist Church will be a non-profit corporation, and no shares of stock shall be issued. The Walker Hill Baptist Church is a church as authorized by the provisions of MISS. CODE ANN., § 79-11-1 (1972),and amendments thereto.

5. The period of existence shall be perpetual.

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

A. To further by all proper and legal agencies and means the religious and moral instruction and the support of public worship, building of churches and chapels, and the maintenance of all missionary undertakings.

B. To secure and circulate literature with reference to religious and moral instruction.

C. To purchase, acquire, own, enlarge, maintain and improve, dismantle and rebuild real and personal property of the corporation; and to receive gifts and devises of such property; to build, construct and maintain buildings and acquire, own, purchase, lease and maintain all appliances, equipment and other real and personal property, including all other property and facilities reasonably necessary for the accomplishment of the purposes and powers of this corporation.

D. To collect tithes and offerings from members and the public, to make gifts and appropriations from any and all its resources, from time to time, to carry out the objects and purposes of the corporation; to hypothecate its income and its property of all kinds for the purpose of repairing and maintaining or building of churches or other structures used or maintained for the purpose of this corporation; to generally organize and act as a Baptist Church in all respects not contrary to law.

E. To sell, convey, execute deeds of trust upon, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets; including such real and personal property as may be not then needed for the purposes of this corporation, provided, the proceeds from such sales, rental or other dispositon thereof shall be applied to the purposes of the corporation.

F. To borrow money at such rates of interest, not contrary to law, as the corporation may determine, issue its notes, bonds and other obligations therefor and secure the performance for repayment of any of its obligations by deed of trust, or pledge of all, or any of its property, franchises and income, including such other instruments as provided by law in order to secure funds with which to construct, operate, extend, add to, maintain and replace the property and operations of this corporation and to reconstruct such property.

G. To meet and conduct its affairs, provide a place or places therefor, carry on its operations and have offices and exercise the powers granted by this charter in this state and in any other state, district or possession of the United States, if permitted so to do by the laws thereof.

H. To adopt by-laws of the corporation not inconsistent with this charter or the laws of the State of Mississippi for the control and regulation of the affairs of the corporation; to adopt, make and alter by-laws by a majority vote of the members present at any regular or any special meetings thereof not inconsistent with this charter or with the laws of this state for the administration and regulation of the affairs of the corporation.

I. To apply for, receive, and adminster, either or all, any grants, gifts, donations, devises, bequests of money or other personal or real property or other assistance from any private person, corporation, association or charitable foundation; any such funds or property shall be used for the purposes of this corporation.

J. To cease its corporate activities and surrender its corporate franchise.

K. All powers herein provided for shall be exercised only to the extent reasonably ncessary to accomplish the purposes for which the corporation is organized.

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 explusion the only remedy for nonpayment of dues; shall vest in each member the right to one vote in the election of all officers; shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the 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.

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

WITNESS THE SIGNATURES of the incorporators, this the 9th day of November, 1982.

James Nowell
JAMES NOWELL, INCORPORATOR

Ben Christmas
BEN CHRISTMAS, INCORPORATOR

Willie Rivers
WILLIE RIVERS, INCORPORATOR

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
COUNTY OF RANKIN

THIS DAY personally appeared before me, the undersigned authority, JAMES NOWELL, BEN CHRISTMAS and WILLIE RIVERS, incorporators of the corporation known as The Walker Hill Baptist Church, Inc., who acknowledged that they signed

and delivered the above and foregoing Charter of Incorporation as their act and deed on this the 9th day of November, 1982.

NOTARY PUBLIC

MY COMMISSION EXPIRES: My Commission Expires May 26, 1984

Received at the office of the Secretary of State, this the 15th day of November, A.D., 1982, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

SECRETARY OF STATE

Jackson, Mississippi November 16, 1982

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 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

CHRISTIAN COMMUNITY HEALTH FELLOWSHIP, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 17th day of November, A.D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF Christian Community Health Fellowship
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 Community Health Fellowship 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 Phillips Spees, Irene Schomus, and David Bosscher are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Christian Community Health Fellowship, 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 Whitnah, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the 15th day of May, 82, at Evarts, Kentucky 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 September, 1982.

Secretary Barbara Whitnah

THE CHARTER OF INCORPORATION

OF THE

CHRISTIAN COMMUNITY HEALTH FELLOWSHIP, INC.

1. The coorporate title of said corporation is Christian Community Health Fellowship, Inc.

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

a) Mr. Harold Phillip Spees, Rt. 2, Box 97, Pinola, MS 39149
b) Ms. Irene Schomus, P.O. Box 103 New Hebron, MS 39140
c) Dr. David B. Bosscher, 201 Ellard Ave., Rolling Fork, MS 3915

3. The domicile of the corporation shall be P.O. Box 28 New Hebron, MS 39140.

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

5. The period of existence shall be perpetual.

6. The purposes for which this corporation is created, not contrary to law, including the rights and powers that are to be exercised by said corporation are as follows:

A. The purposes of said organization will be:

(1) To provide advice and assistance to poor communities who wish to establish or improve Christian health ministries in areas of demonstrated poverty and need.

(2) To assist in the recruitment efforts of non-profit health ministries.

(3) To provide educational experiences for the purpose of exposing interested health professionals, especially students, to all aspects of Christian health care.

(4) To provide opportunities for communication, teaching, and encouragement among members.

(5) To identify, encourage, and mobilize Christian health professionals:

-to use their skills and commitment in proclaiming and living out the Gospel of Jesus Christ through health care and healing in poor communities throughout the United States.

(6) To engage in those other activities which are appropriate, necessary and permitted by law to enhance health care and community development by Christian workers in communities of demonstrated need as limited

by any condition of compliance for exempt organizations under Section 501(c) (3) of the Internal Revenue Code and its regulations.

(7) Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

B. The rights and powers of said corporation to accomplish its religious, charitable, educational and civic improvement purposes as stated above shall be limited to those reasonably necessary to accomplish those purposes; and shall not be contrary to law, specifically, any activity not permitted by an organization exempt under Section 501(c) (3) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended or any activity not permitted by an organization to which contributions are deductible under Section 170(c) (2) of such Code and regulations; and shall be invested in the membership of the organization. The Board of Directors and its appointed officers, agent and employees which shall be guided by the By-Laws of the corporation; and shall include the following:

(1) To adopt, ammend and alter the Articles of Incorporation of the Corporation and the By-laws governing the Board's internal affairs.

(2) To elect, appoint, employ, or discharge officers, agents and employees of the Corporation consistent with said by-laws and this charter and not in violation of law.

(3) To accept, receive, purchase, exchange, lease or otherwise acquire any property, both immovable and movable, of whatever kind, and whereever situated to further any of its stated purposes subject to such limitations as may be prescribed by law. Specificially, this Corporation may solicity and accept donations from individuals, groups, and organizations for furthering the purposes of this Corposation. Specifically, this Corporation may solicit and accept grants from government agencies or private foundations for furthering the purposes of this organization subject to the limitations of law.

(4) To own, operate and manage such property to further the purposes of the Corporation, subject to such limitations as may be prescribed by law. All assets of the Corporation shall be principally

and directly dedicated exclusively to the above stated religious, charitable, educational improvement work.

(5) To sell, exchange, grant, mortgage, loan, lease or otherwise dispose of such property to further the purposes of the Corporation, subject to such limitations as may be prescribed by law. The Corporation shall not engage in business activities for profit and no part of any net earnings of the Corporation shall inure to the benefits 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. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such a 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.

(6) To borrow maney and to make, accept, or issue bonds, promissory notes, debentures or other obligations of the corporation and to secure the payment of such obligations by mortgage, pledge agreement or other instrument of trust to further the purposes of the corporation subject to such limitations as may be prescribed by law.

(7) To invest, reinvest or loan its funds in stocks, bonds, debentures, mortgages or other securities as provided for in the By-laws, as limited by the the conditions of any bequest, gift or grant and as limited by any condition of compliance with Section 501(c)(3) of the Internal Revenue Code and its regulationa as they now exist or as they hereafter may be amended. Specifically, this Corporation will have the authority to grant or loan funds for educational expenses to students of the health professions who, in the judgement of the executors of such funds, show promise in furthering the purposes of this Corporation. Specifically, this Corporation will have the authority to grant

or loan funds for capital and operating expense to non-profit organizations which, in the judgement of the executors of such funds, show promise of furthering the purposes of this corporation.

(8) To publish and distribute information and opinions judged to further the purposes of this organization and judged not to be in violation of law. Specifically, this corporation shall not, by means of said publications or any other insturment, intervene in any political campaign on behalf of any canidate for public office, or attempt to influence legislation.

(9) To exercise such other powers which are not or hereafter may be conferred by law upon a corporation organized for the purposed described above and reasonably necessary to the attainment of the purposes of the corporation, subject to the further limitation and conditions required by law of any organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, and by any organization to which contributions are deductible under Section 170(c)(2) of Such Code and regulations as they now exist or as they may hereafter be amended.

(10) This corporation shall not be required to make publications of its charter, shall issue no shares of stock, shall divide no dividends of 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 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.

(11) 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 payment and distrubutions in furtherance of the exempt purposes set forth in the above example. No substantial part of the activities of the corporation shall be the carrying on of propanganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or dis-

tribution 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 permited 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.

(12) Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the oorporation, dispose of all of t assets of the corporation exclusively for the purpose of the corporation in such manner, to 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 of organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assest not so disposed of shall be disposed of by the court of common pleas of the county in which the principal office of th corporation, is then located, exclusively for such purposes or to such organization or organizations as said court shall determin, which are organized and operated exclusively for such purposes.

Signed:

David B Bossch

Harold Phillip Spees

June G. Schomus

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

BOOK 288 PAGE 79

County of Sharkey

This day personally appeared before me, the undersigned authority DAVID B. BOSSCHER

incorporators of the corporation known as the CHRISTIAN COMMUNITY HEALTH FELLOWSHIP, INC. who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 31 ST day of August, 1982

Wat L. Roberton my commision expires Oct. 8, 1985

STATE OF MISSISSIPPI

County of LAWRENCE

This day personally appeared before me, the undersigned authority HAROLD PHILLIP SPEES AND IRENE G. SCHOMUS.

incorporators of the corporation known as the CHRISTIAN COMMUNITY HEALTH FELLOWSHIP, INC. who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 14th day of October, 19 82

My Commission Expires: November 10, 1983

Mary C. Durley
NOTARY PUBLIC

Received at the office of the Secretary of State this the 19th day of October A.D., 19 82, 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 15, 1982

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

PARKTOWN EAST ESTATES 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 17th day of November, A.D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF ~~PARKTOWN EAST ESTATES CIVIC 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 PARKTOWN EAST ESTATES CIVIC 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 Jam es F. Bishop, VERIES C. METZ, and Brenda Norton are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named PARKTOWN EAST ESTATES CIVIC ASSOCIATION, INC.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary to do so.

CERTIFICATE

I, ANTOINETTE MARGARET JOHNSON, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is a true and correct copy of a Resolution duly adopted at a meeting thereof held on the FOURTH day of AUGUST, 1982, at PARKTOWN EAST ESTATES, OCEAN SPRINGS, 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 September, 1982.

A.M. Johnson
Secretary

Witness Jeanette S. Hanlin

Use this form and acknowledgment in making application for Charter of Incorporation in Mississippi

NON-PROFIT

THE CHARTER OF INCORORATION OF

1. The corporation title of said company is: PARKTOWN EAST ESTATES CIVIC 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
1. James F. Bishop (adult resident citizen of Jackson County, Mississippi)	1201 Parktown Dr.,	Ocean Springs,	Ms.
2. Veries C. Metz, (adult resident citizen of Jackson County, Mississippi)	103 Niagara Ave.,	Ocean Springs	Ms.
3. Brenda Norton adult resident citizen of Jackson County, Mississippi	1302 Chalmette Ave.,	Ocean Springs,	Ms.

ALL INCORPORATORS ARE ADULT RESIDENT CITIZENS OF THE STATE OF MISSISSIPPI.

3. The domicile is at 1201 Parktown Drive, (Street and No.) Ocean Springs, (City) Mississippi (State)

4. (Here set out that the corporation in 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.)
Article V., Section I of by-laws states the association shall be a non-profit association chartered under the laws of the State of Mississip with such by-laws governing the association and regulating its purposes consistentwith the purposes enumerated in the by-laws of the assosciation with prohibitance of issuance of stock, division of profits and non-liability of members for corporate obligations.

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 are to promote the interests and well-being of the residents and property owners in Parktown East Estates Subdivision and all who own real estate therein are eligible for membership in this corporation, regulated by its Board of Directors. Thirteen officers shall be elcted annually for one-year terms within, receiving no salarywith said association to act and do all things necessary not inconsistent wit the laws of the State of Mississippi to implement said corporation in the best interests of its members.

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

Signatures:

James F. Bishop — James F. Bishop

Veries C. Metz — Veries C Metz

Brenda Norton — Brenda Norton

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
COUNTY OF Jackson

This day personally appeared before me, the undersigned authority James F. Bishop, Veries C. Metz, Brenda Norton, incorporators of the corporation known as the Parktown East Estates Civic Association Inc. who acknowledged that (~~XXX~~ they) signed and delivered the above and foregoing charter of incorporation as ~~(his)~~ (their) act and deed on this the 24 day of October 1982.

Velencia L. Wagner
My Commission Expires Jan. 17, 1984

Received at the office of the Secretary of State this the 10th day of Nov., A.D., 1982, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Mississippi, November 15 1982

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

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE NORTHWEST JACKSON COALITION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 17th day of November, A.D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION

WHEREAS, THE NORTHWEST JACKSON COALITION is now a voluntary and non-profit unincorporated organization composed of persons who have associated themselves together for the purpose of sponsoring and encouraging charitable and civic work; and

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

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

BE IT RESOLVED BY a general meeting of THE NORTHWEST JACKSON COALITION duly called and held on the 23rd day of September, 1982, at Jackson, Mississippi, that:

(a) Ms. Dora Lucas, Mr. Tom Hughes and Mr. Wydeth Hawkins be and they are hereby cuthorized and directed to proceed forthwith to take all actions and do all things necessary to incorporate THE NORTHWEST JACKSON COALITION, a non-profit corporation under the laws of the State of Mississippi, and the same are to act as the Incorporators thereof.

(b) The corporate title of the corporation herein authorized shall be: THE NORTHWEST JACKSON COALITION, INC.

(c) The domicile of said corporation shall be at 344 Lake of Pines Drive, Jackson, Mississippi 39206.

(d) The purpose and powers of said corporation shall be as set forth in the copy of the proposed Charter of Incorporation, a copy of which is attached hereto as "Exhibit A" and is adopted herein by reference as duly as if copied herein in its entirety in words and figures.

CERTIFICATE

I, the undersigned DORA LUCAS, secretary of the THE NORTHWEST JACKSON COALITION, INC., do hereby certify that the above and foregoing Resolution is a true and correct copy of a certain Resolution adopted by the NORTHWEST JACKSON COALITION, INC., in a meeting duly called and assembled on the 23rd day of September, 1982, at which meeting all of the membership was present and participating. That said Resolution is incorporated in the Minutes of THE NORTHWEST JACKSON COALITION, INC.

WITNESS MY SIGNATURE on this 22nd day of October, 1982.

PRESIDENT

Tom Hughes
VICE PRESIDENT

Dora Lucas
SECRETARY

THE CHARTER OF INCORPORATION

OF

THE NORTHWEST JACKSON COALITION -

The Corporate Title of said Corporation is:

THE NORTHWEST JACKSON COALITION, INC.

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

DORA LUCAS, 139 Valley North Blvd., Jackson, MS 39206

TOM HUGHES, 344 Lake of Pines, Jackson, Mississippi 39206

WYDETH HAWKINS, 6385 Woodstock Drive, Jackson, Mississippi 39206

3. The domicile of The Northwest Jackson Coalition, is at 344 Lake of Pines, Jackson, Mississippi 39206.

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

5. The period of existence shall be perpetual.

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

a) To encourage, provide opportunities, and to promote interest in participation in organized community improvement and betterment activities.

b) 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 party of the income therefrom or the principal thereof exclusively for charitable and/or civic improvement purposes, directly, or by contributions to organizations under the Internal Revenue Code and its regulations..

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

d) Notwithstanding any other provision of these Articles, the Northwest Jackson Coalition shall not conduct or carry on any activities not permitted by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by and organization contributions to which are deductible under 170 (c) (2) of such Code and regulations. Upon the dissolution of the Northwest Jackson Coalition, the assets of the Northwest Jackson Coalition shall be distributed exclusively to one or more charitable and civic organizations which would then qualify under Section 501 (c) (3) of said Code and regulations.

e) As a means of accomplishing the foregoing purposes the Northwest Jackson Coalition shall have the following powers:

1) To adopt, amend and alter bylaws of the organization governing its internal affairs;

2) To elect and appoint offices, 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 Northwest Jackson Coalition 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 Northwest Jackson Coalition for property acquired or for any of the other purposes of the Northwest Jackson Coalition, and to secure the payment of any such obligations by mortgage, pledge, deed of trust or by other privileges of the Northwest Jackson Coalition whichever 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 Northwest Jackson Coalition, subject to the limitations and conditions are not in conflict with the provisions of Section 501 (c) (3) of the Internal Revenue Code and its regulations and 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 hereafter may be conferred by law upon a organization organized for the purpose hereinabove set forth, or reasonable necessary to the attainment of the purposes of the Northwest Jackson Coalition, 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 Northwest Jackson Coalition and as may be exercised by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended and by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and regulations as they now exist or as they may hereafter be amended.

8) This Northwest Jackson Coalition 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 explusion the only remedy for the non-payment of dues, shall vest in each member the right to one (1) vote in the election of all officers, shall make the loss of membership by death or otherwis, the termination of all interest of such member in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire Northwest Jackson Coalition property shall be liable for the claims to creditors.

Dora Lucas
DORA LUCAS

Tom Hughes
TOM HUGHES

WYDETH HAWKINS

INCORPORATORS

STATE OF MISSISSIPPI

COUNTY OF HINDS.....

PERSONALLY appeared before me, the undersigned authority in and for the jurisdiction aforesaid, DORA LUCUS one of the Incorporators of THE NORTHWEST JACKSON COALITION, who acknowledged that she signed and executed the above and foregoing Articles of Incorporation as her act and deed on this 22nd day of October, A.D., 1982.

Dawn E. Sutton
NOTARY PUBLIC

MY COMMISSION EXPIRES
10/23/83

STATE OF MISSISSIPPI

COUNTY OF HINDS.....

PERSONALLY appeared before me, the undersigned authority in and for the jurisdiction aforesaid, TOM HUGHES one of the Incorporators of THE NORTHWEST JACKSON COALITION, who acknowledged that he signed and executed the above and foregoing Articles of Incorporation as his act and deed on this 22nd day of October, A.D., 1982.

Dawn E. Sutton
NOTARY PUBLIC

MY COMMISSION EXPIRES:
10/23/83

STATE OF MISSISSIPPI

COUNTY OF HINDS.....

PERSONALLY appeared before me, the undersigned authority in and for the jurisdiction aforesaid, WYDETH HAWKINS one of the Incorporators of THE NORTHWEST JACKSON COALITION, who acknowledged that he signed and executed the above and foregoing Articles of Incorporation as his act and deed on this 22nd day of October, A.D., 1982.

Dawn E. Sutton
NOTARY PUBLIC

MY COMMISSION EXPIRES
10/23/83

Received at the office of the Secretary of State, this the 12th day of Nov. A.D., 1982, together with the sum of $ 2.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Elma Lloyd Pittman
SECRETARY OF STATE

JACKSON, MISSISSIPPI
November 15, 1982

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

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

PACK TEN FRATERNAL 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 17th day of November, A.D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION

WHEREAS, Pack Ten Hunting Club, a non-profit fraternal organization was heretofore formed and organized at Carrollton in Carroll County, Mississippi; and,

WHEREAS, the members of said organization met in a meeting duly called for the purpose of authorizing the incorporation of the organization, an unincorporated association, on the 1st day of November, 1982, in Carrollton, Mississippi, and empowered, directed and authorized the members hereinafter named to apply for a Charter of Incorporation for said organization in the State of Mississippi under the name of "Pack Ten Fraternal Club, Inc."

NOW, BE IT RESOLVED, that Marshall Smith, David Murphy and J. G. Alderman be and they are hereby authorized, empowered and directed to apply for a corporate charter for the said organization, said application to be filed with the Secretary of State of Mississippi, said corporation to be known as and entitled "Pack Ten Fraternal Club, Inc." and to be a non-profit corporation for which no shares of stock will be issued and no profits or dividends shall be divided or distributed among the members; to have a perpetual existence, expulsion shall be the only remedy for non-payment of dues, and each member shall be vested with the right to cast one vote in the election of all officers and directors, and the loss of membership, by death or otherwise, shall terminate all interest of such member in the corporate assets, and there shall be no individual liabilities against the members for the corporate debts, but the entire corporate property shall be liable for the claims of creditors.

CERTIFICATE

We hereby certify that the above and foregoing is a true and correct copy of a resolution adopted by Pack Ten Hunting Club, an organization, had and done on the 1st day of November, 1982, at a duly convened meeting and duly recorded in the official minutes of said organization.

WITNESS our signatures, this 6 day of November, 1982.

David Murphy

David Murphy, Chairman

J. G. Alderman

J. G. Alderman, Secretary

THE CHARTER OF INCORPORATION

OF

PACK TEN FRATERNAL CLUB, INC. -

I.

The corporate title of said Company is PACK TEN FRATERNAL CLUB, INC.

II.

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

NAME	ADDRESS	CITY	STATE
Marshall Smith	Route 2,Box 134 A	Carrollton	Mississippi
David Murphy	Route 2	Carrollton	Mississippi
J. G. Alderman	Route 2, Box 7	Carrollton	Mississippi

All of the above named incorporators are adults and all are residents and citizens of the State of Mississippi.

III.

The domicile and address of the corporation is at Carrollton, in Carroll County, Mississippi.

IV.

The corporation is a non-profit/fraternal corporation and no shares of stock are to be issued.

V.

The period of existence shall be perpetual.

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 the stated purposes of the corporation, are as follows:

A. An incorporated fraternal organization to promote friendship and brotherhood among its members including the managing, supervising, operating or

otherwise engaging in any and all form of legitimate indoor or outdoor recreational activities, entertainments, amusements, sports, hunting and fishing or similar enterprises and activities; also the right and power to engage in charitable, benevolent, eleemosynary, civic, social, and literary activities and enterprises; also the right and power to hold, own or lease such real estate or buildings, appliances, equipment and necessary facilities for the proper conduct of the business, activities and enterprises of the corporation; and also the right and power to borrow money and pledge, mortgage, or otherwise encumber assets and property as security for the operation of the corporation and its activities.

B. The corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide or pay or distribute no dividends or profits to or among its members and shall not use any earnings except for and in furtherance of the purposes of the corporation; shall vest in each member the right to one (1) vote in the election of all officers and directors; shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets; shall make expulsion the only remedy for non-payment of dues by a member; 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.

C. The rights and powers that may be exercised by said corporation in addition to those set forth herein are those conferred by the provisions of Section 79-11-1, of the Mississippi Code of 1972, as amended, and any other laws of the State of Mississippi; provided the exercise of such powers conferred by said laws are restricted to those powers

which are reasonably necessary to accomplish the stated purposes of the corporation.

VII.

The corporation shall have members and entrance fees for new members shall be provided for in the By-Laws of the corporation. Further qualifications and rules, not in conflict herewith, may be provided for in the By-Laws of the corporation and from time to time set and determined by rules adopted by the membership of the corporation.

Signatures of the incorporators:

Marshall Smith

David Murphy

J. G. Alderman

STATE OF MISSISSIPPI

COUNTY OF CARROLL

This day personally appeared before me, the undersigned authority in and for the county and state aforesaid, the within named, MARSHALL SMITH, DAVID MURPHY [redacted], incorprators of the corporation known as Pack Ten Fraternal Club, Inc., each and all of whom acknowledged that they each signed and executed the above and foregoing Charter of Incorporation as their act and deed on the 6 day of November, 1982.

Given under my hand and seal of office, this the 6 day of November, 1982.

Notary Public

My commission expires:

MY COMMISSION EXPIRES JAN. 2ND, 1984

STATE OF MISSISSIPPI

COUNTY OF LEFLORE

THIS DAY PERSONALLY APPEARED BEFORE ME, THE UNDERSIGNED AUTHORITY IN AND FOR THE COUNTY AND STATE AFORESAID, THE WITHIN NAMED, J. G. ALDERMAN, INCORPORATOR OF THE CORPORATION KNOWN AS PACK TEN FRATERNAL CLUB, INC., WHO ACKNOWLEDGED THAT HE SIGNED AND EXECUTED THE ABOVE AND FOREGOING CHARTER OF INCORPORATION AS HIS ACT AND DEED ON THE 8th DAY OF NOVEMBER, 1982.

SIGNATURE OF THE INCORPORATOR:

J. G. Alderman

J. G. ALDERMAN

GIVEN UNDER MY HAND AND SEAL OF OFFICE, THIS 8th DAY OF NOVEMBER, 1982.

Jeanne S. Carroll

NOTARY PUBLIC

MY COMMISSION EXPIRES:

MAY 2, 1983

Received at the office of the Secretary of State, this the 12TH day of Nov.

A. D., 19 82, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dwan Floyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

November 15, 1982

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.

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

GREATER BETHEL APOSTOLIC TEMPLE, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 17th day of November, A.D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF GREATER BEHTEL APOSTOLIC TEMPLE CONGREGATION

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

Be it resolved by the members of GREATER BETHEL APOSTOLIC TEMPLE, 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 ~~Ernest J. Miller, John Walls, and Annie Jones~~

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named GREATER BETHEL APOSTOLIC TEMPLE, 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, Annie Jones, 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 9, 1982 at Greenville, 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 9

day of November, 1982.

Secretary Annie L. Jones

C-30-3

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

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

GREATER BETHEL APOSTOLIC TEMPLE, INC.

1. The corporation title of said company is: Greater Bethel Apostolic Temple, 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
Ernest J. Miller	801 Cypress St. Apt. 6E	Greenwood,	Mississippi
John Walls	Route 1, Box 184	Sidon,	Mississippi
Annie Jones	210 Western Circle	Greenwood,	Mississippi

ALL INCORPORATORS ARE ADULT RESIDENT CITIZENS OF THE STATE OF MISSISSIPPI.

3. The domicile is at 801 Cypress Street, Apt. 6E (Street and No.) Greenwood, (City) Mississippi (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 non-profit and no shares of stock shall be issued.
The corporation is a church.

5. Period of existence shall be perpetual.

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

PURPOSE: The purposes for which the corporation and congregation is organized as a non-profit, religious, charitable and educational organization are:

(A) To conduct and foster religious worship and for its members, congregation and public to seek the honor and glory of God, to carry out His will, to manifest the unity of the evangelical Apostolic faith in Jesus Christ as God and Savior, to spread the kingdom of God and (over)

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:

Ernest J. Miller

John Walls

Annie R. Jones

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of WASHINGTON

This day personally appeared before me, the undersigned authority Ernest J. Miller, John Walls, Annie Jones, incorporators of the corporation known as the GREATER BETHEL APOSTOLIC TEMPLE, INC. who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 9th day of November, 1982.

Charles Vick Jones

My Commission Expires May 28, 1983

Received at the office of the Secretary of State this the 12th day of Nov. A.D., 1982, 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 16, 1982

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

C-30-2

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

BELLEGROVE HOMEOWNERS ASSOCIATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 17th day of November, A.D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION

ADOPTED BY

BELLEGROVE HOMEOWNERS ASSOCIATION

At a duly called and legally held meeting of the Bellegrove Homeowners Association held on the 31st day of October, 1982, at which a quorum of the members were present, upon motion duly made and seconded and unanimously adopted, it was:

RESOLVED, that the Bellegrove Homeowners Association file an application with the Secretary of State of the State of Mississippi to apply for a charter as a nonprofit corporation, to be named Bellegrove Homeowners Association, Inc. as provided by law, and that for the purpose of filing said application the following persons, all of whom are adult resident citizens of the State of Mississippi over the age of twenty-one (21) and members of Bellegrove Homeowners Association are authorized to execute an application for the Charter of Incorporation of the Bellegrove Homeowners Association; said persons being:

Stanley King	182 Dogwood Circle Brandon, Mississippi 39042
Don H. Goode	108 Boxwood Place North Brandon, Mississippi 39042
Cynthia P. Baria	110 Boxwood Place North Brandon, Mississippi 39042

FURTHER RESOLVED, that the persons hereinabove named shall be authorized to do each and every act necessary in applying for said charter of incorporation;

FURTHER RESOLVED, that a certified copy of this resolution shall be attached to the application for the Charter of Incorporation.

I, S. Lynn Lee, Secretary of the Bellegrove Homeowners Association, hereby certify that the foregoing is a

true and correct copy of certain resolutions adopted by the Bellegrove Homeowners Association which are now in full force and effect and have not been amended or rescinded by any action of said organization.

CERTIFIED this, the 11th day of November, 1982.

S. Lynn Lee
Secretary

CHARTER OF INCORPORATION OF

BELLEGROVE HOMEOWNERS ASSOCIATION, INC.

ONE: The corporate title of the corporation is BELLEGROVE HOMEOWNERS ASSOCIATION, INC.

TWO: The name, street address, and post office address of the incorporators, all of whom are adult resident citizens of the State of Mississippi above the age of twenty-one (21) are as follows:

NAME	ADDRESS
Stanley King	182 Dogwood Circle Brandon, Mississippi 39042
Don H. Goode	108 Boxwood Place North Brandon, Mississippi 39042
Cynthia P. Baria	110 Boxwood Place North Brandon, Mississippi 39042

THREE: The domicile of the corporation is at 182 Dogwood Circle, Brandon, Mississippi 39042.

FOUR: The corporation is nonprofit and no shares of stock are to be issued. It is to be one of the types of organizations set forth in Section 79-11-1 of the Mississippi Code of 1972, as amended, the same being a civic improvement society. Said corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

FIVE: The period of existence of the corporation shall be perpetual.

SIX: The purposes for which the corporation is created, not contrary to law, and the rights and powers that are to be exercised by said corporation, which 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 promote and encourage the orderly development, maintenance, construction, and character of lots, homes, and other buildings and structures in the Bellegrove Subdivision and adjacent areas in Rankin County, Mississippi;

(b) To encourage, promote, and assist the development of public improvements and facilities of all kinds and nature in said area, including the construction, maintenance, and upkeep of streets, sewers and public utility facilities;

(c) To encourage and promote the beautification of the Bellegrove Subdivision and adjacent areas;

(d) To sponsor and undertake campaigns whereby the general public, the governing body of Rankin County, or any others as necessary, will be apprised of the purpose, aims, and objectives of the corporation;

(e) To approve or object to future zoning and/or land use changes in the Bellegrove Subdivision and areas in the vicinity thereof as the membership of the corporation may determine to be in the best interest of the area in the furtherance of its purposes to create a more attractive and stable residential area and to generally protect and upgrade the quality of life enjoyed by residents of the area;

(f) To solicit, receive, and accept charitable contributions or dues of money or property, and to hold, use, administer, disburse or dispose of such money or property so received for the above purposes in such manner as the membership thereof may direct, and to hire legal counsel or other agents, experts, or other persons approved by the officers of said association, to assist in furthering the purposes for which the corporation has been organized;

(g) To appear and file documents denoting the

approval or objection by the corporation in any proceeding before the Board of Supervisors of Rankin County, Mississippi, or any other governmental entity wherein the residential maintenance, development, and general upkeep and improvement of the Bellegrove Subdivision and areas in the vicinity thereof will in any way be affected;

(h) To engage in a full spectrum of activities incident to the promotion and protection of the health, safety, and welfare of the residents and property owners of Bellegrove Subdivision.

(i) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (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).

(j) 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 purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the 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 as said Court shall determine, which are organized and operated exclusively for such purposes.

It is contemplated that the purposes above enumerated to be such as to qualify the corporation for tax exempt status under §501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

SEVEN: Internal affairs of the corporation shall be regulated by the by-laws of the corporation.

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

DATED November 11, 1982.

Stanley King

Don H Goode
Don H. Goode

Cynthia P. Baria
Cynthia P. Baria

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Stanley King, Don H. Goode, and Cynthia P. Baria, Incorporators of the corporation known as Bellegrove Homeowners Association, Inc., who acknowledged that they signed and delivered the above and foregoing Charter of Incorporation as their act and deeds on this the 11th day of November, 1982.

Witness my hand and seal, this the 11th day of November, 1982.

Notary Public

LAUREL P. MORIARTY, NOTARY PUBLIC, HINDS COUNTY, MS

My Commission Expires:
10.27.84

Received at the office of the Secretary of State, this the 12th day of Nov., 1982, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE

Jackson, Mississippi

November 15, 1982

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

Bill Allain
Attorney General

By: Richard M. Allen
Special Assistant Attorney General

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State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

CLAIBORNE COUNTY COMMUNITY HEALTH CENTER, INC.

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 17th of November, A. D., 1982.

William F. Winter

Governor.

Attest:

Edwin Lloyd Pittman

Secretary of State.

CERTIFIED COPY OF RESOLUTION
ADOPTED BY
Board of Governors, Claiborne County Community Health Center Inc.
AT A MEETING OF THE MEMBERS HELD ON
November 4, 1982
AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF
Claiborne County Community Health Center Inc.

WHEREAS, Claiborne County Community Health Center Inc. is a voluntary, non-profit incorporation chartered by the State of Mississippi, and

WHEREAS, after thorough discussion in a duly held meeting this corporation desires to amend its charter to

Obtain a 501 (C) 3 determination from the Internal Revenue Service, as a non-profit organization.

THEREFORE, BE IT RESOLVED by Claiborne County Community Health Center Inc. that its charter is amended as follows: In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501 (C) 3 and 170(C) 2 of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or Local government for exclusive public purpose.

2- Notwithstanding any other provision of these articles, the purpose for which the corporation is formed is exclusively charitable within the meaning of section 501 (C) 3 of the Internal Revenue Code of 1954.

CERTIFICATE

I, Elonzo McClorine, President of the Board of Community Health Center Inc. Claiborne County do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by the members of Claiborne County Community Health Center Inc. in a meeting assembled on the 4th

_____, who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of Claiborne Co Comm. Health Center, Inc., on this the 12th day of November, 1982.

Stella H. Jennings
NOTARY PUBLIC

My Commission expires:
1-2-84

ARTICLES OF AMENDMENT TO THE
CHARTER OF INCORPORATION
OF

Claiborne County Community Health Center, 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: See Attached

SECOND: The following amendment of the Charter of Incorporation was adopted by the members of the corporation on November 4th, 19 82, at a regular meeting of the members of the corporation at Port Gibson, Miss, Mississippi:

DATED: This the 4th day of November, 19 82.

SIGNED: Claiborne County Community Health Center, Inc.
(Name of Corporation)

BY: Elonzo McClarine
President

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
COUNTY OF Claiborne

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Elonzo McClarine, President of Claiborne Co. Comm. Health Center, Inc.

day of November, 19~~7~~82, in Port Gibson Mississippi.

WITNESS MY SIGNATURE, this 4th day of November, 19~~7~~82.

Elonzo McClorine
PRESIDENT

AMENDMENTS

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(C)3 and 170(C)2 of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or Local government for exclusive public use.

Notwithstanding any other provision of these articles, the purpose for which the corporation is formed is exclusively charitable within the meaning of section 501(C)3 of the Internal revenue Code of 1954.

Received at the office of the Secretary of State, this the 15th day of November A. D., 1982, 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.,

November 16, 1982

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.

State of Mississippi

Office of Secretary of State

Jackson

I, EDWIN LLOYD PITTMAN, Secretary of State of the State of Mississippi, do hereby certify that the DECREE CONFIRMING EXTENSION OF THE BOUNDARIES OF THE

TOWN OF MARION

hereto attached was, pursuant to the provisions of the Laws of the State of Mississippi, filed in my office this the 22nd day of November, 19 82, and recorded in this office in Record of Incorporations Photostat Book No. 288, at pages 120 - 125.

Given under my hand and Seal of office hereunto affixed this 22nd day of November, 19 82

Edwin Lloyd Pittman
Secretary of State.

STATE OF MISSISSIPPI
COUNTY OF LAUDERDALE
I CERTIFY THAT THIS IS A TRUE COPY
H. G. JOHNSON, JR., Chancery Clerk
BY

IN THE CHANCERY COURT OF LAUDERDALE COUNTY

STATE OF MISSISSIPPI

IN THE MATTER OF THE EXTENSION
OF THE BOUNDARIES OF THE TOWN
OF MARION, MISSISSIPPI NO. F-1028

DECREE CONFIRMING EXTENSION
OF THE BOUNDARIES OF THE TOWN OF MARION

There having come on for hearing at the Courthouse of Lauderdale County, Mississippi, in Meridian, Mississippi, in the Chancery Courtroom thereof, the Petition of the Town of Marion, a Mississippi Municipal Corporation domiciled in Lauderdale County, Mississippi, praying for the ratification, approval and confirmation by this Court of an enlargement of the boundaries of said Town of Marion so as to include within said boundaries the following described land situated in Lauderdale County, Mississippi, to-wit:

Beginning at the Northeast corner of Section 28, Township 7 North, Range 16 East, Lauderdale County, Mississippi, and run thence West along the North boundary of said Section 28 for a distance of approximately 1,320 feet to the West line of the East 1/4 of Section 21; thence North along the West line of said East 1/4 for a distance of approximately 5,280 feet to the South right-of-way line of the Dr. Pepper Public Road; thence East along the South right-of-way line of said Public Road for a distance of approximately 5,280 feet to the East right-of-way line of the Marion-Navy Base Public Road; thence in a Northeasterly direction along the East right-of-way line of said Marion-Navy Base Public Road approximately 50 feet to the North line of Section 22; thence East along the North line of said Section 22 for approximately 1,320 feet to the Northeast corner of said Section 22; thence South along the East line of Section 22 for approximately 1,320 feet to the North line of the South 1/2 of the North 1/2 of Section 22; thence West along the North line of the South 1/2 of the North 1/2 of Section 22 approximately 5,300 feet to the East right-of-way line of the Barker Cemetery Public Road; thence in a Southeasterly direction along the East right-of-way line of said Public Road for approximately 4,160 feet to the North line of Section 27, thence West along the North line of said Section 27 for approximately 1,100 feet to the Northeast corner of Section 28, which point is the point of beginning all being situated in Township 7 North, Range 16 East, Lauderdale County.

GOLDMAN, DREYFUS & PRIMEAUX, ATTORNEYS AT LAW
P. O. BOX 1825 MERIDIAN, MS 39301

All in accordance with the provisions of an ordinance duly and lawfully adopted by the Town Council of the Town of Marion on August 6, 1982, entitled "An Ordinance to Enlarge, Extend and Define the Corporate Limits and Boundaries of the Town of Marion, Lauderdale County, Mississippi."

A certified copy of the ordinance is attached to the Petition of said Town of Marion filed herein as Exhibit "A" to said Petition and which said Ordinance was duly published for the time and in the manner required by law; and the Court having determined that the Petition of the Town of Marion in this cause conforms to all the requirements of law in connection with the proposed enlargement of the boundaries of the said Town of Marion and further, that there is attached to said Petition as Exhibit "C" thereto a map or plat of the municipal boundaries of the said Town of Marion as they would exist in the event the enlargement prayed for is ratified, approved and confirmed; and, the Court having further determined that an application for a date for a hearing on said Petition was duly and legally filed in this Court by Petitioner, the Town of Marion, as is required by law, and that an Order thereon was duly entered by this Court on the 3rd day of September, 1982 setting October 15, 1982 at 2:00 p.m. at the Courthouse in the City of Meridian as the time and place at which a hearing on said Petition would be held and at which hearing all persons interested in, affected by, or being aggrieved by said proposed enlargement would have the right to appear and present their objections to such proposed enlargement, and which Order further directed that notice of said hearing be given by the Clerk of this Court as is provided by law; and, the Court having further determined that proper and legal notice of said hearing was given by the Clerk of this Court for the time and in the manner as is required by law, and proof thereof filed with the papers in this cause; and process having been obtained on the City of Meridian by process being served on the City Manager

thereof, namely, Richard J. Burnette; the said City of Meridian being located within three miles from the proposed extension of the boundaries of the Town of Marion, Mississippi, and the Court having heard the testimony and the argument of counsel that the proposed enlargement of the boundaries of said Town of Marion, Mississippi, is reasonable and proper.

IT IS, THEREFORE, ORDERED, ADJUDGED AND DECREED as follows, to-wit:

1. That all of the above determinations are hereby found and declared as findings of fact by the Court.

2. That the proposed enlargement of the boundaries of the Town of Marion, Mississippi, as set forth in said Petition and Notice thereof, is found to be reasonable and required by the public convenience and necessity.

3. That the public and municipal services which said Town of Marion will render in the annexed territory, as set forth in Section 3 of the Ordinance attached to the Petition herein as Exhibit "A" and the time within which said services will be so rendered are hereby declared to be reasonable and proper.

4. That the proposed enlargement of the boundaries of the Town of Marion were set forth and described in the Petition filed by the Town of Marion, Mississippi, is hereby approved, ratified and confirmed and the boundaries of the Town of Marion, Lauderdale County, Mississippi, as hereby approved, ratified and confirmed are hereby described as follows, to-wit:

> Begin at the Northwest corner of the SE 1/4 of the SE 1/4 of Section 28, Township 7 North, Range 16 East, Lauderdale County, Mississippi, and run thence East 1,320 feet to the section line dividing Section 27 and 28 in Township 7 North, Range 16 East; run thence North along the West line of said Section 27 approximately 3,960 feet to the Northwest corner of said Section 27, which point is the Northeast corner of Section 28; thence West along the North boundary of said Section 28 for a distance of approximately 1,320 feet to the West line of the East 1/4 of Section 21; thence North along the West line of said East 1/4 for a distance of approximately 5,280 feet to the South right-of-way line of the Dr. Pepper Public Road; thence East along the South right-of-way line of said Public Road for a distance of

approximately 5,280 feet to the East right-of-way line of the Marion-Navy Base Public Road; thence in a Northeasterly direction along the East right-of-way line of said Marion-Navy Base Public Road approximately 50 feet to the North line of Section 22; thence East along the North line of said Section 22 for approximately 1,320 feet to the Northeast corner of said Section 22 which point is also the Northwest corner of Section 23; thence run South along the West line of Section 23 approximately 1,320 feet to the North line of the South 1/2 of the North 1/2 of Section 23; thence East along said North line of the South 1/2 of the North 1/2 a distance of approximately 3,000 feet to the West bank of said Beave; run thence Southwesterly along the meanderings of the West bank of said Beaver Creek to a point where said Creek intersects Sowashee Creek; run thence Southwesterly along the meanderings of the West bank of said Sowashee Creek to a point where said Creek intersects the line dividing the North 1/2 from the South 1/2 of Section 34 in Township 7 North, Range 16 East; run thence West along the centerline of said Section 34 and the centerline of Section 33 in Township 7 North, Range 16 East to the Westerly right-of-way line of the Old Marion Road; run thence Southwesterly along said right-of-way line to a point where said right-of-way line intersects the Easterly right of way line of U. S. Highway No. 45; run thence Northeasterly along said right-of-way line approximately 2,410 feet to a point where said right of way line intersects the East line of the NE 1/4 of the NE 1/4 of said Section 33; run thence North along the East line of said Section 33 to the Southeast corner of the N 1/2 of the NE 1/4 of the NE 1/4 of Section 33, run thence West 1,320 feet to the West line of said NE 1/4 of the NE 1/4 of said Section 33; run thence North 1,980 feet to the point of beginning all being situated in Township 7 North, Range 16 East, Lauderdale County, Mississippi.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the Clerk of this Court shall, after the expiration of ten days from this date, if no appeal be taken from this Decree, forward to the Secretary of State of the State of Mississippi a certified copy of this Decree, which shall be filed in the office of the Secretary of State and shall remain a permanent record thereof as is required by law.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the Petitioner, the Town of Marion, shall furnish to the Clerk of this Court a map or plat of the boundaries of the Town of Marion as herein approved, ratified and confirmed, which said map or plat shall be recorded in the official plat book of Lauderdale County, Mississippi.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that all costs of this proceeding be assessed against the Petitioner, the Town of Marion, Mississippi.

ORDERED, ADJUDGED AND DECREED this the 15 day of October, 1982. by the undersigned Chancellor of the Twelfth Chancery Court District of the State of Mississippi.

Howard R. Pigford
CHANCELLOR

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State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

ADVENTIST HEALTH CENTER

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 22nd of November, A. D., 1982.

William F. Winter

Governor.

Attest:

Edwin Lloyd Pittman

Secretary of State.

CERTIFIED COPY OF RESOLUTION ADOPTED BY ADVENTIST HEALTH CENTER AT A MEETING OF THE MEMBERS HELD ON NOVEMBER 16, 1982 AUTHORIZING AND DIRECTING THE AMENDMENT OF THE CHARTER OF INCORPORATION OF ADVENTIST HEALTH CENTER

WHEREAS, Adventist Health Center is a voluntary non-profit coporation chartered by the State of Mississippi; and

WHEREAS, after a thorough discussion and a duly held meeting this corporation desires to amend its charter in the form exactly the same as that attached to this resolution as Exhibit A.

THEREFORE, BE IT RESOLVED, by the members of the Adventist Health Center that its Charter is hereby amended in a form exactly the same as that copy of the Articles of Amendment to the Charter of Incorporation of Adventist Health Center attached to this resolution as Exhibit A.

CERTIFICATE

I, W. A. Geary, President of Adventist Health Center do hereby certify that the above and foregoing resolution is a true and correct copy of that resolution adopted by the members of said corporation in a meeting assembled on the 16th day of November, 1982, in Montgomery, Alabama.

WITNESS MY SIGNATURE, THIS THE 16th DAY OF NOVEMBER, 1982.

W. A. Geary
PRESIDENT,
ADVENTIST HEALTH CENTER

ARTICLES OF AMENDMENT TO THE CHARTER OF INCORPORATION
OF ADVENTIST HEALTH CENTER

Pursuant to the provisions of Section 79-11-9, MISS. CODE ANN. of 1972, the undersigned corporation adopts the following Articles of Amendment to its Charter of Incorporation:

FIRST: Section 4 of said Charter is hereby amended to read as follows:

This is a non-profit corporation and no shares of stock shall be issued, being a charitable and medical purposes corporation.

This corporation is organized as a unit of the Seventh-day Adventist Church and shall be operated exclusively to carry out the purposes of that organization.

SECOND: Section 6 of said Charter is amended by adding the following paragraph:

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

THIRD: The foregoing amendments to the Charter of Incorporation were adopted by the members of the corporation on November 16 , 1982, at a meeting of the members of the corporation at Montgomery, Alabama.

THIS THE 16th DAY OF NOVEMBER, 1982.

ADVERTISTS HEALTH CENTER

BY: W. A. Geary

EXHIBIT A

STATE OF ALABAMA
COUNTY OF MISSISSIPPI

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, W. A. Geary, President of Adventist Health Center, who acknowledged that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of Adventist Health Center on this the 16th day of November, 1982.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, this the 16th day of November, 1982.

Barbara Cronic
NOTARY PUBLIC

My Commission Expires:

Feb. 5, 1985

Received at the office of the Secretary of State, this the 22nd day of November A. D., 1982, together with the sum of $10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Eldon Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

November 22, 1982

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
Assistant Attorney General.
Special

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

STARKVILLE BIBLE CHURCH, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 22nd day of November, A.D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF Starkville Bible Church

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

Be it resolved by the members of Starkville Bible Church an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that William L. Parrott, Karl W. Carlson, and Herman P. Hare are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Starkville Bible Church, Inc.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, William L. Parrott, 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 Nov. 7, 1982, at 710 Cypress Street at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 7th

day of November, 1982

Secretary William L. Parrott

C-30-3

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

BOOK 288 PAGE 133

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

Starkville Bible Church

1. The corporation title of said company is:

   Starkville Bible Church, 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 L. Parrott	Rt. 5, Box 8	Starkville,	MS
Karl W. Carlson	710 Cypress Road	Starkville,	MS
Herman R. Ware	Rt. 5, Box 1	Starkville,	MS.

ALL INCORPORATORS ARE ADULT RESIDENT CITIZENS OF THE STATE OF MISSISSIPPI.

3. The domicile is at 710 Cypress Street (Street and No.) Starkville, (City) Mississippi (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 a non-profit corporation and no shares of stock shall be issued. The type of orgainzation is a Church.

5. Period of existence shall be perpetual.

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

The object of this organization shall be the worship of Almightly God according to the teaching of the Word of God, to practice the precepts and examples of the Church of our Lord Jesus Christ as set forth in the New Testament, to sustain ordinances and doctrines, and to preach and propagate among all people the Gospel of God's salvation by personal faith in Jesus Christ as Saviour and Lord, thereby fulfilling the great commission.

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.

C-30-1

BOOK 288 PAGE 134

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 L. Parrott

Karl W. Carlson

Herman R Ware

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of OKTIBBEHA

This day personally appeared before me, the undersigned authority

William L. Parrott, Karl W. Carlson, Herman R. Ware

incorporators of the corporation known as the Starkville Bible Church, Inc.

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 9th day of November, 1982.

My Commission expires 11-16-1982 John F. Moore

Notary Public

Received at the office of the Secretary of State this the 18th day of November A.D., 19 82, 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 19th, 1982

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

C-30-2

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

UNION CHURCH VOLUNTARY 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 November, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

BE IT RESOLVED that Bill Lowe, Elizabeth Humphreys, D. M. Hawkins and Lynn Posey members of the unincorporated Union Church Volunteer Fire Department, Inc. be and are hereby authorized, empowered, directed to apply to the Secretary of State for a Charter of Incorportation for said Union Church Volunteer Fire Department as a non-profit corporation under the laws of the State of Mississippi, and to have a name of Union Church Volunteer Fire Department Inc.; and that they shall proceed with this as soon as is practical.

CERTIFICATE

I, Elizabeth Humphreys, acting as Secretary of the Union Church Volunteer Fire Department, an unincorporated association, do hereby certify that the above and foregoing is a full, true and correct copy of a resolution as duly passed and adopted at a meeting of said unicorporated association held on Monday November 1, 1982.

Witness my signature this 8th day of Nov. 1982

Elizabeth Humphreys

Elizabeth Humphreys,
Secretary

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

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

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is:

   Union Church Voluntary Fire Department, Inc.

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

Name	Street & No.	City	State
D. M. Hawkins	Route 1, Box 12	Union Church	MS
Bill Lowe	Route 1, Box [illegible]	Union Church	MS
Elizabeth V. Humphreys	Route 1, Box 93	Union Church	MS
Lynn Posey	Route 1, Box 179-A	Union Church	MS

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

3. The domicile is at Intersection MS Highway 550/28 (Street and No.) Union Church (City) MS (State) 39668

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

   The Corporation is a non-profit corporation, and no shares of stock shall be issued; and is a civic improvement society as provided in Section 79-11-1 of the Mississippi code of 1972. It is also a fire company.

5. Period of existence shall be perpetual.

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

   The purpose for which the corporation is created is the general community development of the unincorporated community of Union Church, in Jefferson County, Mississippi, and the areas surrounding the same; including promotion and development of social, commercial and industrial improvements in the area; to own, operate and supervise a volunteer fire department to serve the community and the areas surrounding it which it would be feasible to serve; and to do any and all other things which might promote the betterment of the community and the people residing therein. Said corporation shall have the right to own and hold property of any nature of kind, real or personal, and to use the same for its corporate 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: D M Hawkins
Bill Lowe
Lynn Posey
Elizabeth V. Humphreys

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Jefferson

This day personally appeared before me, the undersigned authority D. M. Hawkins, Bill Lowe, Elizabeth V. Humphreys, Lynn Posey, incorporators of the corporation known as the Union Church Volunteer Fire Department Inc. who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 11 day of November 1982

Expires Jan. 10, 1986 Jerry D. Warren

STATE OF MISSISSIPPI
County of Jefferson

This day personally appeared before me, the undersigned authority D. M. Hawkins, Bill Lowe, Elizabeth Humphreys, Lynn Posey, incorporators of the corporation known as the Union Church Voluntary Fire Department Inc. who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 6th day of Nov., 1982

Received at the office of the Secretary of State this the 18th day of November A.D., 1982, 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 19, 1982

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 HOLY APOSTOLIC SOCIETY 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 22nd day of November, A.D., 1982.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

RESOLUTION OF The Holy Apostolic Society of Christ

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 Holy Apostolic Society of Christ an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that Rev. Charles Banks, Shirley Franklin, Raymond Gye

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named The Holy Apostolic Society of Christ, 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, Shirley Franklin, 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 27th of October, 1982, at 505 Scott Street, Shaw, MS at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 28th

day of October, 1982

Secretary Shirley A. Franklin

C-30-3

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

BOOK 288 PAGE 141

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 Holy Apostolic Society of Christ 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
Rev. Charles Banks	315 Dossey St. P. O. Box 80	Shaw	Mississippi
Shirley Franklin	505 Scott St. P. O. Box 196	Shaw	Mississippi
Raymond Gye	514 N. Gale Ave. P. O. Box 245	Shaw	Mississippi

ALL INCORPORATORS ARE ADULT RESIDENT CITIZENS OF THE STATE OF MISSISSIPPI.

3. The domicile is at 311 Elm Street (Street and No.) Shaw (City) Mississippi (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 organized pursuant to the provisions of the Mississippi non-profit corporation Code of Section 79-11-1 Code of Mississippi of 1972, exclusively for charitable purposes. The corporation is non-profit and no shares of stock shall be issued. The corporation is a benevolent, fraternal, religious society.

5. Period of existence shall be perpetual.

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

The organization is created to more effectively advance, promote and proclaim the Gospel of the Christ-Path; to advance the redemptive cause of Jesus Christ by declaring the "good news" of the power and presence of God's Holy Spirit.

The members of said organization is committed to aiding God- as instruments of the Holy Spirit- in his continuous desire, and plan, to build a society established in righteousness, justice, love, brotherhood and peace.

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.

C-30-1

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: Bishop Charles Banks, President
Shirley C. Franklin, Secretary
Raymond Lye, Sergeant-at-Arms

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Adams

This day personally appeared before me, the undersigned authority Charles Banks, Shirley C. Franklin, Raymond Lye, incorporators of the corporation known as the The Holy Apostolic Society of Christ, Inc. who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 28th day of October, 1982

My Commission Expires August 31, 1984 Kelly R. Clark

STATE OF MISSISSIPPI
County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the

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

Received at the office of the Secretary of State this the 18th day of November A.D., 1982 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 19, 1982

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

SAFARI CLUB CONSERVATION FUND, INC.

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 22nd of November, A. D., 1982.

William F. Winter
Governor.

Attest:

Edwin Lloyd Pittman
Secretary of State.

RESOLUTION

RESOLVED that the corporation's Charter of Incorporation be and it is hereby amended by striking out all of Paragraph 7 thereof which now reads as follows:

> '7. Should this corporation be dissolved at some future date all of the funds then in its bank accounts and all of its assets shall not be distributed to its members or to any individual but shall be donated instead to some other tax-exempt, charitable organization for the public good."

and by inserting in lieu thereof a new Paragraph 7 to read as follows:

> '7. (a) In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or Local government for exclusive public purpose.
>
> "(b) Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (ii) 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.
>
> "(c) Notwithstanding any other provision of this charter the purposes for which this corporation is organized are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code."

* * * * * * * * * * *

I, Robert M. Case, President of Safari Club Conservation Fund, Inc., a Mississippi corporation, do hereby certify that the above and foreoing resolution is a true and correct copy of a resolution passed by the members of the Safari Club Conservation Fund, Inc. at a special meeting held on the 4th day of November, 1982, a quorum being present and voting.

WITNESS MY SIGNATURE on this the 10TH day of November, 1982.

Robert M. Case, Pres.

ROBERT M. CASE, PRESIDENT
SAFARI CLUB CONSERVATION
FUND, INC.

ARTICLE OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SAFARI CLUB CONSERVATION FUND, INC.

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

FIRST: The name of this corporation is Safari Club Conservation Fund, Inc.

SECOND: The following amendment of the Articles of Incorporation was adopted by the members of the corporation on November 4, 1982, at a special meeting of the members of the corporation at Jackson, Mississippi:

RESOLVED that the corporation's Charter of Incorporation be and it is hereby amended by striking out all of Paragraph 7 thereof which now reads as follows:

> '7. Should this corporation be dissolved at some future date all of the funds then in its bank accounts and all of its assets shall not be distributed to its members or to any individual but shall be donated instead to some other tax-exempt, charitable organization for the public good."

and by inserting in lieu thereof a new Paragraph 7 to read as follows:

> '7. (a) In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or Local government for exclusive public purpose.
>
> "(b) Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (ii) a corporation contributions to which are deductibel 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.

"(c) Notwithstanding any other provision of this charter the purposes for which this corporation is organized are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code."

DATED: This the 4th day of November, 1982.

Safari Club Conservation Fund, Inc.

By _____
Robert M. Case, Its President

STATE OF MISSISSIPPI

COUNTY OF HINDS:::::

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Robert M. Case, President of Safari Club Conservation Fund, Inc., who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of Safari Club Conservation Fund, Inc., on this the 4th day of November, 1982.

Sandra K. Welch
NOTARY PUBLIC

My commission expires: July 9, 1985

Received at the office of the Secretary of State, this the 18th day of November A. D., 19 82, 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.,

November 19, 1982

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

Bill Allain
ATTORNEY GENERAL.

By Richard M. Allen
Special Assistant Attorney General.

C 54

State of Mississippi

Office of Secretary of State
Jackson

I, EDWIN LLOYD PITTMAN, Secretary of State of the State of Mississippi, do hereby certify that the JUDGMENT OF ANNEXATION OF

CITY OF STARKVILLE

hereto attached was, pursuant to the provisions of the Laws of the State of Mississippi, filed in my office this the 30th day of November, 19 82, and recorded in this office in Record of Incorporations Photostat Book No. 288, at pages 148 - 151.

Given under my hand and Seal of office hereunto affixed this 30th day of November, 19 82

Edwin Lloyd Pittman
Secretary of State.

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IN THE CHANCERY COURT OF OKTIBBEHA COUNTY, MISSISSIPPI

RE: EXTENSION OF THE BOUNDARIES
OF THE CITY OF STARKVILLE

CAUSE NUMBER: 15,080

B-2

JUDGMENT OF ANNEXATION

This day this cause came on to be heard on the Complaint of the City of Starkville, Mississippi, for ratification, approval and confirmation of its ordinance extending the boundaries of the City Limits of the City of Starkville, Mississippi; and it appearing unto the Court that the ordinance in all respects was duly and legally passed by the Mayor and Board of Aldermen of the City of Starkville, Mississippi, and that due publication of said ordinance was made according to law, it further appearing unto the Court that the Complaint on behalf of the City of Starkville, Mississippi, for confirmation of the extension of its boundaries was duly and legally filed and that publication and notice thereof was duly made according to law as shown by proof of publication on file and of record in said cause; it further appearing unto the Court that no objections have been filed as to procedure or process in said cause and Complaint has not been challenged on the grounds of the unreasonableness of such extension and that said cause has come on this date for a final hearing on the merits thereof, by fiat.

And it further appearing unto said Court, after a full hearing on said matter and from oral and documentary evidence introduced unto Court, that the City of Starkville, Mississippi, can feasibly provide the normal city services mentioned in said Complaint to most of the areas in the proposed extension within the time limit prescribed therein; and it further appearing to the Court that the Ordinance of the City of Starkville, Mississippi, dated August 3, 1982,

extending the City Limits and Boundaries of the said City of Starkville, Mississippi, should be ratified, approved and confirmed;

Therefore, be it considered, ordered, adjudged and decreed that the ordinance of the City of Starkville, Mississippi, dated August 2, 1982, extending the City Limits of the City of Starkville, Oktibbeha County, Mississippi, be and the same is hereby ratified, affirmed and approved and that from and after ten (10) days from this date the City Limits of the City of Starkville, Oktibbeha County, Mississippi, shall be as described below:

Commence at the Southwest Corner of the Northeast Quarter of Section 11, Township 18 North, Range 14 East, Oktibbeha County, Mississippi, said point being the center of Section 11 as the Point of Beginning.

From the Point of Beginning, run North 4,682 feet along the existing City Limits; thence East 1,315.8 feet along the existing City Limits; thence North 7,779.1 feet, more or less, along the existing City Limits to the North boundary of the Illinois Central Gulf Railroad; thence Northeasterly 1,850 feet, more or less, along the North boundary of the Illinois Central Gulf Railroad and the existing City Limits to the East boundary of Section 26, Township 19 North, Range 14 East; thence North 5,280 feet along the existing City Limits; thence West 1,980 feet along the existing City Limits; thence South 1,980 feet along the existing City Limits; thence West 5,120 feet, more or less, along the existing City Limits to the West boundary of Mississippi Highway No. 389; thence South 660 feet along the existing City Limits; thence West 2,140 feet, more or less, along the existing City Limits; thence North 2,640 feet along the existing City Limits; thence West 3,300 feet along the existing City Limits; thence South 2,640 feet along the existing City Limits; thence West 1,980 feet along the existing City Limits; thence South 6,593.4 feet along the existing City Limits; thence West 3,960 feet; thence South 9,198.3 feet, more or less, thence Northeasterly 1,226.4 feet to the existing City Limit line; thence South 2,550 feet along the existing City Limits; thence Southwest 602.4 feet along the existing City Limits;

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thence West 694 feet along the existing City Limits; thence South 1,980 feet along the existing City Limits; thence East 1,095 feet along the existing City Limits; thence South 1,185 feet along the existing City Limits; thence East 875 feet along the existing City Limits; thence North 410 feet along the existing City Limits; thence East 350 feet along the existing City Limits; thence North 775 feet along the existing City Limits; thence East 320 feet along the existing City Limits; thence South 1,320 feet along the existing City Limits; thence East 1,320 feet along the existing City Limits; thence North 1,320 feet along the existing City Limits; thence East 1,320 feet along the existing City Limits; thence North 429 feet along the existing City Limits; thence East 2,640 feet along the existing City Limits; thence South 7,590 feet along the existing City Limits; thence East 1,320 feet along the existing City Limits; Thence North 7,590 feet along the existing City Limits; thence East 1,320 feet along the existing City Limits; thence South 1,980 feet along the existing City Limits; thence East 6,599.04 feet; thence North 2,640 feet thence North 89 degrees-54' West 1,937.6 feet; thence North 1 degree-11' West 1,980.7 feet; thence North 89 degrees-56' East 438.4 feet; thence North 6 degrees-56' East 645.16 feet to the existing City Limit line; thence East 143.18 feet along the existing City Limits to the Point of Beginning.

CONSIDERED, ORDERED, ADJUDGED AND DECREED in Term, this the 8th day of November, 1982.

M M Brand Jr
CHANCELLOR

FILED
OKTIBBEHA COUNTY
NOV 8 1982
Jim Craig
Chancery Clerk

FILED
NOV 8
Clerk

STATE OF MISSISSIPPI
OKTIBBEHA COUNTY

I, JIM CRAIG, Clerk of the Chancery Court in and for said County and State, certify that the foregoing is a true and correct copy of the original of said instrument, as the same appears of record in my office.

MB: 48
Page: 230-232

Given under my hand and official seal this the 29th day of November 1982

Jim Craig Chancery Clerk
Bobbie Alert DC

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE CONCERNED CITIZENS 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 1st day of December, A.D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF CONCERNED CITIZENS 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 CONCERNED CITIZENS 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 Ruth Sanford, Earl Hart and Ms. Jackie Haines are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named CONCERNED CITIZENS 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, _____, 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 4th _____, _____, at November, 1982 at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 4th

day of November, A.D., 1982

Secretary Jackie Haines

C-30-3

BOOK 288 PAGE 154

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

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. Nonprofit.

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is:

THE CONCERNED CITIZENS ASSOCIATION, INC.

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

Name	Street & No.	City	State
Ruth Sanford	602 South 17th Avenue	Hattiesburg	MS 39401
Earl Hart	3019 Magnolia Place	Hattiesburg	MS 39401
Ms. Jackie Haines	Route 3, Box 267-A	Purvis	MS 39475

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

3. The domicile is at 602 South 17th Avenue, Hattiesburg, Mississippi 39401
(Street and No.) (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 79-11-1, Code of Mississippi of 1972, and amendments thereto.) The corporation is a non-profit corporation and no shares of stock shall be issued. The corporation shall be a fatemal and civic improvement society dedicated to protecting the rights of the citizens of the State of Mississippi through promotion of better government, by providing people with information on issues that effect their interest, protect citizens of the State of Mississippi by encouraging the lowering of taxes, by urging Mississippi residents on the local and state level to register and vote; striving to keep alive the spirit of optimism and patriatism in the State of Mississippi.

5. Period of existence shall be perpetual.

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

The corporation shall be a fatemal and civic improvement society dedicated to protecting the rights of the citizens of the State of Mississippi through pomotion of better government, by providing people with information on issues that effect their interest, protect citizens of the State of Mississippi by encouraging the lowering of taxes, by urging Mississipip residents on the local and state level to register and vote and striving to keep alive the spirit of optimism and patriatism in 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: Jackie Haines
Ruth M. Sanford
Earl Hart

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of FORREST

This day personally appeared before me, the undersigned authority Ruth Sanford, Earl Hart and Ms. Jackie Haines, incorporators of the corporation known as the Concerned Citizens 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 4th day of ~~October~~ November, 19 82

My Commission Expires 3/13/83 Rosemary Bell
NOTARY PUBLIC

STATE OF MISSISSIPPI
County of

This day personally appeared before me, the undersigned authority

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

Received at the office of the Secretary of State this the 17th day of Nov. A.D., 19 82, 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 22, 19 82

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

Bill Allain
Attorney General

By Richard M. Allen
Special Assistant Attorney General

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

BOOK 288 PAGE 156

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

BOGGY BRANCH 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 1st day of December, A. D., 1982.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

RESOLUTION OF Boggy Branch 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 Boggy Branch 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. F. Steele, Lavester Slade, W. E. Steele

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Boggy Branch 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, W. E. Steele, 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 Nov. 13, 1982 at Oak Grove Community, Lamar County, MS at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 17th day of Nov. 1982

Secretary W. E. Steele

BOOK 288 PAGE 158

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:

   Boggy Branch 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
W. F. Steele	Rt. 3, Box 295	Purvis	MS 39475
Lavaster Slade	Rt. 3, Box 363	Purvis	MS 39475
W. E. Steele	Rt. 3, Box 290	Purvis	MS 39475

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

3. The domicile is at Rt. 3, Box 295, (Street and No.) Purvis, (City) MS 39475 (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 will be a non-profit organization with no stocks being issued. The sole purpose of the hunting club is to help neighbors continue the fellowship of hunting together.

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 aim of the hunting club is to have an area where the members can have enough game protected to enable them to engage in the wholesome sport of hunting deer and other wild game. To act as a unit to protect the land from fire. To protect the wild game from law violators. To assist Game Wardens and County Fire Protection Officials in enforcing statutory laws. To promote good relationship between land owners and hunters. To develop a friendly spirit among the sportsmen of the community. To teach young boys the correct privileges of sportsmanship.

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 288 PAGE 159

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

Signatures: x W. E. Steele
x Lavaster Slade
x W. E. Steele

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Lamar

This day personally appeared before me, the undersigned authority [redacted]
W. E. STEELE, LAVASTER SLADE, W. E. STEELE

incorporators of the corporation known as the Boggy Branch Hunting Club
who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 17 day of NOVEMBER, 1982
H. W. Cain Justice Court Judge
My Commission Expires 1-1-1984

STATE OF MISSISSIPPI

County of Lamar

This day personally appeared before me, the undersigned authority
W. F. STEELE, LAVASTER SLADE, W. E. STEELE

incorporators of the corporation known as the Boggy Branch 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 17 day of NOVEMBER, 1982
H. W. Cain Justice Court Judge
My Commission Expires 1-1-1984

Received at the office of the Secretary of State this the 19th day of NOV. A.D., 19 82, 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., November 22, 19 82

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

DIAMONDHEAD COMMUNITY CHURCH, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 1st day of December, A.D., 1982.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

RESOLUTION OF DIAMONDHEAD COMMUNITY CHURCH

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

Be it resolved by the members of Diamondhead Community Church an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that Joseph Finley, Luther Grice and Robert Simono. are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Diamondhead Community Church, Inc.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary to do so.

CERTIFICATE

I, Robert Simono, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is a true and correct copy of a Resolution duly adopted at a meeting thereof held on the day of November 3, 1982, at Diamondhead Community Church, 5301 Diamondhead Circle, Bay St. Louis, Miss. 39520 at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 15 day of November, 1982.

Robert E. Simono
Secretary

Delbert R. Steel
Notary Public

CHARTER OF INCORPORATION

DIAMONDHEAD COMMUNITY CHURCH

Bay St. Louis, Mississippi

I.

The corporate title of said company is DIAMONDHEAD COMMUNITY CHURCH, INC.

II.

The names and post office addresses of the incorporators are: Joseph Finley, 8324 Maunalani Place, Diamondhead, Bay St. Louis, Mississippi 39520; Luther Grice, 6522 Mauna Loa Court, Diamondhead, Bay St. Louis, Mississippi 39520, and Robert Simono, 74618 Diamondhead Drive, North, Diamondhead, Bay St. Louis, Mississippi 39520. All of the above named incorporators are bona fide, adult, resident citizens of the State of Mississippi.

III.

The domicile of the Corporation is 5301 Diamondhead Circle, Bay St. Louis, Mississippi 39520.

IV.

This is a non-profit corporation and no shares of stock shall be issued. This corporation is created and shall operate and act as a religious corporation under the provisions of Section 79-11-1 of Mississsippi Code of 1972.

V.

Period of existence shall be perpetual.

VI.

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

being incorporated. Subject to the foregoing, the purposes and powers of this non-profit corporation are:

(1) To further by all proper and legal agencies and means the religious and moral instruction and the support of public worship, building of churches and chapels, and the maintenance of all missionary undertakings.

(2) To secure and circulate literature with reference to religious and moral instruction.

(3) To purchase, acquire, own, enlarge, maintain and improve, dismantle and rebuild real and personal property of the corporation; and to receiva gifts and devises of such property; to build, construct and maintain buildings and acquire, own, purchase, lease and maintain all appliances, equipment, and other real and personal property, icluding all other property and facilities reasonably necessary for the accomplishment of the purposes and powers of this corporation.

(4) To collect tithes and offerings from members and the public, to make gifts and appropriations from any and all its resources, from time to time, to carry out the objects and purposes of the corporation, to hypothecate its income and its property of all kinds for the purpose of repairing and maintaining or building of churches or other structures used or maintained for the purposes of this corporation, to generally organize and act as a Community Church in all respects not contrary to law.

(5) To sell, convey, execute Deeds of Trust upon, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets; including such real and personal property as may be not then needed for the purposes of this corporation, provided, the proceeds from such sales, rental or other disposition thereof shall be applied to the purposes of the corporation.

(6) To borrow money at such rates of interest, not contrary to law, as the corporation may determine, issue its notes, bonds and other obligations therefor and secure the performance or repayment of any of its obligations by Deeds of Trust, or pledge of all, or any of its property franchises, and income, including such other instruments as provided by law in order to secure funds with which to construct, operate, extend, add to, maintain and replace the property and operations of this corporation and to reconstruct such property.

(7) To meet and conduct its affairs, provide a place or places therefor, carry on its operations and have offices and exercise the powers granted by this charter in this state and in any other state, district or possession of the United States, if permitted so to do by the laws thereof.

(8) To adopt by-laws of the corporation not inconsistent with this charter or the laws of the State of Mississippi for the control and regulation of the affairs of the corporation; to adopt, make and alter by-laws by a majority vote of the members present at any regular or any special meetings thereof not inconsistent with this charter or with the laws of this state for the administration and regulation of the affairs of the corporation.

(9) To apply for, receive, and administer, either or all, any grants, gifts, donations, devises, bequests of money or other personal or real property or other assistance from any private person, corporation, association or charitable foundation; any such funds or property shall be used for the purposes of this corporation.

(10) To cease its corporate activities and surrender its corporate franchise.

(11) All powers herein provided for shall be exercised only to the extent reasonably necessary to accomplish the purposes for which the corporation is organized.

VII.

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

Joseph Finley

Luther Grice

Robert Simono

STATE OF MISSISSIPPI

COUNTY OF HANCOCK

This day personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction, Joseph Finley, Luther Grice and Robert Simono, incorporators of the Corporation known as Diamondhead Community Church, Inc., who each acknowledged that they signed, executed and delivered the above and foregoing Articles of Incorporation as their act and deed on this the 15th day of November, 1982.

Notary Public

My Commission Expires:

3-15-86

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

A. D., 19 82, 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.,

November 29, 1982

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.

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MARS HILL SCHOOL COMMUNITY CENTER, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 1st day of December, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF Mars Hill School Community Center
An Unincorporated Association, To Incorporate, Designating the incorporators, The name of the proposed corporation and authorizing the expenditure of the funds of the association necessary to do so.

Be it resolved by the members of Mars Hill School Community Center an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that Grady Burris, Phillip Hewitt and James E. Hewitt are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Mars Hill School Community Center, Inc.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, James E. Hewitt, elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the 30th day of September, 1982, at Route 2, Summit, Miss. 39666 t which a majority of the members were present, and said meeting was duly nd properly called and held.

Witness my signature, this the 30th day of September, 1982.

Secretary James E. Hewitt

James E. Hewitt

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: MARS HILL SCHOOL COMMUNITY CENTER, 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
Grady Burris	Route 2	Summit	Miss. 39666
Phillip Hewitt	Route 2	Summit	Miss. 39666
James E. Hewitt	Route 2	Summit	Miss. 39666

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

3. The domicile is at Route 2, Summit, Mississippi 39666
(Street and No.) (City) (State)

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

The Corporation is non-profit and no shares of stock shall be issued.

The Corporation is to be a civic improvement society.

5. Period of existence shall be perpetual.

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

The purpose for which it is created is the promoting in general the fellowship and social welfare of those persons who have attended the Mars Hill School, their decendents and those now living in the community, their relatives and friend. Also, any and all people who would like to join this community center and have fellowship with its members.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall 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: Grady Burris
Phillip Hewitt
James E. Hewitt

Incorporators

STATE OF MISSISSIPPI
County of Amite

ACKNOWLEDGMENT

This day personally appeared before me, the undersigned authority Grady Burris, Phillip Hewitt, James E. Hewitt

orporators of the corporation known as the Mars Hill Community Center, Inc.
acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (their) act and deeds on this the 30th day of September, 1982

Notary Public

y Commission Expires March 17, 1984

TE OF MISSISSIPPI
of

day personally appeared before me, the undersigned authority

s of the corporation known as the
edged that (he) (they) signed and delivered the above and foregoing charter of incorporation as act and deed on this the day of, 19

the office of the Secretary of State this the 23rd day of Nov.
gether with the sum of $ 20.00 deposited to cover the recording fee, and referred to neral for his opinion.

Secretary of State

Jackson, Miss., November 29, 1982

this application for a charter of incorporation and am of the opinion that it is not violation and laws of the State, or of the United States.

Bill Allain
Attorney General

By Richard M. Allen
Special Assistant Attorney General

incorporators are together when acknowledgment is taken, one acknowlegment

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

APOSTOLIC ASSOCIATION ASSEMBLIES

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 1st day of December, A.D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION

ADOPTED BY

APOSTOLIC ASSOCIATION ASSEMBLIES

At a duly called and legally held meeting of the Apostolic Association Assemblies organization held on the 10th day of October, 1982, at which a quorum of the members were present, upon motion duly made and seconded and unanimously adopted, it was:

RESOLVED, that the Apostolic Association Assemblies file an application with the Secretary of State of the State of Mississippi to apply for a charter as a nonprofit corporation, to be named Apostolic Association Assemblies as provided by law, and that for the purpose of filing said application the following persons, all of whom are adult resident citizens of the State of Mississippi over the age of twenty-one (21) and members of Apostolic Association Assemblies are authorized to execute an application for the Charter of Incorporation of the Apostolic Association Assemblies; said persons being:

Ervin J. Ricks
223 Morris Street
Itta Bena, Mississippi
38941

Martin L. Walker, Jr.
4601 8th Street
Meridian, Mississippi
39301

Sandra Williams
2114 19th Avenue
Meridian, Mississippi 39301

FURTHER RESOLVED, that the persons hereinabove named shall be authorized to do each and every act necessary in applying for said charter of incorporation;

FURTHER RESOLVED, that a certified copy of this resolution shall be attached to the application for the Charter of Incorporation.

I, Anne Gregory, Secretary of the Apostolic Association Assemblies organization, hereby certify that the foregoing is a true and correct copy of certain resolutions adopted by the Apostolic Association Assemblies organization

which are now in full force and effect and have not been amended or rescinded by any action of said organization.

CERTIFIED this, the 11th day of October, 1982.

Anne G. Gregory
Secretary

THE CHARTER OF INCORPORATION

OF

APOSTOLIC ASSOCIATION ASSEMBLIES

ONE: The corporate title of said company is:

APOSTOLIC ASSOCIATION ASSEMBLIES

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

Ervin J. Ricks
223 Morris Street
Itta Bena, Mississippi
38941

Martin L. Walker, Jr.
4601 8th Street
Meridian, Mississippi
39301

Sandra Williams
2114 19th Avenue
Meridian, Mississippi 39301

All of the above incorporators are adult resident citizens of the State of Mississippi above the age of twenty-one (21).

THREE: The domicile of the corporation is 4601 8th Street, Meridian, Mississippi 39301.

FOUR: The corporation is nonprofit and no shares of stock are to be issued. It is to be one of the types of organizations set forth in Section 79-11-1 of the Mississippi Cod of 1972, as amended, the same being a church. Said corporation is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

FIVE: The period of existence shall be perpetual.

SIX: 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 are:

A. To establish and maintain a place of worship of the Almighty God. To extend the fellowship of Christianity to all

persons and to propagate the Gospel of Jesus Christ by all available means.

B. To examine candidates for the ministry, and to license and ordain these who shall have been approved by the Pastor and Deacons of this Church according to the standards set forth in the New Testament.

C. To appoint missionaries and to endorse and support missionary programs according to the standards set forth in the New Testament.

D. To solicit and receive free will offerings and contributions and to use such funds to promote the work of this church and its mission programs throughout the United States and other countries.

E. To establish other churches, church schools, missions and Christian Centers throughout the United States and other countries according to the standards set forth in the New Testament.

F. To construct, operate, maintain, and improve and to buy, own, sell, convey, assign, mortgage, or lease any real estate and any personal property necessary for the attainment of this corporation's purposes and objectives.

G. To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business, to secure the same by mortgage, pledge, or other lien.

H. To enter into any kind of lawful activity and to perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of any one or more of the nonprofit purposes of the corporation.

I. To receive gifts, dues, fees, contributions, devises, transfers, and bequests and to hold in trust all kinds of property whatsoever for the purposes as stated herein with full power to carry out any and all terms and conditions of any and all kinds of expressed trusts.

J. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons except that the

corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (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).

K. Upon the dissolution of the corporation, the Deacons 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 Deacons shall determine. Any 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 as said Court shall determine, which are organized and operated exclusively for such purposes.

SEVEN: Interal affairs of the corporation shall be regulated by the Constitution and By-Laws of the corporation.

EIGHT: 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 explusion 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.

Dated November 23rd, 1982.

Ervin J. Ricks

Martin L. Walker

Sandra Williams

STATE OF MISSISSIPPI
COUNTY OF Lauderdale

THIS DAY personally appeared before me, the undersigned authority in and for said county and state, Ervin J. Ricks, Martin L. Walker, and Sandra Williams, Incorporators of the corporation known as APOSTOLIC ASSOCIATION ASSEMBLIES, who acknowledged that they signed and delivered the above and foregoing Charter of Incorporation as their act and deed on this, the 23rd day of November, 1982.

Phillip A. Williams
Notary Public

My Commission Expires:
My Commission Expires November 14, 1983

PHILLIP ANDREW WILLIAMS · LAUDERDALE COUNTY, MISS. · NOTARY PUBLIC

Received at the office of the Secretary of State, this the 24th day of November, 1982, together with the sum of $ 30.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE

Jackson, Mississippi

November 29, 1982

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

By: Richard M. Allen
Special Assistant Attorney General

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MADISON COUNTY JAIL MINISTRIES, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 1st day of December, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF Madison County Jail Ministries, 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 Madison County Jail Ministries, 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 Frank Smith Street, James Hooper Lacey, Jr., and Allen Bruce Hill are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Madison County Jail Ministries, 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, James H. Lacey, Jr., do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the 1st day December, 1982, at 9:00 A.M. at the Mississippi Bank which a majority of the members were present, and said meeting was duly properly called and held.

Witness my signature, this the 1st day of December, 1982.

Secretary James H. Lacey, Jr.

James H. Lacey, Jr.

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

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

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is:

Madison County Jail Ministries, Inc.

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

Name	Street & No.	City	State
Frank Smith Street	210 South Madison	Canton	Mississippi 39046
James Hooper Lacey, Jr.	440 E. Academy Street	Canton	Mississippi 39046
Allen Bruce Hill	315 Blvd.	Lexington	Mississippi 39095

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

3. The domicile is at 413 W. North Street (Street and No.) Canton (City) Mississippi 39046 (State)

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

This corporation is a non-profit corporation, shall issue no shares of stock, shall divide no dividends or profits among its members and it will be a religious and charitable organization.

5. Period of existence shall be perpetual.

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

A religious and charitable organization established for the purpose of meeting the spiritual and physical needs of inmates of the Madison County, Mississippi, Jail and to provide counseling and other rehabilitative needs after release from incarceration.

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. Nothwithstanding 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 excempt 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: Frank Smith Street
Frank Smith Street
James Hooper Lacey Jr.
James Hooper Lacey, Jr.
Allen Bruce Hill
Allen Bruce Hill

Incorporators

STATE OF MISSISSIPPI

ACKNOWLEDGMENT

County of Madison

This day personally appeared before me, the undersigned authority Frank Smith Street, James Hooper Lacey, Jr., Allen Bruce Hill

incorporators of the corporation known as the Madison County Jail Ministries, 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, 1982

Franklin V. Thompson

STATE OF MISSISSIPPI

County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the

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

Received at the office of the Secretary of State this the 1st day of December A.D., 1982 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Eliza Lloyd Pittman
Secretary of State

Jackson, Miss. December 1, 1982

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

Bill Allain
Attorney General

By Richard M. Allen
Special Assistant Attorney General

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

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State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

LAUREL SPEECH, LANGUAGE AND HEARING CENTER, INC.

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 1st day of December, A. D., 1982.

William F. Winter

Governor.

Attest:

Edwin Lloyd Pittman

Secretary of State.

RESOLUTION OF LAUREL SPEECH, LANGUAGE AND HEARING CENTER, INC., a non-profit corporation.

Be it resolved by the members of LAUREL SPEECH, LANGUAGE AND HEARING CENTER, INC., a non-profit corporation, that the proposed amendment attached hereto as Exhibit "A" to this Resolution be, and it is hereby adopted by said corporation, and that the President of said corporation is hereby authorized to do all acts necessary under the laws of the State of Mississippi, to see that said proposed amendment is officially and legally adopted under the laws of the State of Mississippi.

CERTIFICATE

I, CARMEN HAMMACK, do hereby certify that I am the duly elected, qualified and acting Secretary of the above-named non-profit corporation, and that the foregoing is a true and correct copy of the Resolution duly adopted at a special meeting thereof held on the 19th day of November, 1982, at the Laurel Speech, Language and Hearing Center, Inc., at which a majority of the members were present and said meeting was duly and properly called and held.

Witness my signature, this the 18th day of November, 1982.

Secretary Carmen Hammack

Corporate Seal:

PROPOSED AMENDMENT TO THE CHARTER OF INCORPORATION OF LAUREL SPEECH, LANGUAGE AND HEARING CENTER, INC.

The members of the LAUREL SPEECH, LANGUAGE AND HEARING CENTER, INC., propose to amend the original Charter of Incorporation approved on April 22, 1982, and recorded April 23, 1982, in the following manner:

Pursuant to the provisions of Section 79-11-9 of the Mississippi Code of 1972, as Annotated and Amended, the undersigned corporation proposes the following amendment to its Charter of Incorporation.

The following proposed amendment was adopted by the members of the Corporation by proper resolution prescribed by the aforestated section of the Mississippi Code of 1972, as Annotated and Amended.

1. That Article 6 of the original Charter of Incorporation will be deleted and in its place will be the following article:

> The purposes for which the corporation is formed are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code including to provide medical care and services in the speech, language and hearing field of medicine and to provide, operate and maintain a speech, language and hearing center.

2. There will be no other deletions or additions in the present Charter of Incorporation, except the following two Articles which are to be added as Articles 8 and 9, respectively:

> 8. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or Local government for exclusive public purpose.
>
> 9. 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.

WITNESS MY SIGNATURE on this the 19th day of November, 1982.

Cheryl Jefcoat

CHERYL JEFCOAT, President,
Laurel Speech, Language and
Hearing Center

EXHIBIT "A"

STATE OF MISSISSIPPI

COUNTY OF JONES

This day personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within and above-named CHERYL JEFCOAT, President of Laurel Speech, Language and Hearing Center, who, after being first duly sworn on her oath acknowledged that as President of said corporation she executed the foregoing instrument on the day and year therein mentioned as the act and deed of said corporation, after being first duly authorized so to do.

CHERYL JEFCOAT, President of
Laurel Speech, Language and Hearing
Center

SWORN TO and subscribed before me, this the _____ day of November, A. D., 1982.

NOTARY PUBLIC

My Commission Expires:

_____

PROPOSED AMENDMENT TO THE CHARTER
OF INCORPORATION OF LAUREL SPEECH,
LANGUAGE AND HEARING CENTER, INC.

The members of the LAUREL SPEECH, LANGUAGE AND HEARING CENTER, INC., propose to amend the original Charter of Incorporation approved on April 22, 1982, and recorded April 23, 1982, in the following manner:

Pursuant to the provisions of Section 79-11-9 of the Mississippi Code of 1972, as Annotated and Amended, the undersigned corporation proposes the following amendment to its Charter of Incorporation.

The following proposed amendment was adopted by the members of the Corporation by proper resolution prescribed by the aforestated section of the Mississippi Code of 1972, as Annotated and Amended.

1. That Article 6 of the original Charter of Incorporation will be deleted and in its place will be the following article:

> The purposes for which the corporation is formed are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code including to provide medical care and services in the speech, language and hearing field of medicine and to provide, operate and maintain a speech, language and hearing center.

2. There will be no other deletions or additions in the present Charter of Incorporation, except the following two Articles which are to be added as Articles 8 and 9, respectively:

> 8. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or Local government for exclusive public purpose.
>
> 9. 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.

WITNESS MY SIGNATURE on this the 19th day of November, 1982.

Cheryl Jeffcoat
CHERYL JEFFCOAT, President,
Laurel Speech, Language and
Hearing Center

EXHIBIT "A"

STATE OF MISSISSIPPI

COUNTY OF JONES

This day personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within and above-named CHERYL JEFCOAT, President of Laurel Speech, Language and Hearing Center, who, after being first duly sworn on her oath acknowledged that as President of said corporation she executed the foregoing instrument on the day and year therein mentioned as the act and deed of said corporation, after being first duly authorized so to do.

Cheryl Jefcoat
CHERYL JEFCOAT, President of
Laurel Speech, Language and Hearing
Center

SWORN TO and subscribed before me, this the 19th day of November, A. D., 1982.

NOTARY PUBLIC

My Commission Expires:
July 13, 1985

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

A. D., 19 82, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dan Floyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

November 29, 1982

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

Bill Allain
ATTORNEY GENERAL.

By Richard M. Allen
Special Assistant Attorney General.

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State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

MISSISIPPI CHAPTER OF THE NINETY-NINES, 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* 1st day of December, A. D., 1982.

William F. Winter
Governor

Attest:

Edwin Lloyd Pittman
Secretary of State.

CERTIFIED COPY OF RESOLUTION
ADOPTED BY
MISSISSIPPI CHAPTER OF NINETY-NINES, INC.

AT A MEETING OF THE MEMBERS HELD ON
16TH OF OCTOBER, 1982,
AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF
MISSISSIPPI CHAPTER OF NINETY-NINES, INC.

WHEREAS, MISSISSIPPI CHAPTER OF NINETY-NINES, 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 so as to enlarge and detail the specific and general purposes and objectives of the corporation.

THEREFORE, BE IT RESOLVED by MISSISSIPPI CHAPTER OF NINETY-NINES, INC. that its charter is amended as follows:

See Attached Copy

CERTIFICATE

I, Miriam D. Loe, President of Mississippi Chapter of Ninety-Nines, 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 Ninety-Nines, Inc., in a meeting assembled on the 16th day of October, 1982, in Pascagoula, Mississippi.

WITNESS MY SIGNATURE, this 9th day of November, 1982.

Miriam D. Loe

MIRIAM D. LOE, PRESIDENT

ARTICLES OF AMENDMENT TO THE

CHARTER OF INCORPORATION

OF

MISSISSIPPI CHAPTER OF THE NINETY-NINES, INC.

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

FIRST: The name of this corporation is MISSISSIPPI CHAPTER OF THE NINETY-NINES, INC.

SECOND: The following amendment of the Charter of Incorporation was adopted by the members of the corporation on October 16, 1982, at a regular meeting of the members of the corporation at Pascagoula, Mississippi:

I. SPECIFIC AND PRIMARY PURPOSE: The specific and primary purpose of this corporation is to promote aeronautical science in the Mississippi State area.

II. GENERAL PURPOSE: The general purposes and objectives to be prosecuted or carried on by this corporation are:

A. To engage in strictly educational, charitable, and scientific activities and purposes, and particularly to promote aeronautical science by such means as is not inconsistent with the educational, charitable, and scientific purposes of the corporation;

B. To receive, collect, solicit, and hold funds, gifts, and contributuions of property and money; to take by bequest, devise, lease or otherwise, for any of its purposes hereinabove described, real, personal and mixed property; to buy, sell, invest and reinvest, the principal and surplus income therefrom and to distribute any of the same for the purposes hereinabove set forth and generally to exercise all and every power for which a non-profit corporation, organized under the laws of the State of Mississippi for educational, charitable and scientific institutions and organizations can be authorized to exercise, but not any other power. The corporation shall have the power to receive endowment funds and to administer the same and to apply the principal or income, exclusively for the purposes herein set forth;

C. To stimulate greater interest in knowledge and awareness of aeronautical science in the Mississippi State area;

D. To assist in the promotion of good community relations between the airports and aviation personnel with the surrounding communities in the Mississippi State area;

E. To sponsor periodic safety and informational seminars for pilots and ground personnel and interested community members;

F. To encourage and promote high professional and ethical standards in the aviation professions and among its members;

In furtherance of its educational, charitable, and scientific purposes and not in limitation of its general powers conferred by the laws of the State of Mississippi, the corporation shall have the power to do all things which 501 (C) (3) corporations are normally given power to do, incident to the operation of any educational, charitable, and scientific organization and provided such powers may be exercised only in furtherance of exempt purposes within the meaning of Section 501 (C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

III. LIMITATIONS OF POWERS: This corporation shall be a membership corporation without authority to issue capital stock and not organized for profit.

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation, nor carry on any activities not permitted to be conducted by an organization exempt under Section 501 (C) (3) of the Internal Revenue Code and its Regulations as they not exist or may hereafter be amended, or by an organization contributuions 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.

No part of the net earnings of the corporation shall inure to the benefit of any officer of the corporation or any private individual, except reasonable compensation or services rendered to the corporation effecting one or more of its purposes.

No substantial part of the activities of the corporation shall be the carrying on of propanganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office, including publication or distribution of statements.

IV. NON-PROFIT NATURE: This corporation is organized for non-profit purposes pursuant to the General Non-Profit Corporation Law of the State of Mississippi and does not contemplate pecuniary gain or profit to its members.

V. PRINCIPAL OFFICE: The principal office for the transaction of the business of this corporation is in Hinds County, State of Mississippi.

VI. BOARD OF DIRECTORS: The general management shall be vested in a Board of Directors consisting of five persons. The number of Directors may be changed by the By-Laws of the Corporation. The term of office, qualifications, nomination and election procedure for Directors shall be as provided in the By-Laws.

VII. The existence of this corporation is to be perpetual.

VIII. The private property of the members shall not be subject to the payment of corporate debts to any extent whatsoever.

IX. MEMBERSHIP: The conditions and requirements for membership shall be determined by the By-Laws and any member of the corporation shall be subject to expulsion for membership as provided in the By-Laws. The membership of this corporation, after organization hereof, shall consist of the memebers of the Mississippi Chapter of the Ninety-Nines as appears on the books and records of said organization, to be in good standing, unless said members file their dissents in writing with the secretary, and the membership shall hereafter consist of all members of this corporation as the same shall at any time be constituted under the By-Laws of this corporation. The members by amendment of the By-Laws.

X. ON DISSOLUTION: In the event of the liquidation, dissolution or winding up of this corporation, whether voluntary, involuntary or by operation of law, except as may be provided by law, the Board of Directors of this corporation shall have the power to dispose of the total assets of the corporation in such manner as they, in the exercise of an absolute and uncontrolled discretion, may, by a majority vote, determine, provided, however, that such disposition shall be exclusively to charitable, educational, and/or scientific organizations as are then qualified under the provisions of Section 501 (C) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

XI. AMENDMENTS: This corporation reserves the right, if for an exempt purpose within the meaning of Section 501 (C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code), to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on the Baord of Directors, officers, or members hereof are granted subject to this reservation.

Dated: This the 9th day of November, 1982.

MISSISSIPPI CHAPTER OF NINETY-NINES, INC.

BY: Miriam D. Loe
MIRIAM D. LOE, PRESIDENT

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI

COUNTY OF ADAMS

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, MIRIAM D. LOE, President of Mississippi Chapter of Ninety-Nines, Inc., who acknowledges that she signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of Mississippi Chapter of Ninety-Nines, Inc., in this the 9th day of November, 1982.

NOTARY PUBLIC

My Commission Expires:
11/20/82

Received at the office of the Secretary of State, this the 23rd day of November A. D., 1952, together with the sum of $10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Eldon Lee Patterson
SECRETARY OF STATE.

Jackson, Miss.,

November 29, 1952

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

Bill Allain
ATTORNEY GENERAL.

By Richard M. Allen
Special Assistant Attorney General.

C 54

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State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

CENTRAL 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* 1st day of December, A. D., 1982.

William F. Winter
Governor.

Attest:

Edwin Lloyd Pittman
Secretary of State.

CERTIFIED COPY OF RESOLUTION
ADOPTED BY
CENTRAL WATER ASSOCIATION, INC.
AT A MEETING OF THE MEMBERS HELD ON
NOVEMBER 8, 1982
AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF
CENTRAL WATER ASSOCIATION, INC.

WHEREAS, Central Water Association, Inc. is a voluntary, non-profit incorporation chartered by the State of Mississippi, and

WHEREAS, after thorough discussion in a duly held meeting this corporation desires to amend its charter to

To include in Section 2: 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.

Upon dissolution, if the 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 such asset was owned by the organization.

THEREFORE, BE IT RESOLVED by CENTRAL WATER ASSOCIATION, INC. that its charter is amended as follows:

To include in Section 2: 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.

Upon dissolution, if the organizationhas 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 such asset was owned by the organization.

CERTIFICATE

I, J. B. Holland, Jr., President of Central Water Association, Inc. do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by the membership of Central Water Association, Inc. in a meeting assembled on the 8th

day of November, 1972, in Philadelphia Mississippi.

WITNESS MY SIGNATURE, this 16th day of November, 1972.

PRESIDENT

MINUTES OF A MEETING OF THE MEMBERS AND PATRONS
OF CENTRAL WATER ASSOCIATION, INC.

BE IT REMEMBERED that a special meeting of the members and patrons of Central Water Association, Inc., was held at the office of the corporation at 315 Main Street, Philadelphia, Mississippi, at 7:00 o'clock P.M. on the 8th day of November, 1982, pursuant to a resolution of the Board of Directors, notice of the meeting and the business to be transacted thereat having been given by sending such notice by personally delivering the same to each member and patron of record, such notice being given more than ten days prior to the meeting.

The meeting was called to order by ~~James B. Holland, Jr.~~ H.T. BARNES, a member and patron who acted as chairman of the meeting, and C. O. Jackson served as secretary of the meeting. Upon a roll call it was ascertained that a majority of the members and patrons of Central Water Association, Inc., were present in person or by proxy as follows:

Present in person: TEN (10)

Present by proxy: FIFTEEN HUNDRED AND TWENTY-NINE (1529)

Represented at the meeting were 1539 members and patrons, thereupon the secretary read the notice of the meeting and it was found that a quorum was present and the members and patrons proceeded to business.

The Chairman then explained the special matter included in the notice, whereupon the following resolution was offered:

RESOLUTION

RESOLVED that the Charter of Incorporation of Central Water Association, Inc., be amended as follows:

To include in Section 2: 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.

Upon dissolution, if the 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 such asset was owned by the organization.

A motion was made for the adoption of said resolution, which motion was duly seconded, thereupon a vote of the members and patrons was taken and upon a count of the ballots it was duly ascertained that the number of members and patrons voting in favor of the resolution were 1539 and the number of members and patrons voting against the resolution were NONE; whereupon, the Chairman declared the resolution adopted.

There being no further business, the meeting was adjourned.

Herbert Baumer
CHAIRMAN

ATTEST:

C. O. Jackson
SECRETARY

ARTICLES OF AMENDMENT TO THE
CHARTER OF INCORPORATION
OF

CENTRAL WATER ASSOCIATION, 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: To include in Section 2: 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.

Upon dissolution, if the 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 such asset was owned by the organization.

SECOND: The following amendment of the Charter of Incorporation was adopted by the members of the corporation on November 8, 19 82, at a regular meeting of the members of the corporation at Philadelphia, Mississippi:

DATED: This the 16th day of November, 19 82.

SIGNED: CENTRAL WATER ASSOCIATION, INC.
(Name of Corporation)

BY: [signature]
President

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF NESHOBA

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, J. B. Holland, Jr., President of Central Water Association, Inc.

_____, who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of Central Water Association, Inc., on this the 16th day of November, 19 82.

Barbara Fulton
NOTARY PUBLIC

My Commission expires: My Commission Expires July 16, 1986

BOOK 288 PAGE 203

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

A. D., 19 82, 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.,

November 22, 1982

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.

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

INTERIM SOUTH MISSISSIPPI BANK
PRENTISS, MISSISSIPPI

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 1st day of December, A.D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

State of Mississippi

Department of Banking and Consumer Finance

JACKSON

The within and foregoing Charter of Incorporation of

INTERIM SOUTH MISSISSIPPI BANK

PRENTISS, MISSISSIPPI

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Seal of the Department of Banking and Consumer Finance, State of Misssissippi, to be affixed, this the 18th *day of* November *19*82

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 39205-0731

OFFICE OF THE COMMISSIONER

TELEPHONE 601-354-6106

CERTIFICATE OF AUTHORITY
TO INCORPORATE AND ORGANIZE

I, Glenn Smith, Commissioner, Department of Banking and Consumer Finance, State of Mississippi, do hereby authorize the prospective incorporators of the Interim South Mississippi Bank, Prentiss, Jefferson Davis County, Mississippi, to proceed to incorporate and organize the Interim South Mississippi Bank, Prentiss, Jefferson Davis County, Mississippi, as provided by Sections 81-3-7 and 81-3-13, Mississippi Code of 1972, Annotated.

This certificate is issued in accordance with order and direction of the State Board of Banking Review, State of Mississippi, in its written opinion and decision of November 16, 1982, as provided by Section 81-3-13, Mississippi Code of 1972.

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 18th day of November, 1982.

Glenn Smith
Commissioner

ARTICLES OF INCORPORATION
OF
INTERIM SOUTH MISSISSIPPI BANK

1. The corporate title of the company is:

INTERIM SOUTH MISSISSIPPI BANK

2. The domicile of the interim bank is Prentiss, Mississippi, Jefferson Davis County, Mississippi.

3. The nature of its business is that of a commercial bank and it is empowered to conduct and transact generally the business of a commercial bank and to do all things and exercise all powers and perform all functions which a commercial bank is authorized or empowered to do, exercise or perform under and by virtue of any regulations or laws of the United States of America or the State of Mississippi.

4. Amount of capital stock: Fifty-six Thousand Seven Hundred Dollars ($56,700) of common stock divided into Fifty-six Thousand Seven Hundred (56,700) shares at the par value of One Dollar ($1.00) per share.

5. The names and places of residence of the incorporators and stockholders and number of shares subscribed by each are:

Name	Address	Number of Shares
Joseph Dale	Box 518, Prentiss, MS 39474	200 *
Dr. James R. Dumas, Jr.	Drawer 700, Prentiss, MS 39474	200 *
Dr. S.M. Everitt	Box 417, Prentiss, MS 39474	200 *
I.L. Foster, Jr.	Drawer F, Prentiss, MS 39474	200 *
Henry T. Holifield	600 Mandalay, Hattiesburg, MS 39401	200 *
Billy R. Parish	Box 763, Prentiss, MS 39474	200 *
LaRue Saulters	Box 457, Prentiss, MS 39474	200 *

Name	Address	Number of Shares
Earl R. Wilson	3851 Eastover Dr., Jackson, MS 39206	200 *
South Mississippi Capital Company	Columbia Ave., Prentiss, MS	55,100
		56,700

* Director's qualifying shares

6. The period of duration is ninety-nine (99) years.

Witness our signatures, this 1ST day of October, 1982.

Respectfully submitted,

Joseph Dale

James R. Dumas, Jr.

S.M. Everitt

I.L. Foster, Jr.

Henry T. Holifield

Billy R. Parish

LaRue Saulters

Earl R. Wilson

State of Mississippi
County of Forrest

The above and foregoing application sworn to and subscribed before me by Henry T. Holifield, one of the prospective incorporators, on thie the 1st day of October, 1982.

My commission expires
9/15/85

Eleanor Gerrard
Notary Public

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

A. D., 1982, together with the sum of $ 129.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

November 23, 1982

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

Bill Allain
ATTORNEY GENERAL.

By C. W. D. Coleman
[redacted] Attorney General.
Deputy

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

INTERIM BANK OF SENATOBIA
SENATOBIA, 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 1st day of December, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

State of Mississippi

Department of Banking and Consumer Finance

JACKSON

The within and foregoing Charter of Incorporation of

INTERIM BANK OF SENATOBIA

SENATOBIA, MISSISSIPPI

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Seal of the Department of Banking and Consumer Finance, State of Misssissippi, to be affixed, this the 18th *day of* November *19* 82

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 39205-0731

OFFICE OF THE COMMISSIONER

TELEPHONE 601-354-6106

CERTIFICATE OF AUTHORITY
TO INCORPORATE AND ORGANIZE

I, Glenn Smith, Commissioner, Department of Banking and Consumer Finance, State of Mississippi, do hereby authorize the prospective incorporators of the Interim Bank of Senatobia, Senatobia, Tate County, Mississippi, to proceed to incorporate and organize the Interim Bank of Senatobia, Senatobia, Tate County, Mississippi, as provided by Sections 81-3-7 and 81-3-13, Mississippi Code of 1972, Annotated.

This certificate is issued in accordance with order and direction of the State Board of Banking Review, State of Mississippi, in its written opinion and decision of November 16, 1982, as provided by Section 81-3-13, Mississippi Code of 1972.

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 18th day of November, 1982.

Glenn Smith
Commissioner

EXHIBIT "B"

ARTICLES OF INCORPORATION

OF

INTERIM BANK OF SENATOBIA

1. The corporate title of the company is:

INTERIM BANK OF SENATOBIA

2. The names and places of residence of the incorporators and number of shares subscribed by each incorporator are:

Name	Residence (Street and Town)	Number of Shares
Paul Baddour	Route 3, Box 84 Senatobia, MS 38668	100*
J.E. Cahill, Sr.	305 S. Ward Street Senatobia, MS 38668	100*
Leland Gough	Country Club Road Senatobia, MS 38668	100*
Leon E. Hannaford	Clearview Drive Senatobia, MS 38668	100*
J.R. Johnson, Jr.	302 S. Ward Street Senatobia, MS 38668	100*
J. Tom Kizer	302 Cahill Drive Senatobia, MS 38668	100*
Virginia C. Kizer	302 Cahill Drive Senatobia, MS 38668	100*
Sam A. Meacham	407 S. Ward Street Senatobia, MS 38668	100*

* Directors' qualifying shares

3. The domicile of the company is at Senatobia, Tate County, Mississippi.

4. Amount of capital stock: One Hundred Thousand Dollars ($100,000) of common stock divided into Fifty Thousand (50,000) shares at the par value of Two Dollars ($2.00) per share.

5. Number of shares of each class and par value thereof: Fifty Thousand (50,000) shares of common stock at the par value of Two Dollars ($2.00) per share, which is to be sold at Two Dollars ($2.00) per share.

6. The period of duration is ninety-nine (99) years.

7. The purpose for which it is created: To transact a commercial banking business in accordance with the provisions of the laws of the State of Mississippi governing banks and banking.

8. Number of shares of each class to be subscribed and paid for before the corporation may begin business: Fifty Thousand (50,000) shares of common stock of the par value of Two Dollars ($2.00) per share to be sold at a price of Two Dollars ($2.00) per share with the entire One Hundred Thousand Dollars ($100,000) paid in before the corporation begins business. Other than the incorporators mentioned above, the name and place of residence of the stockholder of this corporation (including the number of shares to be held such shareholder) is set forth as follows:

	Residence (Street and Town)	Number of Shares
es Capital oration	207 East Main Street P.O. Box 276 Senatobia, MS 38668	49,200

WITNESS our signatures this the ____ day of November, 1982.

Incorporators

Paul M. Baddour

J.E. Cahill

Leland Gough

Leon E. Hannaford

J.R. Johnson, Jr.

J. Tom Kizer

Virginia C. Kizer

Sam A. Meacham

STATE OF MISSISSIPPI)
)
COUNTY OF TATE)

The above and foregoing Certificate of Incorporation sworn to and subscribed before me by Leland Gough, one of the prospective incorporators, on this the 11th day of November, 1982.

Notary Public

My commission expires:
9-12-83

RECEIVED
NOV 12 1982
DEPT. OF BANKING
AND CONSUMER FINANCE
STATE OF MISSISSIPPI

Honorable Glenn Smith
Commissioner
Department of Banking and
Consumer Finance
State of Mississippi
Jackson, Mississippi

We, the hereinafter subscribed persons, apply to the Commissioner, Department of Banking and Consumer Finance, State of Mississippi, and the State Board of Banking Review, Department of Banking and Consumer Finance, State of Mississippi, for a Charter to operate a banking corporation in the City of Senatobia, Mississippi, known as Interim Bank of Senatobia.

Location: Said bank shall be located in the City of Senatobia, County of Tate, State of Mississippi.

Nature of Business: Commercial and general banking functions.

Capital Stock:

$100,000	Capital Stock (all common)
$	Surplus
$	Undivided Profits
$100,000	Total Capital Account

The Stock shall consist of 50,000 shares of common stock of par value of $2.00 per share, which is to be sold at $2.00 per share.

The names and places of residence of the incorporators and the number of shares held by each incorporator shall be:

Name	Residence (Street and Town)	Number of Shares
Paul Baddour	Route 3, Box 84 Senatobia, MS 38668	100*
J.E. Cahill, Sr.	305 S. Ward Street Senatobia, MS 38668	100*
Leland Gough	Country Club Road Senatobia, MS 38668	100*
Leon E. Hannaford	Clearview Drive Senatobia, MS 38668	100*

Name	Residence (Street and Town)	Number of Shares
J.R. Johnson, Jr.	302 S. Ward Street Senatobia, MS 38668	100*
J. Tom Kizer	302 Cahill Drive Senatobia, MS 38668	100*
Virginia C. Kizer	302 Cahill Drive Senatobia, MS 38668	100*
Sam A. Meacham	407 S. Ward Street Senatobia, MS 38668	100*

* Directors' qualifying shares

A complete list of stockholders is attached hereto and marked "Exhibit A". It is requested that this list be considered as a part of this application as though set out in full in text and figures.

The period of the corporation's duration shall not exceed ninety nine (99) years.

This application is executed in triplicate, and the applicants file herewith a copy of the proposed Articles of Incorporation, duly sworn to by one of the prospective incorporators, as required by Section 81-3-13, Mississippi Code of 1972, attached to and made a part of this application as "Exhibit B" to the same extent as though set out in full text and figures herein.

We, the undersigned persons, acting on behalf of Peoples Capital Corporation and being five or more in number, represent to the Commissioner, Department of Banking and Consumer Finance, State of Mississippi, that we are of full age, of good morals and sound business character, and we desire to organize ourselves into an interim banking corporation for the reason that the economic progress and development of Tate County, Mississippi, necessitates the organization of an interim bank at Senatobia, Mississippi.

WHEREFORE, THE PREMISES CONSIDERED, applicants pray that the Commissioner, Department of Banking and Consumer

Finance, State of Mississippi, shall take such steps and make such investigations, findings and reports, and all other proceedings necessary or proper under the provisions of the foregoing law to the end that the Commissioner, Department of Banking and Consumer Finance, State of Mississippi, shall give to your prospective incorporators a certificate under his hand and official seal of the Department of Banking and Consumer Finance, State of Mississippi, authorizing the prospective incorporators to proceed to incorporate and organize as prescribed in Section 81-3-7, Mississippi Code of 1972, and related statutes.

Witness our signatures, this 11th day of November, 1982.

Respectfully submitted,

Paul M. Baddour

J.E. Cahill

Leland Gough

Leon E. Hannaford

J.R. Johnson, Jr.

J. Tom Kizer

Virginia C. Kizer

Sam A. Meacham

STATE OF MISSISSIPPI)
)
COUNTY OF TATE)

The above and foregoing application sworn to and subscribed before me by Leland Gough, one of the prospective incorporators, on this the 11th day of November, 1982.

Notary Public

My commission expires:
9-12-83

EXHIBIT "A"

LIST OF STOCKHOLDERS

Name	Residence (Street and Town)	Number of Shares
Peoples Capital Corporation	207 East Main Street P.O. Box 276 Senatobia, MS 38668	49,200
Paul Baddour	Route 3, Box 84 Senatobia, MS 38668	100*
J.E. Cahill, Sr.	305 S. Ward Street Senatobia, MS 38668	100*
Leland Gough	Country Club Road Senatobia, MS 38668	100*
Leon E. Hannaford	Clearview Drive Senatobia, MS 38668	100*
J.R. Johnson, Jr.	302 S. Ward Street Senatobia, MS 38668	100*
J. Tom Kizer	302 Cahill Drive Senatobia, MS 38668	100*
Virginia C. Kizer	302 Cahill Drive Senatobia, MS 38668	100*
Sam A. Meacham	407 S. Ward Street Senatobia, MS 38668	100*

* Directors' qualifying shares

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

A. D., 1982, together with the sum of $ 215.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

November 23, 1982

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

Bill Allain
ATTORNEY GENERAL.

By C. W. D. Coleman
[redacted] Attorney General.
Deputy

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MISSISSIPPI 16th SECTION
LANDHOLDERS 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 1st day of December, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

WHEREAS, a regular business meeting of the Mississippi 16th Section Landholders Association was held on the 18 day of November, 1982, at which meeting a quorum of its members were present;

The meeting was opened with prayer and the following business was thereafter transacted:

On motion duly made, seconded and unanimously carried, the following resolution was adopted and ordered spread on the Minutes of the association.

RESOLUTION AUTHORIZING, DIRECTING AND EMPOWERING INCORPORATORS TO MAKE APPLICATION FOR GRANT OF CHARTER OF A NON-PROFIT CORPORATION

WHEREAS, it is the desire of the members of the Mississippi 16th Section Landholders Association to incorporate the aforesaid association as a non-profit corporation under the laws of the State of Mississippi to be hereafter known as Mississippi 16th Section Landholders Association, Inc.

WHEREAS, Billy Taylor, Robert Taylor and Charles B. Scarborough, members of the association, are hereby appointed to serve and act as incorporators of the aforesaid non-profit corporation and to conduct and perform all necessary acts incident thereto.

NOW THEREFORE, BE IT RESOLVED, that Billy Taylor, Robert Taylor and Charles B. Scarborough be and they are hereby authorized, directed and empowered on behalf of the Mississippi 16th Section Landholders Association to make application for a grant of a charter of a non-profit corporation to be known as Mississippi 16th Section Landholders Association, Inc.

SO RESOLVED, this the 18 day of November, 1982.

Billy N. Taylor
BILLY TAYLOR, Chairman

ATTEST:

Robert Taylor
ROBERT TAYLOR, Secretary

CERTIFICATE

WE, Billy Taylor and Robert Taylor, the Chairman and Secretary, respectively, of the Mississippi 16th Section Landholders Association, do hereby certify that the above and foregoing is a true and correct copy of the Resolution as adopted and spread on the minutes of said association pursuant to the regular business meeting thereof held on the 18 day of November, 1982.

Billy N. Taylor
BILLY TAYLOR, Chairman

Robert Taylor
ROBERT TAYLOR, Secretary

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

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

THE CHARTER OF INCORPORATION OF

MISSISSIPPI 16TH SECTION

LANDHOLDERS ASSOCIATION, INC.

1. The corporate title of said company is: Mississippi 16th Section Landholders Association, Inc.

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

Name	Street & No.	City	State
BILLY TAYLOR	STAR ROUTE	BRAXTON,	MISSISSIPPI
ROBERT TAYLOR	STAR ROUTE	BRAXTON,	MISSISSIPPI
CHARLES B. SCARBOROUGH	ROUTE 1, BOX 184	HARRISVILLE,	MISSISSIPPI

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

3. The domicile is at Star Route (Street and No.) Braxton (City) Mississippi 39044 (State)

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

The corporation is nonprofit, and no shares of stock are to be issued. It is to be one of the types of the organizations set forth in Section 79-11-1 of the Mississippi Code of 1972, Annotated, the same being a fraternal organization.

5. Period of existence shall be perpetual.

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

To hold meetings, collect dues, solicit membership and promote the organization of leaseholders of lands commonly known as "16th Section Lands" in the State of Mississippi.

To study and research the history of state and federal legislation of laws involving 16th section lands in the State of Mississippi.

To promote the rights, benefits, duties and obligations existing in favor of 16th section leaseholders by and from the State of Mississippi arising from the interests owned by the members in said lands.

To strive and attempt to obtain on behalf of its members, whether by legislative action, legal action in federal and state courts, or other legal remedies available, a fee simple title to the lands occupied by its members under 16th section leases.

To enter into any kind of activity and to perform and carry out contracts of any kind necessary to or in connection with or incidental with the accomplishment of any one or more of the nonprofit purposes of this corporation.

To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business and to secure the same by mortgage, pledge or other lien.

To construct, operate, maintain, improve, buy, own, sell, convey, assign, mortgage or lease any real estate and any personal property necessary to and in connection with with the promotion of the purposes of this corporation.

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

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

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: Billy Taylor
BILLY TAYLOR

Robert Taylor
ROBERT TAYLOR

Charles B. Scarborough
CHARLES B. SCARBOROUGH

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of SIMPSON

This day personally appeared before me, the undersigned authority BILLY TAYLOR, ROBERT TAYLOR, CHARLES B. SCARBOROUGH, Billy Taylor, Robert Taylor, Charles B. Scarborough incorporators of the corporation known as the MISSISSIPPI 16th SECTION LANDHOLDERS ASSOCIATION INC. who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 30 day of November, 1982

Hazel B. Booth, Notary Public

My Commission Expires January 13, 1983

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 15 day of Dec. A.D., 1982, 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, 1982

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 Allen
Special Assistant Attorney General

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

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

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* 2nd day of December, A. D., 1982.

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 1st *day of* November *19* 82

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 13, 1982)

RESOLVED, FIRST, THAT THE CAPITAL STOCK OF THIS BANK BE INCREASED IN THE SUM OF $42,190.00 BY THE DECLARATION AND ISSUANCE TO THE HOLDERS OF OUTSTANDING COMMON CAPITAL STOCK, OF A STOCK DIVIDEND IN THE SUM OF $42,190.00 TO BE ACCOMPLISHED BY THE ISSUANCE OF 4219 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 OCTOBER 13, 1982. 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 4219 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 OUR 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 SIXTY FOUR THOUSAND DOLLARS ($464,000.00) COMPOSED OF ALL COMMON STOCK, DIVIDED IN FORTY SIX THOUSAND FOUR HUNDRED (46,400) 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 SIX THOUSAND FOUR HUNDRED (46,400) 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 4219 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, 1983.

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 26, 1982. SUCH NOTICES HAVING BEEN MAILED JANUARY 16, 1982.

SIGNED: Ronnie M. Sullivan
RONNIE M. SULLIVAN, PRESIDENT

SWORN TO AND SUBSCRIBED BEFORE ME, THIS THE 29th DAY OF October, 1982.

Gail G. Caufield
NOTARY PUBLIC

MY COMMISSION EXPIRES: My Commission Expires April 5, 1986

Covington County Bank

Phone: 765-6551 P.O. Box 405 Collins, Miss. 39428

Ronnie M. Sullivan
President & CEO

January 16, 1982

To the Stockholders of Covington County Bank:

The regular meeting of the stockholders of Covington County Bank, Collins, Mississippi, will be held on January 26, 1982, at 2 o'clock P. M. in the Directors' Room in the main office of Covington County Bank at the corner of First and Dogwood Streets in the City of Collins, Mississippi, for the purpose of transacting the following business:

I. The election of Directors.

II. 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 1982 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 Artilcles of Incorporation of the Bank, reflecting such increase; (c) to adopt an appropriate resolution regarding any certificate for a fractional share.

III. To receive the annual financial report to the stockholders by management.

IV. The transaction of such other business as may properly come before said meeting.

So that the Board of Directors and the management may be assured that there is a quorum for the annual stockholders' meeting, you are requested to sign the enclosed proxy and return it to the Bank in the envelope enclosed for that purpose. We ask that you do this even though you plan to be present at the meeting. If you are present at the meeting, this proxy will be returned to you before any business is transacted.

Sincerely yours,

Ronnie M. Sullivan

Ronnie M. Sullivan
President

RMS/gc

Enclosure

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 26, 1982)

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 1982 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 26, 1982, 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 24th DAY OF October, 1982.

Ronnie M. Sullivan

RONNIE M. SULLIVAN, PRESIDENT
COVINGTON COUNTY BANK

COVINGTON COUNTY BANK COLLINS, MISS. CORP.

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 26, 1982, THE FOREGOING RESOLUTION WAS ADOPTED BY THE FOLLOWING VOTE, REPRESENTING APPROXIMATELY SEVENTY NINE PERCENT (79%) OF THE COMMON STOCK OF THE BANK OUTSTANDING, NO PREFERRED STOCK OUTSTANDING:

TOTAL NUMBER OF SHARES OF COMMON STOCK OUTSTANDING	42,181
TOTAL NUMBER OF SHARES OF COMMON STOCK REPRESENTED AT THE MEETING	33,413
TOTAL NUMBER OF SHARES OF COMMON STOCK VOTED IN FAVOR OF THE RESOLUTION	33,413
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 29th DAY OF October, 1982.

Gail G. Crawford
NOTARY PUBLIC

MY COMMISSION EXPIRES: My Commission Expires April 5, 1986

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 $42,190.00 BY THE DECLARATION AND ISSUANCE TO THE HOLDERS OF OUTSTANDING COMMON CAPITAL STOCK, OF A STOCK DIVIDEND IN THE SUM OF $42,190.00 TO BE ACCOMPLISHED BY THE ISSUANCE OF 4219 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 OCTOBER 13, 1982. 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 4219 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 SIXTY FOUR THOUSAND DOLLARS ($464,000.00) COMPOSED OF COMMON STOCK, DIVIDED INTO FORTY SIX THOUSAND FOUR HUNDRED (46,400) 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 SIX THOUSAND FOUR HUNDRED (46,400) 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 (1) ISSUANCE OF 4219 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, 1983.

****

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 13, 1982, 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 29th DAY OF October, 1982.

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

ATTEST:

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

BOOK 288 PAGE 238

Received at the office of the Secretary of State, this the 2nd day of Nov.

A. D., 1982, 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 24, 1982

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.

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

INTERIM BANK OF COMO
COMO, 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 2nd day of December, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

BOOK 288 PAGE 240

State of Mississippi

Department of Banking and Consumer Finance

JACKSON

The within and foregoing Charter of Incorporation of

INTERIM BANK OF COMO

COMO, MISSISSIPPI

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Seal of the Department of Banking and Consumer Finance, State of Misssissippi, to be affixed, this the 21st *day of* September *19* 82

Alanson V. Turnbough

Deputy Commissioner

Alanson V. Turnbough

EXHIBIT "B"

ARTICLES OF INCORPORATION

OF

INTERIM BANK OF COMO

1. The corporate title of the company is:

INTERIM BANK OF COMO

2. The names and places of residence of the incorporators and number of shares subscribed by each incorporator are:

Name	Residence (Street and City)	Number of Shares
Donald Bartlett	Box 307, Railroad Street Como, MS 38619	40*
Hal D. Crenshaw	Drawer D, Highway 315, East Crenshaw, MS 38621	40*
Bob Crenshaw	Drawer D, Highway 3, North, Crenshaw, MS 38621	40*
H.E. Hawkins	Box 280, Highway 315, West Como, MS 38619	40*
Miriam Orr	Box 247, Railroad Street Como, MS 38619	40*
David Pointer, Jr.	Box 216, Craig Street Como, MS 38619	40*
David Pointer, Sr.	Box 246, Oak Avenue Como, MS 38619	40*
Monroe Pointer	Box 435, Highway 51, South Como, MS 38619	40*
Marie C. Taylor	Box 214, McLemore Street Como, MS 38619	40*
W.S. Taylor, Jr.	Box 306, McLemore Street Como, MS 38619	40*

3. The domicile of the company is at Como, Panola County, Mississippi.

4. Amount of capital stock: Fifty Thousand Dollars ($50,000) of common stock divided into Ten Thousand (10,000) shares at the par value of Five Dollars ($5.00) per share.

5. Number of shares of each class and par value thereof: Ten Thousand (10,000) shares of common stock at the par

* Director's qualifying shares

value of Five Dollars ($5.00) per share, which is to be sold at Five Dollars ($5.00) per share.

6. The period of duration is ninety-nine (99) years.

7. The purpose for which it is created: The general nature of the business of the company shall be banking; receiving deposits; buying, selling and discounting notes, bills and other evidences of debt, domestic and foreign; dealing in such bullion, currency and coins as may be authorized by law; issuing notes; and loaning money on real estate and personal property.

To receive and deposit such sums of money as may from time to time be offered therefor by lumbermen, mechanics, laborers, unions, farmers, merchants, servants, and any and all other persons whomsoever; and to invest the same for the use, interest and advantage of said depositors and to repay same to said depositors, with such interest and under such regulations as the Board of Directors may from time to time prescribe; and to conduct in general the business of a commercial bank.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of the objects or the furtherance of any of the powers heretofore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof, provided the same is not inconsistent with the laws under which this corporation is organized, and to borrow money and to make and issue bonds, notes, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limits as to the amounts, provided the same be not inconsistent with the laws under which this cor-

poration is organized, and generally to make and to perform agreements and contracts of every kind and description, and to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, rent, convey, mortgage, or otherwise own, deal in or dispose of lands and leaseholds, and any interest, estate and rights in real property, and any personal or mixed property, and any franchises, rights, licenses, or privileges necessary, convenient, or appropriate for any of the purposes herein expressed, and to acquire by purchase subscription, or otherwise, and to hold for investment, or otherwise, and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds, or any other obligations or securities of any corporation or corporations, to merge or consolidate with any corporation in any such manner as may be permitted by law; to do any other acts or things for the preservation, protection, improvement, or enhancement of the value of its own stock or other corporations, or bonds, or other obligations, or to do any acts or things designed for any such purpose, and while the owner of such stock, bonds or other obligations, to exercise, all the rights, powers, and privileges of ownership thereof and to exercise any and all voting powers thereon.

And to do all and everything necessary, suitable and proper for the accomplishment of any such purposes for the attainment of any of the objections, or the furtherance of any of the powers herein set forth.

The general nature of the business is to conduct the business of a commercial bank, as hereinafter set forth, in and as separate or different departments of said bank.

To do, conduct and transact generally the business of a commercial bank and to do all things and exercise all powers and perform all functions which a commercial bank is authorized or empowered to do, exercise or perform under and by virtue of the laws of the State of Mississippi, or which it

may be by law or hereafter authorized to do, exercise or perform; to receive deposits of money, deal in commercial paper, to make loans thereon, lend money on real or personal property, discount bills, notes, or other commercial paper and to buy and sell security, gold and silver bullion, foreign coins or bills of exchange, and to do all the things herein as such a commercial bank and in so far as is consistent with the laws of the State of Mississippi.

To conduct a safety deposit business, and in the conduct of such safety deposit business to store and hold for others personal property and securities with or without compensation, and to maintain vaults and safes and recepticles therein for the storage, safe-depositing and safe-keeping of personal property and securities, and to rent and hire such safes and recepticles to others upon such terms and conditions as it may deem advisable.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of the objects or the furtherance of the powers herein set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things, incidental or appurtenant or growing out of or conducted with the aforesaid businesses or powers, or any part or parts thereof, provided the same is not inconsistent with the laws of the State of Mississippi; to borrow money and to make and issue bonds, notes, debentures, obligations and evidences of indebtedness of all kinds, whether secured or unsecured, without limit as to amount, provided the same be not inconsistent with the laws of the State of Mississippi; and generally to make and perform agreements and contracts of every kind and description, and to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, rent, convey, mortgage, or otherwise own, deal in or dispose of lands and leaseholds, and any interest, estate and rights in real property, and any

personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed; to acquire by purchase, subscription, or otherwise, and to hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds or other obligations or securities of any corporation or corporations; to merge or consolidate with any corporation in such manner as may be permitted by law; to do any other acts or things for the preservation, protection, improvement or enhancement of the value of its own stock or the stock of other corporations, or bonds or other obligations, or to do any acts or things designed for any such purpose, and while the owner of such stock, bonds, or other obligations to exercise any and all voting powers thereon.

8. Number of shares of each class to be subscribed and paid for before the corporation may begin business: Ten Thousand (10,000) shares of common stock of the par value of Five Dollars ($5.00) per share to be sold at a price of Five Dollars ($5.00) per share with the entire Fifty Thousand Dollars ($50,000) paid in before the corporation begins business. Other than the incorporators mentioned above, the name and place of residence of the stockholder of this corporation (including the number of shares to be held by such shareholder) is set forth as follows:

Name	Address	Number of Shares
SBC Financial Corp.	Main Street Box 246 Como, MS 38619	9600

WITNESS our signatures this the 6th day of August, 1982.

Incorporators

Donald Bartlett

Hal D. Crenshaw

Bob Crenshaw

H.E. Hawkins

Miriam Orr

David Pointer, Jr.

David Pointer, Sr.

Monroe Pointer

Marie C. Taylor

W.S. Taylor, Jr.

STATE OF TENNESSEE

COUNTY OF SHELBY

The above and foregoing Certificate of Incorporation sworn to and subscribed before me by David Pointer, Jr. one of the prospective incorporators, on this the 6th day of August, 1982.

Notary Public

NOTARY PUBLIC SHELBY COUNTY

My Commission Expires:
3-25-85

RECEIVED
AUG 11 1982
DEPT. OF BANKING
AND CONSUMER FINANCE
STATE OF MISSISSIPPI

Honorable Glenn Smith
Commissioner
Department of Banking and
Consumer Finance
State of Mississippi
Jackson, Mississippi

We, the hereinafter subscribed persons, apply to the Commissioner, Department of Banking and Consumer Finance, State of Mississippi, and the State Board of Banking Review, Department of Banking and Consumer Finance, State of Mississippi, for a Charter to operate a banking corporation in the City of Como, Mississippi, known as Interim Bank of Como.

Location: Said bank shall be located in the City of Como, County of Panola, State of Mississippi.

Nature of Business: Commercial and general banking functions.

Capital Stock:	$50,000	Capital Stock (all common)
	$ 0	Surplus
	$ 0	Undivided Profits
	$50,000	Total Capital Account

The Stock shall consist of 10,000 shares of common stock of par value of $5.00 per share; which is to be sold at $5.00 per share.

The names and places of residence of the incorporators and the number of shares held by each incorporator shall be:

Name	Resident (Street and City)	Number of Shares
Donald Bartlett	Railroad Street, Box 307 Como, Mississippi 38619	40*
Hal D. Crenshaw	Highway 315, East, Drawer D Crenshaw, Mississippi 38621	40*
Bob Crenshaw	Highway 3, North, Drawer D Crenshaw, Mississippi 38621	40*
H. E. Hawkins	Highway 315, West, Box 280 Como, Mississippi 38619	40*
Miriam Orr	Railroad Street, Box 247 Como, Mississippi 38619	40*
David Pointer, Jr.	Craig Street, Box 216 Como, Mississippi 38619	40*
David Pointer, Sr.	Oak Avenue, Box 246 Como, Mississippi 38619	40*
Monroe Pointer	Highway 51, South, Box 435 Como, Mississippi 38619	40*

Name	Resident (Street and City)	Number of Shares
Marie C. Taylor	McLemore Street, Box 214 Como, Mississippi 38619	40*
W. S. Taylor, Jr.	McLemore Street, Box 306 Como, Mississippi 38619	40*

* Directors' qualifying shares

A complete list of all stockholders is attached hereto and marked "Exhibit A". It is requested that this list be considered as a part of this application as those set out in full in text and figures.

The period of the corporation's duration shall not exceed ninety nine (99) years.

This application is executed in triplicate, and the applicants file a copy of the proposed Articles of Incorporation, duly sworn to by one of the prospective incorporators, as required by Section 81-3-13, Mississippi Code of 1972, attached to and made a part of this application as "Exhibit B" to the same extent as those set out in full text and figures herein.

We, the undersigned persons, acting on behalf of SBC Financial Corp. and being five or more in number, represent to the Commissioner, Department of Banking and Consumer Finance, State of Mississippi, that we are of full age, of good morals and sound business character, and we desire to organize ourselves into an interim banking corporation for the reason that the economic progress and development of Panola County, Mississippi, necessitates the organization of an interim bank at Como, Mississippi.

WHEREFORE, THE PREMISES CONSIDERED, applicants pray that the Commissioner, Department of Banking and Consumer Finance, State of Mississippi, shall take such steps and make such investigations, findings and reports, and all other proceedings necessary or proper under the provisions of the foregoing law to the end that the Commissioner, Department of Banking and Consumer Finance, State of Mississippi, shall give to your prospective incorporators a certificate under his hand and official seal of the Department Banking and Consumer Finance, State of Mississippi, authorizing the prospective incorporators to proceed to incorporate and organize as prescribed in Section 81-3-7, Mississippi Code of 1972, and related statutes.

Witness our signatures, this 6th day of August, 1982.

Respectfully submitted,

Donald Bartlett

Hal D. Crenshaw

Bob Crenshaw

H. E. Hawkins

Miriam Orr

David Pointer, Jr.

David Pointer, Sr.

Monroe Pointer

Marie C. Taylor

W. S. Taylor, Jr.

State of Tennessee

County of Shelby

The above and foregoing application sworn to and subscribed before me by David Pointer, Jr., one of the prospective incorporators, on this the 6th day of August, 1982

Notary Public

Shelby County, Tennessee

MY COMMISSION EXPIRES:

3-25-85

EXHIBIT "A"

LIST OF STOCKHOLDERS

Name	Residence (Street and City)	Number of Shares
SBC Financial Corp.	Main Street, Box 246 Como, Mississippi 38619	9,600
Donald Bartlett	Railroad Street, Box 307 Como, Mississippi 38619	~~40*~~
Hal D. Crenshaw	Highway 315, East, Drawer D Crenshaw, Mississippi 38612	40*
Bob Crenshaw	Highway 3, North, Drawer D Crenshaw, Mississippi 38619	40*
H. E. Hawkins	Highway 315, West, Box 280 Como, Mississippi 38619	40*
Miriam Orr	Railroad Street, Box 247 Como, Mississippi 38619	40*
David Pointer, Jr.	Craig Street, Box 216 Como, Mississippi 38619	40*
David Pointer, Sr.	Oak Avenue, Box 246 Como, Mississippi 38619	40*
Monroe Pointer	Highway 51, South, Box 435 Como, Mississippi 38619	40*
Marie C. Taylor	McLemore Street, Box 214 Como, Mississippi 38619	40*
W. S. Taylor, Jr.	McLemore Street, Box 306 Como, Mississippi 38619	40*

* Directors' qualifying shares

Received at the office of the Secretary of State, this the 22nd day of September

A. D., 1982, together with the sum of $ 115.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

September 27, 1982

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

Bill Allain
ATTORNEY GENERAL.

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

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

SECURITY INTERIM BANK
BATESVILLE, MISSISSIPPI

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 1st day of December, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

State of Mississippi

Department of Banking and Consumer Finance

JACKSON

The within and foregoing Charter of Incorporation of

SECURITY INTERIM BANK

BATESVILLE, MISSISSIPPI

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Seal of the Department of Banking and Consumer Finance, State of Misssissippi, to be affixed, this the 18th *day of* November *19* 82

Deputy Commissioner

Alanson V. Turnbough

DEPARTMENT OF BANKING AND CONSUMER FINANCE
STATE OF MISSISSIPPI
1206 WOOLFOLK STATE OFFICE BUILDING
POST OFFICE DRAWER 731
JACKSON 39205-0731

OFFICE OF THE COMMISSIONER

TELEPHONE 601-354-6106

CERTIFICATE OF AUTHORITY

TO INCORPORATE AND ORGANIZE

I, Glenn Smith, Commissioner, Department of Banking and Consumer Finance, State of Mississippi, do hereby authorize the prospective incorporators of the Security Interim Bank, Batesville, Panola County, Mississippi, to proceed to incorporate and organize the Security Interim Bank, Batesville, Panola County, Mississippi, as provided by Sections 81-3-7 and 81-3-13, Mississippi Code of 1972, Annotated.

This certificate is issued in accordance with order and direction of the State Board of Banking Review, State of Mississippi, in its written opinion and decision of November 16, 1982, as provided by Section 81-3-13, Mississippi Code of 1972.

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 18th day of November, 1982.

Glenn Smith
Commissioner

CERTIFICATE OF INCORPORATION

OF

SECURITY INTERIM BANK

We, the undersigned natural persons of the age of twenty-one (21) years or more, acting as incorporators of a corporation under the provisions of Section 81-3-1, et seq., Mississippi Code, 1972, as amended, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Security Interim Bank. The corporation will be domiciled and conduct its business in Batesville, Panola County, Mississippi.

SECOND: The period of its duration is ninety-nine (99) years.

THIRD: The specific purpose or purposes for which the corporation is organized stated in general terms are:

The general nature of the business is to conduct the business of a commercial bank, savings bank and trust company, as hereinafter set forth, in and as separate or different departments of said bank.

To do, conduct and transact generally the business of a commercial bank and to do all things and exercise all powers and perform all functions which a commercial bank is authorized or empowered to do, exercise or perform under and by virtue of the laws of the State of Mississippi, or which it may be by law hereafter authorized to do, exercise or perform; to receive deposits of money, deal in real or personal, discount bills, notes or other commercial paper and to buy and sell securities, gold and silver bullion, foreign coins or bills of exchange, and to do all the things herein as such commercial bank and insofar as is consistent with the laws of the State of Mississippi.

To do, conduct and transact the business of a savings bank, and to do all things, exercise all powers and perform all functions which a savings bank is authorized or empowered to do, exercise or perform under and by virtue of the laws of the State of Mississippi, or which it may be by law hereafter authorized to do, exercise or perform; to accumulate and lend the funds of its stockholders and depositors; receive deposits of money; lend, invest and collect the same with interest; to repay depositors with or without interest; invest such funds in such property, securities and obligations as are or may be prescribed or permitted by the laws of the State of Mississippi; to declare and pay a stipulated rate of interest on deposits made for a stated period, or upon special terms, and to do all the things herein as such savings bank and insofar as is consistent

with the laws of the State of Mississippi.

To do, conduct and transact generally the business of a trust company and to do all things, exercise all powers and perform all functions which a trust company is authorized or empowered to do, exercise or perform under and by virtue of the laws of the State of Mississippi, or which it may be by law hereafter authorized to do, exercise or perform; to accept and execute all such trusts and perform such duties of every description as may be committed to it by any person, firm or corporation or that may be committed or transferred to it by order of any Court of record; to receive money in trust, take and accept by grant, assignment, transfer, devise or bequest, and hold any real or personal estate or trusts according to the laws of the State of Mississippi or any other State or of the United States, and to execute such legal trusts in regard to the same, on such terms as may be directed or agreed upon thereto; to act as agent for the investment of money or the management of property for other persons, and as agent for persons and corporations for the purpose of issuing, registering, transferring or countersigning the certificates of stock, bonds or other evidences of debt of any corporation, association, municipality, state, county or public authority on such terms as may be agreed upon; to act as guardian for any minor or insane person under the appointment of any Court of record having jurisdiction of the person or estate of such minor or insane person; to act as administrator or executor of the estate of any deceased person; to act as agent or attorney in fact and as commissioner for the sale of property, both real and personal; to act as assignee or receiver or as trustee in mortgages or bond issues or in any other fiduciary capacity authorized by law. To accept trust funds or other property upon specially agreed terms and pay or deliver the same to the owners, beneficiaries or others as the case may be, when and as the same should be paid or delivered according to the terms of the trust agreement under which it is held and to do all things herein as such trust company and insofar as is consistent with the laws of the State of Mississippi.

To conduct a safe deposit business, and in the conduct of said safe deposit business to store and hold for others personal property and securities with or without compensation, and to maintain vaults and safes and receptacles therein for the storage, safe-depositing and safe-keeping of personal property and securities, and to rent and hire such safes and receptacles to others upon such terms and conditions as it may deem advisable.

To establish, maintain and conduct a branch or branches of the commercial departments, savings department, trust department, safe deposit department or either or any of said departments, in accordance with the laws of the State of Mississippi.

To make application for membership in the Federal Reserve System whereby to purchase and hold stock in a designated Federal Reserve Bank in the Federal Reserve System, or to make the required deposit in a designated Federal Reserve Bank of the Federal Reserve System, in place of purchase of stock therein, and to comply with the requirements of the Federal Reserve Act and the regulations of the Board of Governors of the Federal Reserve System made in pursuance thereof and generally to furnish

all necessary papers and documents and perform all acts necessary whereby to attain membership in said Federal Reserve System, or to apply for insurance of deposits with the Federal Deposit Insurance Corporation.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of the object or the furtherance of any of the powers herein set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant or growing out of or connected with the aforesaid businesses or powers, or any part or parts thereof, provided the same is not inconsistent with the laws of the State of Mississippi; to borrow money and to make and issue bonds, notes, debentures, obligations and evidences of indebtedness of all kinds, whether secured or unsecured, without limit as to the amount, provided the same be not inconsistent with the laws of the State of Mississippi; and generally to make and perform agreements and contracts of every kind and description, and to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, rent, convey, mortgage, or otherwise own, deal in or dispose of lands and leaseholds and any interest, estate and rights in real propery, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed; to acquire by purchase, subscription, or otherwise, and to hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds, or other obligations or securities of any corporation or corporations, to merge or consolidate with any corporation in such manner as may be permitted by law, to do any other acts or things for the preservation, protection, improvement or enhancement of the value of its own stock or the stock of any other corporations, or bonds or other obligations, or to do any acts or things designed for any such purpose, and while the owner of such stocks, bonds or other obligations to exercise any and all voting powers thereon.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 20,000 shares of common capital stock (one class only) of the par value of Five Dollars ($5.00) per share. Said shares shall be sold for Five Dollars ($5.00) per share and the capital structure when all shares have been issued and paid will be $100,000.00 capital, $ - 0 - paid in surplus, and $ - 0 - undivided profits.

FIFTH: The corporation will not commence business until consideration of the value of at least One Hundred Thousand Dollars ($100,000.00) has been received for the issuance of shares.

SIXTH: Shareholders of the corporation shall not have a preemptive right to acquire additional or treasury shares of the corporation.

SEVENTH: The post office address of its initial registered

office is P. O. Box 690, 201 Highway 6 East, Batesville, Mississippi 38606, and the name of its initial registered agent at such address is John Meacham, Jr..

EIGHTH: The number of directors constituting the initial Board of Directors of the corporation is nine (9) and the names and addresses of the persons who are to serve as directors until the first meeting of shareholders or until their successors are elected and shall qualify are:

NAME:	ADDRESS:
Albert Barnett	Route 1 Courtland, Mississippi 38620
Joe M. Brown	Route 1, Box 146X Marks, Mississippi 38646
J. C. Dunlap	Route 4 Batesville, Mississippi 38606
Hubert Haynes	Route 1 Lambert, Mississippi 38643
John Meacham, Jr.	204 West Street Batesville, Mississippi 38606
John Mothershed	Route 3 Batesville, Mississippi 38606
Larry J. Pratt	Route 3 Batesville, Mississippi 38606
R. T. Riser	210 Kyle Street Batesville, Mississippi 38606
J. Q. West	Old Highway 51 North Sardis, Mississippi 38666

NINTH: The name and post office address of each incorporator and the number of shares of the common capital stock to which each has subscribed is:

NAME:	ADDRESS:	NO. OF SHARES
Albert Barnett	Route 1 Courtland, Mississippi 38620	40
Joe M. Brown	Route 1, Box 146X Marks, Mississippi 38646	40

NAME:	ADDRESS:	NO. OF SHARES:
J. C. Dunlap	Route 4 Batesville, Mississippi 38606	40
Hubert Haynes	Route 1 Lambert, Mississippi 38643	40
John Meacham, Jr.	204 West Street Batesville, Mississippi 38606	40
John Mothershed	Route 3 Batesville, Mississippi 38606	40
Larry J. Pratt	Route 3 Batesville, Mississippi 38606	40
R. T. Riser	210 Kyle Street Batesville, Mississippi 38606	40
J. Q. West	Old Highway 51 North Sardis, Mississippi 38666	40

WITNESS OUR SIGNATURES, this the 14th day of September, 1982.

Albert Barnett

Joe M. Brown

J. C. Dunlap

Hubert Haynes

John Meacham, Jr.

John Mothershed

Larry J. Pratt

R. T. Riser

J. Q. West

STATE OF MISSISSIPPI

COUNTY OF PANOLA

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid ALBERT BARNETT, JOE M. BROWN, J. C. DUNLAP, HUBERT HAYNES, JOHN MEACHAM, JR., JOHN MOTHERSHED, LARRY J. PRATT, R. T. RISER, and J. Q. WEST, each of whom being first duly sworn, acknowledged on oath that he executed the foregoing Articles of Incorporation on the date herein set forth.

Given under my hand and seal, this the 14th day of September, 1982.

(SEAL)
My commission expires

My Commission Expires Nov. 2, 1985

Diamond M Sibley
NOTARY PUBLIC

RECEIVED

SEP 22 1982

DEPT. OF BANKING
AND CONSUMER FINANCE
STATE OF MISSISSIPPI

EXHIBIT "A"

LIST OF STOCKHOLDERS

NAME	RESIDENT (STREET AND TOWN)	NO. OF SHARES
Security Bancorp, Inc.	201 Highway 6 East Batesville, Mississippi 38606	19,640
Albert Barnett	Route 1 Courtland, Mississippi 38620	40*
Joe M. Brown	Route 1, Box 146X Marks, Mississippi 38646	40*
J. C. Dunlap	Route 4 Batesville, Mississippi 38606	40*
Hubert Haynes	Route 1 Lambert, Mississippi 38643	40*
John Meacham, Jr.	204 West Street Batesville, Mississippi 38606	40*
John Mothershed	Route 3 Batesville, Mississippi 38606	40*
Larry J. Pratt	Route 3 Batesville, Mississippi 38606	40*
R. T. Riser	210 Kyle Street Batesville, Mississippi 38606	40*
J. O. West	Old Highway 51 North Sardis, Mississippi 38666	40*

*Directors' qualifying shares

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

A. D., 1982, together with the sum of $ 215.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Floyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

November 23, 1982

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

Bill Allain
ATTORNEY GENERAL.

By C. W. Todermann
[redacted] Attorney General.
Deputy

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE PEOPLES INTERIM BANK
TUPELO, 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 1st day of December, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

State of Mississippi

Department of Banking and Consumer Finance

JACKSON

The within and foregoing Charter of Incorporation of

THE PEOPLES INTERIM BANK

TUPELO, MISSISSIPPI

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Seal of the Department of Banking and Consumer Finance, State of Misssissippi, to be affixed, this the 18th *day of* November *1982*

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 39205-0731

OFFICE OF THE COMMISSIONER

TELEPHONE 601-354-6106

CERTIFICATE OF AUTHORITY
TO INCORPORATE AND ORGANIZE

I, Glenn Smith, Commissioner, Department of Banking and Consumer Finance, State of Mississippi, do hereby authorize the prospective incorporators of The Peoples Interim Bank, Tupelo, Lee County, Mississippi, to proceed to incorporate and organize The Peoples Interim Bank, Tupelo, Lee County, Mississippi, as provided by Sections 81-3-7 and 81-3-13, Mississippi Code of 1972, Annotated.

This certificate is issued in accordance with order and direction of the State Board of Banking Review, State of Mississippi, in its written opinion and decision of November 16, 1982, as provided by Section 81-3-13, Mississippi Code of 1972.

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 18th day of November, 1982.

Glenn Smith
Commissioner

ARTICLES OF INCORPORATION

OF

THE PEOPLES INTERIM BANK

1. The corporate title of the company is:

THE PEOPLES INTERIM BANK

2. The names and places of residence of the incorporators and the number of shares subscribed by each of them are:

Name	Residence (Street and Town)	Number of Shares
George F. Adams	520 West Jackson Street Tupelo, Mississippi 38801	20
Edward C. Bourland	806 McAlpine Drive Amory, Mississippi 38821	20
W. L.Dunlap	518 Magnolia Tupelo, Mississippi 38801	20
John L.Evans	Route 4 Fulton, Mississippi 38843	20
Robert C. Leake	715 Hillshire Drive Tupelo, Mississippi 38801	20
W.P. Mitchell	2405 Parkway Drive Tupelo, Mississippi 38801	20
E. C. Neelly, III	2406 Country Club Tupelo, Mississippi 38801	20
Theron S. Pounds	101 Foster Park Booneville, Mississippi 38829	20
David P. Searcy	Route 6 Ruffwood #16 Tupelo, Mississippi 38801	20
John W. Smith	19 Quail Creek Road Tupelo, Mississippi 38801	20
Jimmy S. Threldkeld	35 Debeau Tupelo, Mississippi 38801	20
Leonard W. Walden	Route 5 Booneville, Mississippi 38829	20
Robert H. Weaver	1509 Douglass Drive Jackson, Mississippi 39211	20

John B. Wright	10th Avenue North Amory, Mississippi 38821	20
J. Larry Young	Route 6, Box 216 Pontotoc, Mississippi 38863	20

3. The domicile is at Tupelo, Lee County, Mississippi.

4. Amount of capital stock: One Hundred Thousand Dollars ($100,000) of common stock divided into Ten Thousand (10,000) shares at the par value of Ten Dollars ($10.00) per share.

5. Number of shares of each class and par value thereof: Ten Thousand (10,000) shares of common stock of the par value of Ten Dollars ($10.00) per share, which is to be sold at Ten Dollars ($10.00) per share.

6. The period of existence is ninety-nine (99) years.

7. The purpose for which it is created: To do a general banking business in all its branches, including the savings bank feature, establish branch banks, the receiving of deposits, borrowing and lending money either on security as may be agreed upon or otherwise, buying and selling exchange, bills, notes, bonds, and other acts incidental to a general banking business in all its branches; also the power and privileges of a loan and trust company, as defined by the laws of the State of Mississippi, including the power to act as agent, attorney in fact, guardian, administrator, executor, assignee, trustee, receivers, commissioner or other fiduciary authorized by law, the power to make and guarantee bonds as authorized by law, to establish and maintain safety deposit vaults and lockers, to establish and maintain abstract records, and to do and perform all other acts incidental to the business of a loan and trust company. To exercise all powers, rights and privileges of a banking corporation and to engage in all banking and trust activities allowed for a banking corporation under the laws of the State of Mississippi.

8. Number of shares of each class to be subscribed and paid for before the corporation may begin business: Ten Thousand (10,000) shares of common stock of the par value of Ten Dollars ($10.00) per share to be sold at a price of Ten Dollars ($10.00) per share with the entire One Hundred Thousand Dollars ($100,000.00) paid in before the corporation begins business.

WITNESS OUR SIGNATURES this, the 9th day of November, 1982.

INCORPORATORS

George F. Adams

Edward C. Bourland

W. L. Dunlap

John L. Evans

Robert C. Leake

W.P. Mitchell

E. C. Neelly, III

Theron S. Pounds

David P. Searcy

John W. Smith

Jimmy S. Threldkeld

Leonard W. Walden

Robert H. Weaver

John B. Wright

J. Larry Young

STATE OF MISSISSIPPI

COUNTY OF LEE

The above and foregoing Articles of Incorporation sworn to and subscribed before me by E. C. Neelly, III, one of the prospective incorporators, on this, the 9th day of November, 1982.

Notary Public

My Commission Expires:

My Commission Expires Sept. 22, 1985

NOTARY PUBLIC LEE COUNTY MISSISSIPPI

Honorable Glenn Smith
Commissioner
Department of Banking and Consumer Finance
State of Mississippi
Jackson, Mississippi

RECEIVED
NOV 10 1982
DEPT. OF BANKING
AND CONSUMER FINANCE
STATE OF MISSISSIPPI

We, the hereinafter subscribed persons, apply to the Commissioner, Department of Banking and Consumer Finance, State of Mississippi, and the State Board of Banking Review, Department of Banking and Consumer Finance, State of Mississippi, for a Charter to operate a banking corporation in the City of Tupelo, Mississippi, known as The Peoples Interim Bank.

Place of Location: Said bank shall be located in the City of Tupelo, County of Lee, State of Mississippi.

Nature of Business: Commercial, general banking functions, and trust department.

Capital Stock:	$100,000	Capital Stock (all common)
	$ 0	Surplus
	$ 0	Undivided Profits
	$100,000	Total Capital Account

Said stock shall consist of 10,000 shares of common stock of the par value of $10.00 per share, which is to be sold at $10.00 per share.

The names and places of residences of the incorporators and number of shares held by each of them shall be:

Name	Residence (Street and Town)	Number of Shares
George F. Adams	520 West Jackson Street Tupelo, Mississippi 38801	20*
Edward C. Bourland	806 McAlpine Drive Amory, Mississippi 38821	20*
W. L. Dunlap	518 Magnolia Tupelo, Mississippi 38801	20*
John L. Evans	Route 4 Fulton, Mississippi 38843	20*
Robert C. Leake	715 Hillshire Drive Tupelo, Mississippi 38801	20*

Name	Residence (Street and Town)	Number of Shares
W. P. Mitchell	2405 Parkway Drive Tupelo, Mississippi 38801	20*
E. C. Neelly, III	2406 Country Club Tupelo, Mississippi 38801	20*
Theron S. Pounds	101 Foster Park Booneville, Mississippi 38829	20*
David P. Searcy	Route 6 Ruffwood #16 Tupelo, Mississippi 38801	20*
John W. Smith	19 Quail Creek Road Tupelo, Mississippi 38801	20*
Jimmy S. Threldkeld	35 Debeau Tupelo, Mississippi 38801	20*
Leonard W. Walden	Route 5 Booneville, Mississippi 38829	20*
Robert H. Weaver	1509 Douglass Drive Jackson, Mississippi 39211	20*
John B. Wright	10th Avenue North Amory, Mississippi 38821	20*
J. Larry Young	Route 6, Box 216 Pontotoc, Mississippi 38863	20*

*Director's qualifying shares

A complete list of all stockholders is attached hereto and marked "Exhibit A", and is asked to be considered as a part of this application as though set out in full in words and figures.

The period of which the corporation is authorized shall not exceed ninety-nine (99) years.

The application is executed in triplicate, and the petitioners file herewith as a part of this application a copy of the proposed Articles of Incorporation, duly sworn to by one of the prospective incorporators, as required by Section 81-3-13, Mississippi Code of 1972, and made said Exhibit a part hereof to the same extent as if copied herein in words and figures.

We, the hereinafter subscribed persons acting on behalf of The Peoples Interim Bank, being composed of five or more, represent to the Commissioner, Department of Banking and Consumer Finance, State of Mississippi, that we are of full age, of good

morals and sound business character, and we desire to organize ourselves into an interim banking corporation for the reason that the economic progress and development of Lee County, Mississippi, necessitates the organization of an-interim bank at Tupelo, Mississippi.

WHEREFORE, PREMISES CONSIDERED, petitioners pray that the Commissioner, Department of Banking and Consumer Finance, State of Mississippi, shall take such steps and make such investigations, findings and reports, and all other proceedings necessary or proper under the provisions of the foregoing law to the end that the Commissioner, Department of Banking and Consumer Finance, State of Mississippi, shall give to your prospective incorporators a certificate under his hand and official seal of the Department of Banking and Consumer Finance, State of Mississippi, authorizing the prospective incorporators to proceed to incorporate and organize as prescribed in Section 81-3-7, Mississippi Code of 1972, and related statutes.

Witness our signatures, this the 9th day of November, 1982.

Respectfully submitted,

George F. Adams

Edward C. Bourland

W. L. Dunlap

John L. Evans

Robert C. Leake

W. P. Mitchell

E. C. Neelly, III

Theron S. Pounds

David P. Searcy

John W. Smith

Jimmy S. Threldkeld

Leonard W. Walden

Robert H. Weaver

John B. Wright

J. Larry Young

STATE OF MISSISSIPPI

COUNTY OF LEE

The above and foregoing application sworn to and subscribed before me, by E. C. Neelly, III, one of the prospective incorporators, on this the 9th day of November, 1982.

Notary Public

Lee County, Mississippi

My Commission Expires:

My Commission Expires Sept. 22, 1985

LELA FINNEY NOTARY PUBLIC MISSISSIPPI

EXHIBIT "A"

LIST OF STOCKHOLDERS

Name	Residence (Street and Town)	Number of Shares
The Peoples Holding Company	209 Troy Street Tupelo, Mississippi 38801	9700
George F. Adams	520 West Jackson Street Tupelo, Mississippi 38801	20*
Edward C. Bourland	806 McAlpine Drive Amory, Mississippi 38821	20*
W. L. Dunlap	518 Magnolia Tupelo, Mississippi 38801	20*
John L. Evans	Route 4 Fulton, Mississippi 38843	20*
Robert C. Leake	715 Hillshire Drive Tupelo, Mississippi 38801	20*
W. P. Mitchell	2405 Parkway Drive Tupelo, Mississippi 38801	20*
E. C. Neelly, III	2406 Country Club Tupelo, Mississippi 38801	20*
Theron S. Pounds	101 Foster Park Booneville, Mississippi 38829	20*
David P. Searcy	Route 6 Ruffwood #16 Tupelo, Mississippi 38801	20*
John W. Smith	19 Quail Creek Road Tupelo, Mississippi 38801	20*
Jimmy S. Threldkeld	35 Debeau Tupelo, Mississippi 38801	20*
Leonard W. Walden	Route 5 Booneville, Mississippi 38829	20*
Robert H. Weaver	1509 Douglass Drive Jackson, Mississippi 39211	20*
John B. Wright	10th Avenue North Amory, Mississippi 38821	20*
J. Larry Young	Route 6, Box 216 Pontotoc, Mississippi 38863	20*

*Director's qualifying shares

BOOK 288 PAGE 276

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

A. D., 1982, together with the sum of $ 35.00 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, 1982

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

Bill Allain
ATTORNEY GENERAL.

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

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

FIRST INTERIM STATE BANK

WAYNESBORO, WAYNE COUNTY, MISSISSIPPI

1) to merge the First State Bank, Waynesboro, Wayne County, Mississippi, into and under the charter of the First Interim State Bank, Waynesboro;

2) to increase the amount of capital stock of the First Interim State Bank from $50,000 to $740,000;

3) to change the name of the First Interim State Bank to:

FIRST STATE BANK

WAYNESBORO, WAYNE, COUNTY, 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* 2nd day of December, A. D., 1982.

William F. Winter

Governor.

Attest:

Edwin Lloyd Pittman

Secretary of State.

BOOK 288 PAGE 278

State of Mississippi

Department of Banking and Consumer Finance

JACKSON

The within and foregoing Amendment to the Charter of Incorporation of FIRST INTERIM STATE BANK

WAYNESBORO, WAYNE COUNTY, MISSISSIPPI

(1) to merge the First State Bank, Waynesboro, Wayne County, Mississippi, into and under the charter of the First Interim State Bank, Waynesboro

(2) to increase the amount of capital stock of the First Interim State Bank from $50,000 to $740,000.

(3) to change the name of the First Interim State Bank to First State Bank, Waynesboro, Wayne County, 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 1st *day of* December *19* 82

Glenn Smith

Glenn Smith Commissioner

FIRST State BANK
P. O. BOX 506 / WAYNESBORO, MISSISSIPPI
TELEPHONE 601 - 735-3124

BOOK 288 PAGE 279

December 1, 1982

Commissioner Glenn Smith
Department of Banking and
Consumer Finance
P. O. Box 731
Jackson, Miss. 39205

RE: Merger of First State Bank into First Interim State Bank, Waynesboro, Mississippi

Dear Mr. Smith:

Please be advised that the merger of First State Bank into First Interim State Bank was consummated on December 1, 1982. If you require any additional information, please contact M. Scott Lawyer or the undersigned.

Sincerely,

John G. Giles, Jr.

John G. Giles, Jr.
Chairman of First Interim
State Bank and
Chairman of First State Bank

JGGjr:sh

CERTIFICATE

1. I hereby certify that I am the Cashier of First State Bank located in Waynesboro, State of Mississippi and that I have been duly appointed and am presently serving in that capacity in accordance with the bylaws of said bank.

2. I further certify that at a meeting of shareholders of First State Bank duly called on notice as required by law and convened on the 8th day of October, 1982, the following resolution was duly adopted by the owners of two-thirds of the outstanding stock entitled to vote thereon:

> Resolved that the Reorganization and Merger Agreement, dated April 2, 1982 to merge First State Bank into First Interim State Bank entered into between the boards of directors of the respective banks is hereby ratified and confirmed.

The foregoing resolution is presently in full force and effect and has not been revoked or rescinded as of the date hereof.

3. I further certify that on the record date there were 389 shareholders of record of First State Bank and 138,000 shares outstanding, and of these shareholders 25 were present in person and 294 shareholders were present by proxy at said meeting. Set forth below is a table showing the vote of such shareholders on the Reorganization and Merger Agreement.

Shareholders Present in Person		Shareholders Present by Proxy	
For	40,988	For	76,913
Against	-0-	Against	15,504
Abstain	-0-	Abstain	273

In total there were 117,90[illegible] votes (85[illegible] for the Reorganization and Merger Agreement.

In witness hereof I have hereupon set the seal of this association this 8th day of October, 1982.

Michael F. Evans
Cashier

(Seal of Bank)

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 First Interim State Bank, Waynesboro, Wayne County, Mississippi, and the First State Bank, Waynesboro, Wayne County, Mississippi, have applied to the Commissioner, Department of Banking and Consumer Finance, State of Mississippi, for permission to merge the First State Bank into and under the charter of the First Interim State 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 special meetings of the stockholders by the First Interim State Bank on October 8, 1982, and the First State Bank on October 8, 1982, statutory notice having been duly given, 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 the virtue of authority vested in me under Section 81-5-85, Mississippi Code of 1972, do hereby approve the merger of the First State Bank into and under the charter of the First Interim State 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 8th day of October, 1982.

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

Call and Waiver of Notice
of Special Conjoint Meeting of
Directors and the Stockholder of
First Interim State Bank

We, the undersigned being all the Directors and the only shareholder of First Interim State Bank, do hereby call a meeting to be held on November 29, 1982 at 2:50 o'clock, P.M., at the offices of First State Bank, Waynesboro, Mississippi, and we do hereby waive notice of the time, place and purpose of this meeting and consent to the transaction of such business as may come before said meeting.

Date: November 29, 1982

Stockholder

FIRST STATE CORPORATION

By: John G. Giles, Jr.
John G. Giles, Jr.
President

John C. Arledge, Jr.

James F. Cooley

Ben C. Daws

E. W. Douglas, Jr.

John G. Giles, Jr.

A. J. Huff

Robert E. Joiner

T. O. Kelley

Tom C. Maynor

Fletcher A. Rhinehart

B. B. Rounsaville

James Gary Sigler

Kenneth Stanley

A SPECIAL CONJOINT MEETING OF
DIRECTORS AND THE SHAREHOLDER OF
FIRST INTERIM STATE BANK,
WAYNESBORO, MISSISSIPPI

A Special Meeting of the Board of Directors and the shareholder of First Interim State Bank, duly and legally called, was held at First State Bank, Waynesboro, Mississippi at 2:50 p.m. on the 29th day of November, 1982 with the following directors and the Bank's only shareholder, represented by John G. Giles, Jr., present:

DIRECTORS

John C. Arledge, Jr.	T. O. Kelley
James F. Cooley	Tom C. Maynor
Ben C. Daws	Fletcher A. Rhinehart
E. W. Douglas, Jr.	B. B. Rounsaville
John G. Giles, Jr.	James Gary Sigler
A. J. Huff	Kenneth Stanley

STOCKHOLDER

First State Corporation (represented by its President - John G. Giles, Jr.)

There being a quorum present the meeting proceed to business, John G. Giles, Jr., acting as Chairman and James F. Cooley acting as Secretary.

Represented at the meeting by its President was the Bank's only shareholder, First State Corporation, which holds all (10,000) of the outstanding shares of the Bank.

The Chairman stated that the meeting was called for the purpose of changing the corporate title of the bank to First State Bank, increasing the bank's capital stock from 10,000 shares to 148,000 shares and thus from $50,000 to $740,000 as a result of the merger with First State Bank, Waynesboro, Mississippi. After a full discussion of the matter the following resolutions were offered:

RESOLVED, that the Articles of Incorporation of First Interim State Bank, Waynesboro, Mississippi, be amended to change its corporate title to "First State Bank" as follows:

Strike out Paragraph 1 of the original charter and insert in lieu thereof a new Paragraph 1 as follows:

PARAGRAPH 1

The Corporate title of the company is:

FIRST STATE BANK

RESOLVED FURTHER, that the Articles of Incorporation of First Interim State Bank, Waynesboro, Mississippi be amended to increase the amount of capital stock from Fifty Thousand Dollars ($50,000) of common stock divided into Ten Thousand (10,000) shares at the par value of Five Dollars ($5.00) per share to Seven Hundred Forty Thousand Dollars ($740,000) of common stock divided into One Hundred Forty-eight Thousand shares at the par value of Five Dollars ($5.00) per share.

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

PARAGRAPH 4

Amount of Capital Stock: Seven Hundred Forty Thousand Dollars ($740,000) of common stock divided into One Hundred Forty-eight Thousand (148,000) shares at the par value of Five Dollars ($5.00) per share.

RESOLVED FURTHER, that the Articles of Incorporation of First Interim State Bank, Waynesboro, Mississippi, be amended to increase the number of shares of common stock from Ten Thousand (10,000) shares to One Hundred Forty-eight Thousand (148,000) shares as follows:

Strike out Paragraph 5 of the original charter and insert in lieu thereof a new Paragraph 5 as follows:

PARAGRAPH 5

Number of shares of each class and par value thereof: One Hundred Forty-eight Thousand (148,000) shares of common stock of the par value of Five Dollars ($5.00) per share.

Upon motion duly made an seconded, the above resolutions were adopted unanimously by the directors; and the shareholder, First State Corporation, cast all 10,000 of its shares in favor of such resolutions.

There being no further business the meeting was, upon motion duly made and seconded, adjourned.

John G. Giles, Jr., ~~President~~ Chairman/CEO

James F. Cooley, Secretary

(SEAL)

John C. Arledge, Jr.

James F. Cooley

Ben C. Daws

E. W. Douglas, Jr.

John G. Giles, Jr.

A. J. Huff

Robert E. Joiner

T. O. Kelley

Tom C. Maynor

Fletcher A. Rhinehart

B. B. Rounsaville

James Gary Sigler

Kenneth Stanley

Stockholder

FIRST STATE CORPORATION

By: John G. Giles, Jr.

CERTIFICATE

FIRST INTERIM STATE BANK

The following resolutions were unanimously adopted by the Directors and the shareholder of First Interim State Bank at a Special Conjoint Meeting on November 29, 1982.

RESOLVED, that the Articles of Incorporation of First Interim State Bank, Waynesboro, Mississippi, be amended to change its corporate title to First State Bank as follows:

Strike out Paragraph 1 of the original charter and insert in lieu thereof a new Paragraph 1 as follows:

PARAGRAPH 1

The Corporate title of the company is:

FIRST STATE BANK

RESOLVED FURTHER, that the Articles of Incorporation of First Interim State Bank, Waynesboro, Mississippi be amended to increase the amount of capital stock from Fifty Thousand Dollars ($50,000) of common stock divided into Ten Thousand (10,000) shares at the par value of Five Dollars ($5.00) per share to Seven Hundred Forty Thousand Dollars ($740,000) of common stock divided into One Hundred Forty-eight Thousand (148,000) shares at the par value of Five Dollars ($5.00) per share.

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

PARAGRAPH 4

Amount of Capital Stock: Seven Hundred Forty Thousand Dollars ($740,000) of common stock divided into One Hundred Forty-eight Thousand (148,000) shares at the par value of Five Dollars ($5.00) per share.

RESOLVED FURTHER, that the Articles of Incorporation of First Interim State Bank, Waynesboro, Mississippi, be amended to increase the number of shares of common stock from Ten Thousand (10,000) shares to One Hundred Forty-eight Thousand (148,000) shares as follows:

Strike out Paragraph 5 of the original charter and insert in lieu thereof a new Paragraph 5 as follows:

PARAGRAPH 5

Number of shares of each class and par value thereof: One Hundred Forty-eight Thousand (148,000) shares of common stock of the par value of Five Dollars ($5.00) per share.

I hereby certify that the above is a true copy of the resolutions duly adopted by the Board of Directors and shareholder of First Interim State Bank on November 29, 1982.

John G. Giles, Jr., Chairman/CEO

DATE: November 29, 1982

AMENDMENT TO ARTICLES OF INCORPORATION

OF

FIRST INTERIM STATE BANK

RESOLVED, that the Articles of Incorporation of First Interim State Bank, Waynesboro, Mississippi, be amended to change its corporate title to First State Bank as follows:

Strike out Paragraph 1 of the original charter and insert in lieu thereof a new Paragraph 1 as follows:

PARAGRAPH 1

The Corporate title of the company is:

FIRST STATE BANK

RESOLVED FURTHER, that the Articles of Incorporation of First Interim State Bank, Waynesboro, Mississippi be amended to increase the amount of capital stock from Fifty Thousand Dollars ($50,000) of common stock divided into Ten Thousand (10,000) shares at the par value of Five Dollars ($5.00) per share to Seven Hundred Forty Thousand Dollars ($740,000) of common stock divided into One Hundred Forty-eight Thousand shares at the par value of Five Dollars ($5.00) per share.

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

PARAGRAPH 4

Amount of Capital Stock: Seven Hundred Forty Thousand Dollars ($740,000) of common stock divided into One Hundred Forty-eight Thousand (148,000) shares at the par value of Five Dollars ($5.00) per share.

RESOLVED FURTHER, that the Articles of Incorporation of First Interim State Bank, Waynesboro, Mississippi, be amended to increase the number of shares of common stock from Ten Thousand (10,000) shares to One Hundred Forty-eight Thousand (148,000) shares as follows:

Strike out Paragraph 5 of the original charter and insert in lieu thereof a new Paragraph 5 as follows:

PARAGRAPH 5

Number of shares of each class and par value thereof: One Hundred Forty-eight Thousand (148,000) shares of common stock of the par value of Five Dollars ($5.00) per share.

STATE OF MISSISSIPPI

COUNTY OF WAYNE

I, the undersigned Chairman and Chief Executive Officer of First Interim State Bank, Waynesboro, Mississippi, do hereby certify that the above and foregoing is a true and correct copy of the resolutions amending the Articles of Incorporation of said bank as the same were duly adopted at a special meeting of the stockholders held on the 29th day of November, 1982, in accordance with by-laws of the bank. And I do further certify that said resolutions were adopted by a majority in amount of all outstanding stock of said bank.

In Testimony Whereof Witness my signature and seal of First Interim State Bank, this 29th day of November, 1982.

John G. Giles, Jr., Chairman/C.E.O.

ATTEST:

(SEAL)

FIRST INTERIM CORPORATE SEAL 1982

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

A. D., 19 82, together with the sum of $ 435.00 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, 1982

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. Bateman
Attorney General.
Deputy.

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

BROOKHAVEN BANK AND TRUST COMPANY
BROOKHAVEN, MISSISSIPPI
including the merger of the
NEW INTERIM BROOKHAVEN BANK AND TRUST COMPANY
BROOKHAVEN, MISSISSIPPI
(a phantom bank, in organization) under the charter
and title of the
BROOKHAVEN BANK AND TRUST COMPANY
BROOKHAVEN, 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* 30th of November, A.D., 1982.

William F. Winter
Governor.

Attest:

Edwin Lloyd Pittman
Secretary of State.

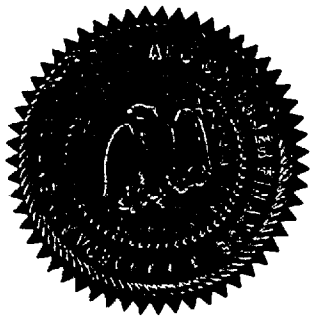
BOOK 288 PAGE 295

State of Mississippi

Department of Banking and Consumer Finance

JACKSON

The within and foregoing Amendment to the Charter of Incorporation of the BROOKHAVEN BANK AND TRUST COMPANY, BROOKHAVEN, MISSISSIPPI, including the merger of the NEW INTERIM BROOKHAVEN BANK AND TRUST COMPANY, BROOKHAVEN, MISSISSIPPI (a phantom bank, in organization) under the charter and title of the BROOKHAVEN BANK AND TRUST COMPANY, BROOKHAVEN, MISSISSIPPI, *is hereby approved.*



In testimony whereof, I have hereunto set my hand and caused the Seal of the Department of Banking and Consumer Finance, State of Mississippi, to be affixed, this the 15th *day of* November *19* 82

Alanson V. Turnbough

Deputy Commissioner

Alanson V. Turnbough

SECRETARY'S CERTIFICATE
(Ratification)

1. I hereby certify that I am the Secretary of Brookhaven Bank and Trust Company located in Brookhaven, State of Mississippi, and that I have been duly appointed and am presently serving in that capacity in accordance with the by-laws of said bank.

2. I further certify that at a meeting of shareholders of Brookhaven Bank and Trust Company duly called on notice as required by law, and convened on the 4th day of October, 1982, 31,687 (15.84 %) of the outstanding shares were represented in person, 131,450 (65.73 %) of the outstanding shares were represented by proxy, and the following resolution was duly adopted by the owners of 160,095 (80.05 %) of the outstanding shares entitled to vote thereon, with 2,584 (1.29 %) of the outstanding shares being voted against such resolution, and 458 (.23 %) of the outstanding shares abstaining:

RESOLVED, that the Reorganization and Merger Agreement, dated as of March 30, 1982, to merge New Interim Brookhaven Bank and Trust Company into Brookhaven Bank and Trust Company, entered into by the Boards of Directors of the respective banks and of Brookhaven Financial Corporation, is hereby approved, ratified and confirmed.

The foregoing resolution is presently in full force and effect, and has not been revoked or rescinded as of the date hereof.

In witness hereof I have hereupon set the seal of this Association this 4th day of October, 1982.

(Seal of Bank)

F. J. Rein

F. J. Rein, Secretary of
Brookhaven Bank and Trust Company

CASHIER'S CERTIFICATE
(Ratification)

1. I hereby certify that I am the Cashier of New Interim Brookhaven Bank and Trust Company located in Brookhaven, State of Mississippi, and that I have been duly appointed and am presently serving in that capacity in accordance with law.

2. I further certify that at a meeting of shareholders of New Interim Brookhaven Bank and Trust Company duly called on notice as required by law, and convened on the 4th day of October, 1982, 20,000 (100%) of the outstanding shares were represented in person, no shares were represented by proxy, and the following resolution was duly adopted by the owners of 20,000 (100%) of the outstanding shares entitled to vote thereon, with no shares being voted against such resolution:

RESOLVED, that the Reorganization and Merger Agreement dated as of March 30, 1982, to merge New Interim Brookhaven Bank and Trust Company into Brookhaven Bank and Trust Company, entered into by the Boards of Directors of the respective banks and of Brookhaven Financial Corporation, is hereby approved, ratified and confirmed.

The foregoing resolution is presently in full force and effect, and has not been revoked or rescinded as of the date hereof.

In witness hereof I have hereupon set the seal of this Association this 4th day of October, 1982.

(Seal of Bank)

F. J. Rein, Cashier of
New Interim Brookhaven
Bank and Trust Company

SECRETARY'S CERTIFICATE

1. I hereby certify that I am the Secretary of Brookhaven Bank and Trust Company located in Brookhaven, State of Mississippi, and that I have been duly appointed and am presently serving in that capacity in accordance with the by-laws of said Bank.

2. I further certify that the attached document is a true and correct copy of the Unanimous Consent of Directors of the Bank executed as of the 30th day of March, 1982, and that the resolutions contained therein have not been rescinded or modified and are in full force and effect.

In witness hereof I have hereupon set the seal of this Association this 4th day of October, 1982.

(Seal of Bank)

F. J. Rein, Secretary of
Brookhaven Bank and Trust Company

UNANIMOUS CONSENT OF DIRECTORS

OF BROOKHAVEN BANK AND TRUST COMPANY
BROOKHAVEN, MISSISSIPPI

IN LIEU OF MEETING

The undersigned, being all of the directors of Brookhaven Bank and Trust Company, Brookhaven, Mississippi (the "Bank"), hereby waive notice of the time, place and purpose of the meeting of the Board of Directors of the Bank and consent to and approve the following resolutions and each and every action effected thereby:

WHEREAS, it is the sense of the Board of Directors that application should be made on behalf of the Bank to the Federal Deposit Insurance Corporation for written consent to merge with New Interim Brookhaven Bank and Trust Company, organized under the laws of Mississippi and having its principal place of business at 148 South Whitworth Street, Brookhaven, Mississippi 39601, under the charter of Brookhaven Bank and Trust Company and with the title Brookhaven Bank and Trust Company;

NOW, THEREFORE IT IS RESOLVED that the President and the Secretary or Cashier of the Bank are hereby authorized and directed to make application on behalf of the Bank to the Federal Deposit Insurance Corporation to merge with New Interim Brookhaven Bank and Trust Company.

RESOLVED, further, that approval is hereby given by the Board of Directors of the Bank to the merger and reorganization contemplated by the Bank, New Interim Brookhaven Bank and Trust Company, and Brookhaven Financial Corporation, and evidenced by the Reorganization and Merger Agreement previously signed by the majority of the Board of Directors of each of the referenced entities, and that the President and Secretary or Cashier are hereby authorized to transmit and execute any and all documents necessary to effect the reorganization and merger.

EXECUTED in several original counterparts as of the 30th day of March, 1982.

F. F. Becker II

Raymond L. Davis

F. J. Rein

Robert V. Massengill

S. E. Babington

Robert E. Jones

Gerald M. Kees	Charles P. Moreton
Stephen J. Smith	Bruce H. Brady
Tullius Brady	J. H. Stribling, Jr.
W. D. Lofton, Jr.	Meade Mathis

The above resolution has not been rescinded or modified and has been duly entered on the minute book of Brookhaven Bank and Trust Company, Brookhaven, Mississippi.

By _____ March 30, 1982
Raymond L. Davis, President — Date

Attest _____ March 30, 1982
F. J. Rein, Secretary — Date

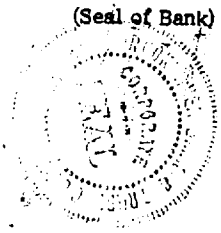
CASHIER'S CERTIFICATE

1. I hereby certify that I am the Cashier of New Interim Brookhaven Bank and Trust Company located in Brookhaven, State of Mississippi, and that I have been duly appointed and am presently serving in that capacity in accordance with law.

2. I further certify that the attached document is a true and correct copy of the Unanimous Consent of Directors of the Bank executed as of the 30th day of March, 1982, and that the resolutions contained therein have not been rescinded or modified and are in full force and effect.

In witness hereof I have hereupon set the seal of this Association this 4th day of October, 1982.

(Seal of Bank)



E. J. Rein, Cashier of
New Interim Brookhaven
Bank and Trust Company

UNANIMOUS CONSENT OF DIRECTORS

OF NEW INTERIM BROOKHAVEN BANK AND TRUST COMPANY
BROOKHAVEN, MISSISSIPPI

IN LIEU OF MEETING

The undersigned, being all of the directors of New Interim Brookhaven Bank and Trust Company, Brookhaven, Mississippi (the "Bank"), hereby waive notice of the time, place and purpose of the meeting of the Board of Directors of the Bank and consent to and approve the following resolutions and each and every action effected thereby:

WHEREAS, it is the sense of the Board of Directors that application should be made on behalf of the Bank to the Federal Deposit Insurance Corporation for written consent to merge with Brookhaven Bank and Trust Company, organized under the laws of Mississippi and having its principal place of business at 148 South Whitworth Street, Brookhaven, Mississippi 39601 under the charter of Brookhaven Bank and Trust Company and with the title Brookhaven Bank and Trust Company;

NOW, THEREFORE IT IS RESOLVED that the President and the Secretary or Cashier of the Bank are hereby authorized and directed to make application on behalf of the Bank to the Federal Deposit Insurance Corporation to merge with Brookhaven Bank and Trust Company.

RESOLVED, further, that approval is hereby given by the Board of Directors of the Bank to the merger and reorganization contemplated by the Bank, Brookhaven Bank and Trust Company, and Brookhaven Financial Corporation, and evidenced by the Reorganization and Merger Agreement previously signed by the majority of the Board of Directors of each of the referenced entities, and that the President and Secretary or Cashier are hereby authorized to transmit and execute any and all documents necessary to effect the reorganization and merger.

EXECUTED in several original counterparts as of the 30th day of March, 1982.

F. F. Becker II

Robert V. Massengill

Raymond L. Davis

Gerald M. Kees

F. J. Rein

The above resolution has not been rescinded or modified and has been duly entered on the minute book of New Interim Brookhaven Bank and Trust Company, Brookhaven, Mississippi.

By _____ March 30, 1982
Raymond L. Davis, President — Date

Attest _____ March 30, 1982
F. J. Rein, Secretary — Date

SECRETARY'S CERTIFICATE

1. I hereby certify that I am the Secretary of Brookhaven Bank and Trust Company located in Brookhaven, State of Mississippi, and that I have been duly appointed and am presently serving in that capacity in accordance with the by-laws of said Bank.

2. I further certify that copies of the attached Notice to Stockholders were mailed to the Bank's stockholders of record by registered mail at least ten days prior to the Special Meeting of Stockholders held on October 4, 1982.

In witness hereof I have hereupon set the seal of this Association this 4th day of October, 1982.

(Seal of Bank)

F. J. Rein

F. J. Rein, Secretary of
Brookhaven Bank and Trust Company

Brookhaven Bank and Trust Company

148 South Whitworth Street
Brookhaven, Mississippi 39601

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
To Be Held On October 4, 1982

To the Stockholders:

Notice is hereby given that a Special Meeting of the Stockholders of Brookhaven Bank and Trust Company (the "Bank") will be held at the main office of the Bank at 148 South Whitworth Street, Brookhaven, Mississippi at 2:00 P.M. Brookhaven, Mississippi time, on October 4, 1982, for the following purposes:

(1) To consider and vote on the adoption of a Reorganization and Merger Agreement pursuant to which (a) a wholly owned subsidiary of Brookhaven Financial Corporation, a Mississippi corporation ("Brookhaven"), will be merged into the Bank, after which the Bank will be a wholly owned subsidiary of Brookhaven, and (b) each outstanding share of common stock, $5.00 par value, of the Bank will be converted into and exchanged for one share of common stock, $5.00 par value, of Brookhaven; all as more fully set forth in the accompanying Proxy Statement; and

(2) To transact such other business as may properly come before the Special Meeting or any adjournment thereof.

Only those holders of common stock of the Bank of record at the close of business on September 3, 1982, are entitled to notice of and to vote at the Special Meeting and any adjournment thereof.

You are cordially invited and urged to attend the meeting in person, but if you cannot do so, please date, sign and promptly return the enclosed Proxy in the enclosed, self-addressed, stamped envelope. If you attend the Special Meeting and desire to revoke your Proxy and vote in person you may do so. In any event, a Proxy may be revoked at any time before it is exercised, as provided in the accompanying Prospectus.

By Order of the Board of Directors

RAYMOND L. DAVIS
President

Brookhaven, Mississippi
September 13, 1982

PROSPECTUS

Brookhaven Financial Corporation

Common Stock
$5.00 Par Value

This Prospectus covers 200,000 shares of common stock, $5.00 par value, of Brookhaven Financial Corporation, a Mississippi corporation ("Brookhaven"), which is the maximum number of shares which may be issued by Brookhaven in connection with the merger (the "Merger") of a wholly owned subsidiary of Brookhaven into Brookhaven Bank and Trust Company, Brookhaven, Mississippi, a Mississippi state banking association (the "Bank"), with the Bank as the surviving entity as described in the attached Proxy Statement. Brookhaven is a bank holding company and its principal executive office is located at 148 South Whitworth Street, Brookhaven, Mississippi 39601. No shares of Common Stock of Brookhaven are currently outstanding.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION NOR HAS THE COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus is September 13, 1982

BROOKHAVEN BANK AND TRUST COMPANY
148 South Whitworth Street
Brookhaven, Mississippi 39601

PROXY STATEMENT

SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON OCTOBER 4, 1982

The accompanying proxy is solicited by and on behalf of the Board of Directors of Brookhaven Bank and Trust Company, a Mississippi banking association (the "Bank"), for use at the Special Meeting of Stockholders to be held on October 4, 1982 (the "Special Meeting") at 2:00 P.M., Brookhaven, Mississippi time at the main office of the Bank at 148 South Whitworth Street, Brookhaven, Mississippi and any adjournment thereof. The purposes of the Special Meeting are (a) to consider and vote on the adoption of the Reorganization and Merger Agreement, appended to this Proxy Statement as Attachment-I (the "Merger Agreement"), pursuant to which: (i) a wholly owned subsidiary of Brookhaven Financial Corporation, a Mississippi corporation ("Brookhaven"), will be merged into the Bank, which will thereafter be a wholly owned subsidiary of Brookhaven and (ii) each outstanding share of common stock, $5.00 par value, of the Bank ("Bank Stock") will be converted into and exchanged for one share of common stock, $5.00 par value, of Brookhaven ("Brookhaven Stock"), and (b) to transact such other business as may properly come before the Special Meeting or any adjournment thereof.

Solicitation of proxies may be made in person or by mail, telephone, or telegraph by directors, officers, and regular employees of the Bank. The Bank may also request banking institutions, brokerage firms, custodians, nominees, and fiduciaries to forward solicitation material to the beneficial owners of Bank Stock held of record by such persons, and the Bank will reimburse the forwarding expenses. The cost of solicitation of proxies will be paid by the Bank. This Proxy Statement was first mailed to stockholders on or about September 13, 1982.

Brookhaven has filed a Registration Statement with the Securities and Exchange Commission, pursuant to the Securities Act of 1933, as amended, covering the shares of Brookhaven Stock to be issued in connection with the the Merger Agreement. This Proxy Statement also constitutes a Prospectus of Brookhaven filed as a part of such Registration Statement.

The Bank and Brookhaven have their principal executive offices at 148 South Whitworth Street, Brookhaven, Mississippi 39601; telephone: 601-833-4771.

THE BOARD OF DIRECTORS AND MANAGEMENT OF THE BANK RECOMMEND THAT YOU VOTE "FOR" THE APPROVAL OF THE MERGER AGREEMENT.

SUMMARY OF CERTAIN INFORMATION IN THIS PROXY STATEMENT

The following is a brief summary of certain information contained in this Proxy Statement. This summary is furnished to assist the stockholders of the Bank in a review of this Proxy Statement and is qualified in its entirety by the more complete information set forth in this Proxy Statement and by reference to the Attachments hereto.

Bank

The Bank is a Mississippi banking association engaged in a general banking business in Lincoln County, Mississippi. See "Business of the Bank."

Brookhaven

Brookhaven is a Mississippi corporation recently organized for the purpose of becoming a bank holding company for the Bank. All of the directors and certain of the principal officers of the Bank constitute all of the directors and officers of Brookhaven. Brookhaven has no operating history or liabilities. See "Business of Brookhaven."

The Merger

The Merger Agreement provides for a wholly owned subsidiary of Brookhaven to be merged into the Bank with the effect that the Bank will become a wholly owned subsidiary of Brookhaven (except that directors of the Bank will continue to own directors' qualifying shares, as required by law), and stockholders of the Bank will exchange their shares of Bank Stock for shares of Brookhaven Stock at an exchange ratio of one share of Bank Stock for one share of Brookhaven Stock. The holders of shares of Brookhaven Stock will have cumulative voting rights in the election of directors; they will also have preemptive rights to purchase shares of Brookhaven issued after consummation of the Merger Agreement. See "Description of Bank Stock" and "Description of Brookhaven Stock."

In addition to approval by stockholders of the Bank, consummation of the Merger is subject to certain conditions which include, among others, approval by the Board of Governors of the Federal Reserve System, the Commissioner of Banking and Consumer Finance of the State of Mississippi and the Federal Deposit Insurance Corporation, the accuracy of representations and warranties, the receipt of a favorable tax opinion, and the receipt of various certificates and other documents. The consummation of the Merger is anticipated to occur as soon as practicable after the stockholders of the Bank approve the Merger Agreement. See "Description of the Merger."

Reasons for the Reorganization and Merger

The principal reason for the Merger is to increase the services which the combined entity can offer, and the flexibility of the Bank's management in operating the Bank, meeting its competition, and servicing the banking needs of the community. See "Description of the Merger."

Stockholder Vote Required

The Merger Agreement must be approved by the affirmative vote of the holders of at least two-thirds of the outstanding shares of Bank Stock. See "Quorum and Voting" and "Description of the Merger." It is a condition to Brookhaven's obligation to consummate the Merger that the stockholders, if any, who exercise dissenters' rights shall hold, in the aggregate, no more than 10% of the outstanding shares of Bank Stock. See "Description of the Merger."

Dissenters' Rights

If the Merger Agreement is approved, holders of record of the outstanding shares of Bank Stock who do not vote for the Merger Agreement and who comply with the applicable provisions of the Merger Agreement will be entitled to receive the determined fair value of their shares in cash in lieu of Brookhaven Stock. It is a condition to Brookhaven's obligation to consummate the Merger that the stockholders, if any, who exercise dissenters' rights shall hold, in the aggregate, no more than 10% of the outstanding shares of Bank Stock. See "Description of the Merger."

Federal Tax Consequences

The Bank and Brookhaven will not apply for rulings from the Internal Revenue Service but will receive an opinion from counsel to the effect that the transactions contemplated by the Merger Agreement will constitute a tax-free reorganization and that no gain or loss will be recognized for federal income tax purposes to the Bank, Brookhaven or the stockholders of the Bank. No ruling has been requested with respect to any state income tax effect. See "Description of the Merger."

Financial Statements of the Bank

Financial statements relating to the Bank are included herein as Attachment II hereof. In addition, the Annual Report to Stockholders for the Bank's fiscal year ended December 31, 1981, which has been furnished to the Bank's shareholders and which includes certain financial statements relating to the Bank, will be furnished to any Bank stockholder upon request made to Raymond L. Davis, President of the Bank.

If the Surviving Bank (as defined below) and Brookhaven had been organized prior to January 1, 1977, and the restructuring contemplated by the Merger Agreement had been consummated and Brookhaven had owned all of the outstanding shares of the

Surviving Bank on that date, and no other transactions had occurred, the results of operations of the Surviving Bank and Brookhaven would have been the same in all material respects as those reported by the Bank for each of the five years ended December 31, 1981. As used herein, the term "Surviving Bank" means the Bank as of the Effective Date of the Merger, as that term is defined below under the caption "Description of the Merger -Closing Date and Effective Date of the Merger".

QUORUM AND VOTING

At the close of business on June 30, 1982, the Bank had issued and outstanding 200,000 shares of Bank Stock. Only holders of record of Bank Stock at the close of business on September 3, 1982, are entitled to notice of and to vote on matters to come before the Special Meeting or any adjournment thereof.

The presence in person or by proxy of the holders of a majority of the outstanding shares of Bank Stock entitled to vote at the Special Meeting is necessary to constitute a quorum at the Special Meeting or any adjournment thereof. If a quorum is present, Mississippi banking laws require that the Merger Agreement be approved by the affirmative vote of the holders of at least two-thirds of the outstanding shares of Bank Stock or approximately 133,334 shares of Bank Stock. The record holder of each share of Bank Stock is entitled to one vote in person or by proxy in respect of each such share on each matter to come before the Special Meeting.

ACTION TO BE TAKEN UNDER PROXY

Each proxy, unless the stockholder otherwise specifies therein, will be voted "FOR" the adoption of the Merger Agreement. In each case where the stockholder has appropriately specified how the proxy is to be voted, it will be voted in accordance with his specifications. Stockholders may designate a person or persons other than those named in the enclosed proxy to vote their shares at the Special Meeting or any adjournment thereof. As to any other matter of business which may be brought before the Special Meeting or any adjournment thereof, a vote may be cast pursuant to the accompanying proxy in accordance with the judgment of the persons voting the same, but the board of directors does not know of any such other matter of business. Any stockholder has the power to revoke his proxy at any time, insofar as it has not been exercised, by written notice or subsequently dated proxy, received by the Bank, or by oral revocation given by the stockholder in person at the Special Meeting or any adjournment thereof.

STOCKHOLDERS PROPOSALS

If the Merger is not consummated, any stockholder of the Bank desiring to present a proposal for action at the 1983 Annual Meeting of the stockholders of the Bank must deliver the proposal to the executive offices of the Bank no later than November 24, 1982, unless the Bank notifies the stockholders otherwise. Only those proposals that are proper for stockholder action and otherwise proper may be included in the Bank's Proxy

Statement. If the Merger is consummated, any stockholder of Brookhaven will have a similar right to present proposals at the Annual Meeting of the stockholders of Brookhaven.

PRINCIPAL STOCKHOLDERS

The following table sets forth certain information regarding owners of Bank Stock with respect to (a) each person who is known to be the beneficial owner of more than five percent of the Bank Stock and (b) all directors and officers of the Bank as a group. Similar information with respect to each director of the Bank is presented under the caption "Management of the Bank." The Bank Stock is the Bank's only class of voting securities.

Name and Address of Beneficial Owner	Amount and Nature of Ownership	Percent of Class
F.F. Becker II 717 S. Church Street Brookhaven, Miss.	10,402(1)	5.2%
Bruce H. Brady 730 Natchez Road Brookhaven, Miss.	10,048(2)	5.0%
Estate of Dalton B. Brady Route #5 Lexington, Va.	18,193(3)	9.1%
All officers and directors as a group (33 individuals including F. F. Becker II and Bruce H. Brady, named above)	58,079(4)	29.0%

(1) Includes 5,179 shares of Bank Stock owned beneficially and of record by Mrs. Adeline M. Becker, Mr. Becker's wife.

(2) Includes 9,384 shares of Bank Stock owned beneficially and of record by the Estate of T. P. Brady, of which Bruce H. Brady (Director) is Executor. Bruce Brady and his brother, Tom P. Brady (Vice President), are the nephews of both Tullius Brady (Director), and Dalton Brady, now deceased.

(3) Includes 5,714 shares of Bank Stock owned beneficially and of record by Mrs. Marguerite Lindsley Brady, Mr. Brady's wife. Dalton Brady was the uncle of Bruce Brady (Director), and the brother of Tullius Brady (Director).

(4) Includes 9,464 shares of Bank Stock owned beneficially and of record by relatives of the directors and officers.

The shareholders listed above, and all officers and directors as a group, have sole voting and investment power over their respective shares of Bank Stock listed above, except the shares owned by their relatives, with respect to which they share the voting and investment power.

The Bank has been advised by Mr. Becker and each officer, director and 5% or greater shareholder of the Bank that they intend to vote their shares "FOR" the adoption of the Merger Agreement.

Following consummation of the Merger, each officer and director of the Bank shall own the same number of shares of Brookhaven Stock as the number of shares of Bank Stock he held prior to consummation. If no shareholder exercises his rights of appraisal, each Bank shareholder, including officers and directors, shall also own the same percentage of outstanding Brookhaven Stock following consummation as the percentage of Bank Stock he owned prior to consummation. Should any shareholder exercise his appraisal rights, the total number of shares of Brookhaven Stock to be issued will be correspondingly reduced, and the percentage of outstanding Brookhaven Stock owned by each non-dissenting shareholder, including officers and directors, shall accordingly increase.

DESCRIPTION OF THE MERGER

General

The statements contained in this Proxy Statement with respect to the terms and conditions of the Merger Agreement are subject to the detailed provisions set forth in the Merger Agreement appended hereto as Attachment I. Each stockholder of the Bank is advised to read the Merger Agreement, which qualifies this description in its entirety.

Pursuant to the terms of the Merger Agreement, a wholly owned subsidiary of Brookhaven ("New Bank") will be merged into the Bank; all of the outstanding shares of Bank Stock will be converted into and exchanged for shares of Brookhaven Stock; and the Bank will become a wholly owned subsidiary of Brookhaven. Each of the directors of the Bank shall then purchase from Brookhaven 40 Bank shares as directors' qualifying shares, as required by Mississippi law. Concurrently with the purchase of such shares, the directors will enter into repurchase agreements (at cost) and dividend waiver agreements with respect to all of the directors' qualifying shares of the Bank. The stockholders of the Bank will initially own all of the outstanding shares of Brookhaven Stock in lieu of their respective ownership of shares of Bank Stock. At no time will fractional shares of Brookhaven Stock be issued; the Bank will sell fractional shares of Brookhaven Stock on behalf of the stockholders of the Bank entitled thereto in the over-the-counter market in Brookhaven, Mississippi at the then current market price of such shares and the net proceeds from such sales will be remitted to them.

Formation of New Bank

New Bank will be a chartered Mississippi banking association, organized by Brookhaven for the purpose of implementing the Merger Agreement. Immediately prior to

the consummation of the Merger, Brookhaven will purchase, for the sum of $100,000 (in accordance with Mississippi banking laws and regulations), 20,000 shares of common stock, $5.00 par value, of New Bank ("New Bank Stock"). The $100,000 purchase price will be borrowed by Brookhaven from First National Bank, Jackson, Mississippi. This loan will be unsecured and will bear interest at the prime rate of interest then charged by First National Bank, Jackson, Mississippi. The principal and interest on this loan will be repaid by Brookhaven immediately after consummation of the Merger from dividends to be paid to it by the Bank. An aggregate of 200 shares of New Bank Stock will then be sold by Brookhaven, at its cost, prior to the Merger, to the five directors of New Bank as directors' qualifying shares. The purchase price of the directors' qualifying shares in New Bank will be paid for by each director. Concurrently with the purchase of such shares, the directors of New Bank will enter into repurchase agreements (at cost) and dividend waiver agreements with respect to all of the directors' qualifying shares of New Bank. New Bank has not conducted, and will not conduct prior to the consummation of the Merger, any banking or other business operations except as is required in connection with consummation of the Merger. Upon consummation of the Merger, (a) New Bank will be merged into Bank and will cease to exist, (b) all outstanding shares of New Bank Stock owned by directors of New Bank will be sold to Brookhaven at each director's cost for such shares, and (c) all outstanding shares of New Bank Stock will automatically be cancelled.

Reasons for the Merger

THE BOARD OF DIRECTORS OF THE BANK HAS UNANIMOUSLY APPROVED THE MERGER AGREEMENT AS BEING IN THE BEST INTEREST OF THE STOCKHOLDERS OF THE BANK AND RECOMMENDS THAT THE STOCKHOLDERS OF THE BANK VOTE "FOR" THE ADOPTION OF THE MERGER AGREEMENT.

While no specific plans now exist, management of the Bank believes that services may be expanded by Brookhaven, or its subsidiaries offering banking-related services, which the Bank may not be permitted to offer under certain banking laws. Also, the management believes that Brookhaven may provide better access to money and capital markets, in that there is traditionally a narrower, more localized market for bank securities. Thus, institutional investors may be more receptive to debt and equity issues of a bank holding company. Additionally, a bank holding company, in the opinion of the management of the Bank, will be in a better position to respond to the competitive environment in which it is operating, characterized in large part by the activities of other bank holding companies in its market, as well as nationally. In general, management of the Bank believes that operating as a bank holding company will serve the interests of the banking public and the stockholders of the Bank by improving the Bank's capabilities for service, and the flexibility of management, in a highly competitive environment.

In addition, formation of the bank holding company will permit the Bank to increase and maintain its capital accounts through borrowings by Brookhaven, consistent with the safe and sound operation of the Bank, rather than through the issuance of additional equity securities of the Bank, which is the only available means currently to increase the Bank's capital accounts.

Closing Date and Effective Date of the Merger

The Merger Agreement provides that, subject to certain other conditions, the Closing Date (herein so called) of the consummation of the transactions contemplated by the Merger Agreement shall be the later of (a) the date which is 30 days after the date of the order by the Board of Governors of the Federal Reserve System authorizing the consummation of the Merger, (b) the date which is 30 days after the date of the order by the Federal Deposit Insurance Corporation authorizing the consummation of the Merger, or (c) the date of the order by the Mississippi Commissioner of Banking and Consumer Finance authorizing the consummation of the Merger. The Bank and Brookhaven may also mutually agree on a later Closing Date. It is anticipated that the Closing Date will be on or about November 10, 1982. Subject to the terms and upon satisfaction on or before the Closing Date of all conditions specified in the Merger Agreement, the Merger shall be effective on the date specified in the letter to be issued by the Federal Deposit Insurance Corporation acknowledging the consummation of the Merger (such date being herein called the "Effective Date" of the Merger). See Article XI of the Merger Agreement. On the Effective Date the corporate existence of New Bank will be merged into and continued in the Bank. All assets and liabilities of New Bank and the Bank, respectively, will become assets and liabilities of the Bank, and the Bank will continue to carry on its business. On the Closing Date, each issued and outstanding share of Bank Stock (unless held by a stockholder electing to exercise dissenter's rights) will be converted into, and become exchangeable for, one share of Brookhaven Stock, and the Bank will become a wholly owned subsidiary of Brookhaven. See "Description of Bank Stock" and "Description of Brookhaven Stock."

Federal Income Tax Consequences

The Bank and Brookhaven will not apply for a ruling from the Internal Revenue Service but will receive an opinion from counsel that, among other things, for federal income tax purposes:

(a) the Merger of New Bank into Bank will constitute a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended (the "Code"), which reorganization will not be disqualified by reason of the fact that Brookhaven Stock is used in the transaction (Section 368(a)(2)(E) of the Code);

(b) no gain or loss will be recognized by the stockholders of the Bank on the exchange of their Bank Stock solely for Brookhaven Stock;

(c) the basis of the Brookhaven Stock received by the stockholders of the Bank will be the same as the basis of the Bank Stock surrendered by the stockholders of the Bank in exchange therefor;

(d) the holding period of the Brookhaven Stock to be received by the stockholders of the Bank will include the period during which they held the Bank Stock exchanged therefor, provided the Bank Stock was held as a capital asset on the date of the exchange;

(e) where a dissenting stockholder of the Bank receives solely cash for Bank Stock owned by such stockholder, such cash will be treated as received by the stockholder as a distribution in redemption of the stockholder's Bank Stock subject to the provisions of Section 302 of the Code; and

(f) to the extent that any stockholder of the Bank receives cash upon the sale of a fractional share interest, such cash will be treated as received by the stockholder in redemption of such fractional share interest subject to the provisions of Section 302 of the Code.

The foregoing discussion relates to the more significant federal income tax consequences to the Bank stockholders. Stockholders are urged to consult their individual tax advisor with respect to the application of the federal, state and local tax laws and regulations to their particular circumstances. Furthermore, each stockholder should be aware that (a) counsel's tax opinion is based upon certain representations made by Bank which, if false or inaccurate to any extent, will render the opinion void and of no force or effect; (b) counsel's tax opinion is based upon the current provisions of the Code and existing judicial and administrative interpretations thereof, any of which may be altered retroactively with adverse tax consequences to stockholders participating in the Merger; and (c) counsel's tax opinion will not have the force and effect of a favorable tax ruling and is not binding on the Internal Revenue Service.

Appraisal Rights of Dissenting Stockholders

There is not sufficient legal basis to determine, with any degree of certainty, whether a stockholder of the Bank has the right to object to the Merger Agreement and to demand payment of the fair value of his or her Bank Stock. The Bank is a Mississippi banking association and is, accordingly, subject to the provisions of the Mississippi Banking Code (the "Banking Code"). The Banking Code does not provide Bank stockholders with appraisal rights. The Mississippi Business Corporation Act (the "MBCA"), which does provide stockholders certain appraisal rights, may or may not supplement the Banking Code in regard to appraisal rights of dissenters. However, the appraisal rights accorded dissenters under the MBCA have substantially been incorporated into the Merger Agreement, whereby they are made applicable to the contemplated transaction as so incorporated.

A stockholder's failure to vote against the Merger Agreement will not constitute a waiver of his appraisal rights, so long as he does not vote in favor of the Merger Agreement. A vote against the Merger Agreement is not in itself sufficient to satisfy the notice requirements with respect to a stockholder's appraisal rights. If the Merger Agreement is approved by the required vote, any stockholder of the Bank who has not voted in favor of the Merger Agreement at the Special Meeting and has filed with the Bank a written objection to the proposed corporate action contemplated by the Merger Agreement at or prior to such meeting, may, within 10 days after the date on which the vote was taken, make written demand on the Bank for payment of the fair value of such shareholder's Bank Stock, and, if the proposed corporate action contemplated by the Merger Agreement is effected, the Bank shall pay to such shareholder upon surrender of the certificate or certificates representing such shareholder's Bank Stock, the fair value thereof as of the day prior to the date on which the vote was taken approving the Merger

Agreement, excluding any appreciation or depreciation in anticipation of the proposed corporate action contemplated by the Merger Agreement. Any shareholder failing to make demand within the 10-day period shall be bound by the terms of the Merger Agreement. Any shareholder making such demand shall thereafter be entitled only to payment for his Bank Stock and shall not be entitled to vote or exercise any other rights of a shareholder. Shareholders will not be subsequently notified of the date on which the vote was taken on approval of the Merger Agreement.

Within 10 days after the Effective Date, the Bank shall give written notice thereof to each dissenting shareholder who has made demand as herein provided, and shall make a written offer to each such shareholder to pay for his Bank Stock a specified price deemed by the Bank to be the fair value thereof. Such notice and offer shall be accompanied by a balance sheet of the Bank as of the latest available date and not more than 12 months prior to the making of such offer, and a profit and loss statement of the Bank for the twelve months' period ended on the date of such balance sheet.

If within 30 days after the Effective Date the fair value of such Bank Stock is agreed upon between any such dissenting shareholder and the Bank, payment therefor shall be made within 90 days after the Effective Date, upon surrender of the certificate or certificates representing such Bank Stock. Upon payment of the agreed value the dissenting shareholder shall cease to have any interest in such Bank Stock.

If within such period of 30 days a dissenting shareholder and the Bank do not so agree, then the Bank, within 30 days after receipt of written demand from any dissenting shareholder given within 60 days after the Effective Date, shall, or at its election at any time within such period of 60 days may, file a petition in the chancery court of the county in Mississippi where the registered office of the Bank is located praying that the fair value of such Bank Stock shall be found and determined. If the Bank shall fail to institute the proceeding as herein provided, any dissenting shareholder may do so in the name of the Bank. All dissenting shareholders shall be made parties to the proceeding as an action against their shares quasi in rem. All shareholders who are parties to the proceeding shall be entitled to judgment against the Bank for the amount of the fair value of their Bank Stock. The judgment shall be payable only upon and concurrently with the surrender to the Bank of the certificate or certificates representing such Bank Stock. Upon payment of the judgment, the dissenting shareholder shall cease to have any interest in such Bank Stock.

Within 20 days after demanding payment for his Bank Stock, each shareholder demanding payment shall submit the certificate or certificates representing his Bank Stock to the Bank for notation thereon that such demand has been made. His failure to do so shall, at the option of the Bank, terminate his rights as a dissenting shareholder unless a court of competent jurisdiction, for good and sufficient cause shown, shall otherwise direct.

The foregoing summary does not purport to be a complete statement of the appraisal rights of dissenting stockholders, and such summary is qualified in its entirety by reference to the applicable provisions of the Merger Agreement which is attached hereto as Attachment L.

Conditions of the Merger Agreement

In addition to the approval of the Merger Agreement by the stockholders of the Bank, the consummation of the Merger is conditioned upon, among other things: (a) no more than 10% of the outstanding shares of Bank Stock being held by stockholders who exercise dissenters' rights; (b) approval of the Board of Governors of the Federal Reserve System; (c) approval of the Federal Deposit Insurance Corporation; (d) approval of the Mississippi Commissioner of Banking and Consumer Finance; (e) the accuracy of certain representations and warranties; (f) the performance of all obligations and compliance with all conditions stated in the Merger Agreement, unless waived; (g) the receipt of a favorable opinion of counsel with respect to the matters summarized above under the caption "Federal Income Tax Consequences;" (h) the receipt of the letters described below under the caption "Affiliates" from each person who is an "affiliate" of the Bank; and (i) the receipt of a requested opinion of counsel with respect to various matters. However, the Merger Agreement provides that the board of directors of the Bank, may, without approval of its stockholders, waive any of the conditions (other than the necessary approvals of stockholders and government authorities) to the obligations to consummate the Merger. The Bank will not waive any condition to the consummation of the Merger which in the judgment of the board of directors of the Bank would be materially adverse to the Bank or its stockholders.

After the Merger is approved by the Federal Deposit Insurance Corporation, but prior to its consummation, the Department of Justice is authorized by law to file suit to enjoin the Merger if it believes the Merger would violate the provisions of the Bank Merger Act. Although there can be no assurance that the Department of Justice will not file such a suit, management of the Bank has no reason to believe the Department of Justice contemplates such action. The consummation of the Merger may also be challenged, on antitrust or other grounds, by a private party. Even if consummated, the Merger may still thereafter be attacked on limited antitrust grounds and Brookhaven and the Bank must thereafter comply with the antitrust laws.

Amendment and Termination of the Reorganization and Merger Agreement

The Merger Agreement may be amended by the board of directors of the Bank at any time before or after approval of the Merger Agreement by the stockholders of the Bank, but no amendment may change the number of shares of Brookhaven Stock to be issued for each share of Bank Stock unless approval of the stockholders of the Bank is first obtained. The Agreement also provides that the Merger Agreement may be terminated and the Merger abandoned for any reason at any time prior to the Closing Date by action of the board of directors of the Bank.

This Proxy Statement contemplates that the Merger will be accounted for as a "pooling of interests." If more than 10% of the Bank Stock must be exchanged for cash, then the "pooling of interests" method of accounting would not be available. Consequently, if holders of more than 10% of the Bank Stock exercise their rights of appraisal and qualify to elect to receive cash for their shares, the Merger will not be consummated.

Distribution of Brookhaven Stock

As soon as practicable after the Merger is consummated, transmittal forms will be sent to the stockholders of the Bank for use in forwarding to the Bank (which will be the transfer agent and registrar for the Brookhaven Stock) stock certificates representing the Bank Stock for surrender and exchange for certificates representing the Brookhaven Stock. Until so surrendered, certificates representing the Bank Stock will be deemed for all corporate purposes (including the payment of dividends), to evidence the number of shares of Brookhaven Stock which the holder thereof would be entitled to receive upon surrender. A stockholder who desires to do so may retain the certificates representing the Bank Stock and will not be required to surrender such certificates. However, all future transfers of shares of Bank Stock will be made by exchange of certificates of Bank Stock for certificates of Brookhaven Stock. At no time will fractional shares of Brookhaven Stock be issued; the Bank will sell fractional shares of Brookhaven Stock on behalf of the stockholders of the Bank entitled thereto in the over-the-counter market in Brookhaven, Mississippi at the then current market price of such shares and the net proceeds from such sales will be remitted to them.

Affiliates

The obligation of the Bank and Brookhaven to consummate the Merger is subject to the condition that each person who is an "affiliate" of the Bank for the purposes of Rule 145 promulgated under the Securities Act of 1933, as amended (the "Securities Act"), will execute and deliver a letter to the effect that, among other things, (a) such person will not dispose of any shares of Brookhaven Stock to be received by him pursuant to the Merger Agreement (i) in violation of the Securities Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder (and, accordingly, that any public offering or sale of such shares will require either registration under the Securities Act or compliance with the resale provisions of Rule 145 promulgated under the Securities Act or the availability of another exemption from the registration requirements of the Securities Act), or (ii) prior to such time as financial results covering at least 30 days of post-Merger combined operations have been published, and (b) such person consents to the placing of a legend on the certificate evidencing such shares referring to the issuance of such shares in a transaction to which Rule 145, promulgated under the Securities Act, is applicable and to the giving of stop-transfer instructions to Brookhaven's transfer agent with respect to such certificates.

Operations After the Reorganization and Merger

After the Merger is consummated, New Bank will cease to exist and the Bank will continue to conduct its business substantially as it is now being conducted, except that Brookhaven shall own all of the Bank Stock, except for directors' qualifying shares. The Bank will operate initially with the same directors, officers, and personnel as those now employed by it. See "Management of the Bank." The Bank will continue to be subject to regulation and supervision by regulatory authorities to the same extent as it had been prior to the consummation of the Merger. For information with respect to the supervision and regulation of Brookhaven and the Bank, see "Supervision and Regulation."

Accounting Treatment

In the opinion of Touche Ross & Co., accountants for the Bank, the Merger as proposed would 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 New Bank and Brookhaven upon consummation of the Merger. It is the opinion of management of all parties to the Merger that this method of accounting would be preferable for all parties.

In the event the holders of more than 10% of the outstanding Bank Stock exercise their dissenters' rights (see "Description of the Merger - Appraisal Rights of Dissenting Stockholders") this method of accounting would not be available and, in the opinion of Touche Ross & Co., the Merger would have to be accounted for by the "purchase" method. Since the difference in possible accounting treatments would be material and could have a possible bearing on the vote of stockholders on the Merger Agreement, if holders of more than 10% of the Bank Stock do exercise their dissenters' rights, the Merger will not be consummated.

COMPARATIVE RIGHTS OF STOCKHOLDERS

If the stockholders of the Bank approve the Merger Agreement and the transactions contemplated thereby are subsequently consummated, all stockholders of the Bank (with the exception of those stockholders who dissent from the Merger Agreement, as explained in "Description of the Merger - Appraisal Rights of Dissenting Stockholders") will become stockholders of Brookhaven, whose common stock is similar to the Bank Stock in certain respects. Also, Brookhaven is a corporation governed by the corporate laws of the State of Mississippi, unlike the Bank, which is a state banking association governed by the banking laws and regulations of the State of Mississippi. The following is a brief summary of certain rights of stockholders of the Bank and Brookhaven, the laws affecting state banking associations, and the corporate laws of Mississippi. This summary does not purport to be a complete listing of the numerous differences and similiarities or a detailed analysis of the respective banking and corporate laws. See "Supervision and Regulation," Description of Bank Stock" and "Description of Brookhaven Stock."

The Bank is authorized to issue and has outstanding 200,000 shares of Bank Stock. The holders of Bank Stock are entitled to one vote per share and to the same and identical voting rights. In the election of directors, each holder of Bank Stock has the right to vote the number of shares owned by him on the record date for as many persons as there are directors to be elected, or to cumulate such votes and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or to distribute his total votes on the same principle among as many candidates as he may deem fit. Holders of Bank Stock have preemptive rights to subscribe for additional shares of Bank Stock, not presently authorized, or any securities convertible into or exchangeable for Bank Stock when the same is issued. In the event of liquidation of the Bank, after payment has been made or provided for with respect to the claims of the Bank's depositors and creditors, all taxes, and the expenses of liquidation, the Bank's remaining assets shall be distributed in cash or in kind pro rata among the stockholders of the Bank in proportion to the stock held by each. There is only one class of stock issued by the Bank; therefore, there are no conversion rights attendant upon ownership of Bank Stock. Mississippi banking law prohibits the Bank from purchasing or owning directly or indirectly any of its own stock, and further prohibits loans to be made to any borrower on

CAPITALIZATION

The following table sets forth (a) the capitalization of the Bank at June 30, 1982, (b) the capitalization of Brookhaven and New Bank prior to the consummation of the Merger, and (c) the pro forma consolidated capitalization of Brookhaven and the Bank after giving effect to the transactions contemplated by the Merger Agreement. The information presented herein should be read in conjunction with the financial statements and related notes included herein as Attachment II and in the Bank's Annual Report previously furnished to shareholders. Copies of the Annual Report will be furnished to Bank shareholders requesting the same from Raymond L. Davis, President of the Bank.

	Bank	New Bank	Brookhaven	Adjustments	Pro Forma Consolidated
Short-term debt:					
Note payable to a bank	$ —	$ —	$100,000(1)	$ (100,000)(2)	$ —
Stockholders' Equity:					
Common Stock, $5 par value, authorized, issued and outstanding, 200,000 shares	$1,000,000	$ —	$ —	(1,000,000)(4)	$ —
Common Stock, $5 par value, authorized, issued and outstanding, 20,000 shares	—	100,000	—	(100,000)(3)	—
Common Stock, $5 par value, authorized, issued and outstanding, 200,000 shares pro forma	—	—	—	1,000,000 (4)	1,000,000
Surplus	7,500,000	—	—	100,000 (3)	7,600,000
Undivided Profits	1,262,634	—	—	(100,000)(5)	1,162,634
Total Stockholders' Equity	$9,762,634	$100,000	$ —		$9,762,634

(1) To be payable to a correspondent bank and to be used to purchase 20,000 shares of New Bank Stock.

(2) New Bank will be capitalized with the proceeds of a loan in the amount of $100,000. Immediately following the Merger, Brookhaven will repay the loan from dividends paid by the Bank (see Note 5).

(3) Adjustment to reflect New Bank's merger into Bank.

(4) Issuance of 200,000 shares of Brookhaven Stock to acquire all outstanding shares of the Bank.

(5) Adjustment to reflect dividends paid by the Bank to Brookhaven.

BROOKHAVEN AND BANK

PRO FORMA CONDENSED STATEMENT OF CONDITION

As of June 30, 1982

The following unaudited pro forma combined statement of condition as of June 30, 1982, summarizes the pro forma statement of condition of Brookhaven and New Bank and the historical statement of condition of the Bank and the pro forma combined statement of condition of these entities, assuming that the acquisition of the Bank is accounted for as a pooling of interests. This pro forma combined statement of condition should be read in conjunction with the other financial statements and related notes included herein as Attachment II and in the Bank's Annual Report previously furnished to shareholders. Copies of the Annual Report will be furnished to Bank shareholders requesting the same from Raymond L. Davis, President of the Bank.

	Brookhaven	Bank	New Bank	Adjustments Debit	Adjustments Credit	Pro Forma Combined
ASSETS:						
Cash and due from banks	$ —	$ 6,687,833	$100,000	$ 100,000(2)	$ 100,000(3) 100,000(2)	$ 6,687,833
Investments	—	55,224,944	—	—	—	55,224,944
Loans, net	—	50,139,863	—	—	—	50,139,863
Bank premises and equipment, net	—	1,593,682	—	—	—	1,593,682
Other assets	—	3,764,141	—	—	—	3,764,141
Investment in subsidiary bank	100,000	—	—	9,762,634(1)	9,762,634(4) 100,000(2)	—
	$100,000	$117,410,463	$100,000			$117,410,463
LIABILITIES AND STOCKHOLDERS' EQUITY:						
Deposits	$ —	$105,704,354	$ —	—	—	$105,704,354
Other liabilities	100,000	1,943,475	—	100,000(3)	—	1,943,475
Total Liabilities	100,000	107,647,829	—	—	—	107,647,829
Stockholders' equity	—	9,762,634	100,000	9,762,634(4) 100,000(2)	9,762,634(1)	9,762,634
	$100,000	$117,410,463	$100,000	$19,825,268	$19,825,268	$117,410,463

(1) Adjustment to reflect issuance of Brookhaven Stock to acquire all of the outstanding Bank Stock.

(2) Adjustment to reflect dividends paid by the Bank to Brookhaven.

(3) Adjustment to reflect repayment by Brookhaven of debt incurred to finance capitalization of New Bank.

(4) Adjustment to reflect consolidation of the Bank into Brookhaven.

BUSINESS OF THE BANK

History and General Business

The Bank was established December 21, 1900, as Brookhaven Bank and Trust Company.

The Bank is a full service commercial bank. Some of the major services which it provides include checking, NOW accounts, savings and other time deposits of various types, loans for business, agriculture, real estate, personal use, home improvement, automobiles, and a variety of other type loans and services, including letters of credit, personal and corporate trust services, safe deposit boxes, bank money orders, wire transfer facilities, and electronic banking facilities.

The Bank has no material concentration of deposits from any single customer or group of customers. No significant portion of its loans is concentrated within a single industry or group of related industries. There are no material seasonal factors that would have any adverse effect on the Bank. The Bank does not rely on foreign sources of funds or income, and has no loans or commitments to lend to persons outside the United States.

A copy of the Bank's Annual Report for the year 1981, which contains certain financial information regarding the Bank, will be furnished upon request made to Raymond L. Davis, President of the Bank.

Territory Served and Competition

In addition to its principal office, the Bank has five branch locations and operates three automated teller machines; all of such branches and automated teller machines are located in Lincoln County. The population of the Brookhaven metropolitan area was 10,700 in 1980 as compared with an estimated population as of December 31, 1981, of 10,850. Economic activity in the area is diversified, with emphasis on manufacturing, oil and gas, agriculture and distribution services. Commercial banking in the marketing area served by the Bank is highly competitive. At December 31, 1981, the Bank's total deposits were $98,447,207 and its total assets were $109,394,626. Although it ranked as the largest bank in Lincoln County in terms of total deposits and assets, the Bank faces keen competition from two other banks operating at numerous locations in the County. The second largest bank in Lincoln County had total deposits on December 31, 1981, of approximately $35,229,000. Further competition is provided by banks and other financial institutions, including savings and loan associations, insurance companies, finance companies, credit unions, factors and pension trusts located in Mississippi.

Employees

The Bank has 83 full-time employees and 9 part-time employees. The Bank considers its relationship with its employees to be excellent. Employee benefit programs provided by the Bank include a pension plan, group life and health insurance, bonus plan, paid vacations, sick leave and a profit-sharing plan. See "Management of the Bank."

Property

The main offices of the Bank are presently located in a three-story office building at 148 South Whitworth Street, Brookhaven, Mississippi, in the downtown business district. The premises consist of 28,000 total square feet of office space. The Bank owns its main offices and presently occupies all of the available space. The Bank also owns four of its five branch sites consisting of 3,784 square feet of office space, and leases one branch site consisting of 1,938 square feet of office space. For the year ended December 31, 1981, the Bank paid an aggregate of $13,072 for rentals for the leased premises, under a long term lease with renewal options.

Commitments and Lines of Credit

In the normal course of business, the Bank makes contractual commitments to extend credit including the issuance of letters of credit. Such commitments may be short-term or long-term (but generally not longer than one year) and have a fixed expiration date. Prior to the issuance of a commitment, an analysis of the credit worthiness of the client is made based upon the Bank's lending criteria.

In addition, the Bank extends lines of credit covering future borrowings of customers after similar analysis of credit worthiness. In most instances a maximum amount will be specified and the line may be cancelled at the Bank's option without notice to the customer. Certain such lines are available for short-term advances, either secured or unsecured; others may be multipurpose. However, management of the Bank does not believe there are any outstanding firm commitments of material amounts which represent unusual risk.

MANAGEMENT OF THE BANK

Directors

The directors of the Bank are as follows:

Name (Age)	Director Since	Present Principal Occupation	Shares of Bank Stock Owned (1)	Percentage of Bank Stock Owned
F. F. Becker II (72)	1/17/50	Chairman of the Board and Director of the Bank	10,402 (2)	5.2%
Raymond L. Davis (63)	1/19/65	President and Director of the Bank	3,669 (3)	1.8%
F. J. Rein (51)	1/20/70	Executive Vice President, Secretary to the Board, and Director of Bank	1,480 (4)	.7%
Robert V. Massengill (42)	1/15/74	President of Southern Wholesale Co. (Wholesale Groceries)	954 (5)	.5%
S. E. Babington (84)	1/15/57	Director of Bank	4,878 (6)	2.4%
Gerald M. Kees (69)	1/20/70	President and General Manager, Kees Motor Co. (Auto Dealership)	787	.4%
Charles P. Moreton (54)	1/16/79	Executive Officer, Gas Transmission Div. of Texas Gas Transmission Co. (Pipeline Business)	6,791 (7)	3.4%
Stephen J. Smith (62)	1/15/74	Farmer	232	.1%
Bruce H. Brady (48)	3/16/73	Free-Lance Writer and Editor	10,048 (8)	5.0%
Tullius Brady (76)	1/21/47	Director of Bank, Attorney, and Oil Interests	8,906 (9)	4.5%

Name (Age)	Director Since	Present Principal Occupation	Shares of Bank Stock Owned (1)	Percentage of Bank Stock Owned
J. H. Stribling, Jr. (53)	1/20/70	Dentist	3,700 (10)	1.9%
W. D. Lofton, Jr. (62)	1/20/70	President, Lofton's, Inc. (Department Store)	4,901	2.4%
Robert E. Jones (53)	3/9/82	Oil and Gas Operations	652 (11)	.33%
Meade C. Mathis (43)	3/9/82	Mathis Farms, Inc. (Farming) and Lincoln County Livestock Commission, Inc. (Livestock Auction)	100	.05%

(1) Except as otherwise indicated, each director of the Bank has sole voting and investment power with respect to all shares of Bank Stock owned by such director.

(2) 5,223 shares are owned by F. F. Becker and 5,179 shares are owned by Mrs. Adeline M. Becker.

(3) 3,530 shares are owned by Raymond Davis and 139 shares are owned by Mrs. Elsie C. Davis.

(4) 1,450 shares are owned by F. J. Rein and 30 shares are owned by F. J. Rein, Custodian for F. J. "Joey" Rein, Jr.

(5) 704 shares are owned by Robert V. Massengill; 170 shares are owned by his two minor children; and 80 shares are owned by Southern Wholesale Company, of which Mr. Massengill is President.

(6) 4,136 shares are owned by S. E. Babington and 742 shares are owned by Mrs. Marjorie P. Babington.

(7) 5,049 shares are owned by Charles P. Moreton; 30 shares are owned by C. P. Moreton, Custodian for Paul Robert Moreton, Minor; and 30 shares are owned by C. P. Moreton, Custodian for Elliott Moreton, Minor; and 1,682 shares are owned by Charles P. Moreton as Trustee of Samuel E. Moreton Trust No. 2.

(8) 664 shares are owned by Bruce H. Brady, and 9,384 shares are owned by the Estate of T. P. Brady, of which Bruce H. Brady is Executor.

(9) 8,107 shares are owned by Tullius Brady and 799 shares are owned by Mrs. Barbara B. Brady.

(10) 3,100 shares are owned by J. H. Stribling, Jr.; 200 shares are owned by Mrs. Callie C. Smith Stribling; 200 shares are owned by James Vincent Stribling; and 200 shares are owned by Sandee Karen Stribling.

(11) 61 shares are owned by Robert E. Jones jointly with his wife and 591 shares are owned by Mr. Jones individually.

The Bank has been advised by each officer and director of the Bank that they intend to vote their shares "FOR" the adoption of the Merger Agreement.

Each director of the Bank has been engaged in his principal occupation or employment as specified above for five years or more, except Robert E. Jones, who has been engaged in his principal occupation as specified above since January, 1981. Prior to that time, he was primarily engaged in the practice of law, in his own legal firm (from January, 1980, to January, 1981), and in the legal firm of Jones and Patterson (until January, 1980).

Bruce Brady (Director) and his brother, Tom P. Brady (Vice President), are the nephews of both Tullius Brady (Director), and Dalton Brady, a 9% shareholder who is now deceased. Tullius Brady is the brother of Dalton Brady. Charles Moreton (Director) is the nephew of F. F. Becker II (Director and Chairman). Stephen J. Smith (Director) is the first cousin of Pauline Jones (Senior Vice President).

Each of the directors of the Bank shall remain in such positions until their successors are elected at the next annual meeting of shareholders of the Bank.

The accounting firm employed by the Bank is also employed by Mr. Carl Urban and by Suco Company, of which he is President, Director and 12% owner. Mr. Urban was a director of the Bank until March 9, 1982.

The Bank has no Nominating Committee, but does have standing Audit and Compensation Committees. The respective committee members, number of meetings held during the last fiscal year and the functions performed by each such committee are as follows:

COMMITTEE	MEMBERS	NUMBER OF MEETINGS	FUNCTION
AUDIT	Mitchell Davis Tullius Brady James H. Stribling, Jr. W. D. Lofton, Jr. Stephen J. Smith Meade Mathis Robert E. Jones	2	Directors Audit

COMMITTEE	MEMBERS	NUMBER OF MEETINGS	FUNCTION
COMPENSATION	F. F. Becker II Gerald M. Kees W. D. Lofton, Jr. Robert V. Massengill James H. Stribling, Jr. Bruce H. Brady	1	Recommend Compensation for President and Executive Vice President

The Bank's board of directors met 12 times during the last fiscal year. Each director attended at least 75% of the aggregate of the total number of meetings of the board of directors and the total number of meetings held by committees of the board on which he served during the last fiscal year, except Tullius Brady, Charles Moreton, and Carl Urban.

75% of the Bank's outstanding shares were present or represented by proxy at the last meeting of shareholders at which directors were elected. No votes were cast against or withheld from the vote for any nominee for election as a director at that meeting.

Executive Officers

The executive officers of the Bank are as follows:

Name	Served as Officer Since	Age	Positions Currently Held with the Bank
F. F. Becker II	4/47	72	Chairman
Raymond L. Davis	1/65	63	President
F. J. Rein	2/63	51	Executive Vice President
Harold H. Clopton III	5/74	37	Senior Vice President
Mitchell Davis	5/69	46	Senior Vice President
Pauline H. Jones	1/57	61	Senior Vice President
Lewis J. Weeks, Jr.	2/65	55	Senior Vice President

Each executive officer of the Bank has been an officer of the Bank for five years or more. Agnes W. Ratliff, the Bank's Auditor, is Mr. Weeks' sister. The Bank's executive officers serve at the pleasure of the Bank's board of directors.

Remuneration of Directors and Officers

The following table sets forth all remuneration paid during the fiscal year ended December 31, 1981, by the Bank to each director or officer whose aggregate cash and cash-equivalent forms of remuneration exceeded $50,000 and to all directors and officers of the Bank as a group:

Name of Individual or Number of Persons in Group	Capacities in Which Served	Salaries, Fees Directors' Fees, Commissions and Bonuses	Securities or Property, Insurance Benefits or Reimbursement, Personal Benefits*	Aggregate of Contingent Forms of Remuneration
Raymond L. Davis	President and Director	$70,350.65 (1)	$3,437.00 (1)	(3)
All directors and officers as a group (34 including the 1 person named above)		$538,160.54 (2)	$35,252.00 (2)	(3)

* Does not include (1) personal benefits, the exact amount of which cannot be determined without unreasonable effort or expense, but the value of which Brookhaven believes does not exceed $5,000 per person, or (2) insurance premiums, because the Bank's insurance plan is available generally to all salaried employees.

(1) Profit-sharing accruals available only upon termination of employment.

(2) Includes $23,630 in profit-sharing accruals available only upon termination of employment, and $11,622 in retirement pay paid to F. F. Becker II.

(3) Contributions made by the Bank to its pension plan in 1981 for the account of Raymond Davis and for the account of all officers and directors as a group are not reported because such amounts cannot readily be separated or individually calculated for each individual participant. The total contribution to the pension plan during the year ended December 31, 1981, totaled $71,135 and was equal to 7.9% of the remuneration of all plan participants.

The Bank's policies and practices with respect to providing personal benefits is limited to furnishing automobiles and luncheon club memberships to some officers for business-related purposes, which may from time to time be used for personal purposes. The expense attributable to personal use would be unreasonably difficult to ascertain, but is considered immaterial and is considerably less than $5,000 per person per year.

All directors receive an annual fee as compensation for services. In 1981 the annual fee was $2,400. In addition, outside directors are paid $100 for each board meeting and committee meeting attended.

The Bank implemented a profit-sharing plan on November 12, 1970 which is available to all full-time employees who have been employed for one year. The plan was amended and restated effective January 1, 1978 to meet the requirements of the Employee Retirement Income Security Act of 1974. The contributions made by the Bank, and the earnings thereon, are fully vested after ten years of service and are payable upon retirement, death, or permanent disability. Participants are vested in accordance with the following schedule:

Years of Credited Service	Vested Percentage
0 through 4 years	0%
5 full years	10%
6 full years	20%
7 full years	40%
8 full years	60%
9 full years	80%
10 full years	100%

The profit-sharing contribution made by the Bank in 1981 was $50,000.

Group hospitalization covers each full-time employee of the Bank after one month of service. The Bank pays the entire premium. Dependent coverage is available to each employee at his expense.

Effective December 19, 1953, the Bank adopted the pension plan for employees of the Bank which provides retirement and other benefits to employees who participate in the plan. All contributions to the plan are made by the Bank. Under the provisions of the plan, which is qualified under Section 401(a) of the Code and is funded, employees can become eligible to participate in the plan after they have reached 22 years of age and have been employed full-time for at least one year. The funds are invested and managed by the Bank's Trust Department. The plan provides for retirement income to be paid to member employees at the normal retirement age of 65; additional provisions are made for early retirement and disability. The plan was amended effective January 1, 1978, to comply with the eligibility, vesting benefit accrual, and other requirements of the Employee Retirement Income Security Act of 1974. Normal retirement benefits are equal to 1 1/2% of average earnings for ten years prior to age 65 (or earlier retirement) times credited years of service up to 40 years, as illustrated by the following table reflecting estimated annual benefits upon retirement for persons in the following compensation and years-of-service classifications:

Average Annual Remuneration for Last 10 Years	Years of Service					
	15	20	25	30	35	40
$10,000	$ 2,250	$ 3,000	$ 3,750	$ 4,500	$ 5,250	$ 6,000
$20,000	4,500	6,000	7,500	9,000	10,500	12,000
$30,000	6,750	9,000	11,250	13,500	15,750	18,000
$40,000	9,000	12,000	15,000	18,000	21,000	24,000
$50,000	11,250	15,000	18,750	22,500	26,250	30,000
$60,000	13,500	18,000	22,500	27,000	31,500	36,000
$70,000	15,750	21,000	26,250	31,500	36,750	42,000
$80,000	18,000	24,000	30,000	36,000	42,000	48,000
$90,000	20,250	27,000	33,750	40,500	47,250	54,000

Raymond Davis has 17 credited years of service under the plan. Payments under the plan are not subject to deduction for Social Security benefits or other offset amounts.

It is currently anticipated that the terms of employment of the present executive officers of the Bank, and remuneration and benefits of such officers, will not change materially, nor will the compensation of directors be materially altered after the Merger is consummated.

Certain Transactions

The Bank has had, and expects to have in the future, banking transactions in the ordinary course of business with directors, officers, principal stockholders and their associates on substantially the same terms, including interest rates and collateral on loans, as those prevailing at the same time for comparable transactions with others, that do not involve more than the normal risk of collectibility or present other unfavorable features. The aggregate extension of credit by the Bank to directors, officers, principal stockholders and their associates, both direct and indirect, totaled $1,036,625 as of March 10, 1982. The highest aggregate extension of credit by the Bank to such individuals and entities outstanding at any time since January 1, 1981, was $1,095,251, which was the amount outstanding as of January 1, 1981.

In addition, the Bank now leases a building used for one of its branch locations from Suco Company, a corporation which is 12% owned by Carl E. Urban, one of the Bank's former directors. Mr. Urban also holds the positions of President and Director with that corporation. The Bank paid a total of $13,072 in rentals for the use of that building during the year 1981. In addition, the Bank has opened a new branch. The Bank purchased, for the sum of $30,000, the real estate on which the new branch is located from Suco Company. The purchase price was based upon an appraisal performed by Mr. Roland Wall.

BUSINESS OF BROOKHAVEN

Brookhaven is a business corporation organized on August 18, 1981 under the laws of the State of Mississippi for the purpose of acquiring the Bank pursuant to the terms of the Merger Agreement, and becoming a registered bank holding company under the federal Bank Holding Company Act. Upon consummation of the Merger, the activities of Brookhaven will be subject to the supervision of the Board of Governors of the Federal Reserve System. It is contemplated that Brookhaven may seek to enter businesses closely related to banking or to acquire existing businesses already engaged in such activities. Any acquisition by Brookhaven will require prior approval of the Board of Governors of the Federal Reserve System and, in some instances, other regulatory agencies. At the date of this Proxy Statement, no negotiations for the acquisition of any entities other than the Bank have been carried on by Brookhaven, and there can be no assurance that any entity will be acquired by Brookhaven.

Brookhaven may also engage, directly or through subsidiary corporations, in those activities closely related to banking which are specifically permitted under the Bank Holding Company Act. See "Supervision And Regulation."

Brookhaven will, after formation, be subject to the reporting requirements of the Securities and Exchange Act of 1934, as amended, which will require the filing of periodic reports with the Securities and Exchange Commission and will subject officers, directors and 10% shareholders to certain restrictions regarding the purchase and sale, or sale and purchase, of Brookhaven securities during any period of six months.

After consummation of the Merger, the number of employees and the tangible assets of Brookhaven and its subsidiary, the Bank, will be the same as those of the Bank immediately prior to consummation.

Brookhaven and its subsidiaries will be in competition with those banks and other financial institutions that now compete with the Bank. In addition, in attempting to acquire other permissible entities, and engaging in activities closely related to banking, Brookhaven will be competing with other bank holding companies, many of which have far greater assets and financial resources than Brookhaven and whose common stock may be more widely traded than that of Brookhaven.

MANAGEMENT OF BROOKHAVEN

Each director of the Bank is also a director of Brookhaven. See "Description of the Merger" and "Management of the Bank." The following, all of whom are presently officers and/or directors of the Bank, are the executive officers of Brookhaven.

Name	Office
F. F. Becker II	President
Raymond L. Davis	Vice President
F. J. Rein	Secretary
Robert V. Massengill	Treasurer

Initially, no director or executive officer of Brookhaven will receive any remuneration from the Bank or Brookhaven in his capacity as a director or executive officer of Brookhaven.

SUPERVISION AND REGULATION

The following summaries of statutes and regulations affecting bank holding companies and banks do not purport to be complete. Such summaries are qualified in their entirety by reference to such statutes and regulations.

Effects of Governmental Monetary Policy

The earnings of the Bank are affected by the policies of regulatory authorities including the Federal Deposit Insurance Corporation and the Federal Reserve System, which regulates the money supply in order to mitigate recessionary and inflationary pressures. Among the techniques used to implement these objectives are open market operations in U.S. Government securities, changes in the rate paid by banks on bank borrowings, changes in reserve requirements against bank deposits and limitations on interest rates which banks may pay on time and savings deposits. These techniques are used in varying combinations to influence overall growth and distribution of bank loans, investments and deposits and their use may also affect interest rates charged on loans or paid for deposits. The monetary policies of authorities have had a significant effect on the operating results of commercial banks in the past and are expected to continue to do so in the future. The effect, if any, of such policies upon the future business and earnings of the Bank cannot accurately be predicted.

Bank Holding Company Act

Upon the acquisition of all the outstanding shares of Bank Stock (other than directors' qualifying shares) pursuant to the Merger Agreement, Brookhaven will become a bank holding company within the meaning of the Bank Holding Company Act of 1956, as amended to date, and will be required to register as such with the Federal Reserve Board.

A bank holding company is required to file with the Federal Reserve Board annual reports and other information regarding its business operations and those of its subsidiaries. It is also subject to examination by the Federal Reserve Board and is required to obtain Federal Reserve Board approval prior to acquiring, directly or indirectly, ownership or control of any voting shares of any bank if, after such acquisition, it would own or control, directly or indirectly, more than 5% of the voting stock of such bank, unless it already owns a majority of the voting stock of such bank. Furthermore, a bank holding company is, with limited exceptions, prohibited from acquiring direct or indirect ownership or control of any voting stock of any company which is not a bank or a bank holding company, and must engage only in the business of banking or managing or controlling banks or furnishing services to or performing services for its subsidiary banks. One of the exceptions to this prohibition is the ownership of shares of a company the activities of which the Federal Reserve Board has determined to be so closely related to banking or managing or controlling banks as to be a proper incident thereto.

The Federal Reserve Board has determined that certain activities are closely related to banking, and thus bank holding companies may apply to the Board for permission to retain or acquire an interest in a company engaging or proposing to engage in these activities. The permitted nonbanking activities are (i) making loans that would be made by mortgage, finance, credit card or factoring companies; (ii) operating as an industrial bank; (iii) servicing loans; (iv) performing the functions of a trust company; (v) acting as an investment or financial advisor; (vi) leasing personal property; (vii) making investments to promote community welfare; (viii) providing bookkeeping or data processing services; (ix) acting as insurance agent or broker with respect to insurance that is directly related to the extension of credit or other financial services; (x) acting as an underwriter for credit life insurance and credit health and accident insurance directly

related to extensions of credit by the holding company system; (xi) providing courier services for the internal operations of the holding company system for checks and certain other instrument exchanges among banks and for audit and accounting media of a banking or financial nature; (xii) providing certain kinds of management consulting advice, under specified conditions, to banks not affiliated with the holding company; (xiii) the sale of money orders, travelers checks and savings bonds; and (xiv) real estate appraisal activities. Also, an application may be filed as to other activities involved in a particular case, but the Federal Reserve Board will publish a notice of opportunity for hearing only if it believes that there is a reasonable basis for concurring in the holding company's opinion that the activity applied for is closely related to banking. The Federal Reserve Board has stated that, at present, the permissible activities do not include real estate brokerage and syndication, land development, property management, underwriting, the general operation of savings and loan associations, management consulting or ownership of an industrial development corporation.

A bank holding company and its subsidiaries are also prohibited from acquiring any voting shares of, or interest in, any banks located outside of the state in which the operations of the bank holding company's subsidiaries are located, unless the acquisition is specifically authorized by the statutes of the state in which the target is located. Further, a bank holding company and its subsidiaries are prohibited from engaging in certain tie-in arrangements in connection with the extension of credit or provision of any property or service. Thus, an affiliate of a bank holding company may not extend credit, lease, sell property or furnish any services or fix or vary the consideration for these on the condition that (i) the customer must obtain or provide some additional credit, property or services from or to its bank holding company or subsidiaries thereof or (ii) the customer may not obtain some other credit, property or services from a competitor, except to the extent reasonable conditions are imposed to assure soundness of credit extended.

In approving acquisitions by bank holding companies of banks and companies engaged in the banking-related activities described above, the Federal Reserve Board considers a number of factors, including the expected benefits to the public such as greater convenience, increased competition or gains in efficiency, as weighed against the risks of possible adverse effects such as undue concentration of resources, decreased or unfair competition, conflicts of interest or unsound banking practices. Under Section 4(c)(8) of the Bank Holding Company Act, the Federal Reserve Board may differentiate between activities engaged in de novo and activities commenced through acquisition of a going concern.

The Attorney General of the United States may, within 30 days after approval by the Federal Reserve Board of an acquisition, bring an action challenging such acquisition under the federal antitrust laws, in which case the effectiveness of such approval is stayed pending a final ruling by the courts. Failure of the Attorney General to challenge an acquisition does not, however, exempt the holding company from complying with both state and federal antitrust laws after the acquisition is consummated or immunize the acquisition from future challenge under the anti-monopolization provisions of the Sherman Act.

In addition to the limitations of Mississippi law with respect to the ownership of banks described below, the ownership or control of voting shares of a second bank by a bank holding company, such as Brookhaven, is restricted by the Bank Holding Company Act unless the prior approval of the Board is obtained.

The Bank

The Bank is subject to regulation and supervision, of which regular bank examinations are a part, by the Mississippi Department of Banking and Consumer Finance. The securities of the Bank are registered pursuant to §12(g) of the Securities and Exchange Act of 1933, as amended, and the securities of Brookhaven will be so registered following consummation of the Merger; Brookhaven will therefore be required to make periodic reports to the Securities and Exchange Commission following the Merger. The Bank is a member of the Federal Deposit Insurance Corporation ("FDIC") which currently insures the deposits of each member bank to a maximum of $100,000 per depositor. For this protection, each bank pays a semi-annual statutory assessment and is subject to the rules and regulations of the FDIC. Upon the consummation of the Merger, Brookhaven will be an "affiliate" of the Bank and any other acquired banks within the meaning of the Federal Reserve Act and the Federal Deposit Insurance Act, which will impose restrictions on loans by any subsidiary bank to Brookhaven, on investments by any subsidiary bank in the stock or securities of Brookhaven, and on the use of such stock or securities as collateral security for loans by any subsidiary bank to any borrower. Brookhaven will also be subject to certain restrictions with respect to engaging in the business of issuing, flotation, underwriting, public sale and distribution of securities.

The ability of Brookhaven to pay dividends will largely depend upon the amount of dividends declared by the Bank and any subsequently acquired operations. See "Dividends." Stockholders of banks, including bank holding companies, may be compelled by bank regulatory authorities to invest additional capital in the event their banks experience either significant loan losses or rapid growth of loans or deposits.

Mississippi State Law – Prohibition of Chain Banking

Section 81-7-19 of the Mississippi Banking Code prohibits banking systems commonly known as "group banking systems" and "chain banking systems", whether owned by corporations or individuals. This provision has the effect of prohibiting Brookhaven from acquiring any banks in addition to the Bank.

DESCRIPTION OF BANK STOCK

The Bank is authorized to issue and has outstanding 200,000 shares of Bank Stock. The holders of Bank Stock are entitled to one vote per share and to the same and identical voting rights. In the election of directors, each holder of Bank Stock has the right to vote the number of shares owned by him on the record date for as many persons as there are directors to be elected, or to cumulate such votes and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or to distribute his total votes on the same principle among as many candidates as he shall deem fit.

Holders of Bank Stock have preemptive rights to subscribe for additional shares of Bank Stock, not presently authorized, or any securities convertible into or exchangeable for Bank Stock when the same is issued.

Section 81-5-27 of the Mississippi Banking Code provides that the shareholders of a Mississippi state bank shall be individually liable, actually and ratably, and not for one another, for the benefit of the depositors in such bank at the amount of their stock at the par value thereof, and in addition to said stock. Such double liability may be enforced by suit by the receiver of such bank in liquidation. Such double liability shall not apply to stock in any such bank organized after the effective date of that statute, nor to stock in any such bank open at the time that statute took effect, provided such bank is a member of the Federal Deposit Insurance Corporation. Since the Bank was open at the time that statute took effect, and is now a member of the Federal Deposit Insurance Corporation, the shareholders of the Bank are not subject to such double liability.

Section 81-9-1 of the Mississippi Banking Code provides that, when it shall be brought to the attention of the Mississippi Commissioner of Banking and Consumer Finance that the capital stock of any state bank is impaired to such an extent as to render a further continuance of its business hazardous to its creditors, depositors, or the public, he shall immediately request the stockholders to pay into the bank a sufficient sum to restore the capital or to execute to him, for the use and benefit of all creditors whether then existing or thereafter created, a bond for such sum as may be required to fully restore the capital stock with good and sufficient sureties to be approved by him, conditioned that all just debts and liabilities, whensoever created, shall be paid in full. Such requests on the part of the Commissioner of Banking and Consumer Finance shall not be compulsory, and any stockholder may refuse to accede to such request. If the stockholders shall fail, within a time to be fixed by the Commissioner of Banking and Consumer Finance, to restore the capital stock or to give such bond, the Commissioner shall close such bank and submit the same to the proper chancery court for liquidation as provided in the Mississippi Banking Code. If stockholders owning one-third (1/3) or more of the total outstanding capital stock of said bank shall refuse to accede to the request of the Commissioner for additional capital and if the cause of such request shall have been in part the result of bad management as evidenced by unsatisfactory loans or investments, then any three (3) or more minority shareholders, representing one-third (1/3) or more of the total outstanding capital and surplus, if any, may petition the Commissioner for liquidation of the bank, and, if satisfactory action is not taken by the Commissioner within ten (10) days, as set out in the petition of the minority shareholders, then such minority shareholders, representing one-third (1/3) or more of the outstanding capital stock, shall have the right to petition the appropriate chancery court for liquidation of the bank and such other relief as the court may render. The management of the Bank feels that Section 81-9-1 of the Mississippi Banking Code shall not be invoked against the Bank or its stockholders, unless serious and unanticipated changes occur in the Bank's capital position.

The holders of Bank Stock are entitled to receive such dividends as may be declared by the board of directors of the Bank out of funds legally available therefor. The payment of dividends on the Bank Stock is subject to limitations contained in the Mississippi Banking Code. Section 81-5-75 of the Mississippi Banking Code provides that if the Commissioner of Banking and Consumer Finance is of the opinion that the condition of any Mississippi state bank is such that no dividends should be declared or paid on the common stock of such bank, it shall be his duty to order and direct such bank to pay no dividend upon its common stock until further ordered by him. A bank upon which such notice has been served shall not thereafter declare or pay any dividend upon its common stock until the Commissioner shall withdraw or cancel the order prohibiting the same.

The Bank believes it will not be prohibited under Section 81-5-75 of the Mississippi Banking Code from paying dividends in the foreseeable future. In addition, the Federal Deposit Insurance Act, and regulations promulgated thereunder, provide that no bank, such as the Bank, the deposits of which are insured by the Federal Deposit Insurance Corporation (the "FDIC"), shall pay any dividends on its capital stock if and while it is in default in the payment of any assessment due to the FDIC. Bank is not now, has never been, and has no expectation of in the future being, in default in the payment of any such assessment.

In the event of the liquidation, dissolution or winding-up of the affairs of the Bank, the holders of outstanding shares of common stock are entitled to share pro rata according to their respective interests in the Bank's assets and funds remaining after payment or provision for payment of all debts and other liabilities of the Bank.

DESCRIPTION OF BROOKHAVEN STOCK

At the time the Merger is consummated, Brookhaven will be authorized to issue 200,000 shares of Brookhaven Stock, all of which shares (less any shares of holders of Bank Stock who exercise their dissenters' rights) will be issued and outstanding. The holders of Brookhaven Stock will be entitled to one vote per share. Holders of shares of Brookhaven Stock will have preemptive rights to purchase any additional shares of Brookhaven Stock, and will also have cumulative voting rights in the election of directors.

The holders of Brookhaven Stock will be entitled to receive such dividends as may be declared by the board of directors of Brookhaven out of funds legally available therefor. See "Dividends". Also, the payment of dividends by Brookhaven will be subject to the restrictions of Mississippi laws and regulations applicable to the declaration of dividends by a business corporation. Under such provisions, dividends paid in cash may not be declared nor paid unless such dividend is out of the unreserved and unrestricted earned surplus and has been legally appropriated for the specific purpose of paying dividends. Furthermore, no such dividend shall be declared or paid when Brookhaven is insolvent, or when the payment thereof would render Brookhaven insolvent, or when such payment would be contrary to any provision in Brookhaven's Articles of Incorporation.

While Brookhaven will not be subject to the restrictions on dividends applicable to the Bank, as described in "Description of Bank Stock" (including the restrictions imposed under Mississippi banking laws and regulations), the ability of Brookhaven to pay dividends to the holders of shares of Brookhaven Stock will depend to a large extent upon the amount of dividends paid by the Bank to Brookhaven.

In the event of the liquidation, dissolution or winding-up of the affairs of Brookhaven, the holders of outstanding shares of Brookhaven Stock will be entitled to share pro rata according to their respective interests in Brookhaven's assets and funds remaining after payment or provision for payment of all debts and other liabilities of Brookhaven.

All shares of Brookhaven Stock will, upon consummation of the Merger, be fully paid and non-assessable. Section 79-3-47 of the Mississippi Business Corporation Act provides that the holders of Brookhaven Stock shall be under no obligation to Brookhaven or its creditors with respect to such Stock other than the obligation to pay to Brookhaven the full consideration for which such shares were issued.

The Bank will be the transfer agent and registrar for shares of Brookhaven Stock.

LEGAL MATTERS

The legality of the shares of Brookhaven Stock to be issued in connection with the Merger Agreement has been passed upon for Brookhaven by Owen Roberts, Attorney-At-Law, Brookhaven, Mississippi.

RELATIONSHIP WITH INDEPENDENT PUBLIC ACCOUNTANTS

Touche Ross and Co. has been approved by the board of directors as the Bank's principal accountant. Representatives of Touche Ross and Co. are expected to be present at the Special Meeting with the opportunity to make a statement if they desire to do so; it is anticipated that they will be available at such Meeting to respond to appropriate questions. For the year ended December 31, 1981, the professional services provided by Touche Ross and Co., in addition to the examination of the financial statements, included the preparation of all federal income tax returns, and consultation on matters related thereto. The fees for all non-audit services equaled 15.1% of the audit fees. The tax return preparation fees equaled 11.7% of the audit fees, and no other non-audit fees equaled or exceeded 10% of the audit fees. All services are approved by the board of directors of the Bank and consideration is given to the possible effect on the independence of the accountant.

The Bank has an Audit Committee consisting of Mitchell Davis, Tullius Brady, James H. Stribling, Jr., W. D. Lofton, Jr., Stephen J. Smith, Meade Mathis and Robert E. Jones.

ADDITIONAL INFORMATION

Brookhaven has filed a Registration Statement under the Securities Act of 1933, as amended, with respect to the securities being offered by this Proxy Statement. This Proxy Statement does not contain all the information set forth in the Registration Statement, certain items of which are omitted in accordance with the rules and regulations of the Securities and Exchange Commission. For further information with respect to the Bank, Brookhaven and the securities offered hereby, reference is made to the Registration Statement, including any amendments thereto and the schedules and exhibits filed as a part thereof. The Registration Statement may be inspected at the Securities and Exchange Commission in Washington, D.C., without charge, and copies of all or any part thereof may be obtained upon payment of the prescribed fees. In addition, certain additional information regarding the Bank, New Bank and Brookhaven has been filed with the Mississippi Department of Banking and Consumer Finance. Such informa-

tion may be inspected at the office of the Mississippi Department of Banking and Consumer Finance and copies of all or any part thereof may be obtained upon payment of the prescribed fees.

The management of the Bank does not know of any other matters that are to be presented for action at the Special Meeting. Should any other matter come before the meeting, however, the persons named in the enclosed proxy will have discretionary authority to vote all proxies with respect to such matter in accordance with their judgment. All shares represented by each properly executed unrevoked proxy received in time for the Meeting will be voted and, where the stockholder specifies in the form of proxy a choice with respect to the Merger proposal, the shares will be voted in accordance with the specification so made. If no specification is indicated, the shares represented will be voted in favor of the Merger proposal.

By Order of the Board of Directors

Raymond L. Davis
President

September 13, 1982

[CONFORMED COPY]

REORGANIZATION AND MERGER AGREEMENT

This Reorganization and Merger Agreement (the "Agreement") dated as of March 30, 1982, is entered into by and among Brookhaven Bank and Trust Company (herein referred to as the "Bank," and, whenever reference is made to it as of the Effective Date of the Reorganization and Merger or thereafter, as the "Surviving Bank"), New Interim Brookhaven Bank and Trust Company ("New Bank") and Brookhaven Financial Corporation ("Brookhaven").

WITNESSETH:

WHEREAS, Bank and New Bank are state banking associations duly organized and existing under the laws of the State of Mississippi, and having their principal offices in the City of Brookhaven, County of Lincoln, State of Mississippi;

WHEREAS, Bank has authorized capital stock of $1,000,000 divided into 200,000 shares of issued and outstanding common stock, $5.00 par value (the "Bank Stock");

WHEREAS, New Bank has been organized and has authorized capital stock of $100,000 divided into 20,000 shares of common stock, $5.00 par value (the "New Bank Stock");

WHEREAS, on the date hereof, there are no shares of New Bank Stock issued or outstanding, but immediately prior to the Closing Date (hereinafter defined) of the reorganization and merger described in this Agreement (the "Reorganization and Merger"), New Bank will have 20,000 shares of New Bank Stock issued and outstanding and all of such issued and outstanding shares of New Bank Stock will be owned by Brookhaven with the exception of 200 shares to be held by the directors of New Bank as qualifying shares;

WHEREAS, Brookhaven is a business corporation, duly organized and existing under the laws of the State of Mississippi, having its registered office in the City of Brookhaven, County of Lincoln, State of Mississippi, with authorized capital stock consisting of 200,000 shares of common stock, $5.00 par value (the "Brookhaven Stock"); and

WHEREAS, a majority of the directors of Bank, New Bank and Brookhaven have approved the terms and provisions of this Agreement under which New Bank will be merged into Bank and have authorized the execution of this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereby agree as follows:

ARTICLE I

REORGANIZATION AND MERGER

1.1 On the Effective Date of the Reorganization and Merger, pursuant to the provisions of this Agreement, the corporate existence of New Bank shall be merged into Bank and continued in Surviving Bank; and Surviving Bank shall be deemed to be the same corporation as Bank and New Bank. All rights, franchises and interests of Bank and New Bank, respectively, in and to every type of property shall be transferred to and vested in Surviving Bank by virtue of the Reorganization and Merger without any deed or other transfer. Surviving Bank on the Effective Date of the Reorganization and Merger and without any order or other action on the part of any court or otherwise, shall hold and enjoy all rights of property, franchises and interests, including appointments, powers, designations and nominations, and all other rights and interests as trustee, executor, administrator, agent, transfer agent and registrar of stock and bonds, administrator of estates, assignee and receiver, and in every other fiduciary capacity, and every agency capacity, in the same manner and to the same extent as such rights, franchises, and interests were held or enjoyed by Bank and New Bank, respectively, immediately prior to the Effective Date of the Reorganization and Merger.

1.2 On the Effective Date of the Reorganization and Merger, the name of Surviving Bank shall remain and thereafter be "Brookhaven Bank and Trust Company." The Articles of Association and Bylaws of Bank in effect immediately prior to the Effective Date of the Reorganization and Merger shall be the Articles of Association and Bylaws of Surviving Bank until changed as therein or by law provided. The established offices and facilities of Bank immediately prior to the Reorganization and Merger shall become the established offices and facilities of Surviving Bank.

1.3 On the Effective Date of the Reorganization and Merger, Surviving Bank shall be liable for all liabilities of Bank and New Bank, and all deposits, debts, liabilities, obligations and contracts of Bank and of New Bank, respectively, matured or unmatured, whether accrued, absolute, contingent, or otherwise, and whether or not reflected or reserved against on balance sheets, books of account or records of Bank or New Bank, as the case may be, shall be those of and are hereby expressly assumed by Surviving Bank and shall not be released or impaired by the Reorganization and Merger; and all rights of creditors and other obligees and all liens on property of either Bank or New Bank shall be preserved unimpaired. On the Effective Date of the Reorganization and Merger, Surviving Bank shall have all rights, and shall be liable for all obligations of Bank, under all employee benefit plans and arrangements of Bank and such plans and related trusts shall continue in effect without any interruption or termination.

1.4 The directors, advisory directors and officers of Surviving Bank on the Effective Date of the Reorganization and Merger shall be those persons who are directors or advisory directors and officers, respectively, of Bank immediately before the Effective Date of the Reorganization and Merger. The committees of the Board of Directors of Surviving Bank on the Effective Date of the Reorganization and Merger shall be the same as, and shall be composed of the same persons who were serving on, committees appointed

by the Board of Directors of Bank as they exist immediately before the Effective Date of the Reorganization and Merger. The committees of officers of Surviving Bank on the Effective Date of the Reorganization and Merger shall be the same as, and shall be composed of the same officers who were serving on the committees of officers of Bank as they exist immediately before the Effective Date of the Reorganization and Merger.

1.5 Unless contrary to banking laws of the State of Mississippi, or other applicable laws, all corporate acts, plans, policies, applications, agreements, orders, registrations, licenses, approvals and authorizations of Bank and New Bank, their respective stockholders, Boards of Directors, committees elected or appointed by their Boards of Directors, officers and agents, which were valid and effective immediately before the Effective Date of the Reorganization and Merger, shall be taken for all purposes on and after the Effective Date of the Reorganization and Merger as the acts, plans, policies, applications, agreements, orders, registrations, licenses, approvals and authorizations of Surviving Bank and shall be effective and binding thereon as the same were with respect to Bank and New Bank immediately before the Effective Date of the Reorganization and Merger.

ARTICLE II

CONVERSION, EXCHANGE AND CANCELLATION OF SHARES

2.1 On or as soon as practicable after the Closing Date of the Reorganization and Merger, Surviving Bank shall reissue to Brookhaven 200,000 shares of Bank Stock.

2.2 On the Closing Date of the Reorganization and Merger, each outstanding share of Bank Stock shall automatically be exchanged for one share of Brookhaven Stock, and the shares received of Bank Stock shall be cancelled. In addition, as soon as practicable after such date, transmittal forms will be sent to the stockholders of Bank for use in forwarding to Bank (which will be the transfer agent and registrar for the Brookhaven Stock) stock certificates representing Bank Stock for surrender and exchange for certificates representing the Brookhaven Stock. Until so surrendered, certificates representing Bank Stock will be deemed for all corporate purposes (including the payment of dividends), to evidence the number of shares of Brookhaven Stock which the holder thereof would be entitled to receive upon surrender. A stockholder who desires to do so may retain the certificates representing Bank Stock and will not be required to surrender such certificates. However, all future transfers of shares of Bank Stock will be made by exchange of certificates of Bank Stock for certificates of Brookhaven Stock. The provisions of this paragraph shall not apply to any share of Bank Stock in respect of which the holder thereof shall pursue his remedy of dissent hereunder. Such a share shall be cancelled and reissued to Brookhaven on the Closing Date without the issuance of any Brookhaven Stock in exchange therefor.

2.3 On the Closing Date of the Reorganization and Merger all shares of New Bank Stock owned by directors of New Bank will be sold to Brookhaven at each director's cost for such shares and all certificates which before the Closing Date of the Reorganization and Merger evidenced the shares of New Bank Stock shall on and after the Closing Date of the Reorganization and Merger be automatically cancelled.

2.4 At no time will fractional shares of Brookhaven Stock be issued; Bank will sell fractional shares of Brookhaven Stock on behalf of the stockholders of Bank entitled thereto in the over-the-counter market in Brookhaven, Mississippi at the then current market price of such shares and the net proceeds from such sales will be remitted to them.

ARTICLE III

REPRESENTATIONS AND WARRANTIES OF BROOKHAVEN

Brookhaven hereby represents and warrants as follows:

3.1 Brookhaven is a corporation duly organized, validly existing and in good standing under the laws of the State of Mississippi. On the Closing Date of the Reorganization and Merger, Brookhaven will have corporate power to carry on its business as then to be conducted and will be qualified to do business in every jurisdiction in which the character and location of the assets to be owned by it or the nature of the business to be transacted by it require qualification.

3.2 The authorized capital stock of Brookhaven consists of 200,000 shares of Brookhaven Stock. Brookhaven does not have any shares of Brookhaven Stock issued or outstanding and does not have any outstanding subscriptions, options or other agreements or commitments obligating it to issue shares of its capital stock, except as may be otherwise provided herein.

3.3 Brookhaven has no subsidiaries at the date of this Agreement. Between the date hereof and the Closing Date of the Reorganization and Merger, Brookhaven will not create or acquire any subsidiaries, except New Bank, without the consent of Bank.

3.4 Immediately prior to the Closing Date of the Reorganization and Merger, Brookhaven will own 19,800 shares of New Bank Stock, and there will be five directors of New Bank owning an aggregate of 200 shares of New Bank Stock.

3.4 Compliance with the terms and provisions of this Agreement by Brookhaven will not conflict with or result in a breach of any of the terms, conditions or provisions of any judgment, order, injunction, decree or ruling of any court or governmental authority, domestic or foreign, or of any agreement or instrument to which Brookhaven is a party, or constitute a default thereunder.

3.5 The execution, delivery and performance of this Agreement has been duly authorized by the Board of Directors of Brookhaven.

3.6 Brookhaven has complete and unrestricted power to enter into and to consummate the transactions contemplated by this Agreement, subject to the other provisions of this Agreement.

3.7 On or prior to the Closing Date of the Reorganization and Merger, Brookhaven will take such action and execute and deliver all such agreements and other

documents, and duly reserve for issuance all such shares of Brookhaven Stock, as may be necessary to effectuate the provisions of this Agreement. All such shares of Brookhaven Stock, when delivered, will be duly authorized, validly issued and outstanding, fully paid and nonassessable, and will be voting stock of Brookhaven.

ARTICLE IV

REPRESENTATIONS AND WARRANTIES OF BANK

Bank hereby represents and warrants as follows:

4.1 Bank is a state banking association duly organized, validly existing and in good standing under the laws of the State of Mississippi, and has corporate power and is duly authorized to carry on its business as it is now being conducted.

4.2 The only authorized, issued and outstanding capital stock of Bank consists of $1,000,000 divided into 200,000 shares of Bank Stock, par value $5.00 per share. Bank does not have any subscriptions, options, or other agreements or commitments obligating it to issue any shares of its capital stock, except as may be otherwise provided herein.

4.3 Bank has no subsidiaries and Bank will not organize or acquire any subsidiaries prior to the Closing Date of the Reorganization and Merger without the consent of Brookhaven.

4.4 Compliance with the terms and provisions of this Agreement by Bank will not conflict with or result in a breach of any of the terms, conditions or provisions of any judgment, order, injunction, decree or ruling of any court or governmental authority, domestic or foreign, or of any agreement or instrument to which Bank is a party, or constitute a default thereunder.

4.5 The execution, delivery and performance of this Agreement has been duly authorized by the Board of Directors of Bank.

4.6 Bank has complete and unrestricted power to enter into and to consummate the transactions contemplated by this Agreement, subject to the other provisions of this Agreement.

4.7 On or prior to the Closing Date of the Reorganization and Merger, Bank will take such action and execute and deliver such agreements and other documents as may be necessary to effectuate the provisions of this Agreement.

ARTICLE V

REPRESENTATIONS AND WARRANTIES OF NEW BANK

New Bank hereby represents and warrants as follows:

5.1 New Bank is a state banking association, and immediately before the Closing Date of the Reorganization and Merger, will be duly organized, validly existing and in good standing under the laws of the State of Mississippi, and will have corporate power and will be duly authorized to carry on its business as then being conducted.

5.2 The authorized capital stock of New Bank consists of 20,000 shares of New Bank Stock, of which immediately prior to the Closing Date of the Reorganization and Merger 20,000 shares will be validly issued and outstanding, fully paid, and not issued in violation of the rights of any stockholder. New Bank does not have any outstanding subscriptions, options or other arrangements or commitments obligating it to issue any shares of its capital stock, except as may be otherwise provided herein.

5.3 Compliance with the terms and provisions of this Agreement by New Bank will not conflict or result in a breach of any of the terms, conditions or provisions of any judgment, order, injunction, decree or ruling of any court or governmental authority, domestic or foreign, or of any agreement or instrument to which New Bank is a party, or constitute a default thereunder.

5.4 The execution, delivery and performance of this Agreement has been duly authorized by the Board of Directors of New Bank.

5.5 New Bank has complete and unrestricted power to enter into and to consummate the transactions contemplated by this Agreement, subject to the other provisions of this Agreement.

5.6 On or prior to the Closing Date of the Reorganization and Merger, New Bank will take such action and execute and deliver such agreements and other documents as may be necessary to effectuate the provisions of this Agreement.

ARTICLE VI

OBLIGATIONS OF THE PARTIES PRIOR TO THE CLOSING DATE

6.1 New Bank and Bank shall obtain the requisite approval of this Agreement and the transactions contemplated hereby at meetings of their respective stockholders duly and properly called for such purpose by the holders of not less than two-thirds of the shares of Bank Stock and by the holders of not less than two-thirds of the shares of New Bank Stock, and the holders of no more than 10% of the shares of Bank Stock shall have exercised dissenters' rights, all in accordance with the laws of the State of Mississippi. In addition, such banks, through their respective officers and directors, shall execute and file with the appropriate regulatory authorities all documents and papers necessary, and such banks shall take every reasonable and necessary step and action to comply with and to secure such approval of this Agreement and the transactions contemplated hereby as may be required by all applicable statutes, rules and regulations.

6.2 Brookhaven has caused to be filed with the Securities and Exchange Commission (the "Commission") a Registration Statement on Form S-14 (the "Registration

Statement") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the solicitation by Bank of its stockholders' proxies for approval of the Reorganization and Merger (and this Agreement) and the transactions contemplated herein, and shall cause such Registration Statement to become effective. Brookhaven shall also cause the offering of the Brookhaven Stock made pursuant to such Registration Statement to be qualified or exempted under the Blue Sky Laws of each state in which it deems such qualification or exemption is required.

6.3 Bank will obtain for Brookhaven, prior to the Closing Date (hereinafter defined), a letter, in form and substance satisfactory to Brookhaven's legal counsel, signed by each person who is an "affiliate" of Bank for purposes of Rule 145 of the Commission under the Securities Act to the effect that (i) such person will not dispose of any shares of Brookhaven Stock to be received pursuant to the Reorganization and Merger, in violation of the Securities Act or the rules and regulations of the Commission promulgated thereunder, or in any event prior to such time as financial results covering at least 30 days of post-merger combined operations have been published, and (ii) such person consents to the placing of a legend on the certificate(s) evidencing such shares referring to the issuance of such shares in a transaction to which Rule 145 is applicable and to giving of stop-transfer instructions to Brookhaven's transfer agent with respect to such certificate(s).

ARTICLE VII

CONDITIONS PRECEDENT TO THE CONSUMMATION OF THE REORGANIZATION AND MERGER

The obligations of the parties hereto to consummate the Reorganization and Merger contemplated hereby shall be subject to the conditions that on or before the Closing Date:

7.1 Each of the parties hereto shall have performed and complied with all of its obligations hereunder which are to be complied with or performed on or before the Closing Date.

7.2 The representations and warranties made by each party hereto in this Agreement shall be true as though such representations and warranties had been made or given on and as of the Closing Date.

7.3 All required orders, consents and approvals, in form and substance reasonably satisfactory to all the parties hereto, shall have been entered by the Board of Governors of the Federal Reserve System, the Mississippi Department of Banking and Consumer Finance and the Federal Deposit Insurance Corporation, granting the authority necessary for consummation of the transactions contemplated by this Agreement pursuant to the provisions of the Bank Holding Company Act of 1956, as amended, the Mississippi Banking Code, and the Federal Deposit Insurance Act; and all other requirements prescribed by law and the rules and regulations of any other regulatory authority shall have been satisfied.

7.4 Brookhaven shall have received from each of those persons who are "affiliates" of Bank for purposes of Rule 145 of the Commission under the Securities Act, a letter signed by such person, and containing the provisions set forth in paragraph 6.3 of this Agreement.

7.5 Bank shall have received from its counsel an opinion, to the effect that:

(i) the merger of New Bank into Bank will constitute a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Code of 1954, as amended (the "Code"), which reorganization will not be disqualified by reason of the fact that Brookhaven Stock is used in the transaction (Section 368(a)(2)(E) of the Code);

(ii) no gain or loss will be recognized by the stockholders of Bank on the exchange of their Bank Stock solely for Brookhaven Stock;

(iii) the basis of the Brookhaven Stock received by Bank stockholders will be the same as the basis of Bank Stock surrendered by the stockholders of Bank in exchange therefor;

(iv) the holding period of the Brookhaven Stock to be received by the Bank stockholders will include the period during which they held Bank Stock exchanged therefor, provided Bank Stock was held as a capital asset on the date of the exchange;

(v) where a dissenting stockholder of Bank receives solely cash for Bank Stock owned by such stockholder, such cash will be treated as received by the stockholder as a distribution in redemption of his or her Bank stock subject to the provisions of Section 302 of the Code; and

(vi) to the extent that any stockholder of Bank receives cash upon the sale of a fractional share interest, such cash will be treated as received by the stockholder in redemption of such fractional share interest subject to the provisions of Section 302 of the Code.

7.6 No action, suit or proceeding shall have been instituted or shall have been threatened before any court or other governmental body or by any public authority to restrain, enjoin or prohibit the Reorganization and Merger contemplated herein, or which might restrict the operation of the business of Surviving Bank or the ownership of the common stock of Surviving Bank or the exercise of any rights with respect thereto by Brookhaven or to subject any of the parties hereto or any of their directors or officers to any liability, fine, forfeiture, or penalty on the ground that the transactions contemplated hereby, the parties hereto, or their directors or officers, have breached or will breach any applicable law or regulation, or have otherwise acted improperly in connection with the transactions contemplated hereby, and with respect to which the parties hereto have been advised by counsel that, in the opinion of counsel, such action, suit or proceeding raises substantial questions of law or fact which could reasonably be decided adversely to any party hereto or its directors or officers.

7.7 Brookhaven and Bank shall each have received a favorable opinion of Owen Roberts, special counsel to Bank in connection with the Reorganization and Merger, dated the Closing Date, in form and substance satisfactory to each such party. In rendering such opinion, such counsel may rely upon opinions of other counsel and, as to matters of fact, upon certificates or statements of any officer or officers of Bank, New Bank and Brookhaven, provided the extent of such reliance is specified in the opinion. Such counsel may state in such opinion that he makes no representation that he has independently verified the accuracy or completeness of the statements contained in the Registration Statement, prospectus or proxy statement.

7.8 It shall have been determined to the satisfaction of Bank that the Reorganization and Merger will be treated for accounting purposes similar to a "pooling of interests," whereby the assets, liabilities and retained earnings of Bank and New Bank will be carried forward on the financial statements of Surviving Bank and Brookhaven on a consolidated basis, at the amount carried on their respective books on the Effective Date of the Reorganization and Merger, and Bank and Brookhaven shall have received a letter to the above effect from Touche Ross and Co., certified public accountants.

7.9 Neither New Bank nor Bank shall declare or pay any dividend to their respective stockholders between the date of this Agreement and the Closing Date of the Reorganization and Merger, nor dispose of any of its assets in any other manner except in the normal course of business and for adequate value, except Bank may continue to pay normal dividends to its stockholders.

7.10 A committee of six, three to be appointed by the Board of Directors of Bank and three to be appointed by the Board of Directors of New Bank, at the Closing Date of the Reorganization and Merger shall have satisfied themselves, that the statement of condition of Bank as of December 31, 1981, fairly presents its financial condition and since such date there has been no material adverse change in the financial condition or business of Bank.

ARTICLE VIII

AMENDMENTS

Bank, Brookhaven and New Bank, to the extent permitted by law, may amend, modify, supplement and interpret this Agreement in such manner as may be mutually agreed upon by them in writing at any time before or after adoption of this Agreement by stockholders of Bank and New Bank, provided, however, that no such amendment, modification or supplement shall change the number of shares of Brookhaven Stock to be issued and exchanged for each share of Bank Stock, except by the affirmative action of such stockholders as required by law and by the Articles of Association of Bank.

ARTICLE IX

TERMINATION AND ABANDONMENT

9.1 Anything contained in this Agreement to the contrary notwithstanding, this Agreement may be terminated and the Reorganization and Merger abandoned at any time (whether before or after the approval and adoption thereof by the stockholders of Bank and New Bank) prior to the Closing Date by Bank notifying Brookhaven and New Bank of its intent to terminate this Agreement.

9.2 In the event of the termination of this Agreement by Bank pursuant to the provisions of paragraph 9.1, this Agreement shall be void and have no effect and create no liability on the part of any of the parties hereto or their respective directors, officers, or stockholders in respect of this Agreement.

9.3 Any of the terms or conditions of this Agreement may be waived at any time by the party which is entitled to the benefit thereof, but any such waiver by Bank shall only be taken if, in the judgment of the Board of Directors, such waiver will not have a materially adverse effect on the benefits intended under this Agreement to the stockholders of Bank.

ARTICLE X

RIGHTS OF DISSENTING STOCKHOLDERS

If this Agreement is approved by the required vote, any stockholder of Bank who has not voted in favor of this Agreement at the Special Meeting and has filed with Bank a written objection to the proposed corporate action contemplated by this Agreement at or prior to such meeting, may, within 10 days after the date on which the vote was taken, make written demand on Bank for payment of the fair value of such shareholder's Bank Stock, and, if the proposed corporate action contemplated by this Agreement is effected, Bank shall pay to such shareholder upon surrender of the certificate or certificates representing such shareholder's Bank Stock, the fair value thereof as of the day prior to the date on which the vote was taken approving this Agreement, excluding any appreciation or depreciation in anticipation of the proposed corporate action contemplated by this Agreement. Any shareholder failing to make demand within the 10-day period shall be bound by the terms of this Agreement. Any shareholder making such demand shall thereafter be entitled only to payment for his Bank Stock and shall not be entitled to vote or exercise any other rights of a shareholder.

No such demand may be withdrawn unless Bank shall consent thereto. If, however, such demand shall be withdrawn upon consent, or if the proposed corporate action contemplated by this Agreement shall be abandoned or rescinded or the shareholders shall revoke the authority to effect such action, or if no demand or petition for the determination of fair value by a court shall have been made or filed within the time provided in this Article, or if a court of competent jurisdiction shall determine that such

shareholder is not entitled to the relief provided by this Article, then the right of such shareholder to be paid the fair value of his shares shall cease and his status as a shareholder shall be restored, without prejudice to any corporate proceedings which may have been taken during the interim.

Within 10 days after the Effective Date, Bank shall give written notice thereof to each dissenting shareholder who has made demand as herein provided, and shall make a written offer to each such shareholder to pay for his Bank Stock a specified price deemed by Bank to be the fair value thereof. Such notice and offer shall be accompanied by a balance sheet of Bank as of the latest available date and not more than 12 months prior to the making of such offer, and a profit and loss statement of Bank for the twelve months' period ended on the date of such balance sheet.

If within 30 days after the Effective Date the fair value of such Bank Stock is agreed upon between any such dissenting shareholder and Bank, payment therefor shall be made within 90 days after the Effective Date, upon surrender of the certificate or certificates representing such Bank Stock. Upon payment of the agreed value the dissenting shareholder shall cease to have any interest in such Bank Stock.

If within such period of 30 days a dissenting shareholder and Bank do not so agree, then Bank, within 30 days after receipt of written demand from any dissenting shareholder given within 60 days after the Effective Date, shall, or at its election at any time within such period of 60 days may, file a petition in the chancery court of the county in Mississippi where the registered office of Bank is located praying that the fair value of such Bank Stock shall be found and determined. If Bank shall fail to institute the proceeding as herein provided, any dissenting shareholder may do so in the name of Bank. All dissenting shareholders, wherever residing, shall be made parties to the proceeding as an action against their shares quasi in rem. A copy of the petition shall be served on each dissenting shareholder who is a resident of Mississippi and shall be served by registered or certified mail on each dissenting shareholder who is a nonresident. Service on nonresidents shall also be made by publication as provided by law. The jurisdiction of the court shall be plenary and exclusive. All shareholders who are parties to the proceeding shall be entitled to judgment against Bank for the amount of the fair value of their Bank Stock. The court may, if it so elects, appoint one or more persons as appraisers to receive evidence and recommend a decision on the question of fair value. The appraisers shall have such power and authority as shall be specified in the order of their appointment or an amendment thereof. The judgment shall be payable only upon and concurrently with the surrender to Bank of the certificate or certificates representing such Bank Stock. Upon payment of the judgment, the dissenting shareholder shall cease to have any interest in such Bank Stock.

The judgment shall include an allowance for interest at such rate as the court may find to be fair and equitable in all the circumstances from the date on which the vote was taken on the proposed corporate action contemplated by this Agreement to the date of payment.

The costs and expenses of any such proceeding shall be determined by the court and shall be assessed against Bank, but all or any part of such costs and expenses may be apportioned and assessed as the court may deem equitable against any or all of the dissenting shareholders who are parties to the proceeding to whom Bank shall have made

an offer to pay for the Bank Stock if the court shall find that the action of such shareholders in failing to accept such offer was arbitrary or vexatious or not in good faith. Such expenses shall include reasonable compensation for and reasonable expenses of the appraisers, but shall exclude the fees and expenses of counsel for and experts employed by any party; but if the fair value of the shares as determined materially exceeds the amount which Bank offered to pay therefor, or if no offer was made, the court in its discretion may award to any shareholder who is a party to the proceeding such sum as the court may determine to be reasonable compensation to any expert or experts employed by the shareholder in the proceeding.

Within 20 days after demanding payment for his Bank Stock, each shareholder demanding payment shall submit the certificate or certificates representing his Bank Stock to Bank for notation thereon that such demand has been made. His failure to do so shall, at the option of Bank, terminate his rights under this Article unless a court of competent jurisdiction, for good and sufficient cause shown, shall otherwise direct. If shares represented by a certificate on which notation has been made shall be transferred, each new certificate issued therefor shall bear similar notation, together with the name of the original dissenting holder of such shares, and a transferee of such shares shall acquire by such transfer no rights in Bank other than those which the original dissenting shareholder had after making demand for payment of the fair value thereof.

Shares acquired by Bank pursuant to payment of the agreed value therefor or to payment of the judgment entered therefor, as in this Article provided, shall be cancelled and reissued to Brookhaven as provided in Article II of this Agreement.

A shareholder may dissent as to less than all of the shares registered in his name. In that event, his rights shall be determined as if the shares as to which he has dissented and his other shares were registered in the names of different shareholders.

ARTICLE XI

CLOSING DATE AND EFFECTIVE DATE

11.1 The Closing Date ("Closing Date") of the consummation of the transactions contemplated by this Agreement shall be the later of (i) the date which is 30 days after the date of the order by the Board of Governors of the Federal Reserve System authorizing the consummation of the transactions contemplated by this Agreement, (ii) the date which is 30 days after the date of the order by the Federal Deposit Insurance Corporation authorizing the consummation of the transactions contemplated by this Agreement, or (iii) the date of the order by the Mississippi Department of Banking and Consumer Finance authorizing the consummation of the transactions contemplated by this Agreement, (or if such date is not a business day, then the next business day following), or such later date as Brookhaven and Bank may agree upon.

11.2 Subject to the terms and upon satisfaction on or before the Closing Date of all conditions specified in this Agreement, the Reorganization and Merger shall be effective on the date specified in the letter to be issued by the Federal Deposit Insurance Corporation acknowledging the consummation of the Reorganization and Merger (such date being herein called the "Effective Date" of the Reorganization and Merger) and if no date be specified in such letter, then the Effective Date shall be the date of such letter.

ARTICLE XII

TERMINATION OF REPRESENTATIONS AND WARRANTIES AND CERTAIN AGREEMENTS

The respective representations, warranties, covenants, and agreements of the parties hereto shall expire with, and be terminated and extinguished by, the Reorganization and Merger on the Effective Date of the Reorganization and Merger. None of the parties shall be under any liability whatsoever with respect to any such representation, warranty, covenant or agreement, it being intended that the sole remedy of any party hereto for a breach of any such representation, warranty, covenant, or agreement shall be to elect not to proceed with the Reorganization and Merger if such breach has resulted in the failure to satisfy a condition precedent to such party's obligation to consummate the transactions contemplated hereby.

ARTICLE XIII

MISCELLANEOUS

13.1 This Agreement embodies the entire agreement among the parties and there have been no agreements, representations or warranties among the parties other than those set forth herein or those provided for herein.

13.2 This Agreement has been executed in a number of identical counterparts, each such counterpart shall be deemed to be an original instrument, but in making proof of this Agreement, it shall not be necessary to produce or account for more than one such counterpart.

13.3 Any notice or waiver to be given to any party shall be in writing and shall be deemed to have been duly given if delivered, mailed or sent by prepaid telegram addressed to such party at 148 South Whitworth Street, Brookhaven, Mississippi 39601.

13.4 The captions contained in this Agreement are inserted solely for convenient reference and shall not affect the meaning or interpretation of this Agreement.

13.5 Each of the parties hereto will pay its own fees and expenses incurred in connection with the transactions contemplated by this Agreement.

13.6 This Agreement shall be governed by and construed in accordance with the laws of the State of Mississippi.

IN WITNESS WHEREOF, the signatures and seals of each of the parties hereto this 30 day of March, 1982, each hereunto set by its President and attested by its Secretary, pursuant to a resolution of its Board of Directors, acting by a majority thereof, and witness the signatures hereto of a majority of each of such Boards of Directors:

ATTEST: BROOKHAVEN BANK AND TRUST COMPANY

/S/ F. J. REIN
Secretary

By: /S/ RAYMOND L. DAVIS
Raymond L. Davis
President

[SEAL]

The following directors of Brookhaven Bank and Trust Company:

/S/ F. F. BECKER II
F. F. Becker II

/S/ RAYMOND L. DAVIS
Raymond L. Davis

/S/ F. J. REIN
F. J. Rein

/S/ ROBERT V. MASSENGILL
Robert V. Massengill

S. E. Babington

/S/ ROBERT E. JONES
Robert E. Jones

/S/ GERALD M. KEES
Gerald M. Kees

Charles P. Moreton

/S/ STEPHEN J. SMITH
Stephen J. Smith

Bruce H. Brady

Tullius Brady

/S/ J. H. STRIBLING, JR.
J. H. Stribling, Jr.

/S/ W. D. LOFTON, JR.
W. D. Lofton, Jr.

/S/ MEADE MATHIS
Meade Mathis

ATTEST: BROOKHAVEN FINANCIAL CORPORATION

/S/ F. J. REIN
F. J. Rein
Secretary

By: /S/ F.F. BECKER II
F. F. Becker II
President

[Seal]

The following directors of Brookhaven Financial Corporation:

/S/ F. F. BECKER II
F. F. Becker II

/S/ RAYMOND L. DAVIS
Raymond L. Davis

/S/ F.J. REIN
F. J. Rein

/S/ ROBERT V. MASSENGILL
Robert V. Massengill

S. E. Babington

/S/ ROBERT E. JONES
Robert E. Jones

/S/ GERALD M. KEES
Gerald M. Kees

Charles P. Moreton

/S/ STEPHEN J. SMITH
Stephen J. Smith

Bruce H. Brady

Tullius Brady

/S/ J. H. STRIBLING, JR.
J. H. Stribling, Jr.

/S/ W.D. LOFTON, JR.
W. D. Lofton, Jr.

/S/ MEADE MATHIS
Meade Mathis

ATTEST:

NEW INTERIM BROOKHAVEN BANK
AND TRUST COMPANY

/S/ F. J. REIN
F. J. Rein,
Secretary

By: /S/ RAYMOND L. DAVIS
Raymond L. Davis,
President

[Seal]

The following directors of New Interim Brookhaven Bank and Trust Company:

/S/ F.F. BECKER II
F. F. Becker II

/S/ ROBERT V. MASSENGILL
Robert V. Massengill

/S/ RAYMOND L. DAVIS
Raymond L. Davis.

/S/ GERALD M. KEES
Gerald M. Kees

/S/ F. J. REIN
F. J. Rein

STATE OF MISSISSIPPI §
§
COUNTY OF LINCOLN §

On this 30 day of March, 1982, before me, a Notary Public for the State and County aforesaid, personally came Raymond L. Davis, as President, and F. J. Rein, as Secretary, of Brookhaven Bank and Trust Company, and each in his said capacity acknowledged the foregoing instrument to be the act and deed of said association and the seal affixed thereto to be its seal; and came also

F. F. Becker II	Raymond L. Davis
F. J. Rein	Robert V. Massengill
S. E. Babington	Robert E. Jones
Gerald M. Kees	Charles P. Moreton
Stephen J. Smith	Bruce H. Brady
Tullius Brady	J. H. Stribling, Jr.
W. D. Lofton, Jr.	Meade Mathis

being a majority of the Board of Directors of said association, and each of them acknowledged said instrument to be the act and deed of said association and of himself as director thereof.

WITNESS my official seal and signature this day and year aforesaid.

/S/ RUTH SUMMERS
Notary Public, Lincoln County
My commission expires 4/25/82

[Seal of Notary]

STATE OF MISSISSIPPI §
§
COUNTY OF LINCOLN §

On this 30 day of March, 1982, before me, a Notary Public for the State and County aforesaid, personally came F. F. Becker II, as President, and F. J. Rein, as Secretary, of Brookhaven Financial Corporation, and each in his said capacity acknowledged the foregoing instrument to be the act and deed of said association and the seal affixed thereto to be its seal; and came also

F. F. Becker II	Raymond L. Davis
F. J. Rein	Robert V. Massengill
S. E. Babington	Robert E. Jones
Gerald M. Kees	Charles P. Moreton
Stephen J. Smith	Bruce H. Brady
Tullius Brady	J. H. Stribling, Jr.
W. D. Lofton, Jr.	Meade Mathis

being a majority of the Board of Directors of said association, and each of them acknowledged said instrument to be the act and deed of said association and of himself as director thereof.

WITNESS my official seal and signature this day and year aforesaid.

/S/ RUTH SUMMERS
Notary Public, Lincoln County
My commission expires 4/25/82

[Seal of Notary]

STATE OF MISSISSIPPI $
$
COUNTY OF LINCOLN $

On this 30 day of March, 1982, before me, a Notary Public for the State and County aforesaid, personally came Raymond L. Davis, as President, and F. J. Rein, as Secretary, of New Interim Brookhaven Bank and Trust Company, and each in his said capacity acknowledged the foregoing instrument to be the act and deed of said association and the seal affixed thereto to be its seal; and came also

F. F. Becker II
Raymond L. Davis
F. J. Rein
Robert V. Massengill
Gerald M. Kees

being a majority of the Board of Directors of said association, and each of them acknowledged said instrument to be the act and deed of said association and of himself as director thereof.

WITNESS my official seal and signature this day and year aforesaid.

/S/ RUTH SUMMERS
Notary Public, Lincoln County
My commission expires 4/25/82

[Seal of Notary]

ATTACHMENT II

FINANCIAL STATEMENTS

Summary of Operations

The following Summary of Earnings for the five years ended December 31, 1981, should be read in conjunction with the financial statements and the related notes thereto for the three years ended December 31, 1981, included below.

BROOKHAVEN BANK AND TRUST CO.
FIVE-YEAR SUMMARY OF EARNINGS

	Year Ended December 31,				
	1981	1980	1979	1978	1977
Total interest income	$ 10,854,797	$ 8,642,776	$ 7,001,062	$ 5,733,888	$ 4,788,918
Total interest expense	8,443,176	5,427,125	3,820,078	2,855,636	2,316,561
Net interest income	2,411,621	3,215,651	3,180,984	2,878,252	2,472,357
Provision for loan losses	303,000	85,888	95,000	86,482	50,000
Other income	1,113,449	695,373	543,350	400,606	353,447
Other expenses	2,329,327	2,165,683	1,900,517	1,730,098	1,606,053
Income before income taxes and security gains (losses)	892,743	1,659,453	1,728,817	1,462,278	1,169,751
Income taxes (credit)	(578,603)	135,214	358,277	280,016	217,599
Income before security gains (losses)	1,471,346	1,524,239	1,370,540	1,182,262	952,152
Security gains (losses), less related income tax effect	(227,013)	(35,430)	(14,683)	(7,935)	
NET INCOME	$ 1,244,333	$ 1,488,809	$ 1,355,857	$ 1,174,327	$ 952,152
Per share data (after giving retroactive effect to a stock dividend in 1980):					
Income before security gains (losses)	$7.36	$7.62	$6.85	$5.91	$4.76
Security gains (losses) less related income tax effect	(1.14)	(.18)	(.07)	(.04)	—
Net income	$6.22	$7.44	$6.78	$5.87	$4.76
Cash dividends per share	$2.00	$2.20	$2.00	$1.80	$1.80
Total assets	$109,394,626	$98,010,965	$88,219,948	$78,260,217	$65,685,191

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BROOKHAVEN BANK AND TRUST CO.
INCREASE (DECREASE) IN INCOME AND EXPENSES
YEARS ENDED DECEMBER 31, 1981, 1980 AND 1979

	Year 1981 Over 1980		Year 1980 Over 1979		Year 1979 Over 1978	
	Amount	Percent	Amount	Percent	Amount	Percent
Total interest income	$2,212,021	25.6%	$1,641,714	23.4%	$1,267,174	22.1
Total interest expense	3,016,051	55.6	1,607,047	42.1	964,442	33.8
Net interest income	(804,030)	(25.0)	34,667	1.1	302,732	10.5
Provision for loan losses	217,112	252.8	(9,112)	(9.5)	8,518	9.8
Other income	418,076	60.1	152,023	28.0	142,744	35.6
Other expenses	163,644	7.6	265,166	14.0	170,419	9.9
Income before income taxes and security gains (losses)	(766,710)	(46.2)	(69,364)	(4.0)	256,539	18.2
Income taxes (credits)	713,817	527.9	223,063	62.3	78,261	27.9
Income before security gains (losses)	(52,893)	(3.5)	153,699	11.2	188,278	15.9
Security gains (losses), less related income tax effect	(191,583)	(540.7)	(20,747)	(141.3)	(6,748)	(185.0)
NET INCOME	($ 244,476)	(16.4)	$ 132,952	9.8	$ 181,530	15.4

Management's Discussion and Analysis of the Summary of Operations

Income

1. Yield on Loans:

	1981	1980	1979
Interest and fees on loans	$ 6,768,746	$ 5,680,393	$ 4,849,857
Average loan volume	51,135,000	49,705,000	49,107,000
Average yield	13.24%	11.43%	9.88%
Percent increase in average loan volume 1981-1980	2.88%	1.21%	

Yield on loans increased slightly from 1979 to 1981, reflecting the current market. Loan volumes increased slightly during the same period reflecting a slight growth in loans and the Bank's overall growth in its market area.

2. Yield on Investments:

a. U.S. Treasury Securities

	1981	1980	1979
Average volume	$10,594,000	$11,035,000	$9,653,000
Interest income	983,330	966,423	775,751
Average yield	9.28%	8.76%	8.04%

Increase in yields are attributable to increase in current market rates.

b. Agencies:

	1981	1980	1979
Average volume	$5,119,000	$6,072,000	$3,599,000
Interest income	490,373	561,455	288,363
Average yield	9.58%	9.25%	8.01%

There has been no significant volume in agency securities and rates appear fairly constant for the past several years.

c. Obligations of state and political sub-divisions

	1981	1980	1979
Average volume	$32,264,000	$21,674,000	$17,514,000
Interest income	2,195,562	1,236,341	939,416
Average yield	6.80%	5.71%	5.36%

Yield on municipal securities increased slightly over the past three years. The increased yield represents a general increase in rates offered in the market place.

3. All Other Income:

Other income consisting of service charges, collection and exchange charges, overdraft fees, insurance commissions increase steadily during the past three years due to the steady growth in deposits and loans.

Expenses

1. Interest Expense on Deposits

	1981	1980	1979
Average deposit volume	$95,163,000	$83,576,000	$75,335,000
Interest deposit expense	8,441,922	5,425,820	3,815,510
Average deposit cost of funds	8.87%	6.49%	5.06%

a. The increase in cost for 1981 reflects the current market trend in money market. A closer analysis using only time deposits (those deposits which are purchased by the Bank) shows the following:

	1981	1980	1979
Average time deposit volume	$79,676,000	$64,496,000	$56,332,000
Interest expense	8,441,922	5,425,820	3,815,510
Average cost of funds	10.60%	8.41%	6.77%

This increase in cost has to be offset by increases in yield from the Bank's loan and investment portfolio in order for the Bank to maintain its positions in the market.

2. Other Interest Income

Total interest income on Federal funds sold were as follows:

	1981	1980	1979
Income - Federal Funds	$364,330	$197,964	$96,432

The above reflects the Banks utilization of excess funds in order to maximize the return to the Bank.

3. Salaries and Wages

Salary and wages for the Bank were as follows:

	1981	1980	1979
Salaries and wages	$1,114,498	$985,085	$870,181
Percent increases	13.1%	13.2%	

The above increases reflect the growth of the Bank, not only in number of employees, but also in average wages paid per employee.

4. Other Operating Expenses

All other operating expenses were up 11.4% in 1981 and 13.8% in 1980, reflecting an increase in the economy and the growth the Bank has experienced.

BROOKHAVEN BANK AND TRUST COMPANY

FINANCIAL STATEMENTS AND SCHEDULES

DECEMBER 31, 1981

(With Accountants' Report Thereon)

Touche Ross & Co.

The Board of Directors
Brookhaven Bank and Trust Company
Brookhaven, Mississippi

We have examined the statement of condition of Brookhaven Bank and Trust Company as of December 31, 1981, and the related statements of income, changes in stockholders' equity and changes in financial position for the year then ended. Our examination was made in accordance with generally accepted auditing standards and, accordingly, included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances. The financial statements (statement of condition not presented separately herein) of Brookhaven Bank and Trust Company for the year ended December 31, 1980 were examined by other auditors whose report dated July 17, 1981, expressed an unqualified opinion on those statements.

In our opinion, the 1981 financial statements referred to above present fairly the financial position of Brookhaven Bank and Trust Company as of December 31, 1981, and the results of its operations and the changes in its financial position for the year then ended, in conformity with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

In the course of our examination referred to above, we also examined Schedules I and II for the year ended December 31, 1981. In our opinion, such schedules present fairly the Information therein set forth.

Touche Ross & Co.

TOUCHE ROSS & CO.
Certified Public Accountants

Jackson, Mississippi
January 21, 1982

1236 FIRST NATIONAL BANK BUILDING - P.O. BOX 22561 - JACKSON, MISSISSIPPI 39205 - (601) 354-5508

BROOKHAVEN BANK AND TRUST COMPANY
STATEMENT OF CONDITION
DECEMBER 31, 1981

ASSETS

Cash and due from banks	$ 5,615,892
Interest-bearing deposits in banks	500,000
Investment securities with aggregate market value of $45,879,933 (Notes A-1 and B):	
U. S. Treasury Securities	10,416,483
Obligations of other U. S. Government agencies and corporations	4,644,065
Obligations of state and political subdivisions	38,604,515
Other securities	10,005
Federal funds sold	100,000
Loans, less unearned discounts of $1,680,173 and allowance for loan losses of $500,114 (Notes A-2, C and D)	45,153,145
Bank premises and equipment - net (Note A-4):	
Land	271,500
Buildings and leasehold improvements	1,303,301
Furniture and equipment	948,000
	2,522,801
Less accumulated depreciation and amortization	1,129,423
	1,393,378
Other real estate (Note A-5)	130,463
Accrued interest receivable	2,008,459
Refundable income taxes (Note H)	763,900
Other assets	54,321
	$109,194,626

LIABILITIES AND STOCKHOLDERS' EQUITY

Deposits:	
Demand	$ 15,947,791
NOW accounts	5,652,119
Savings	15,911,401
Time (Note G)	60,935,896
TOTAL DEPOSITS	98,447,207
Accrued interest payable	1,529,366
Other liabilities (Note H)	235,884
TOTAL LIABILITIES	100,212,457
Commitments and contingencies (Note J)	
Stockholders' Equity (Note L):	
Common Stock, $5 par value per share: Authorized, issued and outstanding, 200,000 shares	1,000,000
Surplus	7,500,000
Undivided profits	682,169
TOTAL STOCKHOLDERS' EQUITY	9,182,169
	$109,194,626

See accompanying notes to financial statements.

BROOKHAVEN BANK AND TRUST COMPANY
STATEMENTS OF INCOME

	Year Ended December 31, 1981	1980	1979 (Unaudited)
INTEREST INCOME:			
Interest and fees on loans	$ 6,768,746	$5,680,393	$4,849,857
Interest and dividends on investment securities:			
Taxable interest and dividend income	1,473,703	1,527,878	1,064,114
Interest income exempt from Federal income taxes	2,195,562	1,236,341	939,416
Interest on Federal funds sold	364,330	197,964	96,432
Interest on deposits in banks	52,456		51,243
TOTAL INTEREST INCOME	10,854,797	8,642,776	7,001,062
INTEREST EXPENSE:			
Interest on deposits (Note G)	8,441,922	5,425,820	3,815,310
Interest on Federal funds purchased and securities sold under repurchase agreements (Note B)	1,254	1,305	4,568
TOTAL INTEREST EXPENSE	8,443,176	5,427,125	3,820,078
Net interest income	2,411,621	3,215,651	3,180,984
Provision for loan losses (Note D)	303,000	85,888	95,000
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	2,108,621	3,129,763	3,085,984
OTHER INCOME:			
Trust service income	36,140	22,055	23,648
Service charges on deposit accounts	140,154	245,996	214,483
Other account charges, fees and commissions	412,389	126,712	96,353
Rent and royalties	503,350	145,862	49,620
Other income	21,416	154,748	159,246
TOTAL OTHER INCOME	1,113,449	695,373	543,350
OTHER EXPENSES:			
Salaries	1,114,498	985,085	870,181
Pensions and other employee benefits (Note F)	249,309	235,084	219,928
Occupancy expenses	231,358	286,180	230,890
Other operating expenses	734,162	659,334	579,518
TOTAL OTHER EXPENSES	2,329,327	2,165,683	1,900,517
Income before income taxes and net security losses	892,743	1,659,453	1,728,817
Applicable income tax benefit (charge) (Note H)	578,603	(135,214)	(358,277)
Income before net security losses	1,471,346	1,524,239	1,370,540
Security losses, net of related tax benefit of $187,244 (1981)	(227,013)	(35,430)	(14,683)
NET INCOME	$ 1,244,333	$1,488,809	$1,355,857
INCOME PER COMMON SHARE (Note I):			
Income before net security losses	$7.36	$7.62	$6.85
Net security losses	(1.14)	(.18)	(.07)
Net Income	$6.22	$7.44	$6.78

See accompanying notes to financial statements.

BROOKHAVEN BANK AND TRUST COMPANY

STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

	Common Stock	Surplus	Undivided Profits	Total
Balance, January 1, 1979 (unaudited)	$ 910,500	$4,889,500	$ 497,370	$6,297,370
Net income			1,355,857	1,355,857
Transfer from undivided profits		810,500	(810,500)	
Cash dividends paid ($2.00 per share)			(364,200)	(364,200)
Balance, December 31, 1979 (unaudited)	910,500	5,700,000	678,527	2,289,027
Net income			1,488,809	1,488,809
Common stock issued	89,500		(89,500)	
Transfer from undivided profits		800,000	(800,000)	
Cash dividend paid, $2.20 per share			(440,000)	(440,000)
Balance, December 31, 1980	1,000,000	6,500,000	837,836	8,337,836
Net income			1,244,333	1,244,333
Transfer from undivided profits		1,000,000	(1,000,000)	
Cash dividends paid, $2.00 per share			(400,000)	(400,000)
Balance, December 31, 1981	$1,000,000	$7,500,000	$ 682,169	$9,182,169

See accompanying notes to financial statements.

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BROOKHAVEN BANK AND TRUST COMPANY
STATEMENTS OF CHANGES IN FINANCIAL POSITION

	Year Ended December 31,		
	1981	1980	1979 (Unaudited)
SOURCE OF FINANCIAL RESOURCES:			
From operations:			
Net income	$ 1,244,333	$ 1,488,809	$ 1,355,857
Noncash charges (credits) to income:			
Depreciation and amortization	201,068	204,872	179,310
Provision for loan losses	303,000	85,888	95,000
Deferred income taxes	(1,947)	228	
FROM OPERATIONS	1,746,454	1,779,797	1,630,167
Increase in deposits	10,111,882	8,921,424	9,100,254
Increase in other liabilities	338,029		
Decrease in cash due from banks		599,760	
Decrease in Federal funds sold	500,000	400,000	
Decrease in loans, net	2,917,223		
Decrease in other assets	12,686		
Decrease in interest bearing deposits in banks			500,000
	$15,626,274	$11,700,981	$11,230,421
USE OF FINANCIAL RESOURCES:			
Additions to bank premises and equipment, net	$ 120,299	$ 74,380	$ 285,603
Increase in cash and due from banks	2,327,589		1,018,954
Increase in interest bearing deposits in banks	500,000		
Increase in investment securities	11,023,500	9,192,980	4,045,711
Increase in other real estate	62,655		
Increase in accrued interest receivable	428,331	362,755	116,135
Increase in refundable Federal taxes	763,900		
Cash dividends paid	400,000	440,000	364,200
Decrease in other liabilities		403,218	95,754
Increase in other assets		35,497	3,273
Increase in loans, net		1,192,151	4,264,365
Increase in Federal funds sold			1,000,000
Increase in contingency reserve			36,426
	$15,626,274	$11,700,981	$11,230,421

See accompanying notes to financial statements.

BROOKHAVEN BANK AND TRUST COMPANY
NOTES TO FINANCIAL STATEMENTS

NOTE A - Summary of Significant Accounting Policies:

1. Investment Securities

Investment Securities are stated at cost adjusted for amortization of premiums and accretion of discounts by the straight-line method. The adjusted cost of specific securities sold is used to compute gains or losses on a sale of investment securities.

2. Loans and Allowance for Loan Losses

Loans are stated at the amount of unpaid principal, reduced by unearned discount and an allowance for loan losses. Unearned discount on installment loans is recognized as income over the terms of the loans by a method which approximates the interest method. Interest on other loans is calculated by using the simple interest method on daily balances of the principal amount outstanding. The allowance for loan losses is established through a provision for loan losses charged to expenses. Loans are charged against the allowance for loan losses when management believes that the collectibility of the principal is unlikely. The allowance is an amount that management believes will be adequate to absorb possible losses on existing loans that may become uncollectible, based on evaluations of the collectibility of loans and prior loan loss experience. The evaluations take into consideration such factors as changes in the nature and volume of the loan portfolio, overall portfolio quality, review of specific problem loans, and current economic conditions that may affect the borrowers' ability to pay. Accrual of interest is stopped on a loan when management believes, after considering economic and business conditions and collection efforts, that the borrower's financial condition is such that collection of interest is doubtful.

3. Pension and Profit-Sharing Plans

The Bank has a noncontributory retirement plan which covers substantially all employees. The Bank's policy is to fund pension cost as they accrue which includes amortization of past service cost over twenty years.

Employees of the Bank participate in a profit-sharing plan covering substantially all of its employees with more than one year's service. Contributions to the plan are made at the discretion of the Bank's Board of Directors and funded annually.

4. Bank Premises and Equipment

Bank premises and equipment are stated at cost less accumulated depreciation and amortization. Depreciation is charged to expense over the estimated useful lives of the assets. Leasehold improvements are amortized over the terms of the respective leases or the estimated useful lives of the improvements, whichever is shorter. Depreciation and amortization expense is computed principally by accelerated methods.

5. Other Real Estate

Other real estate is stated at the lower of the unpaid loan balance or market.

BROOKHAVEN BANK AND TRUST COMPANY
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

NOTE A - Summary of Significant Accounting Policies (Continued):

6. Income Taxes

Deferred income taxes are reported for timing differences between items of income or expense reported in the financial statements and those reported for income tax purposes. The differences relate principally to depreciation of buildings and equipment, accretion of discounts on investment securities and provision for loan losses. Investment tax credits, which are not material, are accounted for under the flow-through method as a reduction of income tax expense in the period the assets are placed in service.

NOTE B - Investment Securities:

Carrying amounts and market values of investment securities at December 31, 1981, are summarized as follows:

	Carrying Amount	Market Value
U.S. Treasury securities	$10,416,483	$ 9,616,375
Obligations of other U.S. Government agencies and corporations	4,644,065	4,293,625
Obligations of states and political subdivisions	38,604,515	31,960,928
Other securities	10,005	9,005
	$53,675,068	$45,879,933

Investment securities with a carrying amount of $13,666,011 at December 31, 1981 were pledged to secure public deposits, and for other purposes required or permitted by law.

Obligations of state and political subdivisions exceeding 10 percent of stockholders' equity at December 31, 1981, include the following:

	Carrying Value
Alabama	$ 1,676,237
Connecticut	928,259
Florida	1,461,075
Louisiana	4,787,909
Maryland	1,349,304
Michigan	1,239,890
Mississippi	9,291,276
New Jersey	1,134,096
Ohio	1,522,588
Tennessee	3,169,231
	$26,559,865

NOTE C - Loans:

The Bank's loan portfolio at December 31, 1981 consisted of the following:

Commercial	$18,174,668
Construction	838,153
Mortgage	11,126,154
Installment	17,194,457
	47,333,432
Unearned discount	(1,680,173)
	45,653,259
Allowance for loan losses	(500,114)
	$45,153,145

BROOKHAVEN BANK AND TRUST COMPANY
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

NOTE C - Loans (Continued):

Loans on which accrual of interest has been discontinued or reduced amounted to $333,400 at December 31, 1981. The effect of not accruing interest on these loans was immaterial in 1981.

In the ordinary course of business, the Bank makes loans to its directors and to companies in which these directors are principal owners. Loans made to such borrowers approximated $655,000 at December 31, 1981. These loans were made on substantially the same terms, including interest rate and collateral, as those prevailing at the time for comparable transactions with other persons, and did not involve more than normal risk of collectibility or present other unfavorable features.

NOTE D - Allowance for Loan Losses:

Changes in the allowance for loan losses were as follows:

	1981	1980	1979
Balance, beginning of year	$512,401	$503,571	$499,968
Provision charged to expenses	303,000	85,888	95,000
Loans charged off	(356,840)	(141,670)	(121,451)
Recoveries	41,553	64,612	30,054
Balance, end of year	$500,114	$512,401	$503,571

NOTE E - Trust Department Assets:

Property (other than cash deposits) held by the Bank in fiduciary or agency capacity for its customers is not included in the accompanying statements of condition, as such items are not assets of the Bank.

NOTE F - Pension and Profit-Sharing Plans:

Pension costs charged to operating expenses amounted to $71,135 in 1981, $63,861 in 1980 and $55,872 in 1979. Accumulated plan benefits and plan net assets at January 1, 1981 (date of latest valuation) are as follows:

Actuarial present value of accumulated plan benefits:	
Vested	$322,142
Nonvested	15,073
	$337,215
Net assets available for benefits	$839,896

The weighted average assumed rate of return used in determing the actuarially computed present value of accumulated plan benefits shown above was 11%.

Operating expenses include $30,000 (1981), $35,000 (1980), and $50,000 (1979) for contributions to the profit sharing plan.

BROOKHAVEN BANK AND TRUST COMPANY
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

NOTE G - Deposits:

A summary of time deposits at December 31, 1981 is as follows:

Time deposits of less than $100,000	$51,671,256
Time certificates of deposit of $100,000 or more	9,264,640
	$60,935,896

Interest expense on deposits was as follows:

	1981	1980	1979
NOW accounts	$ 276,801		
Savings	864,402	$1,037,669	$1,198,792
Time	7,300,719	4,388,151	2,616,718
	$8,441,922	$5,425,820	$3,815,510

NOTE H - Income Taxes:

Income taxes benefit before tax benefit related to security losses included in the statement of income is as follows:

	1981	1980	1979
Current	($576,656)	$125,603	$366,096
Deferred	(1,947)	9,611	(7,819)
	($578,603)	$135,214	$358,277

Accumulated deferred income tax credits of $98,676 at December 31, 1981, are included in other liabilities.

The items that caused timing differences resulting in deferred income taxes were as follows for 1981:

	1981	1980	1979
Accretion of discount on investment securities	$18,582	$17,430	
Accelerated depreciation	702		
Excess of provision for loan losses over deduction for Federal income tax purposes	(11,508)		
Cash to accrual conversion (1972)	(7,819)	(7,819)	($7,819)
Other	(1,904)		
	($ 1,947)	$ 9,611	($7,819)

Interest income on loans and securities totaling approximately $2,195,000 (1981), $1,236,000 (1980), and $939,000 (1979) is exempt from Federal income taxes; accordingly, the tax credit does not bear a normal relationship to financial income.

BROOKHAVEN BANK AND TRUST COMPANY
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

NOTE I - Income Per Common Share:

Income per common share is based on the weighted average number of shares outstanding during the year, after giving retroactive effect to a stock dividend in 1980.

NOTE J - Commitments and Contingencies:

In the normal course of business, there are various commitments and contingent liabilities such as guarantees, commitments to extend credit, etc. which are not reflected in the accompanying financial statements. No significant losses are anticipated as a result of these transactions.

The Bank had outstanding standby letters of credit in the amount of $313,787 at December 31, 1981.

NOTE K - Related Party Transactions:

During 1981, the Bank purchased real estate and an automobile from certain members of its Board of Directors. Aggregate costs of these purchases approximated $38,000.

NOTE L - Capital Change:

On January 15, 1980, the Bank changed its capital structure to 200,000 shares of common stock with a par value of $5.00 per share and issued 17,900 shares to its shareholders in conjunction therewith. The par value of the common stock issued ($89,500) was transferred from undivided profits to common stock.

NOTE M - Reclassification:

The 1980 and 1979 financial statements have been reclassified to conform to the 1981 presentation.

SCHEDULE I - U. S. Treasury Securities, Obligations of Other U.S. Government Agencies and Corporations, Obligations of States and Political Subdivisions, and Other Bonds, Notes and Debentures

Type and maturity grouping	Book Value[1]	Market Value[2]
U. S. Treasury securities:		
Within 1 year	$ 2,503,613	$ 2,437,500
After 1 but within 5 years	7,912,870	7,178,875
Total U. S. Treasury securities	$10,416,483	$ 9,616,375
Obligations of other U.S. Government agencies and Corporations:		
Within 1 year	$1,299,925	$1,267,688
After 1 but within 5 years	3,344,140	3,025,937
Total securities of other U.S. Government agencies and corporations	$4,644,065	$4,293,625
Obligations of States and political subdivisions:		
Within 1 year	$ 5,881,295	$ 5,790,122
After 1 but within 5 years	15,920,192	15,112,295
After 5 but within 10 years	6,166,818	4,201,048
After 10 years	10,636,210	6,857,463
Total obligations of States and political subdivisions	$38,604,515	$31,960,928
Other bonds, notes and debentures	$10,005	$9,005

SCHEDULE II - LOANS TO OFFICERS, DIRECTORS, PRINCIPAL SECURITY HOLDERS, AND ANY ASSOCIATES OF THE FOREGOING PERSONS
BROOKHAVEN BANK AND TRUST COMPANY
YEAR ENDED DECEMBER 31, 1981

Column A	Column B	Column C	Column D		Column E	
			Deductions		Balance at End of Period December 31, 1981	
			(1)	(2)	(1)	(2)
Name of Borrower	Balance at Beginning of Period	Additions	Amounts Collected	Amounts Written Off	Current	Not Current
Gerald M. Kees	$248,534.65	$126,650.00	$ 99,096.16		$276,088.49	
	Direct personal loans secured by real estate. (Rates are 7% and 8 3/4%). Commercial loans to personal business for working capital secured by personal endorsement and real estate. Rates for the year varied from 14-18 percent.					
W. D. Lofton	318,949.05	124,700.00	371,726.20		71,922.85	
	Commercial loans to personal business to provide working capital. Secured by real estate and personal endorsement. Rates for the year varied from 15-18 percent. Direct personal loan secured by real estate. (Rate 7.34%).					
All directors as a group (5 persons)	334,393.12	372,910.00	400,461.79		306,841.33	
TOTAL	$901,876.82	$624,260.00	$871,284.15		$654,852.67	

SCHEDULE II - LOANS TO OFFICERS, DIRECTORS, PRINCIPAL SECURITY HOLDERS, AND ANY ASSOCIATES OF THE FOREGOING PERSONS
BROOKHAVEN BANK AND TRUST COMPANY
YEAR ENDED DECEMBER 31, 1980

Column A	Column B	Column C	Column D		Column E	
			Deductions		Balance at End of Period December 31, 1980	
			(1)	(2)	(1)	(2)
Name of Borrower	Balance at Beginning of Period	Additions	Amounts Collected	Amounts Written Off	Current	Not Current
Gerald M. Keen	$252,757.53	$121,871.14	$126,094.02		$248,534.65	
Direct personal loans secured by real estate. (Rates are 72 and 8 3/4%). Commercial loans to personal business for working capital secured by personal endorsement and real estate. Rates for the year varied from 10-14 percent.						
W.D. Loftus	172,412.57	305,000.00	158,463.52		318,949.05	
Commercial loans to personal business to provide working capital, secured by real estate and personal endorsement. Rates for the year varied from 10-13 3/4 percent. Direct personal loan secured by real estate. (Rate 7.34%)						
All directors as a group (5 persons)	173,028.33	314,800.00	153,435.21		334,393.12	
TOTAL	$598,198.43	$741,671.14	$437,992.75		$901,876.82	

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SCHEDULE II - LOANS TO OFFICERS, DIRECTORS, PRINCIPAL SECURITY HOLDERS, AND ANY ASSOCIATES OF THE FOREGOING PERSONS
BROOKHAVEN BANK AND TRUST COMPANY
YEAR ENDED DECEMBER 31, 1979

Column A	Column B	Column C	Column D		Column E	
			Deductions		Balance at End of Period: December 31, 1979	
Name of Borrower	Balance at Beginning of Period	Additions	(1) Amounts Collected	(2) Amounts Written Off	(1) Current	(2) Not Current
Gerald M. Kees	$260,066.98	$103,625.30	$110,934.75		$252,757.53	
	Direct personal loans secured by real estate. (Rates are 7% and 8 3/4%). Commercial loans to personal business for working capital secured by personal endorsement and real estate rates for the year varied from 14-18 percent.					
W. D. Lofton	296,090.56	48,800.00	172,477.99		172,412.57	
	Commercial loans to personal business to provide working capital, secured by real estate and personal endorsement. Rates for the year varied from 10-13 3/4 percent. Direct personal loan secured by real estate. (Rate 7.34%).					
All directors as a group (6 persons)	208,733.35	92,000.00	127,705.02		173,028.33	
TOTAL	$764,890.89	$244,425.30	$411,117.76		$598,198.43	

Interim financial information relating to the Bank for the three-month and six-month periods ended June 30, 1982 follows.

BROOKHAVEN BANK AND TRUST COMPANY
STATEMENTS OF CONDITION
(Unaudited)

	June 30, 1982	June 30, 1981
ASSETS		
Cash and due from banks	$ 6,687,833	$ 4,238,905
Investment securities, net	55,224,944	47,639,445
Loans	52,259,604	52,557,881
Less: Unearned discount	(1,639,432)	(2,071,371
Valuation portion of reserve for possible loan losses	(480,309)	(535,244
	50,139,863	49,951,266
Bank premises and equipment, net	1,593,682	1,342,283
Other assets	3,764,141	3,173,141
	$117,410,463	$106,345,040
LIABILITIES AND STOCKHOLDERS' EQUITY		
Reports:		
Demand	$ 20,207,431	$ 21,056,098
Savings	15,510,967	17,273,649
Time	69,985,956	57,409,765
TOTAL DEPOSITS	105,704,354	95,739,512
Other liabilities	1,943,475	1,831,810
TOTAL LIABILITIES	107,647,829	97,571,322
Stockholders' Equity:		
Common Stock $5 par value per share: Authorized, issued and outstanding, 200,000 shares	1,000,000	1,000,000
Surplus	7,500,000	6,500,000
Undivided profits	1,262,634	1,273,718
TOTAL STOCKHOLDERS' EQUITY	9,762,634	8,773,718
	$117,410,463	$106,345,040

BROOKHAVEN BANK & TRUST COMPANY
STATEMENTS OF INCOME
THREE MONTHS AND SIX MONTHS ENDED JUNE 30, 1982 AND 1981

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	1982	1981	1982	1981
Interest Income:				
Interest and fees on loans	$1,724,320	$1,666,609	$3,336,228	$3,250,378
Interest and dividends on investment securities:				
Taxable interest and dividend income	542,210	401,369	950,137	794,111
Interest income exempt from Federal income taxes	650,377	527,034	1,373,436	926,471
Other interest income	194,340	138,691	303,422	241,751
Total Interest Income	3,111,247	2,733,703	5,963,223	5,212,711
Interest Expense:				
Interest on deposits	2,451,034	2,062,713	4,763,809	3,862,709
Other interest	491	5,553	491	5,660
Total Interest Expense	2,451,525	2,068,266	4,764,300	3,868,369
Net interest income	659,722	665,437	1,198,923	1,344,342
Provision for loan losses	30,000	21,000	58,000	42,000
Net Interest Income after Provision for Loan Losses	629,722	644,437	1,140,923	1,302,342
Other income	290,183	324,612	597,162	509,563
Other expenses	667,470	593,404	1,293,556	1,134,242
Income before income taxes and net security losses	252,435	375,645	444,529	677,663
Applicable income tax benefit	182,355	226,016	427,308	180,672
Income before net security losses	434,790	601,661	871,837	858,335
Security losses, net of applicable income taxes	(20,529)	(169,223)	(51,372)	(222,453)
NET INCOME	$ 414,261	$ 432,438	$ 820,465	$ 635,882
Income Per Common Share:				
Income before security losses	$2.17	$3.01	$4.36	$4.29
Net security losses	(.10)	(.85)	(.26)	(1.11)
Net Income	$2.07	$2.16	$4.10	$3.18

NOTE: Earnings per common share is based on the weighted average shares outstanding during the period., (200;000 shares for each period).

BROOKHAVEN BANK AND TRUST COMPANY
STATEMENTS OF CHANGES IN FINANCIAL POSITION
SIX MONTHS ENDED JUNE 30, 1982 AND 1981

(Unaudited)

	Periods Ended June 30, 1982	1981
SOURCE OF FINANCIAL RESOURCES:		
From operations:		
Net income	$ 820,465	$ 635,882
Noncash charges (credits) to income:		
Depreciation and amortization	(1,855)	84,124
Provision for loan losses	58,000	42,000
From operations	876,610	762,006
Increase in deposits	7,257,147	7,404,187
Increase in other liabilities	178,225	494,006
	$8,311,982	$8,660,199
USE OF FINANCIAL RESOURCES:		
Increase in cash and due from banks	$ 571,941	$ 950,602
Increase in investment securities	1,512,524	4,952,146
Increase in loans, net	5,044,718	1,619,898
Additions to bank premises and equipment, net	235,801	95,684
Increase in other assets	706,998	841,869
Cash dividends paid	240,000	200,000
	$8,311,982	$8,660,199

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BROOKHAVEN BANK AND TRUST COMPANY
STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
SIX MONTHS ENDED JUNE 30, 1982 AND 1981

(Unaudited)

	Common Stock				
	Shares	Par Value	Surplus	Undivided Profits	Total
Balance, January 1, 1980	200,000	$1,000,000	$6,500,000	$ 837,836	$8,337,836
Net income				635,882	635,882
Cash dividend paid $1.00 per share (200,000 shares)				(200,000)	(200,000)
Balance, June 30, 1981	200,000	$1,000,000	$6,500,000	$1,273,718	$8,773,718
Balance, January 1, 1981	200,000	$1,000,000	$7,500,000	$ 682,169	$9,182,169
Net income				820,465	820,465
Cash dividend paid $1.20 per share (200,000 shares)				(240,000)	(240,000)
Balance, June 30, 1982	200,000	$1,000,000	$7,500,000	$1,262,634	$9,762,634

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS

The three months ended June 30, 1982 reflected a slight decrease in net earnings compared with the same quarter's results for 1981; a reduction of $18,177 or 4%. Interest income increased $377,544 or 14%, however, interest expense on deposits increased slightly more - $383,259 or 18.5%. The decrease in other income, combined with the increase in other expenses, reflected a net reduction in income of $108,495, which combined with the above, shows net income decreasing, before tax benefit and net security losses, by $123,210 or 32.8%. The income tax benefit and reduction in net security losses have a positive effect by reducing this to $18,177 or 4.2% reduction in net income for comparable 1982 and 1981 quarters.

For the six months ended June 30, 1982 net income reflects a $184,583 increase over the comparable 1981 total, or 29%. Interest income increased $750,512 or 14.4% and interest expense increased $895,931 or 23.2%. Net income before applicable tax benefits and net security losses reflected a decrease of $233,134 or 34%.

OTHER INFORMATION

1. Other Financial Information

The bank's business is not subject to any seasonality nor does the bank have any material concentration of deposits from any single customer or group of customers. In addition, there is no significant portion of the loan portfolio concentrated within a single industry or group of related industries. The Bank does not rely on foreign sources of funds or income and as of June 30, 1982 had no loans or commitments to lend to persons outside the United States. The Bank has outstanding standby letters of credit in the amount of $359,587 and $176,777 at June 30, 1982 and 1981, respectively. There has been no Form F-3 filed with the Federal Deposit Insurance Corporation during the most recent quarter reporting a change in independent accountants. In addition, there have been no significant accounting changes made nor are any under consideration.

In March, 1982, the Board of Directors of the Bank approved a reorganization and merger agreement, whereby each outstanding share of common stock ($5.00 par value) of the Bank will be converted into and exchanged for one share of common stock ($5.00 par value) of Brookhaven Financial Corporation, and the Bank will become a wholly-owned subsidiary of Brookhaven Financial Corporation. A Form S-14 Registration Statement has been filed with the Securities and Exchange Commission relative to this merger.

2. Sales of Securities (Debt on Equity) - None

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

A. D., 19 82, 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.,

November 24, 1982

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

Bill Allain
ATTORNEY GENERAL.

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

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State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

NATCHEZ FINE ARTS COMMISSION, INC.

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 2nd day of December, A. D., 1982.

William F. Winter
Governor.

Attest:

Edwin Lloyd Pittman
Secretary of State.

CERTIFIED COPY OF RESOLUTION
ADOPTED BY
NATCHEZ FINE ARTS COMMISSION, INC.
AT A MEETING OF THE MEMBERS HELD ON
November 30, 1982
AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF
NATCHEZ FINE ARTS COMMISSION, INC.

WHEREAS, Natchez Fine Arts Commission, Inc. is a voluntary, non-profit incorporation chartered by the State of Mississippi, and

WHEREAS, after thorough discussion in a duly held meeting this corporation desires to amend its charter to limit its purposes as required by the Internal Revenue Service for 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).

THEREFORE, BE IT RESOLVED by Natchez Fine Arts Commission, Inc. that its charter is amended as follows:

See EXHIBIT "A" attached hereto and made a part hereof.

CERTIFICATE

I, John Pace Irvin Secretary, ~~President~~ of Natchez Fine Arts Commission, 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 Natchez Fine Arts Commission, Inc. in a meeting assembled on the 30th

day of November, 19 82, in Natchez, Mississippi.

WITNESS MY SIGNATURE, this 1st day of December, 19 82.

John Paul Lum
SECRETARY

EXHIBIT "A"

Paragraph 6 of the Charter of Incorporation of Natchez Fine Arts Commission, Inc., is hereby amended to read as follows:

The purpose for which this corporation is created is to foster, encourage and develop public appreciation of the fine arts, and classical music in particular; to provide means, equipment, and facilities to afford the public an opportunity to acquire knowledge of the fine arts through recitals and seminars; to provide means, equipment, and facilities to afford qualified artists a medium through which their music may be presented to the public; to own, lease, operate, and maintain workshops and theaters; to cultivate, promote, foster, sponsor, and develop the understanding, taste and love of the fine arts; and to do all and everything necessary, suitable, and proper for the attainment of any of the purposes, the accomplishment of any of the objectives, or the furtherance of any of the powers hereinabove set forth.

The rights and powers of the corporation include the right to sue and be sued; to acquire and own any and all types of property, real and personal, and to deal with it in any lawful manner; to receive gifts and donations, and to make gifts, loans and grants in furtherance of the purposes of this corporation.

Notwithstanding any of the provisions 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.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purposes.

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

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ARTICLES OF AMENDMENT TO THE

CHARTER OF INCORPORATION

OF

NATCHEZ FINE ARTS COMMISSION, INC.

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

FIRST: The name of this corporation is Natchez Fine Arts Commission, Inc.

SECOND: The following amendment of the Charter of Incorporation was adopted by the members of the corporation on November 30, 1982, at a regular meeting of the members of the corporation at Natchez, Mississippi:

See EXHIBIT "A" attached hereto and made a part hereof.

DATED: This the 1st day of December, 1982.

SIGNED: Natchez Fine Arts Commission, Inc
(Name of Corporation)

BY: John Page Irvin
SECRETARY

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF ADAMS

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, John P. Irvin, SECRETARY of Natchez Fine Arts Commission, Inc

_____, who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of Natchez Fine Arts Commission, Inc., on this the 1st day of December, 19 82.

Cathy L. Wardell
NOTARY PUBLIC

My Commission expires: 11-17-84

EXHIBIT "A"

Paragraph 6 of the Charter of Incorporation of Natchez Fine Arts Commission, Inc., is hereby amended to read as follows:

The purpose for which this corporation is created is to foster, encourage and develop public appreciation of the fine arts, and classical music in particular; to provide means, equipment, and facilities to afford the public an opportunity to acquire knowledge of the fine arts through recitals and seminars; to provide means, equipment, and facilities to afford qualified artists a medium through which their music may be presented to the public; to own, lease, operate, and maintain workshops and theaters; to cultivate, promote, foster, sponsor, and develop the understanding, taste and love of the fine arts; and to do all and everything necessary, suitable, and proper for the attainment of any of the purposes, the accomplishment of any of the objectives, or the furtherance of any of the powers hereinabove set forth.

The rights and powers of the corporation include the right to sue and be sued; to acquire and own any and all types of property, real and personal, and to deal with it in any lawful manner; to receive gifts and donations, and to make gifts, loans and grants in furtherance of the purposes of this corporation.

Notwithstanding any of the provisions 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.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purposes.

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Received at the office of the Secretary of State, this the 2nd day of Dec.

A. D., 1982, 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, 1982

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
Assistant Attorney General.

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

NEWHEBRON BAPTIST CHURCH

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 2nd day of December, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

CERTIFIED COPY OF RESOLUTION OF NEWHEBRON BAPTIST CHURCH

I, Janice K. Flynt, the undersigned, do hereby certify that I am the Official Clerk of the Newhebron Baptist Church, Newhebron, Mississippi, and that the following is a true copy of a resolution duly adopted by the Church on the 14th day of November, 1982, and of record in the official records of the said Church, at which a quorum was present and that such resolution has not been resconded or modified.

"BE IT RESOLVED, by the Newhebron Baptist Church, Newhebron, Mississippi, that the said Church organize as a non-profit religious corporation, under provisions of Chapter II Title 79 of the Mississippi Code of 1972 as amended and that the following members of this organization, to-wit: James Earl Clark, PO Box 37, Newhebron, Ms. 39140; George Myron Lee, PO Box 97, Newhebron, Ms. 39140, and Pat H. Shivers, PO Box 199, Newhebron, Ms. 39140, be and are hereby duly and fully authorized to apply for a Charter and to do and perform all other acts necessary and advisable to complete and perfect the organization of said incorporation."

IN WITNESS WHEREOF, I have hereunto subscribed my name, this the 22nd day of November, 1982.

Janice K. Flynt
CLERK

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

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

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is:

NEWHEBRON BAPTIST CHURCH

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

Name	Street & No.	City	State
James Earl Clark	PO Box 37	Newhebron	Mississippi 39140
George Myron Lee	PO Box 97	Newhebron	Mississippi 39140
Pat H. Shivers	PO Box 199	Newhebron	Mississippi 39140

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

3. The domicile is at Corner of Main and Jefferson Streets (Street and No.) Newhebron (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.)

That the Corporation is Non-Profit and no shares of stock shall be issued and shall be a religious organization, as authorized by Provisions of Section 79-11-1, Mississippi Code of 1972 and Amendments thereto.

5. Period of existence shall be perpetual.

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

To carry out God's will, through preaching to the lost for Christ and training Christians to be disciples; to promote the reading and study of the Holy Bible as the revered Word of God, to promote the teachings and preachings of the Gospel of our Lord and Savior Jesus Christ and to spread the Gospel throughout the World; to promote, maintain and defend the principles and faith of the Christian Denomination and Sect usually and universally known and designated as Baptist; to maintain, own and have a place or places of religious worship.

And to secure, hold, improve, encumber, sell, convey and dispose of property, both real and personal, in fee simple or otherwise.

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 288 PAGE 397

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

Signatures: James Earl Clark
James Earl Clark
George Myron Lee
George Myron Lee
Pat H. Shivers
Pat H. Shivers

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Lawrence

This day personally appeared before me, the undersigned authority James Earl Clark, George Myron Lee, and Pat H. Shivers, incorporators of the corporation known as the Newhebron Baptist Church who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 22nd day of November, 19 82

My Comm. expires: 4-11-84

P. H. Shivers
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 24th day of November A.D., 1982, 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, 1982

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

Bill Allain
Attorney General

By Richard M. Allen
Assistant Attorney General

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

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MISSISSIPPI RAILWAY AND
TRANSPORTATION MUSEUM, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 2nd day of December, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION ADOPTED BY MISSISSIPPI
RAILWAY AND TRANSPORTATION MUSEUM
November 13, 1982

BE IT RESOLVED, That it is the sense of the members of Mississippi Railway and Transportation Museum, an unincorporated association, that it would be to the best interest of said museum that same be incorporated as a non-profit, non-share, corporation under the laws of the State of Mississippi;

BE IT FURTHER RESOLVED, That J. V. Cannon, Arthur LaSalle, and W. T. Hart, members of the organization, be, and they hereby are, authorized, empowered and directed by the said Mississippi Railway and Transportation Museum to make application for a charter of incorporation, and to sign any and all documents, and to take such steps and do any and all things in the name of said Mississippi Railway and Transportation Museum necessary and incident to obtaining such charter of incorporation, said corporation to be named Mississippi Railway and Transportation Museum, Inc.

CERTIFICATE

We, the undersigned, J V Cannon and Arthur E. La Salle, President and Secretary, respectively, of Mississippi Railway and Transportation Museum, an unincorporated association, hereby certify that the foregoing is a true and correct copy of a resolution unanimously adopted by the members of the said Mississippi Railway and Transportation Museum at a meeting thereof held on Nov 13, 1982, 1982, as the same appears on the minutes of said organization.

WITNESS our signatures this, the 13th day of November, 1982.

J V Cannon
President

Arthur E. La Salle
Secretary

ARTICLES OF INCORPORATION
OF
MISSISSIPPI RAILWAY AND TRANSPORTATION MUSEUM, INC.

1. The corporate title of said company is "MISSISSIPPI RAILWAY AND TRANSPORTATION MUSEUM, INC."

2. The name, street addresses, and post office addresses of the incorporators, all of whom are adult resident citizens of the State of Mississippi, and who are authorized by said organization in its minutes to apply for this Charter, a true copy of said authorizing resolution being attached hereto and made a part hereof, are as follows:

(a) J. V. Cannon, 2820 Lincoln Road, Apartment No. 36, P. O. Box 3063, Hattiesburg, Mississippi, 39403

(b) Arthur LaSalle, Route 1, Box 201, Fayette, Mississippi, 39069

(c) W. T. Hart, 910 9th Avenue, Cleveland, Mississippi, 38732.

3. The domicile of the corporation shall be 2820 Lincoln Road, Apartment No. 36, P. O. Box 3063, Hattiesburg, Mississippi, 39403.

4. This corporation is non-profit and no shares of stock shall be issued, and it is a charitable, literary, and civic improvement association. The corporation shall not be required to make publication of its charter, 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 debt, but the entire corporate property shall be liable for the claims of creditors.

5. The period of existence of the corporation shall be perpetual, provided, nevertheless, that this charter shall be subject at all times to alteration, amendment, or repeal.

6. The purposes for which the corporation is created are as follows, to-wit:

(a) To exist and be operated exclusively for civic improvement, educational and recreational purposes; to stimulate interest in and appreciation of, the history of the railroad industry; to encourage, foster and promote, by acquisition or otherwise, the preservation and restoration of historic materials of railway

transportation of all kinds; to establish and operate museums; to encourage, foster, and promote, by acquisition or otherwise, the developments of community interest in railway transportation;

(b) No part of the net earnings of this corporation shall inure to the benefit of any private individual, and this corporation shall carry on no propaganda activities, or otherwise attempt to influence legislation, and shall not participate in or intervene in any political campaign on behalf of any candidate for public office, and any contributions or gifts made to the corporation shall be used exclusively for the hereinbefore mentioned corporate purposes on a wholly non-profit charitable basis; Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activity not permitted to be carried on by (a) a corporation exempt from federal income taxes 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 the corresponding provision of any future United States Internal Revenue law);

(c) To acquire, own, and hold by purchase, gift, lease or otherwise, real and personal property of every kind and character, for corporate purposes only;

(d) The corporation shall, at all times, be operated in full compliance with the requirements of Section 501 (c)(3) of the Internal Revenue Code of 1954 as the same shall be from time to time amended. Upon dissolution of the corporation, the Directors shall, after paying or making provision for payments of all of the liabilities of the corporation, turn the residual assets of the corporation over to one or more organizations which themselves are exempt as organizations described in Section 501 (c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or Local government for exclusive public purpose;

(e) The rights and powers that may be exercised by this corporation, in addition to the foregoing are those conferred by provisions of Chapter 11, Title 79 of the Mississippi Code of 1972, as amended;

WITNESS our signatures, this, the 13th day of November, 1982.

J. V. Cannon

J. V. Cannon

Arthur La Salle

Arthur LaSalle

W. T. Hart

W. T. Hart

STATE OF MISSISSIPPI

COUNTY OF Adams

Personally appeared before me, the undersigned authority in and for the above jurisdiction, J. V. Cannon, one of the incorporators of the corporation known as "Mississippi Railway and Transportation Museum, Inc.", who acknowledged that he signed and executed the foregoing Articles of Incorporation as his act and deed, on the 13th day of November, 1982.

GIVEN under my hand and official seal, this, the 13th day of November, 1982.

Judith N Brown

NOTARY PUBLIC

(SEAL)

My Commission Expires:

2-7-83

STATE OF MISSISSIPPI

COUNTY OF Adams

Personally appeared before me, the undersigned authority in and for the above jurisdiction, Arthur LaSalle, one of the incorporators of the corporation known as "Mississippi Railway and Transportation Museum, Inc.", who acknowledged that he signed and executed the foregoing Articles of Incorporation as his act and deed, on this 13th day of November, 1982.

GIVEN under my hand and official seal on this, the 13th day of November, 1982.

Judith N Brown

NOTARY PUBLIC

(SEAL)

My Commission Expires:

2-7-83

STATE OF MISSISSIPPI

COUNTY OF Leflore

Personally appeared before me, the undersigned authority in and for the above jurisdiction, W. T. Hart, one of the incorporators of the corporation known as "Mississippi Railway and Transportation Museum, Inc.", who acknowledged that he signed and executed the foregoing Articles of Incorporation as his act and deed, on the 22nd day of November, 1982.

GIVEN under my hand and official seal on this, the 22 day of November, 1982.

Suzanne C Doyle
NOTARY PUBLIC
(Suzanne Crowder)

(SEAL)

My Commission Expires:
My Commission Expires July 17, 1985

BOOK 288 PAGE 404

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

A. D., 1982, 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, 1982

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.

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

ABUNDANT LIFE CHRISTIAN CENTER, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 6th day of December, A.D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF Abundant Life Christian Center, an unincorporated association, To Incorporate, Designating the incorporators, The name of the proposed corporation and authorizing the expenditure of the funds of the association necessary to do so.

BE IT RESOLVED by the members of Abundant Life Christian Center, an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that Herbert Beasley, Hillary Dixon, Howell Jordan, P. K. Campbell, Paul Paxton, Riley Kimble and Billy Winborne are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named the Abundant Life Christian Center, Inc.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

Adopted this the 15th day of May, 1982.

CERTIFICATE

I, Hillary Dixon, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the 15th day of May, 1982, at Rt. 1, Box 256A, Brookhaven, Mississippi, at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 24th day of Sept., 1982.

Hillary Dixon
Secretary

J. Ronny Smith, Chancery Clerk
By: Janice Boling, D.C.
1/1/86

BE IT KNOWN: That the Incorporators have agreed that By-laws for the new Church called the Abundant Life Christian Center should be made with great prayer and consideration, and they shall be subject to approval according to Article XII of the Articles of Incorporation. Therefore, at the time of Incorporation, no By-laws have been submitted, discussed or approved.

Hillary Dixon

Hillary Dixon, Secretary

THE CHARTER OF INCORPORATION
of
ABUNDANT LIFE CHRISTIAN CENTER

ARTICLE I

The name of the Corporation shall be the Abundant Life Christian Center,Inc.

ARTICLE II

The names and Post Office addressess of the Incorporators are:

NAME	ADDRESS
Herbert Beasley	Rt. 1, Box 256A Brookhaven, Miss. 39601
Hillary Dixon	Williams St. Extension Brookhaven, Miss. 39601
Howell Jordan	301 S. Hamilton St. Brookhaven, Miss. 39601
P. K. Campbell	N. Jackson St. Brookhaven, Miss. 39601
Paul Paxton	Rt. 2 Brookhaven, Miss. 39601
Riley Kimble	Rt. 1 Wesson, Miss. 39191
Billy Ray Winborne	Rt. 6 Brookhaven, Miss. 39601

Each of the above Invorporators are adult resident citizens of the state of Mississippi.

ARTICLE III

The Domicile of the Corporation is at Rt. 1, Box 256A, Brookhaven, Mississippi.

ARTICLE IV

The Corporation is non-profit, and no shares of stock shall be issued. The corporation is created, and shall act, as a Church within the meaning of S79-11-1 of the Mississippi code of 1972, as amended.

ARTICLE V

The period of existence shall be perpetual.

ARTICLE VI

The nature of the business of the corporation and the objectives and purposes for which it is formed, including

statements of the rights and powers that are to be excercised by said corporation, which said powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated are:

1. To associate its members for the purpose of worshipping God, conducting a program of Christian Charity, Education and instruction for its members and others who wish to join with them, to carry on a general missionary endeavor in all its phases, both at home and abroad.
2. To acquire, by purchase, rental, donation or bequest, and to hold, own and use, such property that may be necessary to carry on the programs herein outlined and the purposes for which this corporation is organized; to sell its property when necessary; to borrow money for acquiring buildings, land or equipment necessary for carrying out the mission of the corporation; and to do any and all things necessary and usually done by Christian Churches in carrying out their purposes.
3. To have and exercise all powers, privileges and rights conferred on corporations by the laws of the State of Mississippi and all powers and rights incidental in carrying out the purposes for which this corporation is formed, except such as are inconsistent with the express provisions of the act under which this corporation is formed.

ARTICLE VII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in article VI hereof. No shares of stock shall be issued, and publication of its charter shall not be required.

ARTICLE VIII

In the event of dissolution, the Board of Trustees shall, after paying or making provision for payment of any liabilities of the corporation, dispose of all the assets of the corporation in such manner or to such corporations organized exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, or corresponding provisions of any future United States Internal Revenue Law, as the Board of Trustees shall determine. None of the assets shall be distributed to any member, officer or trustee of this organization.

ARTICLE IX

Membership in this Corporation shall be limited to those persons who offer themselves and are accepted as members of the Abundant Life Christian Center. Each of the members shall have the right to one vote on any matter brought before the body of members convened in regular annual or a specially called business meeting.

ARTICLE X

The direction and administration of this corporation shall be invested in a Board of Trustees consisting of three (3) members. They shall be elected by majority vote of the members present and voting at an annual meeting of the members of the Corporation, convened in a business conference which shall be held on the first Wednesday of December of each year. Each trustee shall hold office for a term of one year and until his successor is elected and qualified. The powers and duties of the trustees shall be such as are generally exercised by directors of a non-profit corporation, and they shall have such other duties as may be prescribed in the by-laws of this corporation.

In any meeting of the Board of Trustees, two (2) shall constitute a quorum for transaction of business. The Board of Trustees shall elect a president, a vice-president, a secretary and treasurer, although the secretary-treasurer may be combined in one member. The said officers shall have such duties, responsibilities and authority as are usually exercised by such officers and they shall have such other duties, responsibilities and authority as are set

out in the by-laws of this corporation.

The first trustees of this Corporation are hereinafter named and they shall remain in office until the first annual meeting of the corporation on the first Wednesday in December of 1982. Their names and addresses are as follows:

NAME	ADDRESS
Herbert Beasley	Rt. 1, Box 256A Brookhaven, Miss. 39601
Hillary Dixon	Williams St. Extension Brookhaven, Miss. 39601
Howell Jordan	301 S. Hamilton St. Brookhaven, Miss. 39601

ARTICLE XI

An annual meeting of the members of this Corporation shall be held each year upon the first Wednesday of December. The only notice of this meeting necessary shall be an announcement of the date thereof from the pulpit by the Pastor of the Church at a meeting of the congregation within two weeks prior to the Meeting.

No business transaction at a voting members meeting shall be valid unless a quorum is present. A quorum shall consist of ten (10) of the members present in person at any meeting. Any permissible action may be taken by the corporation upon a majority vote of the members present and voting in any meeting where a quorum is present.

ARTICLE XII

The Board of Trustees shall have the power to make, amend and repeal by-laws to govern this Corporation, provided they are in accordance with and do not conflict with the Articles of Incorporation, subject, however, to the right of the members of this Corporation to change any by-laws by a majority vote of the members at a regular annual meeting of the membership or at any specially called membership meeting.

ARTICLE XIII

The Corporation shall be governed by a Board of Trustees and officers and its membership subject to all of the rights and obligations set forth in the Mississippi statutes governing non-profit, nonshare corporations, Section 79-11-1, et seq. of the Mississippi Code of 1972, as amended.

ARTICLE XIV

As per Section 79-11-1(g) of the Mississippi Code of 1972, This Corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for nonpayment of dues, shall vest in each member the right to one (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.

INCORPORATORS:

Herbert Beasley

Hillary Dixon

Howell Jordan

P. K. Campbell

Paul Paxton

Riley Kimble

Billy Ray Winborne

STATE OF MISSISSIPPI

COUNTY OF LINCOLN

This day personally appeared before me, the undersigned authority, Howell P. Jordan, P. K. Campbell, and Herbert A. Beasley, incorporators of the corporation known as the Abundant Life Christian Center, Inc., who stated on oath that they are adult resident citizens of the State of Mississippi and who acknowledged that they signed and executed the above and foregoing Charter of Incorporation, as its act and deed on this the 16th day of August, 1982.

J. Ronny Smith Chancery Clerk
By: Janice Boling, D.C.
Notary Public

My Commission expires:
9/1/84

STATE OF MISSISSIPPI

COUNTY OF LINCOLN

This day personally appeared before me, the undersigned authority, Hilary Dixon, Billy Ray Winborne Incorporators of the corporation known as the Abundant Life Christian Center, Inc., who stated on oath that they are adult resident citizens of the State of Mississippi and who acknowledged that they signed and executed the above and foregoing Charter of Incorporation, as its act and deed on this the 19th day of August, 1982

J. Ronny Smith, Chancery Clerk
Notary Public
By: Janice Boling, D.C.

My Commission expires:
1/1/84

STATE OF MISSISSIPPI

COUNTY OF LINCOLN

This day personally appeared before me, the undersigned authority, Riley Kimble and [illegible], Incorporators of the corporation known as the Abundant Life Christian Center, Inc., who stated on oath that they are adult resident citizens of the State of Mississippi and who acknowledged that they signed and executed the above and foregoing Charter of Incorporation, as its act and deed on this the 20th day of August, 1982

J. Ronny Smith, Chancery Clerk
Notary Public
By: Janice Boling, D.C.

My Commission expires:
1/1/84

Received at the office of the Secretary of State, this the 11th day of October A. D., 1982 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, 1982

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.

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MISSISSIPPI MUSIC & TALENT ASSOCIATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 6th day of December, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

BOOK 288 PAGE 417

RESOLUTION OF Mississippi Music & Talent 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 Mississippi Music & Talent 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 Nina Taylor, Joy Coleman, Sherry Bowen

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Mississippi Music & Talent 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, Sherry Bowen, 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 Nov. 15, 1982 at Town Motel Restaurant in Booneville at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 24th

day of November 1982

Secretary Sherry Bowen

C-30-3

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 Music & talent 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
Nina Taylor	Route 6, Box 498	Booneville,	MS 38829
Joy Coleman	Route 5, Box 32	Corinth, MS	38834
Sherry Bowen	Route 1	Booneville,	MS 38829

ALL INCORPORATORS ARE ADULT RESIDENT CITIZENS OF THE STATE OF MISSISSIPPI.

3. The domicile is at Route 6, Box 498 (Street and No.) Booneville, MS (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.)
The Mississippi Music & Talent Association is non profit and no stock shall be sold, As authorized by the provisions of section 79-11-1, Code of Mississippi for 1972, and the amendments thereto.

5. Period of existence shall be perpetual. Perpetual

6. The purpose for which it is creatad, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated: The Mississippi Music and Talent Association was created to search for and promote musically talented people in Mississippi. This includes all types of music. We feel our organization will help in promoting community development. Our rights and powers will be limited to those reasonably necessary to accomplish this purpose.

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.

C-30-1

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:

Nina Taylor

Joy Coleman

Sherry Bowen

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Prentiss

This day personally appeared before me, the undersigned authority Nina Taylor, Joy Coleman, Sherry Bowen, ____, ____, ____, incorporators of the corporation known as the Mississippi Music & Talent 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 18th day of November, 1982

Travis Cox Circuit Clerk

Received at the office of the Secretary of State this the 29th day of November A.D., 1982, 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, 1982

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

C-30-2

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE NEW ORLEANS DISTRICT FARM CREDIT COUNCIL, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 6th day of December, A. D., 1982.

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 The New Orleans District Farm Credit Council hereby certifies that the following resolution was unanimously adopted at a meeting held on the 17th day of November, 1982.

> WHEREAS, a proposed Charter of Incorporation under the laws of the State of Mississippi of The New Orleans District Farm Credit Council has been presented to and approved by this meeting; and
>
> WHEREAS, all present desire to become incorporated as The New Orleans District Farm Credit Council under the terms and provisions of the proposed Charter of Incorporation:
>
> NOW, THEREFORE, BE IT RESOLVED that Robert A. Filgo, J. A. Murphree and James Z. Palmertree, all of whom are adult resident citizens of the State of Mississippi, should be incorporators of The New Orleans District Farm Credit Council; 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 17th day of November, 1982.

John Snider

Acting Secretary

THE CHARTER OF INCORPORATION

OF

THE NEW ORLEANS DISTRICT FARM CREDIT COUNCIL, INC.

1. Title. The corporate title of the company is: The New Orleans District Farm Credit Council, Inc.

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

Name	Street & Number	City	State
Robert A. Filgo	Rt. 2, Box 188A	Canton	MS 39046
J. A. Murphree	Rt. 3	Houston	MS 38851
James Z. Palmertree	P. O. Box 8868 104 Catalina Circle	Jackson	MS 39204

3. Domicile. The domicile is at 1080 River Oaks Drive, Suite A-203, Jackson, Mississippi 39208.

4. Nature of Corporation. The corporation is a non-profit agricultural society and an economic and industrial development association, and no shares of stock shall be issued.

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

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

> The corporation is organized for the purposes of protecting and promoting the interests of cooperative farm lending institutions in the states of Louisiana, Alabama and Mississippi and improving business conditions for such institutions. The operations of the corporation shall be in furtherance of such purposes, including but not limited to the following activities:

a. Monitoring and informing members of proposed legislation before federal or state legislative bodies, of proposed actions, policies, rulings, or regulations of any federal or state agency or administrative body, and of any other matters, which may affect cooperative farm lending institutions or their authorities and means to provide credit and related services to farmers and their cooperatives;

b. Presenting the views of its members to federal or state legislators, regulatory officials, other government officials, and the public on matters which may affect cooperative farm lending institutions or their authorities and means to provide credit and related services to farmers and their cooperatives;

c. Providing improved communication among its members and between its members and the public, including the collection of information from and the distribution of information to its members and the public; and

d. Developing and maintaining appropriate and effective relationships with, and assisting in the formation of, other organizations that have common business interests with the corporation's members and coordinating efforts with such organizations in furtherance of such common business interests.

The corporation may exercise any and all powers, rights and privileges which a corporation by law may now or hereafter have or exercise and may do all things which are reasonably necessary to accomplish the purposes for which the corporation is organized; provided, however, and notwithstanding any other provisions hereof, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax exempt as a business league under Section 501(c)(6) of the Internal Revenue Code and other applicable laws and regulations as they now exist or may hereafter be amended.

7. Limitation. The corporation has not been formed for pecuniary profit or financial gain, and no part of the assets or earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article SIX hereof.

8. Dissolution. Upon the dissolution of the corporation, the Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of the assets of the corporation in furtherance of the purposes of the corporation, set forth in Article SIX hereof. No part of the corporation's assets shall be distributed to or among its members. To the extent that the Directors in their discretion determine that it is not feasible to dispose of the assets of the corporation in furtherance of the purposes described in Article SIX hereof, they shall dispose of such assets to one or more organizations organized and operated exclusively for religious, charitable, educational, or scientific purposes as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law). Any assets of the corporation not disposed of by the Directors in accordance with this Article shall be disposed of by the Chancery Court of the county where the principal office of the Corporation is located exclusively to one or more organizations, as said Court shall determine, which at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

9. Membership. The corporation shall have members. The designation of the classes, if any, the manner of election or appointment, and the qualifications and rights, including the voting rights, if any, of members shall be as set forth in the Bylaws of the corporation.

10. Directors. The affairs of the corporation shall be managed by a Board of Directors. The number, the manner of election or appointment, and the term of office of Directors shall be as set forth in the Bylaws of the corporation, provided, however, that the number of Directors shall not be less than three.

11. Special 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 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.

EXECUTED this 29th day of NOVEMBER, 1982.

INCORPORATORS

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction, the within named JAMES Z. PALMERTREE, an incorporator of the corporation known as THE NEW ORLEANS DISTRICT FARM CREDIT COUNCIL, INC., who acknowledged that he signed and delivered the above and foregoing Charter of Incorporation as his act and deed on the day and year therein stated.

Given under my hand and official seal, this the 29th day of November, 1982.

Nina L. Drummonds
Notary Public

My Commission Expires:
June 5, 1983

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction, the within named ROBERT A. FILGO, an incorporator of the corporation known as THE NEW ORLEANS DISTRICT FARM CREDIT COUNCIL, INC., who acknowledged that he signed and delivered the above and foregoing Charter of Incorporation as his act and deed on the day and year therein stated.

Given under my hand and official seal, this the 29th day of NOVEMBER, 1982.

Anne McCulloch
Notary Public

My Commission Expires:
My Commission Expires October 5, 1983

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction, the within named I. A. MURPHREE, an incorporator of the corporation known as THE NEW ORLEANS DISTRICT FARM CREDIT COUNCIL, INC., who acknowledged that he signed and delivered the above and foregoing Charter of Incorporation as his act and deed on the day and year therein stated.

Given under my hand and official seal, this the 29th day of NOVEMBER, 1982.

Anne McCulloch
Notary Public

My Commission Expires:
My Commission Expires October 5, 1983

Received at the office of the Secretary of State this the 30th day of Nov., 1982, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE

Jackson, Mississippi
December 1, 1982

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

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MISSISSIPPI YOUTH SOCCER ASSOCIATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 6th day of December, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF Mississippi Youth Soccer 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 Mississippi Youth Soccer 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 George C. Hoff, Pat Engler and Barbara Rohner are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Mississippi Youth Soccer 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, Pat Engler, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the 15th day of October, 1982, 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 November, 1982.

Secretary Pat Engler
Pat Engler

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

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

THE CHARTER OF INCORPORATION OF

MISSISSIPPI YOUTH SOCCER ASSOCIATION, INC.

1. The corporation title of said company is:

Mississippi Youth Soccer Association, Inc.

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

Name	Street & No.	City		State
George C. Hoff	250 Saddlewood Lane, RFD2	Jackson	MS	39209
Pat Engler	105 Pecan Blvd.	Vicksburg	MS	39180
Barbara Rohner	201 Church St.	Clinton	MS	39056

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

3. The domicile is at 250 Saddlewood Lane, RFD2, Jackson, MS 39209
(Street and No.) (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 79-11-1, Code of Mississippi of 1972, and amendments thereto.) The corporation is Non-Profit and a civic improvement society. 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 purpose of the corporation shall be the control, regulation, promotion, development and education of youth soccer in the State of Mississippi. The headquarters, domicile and residence shall be in the County of the residence of the President, the Judicial District, if any, of the residence of the President, and the city, if any, of the residence of the President.

The corporation shall be affiliated with the United States Youth Soccer Association and the United States Soccer Federation (USSF) and shall be an integral part of these Associations, and shall at all times recognize the authority, rules, and laws of these bodies.

The corporation is organized exclusively for charitable 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).

The said corporation is organized and operated exclusively to foster national and international amateur soccer competition. No part of the activities of the corporation will involve the provision of athletic facilities or equipment.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustee, 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 heretofore. 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 canidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted be carried on (a) by a corporation exempt from the Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding of provision of any future United States Internal Revenue Law(or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

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

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

7. 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 288 PAGE 432

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 C. Hoff

George C. Hoff

Pat Engler

Pat Engler

Barbara Rohner

Barbara Rohner

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Hinds

This day personally appeared before me, the undersigned authority George C. Hoff, Pat Engler, Barbara Rohner, _____, _____, _____

incorporators of the corporation known as the Mississippi Youth Soccer 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 19th day of November, 1982

My Commission Expires Sept. 28, 1985

Sandra J. Bailey

STATE OF MISSISSIPPI

County of _____

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

incorporators of the corporation known as the _____

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

Received at the office of the Secretary of State this the 30th day of Nov. A.D., 1982, 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 1, 1982

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

MAGEE SUPPER CLUB
& BENEVOLENCE 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 6th day of December, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF MAGEE SUPPER CLUB & BENEVOLENCE 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 MAGEE SUPPER CLUB & BENEVOLENCE 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 laws of the State of Mississippi applicable thereto and that PAUL DABBS, TOMMY MEADOR and CHARLES COWARD are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named MAGEE SUPPER CLUB & BENEVOLENCE 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, TOMMY MEADOR, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the 15th day of October, 1982, at Magee, Mississippi at which a majority of members were present, and said meeting was duly and properly called and held.

WITNESS my signature, this the 8th day of November, 1982.

Tommy Meador

TOMMY MEADOR, SECRETARY

CHARTER OF INCORPORATION

OF

MAGEE SUPPER CLUB & BENEVOLENCE SOCIETY

ARTICLE I

The corporate title of the company is MAGEE SUPPER CLUB & BENEVOLENCE SOCIETY, INC.

ARTICLE II

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

PAUL DABBS	113 S. Main Magee, MS 39111
TOMMY MEADOR	111S. Main Magee, MS 39111
CHARLES COWARD	220 N. Main P.O. Box 516 Magee, MS 39111

ARTICLE III

The domicile of the corporation is 220 N. Main, P.O. Box 516 Magee, Mississippi 39111.

ARTICLE IV

The corporation is nonprofit, and no shares of stock are to be issued. The corporation is a charitable and 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, and the rights and powers of the corporation, are:

To sponsor, support and endorse local, civic, individual and/or community projects, focusing primarily on the youth, disadvantaged and elderly of the city of Magee and/or County of Simpson.

Without limiting the generality of the foregoing, the corporation shall have all the powers, privileges, rights and immunities necessary or convenient to engage in any kind of activity, and to enter into, preform and carry out contracts of any kind necessary or in connection with or incidental to the accomplishment of any one or more of the purposes for which the corporation is formed, and the corporation shall have all of the benefits, privileges, rights and powers created, given, extended or conferred by the provisions of all applicable laws of the State of Mississippi pertaining to nonprofit corporations and any additions or amendments thereto.

ARTICLE VII

The corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make explusion 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 and shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporation assets. There shall be no individual liabilities against the members for corporate debts, but the entire corporation property shall be liable for the claims of creditors.

ARTICLE VIII

The corporation shall receive no compensation in connection with its stated purpose, except for expenses of the corporation.

ARTICLE IX

All of the assets of the corporation shall be held in trust for the purposes herein mentioned, including the payment of all of the liabilities of the corporation. Upon the dissolution of the corporation, its 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 remaining assets of the corporation, including title to or other interest in any real or personal property that is owned by the corporation at the time of dissolution.

ARTICLE X

The members of the corporation shall be the subscribers to this charter and such other persons as may be approved for membership by the Board of Directors in such manner as may be perscribed by the bylaws of this corporation.

ARTICLE XI

The affairs and business of the corporation shall be managed by a Board of Directors of not less that three (3) persons, the exact number of which shall be fixed by the members and set forth in the bylaws of this corporation. The Board of Directors shall be elected by the members, unless the bylaws of the corporation shall provide that the membership shall constitute the Board of Directors. The members shall also elect officers of the corporation in accordance with the provisions of the bylaws of the corporation. In the event of a vacancy on the Board of Directors by reason of death, resignation or otherwise, the members shall fill such vacancy at any regular or special meeting of the membership as provided in the bylaws of the corporation.

ARTICLE XII

The names of the officers who are to manage the affairs of the corporation until the first election of officers are:

JOHN MANGUM	President
TED ALLEN	Vice President
TOMMY MEADOR	Secretary
CHARLES COWARD	Treasurer

ARTICLE XIII

The names and addresses of the first Board of Directors consisting of nine (9) persons, who shall have the power and authority to givern the affairs of the corporation until the first election of Directors are:

JOHN MANGUM	508 S.E. 10th Avenue Magee, Mississippi 39111
CHARLES COWARD	Hwy. 28 West Magee, Mississippi 39111
TED ALLEN	622 N.W. Kennedy Dr. Magee, Mississippi 39111
TOMMY MEADOR	426 Main Ave. N Magee, Mississippi 39111
G.W. "BUDDY" WALTERS	123 Choctaw E Magee, Mississippi 39111
PAUL DABBS	113 S. Main Magee, Mississippi 39111
BOB EVERETT	215 S.E. 8th Avenue Magee, Mississippi 39111

JACKY STUBBS — Hwy 28 West, Magee, Mississippi 39111

AL GORDY — 329 N.W. 3rd Avenue, Magee, Mississippi 39111

ARTICLE XIV

The bylaws of the corporation shall be adopted by a majority vote of the members of the Board of Directors of the corporation at a meeting duly called for such purpose. Any amendment to this charter shall be proposed and adopted by a majority of the membership of the corporation at a meeting duly called for such purpose in accordance with the bylaws.

PAUL DABBS

TOMMY MEADOR

CHARLES COWARD

STATE OF MISSISSIPPI

COUNTY OF SIMPSON

PERSONALLY appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named PAUL DABBS, TOMMY MEADOR AND CHARLES COWARD, who acknowledged that they signed and delivered the above and foregoing Charter of Incorporation on the day and year therein stated as their own voluntary act and deed.

GIVEN UNDER MY HAND AND OFFICIAL SEAL OF OFFICE on this the 8th day of Novmeber, A.D., 1982.

NOTARY PUBLIC

MY COMMISSION EXPIRES:
August 3, 1985

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

A. D., 1982, 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, 1982

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.

BOOK 288 PAGE 440

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

THE FOUNDATION TO END TOTALITARIANISM, INC.

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 6th of December, A. D., 1982.

William F. Winter
Governor.

Attest:

Edwin Lloyd Pittman
Secretary of State.

RESOLUTION

OF THE FOUNDATION TO END TOTALITARIANISM, INC.

RESOLUTION of the members of The Foundation To End Totalitarianism, Inc., a Mississippi corporation, to amend the Charter of Incorporation to conform with the requirements of the Internal Revenue Service regarding the acquisition of tax exempt status of the Foundation.

BE IT RESOLVED by the members of The Foundation To End Totalitarianism, Inc., a Mississippi non-profit corporation, that it is in the best interest of this corporation that the Charter of Incorporation be amended to conform with the requirements of the Internal Revenue Service to limit in the organizational instrument its powers as required by section 1.501(c)(3)-1(b)(1)(iii) of the Income Tax Regulations; that said attorney Jacqueline Smith Pierce be appointed and designated and authorized to amend said Charter of Incorporation to conform with said law and to do and perform any and all other acts necessary to amend said charter and authorize the expenditure of such funds of the corporation as may be necessary so to do.

CERTIFICATE

I, Rosemary Stringer Wallace, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named non-profit corporation, and that the foregoing is a true and correct copy of a Resolution duly adopted at a special meeting thereof held on the day of November 5, 1982, at Gulfport, Mississippi, at which a two-thirds of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 8th day of November, 1982.

Rosemary Stringer Wallace
SECRETARY

AMENDMENT TO THE CHARTER

OF INCORPORATION OF

THE FOUNDATION TO END TOTALITARIANISM, INC.

Pursuant to Section 79-11-9 of Mississippi Code 1972, as amended, the undersigned corporation adopts the following amendment to the Charter of Incorporation of The Foundation to End Totalitarianism, Inc.:

9. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

10. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Nine 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 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).

Said members, by their resolution hereby affixed do hereby adopt and approve this amendment.

Executed by the undersigned corporation at Gulfport, _____, _____, Mississippi, on Nov 8, 1982.

THE FOUNDATION TO END TOTALITARIANISM, INC.

Ben Frank Wallace
BY BEN FRANK WALLACE, PRESIDENT

ATTEST:
Rosemary Stringer Wallace
ROSEMARY STRINGER WALLACE, SECRETARY

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI
COUNTY OF Harrison

PERSONALLY appeared before me, the undersigned authority in and for the jurisdiction aforesaid, and while within my official jurisdiction, the within named Ben Frank Wallace and Rosemary Stringer Wallace, personally known to me to be the President and Secretary, respectively of the within named THE FOUNDATION TO END TOTALITARIANISM, INC. a Mississippi corporation, who acknowledged that they signed and delivered the foregoing Amendment to the Charter of Incorporation of The Foundation to End Totalitarianism, Inc. on the day and for the purposes therein mentioned for and on behalf of said Foundation, and as its own act and deed, they having been first duly authorized so to do.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 8th day of November, 1982.

Jane Bankston
NOTARY PUBLIC

HARRISON COUNTY, MISS.

My Commission Expires:
My Commission Expires Aug 24, 1985

BOOK 288 PAGE 444

Received at the office of the Secretary of State, this the 30th day of nov.

A. D., 19 82, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Floyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

December 1, 1982

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.

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

CLARK CREEK HUNTING CLUB, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 8th day of December, A. D., 1982.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

RESOLUTION OF Muse Camp
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 Muse Camp 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 Patsy Muse, Larry Harper, Jim Chancellor

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Clark Creek Hunting Club, Inc.

; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Patsy Muse, 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 7, 1982 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 8th

day of December, 1982

Secretary Patsy Muse
Patsy Muse

C-30-3

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

BOOK 288 PAGE 447

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:

CLARK CREEK 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
Patsy Muse	Route 1, Box 84A	Union Church, MS	39668
Larry Harper	Route 2, Box 213B	Florence, MS	39073
Jim Chancellor	2029 Scanlon Dr.	Jackson, MS	39204

ALL INCORPORATORS ARE ADULT RESIDENT CITIZENS OF THE STATE OF MISSISSIPPI.

3. The domicile is at Route 1, Box 84A (Old Highway 20) Union Church, MS 39668
(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.)

The Corporation is non-Profit and no shares of stock shall be issued.
It is a fraternal corporation.

5. Period of existence shall be perpetual.

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

This corporation was created to establish and maintain a hunting area for members. The corporation will establish and enforce rules and regulations to ensure good sportsmenship, and proper game management for the lands owned or leased by it.

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.

C-30-1

BOOK 288 PAGE 448

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:

Patsy Muse
Patsy Muse

Larry Harper
Larry Harper

Jim Chancellor
Jim Chancellor

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of HINDS

This day personally appeared before me, the undersigned authority _____, Patsy Muse, Larry Harper, Jim Chancellor, _____, _____, incorporators of the corporation known as the Clark Creek 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 8th day of December, 19 82

My Commission Expires Oct. 19, 1983. Luticia M. Chalfant, Notary Public

Received at the office of the Secretary of State this the 8th day of December A.D., 19 82 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Eldon Lloyd Patterson
Secretary of State

Jackson, Miss., December 8, 19 82

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

C-30-2

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THREE POINT HUNTING CLUB, INC.
OF LIBERTY, 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 8th day of December, A.D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF THREE POINT HUNTING CLUB, INC. OF LIBERTY, MS.

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 THREE POINT HUNTING CLUB, INC. OF LIBERTY, MS. 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 Roberts, Gerald Miller, and Rick Taylor are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named THREE POINT HUNTING CLUB, INC. OF LIBERTY, MS.; 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, RICK TAYLOR, 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 8/1/82, at Town Hall, Liberty, 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 24 day of November, 1982

Secretary RICK TAYLOR

C-30-3

RESOLUTION OF

THREE POINT HUNTING CLUB, INC.

A special meeting of the Three Point Hunting Club was held at the Town Hall, Liberty, Mississippi, on August 1, 1982. Said meeting was held upon notice by the President and / or Secretary to all members of the time and place of said meetin, called for the purpose of making a determination as to whether or not Three Point Hunting Club should incorporate. A quorum of the membership of said Three Point Hunting Club was present and, after discussion of the issue, the following Resolution was moved, seconded and unanimously adopted:

RESOLUTION

BE IT RESOLVED that James Roberts, Gerald Miller, and Rick Taylor, members in good standing of Three Point Hunting Club, all of whom are adult resident citizens of the State of Mississippi, be and they hereby are authorized and empowered for and on behalf of Three Point Hunting Club to make application to the State of Mississippi for a nonprofit charter of incorporation in accord with Section 79-11-1 of the Mississippi Code Annotated (1972), et. seq., to be named Three Point Hunting Club, Inc.

BE IT FURTHER RESOLVED that the said James Roberts, Gerald Miller, and Rick Taylor, be and they hereby are authorized and empowered to do any all acts and things necessary, lawful and proper to obtain said charter of incorporation as provided by the laws of the State of Mississippi and, furthermore, Rick Taylor, Secretary of Three Point Hunting Club, be and he is hereby directed, authorized and empowered to furnish a certified copy of this Resolution to be attached to the application for charter of incorporation, the original of which Resolution is to be spread at large upon the minutes of the Three Point Hunting Club.

SO RESOLVED at Liberty, in Amite County, Mississippi, on this the 1 st day of August, 1982.

RICK TAYLOR
Secretary

CERTIFICATE

The undersigned Secretary of Three Point Hunting Club does certify the foregoing to be a true and correct copy of the Resolution unanimously adopted by Three Point Hunting Club membership at the meeting of August 1, 1982, that the original is spread at large upon the minutes of the Three Point Hunting Club, that a quorum of the membership was present and voting at said meeting, that said Resolution was unanimously adopted after being moved and seconded and that said Resolution has not been revoked, altered or modified.

SO CERTIFIED on this the 4th day of August, 1982.

RICK TAYLOR
Secretary

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

BOOK 288 PAGE 453

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:

THREE POINT HUNTING CLUB, INC. OF LIBERTY, MISSISSIPPI

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
James Roberts	P.O. Box 64	Liberty	Ms.
Gerald Miller	P.O. Box 250	Liberty	Ms.
Rick Taylor	P.O. Box	Liberty	Ms.

ALL INCORPORATORS ARE ADULT RESIDENT CITIZENS OF THE STATE OF MISSISSIPPI.

3. The domicile is at Route 1 (Street and No.) Liberty (City) Mississippi (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 are to be issued. Said corporation is organized as a fraternal organization as authorized by Section 79-11-1 of the Mississippi Code Annotated (1972).

5. Period of existence shall be perpetual.

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

See Attached

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.

C-30-1

THE CHARTER OF INCORPORATION OF
THREE POINT HUNTING CLUB, INC. OF LIBERTY, MS.

Paragraph 6 - Purpose:

The purpose for which the corporation is created is to engage in, encourage and promote interest in hunting, fishing and other outdoor sports of a lawful nature; to provide fraternal, social and athletic recreation for its members; to promote the protection of fish and game as well as to enforce game laws; to assist in encouraging its membership to procure the stocking of streams, lakes and woods with fish and game and to organize, equip and operate a club for the enjoyment and recreation of its members, subject to the restrictions set out in the corporate by-laws and the rules (heretofore adopted and enforced by said club) which remain in full force and effect except as hereafter amended, if at all.

To lease, purchase or otherwise obtain land to encourage, foster and promote the purpose of the corporation, to enact by-laws and rules for the operation and management of said fraternal organization; to sue and be sued, to have a corporate seal, to make, enter into and perform contracts; to own, purchase and receive gifts or grants of real or personal property, to sell, convey, exchange and lease to and from others any real or personal property; to borrow or otherwise raise money in furtherance of the purpose of the corporation and to execute such business/legal documents as are necessary to do the same.

To cooperate with both public and private organizations having similar purposes and objectives as has this corporation.

To fix and collect fees, dues and assessments from its membership, to pay all expenses in connection with its lawful activities and other expenses incident to the lawful conduct of the affairs of the corporation including, but not limited to, all licenses, taxes or governmental charges levied or imposed by any governmental entity.

To do any and all things reasonably necessary, lawful and proper to accomplish the purposes for which the corporation is organized.

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

Signatures:

James Roberts — James Roberts

Gerald Miller — Gerald Miller

Rick Taylor — Rick Taylor

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of AMITE

This day personally appeared before me, the undersigned authority James Roberts, Gerald Miller, Rick Taylor, incorporators of the corporation known as the Three Point Hunting Club, Inc. of Liberty, Ms. who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 24 day of November, 1982

My Commission Expires March 22, 1985

Brenda K. Harvey
NOTARY PUBLIC

Received at the office of the Secretary of State this the 1st day of December A.D., 1982, 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, 1982

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

Bill Allain
Attorney General

By Richard M. Allen
Assistant Attorney General
Special

C-30-2

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

L & P CHRISTIAN SCHOOL
AND BIBLE COLLEGE, 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 8th day of December, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF L & P Christain School and Bible College
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 L & P Christain School and Bible College 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. Lee Robinson, Robert Jamison, Prentiss W. Harris, Obie Fox are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named L & P Christain School and Bible College, 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, Prentiss W. Harris, 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 October, 1982, at Lift, Incorporated at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 28th day of October, 1982.

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: L & P Christian School and Bible College, Inc.

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

Name	Street & No.	City	State
W. Lee Robinson	251 Brooks	Tupelo	MS
Robert Jamison	1008 Hilda	Tupelo	MS
Prentiss W. Harris	240 Beasley	Tupelo	MS
Obie Fox	236 Brooks	Tupelo	MS

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

3. The domicile is at 251 Brooks (Street and No.) Tupelo (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 L & P Christian School and Bible College will be a non-profit and there will not be share of stock to be issued.

The L & P Christian School and Bible College will be a religious corporation and literary institution established to meet the needs of men and women who are currently involved in Christian service or desire to be better prepared to serve Our Lord.

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 L & P Christian School and Bible College is created for:

I. The improvement and development of Pastors and men and women in their desire to know more about the Word of God and become a more effective servant of Christ.

II. The L & P Christian School and Bible College has the rights:

A. To make provision for implementing, operating and administering a program as it may consider desirable to train and teach others in the Word of God.

B. To establish a training program that will improve Pastors in their Pastoral duties.

C. To employ or discharge under such terms as they consider desirable, a President and other staff required for its' effective operation in teaching the Word of God.

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

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

Signatures: W. Lee Robinson
Robert Jamison
Prentiss W. Harris
Rev. Otis S. Fox

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Lee

This day personally appeared before me, the undersigned authority W. Lee Robinson, Robert Jamison, Prentiss W. Harris, Otis Fox, incorporators of the corporation known as the L & P Christian School and Bible College, 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 29 day of October, 1982

Commission expires 8/9/86 Lucinda P. Washington, 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 1st day of December A.D., 1982, 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

Jackson, Miss. December 6, 1982

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

Bill Allain
Attorney General

By Richard M. Allen
Special Assistant Attorney General

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

BOOK 288 PAGE 460

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

TRACEWAY CHRISTIAN ACADEMY

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 8th day of December, A.D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

CERTIFIED COPY OF RESOLUTION ADOPTED BY
TRACEWAY CHRISTIAN ACADEMY
AT MEETING HELD ON THE 14th DAY OF OCTOBER, 1982.
AUTHORIZING AND DIRECTING INCORPORATION OF
TRACEWAY CHRISTIAN ACADEMY

WHEREAS, Traceway Christian Academy is now a voluntary and nonprofit, unincorporated organization composed of persons who have associated themselves together for the purpose of sponsoring and encouraging religious, charitable, and educational work; and

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

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

NOW, THEREFORE, BE IT RESOLVED by Traceway Christian Academy, in meeting assembled, that:

Section 1. Bobby Goff, Ronald Parker, and Kurt Simmons are hereby authorized and directed to proceed forthwith to take all actions and do all things necessary to incorporate Traceway Christian Academy as a nonprofit corporation under the Laws of the State of Mississippi, and to act as the incorporators thereof.

Section 2. The corporate title of the corporation herein organized shall be "TRACEWAY CHRISTIAN ACADEMY, INC."

Section 3. The domicile of said corporation shall be at 1400 South Lawndale, Tupelo, Mississippi.

Section 4. The purposes and powers of the said corporation shall be as set forth in the copy of the proposed charter of incorporation, a copy of which is attached hereto as Exhibit "A" and is adopted herein by reference, as fully as if copied herein in words and figures.

CERTIFICATE

I, Ronald Parker, Acting Secretary of Traceway Christian Academy, do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by Traceway Christian Academy in meeting assembled on the 14th day of October, 1982, at 1400 South Lawndale, Tupelo, Mississippi.

Witness my signature, this the 17 day of November, 1982.

Ronald Parker

CHARTER OF INCORPORATION

OF

TRACEWAY CHRISTIAN ACADEMY

1. The title of the corporation is TRACEWAY CHRISTIAN ACADEMY.

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

Bobby Goff, P. O. Box 354, Verona, Ms. 38879

Ronald Parker, 2507 Hampton, Tupelo, Ms. 38801

Kurt Simmons, 902 Holly Hill Dr., Tupelo, Ms. 38801

3. The domicile of the corporation is: 1400 South Lawndale Tupelo, Mississippi.

4. The amount of capital stock and particulars as to class or classes therof is as follows:

This is a non-profit corporation and no shares of stock shall be issued. This corporation is created and shall operate and act as a religious and charitable corporation.

5. The period of existence is perpetual.

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

To receive and maintain a fund or funds or gifts or donations 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 religious, civic improvement, charitable, scientific, or educational pruposes, directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and its regulations.

To establish, own, control, develop, maintain, operate, or sponsor the operation, either alone or jointly with other groups or organizations, of one or more private schools or facilities for the education and instruction of children or adults regardless of race, national origin, creed or religion in such curricular as may be adopted by the Board of Directors. In such grades, classes, divisions, or subjects, or in such extracurricular

activities, and for such fees, tuition, or compensation as may be determined by the Board of Directors, with provision being made in such curricular for instruction in The Holy Scripture with strong emphasis upon the teaching of Christian principles based upon a strict interpretation of the New Testament as the only and sufficient rule of faith and practice as taught and practiced by the Churches of Christ.

To establish, own maintain, and operate such restaurants and cafeterias as may be necessary and proper to the support of such private schools or facilities; to buy, sell, and deal in school supplies, equipment, books, and other merchandise; to rent, own, and operate school buses and other methods of transportation in support of such private schools or facilities; and to do any and all other or further things not contrary to law to effectuate the purposes of this corporation.

All assets of the corporation shall be principally and directly dedicated exclusively to the above stated religious, charitable, and educational purposes. The corporation shall not engage in business activities for profit and no part of any net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, or any private individual, save and except that reasonable compensation may be paid of 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 propoganda, or otherwise attempting to influence legislation.

Notwithstanding any other provision of these articles, the corporation shall not conduct or carry on any activities not permitted by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by any 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, all of its assets, principal and income, shall be distributed, after payment of its debts, exclusively to civic improvement, charitable, religious, scientific, or educational organizations which would then qualify under Section 501 (c) (3) of said Code and regulations.

7. As a means of accomplishing the foregoing religious, charitable, and educational purposes, the corporation shall have the following additional powers:

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

(2) To elect and appoint officers, agents, and employees, consistent with said By-Laws and this Charter and not in violation of State law.

(3) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for 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 trust, or by other privilege upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

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

(7) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or reasonably necessary to the attainment of the purposes of the corporation, or incidental to the powers so conferred, or conducive to the

attainment of the p roos s of the corporation, subject to the further limitation and condition that, notwithstanding any other pro isions of these Articles, only such powers shall be exercised as are in f rtherance of the tax-exemptpurposes of the corporation and as may be exercised by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended and by and 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.

and any and all other powers necessary of proper to accomplish the purposes for which this corporation is created.

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

Ronald Parker

Kurt Simmons

Bobby Goff

STATE OF MISSISSIPPI
COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Ronald Parker, Kurt Simmons, and Bobby Goff, incorporators of the corporation known as Traceway Christian Academy, who acknowledged that they signed and executed tha above and foregoing Charter of Incorporation as their act and deed on this the 17th day of October, 1982.

My Commission Expires Oct. 14, 1985

BOOK 288 PAGE 467

Received at the office of the Secretary of State, this the 30th day of November A. D., 1982 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, 1982

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

EDGEWATER OAKS HOMEOWNERS ASSOCIATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 8th day of December, A. D., 1982.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

RESOLUTION

STATE OF MISSISSIPPI

COUNTY OF HARRISON

BE IT RESOLVED, that on November 5, 1982, at 7:00 P.M., at 1317-D 24th Avenue, Gulfport, Mississippi, a meeting of the organizers and proposed incorporators of the organization of EDGEWATER OAKS HOMEOWNERS ASSOCIATION, INC., was held, at which time James K. Wetzel was elected Chairman of the meeting, and Nancy M. Bontemps was elected Secretary of the meeting, and kept the minutes.

The Chairman announced that the object of the meeting was to take the necessary preliminary steps to organize a non-profit corporation under the laws of the State of Mississippi, for the purpose of engaging in the general business of the non-profit corporation to be known as EDGEWATER OAKS HOMEOWNERS ASSOCIATION, INC., or such other name similar thereto, that may be available with the purpose of said non-profit corporation to be the establishment of a homeowners association to make and collect assessments against members in order to defray the costs, expenses and losses of the association in connection with the real estate apartment owners and managers association; to use the proceeds of assessments in the exercise of its powers and duties; to replace, repair, maintain and operate the apartment/condominium property; and to purchase insurance on the apartment/condominium property and insurance for the protection of the association and its members; and to reconstruct improvements after casualty and further improve the property; to make and amend reasonable rules and regulations as to the use of the apartment/condominium property; and to enforce, by legal means, the provisions of the condominium declaration, the by-laws of the association, and make rules and regulations for the use of the apartment/condominium property.

Chairman then presented to the meeting a draft of the proposed Articles of Incorporation of the Edgewater Oaks

EXHIBIT "A"

Homeowners Association, Inc., to be formed, and the draft was thereupon approved in the substance and in the form by all persons present, and was duly acknowledged by the Incorporators named therein, James K. Wetzel, Frank R. McCreary, III, and Nancy M. Bontemps, in the manner required by law. Further, this organization also agreed to have all three of these individuals unanimously named as Incorporators of said non-profit corporation, and were directed to file the Articles of Incorporation in the office of the Secretary of State, and also to pay all appropriate filing fees with said Secretary of State to accomplish the purpose at hand.

IT WAS THEREUPON RESOLVED, that James K. Wetzel, Frank R. McCreary, III, and Nancy M. Bontemps, would act as Incorporators of said organization to apply for said charter with the Secretary of State.

IT WAS ALSO UNANIMOUSLY AGREED, that James K. Wetzel, Attorney at Law, would be selected as the attorney for the said organization to draft the necessary documents in order to carry out the purpose of said organization, and to have that organization incorporated under the laws of the State of Mississippi.

There being no further business to come before the meeting, upon a motion to same, was duly adjourned.

Certified to be a true copy this November 22, 1982.

James K. Wetzel
CHAIRMAN

Nancy M. Bontemps
SECRETARY

Frank R. McCreary
INCORPORATOR

CHARTER OF INCORPORATION
OF
EDGEWATER OAKS HOMEOWNERS ASSOCIATION, INC.

We, the undersigned natural persons of the age of twenty-one (21) years or more, and being adult resident citizens of the State of Mississippi, and being authorized by the said organization to apply for this Charter of Incorporation as shown by the certified copy of the Resolution of such authority, which is attached hereto as Exhibit "A", and incorporated herein by reference, would show and adopt the following Articles of Incorporation for such non-profit corporation:

FIRST: The name of the corporation will be EDGEWATER OAKS HOMEOWNERS ASSOCIATION, INC.

SECOND: The name and post office address of each incorporator is:

NAME	STREET AND POST OFFICE ADDRESS
James K. Wetzel	1317-D 24th Avenue, P. O. Box 4242, Gulfport, Mississippi, 39501.
Nancy M. Bontemps	1317-D 24th Avenue, P. O. Box 4242, Gulfport, Mississippi, 39501.
Frank R. McCreary	1317-D 24th Avenue, P. O. Box 64, Gulfport, Mississippi, 39501.

THIRD: The domicile or street address and post office address of the corporation in this state will be 4200 West Beach Boulevard, Biloxi, Mississippi, 39531.

FOURTH: This corporation is a non-profit in that no shares of stock are to be issued, and that it is to be a non-profit corporation, specifically a real estate apartment owners and managers corporation, as set out in Section 79-11-1 of the Mississippi Code of 1972, as Amended.

FIFTH: The period of existence of this non-profit corporation shall be perpetual.

SIXTH: The purpose or purposes for which this non-profit corporation is organized stated in general terms are:

A. To establish a real estate apartment owners and managers association to make and collect assessments against members in order to defray the costs, expenses and losses of the association in connection with the real estate apartment owners and managers association.

B. To use the proceeds of the assessments in the exercise of its powers and duties;

C. To repair, replace, maintain and operate the apartment/condominium property.

D. To purchase insurance on the apartment/condominium property and insurance for the protection of the association and its members.

E. To reconstruct improvements after casualty, and to further improve the property;

F. To make and amend reasonable rules and regulations as to the use of the apartment/condominium property;

G. To enforce by legal means, the provisions of these Articles, the by-laws of the association, and the rules and regulations for the use of the apartment/condominium property;

H. To contract for the management of the apartment/condominium property and to delegate to such manager all of those powers and duties of the association, except those powers and duties which were specifically required by law, or by-laws, to be approved or exercised by the Board of Directors or the members of the association.

I. To employ personnel and perform the services required for the proper operation of the apartment/condominium property.

SEVENTH: This non-profit corporation shall issue no shares of stock, shall divide no dividends of profit amont their members, shall make expulsion the only remedy for nonpayment of dues, shall vest in each member the right to one vote in the election of all officers, shall make loss of membership at 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 to claims of creditors.

IN WITNESS WHEREOF, we, the undersigned, being all of the incorporators hereinabove named, do hereby further certify that the facts hereinabove stated are truly set forth and accordingly have hereunto set our respective hands.

DATED at Gulfport, Mississippi, this the 22nd day of November, 1982.

INCORPORATORS

STATE OF MISSISSIPPI

COUNTY OF HARRISON

This day personal appeared before me, the undersigned authority, JAMES K. WETZEL, NANCY M. BONTEMPS, and FRANK R. McCREARY, all of the Incorporators of the corporation known as Edgewater Oaks Homeowners Association, Inc., who signed the foregoing Articles of Incorporation, known to me personnally to be such, and I, having made known to them and each of them, the contents of said Articles of Incorporation, they did severally acknowledge the same to be the act and deed of the signers, respectively, and that the facts therein stated are truly set forth.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 22nd day of November, 1982.

NOTARY PUBLIC

My Commission Expires:

My Commission Expires March 6, 1983

Received at the office of the Secretary of State, this the 24th day of November

A. D., 19 82, 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.

Jackson, Miss.,

December 5, 1982

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.

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 Application for Merger of

FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION OF CANTON
Canton, Mississippi
with and into
FIRST MAGNOLIA FEDERAL SAVINGS AND LOAN ASSOCIATION
Hattiesburg, Mississippi

hereto attached was, pursuant to the provisions of the Laws of the State of Mississippi, filed in my office this the 8th day of December, 19 82, and recorded in this office in Record of Incorporations Photostat Book No. 288, at pages 475 - 478

SECRETARY OF STATE OFFICIAL STATE OF MISSISSIPPI

Given under my hand and Seal of office hereunto affixed this 8th day of December, 19 82

Edwin Lloyd Pittman
Secretary of State.

BOOK 288 PAGE 476

LAW OFFICES
MOORE AND JONES
SUITE 301 FIRST MAGNOLIA FEDERAL BUILDING
POST OFFICE BOX 95
HATTIESBURG, MISSISSIPPI 39401

WILLIAM F. JONES
H. A. MOORE, III

TELEPHONE
601 582-0917

OF COUNSEL
ALFRED MOORE

November 30, 1982

Hon. Edwin L. Pittman
Secretary of State
Post Office Box 136
Jackson, Mississippi 39205

RE: [redacted] of [redacted] A[redacted] into F[redacted]

Dear Mr. Pittman:

We are enclosing a copy of a letter dated September 30, 1982, from Mr. Joseph E. Settle, Principal Supervisory Agent for the Federal Home Loan Bank Board of Little Rock, Arkansas, evidencing that First Magnolia Federal Savings and Loan Association is the surviving Association of the merger of the two referenced Federal Associations.

Since both Associations have their principal place of business in the State of Mississippi, we request that this approval of merger be filed with your office and that you issue the Certificate of Merger, evidencing the filing of the same.

Please advise us of the cost for filing. Should you have any questions, please feel free to contact our office, and we appreciate your assistance in this matter.

Sincerely,

MOORE AND JONES

William F. Jones

William F. Jones

WFJ/lh

Enclosures

DEC 1982
SECRETARY OF STATE

FEDERAL HOME LOAN BANK BOARD
1400 TOWER BUILDING
LITTLE ROCK, ARKANSAS 72201

501-372-7141
800-643-8970

OFFICE OF
SUPERVISORY AGENT

September 30, 1982

Mr. Robert S. Duncan, President
First Magnolia Federal Savings and Loan Association
130 West Front Street
Hattiesburg, Mississippi 39401

Application for merger of First Federal Savings and Loan Association (First Federal), Canton, Mississippi (FHLBB No. 2684) with and into First Magnolia Federal Savings and Loan Association (First Magnolia), Hattiesburg, Mississippi (FHLBB No. 2772)

Dear Mr. Duncan:

The subject application has been reviewed by this office in keeping with the provisions of Section 546.2 of the Federal Regulations and the Bank Board's Statement of Policy 571.5 and is hereby approved, provided that the following conditions are complied with in a manner satisfactory to this office:

1. The proposed merger shall be consummated no later than 120 days after the date of this letter;

2. No later than 30 days after the effective date of the merger, the surviving Association shall submit evidence that it has given notice in writing, to each accountholder whose withdrawable account in the surviving Association will exceed the sum of $100,000 as a result of the merger, of the effect of the merger on the extent of his insurance coverage. Such notice is to include the following sentence: "If your account exceeds $100,000 as a result of the merger of First Federal Savings and Loan Association, Canton, Mississippi, into First Magnolia Federal Savings and Loan Association, Hattiesburg, Mississippi, the excess amount will not be insured by the Federal Savings and Loan Insurance Corporation; however, any accountholder whose account exceeds $100,000 solely by reason of the merger is hereby authorized to withdraw the uninsured portion thereof without penalty.";

3. The surviving Association, no later than 30 days from the effective date of the merger shall submit to this office: (a) a certification by local counsel stating the effective date of the merger and that the merger has been consummated in accordance with the Agreement of Merger, dated June 16, 1982; (b) a statement of the financial condition of each institution as of the effective date of the merger; and (c) a statement that the merger has been consummated consistently with the pro forma Statement of Condition, as of June 30, 1982, included in the application or, if any change has occurred or the merger has not been so consummated, a statement explaining in what respect there has been a change;

4. Subsequent to the merger with First Federal, the surviving Association shall calculate its statutory reserve requirement, pursuant to Section 563.13(a)(2) of the Rules and Regulations for Insurance of Accounts using the combined insured savings account balances of the two merged institutions and shall calculate its net worth requirement, pursuant to Section 563.13(b)(2), using the combined liabilities and scheduled items of the two merged institutions (such computations must be in accordance with Memorandum T-42-3, dated October 29, 1981); and

5. Immediately following its next regularly scheduled board of directors meeting following the effective date of the merger, the surviving Association shall submit to the Supervisory Agent evidence that its directors have ratified the surviving Association's Community Reinvestment Act Statement which shall be revised to reflect the merger.

It is noted that the maintenance of all offices of First Federal and First Magnolia as offices of the surviving Association and the transfer of First Federal's Federal Home Loan Bank stock to First Magnolia are hereby approved.

Additionally, it is hereby directed that the cessation of First Federal's membership in the Federal Home Loan Bank of Little Rock shall be noted and that the certificate of insurance and charter issued to First Federal shall be cancelled as of the effective date of the proposed merger. Please transmit First Federal's certificate of insurance and charter along with the other items previously requested.

Very truly yours,

Joseph E. Settle

Joseph E. Settle
Principal Supervisory Agent

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 JUDGMENT APPROVING, RATIFYING AND CONFIRMING THE ENLARGEMENT OF THE BOUNDARIES OF THE

CITY OF HATTIESBURG, MISSISSIPPI

hereto attached was, pursuant to the provisions of the Laws of the State of Mississippi, filed in my office this the 9th day of December, 19 82, and recorded in this office in Record of Incorporations Photostat Book No. 288, at pages 479 - 486.

Given under my hand and Seal of office hereunto affixed this 9th day of December, 1982

Edwin Lloyd Pittman
Secretary of State.

BOOK 288 PAGE 480

EASTERLING & VARNADO
ATTORNEYS
5TH FLOOR CITIZENS BANK BUILDING
P. O. BOX 870
HATTIESBURG, MISS. 39401

S. WAYNE EASTERLING
GARRY R. VARNADO

TELEPHONE:
(601) 583-3589

December 8, 1982

Secretary of State
Edwin Pittman
State Capitol
Jackson, Mississippi 39205

Dear Mr. Pittman:

Re: In the Matter of the Enlargement of the Corporate Limits of the City of Hattiesburg, Mississippi, Chancery Court of Lamar County, Mississippi, Case Number 10,535

Pursuant to Section 21-1-39 of the Mississippi Code of 1972, I enclose herewith a certified copy of final judgment approving annexation. No appeal has been taken from this judgment, and it is now final except for United States Justice Department approval. I would appreciate your filing this judgment and furnishing me a certificate of filing along with your bill for services rendered.

Sincerely yours,

S. Wayne Easterling

S. Wayne Easterling

SWE/en

Enclosure

RECEIVED
DEC - 9 1982
SECRETARY OF STATE

IN THE CHANCERY COURT OF LAMAR COUNTY, MISSISSIPPI

IN THE MATTER OF THE ENLARGEMENT OF THE CORPORATE LIMITS OF THE CITY OF HATTIESBURG, MISSISSIPPI	)))	CASE NUMBER 10,535

JUDGMENT APPROVING, RATIFYING AND CONFIRMING THE ENLARGEMENT OF THE BOUNDARIES OF THE CITY OF HATTIESBURG, MISSISSIPPI, TO THE EXTENT HEREINAFTER ADJUDICATED

THIS CAUSE coming on for hearing upon the Petition of the municipal authorities of the City of Hattiesburg, Mississippi, a municipal corporation of the State of Mississippi, upon due and proper proof of publication and posting of notice of the hearing of said Petition, all in the manner, mode and time required by law and upon oral and documentary proof, and the Court, after having heard and considered all of the same and being fully informed in the premises, finds and adjudges the following, to-wit:

I.

That on September 29, 1982, Petition or Complaint to ratify, approve and confirm Ordinance Number 2087 of the City of Hattiesburg, Mississippi, enlarging the boundaries of said city by adding thereto the adjacent unincorporated territories therein described, was filed in this Court.

II.

That said Petition or Complaint is in legal and proper form, recites all of the necessary jurisdictional facts, complies with all requirements of law and has attached thereto as exhibits a certified copy of said Ordinance adopted by the municipal authorities and a map or plat of the municipal boundaries as petitioned to exist in the event such enlargement becomes effective to the full extent of said Petition, and this Court has jurisdiction of the subject matter hereof and the parties hereto.

III.

That the Board of Mayor and Commissioners of the City of Hattiesburg, Mississippi, at a duly convened public meeting thereof held on September 21, 1982, duly and lawfully passed, ordained and adopted an ordinance enlarging the municipal boundaries of the City of Hattiesburg, Mississippi, defining with certainity the additional territory to be included in the corporate limits of the City and also defining the entire boundary of the municipality in the event the extension was granted hereby; that said ordinance and the proceedings adopting the same are recorded in the minutes of the Board of Mayor and Commissioners of the City of Hattiesburg, Mississippi; that said ordinance has been duly recorded and was published in the Hattiesburg American, a newspaper publised in the City of Hattiesburg, Mississippi, and having a general circulation in the City of Hattiesburg and in the territory described in the Petition filed herein to be annexed to the City of Hattiesburg, and that the map of the municipal boundaries of said City as it would exist after the enlargement and extension of the same is attached to the Petition as an exhibit as required by statute.

IV.

That all notices required by law, including the posting in three public places, and the publication as previously set out, were met in full.

V.

That the extension and enlargement of the municipal boundaries include the area described in the Petition or Complaint and the Court finds that said parcel as described should be annexed as described in the Petition or Complaint, and that such enlargement and extension as is allowed herein is reasonable and required by public convenience and necessity in that reasonable public and

municipal services will be rendered to the area allowed to be annexed within a reasonable time; that the enlargement herein allowed is in the best interest of the City of Hattiesburg, and the property owners of that territory allowed to be annexed hereby, to be included in the municipal boundaries of the City of Hattiesburg, Mississippi, and that said enlargement and annexation is hereby approved, ratified and confirmed.

IT IS, THEREFORE, ORDERED AND ADJUDGED that the enlargement and extension of the municipal boundaries of the City of Hattiesburg, Mississippi, be and the same is hereby approved, ratified and confirmed, as allowed by the Court herein, and that there shall be and is hereby added to the municipal boundaries of the City of Hattiesburg, as they now exist, the following described real property, lying and being situated in Lamar County, Mississippi, to-wit:

Commence at the Southwest corner of the Northeast ¼ of the Southwest ¼ of Section 12, Township 4 North, Range 14 West, Lamar County, Mississippi, and run North along the West line of said Northeast ¼ of the Southwest ¼ for 330.00 feet to and for the point of beginning. From the point of beginning run East for 1,269.00 feet to the West right of way line of Oak Grove Road; thence run Northerly along the West right of way of said road for 538.60 feet to the South right of way line of U. S. Highway 98; thence run Northwesterly along said South right of way line for 161.90 feet; thence run southwesterly along the South right of way line of U. S. Highway 98 for 1,069.30 feet to the West line of said Northeast ¼ of the Southwest ¼; thence run South along said West line of the Northeast ¼ of the Southwest ¼ for 461.40 feet back to the point of beginning.

Said parcel of land is part of the Northeast ¼ of the Southwest ¼, Section 12, Township 4 North, Range 14 West, Lamar County, Mississippi, and contains 15.15 acres, more or less.

IT IS, FURTHER, ORDERED AND ADJUDGED that the entire boundaries of the City of Hattiesburg, Mississippi, after the addition and annexation of the aforesaid described property shall be and it is hereby described as following, to-wit:

Beginning at the Western bank of Leaf River in Section 11, T-4-N, R-13-W, in the County of Forrest, State of Mississippi, at a point directly East of the Northern boundary line of Currie Street, run thence Northwesterly along the Westerly bank of Leaf River to its junction with Bouie River; thence Northwesterly along the Southwesterly bank of Bouie River to the North boundary line of T-4-N, R-13-W, thence run West to the Northeasterly boundary line of the Illinois Central Railroad, thence Northwesterly along the Northeasterly boundary line of the Illinois Central Railroad to a point that is 450 feet West of the North-South center line of Section 32, T-5-N, R-13-W, thence continue North to the Southeasterly bank of Bouie River, thence run Westerly along said bank of the Bouie River to the Northwesterly right-of-way of United States Interstate Highway 59, thence run Southwesterly along said Northwesterly right-of-way of United States Interstate

Highway 59 to the Northeasterly right-of-way of the Illinois Central Gulf Railroad, thence run Northwest along said right-of-way of the Illinois Central Gulf Railroad to the North line of Section 25, T-5-N, R-14-W, thence run West along said North line to the Southwesterly right-of-way of United States Highway 49, thence run Southeasterly along said Southwesterly right-of-way line to its intersection with the West boundary line of the SE¼ of said Section 25, thence South along the West boundary line of the SE¼ of said Section 25 and the West boundary line of the NE¼ of Section 36, T-5-N, R-14-W, thence run South to the SW corner of the NW¼ of the NE¼ of said Section 36, thence run East to the SE Corner of the NW¼ of the NE¼ of said Section 36, thence run South to the West right-of-way of United States Interstate Highway 59, thence run Southerly along said West right-of-way to the North line of Section 12, T-4-N, R-14-W, Lamar County, Mississippi, thence run West along the North line of Section 12 for 1,500 feet, more or less, to the intersection with the West right-of-way line of Westover Drive, thence run Southerly along the West right-of-way line of Westover Drive for 1,300 feet, more or less, to its intersection with the North right-of-way line of a Mississippi Power Company right-of-way easement, thence run Westerly along the North right-of-way line of said Mississippi Power Company right-of-way easement for 4,000 feet, more or less, to the intersection with the West line of the E½ of the NE¼ of Section 11, T-4-N, R-14-W, Lamar County, Mississippi, thence run South along the West line of the E½ of the NE¼ and along the West line of the E½ of the SE¼ for 2,050 feet, more or less, to the intersection with the North right-of-way line of United States Highway 98, thence run Northeasterly along the North right-of-way line of United States Highway 98 for 3,118.4 feet, thence run North for 204 feet to the North line of the NE¼ of the SW¼ of Section 12, thence run East along the North line of said Forty for 470 feet, thence run South for 118.5 feet to the intersection with the North right-of-way line of United States Highway 98, thence run Southwesterly along the North right-of-way line of said United States Highway 98 for 3,599.4 feet to the intersection with the West line of the NE¼ of the SE¼ of Section 11, T-4-N, R-14-W, thence run South along the West line of the E½ of the SE¼ of Section 11 for 300 feet, more or less, to the intersection with the South right-of-way line of United States Highway 98, thence run Northeasterly along the South right-of-way line of United States Highway 98 to its intersection with the West line of the NE¼ of the SW¼ of Section 12, T-4-N, R-14-W, thence run South 461.4 feet, thence run East 1,269 feet to the West right-of-way line of Westover Drive, thence run Southerly along the West right-of-way line of Westover Drive for 1,000 feet, more or less, to the intersection with the South right-of-way line of Old Highway No. 11, thence run Northeasterly along the South right-of-way line of Old Highway No. 11 to the intersection with the West line of the SW¼ of the SE¼ of Section 12, thence run South along the West line of said SW¼ of SE¼ for 449.8 feet, thence run West for 95.5 feet to a point on the East boundary line of the Lamar Park Estates Subdivision, thence run Southerly along the East boundary line of said Subdivision for 759 feet to a point being 20 feet Northerly from the SE Corner of Lot 10, Block 3 of said Subdivision, thence run East for 83.8 feet, thence run North for 140 feet, thence run East for 70 feet, thence run South for 140 feet to a point on the South line of Section 12, thence run East along the South line of Section 12 for 20.7 feet, thence run South for 20 feet to a point on the North line of Lakeview Drive, thence run East along the North line of Lakeview Drive for 346 feet to the intersection with the west line of Park Avenue, thence run North along the West line of Park Avenue for 1,037.9 feet, thence run West for 80 feet, thence run North for 399.8 feet to the intersection with the South right-of-way line of Old Highway No. 11, thence run Northeasterly along the South right-of-way line of Old Highway No. 11 for 800 feet, more or less, to the intersection with the West right-of-way line of Interstate Highway No. 59, thence run due East to a point 150 feet East of the center line of said Interstate Highway No. 59, thence run Southerly along a line 150 feet East of and parallel with the center line of said highway to the South boundary line of the N½ of the NE¼ of the SE¼ of Section 24, T-4-N, R-14-W, Lamar County, Mississippi, thence run East to the West boundary line of Section 19, T-4-N, R-13-W, Forrest County Mississippi, thence run South to the South Boundary of the N½ of the SW¼ of Section 19, T-4-N, R-13-W, Forrest County, Mississippi, thence run East along said boundary line to the Western boundary of the E½ of Section 19, T-4-N, R-13-W, Forrest County, Mississippi, thence run South to the South boundary line of said Section 19, thence run East to the West boundary line of Section 20, T-4-N, R-13-W, thence run North to the South boundary of the N½ of the SW¼ of said Section 20, thence run East to the West boundary of the E½ of said

Section 20, thence run North to the North boundary line of the S½ of the S½ of the NE¼ of said Section 20, thence run East to the West line of the SE¼ of the NW¼ of Section 21, T-4-N, R-13-W, thence run South to the Southwest Corner of the SE¼ of the NW¼ of said Section 21, thence run East to Southwesterly right-of-way of United States Highway No. 49, thence run Southeast along the Southwesterly right-of-way of said Highway to the Western boundary line of the E½ of said Section 21, thence run South along said boundary to the North line of Section 28, T-4-N, R-13-W, thence run East along said North line to the NE corner of the NW¼ of the NE¼ of said Section 28, thence run South to the SW corner of the SE¼ of the NE¼ of said Section 28, thence run East to the West line of Section 27, T-4-N, R-13-W, thence run South along said line to the SW Corner of the NW¼ of the SW¼ of said Section 27, thence run East to the SE corner of the NW¼ of the SW¼ of said Section 27, thence run South to the South line of said Section 27, thence run East along said South line to the Southwesterly right-of-way line of United States Highway 49, thence run SE along said Southwesterly right-of-way line to the West line of Section 2, T-3-N, R-13-W, thence run South along said West line to the SW Corner of Section 2, thence run East along the South line of said Section 2 to the SE Corner of said Section 2, thence continue East along the South line of Section 1, T-3-N, R-13-W, Forrest County, MS, to the East right-of-way line of Illinois Central Gulf Railroad, thence run Northerly along the East right-of-way line of said railroad to the South line of Section 36, T-4-N, R-13-W, thence run East along said South line 2,086.4 feet, thence run S49°02'E to the West line of Section 6, T-3-N, R-12-W, thence run South along said Section line to the SW Corner of the SW¼ of the NW¼ of said Section 6, thence run East to the SE Corner of the SW¼ of the NW¼ of said Section 6, thence run North from said SE Corner 1,189.77 feet, thence run S43°19'E 257.6 feet, thence run N40°58'E to the North boundary line of the SE¼ of the NW¼ of said Section 6, thence run East along said North line of the North-South center line of said Section 6, thence run South along said center line 618.5 feet, thence run N40°58'E 361.3 feet, thence run N57°34'W to the North-South center line of said Section 6, thence run North along said center line to the North line of said Section 6, thence run West along said North line 1,117.8 feet, thence run N49°02'W to the East line of Section 36, T-4-N, R-13-W, thence run North along said Section line to the Southwesterly right-of-way line of the Illinois Central Gulf Railroad, thence run Northwesterly along said right-of-way 150 feet, more or less, to its intersection with the center line of a creek, thence run Southwesterly along said center line 800 feet to the Northeasterly (abandoned) right-of-way of the Illinois Central Gulf Railroad, thence run Northwesterly along said Northeasterly right-of-way 1,548.6 feet, thence run North 12°06'E 338.25 feet, thence run North 68°29'E 775.5 feet to the Southwestern right-of-way of the Illinois Central Gulf Railroad, thence run Northwesterly along said Southwestern right-of-way to the North right-of-way line of a certain road presently known as Airport Road, thence run Westerly along said North right-of-way line to the intersection of said road with the center line of DePriest Creek, thence run Westerly along the center line of said creek to its intersection with the East line of the NW¼ of the NE¼ of Section 34, T-4-N, R-13-W, thence run North along said East line to the SE corner of the NW¼ of the SE¼ of Section 27, T-4-N, R-13-W, thence run West, more or less, 640 feet, thence run N01°48'E 276.5 feet, thence run N10°07'W 239.8 feet, thence run N30°14'W 225.9 feet, thence run N75°W 327 feet to the Eastern right-of-way of Old Highway 49, thence run NE along said Eastern right-of-way 4.5 feet, thence run North to the North right-of-way of a certain road presently known as Central School Road, thence run West along said right-of-way to the East right-of-way of a certain street presently known as Wood Street, thence run North along said East right-of-way to the North line of said Section 27, thence run West to the SE Corner of the SW¼ of the SW¼ of Section 22, T-4-N, R-13-W, thence run North to the South line of Section 15, T-4-N, R-13-W, thence East to the intersection of the North line of Section 23, T-4-N, R-13-W, with the East right-of-way line of the Illinois Central Gulf Railroad, thence South along said East right-of-way line of the Illinois Central Gulf Railroad 878.5 feet to the intersection with the Northeasterly right-of-way line of Old Highway No. 49 (James Street), thence Southeasterly along the Northeasterly right-of-way of Old Highway No. 49 for 123.8 feet, thence N64°54' E for 1,371 feet to the East line of the NW¼ of Section 23, T-4-N, R-13-W, at a point 400 feet South of the NE Corner of the NW¼ of said Section 23, thence South to the South line of the N½ of the N½ of the NE¼ of said Section 23, thence East to the West bank of Leaf River, thence Northerly and Westerly along the West bank of Leaf River to the Point of Beginning.

IT IS, FURTHER, ORDERED AND ADJUDGED that the clerk of this Court shall, within the time and manner provided by law, forward to the Secretary of State a certified copy of this judgment which shall be filed with the office of the Secretary of State of the State of Mississippi, and shall remain a permanent record thereof as required by law; and that the petitioners shall furnish to the clerk of this Court a map or plat of the boundaries of said City of Hattiesburg, Mississippi, as herein approved, ratified and confirmed, which map or plat shall be filed in this cause.

IT IS, FURTHER, ORDERED AND ADJUDGED that all costs of this proceeding be assessed against the City of Hattiesburg, Mississippi.

SO ORDERED on this 18th day of November, A. D., 1982.

CHANCELLOR

CERTIFICATE

STATE OF MISSISSIPPI
LAMAR COUNTY

I, CARLEY PARKER, Clerk of the Chancery Court in and for said County and State, hereby certify that the above and foregoing is a true correct copy of JUDGMENT APPROVING, RATIFYING, ETC. as the same appears OF RECORD in MINUTE Book No. 51, Page 279-284 of the records of Lamar County, Mississippi, now on file in my office.

Given under my hand and seal of office this 19th day of November 19 82

CARLEY R. PARKER
CHANCERY CLERK
By D. C.

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE LOYALTY CLUB NO. 1, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 9th day of December, A. D., 1982.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

RESOLUTION OF The Loyalty Club No. 1
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 Loyalty Club No. 1 an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that David Williams, Viola Tillman, and Earlean Hall are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named The Loyalty Club No. 1, 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, Earlean 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 14th day of March, 1982, at Indianola, Mississippi at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 13th day of Oct., 1982.

Secretary Earlean Hall

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

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

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is: The Loyalty Club No. 1, Inc.

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

Name	Street & No.	City	State
David Williams	606 Birdsong Street	Indianola,	Mississippi
Viola Tillman	610 Oak Street	Indianola,	Mississippi
Earlean Hall	307 Birdsong St.	Indianola,	Mississippi

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

3. The domicile is at 610 Oak Street, Indianola, Mississippi
(Street and No.) (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 79-11-1, Code of Mississippi of 1972, and amendments thereto.)
The corporation is a nonprofit nonshare/charitable and civic improvement corporation organized for charitable and civic improvement purposes. The members of the corporation shall receive no shares of stock, and no shares of stock, profits or dividends are to be issued. Except that the members of the Corporation shall pay dues or fees in accordance with the By-laws of the Corporation.

5. Period of existence shall be perpetual.

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

a. To provide educational scholarships to needy and gifted students and to provide charitable contributions to poor, disadvantaged, and otherwise less-fortunate persons.
b. To sue and be sued, complain and defend, in its corporate name.
c. To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsmile thereof, to be impressed or affixed or in any manner reproduced.
d. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property, or any interest therein, wherever situated.
e. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
f. To make contracts and guarantees and incur liabilities, borrown money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
g. To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
h. To make and alter bylaws, not inconsistent with its articles of incorporation and/or with the laws of this state, for the administration and regulations of the affairs of the corporation.
i. To cease its corporate activities and surrender its corporate franchise.
j. To have and exercise all powers necessary or convenient to affect any or all of the purposes for which the corporation is organized.

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

BOOK 288 PAGE 490

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

Signatures: David Williams
Viola Tillman
Earlean Hall

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Sunflower

This day personally appeared before me, the undersigned authority David Williams, Viola Tillman, and Earlean Hall, incorporators of the corporation known as the Loyalty Club No. 1, Inc. who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 13th day of October, 1982

my Comm. Expires: 1-10-1984

Jack E. Harper, Jr. Chancery Clerk
By Willie Allen D.C.

STATE OF MISSISSIPPI
County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the

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

Received at the office of the Secretary of State this the 9th day of Dec A.D., 19 82, 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 9th, 1982

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

MANNA HOUSE, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 9th day of December, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

CERTIFIED COPY OF RESOLUTION
ADOPTED BY MEMBERS OF THE MANNA HOUSE

AT A MEETING HELD ON THE 16TH DAY OF NOVEMBER, 1982
AUTHORIZING AND DIRECTING INCORPORATION OF MANNA HOUSE

WHEREAS, MANNA HOUSE is now a voluntary nonprofit unincorporated organization composed of persons who have associated themselves together for the purpose of sponsoring and encouraging religious and charitable work; and

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

WHEREAS, the members of the organization further find that the organization should be incoporated forthwith as a nonprofit charitable corporation under and by virtue of the laws of the State of Mississippi.

NOW THEREFORE BE IT RESOLVED, by MANNA HOUSE, in meeting assembled, that:

SECTION 1: Linda Jenkins, R. C. Williamson, Jerry Tucker, Dorothy Creel, Penny Jackson, W. E. Mozingo, Ruth Davis, and Myrtis Calvin are hereby authorized and directed to proceed forthwith to take all actions and all things necessary to incorporate MANNA HOUSE, a nonprofit corporation under the laws of the State of Mississippi, and to act as incorporators thereof.

SECTION 2: The corporate title of the corporation herein authorized shall by "MANNA HOUSE, INC."

SECTION 3: The said incorporators are fully empowered to do and perform any and all other acts necessary to secure said Charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, R. C. Williamson, do hereby CERTIFY that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is a true and correct copy of a Resolution duly and properly adopted at a meeting thereof held on the 16th day of November, 1982, at Trinity Episcopal Church at which a majority of the members were present and said meeting was duly and properly called and held.

WITNESS MY SIGNATURE THIS 16TH day of NOVEMBER, 1982.

R. C. Williamson
Secretary

THE CHARTER OF INCORPORATION OF

MANNA HOUSE, INC.

I. Corporate Name. The corporate title of said corporation is: MANNA HOUSE, INC.

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

Name	Address
Linda Jenkins	P. O. Box 780, 720 Sunset Dr. Yazoo City, MS 39194
R. C. Williamson	P. O. Box 85, 213 E. Jefferson Yazoo City, MS 39194
Jerry Tucker	2106 Wildwood Terrace Yazoo City, MS 39194
Dorothy Creel	233 N. Willow Drive Yazoo City, MS 39194
Penny Jackson	1514 Gordon Avenue Yazoo City, MS 39194
W. E. Mozingo	1431 Ridgecrest Avenue Yazoo City, MS 39194
Ruth Davis	611 Webster Avenue Yazoo City, MS 39194
Myrtis Calvin	1074 Mitchell Yazoo City, MS 39194

An existing association has authorized, directed and empowered these incorporators to make application for a grant of charter in its minutes, as evidenced by a certified copy of the resolution of such association attached hereto and incorporated herein by reference.

III. Domicile: The domicile of the corporation in this state is: 323 North Main Street, Yazoo City, MS 39194.

IV. Type of Organization: This corporation is a non-profit corporation, and no shares of stock shall be issued. The corporation is created amd shall act as a corporation authorized by the

provisions of Section 79-11-1(1), Mississippi Code Annotated of 1972, and amendments thereto, being specifically a charitable association, and for the specific purposes hereinafter stated.

V. Period of Existence: The period of its existence shall be perpetual.

VI. Purposes: 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 purpose of the association being incorporated, are:

(1) To promote, develop, stimulate and encourage physical and spiritual development by providing nutritious meals.

(2) To receive, solicit, accept, hold, administer, invest, loan, and disburse funds, upon such terms as may be proper to encourage, promote and develop the purposes for which this corporation is created; to acquire any property, whether real, personal or mixed, tangible or intangible, by way of purchase, gift, devise or bequest, unconditionally or in trust, from any person, firm, trust or corporation, to be held, administered and disposed of in accordance with and pursuant to the provisions of this Charter, and for the purposes for which this corporation is created; to convey, re-invest proceeds, and otherwise administer all such properties in trust or otherwise for the purposes for which this corporation is created; to receive gifts; 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 and religious purposes, directly or by making financial and other types of contributions to organizations having similar and related purposes that qualify as exempt organizations under the Internal Revenue Code and its regulations.

(3) To have the following powers as a means of accomplishing the foregoing purposes:

(a) To adopt, amend and alter By-Laws of the corporation governing its internal affairs.

(b) To elect and appoint officers, agents and employees, consistent with said By-Laws and this Charter and not in violation of State law.

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

(d) 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.

(e) 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 trust, or by other privilege upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter acquired.

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

(g) 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 this Charter, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501(c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended and by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

(4) To sue and be sued and to complain and defend in its corporate name.

(5) All of the assets of the corporation shall be dedicated to its stated purposes. No part of the property held by the corporation or the net earnings of the corporation shall inure or be payable to or for the benefit of or be distributable to its members, directors, trustees, officers, or other private persons; except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Section VI. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. 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).

(6) Upon the dissolution, liquidation, or winding up of the corporation, whether voluntary, involuntary or by operation of law, 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 to carry out the object and purposes for which the corporation was formed and in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scienfific 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 purposes or to such organization or organizations which are organized and operated exclusively for such purposes as said Court shall determine.

(7) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws. 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. The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws. 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 federal tax laws.

VII. General 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 vest in each member the right to one vote in the election of all officers, shall make expulsion the only remedy for non-payment of dues, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

VIII. Government: The corporation shall be governed by a Board of Directors and officers and its membership as provided by the By-Laws of the corporation subject to all of the rights and obligations set forth in the Mississippi statutes governing non-profit, non-share organizations, Sections 79-11-1 et seq. in the Mississippi Code Annotated of 1972.

IX. Amendment: The Charter of Incorporation may be amended by adoption of a Resolution at any annual or special meeting of the members of the corporation upon receiving the vote of a majority of the members present and voting, provided that a quorum is present, either in person or by proxy, and that notice of the substance of the proposed amendment shall have been mailed to each of the members along with the notice of the meeting. The aforesaid requirement for notice of the substance of the proposed amendment may be waived prior or subsequent to the meeting or b y attendance at the meeting.

WITNESS our signatures as authorized incorporators this the 30th day of November, 1982.

INCORPORATORS:

Linda Lou Jenkins
LINDA JENKINS

R. C. Williamson
R. C. WILLIAMSON

JERRY TUCKER

Dorothy Creel
DOROTHY CREEL

Penny Jackson
PENNY JACKSON

W E Mozingo
W. E. MOZINGO

Ruth Davis
RUTH DAVIS

Myrtis Calvin
MYRTIS CALVIN

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF YAZOO

THIS day personally appeared before me, the undersigned Notary Public in and for the aforesaid county and State, the within named LINDA JENKINS, R. C. WILLIAMSON, JERRY TUCKER, DOROTHY CREEL, PENNY JACKSON, W. E. MOZINGO, RUTH DAVIS AND MYRTIS CALVIN, incorporators of the corporation known as MANNA HOUSE, INC., who acknowledged that they each signed and delivered the above and foregoing Charter of Incorporation as their own voluntary act and deed, on this the 30th day of November, 1982.

Martha C. Jackson
Notary Public

My Commission Expires:
8/15/86

RECEIVED at the office of the Secretary of State, this the 1st day of Dec. 1982, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE

Jackson, Mississippi December 6 1982

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

Bill Allain
ATTORNEY GENERAL

BY: Richard W. Allen
ASSISTANT ATTORNEY GENERAL
Special

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

CAMPUS CRUSADE FOR 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 9th day of December, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

State of Mississippi
Office of the Attorney General
Jackson, Mississippi 39205

Bill Allain
Attorney General

Post Office Box 220
601-354-7130

December 6, 1982

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

Re: Application for Domestication of
Campus Crusade for Christ, Inc.

Dear Ms. Evans:

In accordance with your request of December 6, 1982, regarding the above captioned and foregoing corporation, I have examined the documents enclosed herewith and find nothing in said articles of incorporation and amendment(s) thereto that is violative of the Constitution or laws of this State.

It is understood, of course, that, said corporation shall, regardless of any provisions of its charter or amendment or the laws of the State of its origin, continue to be 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.

Yours very truly,

BILL ALLAIN, ATTORNEY GENERAL

BY:
Richard M. Allen
Special Assistant Attorney General

RMA:hs

Enclosure

Power of Attorney

Know all Men by these Presents:

That the Campus Crusade for Christ, Inc. Company, of the city of San Bernardino and State of California desiring to transact business in the State of Mississippi, in conformity with the laws thereof, does hereby make, constitute and appoint Edwin Lloyd Pittman, Secretary of State of the State of Mississippi, and his successor in office, its true and lawful ATTORNEY in and for said State of Mississippi, upon whom all processes of law against said corporation in any action or legal proceeding may be served, subject to and in accordance with all the provisions of the statutes and laws of said State of Mississippi now in force, and such other acts as may be hereafter passed amendatory thereof and supplementary thereto; and said company does hereby expressly agree that any and all lawful processes against it which may be served upon said Edwin Lloyd Pittman, Secretary of State, and his successor, shall be deemed valid personal service upon said company and shall be of the same force and validity as if served upon said company; and this authority shall continue in force and irrevocable so long as any liability of the said company remains outstanding in the said State of Mississippi, whether incurred before or since the making of and execution of this instrument.

IN WITNESS WHEREOF, The said company, in accordance with a resolution of its Board of Directors, duly passed on 18th day of October A. D. 19 81 (81-5) has to these presents affixed its corporate seal and caused the same to be subscribed and attested by its President and Secretary, at the city of San Bernardino in the State of California on the 9th day of November A. D. 19 82

Vice President

Assistant Secretary

STATE OF CALIFORNIA

County of SAN BERNARDINO

On this 9th day of November A. D. 19 82 before me, the subscriber a Notary Public, duly appointed to take the proof and acknowledgement of deeds and other instruments, came Stephen B. Douglass, Vice President, and Lloyd Olson, Assistant Secretary of the Campus Crusade for Christ, Inc. Company, to me personally known to be the individuals described in and who executed the preceding instrument, and they each duly acknowledged the execution of the same, and being by me each sworn, severally and each for himself deposeth and saith, that they are the said officers of the Campus Crusade for Christ, Inc. Company aforesaid, and that the seal affixed to the preceding instrument is the corporate seal of said Company; and that said corporate seal and their signatures as such officers were duly affixed and subscribed to the said instrument by the authority and direction of said corporation.

OFFICIAL SEAL
STACY A. WELSHYMER
NOTARY PUBLIC - CALIFORNIA
SAN BERNARDINO COUNTY
My Commission Expires Feb. 8, 1985

My Commission Expires February 8, 1985

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at the City of San Bernardino the day and date first above written.

Notary Public

Official Title

OFFICE OF THE SECRETARY OF STATE

[illegible] Secretary of State of the State [illegible]:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

March Fong Eu

Secretary of State

ARTICLES OF INCORPORATION

OF

CAMPUS CRUSADE FOR CHRIST, INC.

AUG 25 1953 FILED

AUG 28 1953

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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, citizens of the United States of America, and all residents of the State of California, for the purpose of forming a corporation for other than pecuniary profit, under the laws of the State of California, and pursuant to the General Nonprofit Corporation Law, or pursuant to Part 1 of Division 2 of Title 1 of the Corporation Code, do hereby certify:

I - Name

The name of this corporation is CAMPUS CRUSADE FOR CHRIST, INC.

II - Purposes

The specific and primary purpose for which this corporation is formed is:

To provide an evangelical, interdenominational, non-sectarian organization designed to take the Christian message to the college and university students of America.

The general purposes and powers of this corporation are:

To seek through the agency of personal, public, printed, radio and other means of communication, to get over to the students and student bodies of our colleges and universities the true evangelical message.

To acquire by purchase, gift, devise, bequest, conveyance, or otherwise, any and all kinds of property, both real and personal, and the same to own, hold, deal in, rent, lease, improve, convey, manage and operate, all in connection with the objects and purposes of this corporation, and as [illegible] shall consider to be expedient or desirable to carry out the objects and purposes of this corporation.

This corporation does not contemplate pecuniary gain or profit to the members thereof.

This corporation shall have power to formulate and adopt by-laws governing the organization; to provide for the admission of members and the qualifications for membership; to provide for the election of officers, workers and administrators as may be deemed wise and necessary for the most efficient performance of the objects and purposes of the corporation, and to fix any salaries or other compensations to be paid.

III - Principal Office

The principal office of the corporation will be located in the County of Los Angeles, State of California.

IV - Directors or Trustees.

The number of directors, or trustees, of this corporation shall be five, and the names and addresses of the directors or trustees who are hereby designated to act as the first directors or trustees and until their successors shall be elected and qualified, are:

Henrietta C. Sears, 334 Dalehurst, Los Angeles 24, California;
Cyrus H. Nelson, 1214 So. Grand Blvd., Glendale, California;
William R. Bright, 11411 Burwick St., Los Angeles, California;
Richard C. Halverson, 1760 North Gower, Hollywood 28, Calif.
W. C. Jones, 131 South La Brea, Los Angeles, California.

The number of directors or trustees of this corporation may be increased and the terms of such determined, as and in the manner provided for in the by-laws of this corporation when such by-laws shall have been adopted, and power is hereby granted to adopt such a by-law.

V - Capital Stock.

There shall be no capital stock of this corporation nor dividends paid to members thereof, and no gains, profits or dividends shall ever be paid to the members of this corporation.

IN WITNESS WHEREOF, and for the purpose herein specified, we, the undersigned, constituting the incorporators, and the persons

named herein as the authorized directors or trustees, have executed these Articles of Incorporation, this 25th day of June, 1953.

Henrietta C. Mears
Henrietta C. Mears

Cyrus N. Nelson
Cyrus N. Nelson

William R. Bright
William R. Bright

Richard C. Halverson
Richard C. Halverson

W. C. Jones
W. C. Jones

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) ss.

On this 25 day of June, 1953, before me, a Notary Public, in and for said County and State, personally appeared Henrietta C. Mears, Cyrus N. Nelson, William R. Bright, Richard C. Halverson and W. C. Jones, known to me to be the persons whose names are subscribed to the foregoing instrument; and acknowledged to me that they executed the same for the uses and purposes therein set forth.

WITNESS my hand and official seal the day and year first in this certificate above written.

Notary Public in and for the County of Los Angeles, State of California.

My Commission Expires November 25, 1956

Place of business chg to: SAN BERNARDINO COUNTY

BOOK 288 PAGE 598

A51486

277808

X FILED
In the Office of the Secretary of State
of the State of California
JAN 14 1965
FRANK M. JORDAN, Secretary of State
By _____ Deputy

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

OF CAMPUS CRUSADE FOR CHRIST, INC.

The undersigned, WILLIAM R. BRIGHT and BRETA A. BATES, do hereby certify that they are, respectively, and have been at all times herein mentioned, the duly elected and acting President and Secretary of Campus Crusade for Christ, Inc., a California corporation, and further that:

1. At a special meeting of the Board of Directors of said corporation duly held at its principal office for the transaction of business at San Bernardino, California, at 5:30 p.m., on the 11th day of September, 1964, at which meeting there was at all times present and acting a quorum of the members of said board, the following resolutions were duly adopted:

NOW, THEREFORE, BE IT RESOLVED, that Article II of the Articles of Incorporation of this corporation be amended to read as follows:

"The specific and primary purpose for which this corporation is formed is:

To provide an inter-denominational, nonsectarian organization designed to take the Christian message to the college and university students and laymen of the United States.

The general purposes and powers of this corporation are:

To seek through the agency of personal, public, printed, radio and other means of communication, to present the Christian message to students and laymen of the world.

To acq[illegible] purchase, [illegible] veyance, or otherwise, any and all kinds of [illegible] ty, both

real and personal, and the same to own, hold, deal in, lent, lease, improve, convey, manage and operate, all in connection with the objects and purposes of this corporation, and as this corporation shall consider to be expedient or desirable to carry out the objects and purposes of this corporation."

BE IT FURTHER RESOLVED, that Article III of the Articles of Incorporation of this corporation be amended to read as follows:

"The principal office of the corporation will be located in the County of San Bernardino, State of California."

BE IT FURTHER RESOLVED, that Article IV of the Articles of Incorporation of this corporation be amended to read as follows:

"The number of directors, or trustees, of this corporation shall be eight, and the names and addresses of the directors or trustees who are hereby designated to act as the first directors or trustees and until their successors shall be elected and qualified, are:

Henrietta C. Mears
334 Dalehurst
Los Angeles 24, California

Cyrus N. Nelson
1214 South Grand Boulevard
Glendale, California

William R. Bright
11451 Burwick Street
Los Angeles, California

Richard C. Halverson
1760 North Gower
Hollywood 28, California

W. C. Jones
131 South La Brea
Los Angeles, California

The number of directors or trustees of this corporation may be increased or decreased and the terms of such determined, as and in the manner provided for in the By-Laws of this corporation when such By-Laws have been adopted, and approved by a majority of the members and power is hereby granted to adopt such a By-Law at a meeting of the members duly called pursuant to the By-Laws."

BE IT FURTHER RESOLVED, that Article VI be added to the Articles of Incorporation of this corporation to read as follows:

"This corporation does not contemplate pecuniary gain or profit to the members thereof.

In the event of the dissolution of the corporation or in the event it shall cease to engage in the business of carrying out the objects and purposes set forth in these Articles, all of the business, properties, assets and income of the corporation, which are irrevocably dedicated to charity, shall go and be distributed to such nonprofit charitable corporation, or corporations as may be selected by the Board of Directors of this corporation, and approved by the Office of the Attorney General of the State of California. The business, properties, assets and income of this corporation shall in that event only be used for and devoted to the purposes of carrying on a nonprofit charitable enterprise or enterprises reasonably related to the object and purposes set out herein, and in no event shall any of the assets or properties of this corporation, or the proceeds or income from any of said assets or properties, in the event of the dissolution thereof, go and be distributed to the members or officers either for the reimbursement of any sums subscribed, donated or contributed by such members or officers or for any other purpose or purposes."

2. At a special meeting of the members of said corporation, duly held at said principal office for the transaction of business at 6:00 p.m. on the 11th day of September, 1964, a resolution identical in form to said director's resolution was duly adopted.

3. The foregoing amendments were adopted and approved at said member's meeting by the total vote of six members.

4. The total number of memberships of said corporation entitled to vote on or consent to the adoption of such amendment is eight.

IN WITNESS WHEREOF, the undersigned have executed this amendment this 11th day of September, 1964.

William R. Bright

William R. Bright, President
Campus Crusade for Christ, Inc.

Breta A. Bate

Breta A. Bate, Secretary
Campus Crusade for Christ, Inc.

VERIFICATION

The undersigned, WILLIAM R. BRIGHT, President, and BRETA A. BATE, Secretary of Campus Crusade for Christ, Inc., a California corporation, each certifies under penalty of perjury that the matters set out in the foregoing Certificate of Amendment are true and correct.

Executed at San Bernardino, California, on this 11th day of September, 1964.

William R Bright
William R. Bright, President

Breta A. Bate
Breta A. Bate, Secretary

BOOK 288 PAGE 513

A112806

X277808

FILED

In the office of the Secretary of State of the State of California

AUG 25 1971

EDMUND G. BROWN, Secretary of State

By Betty Vogel, Deputy

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

WILLIAM R. BRIGHT AND S. ELLIOT BELCHER, JR., certify:

1. That they are the president and the secretary, respectively, of CAMPUS CRUSADE FOR CHRIST, INC., A California corporation.

2. That at a meeting of the board of directors of said corporation, duly held at Arrowhead Springs, San Bernardino, California, on August 7, 1971, the following resolution was adopted:

BE IT RESOLVED, that the Articles of Incorporation of this corporation be amended in their entirety as follows:

I

The name of this corporation is CAMPUS CRUSADE FOR CHRIST, INC.

II

The purposes for which this corporation is formed are:

(a) The specific and primary purposes are to provide an evangelical, interdenominational, non-sectarian organization designed to take the Christian message to the people of America and the world;

(b) The general purposes and powers are:

(1) To solicit, collect, receive, acquire, hold, and invest money and property, both real and personal, including money and property received by gift, contribution, bequest, or device; to sell and convert property, both real and personal, into cash; and to use the funds of this corporation and the proceeds, income, rents, issues, and profits derived from any property of this corporation for any of the purposes for which this corporation is formed;

(2) To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber, and to deal in shares, bonds, notes debentures, or other securities or evidences

of indebtedness of any person, firm, corporation, or association and, while the owner or holder of them, to exercise all rights, powers, and privileges of ownership;

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

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

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

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

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any power that are not in furtherance of the primary purpose of this corporation.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

III

This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California and does not contemplate pecuniary gain or profit to the members thereof and it is organized for nonprofit purposes.

IV

The county in this State where the principal office for the transaction of the business of this corporation is located is San Bernardino County.

V

The names and addresses of the persons who were to act in the capacity of directors until the selection of their successors are:

Name	Address
Henrietta C. Mears	334 Dalehurst, Los Angeles 21, CA
Cyrus N. Nelson	1244 S. Grand Blvd., Glendale, CA
William R. Bright	11454 Burwick Street, Los Angeles, CA
Richard C. Halverson	1760 N. Gower, Hollywood 28, CA
W. C. Jones	131 South La Brea, Los Angeles, CA

VI

The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection thereof, shall be as set forth in the Bylaws.

VII

The property of this corporation is irrevocably dedicated to religious and educational purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private persons. Upon the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for religious purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

If this corporation holds any assets in trust such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which the corporation has

its principal office, upon petition therefor by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

VIII

Any action required or permitted to be taken by the board of directors of this corporation may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

3. That the members have adopted said amendment by resolution at a meeting held at Arrowhead Springs, San Bernardino, California, on August 7, 1971. That the wording of the amended articles of incorporation, as set forth in the members' resolution, is the same as that set forth in the directors' resolution in paragraph 2 above.

4. That the number of members who voted affirmatively for the adoption of said resolution is 10, and that the number of members constituting a quorum is 6.

William R Bright
WILLIAM R. BRIGHT, President

S. Elliot Belcher Jr.
S. ELLIOT BELCHER, JR. Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at San Bernardino, California on August 7, 1971.

William R Bright
WILLIAM R. BRIGHT, President

S. Elliot Belcher Jr.
S. ELLIOT BELCHER, JR., Secretary

BOOK 288 PAGE 517

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FILED

In the office of the Secretary of State of the State of California

SEP 6 1972

EDMUND G. BROWN Jr., Secretary of State

Deputy

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

WILLIAM R. BRIGHT AND S. ELLIOT BELCHER, JR., certify:

1. That they are the president and the secretary, respectively, of CAMPUS CRUSADE FOR CHRIST, INC., A California corporation.

2. That at a meeting of the board of directors of said corporation, duly held at Arrowhead Springs, San Bernardino, California, on August 18, 1972, the following resolution was adopted:

BE IT RESOLVED, that the Articles of Incorporation of this corporation be amended in their entirety as follows:

I

The name of this corporation is CAMPUS CRUSADE FOR CHRIST, INC.

II

The purposes for which this corporation is formed are:

(a) The specific and primary purposes are to provide an evangelical, interdenominational, non-sectarian organization designed to take the Christian message to the people of America and the world;

4

(b) The general purposes and powers are:

(1) To solicit, collect, receive, acquire, hold, and invest money and property, both real and personal, including money and property received by gift, contribution, bequest, or device; to sell and convert property, both real and personal, into cash; and to use the funds of this corporation and the proceeds, income, rents, issues, and profits derived from any property of this corporation for any of the purposes for which this corporation is formed;

(2) To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber, and to

deal in shares, bonds, notes, debentures, or other securities or evidences of indebtedness of any person, firm, corporation, or association and, while the owner or holder of them, to exercise all rights, powers, and privileges of ownership;

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

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

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

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

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

III

This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California and does not contemplate pecuniary gain or profit to the members thereof and it is organized for nonprofit purposes.

IV

The county in this State where the principal office for the transaction of the business of this corporation is located is San Bernardino County.

V

The names and addresses of the persons who were to act in the capacity of directors until the selection of their successors are:

Name	Address
Henrietta C. Mears	334 Dalehurst, Los Angeles 21, CA
Cyrus N. Nelson	1244 S. Grand Blvd., Glendale, CA
William R. Bright	11454 Burwick Street, Los Angeles, CA
Richard C. Halverson	1760 N. Gower, Hollywood 28, CA
W. C. Jones	131 South La Brea, Los Angeles, CA

VI

The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection thereof, shall be as set forth in the By-Laws.

VII

The property of this corporation is irrevocably dedicated to religious purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private persons. Upon the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for religious purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

If this corporation holds any assets in trust such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which the corporation has

its principal office, upon petition therefor by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

VIII

Any action required or permitted to be taken by the board of directors of this corporation may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

3. That the members have adopted said amendment by resolution at a meeting held at Arrowhead Springs, San Bernardino, California, on August 18, 1972. That the wording of the amended articles of incorporation, as set forth in the members' resolution, is the same as that set forth in the directors' resolution in paragraph 2 above.

4. That the number of members who voted affirmatively for the adoption of said resolution is 8, and that the number of members constituting a quorum is 11.

William R. Bright
WILLIAM R. BRIGHT, President

S. Elliot Belcher Jr.
S. ELLIOT BELCHER, JR. Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at San Bernardino, California on August 18, 1972.

William R. Bright
WILLIAM R. BRIGHT, President

S. Elliot Belcher Jr.
S. ELLIOT BELCHER, JR. Secretary

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

AARON E. HENRY COMMUNITY HEALTH SERVICES
CENTER, INC.

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 10th of December, A. D., 1982.

William F. Winter
Governor.

Attest:

Edwin Lloyd Pittman
Secretary of State.

CERTIFIED COPY OF RESOLUTION
ADOPTED BY
The Members of the Aaron E. Henry Community Health Services Center, Inc.
AT A MEETING OF THE MEMBERS HELD ON
October 19, 1982
AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF
Aaron E. Henry Community Health Services Center, Inc.

WHEREAS, AARON E. HENRY COMMUNITY HEALTH SERVICES CENTER, INC. **is a voluntary, non-profit incorporation chartered by the State of Mississippi, and**

WHEREAS, after thorough discussion in a duly held meeting this corporation desires to amend its charter to delete the words "civic improvement" as one of the purposes of the corporation whenever they appear so to bring the articles into complete compliance with Section 501(c)(3) of the Internal Revenue Code.

THEREFORE, BE IT RESOLVED by AARON E. HENRY COMMUNITY HEALTH SERVICES CENTER, INC. **that its charter is amended as follows:**

The words "civic improvement" are deleted as one of purposes of the corporation wherever they appear so as to bring the articles into compliance with Section 501 (c)(3) of the Internal Revenue Code.

CERTIFICATE

I, EZRA TOWNER _____, **President of** AARON E. HENRY COMMUNITY HEALTH SERVICES CENTER, INC **do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by** the members of the Corporation **in a meeting assembled on the** 19th

day of October, 19 82, in Clarksdale Mississippi.

WITNESS MY SIGNATURE, this 29th day of November, 19 82.

Ezra Lawner
PRESIDENT

ARTICLES OF AMENDMENT TO THE CHARTER OF INCORPORATION OF

AARON E. HENRY COMMUNITY HEALTH SERVICES CENTER, 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 articles of incorporation of the corporation are amended to delete the words "civic improvement" as one of the purposes of the corporation wherever they appear so to bring the articles into complete compliance with Section 501(c) (3) of the Internal Revenue Code.

SECOND: The following amendment of the Charter of Incorporation was adopted by the members of the corporation on October 19, 1982, at a regular meeting of the members of the corporation at Clarksdale, Mississippi:

The words "civic improvement" are deleted as one of purposes of the corporation wherever they appear so as to bring the articles into compliance with Section 501(c)(3) of the Internal Revenue Code.

DATED: This the 29th day of November, 1982.

SIGNED: AARON E. HENRY COMMUNITY HEALTH SERVICES CENTER, INC.
(Name of Corporation)

BY: Ezra Towner
President

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
COUNTY OF Coahoma

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Ezra Towner, President of AARON E. HENRY COMMUNITY HEALTH

SERVICES CENTER, INC., who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of the corporation, on this the 29th day of November, 19 82.

Nathaniel D Brooks
NOTARY PUBLIC

My Commission expires: 7-20-85

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Received at the office of the Secretary of State, this the 10th day of Dec.

A. D., 1982, 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 10, 1982

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.

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

LAKE FOREST RECREATION 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 13th day of December, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF LAKE FOREST RECREATION 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 LAKE FOREST RECREATION 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 Woodrow W. Bailey, Larry Edwards and James N. Adams are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named LAKE FOREST RECREATION 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, Woodrow W. Bailey, 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 13th day of December, 1982, at 1425 Jacksonian Plaza, Jackson, Mississippi at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 13th day of December, 1982.

Secretary Woodrow W. Bailey

THE CHARTER OF INCORPORATION

OF

LAKE FOREST RECREATION ASSOCIATION, INC.

1. The corporate title of said company is: Lake Forest Recreation Association, Inc.

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

NAME	STREET & NUMBER	CITY	STATE
Woodrow W. Bailey	1425 Jacksonian Plaza Post Office Box 16191	Jackson	Mississippi 39206
Larry Edwards	1425 Jacksonian Plaza Post Office Box 16191	Jackson	Mississippi 39206
James N. Adams	1425 Jacksonian Plaza Post Office Box 16191	Jackson	Mississippi 39206

3. The domicile is at 1425 Jacksonian Plaza, Jackson, Mississippi.

4. The corporation is a nonprofit civic improvement society, and no shares of stock shall be issued.

5. The period of existence shall be perpetual.

6. The purposes for which the corporation is created non 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, as follows:

To promote the recreation, health and social welfare of the owners and residents within that certain tract of land (the Community) located in Warren County, State of Mississippi, known as Lake Forest Subdivision according to maps or plats thereof on file and of record in

the office of the Chancery Clerk of Warren County, Mississippi in Plat Book 2 at Pages 59 and 61, including such additional parts of Lake Forest Subdivision as may be designated by plats subsequently placed of record, and for this purpose to own, operate and maintain a body of water referred to as Lake Forest, including the perimeter boundary of said lake.

To operate, maintain, improve and otherwise deal with its property for the use, benefit and enjoyment of the owners and residents of 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 coporation:

To fix and collect fees, dues and assessments from its membership; to pay all expenses in connection with its activities and all office and other expenses incident to the conduct of the affairs of the corporation, including but not limited to all licenses, taxes or governmental charges levied or imposed against the property of the corporation;

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

To maintain the appearance of areas incidental to and in furtherance of the purposes of the corporation;

To borrow money, incur debts and, as security therefor, mortgage, pledge, deed in trust, or hypothecate any or all of the real or personal property of the corporation as security for money borrowed or debts incurred.

To dedicate or transfer all or any part of its property or facilities to any public agency or authority for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless approved by a two-thirds (2/3) vote of the membership of the corporation;

To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property as part of the Community;

To have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Mississippi by law may now or hereafter have or exercise;

To adopt by-laws, to sue and to 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 cooperate and act in conjunction with any agencies, corporations, instrumentalities or associations, both public and private, having similar purposes and objectives;

To do all things which are reasonably necessary or desirable to accomplish the purposes for which the corporation is organized.

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

Each Lot within the Community which is occupied by one or more owners thereof shall constitute a separate membership in the association. Those persons or entities, whether one or more, which are the record owners of a fee or undivided fee interest in such Lot shall exercise one vote for each such membership. In the event the record owner of a Lot holds such interest merely as security for performance

of an obligation, the unless and until such record owner acquires title pursuant to foreclosure or any proceeding in lieu of foreclosure, the right to vote shall be exercised by the beneficial owners thereof, whether one or more persons or entities. When more than one person or entity holds such interest or interests in any Lot, the vote for such Lot shall be exercised as they among themselves determine or, in the absence of such determination, as provided by the by-laws of the Association. The incorporators are members of the corporation for organizational purposes only, and after organization is completed their membership as incorporators shall cease.

8. The corporation is exclusively dedicated to operate as a civic organization to promote personal contact, commingling and fellowship of its members, their dependents and guests through pleasure, recreation and similar non-profitable 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 person but shall be devoted exclusively to the social and recreational purposes of the corporation.

In the event of dissolution, winding up or other liquidation of the assets of the corporation, its assets remaining after payment of all creditors shall become the property of the members as co-tenants.

Notwithstanding any other provision hereof, this corporation whall not carry on any activities except those which are permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(7) of the Internal Revenue Code of 1954 or in the corresponding provisions of any future United States Internal Revenue Law.

Woodrow W. Bailey
WOODROW W. BAILEY

Larry Edwards
LARRY EDWARDS

James N. Adams
JAMES N. ADAMS

STATE OF MISSISSIPPI

COUNTY OF Hinds

THIS DAY personally appeared before me, the undersigned authority, the within named WOODROW W. BAILEY, as incorporator of the corporation known as Lake Forest Recreation Association, Inc., who acknowledged that he signed and executed the above and foregoing Charter of Incorporation as his act and deed on this the 9th day of December, 1982.

Betty T. McDonald
NOTARY PUBLIC

My Commission Expires:
My Commission Expires Nov. 1, 1985.

STATE OF MISSISSIPPI

COUNTY OF Hinds

THIS DAY personally appeared before me, the undersigned authority, the within named LARRY EDWARDS, as incorporator of the corporation known as Lake Forest Recreation Association, Inc., who acknowledged that he signed and executed the above and foregoing Charter of Incorporation as his act and deed on this the 9th day of December, 1982.

Betty T. McDonald
NOTARY PUBLIC

My Commission Expires:
My Commission Expires Nov. 1, 1985.

STATE OF MISSISSIPPI

COUNTY OF Hinds

THIS DAY personally appeared before me, the undersigned authority, the within named JAMES N. ADAMS, as incorporator of the corporation known as Lake Forest Recreation Association, Inc., who acknowledged that he signed and executed the above and foregoing Charter of Incorporation as his act and deed on this the 9th day of December, 1982.

Betty T. McDonald
NOTARY PUBLIC

My Commission Expires:
My Commission Expires Nov. 1, 1985.

BOOK 288 PAGE 534

Received at the office of the Secretary of State, this the 13th day of Dec.

A. D., 1982, 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.,

12-13-82

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

Bill Allain
ATTORNEY GENERAL.

By Phillip C. Cook
Assistant Attorney General.

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MINORITY VOLUNTEER SERVICE PROGRAM, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 13th day of December, A. D., 1982.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

RESOLUTION OF MINORITY VOLUNTEER SERVICE PROGRAM

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 Minority Volunteer Service Program 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

Philip Ward, Mary Berry, Mattie Collins, Carolyn Russell, James Reed, and Alex Amerson

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Minority Volunteer Service Program, 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, Mary Berry, 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 3 1982, at Meridian Campus - Mississippi State University - Confer. Rm. 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 1982

Secretary Mary Berry

Sworn & signed before me this 3rd day of November 1982

Robert B. Jordan

My Commission Expires Sept. 5, 1984

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

BOOK 288 PAGE 537

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: Minority Volunteer Service Program, 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
Philip Ward	1924 23rd Avenue	Meridian	Mississippi
Mary Berry	1339 44th Avenue	Meridian	Mississippi
Mattie Collins	Route 10, Box 391	Meridian	Mississippi
Carolyn Russell	2601 16st APT.#6	Meridian	Mississippi
James Reed	1021 1/2-23rd	Meridian	Mississippi
Alex Amerson	505 1/2 - 52nd Avenue	Meridian	Mississippi

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

3. The domicile is at 2513 5th Street (Street and No.) Meridian (City) Mississippi (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 Non-profit and no shares of stock shall be issued and the type of organization, as authorized by the provisions of Sections 79-11-1, Code of Mississippi of 1972, and amendments thereto.
The organization will be a non-profit, volunteer human relation service for victims of substance abuse. It is a civic improvement and charitable corporation.

5. Period of existence shall be perpetual.
The existence period shall be perpetual.

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

A. Purpose

The purpose shall be to provide an organization for voluntary citizen action which will work to:

1. Help fill in the gaps in the continuum of substance abuse service.
2. Educate the community in the use and abuse of substances.
3. Serve as advocates for victims of substance abuse

B. Territory

The territory of this organization shall be the total area of Lauderdale County in the state of Mississippi.

The headquarters and principal office shall be located within the MVSP area in such place as the Executive Board Directors of the MVSP shall authorize.

C. Policy

The MVSP shall not be under the direction or control of any governmental organization or agency.

The MVSP shall be a separate organization and shall not combined with any other voluntary or professional organization in its organization structure.

The MVSP may cooperate in the establishment of direct treatment services including alcohol and drug treatment centers.

C-30

(see attached sheet)

D. Membership

Individuals who support the purpose of MVSP and pay the designated annual dues shall be members for the calendar year.

The categories of membership are as follow:

1. Voting members, who must be adults.
2. Non-Voting members, who may be minors, students or other interested persons.

No society, association or other organization shall be entitled to become a member.

E. Meetings of Membership

The Annual Meeting shall be held during the month of January in each year on such date as the Executive Board of Directors shall designate.

Regular meetings of the membership will be held monthly.

Special meetings may be called by the President and shall be called by him/her upon the written request of a majority of the Executive Board of Directors.

Notice of meetings shall be made by the Secretary to all officers and members of the Board, and other members of the MVSP shall be notified through public mediums (newspapers, TV and/or radio) by the Secretary.

The meetings shall be open to all interested persons but voting shall be limited to the individual voting members and the members of the Executive Board of Directors.

F. Officers

The Officers shall be a President, Immediate Past President, a Secretary, an Assistant Secretary, a Treasurer, an Assistant Treasurer, and a Parliamentarian.

Officers shall be elected at the annual meeting to serve for a term of one year, or until their successor are elected. They shall take office immediately following their election or appointment.

A vacancy in any office or director ship shall be filled by appointment of the President for the remaining term.

G. Duties of Officers

The Officers shall perform the duties prescribed by the Bylaws and shall assume additional duties as may be prescribed by the membership or the Executive Board of Directors.

H. Board of Directors

The Board of Directors shall be compoesed of all officers elected at the annual Meeting and the Immediate Past President.

The Board of Directors shall have charge of the affairs of the MVSP between annual meetings.

A majority of the members of the Board shall constitute a quorum.

I. Amendments

The Bylaws may be amended at any regular meeting by a two thirds vote of the members entitled to vote who are present in person at such meeting. All proposed amendements must first be presented in writing to the Executive Board of Directors by any member of the Board or by twenty members of the MVSP.

J. The MVSP shall have all other lawful rights and powers reasonably necessary to accomplish its stated purpose.

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 288 PAGE 539

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.

STATE OF MISSISSIPPI
COUNTY OF LAUDERDALE
SWORN TO AND SUBSCRIBED
BEFORE ME THIS THE 1st
DAY OF December 1982
Raymond P. Davis
CHANCERY CLERK
BY Allie Jerkins
DEPUTY CLERK
MY COMMISSION EXPIRES FIRST MONDAY, JANUARY, 1984

Signatures: Philip H Ward
Mary Berry
Mattie Collins
Carolyn Russell
James M. Reed
Alex Amenson
Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Lauderdale

This day personally appeared before me, the undersigned authority Philip H. Ward, Mary Berry, Mattie Collins, Carolyn Russell, James M. Reed, and Alex Amenson, incorporators of the corporation known as the MINORITY VOLUNTEER SERVICE PROGRAM, 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, 1982

BY: Allie Jerkins Deputy Clerk

STATE OF MISSISSIPPI

County of _____

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

Received at the office of the Secretary of State this the 2nd day of Dec. A.D., 1982 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 8, 1982

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

INDIAN HOLLOW SCHOOLS, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 13th day of December, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF Indian Hollow Schools

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 Indian Hollow Schools an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that John L. Dupree, Jr., Sandra J. Dupree and Jean Stewart

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Indian Hollow Schoolsn 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, Sandra J. Dupree, 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 October 31,1982 at Rt. 2, Box 30, Highpoint, Mississipp 39772 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 November, 1982

Secretary Sandra Dupree

C-30-3

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

INDIAN HOLLOW SCHOOLS, INC.

1. The corporation title of said company is: Indian Hollow Schools, 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
John L. Dupree, Jr.	Rt. 2, Box 30	Highpoint, Mississippi	39772
Sandra J. Dupree	Rt. 2, Box 30	Highpoint, Mississippi	39772
Jean Stewart	Rt. 2, Box 30	Highpoint, Mississippi	39772

ALL INCORPORATORS ARE ADULT RESIDENT CITIZENS OF THE STATE OF MISSISSIPPI.

3. The domicile is at Rt. 2, Box 30 (Street and No.) Highpoint, Mississippi 39772 (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.)

Indian Hollow Schools, Inc. is a Non-profit institution of learning and no stock any class has or will be issued.

5. Period of existence shall be perpetual. The period of existence shall be perpetual.

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

Indian Hollow Schools, Inc. is an educational institution and shall have such rights and powers as to carry on all programs of education so authorized or to be authorized by the incorporators. Indian Hollow Schools, Inc. will educate children from the first through the eighth grades.

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.

C-30-1

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:

Jean Stewart

Jean Stewart

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Winston

This day personally appeared before me, the undersigned authority Jean Stewart

incorporators of the corporation known as the Indian Hollow Schools, 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 3 rd day of December 19 82

Loretta Kirby, Notary

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

C-30-2

BOOK 288 PAGE 544

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

Signatures:

John L. Dupree, Jr.

Sandra J. Dupree
(See attached for signature)

Jean Stewart

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Choctaw

This day personally appeared before me, the undersigned authority, John L. Dupree, Jr. and Sandra J. Dupree, , , , , incorporators of the corporation known as the Indian Hollow Schools, 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 2nd day of December, 1982

My Commission Expires March 27, 1984

Received at the office of the Secretary of State this the 6th day of December A.D., 1982 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Secretary of State

Jackson, Miss., December 8, 1982

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

C-30-2

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

LEE COUNTY SHRINE LANDHOLDING COMPANY, INC.

changing name from:

LEE COUNTY NOBLES LANDHOLDING COMPANY, INC.

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 13th of December, A. D., 1982.

William F. Winter

Governor.

Attest:

Edwin Lloyd Pittman

Secretary of State.

CERTIFIED COPY OF RESOLUTION
ADOPTED BY
LEE COUNTY NOBLES LANDHOLDING COMPANY, INC.
AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF
LEE COUNTY NOBLES LANDHOLDING COMPANY, INC.

WHEREAS, The Lee County Nobles Landholding Company, Inc. is a voluntary, non-profit incorporation chartered by the State of Mississippi, and

WHEREAS, after thorough discussion in a duly held meeting this corporation desires to amend its charter to change the name of said association.

THEREFORE, BE IT RESOLVED by the members of Lee County Nobles Landholding Company, Inc. that its charter is amended as follows:

The corporation title of said organization is:

LEE COUNTY SHRINE LANDHOLDING COMPANY, INC.

CERTIFICATE

I, Bobby Taylor, President of Lee County Nobles Landholding Company, 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 Lee County Nobles Landholding Company, Inc., in a meeting assembled on the 1st day of December, 1982, in Tupelo, Mississippi.

WITNESS MY SIGNATURE, this the 6th day of December, 1982.

Bobby Taylor
BOBBY TAYLOR, PRESIDENT

ARTICLES OF AMENDMENT TO THE
CHARTER OF INCORPORATION OF
LEE COUNTY NOBLES LANDHOLDING COMPANY, INC.

The undersigned, President and Secretary of the Lee County Nobles Landholding Company, Inc., a non-profit charitable association hereby certify that at a special meeting of the members of said association, duly called and held on the 1st day of December, 1982, the following resolution was adopted by the unanimous vote of all of the members of the said association.

"Resolved, that the FIRST article of the articles of incorporation shall be amended to read as follows: The Lee County Shrine Landholding Company, Inc.

"Resolved, further, that the officers of this corporation be and they hereby are authorized to take the necessary steps to make this amendment effective."

This the 6th day of December, 1982.

Bobby Taylor
BOBBY TAYLOR, PRESIDENT

Oren Dunn
OREN DUNN, SECRETARY

STATE OF MISSISSIPPI

COUNTY OF LEE

Personally appeared before me, the undersigned authority in and for said county and state, BOBBY TAYLOR and OREN DUNN, who being by me first duly sworn, declared that they are the President and Secretary of the Lee County Nobles Landholding Company, Inc., respectively, and that they executed the foregoing document as such officers of the corporation and that the statements therein contained are true and correct.

This the 6th day of December, 1982.

Helena A. Shurden

NOTARY PUBLIC

My Commission Expires:

My Commission Expires June 28, 1986

BOOK 288 PAGE 549

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

A. D., 1982, 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 8, 1982

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.

BOOK 288 PAGE 550

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

EXPERIMENTAL AIRCRAFT ASSOCIATION, CHAPTER 758, INC.

changing name from:

EXPERIMENTAL AIRCRAFT ASSOCIATION, INC.

SOUTHWEST MISSISSIPPI CHAPTER 785

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 13th day of December, A. D., 1982.

William F. Winter

Governor.

Attest:

Edwin Lloyd Pittman

Secretary of State.

CERTIFIED COPY OF RESOLUTION
ADOPTED BY
Experimental Aircraft Association, Chapter 785, Inc.
AT A MEETING OF THE MEMBERS HELD ON
November 30, 1982
AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF
Experimental Aircraft Association, Chapter 785, Inc.

WHEREAS, Experimental Aircraft Association, Chapter 785, Inc. is a voluntary, non-profit incorporation chartered by the State of Mississippi, and

WHEREAS, after thorough discussion in a duly held meeting this corporation desires to amend its charter to

Change name of Corporation to: Experimental Aircraft Association, Chapter 758, Inc.

THEREFORE, BE IT RESOLVED by EXPERIMENTAL AIRCRAFT ASSOCIATION CHAPTER 785, INC. that its charter is amended as follows:

That the name of the Corporation is Experimental Aircraft Association, Chapter 758, Inc.

CERTIFICATE

I, WILLIAM Z. FERGUSON, President of Experimental Aircraft Association, Chapter 785, Inc. do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by EXPERIMENTAL AIRCRAFT ASSOCIATION, CHAPTER 785, INC. in a meeting assembled on the 30th

day of November, 1982, in McComb

Mississippi.

WITNESS MY SIGNATURE, this 30th day of November,

197 82.

PRESIDENT

ARTICLES OF AMENDMENT TO THE
CHARTER OF INCORPORATION
OF

EXPERIMENTAL AIRCRAFT ASSOCIATION, CHAPTER 785, INC.

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

FIRST:

That the name of the Corporation be changed to:

Experimental Aircraft Association, Chapter 758, Inc.

SECOND: The following amendment of the Charter of Incorporation was adopted by the members of the corporation on November 30, 1982, at a regular meeting of the members of the corporation at McComb, Mississippi:

DATED: This the 30th day of November, 1982.

SIGNED: Experimental Aircraft Association, Chapter 785, Inc.
(Name of Corporation)

BY: William Z. Ferguson
President

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF PIKE

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, WILLIAM Z. FERGUSON, President of Experimental Aircraft Association, Chapter 785, Inc.

_____, who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of Experimental Aircraft Association, Chapter 785, Inc. on this the 30th day of November, 19 82.

William Ben Rogers
NOTARY PUBLIC

WILLIAM DEN REGAN PIKE COUNTY, MISS. NOTARY PUBLIC

My Commission expires:
11-25-84

Received at the office of the Secretary of State, this the 9th day of Dec.

A. D., 1982, 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 10 1982

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
Assistant Attorney General.
Junior

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

AMERICAN LIVER FOUNDATON, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 13th day of December, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

State of Mississippi
Office of the Attorney General
Jackson, Mississippi 39205

Bill Allain
Attorney General

Post Office Box 220
601-354-7130

December 10, 1982

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

Re: Application for Domestication of
American Liver Foundation, Inc.

Dear Ms. Evans:

In accordance with your request of December 9, 1982, regarding the above captioned and foregoing corporation, I have examined the documents enclosed herewith and find nothing in said articles of incorporation and amendment(s) thereto that is violative of the Constitution or laws of this State.

It is understood, of course, that, said corporation shall, regardless of any provisions of its charter or amendment or the laws of the State of its origin, continue to be 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.

Yours very truly,

BILL ALLAIN, ATTORNEY GENERAL

BY: Richard M. Allen
Richard M. Allen
Special Assistant Attorney General

RMA:hs

Enclosure

BOOK 288 PAGE 558

American Liver Foundation

30 Sunrise Terrace, Cedar Grove, N.J. 07009 201-857-2626

A national voluntary health agency dedicated to finding cures for liver diseases

BOARD OF DIRECTORS

Chairman
E. ROLLAND DICKSON, M.D.
Mayo Clinic

Vice Chairman
JOHN CHARLES DALY
Communications Consultant

ROBERT D. FIRTH
Xerox Corporation

ROBERT H. HANSEN
Avon Products, Inc.

Vice Chairman and Executive Director
THELMA KING THIEL

Treasurer
JAMES W. WALKER, JR. ESQ.
Insurance Company of North America

Assistant Treasurer
JOHN S. STROUD
Chemical Bank, New York

Secretary
CARL B. SCHELLENBERG, ESQ.
Chicago, Illinois

Directors
WILLIAM F. BALISTRERI, M.D.
Children's Hospital Research Foundation, Cincinnati
JAMES L. BOYER, M.D.
Yale University School of Medicine
DIANE M. CARLSON
Mountainside Hospital New Jersey
BURTON COMBES, M.D.
University of Texas Southwestern Medical School
CLIFFORD M. COWELL
Crocker National Bank California
CHRISTOPHER DIETZ, ESQ.
New Jersey State Parole Board
HAROLD J. FALLON, M.D.
Medical College of Virginia
RICHARD J. GRAND, M.D.
Children's Hospital Medical Center, Boston
FRANCES BARTLETT KINNE, Ph.D.
Jacksonville University, Florida
WILLIAM M. LUKASH, M.D.
Scripps Clinic and Research Foundation La Jolla, California
KENNETH R. MONROE, JR.
Merrell-Dow Pharmaceuticals, Inc.
PAUL G. ROSSANO, M.D.
Glen Cove, New York
THOMAS E. STARZL, M.D., Ph.D.
University of Pittsburgh School of Medicine
CHARLES TREY, M.D.
New England Deaconess Hospital

Honorary Board Member
ARMAND HAMMER
Los Angeles, California

Ex Officio Member
IRWIN M. ARIAS, M.D.
Albert Einstein College of Medicine
Chairman: Scientific Advisory Committee

AFFILIATES
Dean Thiel Foundation
Pediatric Liver Research Foundation

November 2, 1982

Secretary of State
State of Mississippi
401 Mississippi Street
P.O. Box 136
Jackson, Mississippi 39205

Dear Sir:

[redacted]reby applies to the State of Mississippi for do[redacted] as a non-profit corporation incorporated under the laws of Illinois.

Accordingly, the following are submitted:

1) a certified copy of the Articles of Incorporation;

2) a certified copy of the Resolution Designating Mississippi Agent affidavit, with Acceptance by Agent; and

3) fees of $25.

Very truly yours,

James E. Hanlon
Accountant

RECEIVED
DEC - 7 1982
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 American Liver Foundation

properly convened and held on the 31st day of October, 19 82, the following resolution was duly adopted:

"RESOLVED, that James L. Achord, M.D., Division of Gastroenterology, University of Mississippi Medical Center, ~~MDR Bldg.~~ ~~Room 535,~~ of, Jackson
(Post Office Address showing street and number)

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

WITNESS my signature, and the Seal of said Company, at Chicago Illinois

this the 28th day of November A. D., 19 82

Secretary.

IMPRESS
SEAL HERE

ACCEPTANCE BY AGENT

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

Date at Jackson, Miss., this the 29 day of Nov, 19 82

James L. Achord, MD

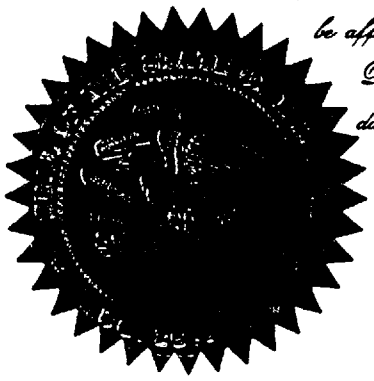
C-40

BOOK 288 PAGE 580 *File Number* 5096-987-8

To all to whom these Presents Shall Come, Greeting:

I, Jim Edgar, Secretary of State of the State of Illinois,
do hereby certify that the following and hereto attached is a true copy of the Articles of Incorporation of THE AMERICAN LIVER FOUNDATION, ******

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois,*
Done at the City of Springfield this 29th
day of October *A. D., 19* 82



Jim Edgar
SECRETARY OF STATE

Certificate 30452 BOOK 288 PAGE 561

To all to whom these Presents Shall Come, Greeting:

Whereas, *Articles of Incorporation duly signed and verified of*

THE AMERICAN LIVER FOUNDATION

have been filed in the Office of the Secretary of State on the 24th *day of* August *A. D.* 19 76 *as provided by the* "GENERAL NOT FOR PROFIT CORPORATION ACT" *of Illinois, approved July 17, 1943, in force January 1 A. D. 1944;*

Now Therefore, I, MICHAEL J. HOWLETT, *Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this Certificate of Incorporation and attach thereto a copy of the Articles of Incorporation of the aforesaid corporation.*

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois.*

Done at the City of Springfield this 24th *day of* August *AD* 1976 *and of the Independence of the United States the* two *hundred and* 1st

(SEAL)

Michael J. Howlett

SECRETARY OF STATE

LIST OF INCORPORATORS

BURTON COMBES,
The University of Texas
Health Science Center at Dallas
5323 Harry Hines Boulevard

JAMES L. BOYER,
Box 400
Department of Medicine,
University of Chicago
950 East 59th Street
Chicago, Illinois 60637

HAROLD O. CONN,
Veterans Administration Hospital
West Spring Street
West Haven, Connecticut 06516

E. ROLLAND DICKSON,
820 Third Street, Southwest
Rochester, Minnesota 55901

LAWRENCE GARTNER,
Albert Einstein College of
Medicine
1300 Morris Park Avenue
New York, New York 10461

CARROLL M. LEEVY,
New Jersey College of Medicine
100 Bergen Street
Newark, New Jersey 07103

WILLIS C. MADDREY,
Department of Medicine,
John Hopkins University School of
Medicine
601 North Broadway
Baltimore, Maryland 21205

ALLAN G. REDEKER,
John Wesley Hospital
2826 South Hope Street
Los Angeles, California 90007

FENTON SCHAFFNER,
Mount Sinai School of Medicine
5th Avenue and 100th Street
New York, New York 10029

JOHN R. SENIOR,
Graduate Hospital of the University
of Pennsylvania
19th and Lombard Streets
Philadelphia, Pennsylvania 19146

Filing Fee $25.00

FORM NP-29

BOOK 288 PAGE 563

ARTICLES OF INCORPORATION
UNDER THE
GENERAL NOT FOR PROFIT CORPORATION ACT

(These Articles Must Be Filed in Duplicate)

(Do Not Write in This Space)
Date Paid 8/24/76
Filing Fee $ 25.00
Clerk

To MICHAEL J. HOWLETT, Secretary of State, Springfield, Illinois.

6053 21

We, the undersigned.
(Not less than three)

Name	Number	Street	Address City	State
See attached list of incorporators				

being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Act" of the State of Illinois, do hereby adopt the following Articles of Incorporation:

1. The name of the corporation is: THE AMERICAN LIVER FOUNDATION
2. The period of duration of the corporation is: Perpetual
(Please state "perpetual" or a definite number of years)
3. The address of its initial Registered Office in the State of Illinois is: Rm, 5000, 1 First National Plaz
Street in the City of Chicago (60603) County of Cook and
(Zip Code)
the name of its initial Registered Agent *at said Address* is: Edward F. Gerdevich
4. The first Board of Directors shall be 10 in number, their names and addresses being as follows:
(Not less than three)

Name	Number	Street	Address City	State
See attached list of initial directors				

PAID
AUG 26 1976
MICHAEL J. HOWLETT
SECRETARY OF STATE

5. The purpose or purposes for which the corporation is organized are:

The general purposes of the Foundation shall be:

A. To develop, promote, and conduct a program of general education designed to increase public appreciation and understanding of the social, human and economic costs imposed by diseases of the liver, gallbladder, and bile ducts, as well as to identify what can and should be done to help to alleviate, control and prevent such diseases and their effects.

B. To encourage and carry out programs of medical education designed to enhance the understanding of practicioners of medicine and providers of medical services concerning what effective treatment or measures can and should be brought to those suffering from or at risk of developing such diseases.

C. To support the development of more adequate provision for the care and treatment of those suffering from such diseases, and for preventative measures to reduce the chance of disease in people at special risk.

D. To seek to discover and learn more about the causes of cirrhosis, hepatitis, gall stones, cancer of the liver, gallbladder and bile ducts, and other diseases of such origin or involvement. This effort should include inquiry into effects of: environmental agents and hazards; alcohol, drugs, and toxic substances; viral, bacterial, and other infections or infestations; nutritional and metabolic disorders; genetic and immunologic susceptibility; and other causes of such liver and biliary tract diseases.

E. To promote the establishment of nationwide research programs to inquire into the causes, prevention and treatment of diseases of the liver, gallbladder, and bile ducts.

over

This may include programs of cooperative, multi-centered trials of prevention or treatment effectiveness, as well as fellowships and other study or training programs to increase the number of individuals especially well qualified to conduct research, teaching, and care related to these diseases.

F. To study, investigate, and otherwise discover new knowledge about the normal liver and biliary system, and to disseminate, publish, and find means to apply information about this system both in its health and disease states.

G. To facilitate the establishment and operations of geographic or interest-oriented groups or organizations of persons with similar, allied, or related objectives, throughout the nation.

H. To solicit, receive, administer, invest and disburse funds or property, and to take other appropriate actions, in furtherance of the foregoing purposes. No profits or financial gain shall accrue to the directors, officers or members of the Foundation, although such persons and others may be reimbursed reasonably for expenses incurred in performance of duties pursuant to the purposes of the Foundation, or paid the usual business or professional charges for work done in connection with carrying out the purposes of the Foundation.

(NOTE: Any special provision authorized or permitted by statute to be contained in the Articles of Incorporation, may be inserted above.)

(INCORPORATORS MUST SIGN BELOW)

Burton Combes — Carroll M Leevy
James L. Boyer — Willis C. Maddrey
Harold O Cayn — Allan G. Redeker
E Rolland Dickson — Fenton Schaffner
Lawrence M Gartner — John R. Senior

Incorporators

ACKNOWLEDGMENT

STATE OF ILLINOIS,
County of Cook } ss.

I, Denise R. Anderson, a Notary Public do hereby certify that on the 5th day of August, 1976, Burton Combes, James L. Boyer, Harold O
(Names of Incorporators)
nn, E. Rolland Dickson, Lawrence Gartner, Carroll M. Leevy, Willis C. Maddrey, Allan G. Redeker,
enton Schaffner and John R. Senior
personally appeared before me and being first duly sworn by me severally acknowledged that they signed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

PLACE (NOTARIAL SEAL) HERE

Denise R. Anderson
Notary Public

FORM NP-29
ARTICLES OF INCORPORATION
under the
GENERAL NOT FOR PROFIT
CORPORATION ACT
of

FILED
AUG 24 1976
Michael J. Howlett
Secretary of State

(These Articles Must Be Executed and Filed in Duplicate)

Filing Fee $25.00

5076-987-P

LIST OF INITIAL DIRECTORS

BURTON COMBES,
The University of Texas
Health Science Center at Dallas
5323 Harry Hines Boulevard

JAMES L. BOYER,
Box 400
Department of Medicine,
University of Chicago
950 East 59th Street
Chicago, Illinois 60637

HAROLD O. CONN,
Veterans Administration Hospital
West Spring Street
West Haven, Connecticut 06516

E. ROLLAND DICKSON,
820 Third Street, Southwest
Rochester, Minnesota 55901

LAWRENCE GARTNER,
Albert Einstein College of
Medicine
1300 Morris Park Avenue
New York, New York 10461

CARROLL M. LEEVY,
New Jersey College of Medicine
100 Bergen Street
Newark, New Jersey 07103

WILLIS C. MADDREY,
Department of Medicine,
John Hopkins University School of
Medicine
601 North Broadway
Baltimore, Maryland 21205

ALLAN G. REDEKER,
John Wesley Hospital
2826 South Hope Street
Los Angeles, California 90007

FENTON SCHAFFNER,
Mount Sinai School of Medicine
5th Avenue and 100th Street
New York, New York 10029

JOHN R. SENIOR,
Graduate Hospital of the University
of Pennsylvania
19th and Lombard Streets
Philadelphia, Pennsylvania 19146

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

HOME HEALTH & HOSPICE SERVICES
OF MEMPHIS, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 13th day of December, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

State of Mississippi
Office of the Attorney General
Jackson, Mississippi 39205

Bill Allain
Attorney General

Post Office Box 220
601-354-7130

December 10, 1982

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

Re: Application for Domestication of
Home Health & Hospice Services of Memphis, Inc.

Dear Ms. Evans:

In accordance with your request of December 9, 1982, regarding the above captioned and foregoing corporation, I have examined the documents enclosed herewith and find nothing in said articles of incorporation and amendment(s) thereto that is violative of the Constitution or laws of this State.

It is understood, of course, that, said corporation shall, regardless of any provisions of its charter or amendment or the laws of the State of its origin, continue to be 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.

Yours very truly,

BILL ALLAIN, ATTORNEY GENERAL

BY:
Richard M. Allen
Special Assistant Attorney General

RMA:hs

Enclosure

ARMSTRONG ALLEN BRADEN GOODMAN McBRIDE & PREWITT

ATTORNEYS AT LAW

BENJAMIN GOODMAN
WALTER P. ARMSTRONG, JR.
HUBERT A. McBRIDE
NEWTON P. ALLEN
THOMAS R. PREWITT
RICHARD H. ALLEN
JOHN J. DOGGETT, JR.
GAVIN M. GENTRY
THOMAS F. JOHNSTON
ELMORE HOLMES III
W. ROWLETT SCOTT
J. EDWARD WISE
EDWARD M. KAPLAN
FRED M. RIDOLPHI, JR.

JOSEPH B. WALKER
THOMAS R. PREWITT, JR.
JON P. McCALLA
BARRY F. WHITE
JAMES T. BLAND, JR.
PRINCE C. CHAMBLISS, JR.
THOMAS W. BELL, JR.
DAVID P. JAQUA
GAIL O. MATHES
PAUL A. MATTHEWS

Counsel
EMMETT W. BRADEN

S. RUSSELL HEADRICK
RANDALL D. NOEL
H. FREDRICK ZIMMERMANN
WILLIAM A. CARSON, II
GREGORY A. ROBERTSON
TERESE B. DEBOO
MARK S. NORRIS
DANIEL P. JAFFE
LARRY H. MONTGOMERY
JOHN H. TURNER, JR.
JAMES R. HALL
F. GUTHRIE CASTLE, JR.
JAMES B. McLAREN, JR.
JUANITA M. JACKSON

WALTER P. ARMSTRONG
1884-1949
J. E. McCADDEN
1885-1964
JAMES SEDDON ALLEN
1885-1970

December 3, 1982

Honorable William F. Winter
Governor
State of Mississippi
20th Floor
Walter Sillers Building
Jackson, MS 39202

Re: Registration of Tennessee Not-For-Profit Corporation in Tennessee

Dear Sir:

I understand that the correct procedure in order to qualify a foreign not-for-profit corporation to do business in Mississippi is to forward a certified copy of its Charter to you together with a check for $25.00 filing fee made payable to the Secretary of State, State of Mississippi. Accordingly, I am enclosing the copy of the certified Charter together with the check. I am also enclosing a certified copy of a Resolution designating a resident agent in the State of Mississippi upon whom service of process against the corporation may be had.

Today when I checked with the Secretary of State's office there was no problem with the name of the corporation being Home Health & Hospice Services of Memphis, Inc.

Very truly yours,

Gavin M. Gentry

Gavin M. Gentry

GMG/rkb

Enclosures

19th FLOOR COMMERCE TOWER, ONE COMMERCE SQUARE, MEMPHIS, TENNESSEE 38103, AREA CODE 901, 523-8211

CERTIFIED COPY OF

APPOINTMENT OF REGISTERED AGENT

THIS IS TO CERTIFY, That at a meeting of the Board of Directors of HOME HEALTH & HOSPICE SERVICES OF MEMPHIS, INC. properly convened and held on the 1 day of December, 1982, the following resolution was duly adopted:

"RESOLVED, that C T CORPORATION SYSTEM (Name of registered agent), 118 North Congress Street (Street Address) Jackson (City), Mississippi 39205 be and (he) (it) hereby is designated and appointed registered agent of this corporation in the State of Mississippi upon whom service of process against this corporation may be had in the event of any suit against this corporation in said State; and that all prior designations and appointments of registered agents be and the same are hereby revoked.

That 118 North Congress Street, c/o C T Corporation System, (Street Address) Jackson (City), Mississippi 39205, be and hereby is designated as the registered office; and that the address of its registered office and the address of the business office of its registered agent, will be identical."

WITNESS my signature, and the Seal of said Company, at Memphis, TN, this the 1 day of Dec A.D., 1982.

B. Bradley
Chairman of the Board

No Seal
(Impress
Seal Here)

ACCEPTANCE BY AGENT

The undersigned hereby accepts the above designation and appointment as registered agent for service of process as authorized in the aforedated resolution.

C T CORPORATION SYSTEM

By R. H. Thompson
Assistant Secretary
(Title)

C-6 (MISS. - 1529 - 6/29/81)

State of Tennessee

Department of State

I, GENTRY CROWELL, Secretary of State of the State of Tennessee, do hereby certify that the annexed is a true and correct copy of the Charter of

HOME HEALTH SERVICES OF MEMPHIS, INC.

which was recorded in this office on October 30, 1970 in Corporation Record Book Volume O-28, Page 3525 and amendments thereto;

(1) July 27, 1979, with document locator number 00089 01793
Changing the name from HOME HEALTH SERVICES OF MEMPHIS, INC.
to:

HOME HEALTH & HOSPICE SERVICES OF MEMPHIS, INC.

(2) February 4, 1982, with document locator number 00267 01213
Amending paragraphs f, g, h and j of the charter.

IN WITNESS WHEREOF, I have hereto affixed my signature and the Great Seal of the State, at Nashville, this 7th day of October in the year of our Lord nineteen hundred Eighty-Two

Gentry Crowell
Secretary of State

SS-4231

OCTOBER 30, 1970 VOLUME O-28, PAGE 3525

CHARTER OF INCORPORATION

OF

HOME HEALTH SERVICES OF MEMPHIS, INC.

In accordance with Section 48-202 of the Tennessee General Corporation Act, the undersigned incorporators, natural persons over the age of twenty-one (21) years, do hereby make application for a charter, and certify as follows:

(a) The name of the corporation is HOME HEALTH SERVICES OF MEMPHIS, INC.

(b) The duration of the corporation is perpetual.

(c) The address of the principal office of the corporation is in the city of Memphis, Shelby County, Tennessee, at 219 Adams Avenue.

(d) The corporation is nonprofit, as defined under §48-102(i) of the Tennessee Code Annotated.

(e) The purpose for which the corporation is organized is: to operate a Home Health Agency, which will comply with the regulations in regard thereto of the United States Department of Health, Education and Welfare ("HEW") promulgated under Title 42 of the United States Code, to provide for health services of every kind and nature (including intermittent nursing service), sufficient to meet nursing needs, therapeutic services, the maintenance of clinical records on all patients, and the institution of policies to govern the above services, which shall be developed and reviewed by a professional

OCT 30 AM 10 05

group which shall include at least one physician and a registered nurse responsible for the execution of said policies.

(f) This corporation shall have one class of members, which shall consist of the directors of this corporation and those persons who have shown an active interest in fostering the objectives of this corporation and who have been elected to membership by the Board of Directors of the corporation.

(g) Each member of the corporation shall be entitled to one vote on each matter submitted to a vote of the members.

(h) The directors of this corporation shall be elected by its members.

(i) 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 (e) 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

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except from Federal income tax under §501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United [illegible] Law); or (b) by a corporation, contributions

exempt from Federal income tax under §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 §170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(j) 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 §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 Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, this certificate has been signed on this 28th day of October, 1970.

John William Kellis
JOHN WILLIAM KELLIS, Incorporator

Basil A. Aland, Jr.
BASIL A. ALAND, JR., Incorporator

'70 OCT 30 AM 10 05

I, JOE C. CARR, Secretary of State, do certify

VOLUME O-28, PAGE 35-28

I, JOE C. CARR, Secretary of State, do certify that this Charter, with certificate attached, the foregoing of which is a true copy, was this day registered and certified to by me.

This the 30th day of OCTOBER, 1970.

JOE C. CARR,
SECRETARY OF STATE

FEE: $ 10.00

FILED
SECRETARY OF STATE
1979 JUL 27 PM 2 58

)0089 01793

ARTICLES OF AMENDMENT TO THE CHARTER OF
HOME HEALTH SERVICES OF MEMPHIS, INC.

Pursuant to the provisions of Section 48-303 of the Tennessee General Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Charter:

The name of the corporation is hereby changed from Home Health Services of Memphis, Inc. to Home Health & Hospice Services of Memphis, Inc.

This change of name of was duly adopted by unanimous vote of the members at a duly held meeting on the 29 day of May, 1979.

Dated the 20th of July, 1979.

HOME HEALTH SERVICES OF
MEMPHIS INC.

By Wm. E. Kaliman M.D.
President

Laurel J. Reisman
Secretary

BOOK 288 PAGE 576

SECRETARY OF STATE
1992 FEB -4 AM 11:08

0 0 2 6 7 0 1 2 1 5

ARTICLES OF AMENDMENT TO THE CHARTER

of

HOME HEALTH & HOSPICE SERVICES OF MEMPHIS, INC.

Pursuant to the provisions of Section 48-303 of the Tennessee General Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Charter:

1. The name of the Corporation is:
HOME HEALTH & HOSPICE SERVICES OF MEMPHIS, INC.

2. The Amendment adopted is paragraphs (f), (g), (h) and (j) are deleted and the following substituted therefor:

(f) This Corporation shall have one (1) member -- Methodist Hospitals of Memphis.

(g) The governing body of this Corporation shall be its Board of Directors. The number of Directors and their term of office shall be fixed by the By-laws.

(h) The Directors of this Corporation shall be elected by the sole member, and the member shall have the exclusive right to amend the Charter and adopt By-laws.

(j) In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) and described in 509(a)(1) or (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or

FILED
SECRETARY OF STATE
1982 FEB -4 AM 11:08

to the Federal, State or Local Government for exclusive public purposes as determined by the member.

0 0 2 6 7 0 1 2 1

3. The Amendment was duly adopted at a meeting of the members on the 28th day of January, 1982.

Dated the 28th day of January, 1982.

HOME HEALTH & HOSPICE SERVICES
OF MEMPHIS, INC.

By: Geo. G. Coleman M.D.
President

State of Tennessee

Department of State

I, GENTRY CROWELL, Secretary of State of the State of Tennessee, do hereby certify that the annexed is a true and correct copy of the Charter of

HOME HEALTH SERVICES OF MEMPHIS, INC.

which was recorded in this office on October 30, 1970 in Corporation Record Book Volume O-28, Page 3525 and amendments thereto;

(1) July 27, 1979, with document locator number 00089 01793
Changing the name from HOME HEALTH SERVICES OF MEMPHIS, INC.
to:

HOME HEALTH & HOSPICE SERVICES OF MEMPHIS, INC.

(2) February 4, 1982, with document locator number 00267 01213
Amending paragraphs f, g, h and j of the charter.

IN WITNESS WHEREOF, I have hereto affixed my signature and the Great Seal of the State, at Nashville, this 7th day of October in the year of our Lord nineteen hundred Eighty-Two

Gentry Crowell
Secretary of State

SS-4231

OCTOBER 30, 1970 VOLUME O-18, PAGE 3523

CHARTER OF INCORPORATION

OF

HOME HEALTH SERVICES OF MEMPHIS, INC.

In accordance with Section 48-202 of the Tennessee General Corporation Act, the undersigned incorporators, natural persons over the age of twenty-one (21) years, do hereby make application for a charter, and certify as follows:

(a) The name of the corporation is HOME HEALTH SERVICES OF MEMPHIS, INC.

(b) The duration of the corporation is perpetual.

(c) The address of the principal office of the corporation is in the city of Memphis, Shelby County, Tennessee, at 219 Adams Avenue.

(d) The corporation is nonprofit, as defined under §48-102(i) of the Tennessee Code Annotated.

(e) The purpose for which the corporation is organized is: to operate a Home Health Agency, which will comply with the regulations in regard thereto of the United States Department of Health, Education and Welfare ("HEW") promulgated under Title 42 of the United States Code, to provide for health services of every kind and nature (including intermittent nursing service), sufficient to meet nursing needs, therapeutic services, the maintenance of clinical records on all patients, and the institution of policies to govern the above services, which shall be developed and reviewed by a professional

10 OCT 30 AM 10 05

exempt from Federal income tax under §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 §170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(j) 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 §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 Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, this certificate has been signed on this 28th day of October, 1970.

John William Nellis
JOHN WILLIAM NELLIS, Incorporator

Basil A. Bland Jr.
BASIL A. BLAND, JR., Incorporator

OCT 30 AM 10 05

I, JOE C. CARR, Secretary of State, do certify

group which shall include at least one physician and a registered nurse responsible for the execution of said policies.

(f) This corporation shall have one class of members, which shall consist of the directors of this corporation and those persons who have shown an active interest in fostering the objectives of this corporation and who have been elected to membership by the Board of Directors of the corporation.

(g) Each member of the corporation shall be entitled to one vote on each matter submitted to a vote of the members.

(h) The directors of this corporation shall be elected by its members.

(i) 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 (e) 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

70 OCT 30 AM 10 05

exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United [illegible] Revenue Law); or (b) by a [illegible] contributions

BOOK 288 PAGE 582

SECRETARY OF STATE

1982 FEB -4 AM 11:08

0 0 2 6 7 0 1 2 1 3

ARTICLES OF AMENDMENT TO THE CHARTER

of

HOME HEALTH & HOSPICE SERVICES OF MEMPHIS, INC.

Pursuant to the provisions of Section 48-303 of the Tennessee General Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Charter:

1. The name of the Corporation is:
HOME HEALTH & HOSPICE SERVICES OF MEMPHIS, INC.

2. The Amendment adopted is paragraphs (f), (g), (h) and (j) are deleted and the following substituted therefor:

(f) This Corporation shall have one (1) member -- Methodist Hospitals of Memphis.

(g) The governing body of this Corporation shall be its Board of Directors. The number of Directors and their term of office shall be fixed by the By-laws.

(h) The Directors of this Corporation shall be elected by the sole member, and the member shall have the exclusive right to amend the Charter and adopt By-laws.

(j) In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) and described in 509(a)(1) or (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or

7830

FILED
SECRETARY OF STATE

1979 JUL 27 PM 2:58

)0089 01793

ARTICLES OF AMENDMENT TO THE CHARTER OF
HOME HEALTH SERVICES OF MEMPHIS, INC.

Pursuant to the provisions of Section 48-303 of the Tennessee General Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Charter:

The name of the corporation is hereby changed from Home Health Services of Memphis, Inc. to Home Health & Hospice Services of Memphis, Inc.

This change of name of was duly adopted by unanimous vote of the members at a duly held meeting on the 29 day of May, 1979.

Dated the 20th of July, 1979.

HOME HEALTH SERVICES OF
MEMPHIS INC.

By Chas. G. Robinson M.D.
President

Laurel J. Reisman
Secretary

VOLUME O-28, PAGE 3528

I, JOE C. CARR, Secretary of State, do certify that this Charter, with certificate attached, the foregoing of which is a true copy, was this day registered and certified to by me.

This the 30th day of OCTOBER, 1970.

JOE C. CARR,
SECRETARY OF STATE

FEE: $ 10.00

FILED
SECRETARY OF STATE
1982 FEB -4 AM 11:08

to the Federal, State or Local government for exclusive public purposes as determined by the member.

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3. The Amendment was duly adopted at a meeting of the members on the 28th day of January, 1982.

Dated the 28th day of January, 1982.

HOME HEALTH & HOSPICE SERVICES
OF MEMPHIS, INC.

By: Geo. G. Coleman M.D.
President

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

JUS' JESUS MINISTRIES, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 16th day of December, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION

WHEREAS, on the 22nd day of November, 1982, the Jus' Jesus Ministries, Unicorporated, was organized and on the same day did enact the following resolution: -

BE IT RESOLVED that the duly elected officers of the Jus' Jesus Ministries, Unicorporated, namely, Ronnie R. Cottingham, Beverly M. Cottingham and Russell B. Cottingham, are hereby authorized and directed to incorporate said association under the laws of the State of Mississippi;

BE IT RESOLVED that of said officers heretofore named, Ronnie R. Cottingham, Beverly M. Cottingham and Russell B. Cottingham, are to act as incorporators and to procure a Charter of Incorporation;

BE IT RESOLVED that this Charter of the Jus' Jesus Ministries, Inc., shall show the following corporate purposes:

(a) To promote the gospel of Jesus Christ:
1. through the singing of Gospel music and directing the music, in evangelistic meetings, revivals, seminars, concerts, etc.
2. through teaching the truths of the Word of God in Seminars, Bible Studies, Church Group Retreats, etc.; 3. through written publications such as a periodic newsletter sent to interested individuals as a source of Christian encouragement for spiritual growth; 4. and through any other means available to the Jus' Jesus Ministries, Inc., which shall seem fitting and proper. This organization shall at all times present the Holy Bible as the inspired Word of God and shall proclaim Its truths with love, to the end that mankind may know and more fully understand the Good News of Jesus Christ. (Matthew 28: 19, 20).

(b) To solicit, collect, receive, acquire, hold, and invest money and property, both real and personal, received by gift, contribution, bequeath, devise or otherwise; to sell and convert property, both real and personal, into cash, and to use the funds of this corporation and the proceeds, income, rent, issues and profits derived from any property of this corporation for any other purposes for which this corporation is formed.

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

(d) To purchase or otherwise acquire, own, hold, use, sell exchange, sign, convey, lease, or otherwise dispose of and mortgage or otherwies hypothecate or encumber real and personal property.

(e) To borrow money, incur indebtedness, and to secure the repayment of the same mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal.

(f) To aid and assist in the programs of, and to make contributions and donations to, any other charitable corporations(s) or fund(s) or foundation(s) which holds a current exemption from the Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 as now in effect or as subsequently amended and whose purpose and operations complement or are closely related to the stated purposes of this corporation.

(g) To carry into effect any one or more of the objects and purposes hereinabove set forth and to do any one or more of the acts and things aforesaid, and likewise any and all acts or things necessary or incidental thereto; and in conducting or carrying on these activities, and for the purpose of promoting or furthering any one or more of the said objects or purposes, to exercise any or all powers hereinabove set forth in this article, and any other additional powers now or thereafter authorized by law, either alone or in conjunction with others, as principal, agent, or otherwise; provided, however, that the corporation shall not have the power to, and shall not, carry on political propoganda, or otherwise attempt to influence legislation or to participate in, or intervene in (including the publishing or distributing of statement) any political campaign on behalf of or against any candidate for public office.

This corporation is being incorporated for one of those purposes as set forth in Section 79-11-1 of the Mississippi Code of 1972, Recompiled as Amended.

THEREFORE, BE IT RESOLVED, that the above officers are hereby authorized and directed to go forward and incorporate the association under the laws of the State of Mississippi, and procure a Charter therefor. All incorporators are adult resident citizens of George and Jones Counties, Mississippi.

Ronnie R. Cottingham
RONNIE R. COTTINGHAM

Beverly M. Cottingham
BEVERLY M. COTTINGHAM

Russell B. Cottingham
RUSSELL B. COTTINGHAM

CERTIFICATE

I, BEVERLY M. COTTINGHAM, 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 thereon held on the 22nd day of November, 1982, at Lucedale, Mississippi, at which a majority of the members were present, and said meeting was duly and properly called and held.

WITNESS MY SIGNATURE, this the 30th day of November, A.D., 1982.

Beverly M. Cottingham
BEVERLY M. COTTINGHAM

CHARTER OF INCORPORATION OF
JUS' JESUS MINISTRIES, INC.

1. The corporation title of said company is:

Jus' Jesus Ministries, Inc.

2. The names and addresses of incorporators are:

NAME	STREET	CITY, STATE
Ronnie R. Cottingham	Route 1, Box 244	Lucedale, Mississippi
Beverly M. Cottingham	Route 1, Box 244	Lucedale, Mississippi
Russell B. Cottingham	Magnolia Street	Ellisville, Mississippi

All of the above named individuals are adult resident citizens of Mississippi.

3. The domicile is at Route 1, Box 244, Lucedale, Mississippi.

4. This is a non-profit corporation and no shares of stock shall be issued. This is a religious society. The primary purpose of said corporation is:

(a) To promote the gospel of Jesus Christ:
1. through the singing of Gospel music and directing the music in evangelistic meetings, revivals, seminars, etc.; 2. through teaching the truths of the Word of God in Seminars, Bible Studies, Church Group Retreats, etc.; 3. through written publications such as a periodic newsletter sent to interested individuals as a source of Christian encouragement for spiritual growth; 4. and through any other means available to the Jus' Jesus Ministries, Inc., which shall seem fitting and proper. This organization shall at all times present the Holy Bible as the inspired Word of God and shall proclaim Its truths with love, to the end that mankind may know and more fully understand the Good News of Jesus Christ. (Matthew 28: 19, 20). To carry on any activity that is helpful to the general purposes of Jus' Jesus Ministries, Inc., as authorized by the provisions of Section 79-11-1 revised Code of 1972, as amended.

This corporation is not organized, nor shall it be operated, for pecuniary gain or profit. The property, assets, profits and net income of this corporation are irrevocably dedicated to the charitable, religious, scientific, literary and educational purposes and no part of the profits or net income of this corporation shall ever inure to the benefit of any member of said corporation.

5. Period of existence shall be perpetual.

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

(a) To promote the gospel of Jesus Christ:
1. through the singing of Gospel music and directing the music in evangelistic meetings, revivals, seminars, concerts, etc.
2. through teaching the truths of the Word of God in Seminars, Bible Studies, Church Group Retreats, etc.; 3. through written publications such as a periodic newsletter sent to interested individuals as a source of Christian encouragement for spiritual growth; 4. and through any other means available to the Jus' Jesus Ministries, Inc., which shall seem fitting and proper. This organization shall at all times present the Holy Bible as the inspired Word of God and shall proclaim Its truths with love, to the end that mankind may know and more fully understand the Good News of Jesus Christ. (Matthew 28: 19, 20).

(b) To solicit, collect, receive, acquire, hold, and invest money and property, both real and personal, received by gift, contribution, bequeath, devise or otherwise; to sell and convert property, both real and personal. into cash, and to use the funds of this corporation and the proceeds, income, rent, issues and profits derived from any property of this corporation for any other purposes for which this corporation is formed.

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

(d) To purchase or otherwise acquire, own, hold, use, sell, exchange, sign, convey, lease, or otherwies dispose of and mortgage or otherwise hypothecate or encumber real and personal property.

(e) To borrow money, incur indebtedness, and to secure the repayment of the same mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal.

(f) To aid and assist in the programs of, and to make contributions and donations to, any other charitable corporation(s) or fund(s) or foundation(s) which holds a current exemption from the Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 as now in effect or as subsequently amended and whose purpose and operations complement or are closely related to the stated purposes of this corporation.

(g) To carry into effect any one or more of the objects and purposes hereinabove set forth and to do any one or more of the acts and things aforesaid, and likewise any and all acts or things necessary or incidental thereto; and in conducting or carrying on these activities, and for the purpose of promoting or furthering any one or more of the objects or purposes, to exercise any or all of the powers hereinabove set forth in this article, and any other additional power now or thereafter authorized by law, either alone or in conjunction with others, as principal, agent, or otherwise; provided, however, that the corporation shall not have the power to, and shall not, carry on political propoganda, or otherwise attempt to influence legislation or to participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or against any candidate for public office.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause, except where otherwise expressed, shall be in no way limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

Notwithstanding any of the above statements or purposes and powers, this corporation shall not engage in activities which in themselves are not in furtherance of the primary charitable purposes set forth in subparagraph (a) of Paragraph 6.

The Properties of this corporation shall be held in trust for the purposes above set forth, but with fullpower to sell, exchange, encumber, or otherwise dispose of the same, subject to the rights of creditors of this corporation.

Upon the dissolution or winding up of this corporation, the assets of this corporation remaining after payment of, or provision for payment of, all debts and liabilities of this corporation sahll be distributed exclusively to a corporation or corporations, fund or funds, or foundation or foundations, qualified for exemption from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, as now in effect or as subsequently 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 explusion the only remedy for nonpayment of dues, shall vest in its members 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 of the corporation for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

Ronnie R. Cottingham
RONNIE R. COTTINGHAM

Beverly M. Cottingham
BEVERLY M. COTTINGHAM

Russell B. Cottingham
RUSSELL B. COTTINGHAM

STATE OF MISSISSIPPI

COUNTY OF GEORGE

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named RONNIE R. COTTINGHAM and BEVERLY M. COTTINGHAM two of the incorporators of the corporation known as the Jus' Jesus Ministries, Inc., who acknowledged that they signed and delivered the above and foregoing Charter of Incorporation as their act and deed on this the 9th day of December, A.D., 1982.

Brenda L. Collins
NOTARY PUBLIC

(SEAL)

MY COMMISSION EXPIRES:
My Commission Expires February 15, 1984

STATE OF MISSISSIPPI

COUNTY OF JONES

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named RUSSELL B. COTTINGHAM, one of the incorporators of the corporation known as the Jus' Jesus Ministries, Inc., who acknowledged that he signed and delivered the above and foregoing Charter of Incorporation as his act and deed on this the 2nd day of December, A.D., 1982.

Shelby J. Knotts
NOTARY PUBLIC

(SEAL)

MY COMMISSION EXPIRES:
My Commission Expires August [illegible]

Received at the Office of the Secretary of State, this the 13th day of December, A.D., 1982, together with the sum of $20.00 deposited to cover the recording fee and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE
Jackson, Mississippi

December 15, 1982

I have examined this charter of incorporation and am of the opinion that it does not violate the constitiution and laws of this state, or of the United States.

Bill Allain
ATTORNEY GENERAL
by Richard M. Allen
Special Assistant Attorney General

Jackson, Mississippi

DATE: December 15, 1982

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

FOSTER CREEK HUNTING CLUB, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 16th day of December, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF Foster Creek Hunting Club [redacted].

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 Foster Creek Hunting Club an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that J.H. McDowell, R.R. Higginbotham and R.A. Higginbotham are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Foster Creek Hunting Club Inc.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary to do so.

CERTIFICATE

I, R.A. Higginbotham, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is a true and correct copy of a Resolution duly adopted at a meeting thereof held on the day of Dec. 2, 1982, at Glasgowian Rest. 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 Dec, 1982.

R.A. Higginbotham
Secretary

: this form and acknowledgment in making application for Charter of Incorporation in Mississi

BOOK 288 PAGE 598 NON-PROFIT

THE CHARTER OF INCORORATION OF

Foster Creek Hunting Club Inc.

1. The corporation title of said company is: Foster Creek 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
J. H. Mc Dowell Sr.	Rt. 1	Crosby	Ms
R. R. Higginbotham	Box 385	Gloster	Ms
R. A. Higginbotham	Box 385	Gloster	Ms

ALL INCORPORATORS ARE ADULT RESIDENT CITIZENS OF THE STATE OF MISSISSIPPI.

3. The domicile is at Rt. 1 Box 217 (Street and No.) Crosby (City) Ms 39633 (State)

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

To organize a non-profit hunting club and That no shares or Stocks will be issued. It is a Fraternal Corporation.

5. Period of existence shall be perpetual.

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

① To organize a hunting club so that each member can engage in The sport of hunting.

② That dues collected from each member will not exceed the total operational Cost of Foster Creek hunting Club Inc.

③ The Foster Creek hunting club will operate strictly under the laws set forth by the State of Ms. and The Ms. Game & Fish Commission.

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

Signatures:

J. H. McDowell Sr. — Rt. 1 Box 217 Crosby Miss.

R. R. Higginbotham — P.O. Box 385 Gloster Ms

R. A. Higginbotham — P.O. Box 385, Gloster, Ms.

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
COUNTY OF Amite

This day personally appeared before me, the undersigned authority J. H. McDowell Sr., R. R. Higginbotham, R. A. Higginbotham, _____, _____, _____ incorporators of the corporation known as the Foster Creek Hunting Club Inc. who acknowledged that (~~he~~)(they) signed and delivered the above and foregoing charter of incorporation as (~~his~~)(their) act and deed on this the 3 day of December, 19 82.

CATHY R. PURVIS — My Commission Expires Dec. 16, 1982

Cathy R. Purvis

Received at the office of the Secretary of State this the 10th day of December, A.D., 19 82, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Mississippi, December 15 1982

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 A. Allen
Special Assistant Attorney General

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

LOVE STATION 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 16th day of December, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

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

BE IT RESOLVED by members of the Love Station Volunteer Fire Department, an unincorporated association of individuals, that it is to the best interest of this association, that it be forthwith incorporated as a non-profit corporation, under the laws of the State of Mississippi, applicable thereto, in that Haywood G. Scott, 7401 Love Road, Hernando, Mississippi; Janie Scott, 7401 Love Road, Hernando, Mississippi; and Hoyle Pennington, 7248 Love Road, Hernando, Mississippi, are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association, to be named the Love Station Volunteer Fire Department, Inc.; that they are fully empowered to do and to perform any and all other acts necessary to secure said charter and authorize expenditures of such funds of association, as may be necessary.

CERTIFICATE

I, JANIE SCOTT, 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 the Resolution, duly and properly adopted at a meeting thereof, held on the 4 day of Oct, 1982, at Love, 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 8 day of December, 1982.

Janie Scott
Secretary

STATE OF MISSISSIPPI

COUNTY OF DESOTO

Personally appeared before me, the undersigned authority in and for said county and state, the within named JANIE SCOTT, Secretary of the Love Station Volunteer Fire Department, who on his oath states that the matters and facts contained in the above and foregoing Resolution are true and correct as therein stated.

Given under my hand and official seal of office, this the 8 day of December, 1982.

My commission expires: 8/6/86

Elaine E. McDonald
NOTARY PUBLIC

ELAINE E. McDONALD NOTARY PUBLIC DESOTO COUNTY, MISS.

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

LOVE STATION VOLUNTEER FIRE DEPARTMENT

1. The corporation title of said company is: Love Station Volunteer Fire Department, Inc.

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

Name	Street & No.	City	State
Baywood G. Scott	7401 Love Road	Hernando,	MS 38632
Janie Scott	7401 Love Road	Hernando,	MS 38632
HOYLE PENNINGTON	7248 Love Road	Hernando,	MS 38632

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

3. The domicile is at 7401 Love Road, Hernando, Mississippi 38632
(Street and No.) (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)
The Corporation was not created for and does not contemplate distribution of gains, profits or earnings to members thereof. That no part of the net earnings of the Corporation is to ever inure to the benefit of any director, officer, member or other individual. That should there be a dissolution under the Corporation, no protion of any of its assets will be distributed to any director, directors, officers, members of the Corporation, or any other individual. That the said Corporation is organized for a non-profit purpose and shall be a civic improvement society. That no shares of stock are to be issued at any time, as authorized by Section 79-11-1, Mississippi Code, 1972, Annotated and Amended. It is a fire company.

5. Period of existence shall be perpetual.

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

(a) To supervise, train and improve the art of fighting fires to the members of the Love Station Volunteer Fire Department.

(b) To own, operate, maintain, repair and provide for the general upkeep of all fire-fighting equipment owned by the Love Volunteer Fire Department.

(c) To provide for the general maintenance and upkeep of a fire station and fire hall that may be bought, built or leased for the Love Station Volunteer Fire Department.

(d) To engage in and support all civic activities done for and in behalf of the surrounding community and its citizens.

(e) To do and perform such matters as allowed by law as may be reasonably necessary or convenient to attain the object therein for which the Corporation is created and organized as herein provided.

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: Haywood G. Scott
HAYWOOD G. SCOTT

Janie Scott
JANIE SCOTT

Hoyle Pennington
HOYLE PENNINGTON Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of DESOTO

This day personally appeared before me, the undersigned authority HAYWOOD G. SCOTT, JANIE SCOTT and HOYLE PENNINGTON

incorporators of the corporation known as the Love Station Volunteer Fire Department, Inc.

who acknowledged that ~~(he)~~ (they) signed and delivered the above and foregoing charter of incorporation as ~~(his)~~ (their) act and deed on this the 8th day of December, 1982.

My commission expires: 5/16/86 Elaine E. McIngvale
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 13th day of December A.D., 1982, 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, 1982

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

Bill Allain
Attorney General

By Richard M. Allen
Assistant Attorney General
Special

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

BOOK 288 PAGE 604

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

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* 16th day of December, A. D., 1982.

William F. Winter

Governor.

Attest:

Edwin Lloyd Pittman

Secretary of State.

CERTIFIED COPY OF RESOLUTION
ADOPTED BY
The Mississippi Agricultural Chemicals Council
AT A MEETING OF THE MEMBERS HELD ON
December 13, 1982
AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF
The Mississippi Agricultural Chemicals Council

WHEREAS, The Mississippi Agricultural Chemicals 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

Delete the Constitution and By-Laws of the Mississippi Agricultural Chemicals Council, the same being pages 428 through 432 of Photostat Book Number One Hundred Forty-One, Records of Incorporation in the office of the Secretary of State of the State of Mississippi.

See Exhibit "A" attached

THEREFORE, BE IT RESOLVED by The Mississippi Agricultural Chemicals Council that its charter is amended as follows:

By deleting the Constitution and By-Laws of the Mississippi Agricultural Chemicals Council, the same being pages 428 through 432 Photostat Book Number One Hundred-Forty-One, Records of Incorporation in the office of the Secretary of State of the State of Mississippi.

See Exhibit "A" attached

CERTIFICATE

I, W. R. Thompson, Jr., President of The Mississippi 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 Mississippi Agricultural Chemicals Council in a meeting assembled on the 13th

day of December, 19 82, in Jackson

Mississippi.

WITNESS MY SIGNATURE, this 13th day of December,

19 82.

W. R. Thompson, Jr.
PRESIDENT

MISSISSIPPI PLANT FOOD COUNCIL

CONSTITUTION

ARTICLE 1

NAME

Mississippi Plant Food Council

ARTICLE II

Objectives and Purposes

The objectives and purposes of this council are:

1. The Organization is to foster and promote research and education in the use of plant foods and other agricultural chemicals in its application to crops of all kinds.

2. To aid in more efficient crop and livestock production which will mean a more prosperous agriculture in the State of Mississippi.

3. To operate in the State of Mississippi as an educational organization, keeping its members informed, promoting agricultural programs and cooperating with the Agricultural divisions of Mississippi State University, the Mississippi Department of Agriculture, and all other agricultural agencies in promoting the proper use of the plant foods necessary for the production of better crops and an increased farm income for Mississippi farmers.

ARTICLE III

Membership

Section 1. Active Members - The following shall be eligible for active membership:

A. Any individual concerned with the manufacture or distribution in Mississippi of plant nutrients, soil amendments, or other agricultural chemicals used to improve soil conditions, control disease, weeds, and insects or otherwise aid in crop production.

B. Likewise, any individual engaged in supplying equipment and services for the above named materials shall be eligible for active membership.

C. Any individual connected with a farm publication or other agency of communication which subscribes to the purposes of the organization shall be eligible for active membership.

Section 2. Associate Members - Any farmer, dealer, county, state or federal agricultural worker, whose interest lies in the fields outlined above and who subscribes to the general purposes and program of the Council shall be eligible for associate membership.

Section 3. New Members - All individuals must make application in writing and be approved for membership by a majority of the Board of Directors.

ARTICLE IV

Officers and Directors

Section 1. The business of the Council shall be managed by a Board of Directors, consisting of the three elected officers and six elected directors.

Section 2. The officers of the Council shall be a president, one vice-president, a secretary-treasurer, and these officers, together with six directors, the latter to be taken from the membership and distributed so that every major group of the active membership is fairly represented, all to serve without compensation, shall constitute this body.

Section 3. The president shall serve as chairman of the Board of Directors and shall appoint all committees.

ARTICLE V

Elections, Quorums and Vacancies

Section 1. Elections of the officers and directors shall be accomplished by vote of the membership as provided for in the by-laws.

Section 2. A quorum of the Board of Directors shall be a majority thereof, and either 25% of the active membership or 15 active members, whichever is less, shall constitute a quorum at all meetings of the Council.

Section 3. Vacancies occuring between elections shall be filled by appointment of the Board of Directors.

ARTICLE VI

Amendments

This constitution may be amended by two-thirds vote of the active members present at any annual or special meeting provided, however, that a copy of the proposed amendment shall be included with the notice of such meeting as herein provided.

BY LAWS

ARTICLE I

Duties of Officers

Section 1. The president, or in his absence the vice-president, shall perform the duties usually assigned to that office, and he shall preside at all meetings. He shall appoint all committees. He shall approve all contracts and approve all agreements prior to execution thereof, and by and with the advice and consent of the Board of Directors, he shall exercise the power and influence of the Council towards the end for which it exists.

Section 2. The secretary-treasurer shall keep and preserve a record of the proceedings of the Council, and the Board of Directors and all other records. It shall be his duty to disseminate all information to the members, notify the members of their election, collect all dues and issue membership cards to members upon payment of dues and remit all amounts collected immediately to the Treasury. He shall give a surety bond at the expense and discretion of the Council, satisfactory to the Board of Directors, in an amount deemed sufficient for the faithful performance of duties and which bond shall be held by the president. He shall receive written authority from the Board of Directors for any expenditure of the funds of the Council. He shall maintain a record of all receipts and expenditures and submit same to the Board of Directors upon request. The secretary-treasurer shall have custody of all funds of the Council. All disbursements shall be made by him, and he shall keep the funds of the Council in a bank approved by the Board of Directors.

Section 3. Any officer or member of the Board of Directors who shall fail to attend three consecutive meetings of the Board of Directors, except for good cause shown to said Board, shall be deemed to have resigned the office held.

ARTICLE II

Meetings

Section 1. The annual meetings of the Council shall be held on such date and at such place as may be designated by the Board of Directors.

Section 2. Special meetings of the Council may be held at any time as called by a majority of the Board of Directors.

Section 3. Notice of time and place of all annual or special meetings shall be mailed to each member at least ten days prior to the date thereof.

Section 4. Only matters for which a special meeting is called shall be transacted during any special meeting.

ARTICLE III

Voting and Elections

Section 1. Election of Nominating Committee. The retiring president shall appoint, from the active membership, a nominating committe, composed of three members, for the purpose of bringing before the annual meeting nominations for all officers and directors.

Section 2. Election and Introduction of Officers. Officers shall be elected at the annual meeting by the active membership in attendance and shall hold office for one fiscal year or until their successors have been duly elected and qualified.

Section 3. Alternation of Officers. The election of officers shall provide for a president, a vice-president, a secretary-treasurer and, for the first year, two (2) directors shall be elected for a one fiscal year term, two (2) directors for a term of two fiscal years, and two directors for a term of three fiscal years. At subsequent annual meetings, two (2) directors shall be elected for a term of three fiscal years. Officers shall be distributed so that every major group of the active membership is fairly represented.

Section 4. Election of officers and action at all meetings shall be by a majority vote unless otherwise herein provided.

Section 5. Eligibility of Voters - Only active members in good standing shall be entitled to vote and, at all meetings and on all questions or motions, each active member shall have one vote.

Section 6. Special Issues - When considered in the best interest of the Council, the Board of Directors, with a majority present and voting, may designate a vote as "special" and authorize only one vote per firm.

ARTICLE IV

Dues

Section 1. Each active member shall pay annual dues of $5.00 and each associate member shall pay annual dues of $3.00, which shall be due and payable on the first day of each fiscal year as herein determined.

Section 2. There shall be no initiation fee.

ARTICLE V

Fiscal Year

The fiscal year for the transaction of all business of the Council, for payment of membership dues, and for the purpose of determining the term of office of all officers and Board of Directors shall begin at 12 midnight following the installation of officers at the annual meeting.

ARTICLE VI

Amendments

Section 1. Amendments to these by laws may be made by a two-thirds vote of active members present at any annual or special meeting, provided, however, that a copy of the proposed amendment shall be included with the notice of such meetings as herein provided.

ARTICLE VII

Procedure

Roberts Rules of Order shall govern the procedure of meetings of the Council, so far as they may be consistant with the Constitution and By Laws thereof.

ARTICLES OF AMENDMENT TO THE

CHARTER OF INCORPORATION

OF

The Mississippi Agricultural Chemicals 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: Delete the Constitution and By-Laws, the same being pages 428 through 432 of Photostat Book Number One Hundred Forty-One, Records of Incorporation in the office of The Secretary of State of the State of Mississippi.

See Exhibit "A" attached

SECOND: The following amendment of the Charter of Incorporation was adopted by the members of the corporation on December 13, 1982, at a ~~regular~~ special called business meeting of the members of the corporation at Jackson, Mississippi:

Delete the Constitution and By-Laws, the same being pages 428 through 432 of Photostat Book Number One Hundred Forty-One, Records of Incorporation in the office of The Secretary of State of the State of Mississippi. See Exhibit "A" attached

DATED: This the 13th day of December, 1982.

SIGNED: The Mississippi Agricultural Chemicals Council
(Name of Corporation)

BY: W. R. Thompson, Jr.
President

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF Hinds

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, W. R. Thompson, Jr., President of The Mississippi Agricultural

Chemicals Council, who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of The Mississippi Agricultural Chemicals Council, on this the 13th day of December, 1982.

Lucile C. Ferguson
NOTARY PUBLIC

LUCILE C. FERGUSON NOTARY PUBLIC OKTIBBEHA COUNTY, MISS.

My Commission expires:

My commission expires January 7, 1985

BOOK 288 PAGE 614

BOOK 141 PAGE 428

MISSISSIPPI PLANT FOOD COUNCIL

CONSTITUTION

ARTICLE 1

NAME

Mississippi Plant Food Council

ARTICLE II

Objectives and Purposes

The objectives and purposes of this council are:

1. The Organization is to foster and promote research and education in the use of plant foods and other agricultural chemicals in its application to crops of all kinds.

2. To aid in more efficient crop and livestock production which will mean a more prosperous agriculture in the State of Mississippi.

3. To operate in the State of Mississippi as an educational organization, keeping its members informed, promoting agricultural programs and cooperating with the Agricultural divisions of Mississippi State University, the Mississippi Department of Agriculture, and all other agricultural agencies in promoting the proper use of the plant foods necessary for the production of better crops and an increased farm income for Mississippi farmers.

ARTICLE III

Membership

Section 1. Active Members - The following shall be eligible for active membership:

A. Any individual concerned with the manufacture or distribution in Mississippi of plant nutrients, soil amendments, or other agricultural chemicals used to improve soil conditions, control disease, weeds, and insects or otherwise aid in crop production.

B. Likewise, any individual engaged in supplying equipment and services for the above named materials shall be eligible for active membership.

C. Any individual connected with a farm publication or other agency of communication which subscribes to the purposes of the organization shall be eligible for active membership.

Section 2. Associate Members - Any farmer, dealer, county, state or federal agricultural worker, whose interest lies in the fields outlined above and who subscribes to the general purposes and program of the Council shall be eligible for associate membership.

Section 3. New Members - All individuals must make application in writing and be approved for membership by a majority of the Board of Directors.

ARTICLE IV

Officers and Directors

Section 1. The business of the Council shall be managed by a Board of Directors, consisting of the three elected officers and six elected directors.

Section 2. The officers of the Council shall be a president, one vice-president, a secretary-treasurer, and these officers, together with six directors, the latter to be taken from the membership and distributed so that every major group of the active membership is fairly represented, all to serve without compensation, shall constitute this body.

Section 3. The president shall serve as chairman of the Board of Directors and shall appoint all committees.

ARTICLE V

Elections, Quorums and Vacancies

Section 1. Elections of the officers and directors shall be accomplished by vote of the membership as provided for in the by-laws.

Section 2. A quorum of the Board of Directors shall be a majority thereof, and either 25% of the active membership or 15 active members, whichever is less, shall constitute a quorum at all meetings of the Council.

Section 3. Vacancies occuring between elections shall be filled by appointment of the Board of Directors.

ARTICLE VI

Amendments

This constitution may be amended by two-thirds vote of the active members present at any annual or special meeting provided, however, that a copy of the proposed amendment shall be included with the notice of such meeting as herein provided.

BY LAWS

ARTICLE I

Duties of Officers

Section 1. The president, or in his absence the vice-president, shall perform the duties usually assigned to that office, and he shall preside at all meetings. He shall appoint all committees. He shall approve all contracts and approve all agreements prior to execution thereof, and by and with the advice and consent of the Board of Directors, he shall exercise the power and influence of the Council towards the end for which it exists.

Section 2. The secretary-treasurer shall keep and preserve a record of the proceedings of the Council, and the Board of Directors and all other records. It shall be his duty to disseminate all information to the members, notify the members of their election, collect all dues and issue membership cards to members upon payment of dues and remit all amounts collected immediately to the Treasury. He shall give a surety bond at the expense and discretion of the Council, satisfactory to the Board of Directors, in an amount deemed sufficient for the faithful performance of duties and which bond shall be held by the president. He shall receive written authority from the Board of Directors for any expenditure of the funds of the Council. He shall maintain a record of all receipts and expenditures and submit same to the Board of Directors upon request. The secretary-treasurer shall have custody of all funds of the Council. All disbursements shall be made by him, and he shall keep the funds of the Council in a bank approved by the Board of Directors.

Section 3. Any officer or member of the Board of Directors who shall fail to attend three consecutive meetings of the Board of Directors, except for good cause shown to said Board, shall be deemed to have resigned the office held.

ARTICLE II

Meetings

Section 1. The annual meetings of the Council shall be held on such date and at such place as may be designated by the Board of Directors.

Section 2. Special meetings of the Council may be held at any time as called by a majority of the Board of Directors.

Section 3. Notice of time and place of all annual or special meetings shall be mailed to each member at least ten days prior to the date thereof.

Section 4. Only matters for which a special meeting is called shall be transacted during any special meeting.

ARTICLE III

Voting and Elections

Section 1. Election of Nominating Committee. The retiring president shall appoint, from the active membership, a nominating committe, composed of three members, for the purpose of bringing before the annual meeting nominations for all officers and directors.

Section 2. Election and Introduction of Officers. Officers shall be elected at the annual meeting by the active membership in attendance and shall hold office for one fiscal year or until their successors have been duly elected and qualified.

Section 3. Alternation of Officers. The election of officers shall provide for a president, a vice-president, a secretary-treasurer and, for the first year, two (2) directors shall be elected for a one fiscal year term, two (2) directors for a term of two fiscal years, and two directors for a term of three fiscal years. At subsequent annual meetings, two (2) directors shall be elected for a term of three fiscal years. Officers shall be distributed so that every major group of the active membership is fairly represented.

Section 4. Election of officers and action at all meetings shall be by a majority vote unless otherwise herein provided.

Section 5. Eligibility of Voters - Only active members in good standing shall be entitled to vote and, at all meetings and on all questions or motions, each active member shall have one vote.

Section 6. Special Issues - When considered in the best interest of the Council, the Board of Directors, with a majority present and voting, may designate a vote as "special" and authorize only one vote per firm.

ARTICLE IV

Dues

Section 1. Each active member shall pay annual dues of $5.00 and each associate member shall pay annual dues of $3.00, which shall be dus and payable on the first day of each fiscal year as herein determined.

Section 2. There shall be no initiation fee.

ARTICLE V

Fiscal Year

The fiscal year for the transaction of all business of the Council, for payment of membership dues, and for the purpose of determining the term of office of all officers and Board of Directors shall begin at 12 midnight following the installation of officers at the annual meeting.

ARTICLE VI

Amendments

Section 1. Amendments to these by laws may be made by a two-thirds vote of active members present at any annual or special meeting, provided, however, that a copy of the proposed amendment shall be included with the notice of such meetings as herein provided.

ARTICLE VII

Procedure

Roberts Rules of Order shall govern the procedure of meetings of the Council, so far as they may be consistant with the Constitution and By Laws thereof.

BOOK 288 PAGE 619

Received at the office of the Secretary of State, this the 16th day of December

A. D., 1982, 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 16, 1982

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.

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE MID-SOUTH CONFERENCE OF THE CHURCHES OF GOD
GENERAL CONFERENCE, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 16th day of December, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF Mid-South Conference of Churches of God, General Conference
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 Mid-South Conference of Churches of God General Conference 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 Joe Mulholland, Patty Calbert, and Ella Jean Hogue are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named The Mid-South Conference of the Churches of God, General Conference, 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, KAREN Russell, 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 28th at Mount Carmel Church of God at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 28th day of November 1982

Secretary Karen Russell

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

BOOK 288 PAGE 622

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 Mid- South Conference of the Churches of God, General Conference, 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
Joe Mulholland	Route #2, Box 233,	Collinsville,	Miss.
Patty Calvert	Route #2	Collinsville,	Miss.
Ella Jean Hogue (Elogene Hogue)	Post Office Box 98	Walnut Grove,	Miss.

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

3. The domicile is at Freetrade Church of God Campground, Route #3, Carthage, Mississippi 39051
   (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 Church Corporation and no shares of stock shall be issued as provided for and authorized by the provisions of Section 79-11-1, Code of Mississippi of 1972, and amendments thereto.

5. Period of existence shall be perpetual.

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

   To form and establish a corporate body to be known as "The Mid-South Conference of the Churches of God, General Conference, Inc.", to serve as a Conference organization with which various local individual Churches of God may become affiliated by and through elected "Delegate Representatives" serving as members of said Conference; To function for the general purpose of maintaining the unity of the faith of Jesus Christ, the fellowship of the Saints, and to exonerate the majesty of the Heavenly Father, Son and Holy Ghost, and for the more specific purpose as follows; To provide for the ordaining of ministers of the Gospel; To promote the establishment of local churches; To provide for and conduct programs of worship, including educational programs, schools, youth programs, evangelical programs and others; To own, lease, sell, convey mortgage, pledge, transfer and otherwise dispose of any type of property, both real, personal and mixed; To print, publish and otherwise distribute literature, newsletters and other documents; To provide for electing and/or appointing officers, committees, administrative councils and commissions and to make and alter rules of operation; To establish procedures for affiliation of local churches and for their expulsion; To provide for the expulsion of ministers and members; To have a corporate seal; To sue and be sued; To pay salaries to employees and provide for other types of indemnification; To provide for and otherwise participate in pension plans; To contract and borrow money; To receive and make donations; To affiliate with other church organizations; To have all powers allowed by the statutes and laws of the State of Mississippi for the successful function of this body for the purpose for which it is formed.

C-30

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

BOOK 288 PAGE 623

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

Signatures: Joe Mulholland
Joe Mulholland
Patty Calvert
Patty Calvert
Elogene Hogue
Ella Jean Hogue
(Elogene Hogue)

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Neshoba

This day personally appeared before me, the undersigned authority Patty Calvert, one of the

incorporators of the corporation known as the The Mid-South Conference of the Churches of God, General Conference, 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, 1982

My Commission Expires: May 20, 1984 Estelle B. Akins

STATE OF MISSISSIPPI

County of NESHOBA

This day personally appeared before me, the undersigned authority Joe Mulholland, one of the

incorporators of the corporation known as the The Mid-South Conference of the Churches of God, General Conference, 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 2nd day of December, 1982

My Commission Expires: 1-1-1984 Bobby G. Rosen Chancery Clerk
By: M. Caswell, D.C.

Received at the office of the Secretary of State this the 14th day of December A.D., 1982 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, 1982

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
COUNTY OF Leake

This day personally appeared before me, the undersigned authority Ela Jean Hogue (Elogene Hogue), one of the Incorporators of the Corporation known as the Mid-South Conference of the Churches of God, General Conference, Inc. who acknowledged that she signed and delivered the above and foregoing charter of Incorporation as her act and deed on the 4th day of December, 1982.

Ray Britt
NOTARY PUBLIC

MY COMMISSION EXPIRES: April 15, 1985

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

WINSTON COUNTY MEMORIAL POST 4540
VETERANS OF FOREIGN WARS OF THE UNITED STATES, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 16th day of December, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF WINSTON COUNTY MEMORIAL POST 4540, LOUISVILLE, MS VETERANS OF FOREIGN WARS

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 WINSTON COUNTY MEMORIAL POST 4540, LOUISVILLE, MISSISSIPPI, VETERANS OF FOREIGN WARS 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 duly elected officers of WINSTON COUNTY MEMORIAL POST 4540, LOUISVILLE, MS, VETERANS OF FOREIGN WARS, INC are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Cecil D. Goodin; Ray Wright; Marvin Hemphill; Bernard Hill; 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, Bernard Hill, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the day of 2 December, 1982, 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 9

day of DECEMBER

Secretary Bernard Hill
(Post Adjutant)

C-30-3

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

BOOK 288 PAGE 627

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

WINSTON COUNTY MEMORIAL POST 4540
VETERANS OF FOREIGN WARS OF THE UNITED STATES

1. The corporation title of said company is: WINSTON COUNTY MEMORIAL POST 4540 VETERANS OF FOREIGN WARS OF THE UNITED STATES, 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
Cecil D. Goodin	Rt 3, Box 164	Louisville,	Mississippi
Ray Wright	Rt 6, Box 208	Louisville,	Mississippi
Marvin Hemphill	Rt 4, Box 42	Louisville,	Mississippi
Bernard Hill	Rt 4, Box 282	Louisville,	Mississippi

ALL INCORPORATORS ARE ADULT RESIDENT CITIZENS OF THE STATE OF MISSISSIPPI.

3. The domicile is at Route 1, Box 353 (Street and No.) Louisville, Mississippi (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.)

The corporation is non-profit and no shares of stock will be issued. It is a fraternal corporation.

5. Period of existence shall be perpetual. Perpetual

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

(See Attached)

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.

C-30-1

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

1. The active and voting membership of this corporation shall at all times consist of and be confined to the active membership in good standing in Louisville, Mississippi, Post No. 4540, Veterans of Foreign Wars of the United States, with eligibility to, acquiring of, suspension from and discontinuance of membership being in accordance with the National Constitution and By-Laws of the Veterans of Foreign Wars of the United States.

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

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

4. In the event of a dissolution of this corporation, all of the assets shall be the property of the Louisville Mississippi, Post No. 4540, Veterans of Foreign Wars of the United States; and in the event of the simultaneous dissolution of this corporation and of the forfeiture of the charter issued by the Veterans of Foreign Wars of the United States to said subordinate unit then, and in that event, title to all of the assets of this corporation shall pass to the Veterans of Foreign Wars of the United States to be disposed of in accordance with the National By-Laws, rules and regulations of the said Veterans of Foreign Wars of the United States. At no time shall the assets of the corporation be distributed among the individual members thereof.

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:

Cecil D. Goodin — Bernard Hill

Ray Wright

Marvin L Hemphill Jr.

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

X County of Winston

This day personally appeared before me, the undersigned authority Cecil D. Goodin, Marvin L Hemphill Jr., Ray Wright, Bernard Hill, incorporators of the corporation known as the ~~officer~~ Winston County Memorial United States Post 4540, Veterans of Foreign Wars of 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 7 day of December, 1982

My Commission Expires January 2, 1984

Bobby S. Sullivan

Received at the office of the Secretary of State this the 13th day of December A.D., 1982 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, 1982

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

C-30-2

State of Mississippi

Office of Secretary of State
Jackson

I, Edwin Lloyd Pittman, Secretary of State, do certify that the amendment hereto attached, amending the Charter of Incorporation of

GULF GUARANTY LIFE INSURANCE COMPANY

was pursuant to the provisions of the laws of Mississippi recorded in the Records of Incorporations in this office, in
PHOTOSTAT BOOK 288, Pages 630 - 643.

Given under my hand and the Seal of office hereunto affixed, this
22nd day of December, 1982.

Edwin Lloyd Pittman
SECRETARY OF STATE

(TO BE EXECUTED IN DUPLICATE)

ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

OF

GULF GUARANTY LIFE INSURANCE COMPANY

Pursuant to the provisions of Section 61 of the Mississippi Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of this corporation is Gulf Guaranty Life Insurance Company

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on December 14 19 82, in the manner prescribed by the Mississippi Business Corporation Act:

(Insert Amendment)

See attached

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 722,118; and the number of shares entitled to vote thereon was 722,118

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

Class	(Note 1)	Number of Shares
None		

FIFTH: The number of shares voted for such amendment was 619,477; and the number of shares voted against such amendment was 0

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

Class	(Note 1)	Number of Shares Voted For	Number of Shares Voted Against
None			

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (Note 2)

No Change

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital (expressed in dollars) as changed by such amendment, are as follows: (Note 2)

No Change

Dated December 14, 19 82

GULF GUARANTY LIFE INSURANCE COMPANY
(Exact Corporate Title)

By [signature]
Jack W. Robertson, Jr. Its President

By [signature]
Scott F. Miller Its Secretary

Notes: 1. If inapplicable, insert "None".
2. If inapplicable, insert "No Change".

STATE OF MISSISSIPPI
COUNTY OF HINDS } SS.

I, _____, a notary public, do hereby certify that on this 14th day of December, 19 82, personally appeared before me Jack W. Robertson, Jr., who, being by me first duly sworn, declared that he is the President of Gulf Guaranty Life Insurance Company, that he executed the foregoing document as President of the corporation, and that the statements therein contained are true.

Ellen Windham
Notary Public

My commission expires My Commission Expires Dec. 13, 1987.
(NOTARIAL SEAL)

NOTARY PUBLIC

C-10

(1) Article V is amended to read as follows:

V.

FIRST. The corporation shall be a stock company. The aggregate number of shares of Capital Stock which the corporation shall have authority to issue is One Million Fifty Thousand (1,050,000) shares, having an aggregate par value of One Million Fifty Thousand and No/100 Dollars ($1,050,000.00), and consisting of and divided into Two (2) classes of stock as follows:

1. One Million (1,000,000) shares of common stock of a par value of One and No/100 Dollar ($1.00) per share, designated as Common Stock.

2. Fifty Thousand (50,000) shares of nonvoting, preferred stock of a par value of One and No/100 ($1.00) per share, designated as Preferred Stock, which shall be divided into Five Hundred (500) series designated by number beginning with One (1) and ending with Five Hundred (500), with the authorized amount of Preferred Stock within each such series being One Hundred (100) shares. At the time any shares of a series of Preferred Stock are authorized to be issued by the Board of Directors, the Board, in its authorizing resolution, shall appropriately identify the writing source of the Credit Insurance attributable to such series of Preferred Stock. Thereafter, any and all such Credit Insurance business being written by such source shall be deemed and considered to be the business attributable to such series of Preferred Stock. No shares of such series of Preferred Stock shall thereafter be issued to which is attributed business written with the corporation from a different source. Otherwise and except as may otherwise be additionally provided in these Articles of Association, the relative rights and preferences of all series of Preferred Stock shall be identical. Shares of any series of or additional shares of any series of Preferred Stock may be issued without the necessity of issuing shares of any other series of Preferred Stock.

SECOND. The shares of Preferred Stock are senior to the shares of Common Stock, and the shares of Common Stock are subject to the rights and preferences of the shares of Preferred Stock as hereinafter set forth. The designations, preferences, privileges and rights and the restrictions and qualifications on the classes and series of Capital Stock of the corporation shall be as follows:

1. Each outstanding share of Common Stock shall be entitled to one (1) vote upon any manner submitted to a vote at a meeting of the Common Shareholders, except that in the election of Directors of the corporation the system of cumulative voting shall be used in the manner as shall be set forth in the By-Laws of the corporation and in the Constitution and statutes of the State of Mississippi. Shares of Preferred Stock shall have no voting rights except as provided by law.

2. The different series of and the holders of the different series of Preferred Stock shall participate in the earnings or losses of the corporation as follows:

A. For purposes of these Articles of Association, the following terms shall be applicable for each Evaluation Period to each series of Preferred Stock on a series-by-series basis, except subparagraph (xiii) of this paragraph A, which shall be applicable to each Preferred Stockholder on a stockholder-by-stockholder basis; shall

relate to the Credit Insurance business attributable to such series of Preferred Stock; and shall have the following meanings:

(i) Earned Premiums--Life: gross written credit life insurance premiums, less refunds thereof, less the statutory life insurance reserve as of the current Evaluation Date, plus the statutory life insurance reserve as of the immediately preceding Evaluation Date.

(ii) Earned Premiums--Disability: gross written credit disability insurance premiums, less refunds thereof, less the gross unearned disability insurance premium reserve as of the current Evaluation Date, plus the gross unearned disability insurance premium reserve as of the immediately preceding Evaluation Date.

(iii) Evaluation Date: the last day of each taxable year of the corporation, or any such other date as the Board of Directors of the corporation deems necessary, advisable, or appropriate.

(iv) Evaluation Period: the period of time between the immediately preceding Evaluation Date and the current Evaluation Date.

(v) Commissions: commissions incurred on Credit Insurance premiums written, less refunds thereof.

(vi) Administration: a reasonable and appropriate amount to be determined by the Board of Directors of the corporation and to be retained by corporation for the purposes of administration of the Credit Insurance business in accordance with normal and customary business practices and circumstances within the credit life and credit disability insurance industry and market within which corporation does business.

(vii) Premium Taxes: the applicable statutory premium tax at the rate charged from time to time by the tax authorities in the state where the Credit Insurance is written.

(viii) Claims: claims paid by the corporation on all Credit Insurance written, plus the claims reserve and liability relating thereto as of the current Evaluation Date, less the claims reserve and liability relating thereto as of the immediately preceding Evaluation Date. Claims paid by the corporation shall be the actual amount paid under any Credit Insurance written hereunder, including any compromised amount and all legal fees and expenses resulting from contesting any claims. However, charges incurred for investigation of any claim shall not come within the definition of Claims; and any compensatory or punitive damages in excess of the actual insurance claim paid by the corporation in connection with any such claim shall not come within the definition of Claims. Reserves for claims shall include, but not be limited to, the reserves for due and unpaid claims, claims in the course of settlement, claims incurred but not reported, and the present value of amounts not yet due on claims.

(ix) Gross Profit/Loss: Gross Profit/Loss will be computed for each Evaluation Period using the following formula: Earned Premiums--Life, plus Earned Premiums--Disability, less Commissions, less Administration, less Premium Taxes, less Claims. If the application of this formula results in a positive figure, the result is Gross Profit, while, if the application of this formula results in a negative figure, the result is Gross Loss.

(x) Allocable Taxes: The total of all of the corporation's federal and all applicable state income taxes incurred on all corporate activities for the Evaluation Period, both business and investment activities, including, by way of amplification but not limitation, Credit Insurance activities, plus any additional payments of such taxes for prior taxable years and less any refunds of such taxes for prior taxable years, allocated pro rata among the various series of Preferred Stock based on the proportion that the Gross Profit/Loss for the Evaluation Period of each series of Preferred Stock bears to the total "life insurance company taxable income", or words of similar meaning, as shown on the appropriate line of the corporation's "U. S. Life Insurance Company Income Tax Return" for the Evaluation Period, being, by way of example, line 4 of the 1982 Form 1120L, but being the corresponding line containing words of similar meaning on the appropriate federal income tax return of the corporation for any subsequent Evaluation Period. Allocable Taxes of a series of Preferred Stock may be a negative figure if such series of Preferred Stock has a Gross Loss for the Evaluation Period. If any Evaluation Period is for a period of less than an entire taxable year of the corporation, Allocable Taxes shall be calculated on an appropriate basis.

(xi) Net Profit/Loss: Gross Profit/Loss, decreased by Allocable Taxes if Gross Profit or increased by Allocable Taxes if Gross Loss.

(xii) Allocable Net Profit/Loss: Net Profit/Loss of a series of Preferred Stock allocated pro rata among the holders of the shares of such series of Preferred Stock on the basis of the number of shares of such series held, as of the Evaluation Date, by each such holder of the shares of such series.

(xiii) Adjusted Capital Account: (a) the stated capital attributable to the shares of Preferred Stock held by a Preferred Stockholder, (b) plus the capital surplus, if any, attributable to the shares of the Preferred Stock held by such Preferred Stockholder, (c) plus the cumulative Allocable Net Profit/Loss of such Preferred Stockholder if a positive balance or less the cumulative Allocable Net Profit/Loss of such Preferred Stockholder if a negative balance, (d) less the cumulative amount of any and all dividends paid or distributed by the corporation to such Preferred Stockholder.

(xiv) Credit Insurance: All group credit life and group credit disability insurance coverages offered by the corporation, but specifically excluding any other insurance coverages offered by the Corporation.

B. (i) For each Evaluation Period, the corporation shall cause the necessary and appropriate computations and calculations to be made and performed, in accordance herewith, in order to determine the Allocable Net Profit/Loss of each Preferred Stockholder.

(ii) If the addition of the Allocable Net Profit/Loss for the Evaluation Period to the Adjusted Capital Account of a particular Preferred Stockholder results in such Adjusted Capital Account having a balance in excess of the sum of the stated capital and capital surplus attributable to the shares of Preferred Stock held by such Preferred Stockholder, then one hundred percent (100%) of such excess, and no more, shall be available for distribution as a dividend to such Preferred Stockholder.

(iii) Within one hundred sixty-five (165) days following each Evaluation Date, the corporation will prepare or cause to be prepared and forward to each Preferred Stockholder an accounting showing the computation of Allocable Net Profit/Loss and Adjusted Capital Account of such Preferred Stockholder for the Evaluation Period ending on such Evaluation Date.

(iv) All computations required by, under, or in connection with the requirements of these Articles of Association shall be made and performed, where appropriate, in accordance with recognized and accepted legal, corporate and tax accounting principles required by law, whether statutory, regulatory, or otherwise, to be employed by the corporation, and whether such accounting principles specifically relate to the insurance business conducted by the corporation in particular or to corporations in general, and in accordance with generally accepted accounting principles and other recognized, accepted and customary principles of accounting in general and as applicable to the insurance business conducted by the corporation and the insurance industry in particular. Furthermore, all computations and calculations required by, under or in connection with the requirements of these Articles of Association shall be made using the same method of accounting that the corporation regularly uses in the keeping of its books and, as appropriate, with the benefit of consultation with and the advice of an actuary or a Certified Public Accountant or both.

(v) Notwithstanding anything to the contrary contained herein, dividends on the shares of any and all series of Preferred Stock, payable either in cash, property or shares (including fractional shares) of Common Stock or any such series or other series of Preferred Stock, respectively, at such rate as shall be fixed by appropriate resolution of the Board of Directors of the corporation, shall be payable, on the date fixed by the Board of Directors, but only if, as and when declared by the Board of Directors of the corporation by appropriate resolution out of funds legally available for the payment of dividends and then only to the extent that such dividend payments are in accordance with all and would not otherwise violate any statutory, regulatory or other legal restrictions on the payment of dividends whether applicable to the corporation as an insurance company in particular or as a corporation in general.

(vi) Dividends on the Preferred Stock shall be cumulative, and in no event, therefore, so long as any shares of Preferred Stock shall remain outstanding, shall any dividend whatsoever be declared or paid, nor shall any distribution be made or ordered, in respect of the Common Stock, nor shall any monies (other than the net proceeds received from the sale of shares of Common Stock) be set aside for or applied to the purchase, redemption, or other acquisition (through a sinking fund or otherwise) of shares of Common Stock unless, in accordance with subparagraph (ii) of this paragraph B, the total of the amounts available for distribution as a dividend in the Adjusted Capital Accounts of all of the holders of shares of Preferred Stock having an amount in their Adjusted Capital Accounts available for distribution as a dividend either shall have been paid or sufficient earned surplus of the corporation shall have been set apart, reserved, and restricted for such payment. In the event that any dividend declared with respect to the Preferred Stock is less than the total of the amounts available for distribution as a dividend in the Adjusted Capital Accounts of all of the Preferred Stockholders having an amount in their Adjusted Capital Accounts available for

distribution as a dividend, such dividend shall be allocated and distributed pro rata to the holders of the shares of Preferred Stock having an amount in their Adjusted Capital Account available for distribution as a dividend in the proportion that the amount in the Adjusted Capital Account of each such Preferred Stockholder available for distribution as a dividend bears to the total of the amounts available for distribution as a dividend in the Adjusted Capital Accounts of all of the Preferred Stockholders having an amount in their Adjusted Capital Account available for distribution as a dividend. In no event shall the Board of Directors declare a dividend to any holder or holders of Preferred Stock having an amount in their Adjusted Capital Account available for distribution as a dividend where such dividend declaration would relate and be applicable to a number of holders of Preferred Stock less than the entire number of holders of issued and outstanding Preferred Stock of any and all series having an amount available for distribution as a dividend in their Adjusted Capital Account.

C. Upon any liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the holders of shares of Preferred Stock having a positive balance in their Adjusted Capital Account shall be entitled, before any distribution shall be made to the holders of the shares of Common Stock as to dividends or assets, to be paid, out of funds or property available for distribution to shareholders, the full amount of their Adjusted Capital Account as of the immediately preceding Evaluation Date. In the event that the funds and property of the corporation available for distribution to shareholders upon liquidation, dissolution or winding up of the corporation are less than the amount required to be paid and distributed hereunder to the holders of the shares of Preferred Stock having a positive balance in their Adjusted Capital Account, then the funds and property so available for distribution shall be allocated and distributed pro rata among the holders of the Preferred Stock having a positive balance in their Adjusted Capital Account in the proportion that the Adjusted Capital Account of each such Preferred Stockholder having a positive balance in his Adjusted Capital Account shall bear to the aggregate of the Adjusted Capital Accounts of all such Preferred Stockholders having a positive balance in their Adjusted Capital Account. The holders of Preferred Stock having a negative balance in their Adjusted Capital Accounts shall not be entitled to participate, to any extent, in the distribution of the funds and property of the corporation upon liquidation, dissolution, or winding up. In the event that the funds and property of the corporation so available for distribution upon liquidation are greater than the amount required to be paid and distributed hereunder to the holders of the shares of Preferred Stock, then the funds and property so available for distribution in excess of the amounts required to be distributed to the holders of the Preferred Stock shall be distributed to the holders of the Common Stock pro rata on the basis of the number of shares of Common Stock owned by each holder of Common Stock, and the holders of the Preferred Stock shall not be entitled to participate in the distribution of such excess to any extent. Neither a consolidation nor a merger of the corporation with or into any other corporation or corporations nor the sale of all or substantially all of the assets of the corporation shall be deemed to be a liquidation, dissolution or winding up within the meaning of this provision.

3. Shares of Preferred Stock may be redeemed as follows:

A. At the discretion of the Board of Directors, at any time and for any reason, provided the redemption is approved by fifty percent (50%) or more of the members of the Board in attendance at the meeting considering such redemption, all or any part of the outstanding shares of Preferred Stock owned by a particular Preferred Stockholder may be called for redemption by the adoption of an appropriate resolution of the Board of Directors pursuant to the provisions of this Article.

B. The redemption price of the shares called for redemption pursuant to paragraph A of this subsection 3 shall be one hundred percent (100%) of the Adjusted Capital Account of the holder of such shares as of the Evaluation Date immediately preceding the date of the call for redemption, taking into account the adjustments required thereto for the immediately preceding Evaluation Period, if such Adjusted Capital Account has a positive balance. No amount shall be paid as a redemption price for any shares called for redemption pursuant to paragraph A of this subsection 3 whose holder has a negative balance in his Adjusted Capital Account. The Adjusted Capital Account of a Preferred Stockholder whose Preferred Stock is being redeemed in accordance herewith shall not be adjusted by any Allocable Net Profit/Loss nor shall any dividend be payable or paid to such redeemed Preferred Stockholder for the Evaluation Period within which is adopted the resolution of the Board calling such Preferred Stock for redemption.

C. If the Board resolution calling for the redemption is adopted within one hundred sixty-five (165) days after the immediately preceding Evaluation Date, then the redemption price shall be tendered within one hundred sixty-five (165) days after the immediately preceding Evaluation Date, provided, however, that the corporation, in any event, shall have at least thirty (30) days following the date of the calling resolution within which to make payment of the redemption price. If the Board resolution calling for the redemption is adopted more than 165 days subsequent to the immediately preceding Evaluation Date, then the redemption price shall be tendered on or before thirty (30) days after the date of the calling resolution. The redemption price shall be payable in cash, without interest, upon the surrender of the certificates of the called shares.

D. Upon the approval by the Board of Directors of the corporation of a calling resolution, the shares of the series called for redemption pursuant to this subsection 3 shall be deemed to be redeemed and cancelled as of the date of such calling resolution, and, as of such date, the holder thereof shall cease to have any rights as a shareholder and shall have only the right to receive payment as herein provided upon surrender of the certificates for the called shares.

E. Notwithstanding anything to the contrary contained herein, no Preferred Stock shall be redeemed, purchased or otherwise acquired by the corporation if such redemption, purchase or other acquisition would violate any statutory, regulatory, or other legal restrictions on the redemption, purchase or other acquisition of its Preferred Stock, whether such restrictions are applicable to the corporation as an insurance company in particular or as a corporation in general.

(2) Article VIII is amended to read as follows:

VIII

Holders of shares of Common Stock of the corporation shall have no preemptive, preferential or other right to purchase, subscribe for, or take any additional or treasury shares of any class of stock of the corporation, whether now or hereafter authorized, or to purchase, subscribe for or take any other securities or obligations of the corporation convertible into or carrying an option or right to purchase any class of stock of the corporation. Holders of shares of a series of Preferred Stock of the corporation shall have all preemptive, preferential or other rights to purchase, subscribe for, or take any additional or treasury shares of such series, but no other series, of Preferred Stock of the corporation, whether now or hereafter authorized, or to purchase, subscribe for, or take any other securities or obligations of the corporation convertible into or carrying an option or right to purchase shares of such series, but no other series, of Preferred Stock of this corporation.

(3) Article XI is added to read as follows:

XI

The transfer of shares of Preferred Stock shall be restricted as follows:

1. Shares of Preferred Stock (whether in the hands of the original or any subsequent holder thereof) shall not be sold, transferred or assigned (including transfers by gift, but excluding involuntary transfers arising by operation of law), except to another holder of shares of the same series of Preferred Stock, nor be pledged or otherwise encumbered or hypothecated or made subject to any lien, charge or encumbrance, without the express specific approval of the Board of Directors in writing (which may be in the form of a policy set forth by the Board of Directors and which may be withheld for any reason), except as hereinafter provided. All Preferred Stock certificates shall have on their face a conspicuous legend or notation reciting the fact that there are certain restrictions upon the transferability of the shares of stock reflected by that certificate and that a copy of such restrictions can be obtained by contacting the principal office of the corporation.

2. Any holder of Preferred Stock desiring to sell, transfer, or assign such shares shall make a written offer to sell, addressed to the Secretary of the corporation for the attention of the Board of Directors of the corporation, accompanied by the certificates properly endorsed for transfer. Such an offer must be and shall be deemed to be an offer to sell such shares for an amount equivalent to the Adjusted Capital Account, taking into account the adjustments required thereto for the Evaluation Period immediately preceding the date of such offer to sell, of the selling Preferred Stockholder, as of the immediately preceding Evaluation Date.

3. An offer to sell shares made pursuant to this Article XI may not be revoked and shall be deemed accepted on the date of its receipt; and, effective as of the date of its receipt, the offeror shall cease to have any rights as a holder of the offered shares and shall have only the right to receive payment therefor as herein provided.

4. As soon as the selling price is ascertained, the Board of Directors shall determine how many of such shares the corporation may purchase without violating any legal

restrictions, whether statutory, regulatory, or otherwise, on the purchase or other acquisition by the corporation of its own stock and whether applicable to the corporation as an insurance company in particular or as a corporation in general, and may purchase all or any part of such shares for cash. In the event that the corporation is not able or does not desire to purchase all of said offered shares for cash, or for any other reason the corporation is prohibited by law from purchasing said shares or any of them, the offer shall be deemed not to have been accepted in its entirety and the shares not so purchased by the corporation shall be returned to the offering Preferred Stockholder. Such unpurchased and returned shares shall thereupon and thereafter be free from and not subject to the restrictions imposed by section 1 hereof.

5. Depending upon the date on which the offer to sell is received by the corporation, the purchase price shall be due and payable as follows:

A. Where the date on which the offer to sell is received by the corporation is a date within one hundred sixty-five (165) days after the Evaluation Date immediately preceding the Secretary's receipt of such offer, the purchase price shall be due and payable on or before one hundred sixty-five (165) days after such immediately preceding Evaluation Date provided, however, that, in any event, the corporation shall have at least thirty (30) days following the date of receipt of such offer to sell within which to make payment of the purchase price.

B. Where the date on which the offer to sell is received by the corporation is a date more than one hundred sixty-five (165) days subsequent to the Evaluation Date immediately preceding the date of the Secretary's receipt of such offer, the purchase price shall be due and payable on or before thirty (30) days after the receipt by the Secretary of such offer to sell.

REPORT OF INCREASE OF CAPITAL STOCK

In accordance with Section 83-19-61 of the Mississippi Code Annotated of 1972, as amended, GULF GUARANTY LIFE INSURANCE COMPANY, a Mississippi life insurance corporation, does hereby timely report to the Commissioner of Insurance of the State of Mississippi that it has, by a vote of its stockholders on December 14, 1982, duly authorized an increase in its capital stock through establishment of a new class of $1.00 par value per share preferred stock consisting of fifty thousand (50,000) shares divided into five hundred (500) series, each such series containing one hundred (100) authorized shares. The designations, privileges, and relative rights and the restrictions and qualifications on such series of preferred stock are contained in the foregoing Amendment to the Articles of Association of the corporation. Each issued share of such preferred stock shall be paid for entirely in cash.

APPLICATION TO INCREASE CAPITAL STOCK

In accordance with Section 83-19-59 of the Mississippi Code Annotated of 1972, as amended, GULF GUARANTY LIFE INSURANCE COMPANY does, therefore, hereby apply to the Commissioner of Insurance of the State of Mississippi for a review of the applicable proceedings of said corporation regarding the authorization by it of an Amendment to its Articles of Association to increase its authorized capital stock and for issuance of a certificate approving the increase in its capital stock and authorizing it to transact business upon such increased capital.

STATE OF MISSISSIPPI
COUNTY OF HINDS

PERSONALLY APPEARED before me, the undersigned authority in and for the jurisdiction aforesaid, the within named JACK W. ROBERTSON, JR., who, after being by me first duly sworn, states on oath that he is the duly elected, qualified and acting President of Gulf Guaranty Life Insurance Company, a Mississippi life insurance corporation, and that, as President thereof, he is filing the foregoing Report of Increase of Capital Stock and Application to Increase Capital Stock with the Commissioner of Insurance of the State of Mississippi on behalf of said corporation, being first duly authorized so to do, and that the information contained therein is true and correct.

GULF GUARANTY LIFE INSURANCE COMPANY

Jack W. Robertson, Jr.,
President

SWORN TO and subscribed before me this the 14th day of December, 1982.

Ellen Windham
NOTARY PUBLIC

My Commission Expires:

My Commission Expires Dec. 18, 1983.

CERTIFICATE

STATE OF MISSISSIPPI
COUNTY OF HINDS

I, GEORGE DALE, Commissioner of Insurance for the State of Mississippi, in accordance with the applicable provisions of Sections 83-19-59 and 83-19-61 of the Mississippi Code Annotated of 1972, as amended, do hereby certify that the foregoing Amendment to the Articles of Association of Gulf Guaranty Life Insurance Company, together with all required reports, applications, records and proceedings relating to the Board of Directors' and Stockholders' meetings adopting said Amendment were this day filed with me; that the same have been carefully examined by me, appear to be in good order, comply with all of the requirements of law in relation thereto, do not violate either the Constitution or the laws of the State of Mississippi, are found to conform to law, and are hereby approved and transmitted to the Secretary of State of the State of Mississippi for filing and recording; and that Gulf Guaranty Life Insurance Company, upon the filing of this Certificate and said Articles of Amendment with the Secretary of State of the State of Mississippi and the issuance by said Secretary of State of the Certificate of Amendment relating thereto, may issue shares of such newly authorized class of preferred stock and transact business upon its capital thus increased.

WITNESS my signature on this the 21st day of December, 1982.

GEORGE DALE,
COMMISSIONER OF INSURANCE OF THE
STATE OF MISSISSIPPI

By: [signature]
Deputy Insurance Commissioner

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

LANDOWNERS OF MISSISSIPPI, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 28th day of December, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF
LANDOWNERS OF MISSISSIPPI ASSOCIATION

Be it resolved by the members of the Landowners of Mississippi Association, an unincorporated association of individuals, that it is in the best interests of this Association that it be forthwith incorporated as a non-profit non-share corporation under the laws of the State of Mississippi applicable thereto and that the following persons:

Martha W. Gerald
Scott P. Hemleben
Justin L. Cox

are elected, appointed, designated and authorized to act as Incorporators in applying for a Charter of this Association to be named Landowners of Mississippi, Inc.; that they are fully empowered to do and perform any and all other acts necessary to secure said Charter and authorize the expenditure of such funds of the Association as may be necessary so to do.

CERTIFICATE

I, Scott P. Hemleben, 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 14th day of December, 1982, at Jackson, Mississippi, at which a majority of the members were present, and said was duly and properly called and held.

WITNESS MY SIGNATURE, this the 27th day of December, 1982.

SECRETARY

CHARTER OF INCORPORATION OF
LANDOWNERS OF MISSISSIPPI, INC.

1. The corporate title of said Corporation is Landowners of Mississippi, Inc.

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

Martha W. Gerald
400 Lamar Life Building
Post Office Box 158
Jackson, Mississippi 39205

Scott P. Hemleben
400 Lamar Life Building
Post Office Box 158
Jackson, Mississippi 39205

Justin L. Cox
400 Lamar Life Building
Post Office Box 158
Jackson, Mississippi 39205

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

3. The domicile of the corporation is at 400 Lamar Life Building, 317 East Capitol Street, Post Office Box 158, Jackson, Mississippi 39205.

4. Landowners of Mississippi, Inc. is a non-profit corporation organized for economic and industrial development purposes under the provisions of Section 79-11-1 of the Mississippi Code of 1972, as amended, and no shares of stock shall be issued.

5. The period of existence shall be perpetual.

6. The purposes for which Landowners of Mississippi, Inc. is to be formed are exclusively economic and industrial development, to-wit:

To promote the economic development and common business interests of the owners of oil, gas, or mineral interests, including mineral, royalty, overriding royalty, and leasehold interests, situated in the State of Mississippi;

To attempt to influence the legislation, regulations, rules, ordinances, and laws, of any state or local legislative, executive, administrative or regulatory body or agency, that in any manner affect the ownership, use, exploration, or development of such oil, gas, or mineral interests;

To gather, compile, organize, analyze, and publish statistics, information, and data regarding such oil, gas, and mineral interests for the use and benefit of its members; and

To engage in any other acts or activities that are consistent with the stated purposes of the Corporation and not in violation of the laws of the State of Mississippi

and are in conformity with the Corporation's economic and business development purposes within the meaning of Section 501(c) (6) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Revenue Law).

7. 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 Section 6 hereof. Notwithstanding any other provision of this Charter, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) (6) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Revenue Law).

8. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all 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 economic and business development purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c) (6) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed as provided above shall be disposed of by the Chancery Court of the county in which the principal office of the Corporation is then located, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations operated exclusively for economic and business development purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c) (6) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

9. The existing members of Landowners of Mississippi Association, as of the date of incorporation of the Corporation, shall be the initial members of the Corporation. The affairs and business of the Corporation shall be administered as determined by the Board of Directors of the Corporation, which shall be composed of five (5) directors. The initial Board of Directors of the Corporation shall be elected by the initial members of the Corporation at the first meeting thereof.

The method of election of subsequent directors shall be determined by the By-laws of the Corporation. The Board of Directors shall have the power to admit members to the Corporation in such manner, subject to such qualifications, and upon such terms and conditions and with such rights as may be provided from time to time in the By-laws of the Corporation. Any natural person, partnership, or corporation which is the owner of oil, gas, or mineral interests, including mineral, royalty, overriding royalty, and leasehold interests, situated in the State of Mississippi, may become a member of the

Corporation upon payment of the annual membership dues specified from time to time by the Board of Directors. Additionally, the By-laws of the Corporation may specify different classes of memberships, and may establish such additional qualifications rights, and limitations with respect to each class as may be determined in the discretion of the Board of Directors.

10. The Board of Directors of the Corporation shall adopt By-laws of the Corporation to provide the basic rules for the internal organization and management of the Corporation. Such By-laws shall cover, among other matters, the respective limits of authority of the members, directors and officers of the Corporation, meetings of members and directors of the Corporation, and such other matters concerning the regulation of the internal affairs of the Corporation as may be deemed necessary and appropriate in the discretion of the Board. The By-laws of the Corporation may be altered, amended or repealed, and new By-laws adopted, by majority vote of the Board of Directors.

11. Except as herein otherwise provided, the conditions and regulations of membership and the rights and other privileges of the members of the Corporation shall be determined and fixed by the by-laws of the Corporation. The annual dues for members shall be fixed by the by-laws of the Corporation.

12. The Charter of Incorporation of the Corporation may be amended, in whole or in part, by two-thirds (2/3) vote of the members of the Corporation; except that, as to any amendments of the Charter of Incorporation required to qualify the Corporation as an exempt organization under Section 501(c) (6) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law), the Board of Directors of the Corporation may amend the Charter of Incorporation by a majority vote of said Directors.

13. 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 its only remedy for nonpayment of dues, shall vest in each member the right to one vote in the election of all officers , shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporation assets, and there shall be no individual liabilities against the members for the corporate debts, but the entire corporate property shall be liable for the claims of creditors.

INCORPORATOR

Martha M. Gerald

INCORPORATOR

Justin L. Cox

INCORPORATOR

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF Hinds

This day personally appeared before me, the undersigned authority Scott P. Henderson, an Incorporator of the corporation known as Landowners of Mississippi, Inc., who acknowledged that he signed and delivered the above and foregoing charter of incorporation as his act and deed on this the day of December, 1982.

Yvonne C. Kendall
NOTARY PUBLIC

My Commission Expires:
My Commission Expires April 11, 1985.

STATE OF MISSISSIPPI

COUNTY OF Hinds

This day personally appeared before me, the undersigned authority Martha W. Gerald, an Incorporator of the corporation known as Landowners of Mississippi, Inc., who acknowledged that he signed and delivered the above and foregoing charter of incorporation as his act and deed on this the day of December, 1982.

Yvonne C. Kendall
NOTARY PUBLIC

My Commission Expires:
My Commission Expires April 11, 1985.

STATE OF MISSISSIPPI

COUNTY OF Hinds

This day personally appeared before me, the undersigned authority Quaten L. Cox, an Incorporator of the corporation known as Landowners of Mississippi, Inc., who acknowledged that he signed and delivered the above and foregoing charter of incorporation as his act and deed on this the day of December, 1982.

Yvonne C. Kendall
NOTARY PUBLIC

My Commission Expires:
My Commission Expires April 11, 1985.

Received at the office of the Secretary of State this the 28th day of December, 1982, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE

Jackson, Mississippi, December 28, 1982

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

State of Mississippi

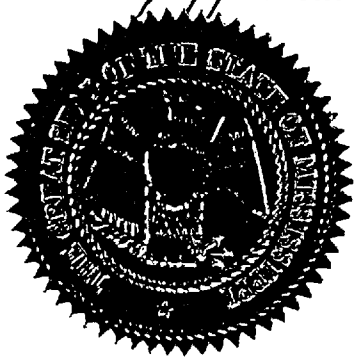
EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

MISSISSIPPI PROTECTION & ADVOCACY SYSTEM
FOR THE DEVELOPMENTALLY DISABLED, 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* 28th of December, A. D., 1982.

William L. Winter
Governor.

Attest:
Edwin Lloyd Pittman
Secretary of State.

BOOK 288 PAGE 652

CERTIFIED COPY OF RESOLUTION
ADOPTED BY

MISSISSIPPI PROTECTION AND ADVOCACY SYSTEM FOR THE DEVELOPMENTALLY DISABLED, INC.

AT A MEETING OF THE MEMBERS HELD ON

December 14, 1982

AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF

MS. PROTECTION AND ADVOCACY SYSTEM FOR THE DEVELOPMENTALLY DISABLED, INC.

WHEREAS, MS. PROTECTION AND ADVOCACY SYSTEM FOR THE DEVELOPMENTALLY DISABLED, 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.

THEREFORE, BE IT RESOLVED by MS. PROTECTION AND ADVOCACY SYSTEM FOR THE DEVELOPMENTALLY DISABLED, INC. that its charter is amended as follows:

SEE ATTACHMENT II

CERTIFICATE

I, Edwin L. Butler, President or Secretary of MS. PROTECTION & ADVOCACY SYSTEM FOR THE DEVELOPMENTALLY DISABLED, INC. do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by MISSISSIPPI PROTECTION AND ADVOCACY SYSTEM FOR THE DEVELOPMENTALLY DISABLED, INC. in a meeting assembled on the 14 day of December, 19 82, in Jackson, Mississippi.

WITNESS MY SIGNATURE, this 22nd day of December, 19 82

Edwin L. Butler
President or Secretary

C-30A-2

ATTACHMENT II

1. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose.

2. 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.

3. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

BOOK 288 PAGE 654

ARTICLES OF AMENDMENT TO THE
CHARTER OF INCORPORATION
OF

MISSISSIPPI
PROTECTION AND ADVOCACY SYSTEM FOR THE DEVELOPMENTALLY DISABLED, 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: SEE ATTACHMENT I

SECOND: The amendment of the Charter of Incorporation was adopted by the members of the corporation on December 14, 19 82, at a regular meeting of the members of the corporation at Jackson, Mississippi.

DATED: This the 22 day of December, 19 82

SIGNED: Mississippi Protection & Advocacy System for the Developmentally Disabled
(Name of Corporation)

BY: Edwin L. Butler
President or Secretary

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
COUNTY OF Hinds

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Edwin L. Butler, President or Secretary of ~~the~~ Mississippi Protection & Advocacy System for the Dev. Dis., Inc who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of MS Protection & Advocacy System for the Dev Dis, Inc on this the 22nd day of December, 19 82

Elizabeth Wilson
NOTARY PUBLIC

My Commission expires:
Sept. 15, 1986

C-30A-1

ATTACHMENT I

1. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose.

2. 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.

3. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

BOOK 288 PAGE 656

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

A. D., 1982, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Elwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

December 28, 1982

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.

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

PEOPLES 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 28th day of December, A. D., 1982.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

ARTICLES OF INCORPORATION	)	UNITED STATES OF AMERICA
OF	)	STATE OF MISSISSIPPI
PEOPLES AGRICULTURAL CREDIT CORPORATION	)	SUNFLOWER COUNTY

BE IT KNOWN that on this the 14th day of December, 1982, before me, the undersigned authority, a Notary Public in and for Sunflower County, Mississippi, and therein residing, duly appointed, qualified and commissioned, personally came and appeared the subscriber hereto, a banking corporation duly organized and existing under the laws of the State of Mississippi, by H. GREGORY TAYLOR, its President, who declared to me, a Notary, in the presence of the undersigned competent witnesses, residing in Sunflower County, Mississippi, that, availing itself of the provisions of the Mississippi Rural Credit Law (Section 81-15-1 et. seq., Mississippi Code of 1972, and all laws amendatory thereof), it does hereby form this Corporation, in pursuance of the law, under and in accordance with the following Articles of Incorporation, to-wit:

ARTICLE I

The name and title of this corporation shall be:

PEOPLES 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 franchise and rights of any other corporation, domestic or foreign, subject to the limitations

contained in these Articles, and in relation thereto to effect all other 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 unsurious; 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 or pledge or otherwise; to borrow money, and to issue, sell, discount, 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 the 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 purpose 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 the State of Mississippi, and particularly under Sections 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 object 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 for 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 and for applications for servicing of, including inspections, 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 herein 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, 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 effectuate the aforesaid objects, or any of them, or to facilitate it in the transaction of 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 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 the State 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 101 Front Street, P.O. Box 28, Indianola, Mississippi, 38751, 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 agent for service of process is:

RICHARD G. NOBLE P.O. Box 29
Indianola, MS 38751

ARTICLE VI

The total authorized number of shares of this Corporation is (A) ONE HUNDRED FIFTY THOUSAND (150,000) shares of Class A Preferred Stock of a par value of FIVE DOLLARS ($5.00), each, which may be purchased only by borrowers of this Corporation; and (b) TEN THOUSAND (10,000) shares of Class B Common Stock, of a par value of ONE HUNDRED DOLLARS ($100.00), 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 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 of 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 business 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 DOLLARS ($10,000.00), which has been paid in cash.

ARTICLE VIII

The name 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:

REX A. MORGAN	11 Woodbine Lane Indianola, MS 38751
HIRAM W. HILL	Route 2, Box 340 Indianola, MS 38751
MORRIS LEWIS	1 Arbor Lane Indianola, MS 38751
FRANK L. SIBLEY, President	306 E. Parkway Indianola, MS 38751
H. GREGORY TAYLOR, Vice-President	607 E. Percy Street Indianola, MS 38751
WALTER R. BARR, Secretary/Treasurer	308 E. Parkway Indianola, MS 38751

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 number of directors shall be fixed or altered within the above limits from time to time at any annual meeting of stockholders.

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, and a copy recorded in the office of the Chancery Clerk of Sunflower 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 Third Tuesday in January of each year, or the first business day thereafter when such a day is a legal holiday, beginning on the 18th day of January, 1983, 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 X

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 created 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 tranferred 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 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

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 accuring 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 out 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 indebtdness of such holder to the Corporation.

ARTICLE XIII

The name and post office address of the incorporator, and a statement of the number of shares subscribed is:

NAME	ADDRESS	NO. OF SHARES
PEOPLES BANK OF INDIANOLA	101 Front Street Indianola, MS 38751	100

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 authorizing 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 all 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 in the City of Indianola, Sunflower County, Mississippi, and in the presence of Frank D. Crosthwaite and Richard L. Noble, competent and attesting witnesses, who sign as such with the said appearers and with me, Notary, signing the same officially and affixing hereto my seal of office on the day and date first hereinabove written and after due reading of the whole.

INCORPORATOR:

PEOPLES BANK OF INDIANOLA

BY: H. Gregory Taylor

WITNESSES:

Frank D. Crosthwaite

Richard L. Noble

Julia K. Randall
NOTARY PUBLIC

My Commission Expires:
March 18, 1985

STATE OF MISSISSIPPI

COUNTY OF SUNFLOWER

Personally appeared before me, the undersigned authority, in and for the above named County and State, within the territorial limits of my jurisdiction, H. GREGORY TAYLOR, personally known to me to be the President of the PEOPLES BANK OF INDIANOLA, who acknowledged that he signed, sealed and delivered and executed the foregoing instrument on the day and date and for the purposes therein stated as the free and voluntary act and deed of the said PEOPLES BANK OF INDIANOLA, being duly authorized so to do as such officer.

WITNESS my hand and official seal, this the 14th day of December, A.D., 1982.

Julia K. Randall
NOTARY PUBLIC

My Commission Expires:
October 18, 1985

UNITED STATES OF AMERICA

STATE OF MISSISSIPPI

COUNTY OF HINDS

The Articles of Incorporation and Bylaws of PEOPLES AGRICULTURAL CREDIT CORPORATION, Sunflower County, State of Mississippi, signed by H. GREGORY TAYLOR, as President, are hereby acknowledged and approved.

FEDERAL INTERMEDIATE CREDIT BANK OF
NEW ORLEANS

By: James G. Bennett
JAMES G. BENNETT
Senior Vice-President

Sworn to and subscribed to this the 20th day of December, A.D., 1982.

Beulah Appleton
NOTARY PUBLIC

My Commission Expires:

My Commission Expires April 12, 1984

Received at the office of the Secretary of State, this the 23rd day of December, A.D., 1982, 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
EDWIN L. PITTMAN,
Secretary of State

Jackson, Mississippi
December 28, 1982

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

BY-LAWS
OF
PEOPLES AGRICULTURAL CREDIT CORPORATION

Article I.

MEETING OF STOCKHOLDERS

Sec. 1. ANNUAL MEETING. The annual meeting of Stockholders shall be held at the principal office of the corporation, in the City of Indianola, Mississippi, on the Third Tuesday 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, that giving of notice as above required may be dispensed with.

Sec. 2. QUORUM. The presence, in person or by proxy, of the holders of a 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.

Sec. 3. SPECIAL MEETINGS. Special Meetings of 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, but 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 company. No business other than that specified in the call for the meeting, shall be transacted at any meeting of the stockholders.

Sec. 4. VOTING. At all meetings of the Stockholders all questions, the manner of deciding which is not specifically regulared 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.

Sec. 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

Sec. 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.

Sec. 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.

Sec. 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.

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

Sec. 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.

Sec. 6. NOTICE OF MEETING. Notice of meetings, other than the regular annual meetings, shall be given by service upon each Director in person, or by mailing to him at his last known post office address, at least three days before the date therein designated for such meeting, including the 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.

Sec. 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.

Sec. 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.

Sec. 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.

Sec. 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

Sec. 1. NUMBER. The officers of this Company shall be:

1. President
2. Vice-President
3. Secretary and Treasurer

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

Sec. 3. DUTIES OF OFFICERS. The duties and powers of the officers of the Company 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 Company.

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.

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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.

Sec. 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 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 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 committees 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 Committees: To provide periodic financial statements of the conditions 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.

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

Sec. 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.

Sec. 6. COMPENSATION OF OFFICERS. The officers shall receive such salary or compensation as may be determined by the Board of Directors.

Sec. 7. The Board of Directors may remove any officer, by a majority vote, at any time with our without cause.

Article IV

Sec. 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: PEOPLES AGRICULTURAL CREDIT CORPORATION.

Article V

CERTIFICATES OF STOCK

Sec. 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 mragin 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 Secretary-Treasurer and sealed with the seal of the Corporation.

Sec. 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 shareholders.

Article VI

DIVIDENDS

Sec. 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.

Sec. 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, or endorse the same in the name of the Corporation, or contract or cause to be contrated 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, 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, and a copy recorded in the office of the Chancery Clerk of Sunflower 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 of any meeting of the Board of Directors; any director absent from a meeting may be represented by any other director, according to the written instructions, general or special, of said absent director filed with the Secretary.

Article XI

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 third Tuesday in January of each year, or the first business day thereafter when such a day is a legal holiday, beginning on the 18th day of January, 1983, 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 my signature this the 14th day of December, A.D., 1982.

PEOPLES AGRICULTURAL CREDIT CORPORATION

BY: Frank L. Sibley
FRANK L. SIBLEY, President

SWORN to and subscribed before me, this the 14th day of December, A.D., 1982.

Julia K. Randall
NOTARY PUBLIC

My Commission Expires:
3-18-85

BOOK 288 PAGE 683

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

HOULKA HISTORICAL 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 the* 28th day of December, A. D., 1982.

Attest:

Edwin Lloyd Pittman

Secretary of State.

William F. Winter

Governor.

CERTIFIED COPY OF RESOLUTION
ADOPTED BY
HOULKA HISTORICAL SOCIETY, INC.
AT A MEETING OF THE MEMBERS HELD ON
February , 1982
AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF
Houlka Historical Society, Inc.

WHEREAS, Houlka Historical Society, Inc. is a voluntary, non-profit incorporation chartered by the State of Mississippi, and

WHEREAS, after thorough discussion in a duly held meeting this corporation desires to amend its charter to provide that upon dissolution of the Corporation, the assets will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code 1954.

THEREFORE, BE IT RESOLVED by Houlka Historical Society, Inc. that its charter is amended as follows: Section 8(1) of the Charter is deleted in its entirety and the following is inserted in lieu thereof: Section 8(1) In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code or to the federal, state, or local government for exclusive public purpose.

CERTIFICATE

I, Robin H. Mathis, President of Houlka Historical Society, 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 Houlka Historical Society, Inc. in a meeting assembled on the 27

day of March, 19~~8~~82, in Houlka, Mississippi.

WITNESS MY SIGNATURE, this 27 day of March, 19~~8~~82.

Robin H. Mathis
PRESIDENT

ARTICLES OF AMENDMENT TO THE

CHARTER OF INCORPORATION

OF

HOULKA HISTORICAL SOCIETY, INC.

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

FIRST: The name of the Corporation is HOULKA HISTORICAL SOCIETY, INC.

SECOND: The following amendment of the Charter of Incorporation was adopted by the members of the corporation on March 27, 19 82, at a regular meeting of the members of the corporation at Houlka, Mississippi: Section 8 (1) of the Charter is deleted in its entirety and the following inserted in lieu thereof: Section 8 (1) In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) in 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.

DATED: This the 27 day of March, 19 82.

SIGNED: Houlka Historical Society, Inc.
(Name of Corporation)

BY: Robin H. Mathis
President

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF CHICKASAW

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, ROBIN H. MATHIS, President of Houlka Historical Society, Inc.

_____, who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of Houlka Historical Society, Inc., on this the 27 day of March, 19 82.

Martha W. Vance
NOTARY PUBLIC

My Commission expires:
April 22, 1986

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

A. D., 19 82 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 21, 1982

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.