State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

MISSISSIPPI PUPPETRY GUILD, 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.

Attest:

Edwin Lloyd Pittman

Secretary of State.

William F. Winter

Governor.

CERTIFIED COPY OF RESOLUTION
ADOPTED BY
MISSISSIPPI PUPPETRY GUILD, INC.
AT A MEETING OF THE MEMBERS HELD ON
December 10, 1982
AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF
MISSISSIPPI PUPPETRY GUILD, INC.

WHEREAS, the MISSISSIPPI PUPPETRY GUILD, 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

(g) Notwithstanding any other provision of these articles, 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 of 1954.

THEREFORE, BE IT RESOLVED by MISSISSIPPI PUPPETRY GUILD, INC. that its charter is amended as follows:

(g) Notwithstanding any other provision of these articles, 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 of 1954.

CERTIFICATE

I, Peter Zapletal, President of Mississippi Puppetry Guild, 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 Mississippi Puppetry Guild, Inc. in a meeting assembled on the 10th

day of December, ~~197~~ 1982, in Jackson, Mississippi.

WITNESS MY SIGNATURE, this 13th day of December, ~~197~~ 1982.

PRESIDENT

ARTICLES OF AMENDMENT TO THE CHARTER OF INCORPORATION OF

Mississippi Puppetry Guild, 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: Notwithstanding any other provision of these articles, 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 of 1954.

SECOND: The following amendment of the Charter of Incorporation was adopted by the members of the corporation on December 10, 1982, at a regular meeting of the members of the corporation at Jackson, Mississippi:

Notwithstanding any other provision of these articles, 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 of 1954.

DATED: This the 13th day of December, 1982.

SIGNED: Mississippi Puppetry Guild, Inc.
(Name of Corporation)

BY: Peter Zapletal
President

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF Hinds

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Peter Zapletal, President of Mississippi Puppetry Guild, Inc.

_____, who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of Mississippi Puppetry Guild, on this the 13th day of December, 19 82.

Mrs. A. Ray Ratliff
NOTARY PUBLIC

My Commission expires: My Commission Expires July 7, 1983

Received at the office of the Secretary of State, this the 21st 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 Floyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

December 23, 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 W. Allen
Special Assistant Attorney General.

BOOK 289 PAGE 7

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

NETTLETON CHAMBER OF COMMERCE, 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.

Attest:

Edwin Lloyd Pittman

Secretary of State.

William F. Winter

Governor.

CERTIFIED COPY OF RESOLUTION
ADOPTED BY
Nettleton Chamber of Commerce
AT A MEETING OF THE MEMBERS HELD ON
October 11, 1983
AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF
Nettleton Chamber of Commerce

WHEREAS, the Nettleton Chamber of Commerce 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 authorize an application for tax exempt status under Section 501(c)(6) of the Internal Revenue Code.

THEREFORE, BE IT RESOLVED by the Nettleton Chamber of Commerce that its charter is amended as follows:

Delete the words "Section 501(c)(3) wherever they appear and insert in lieu thereof the words "Section 501(c)(6)".

CERTIFICATE

I, Sherry Berry, President of Nettleton Chamber of Commerce do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by the membership of the Nettleton Chamber of Commerce in a meeting assembled on the 11th

day of October, 197 82, in Nettleton, Mississippi.

WITNESS MY SIGNATURE, this 15 day of December, 1982.

Sherry Berry
PRESIDENT

ARTICLES OF AMENDMENT TO THE
CHARTER OF INCORPORATION
OF

NETTLETON CHAMBER OF COMMERCE

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 words "section 501(c)(3) wherever they appear and insert in lieu thereof the words "Section 501(c)(6)".

SECOND: The following amendment of the Charter of Incorporation was adopted by the members of the corporation on October 11, 19 82, at a regular meeting of the members of the corporation at Nettleton, Mississippi.

DATED: This the 15 day of December, 19 82.

SIGNED: NETTLETON CHAMBER OF COMMERCE
(Name of Corporation)

BY: Sherry Berry
President

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF Lee

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Sherry Berry, President of Nettleton Chamber of

Commerce, who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of Nettleton Chamber of Commerce, on this the 15 day of December, 1982.

Douglas M Wright
NOTARY PUBLIC

My Commission expires:

My Commission Expires Oct. 17, 1983

BOOK 289 PAGE 12

Received at the office of the Secretary of State, this the 3 day of _____

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.,

December 23, 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 GREATER JACKSON ADVERTISING 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 28th day of December, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF The Greater Jackson Advertising 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 Greater Jackson Advertising 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 David Nohra, Tim Smith, and Patrice Creel are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named The Greater Jackson Advertising 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, Tim Smith, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is a true and correct copy of a Resolution duly adopted at a meeting thereof held on the day of November 18, 1982, 11 AM, at Primos Northgate Restaurant 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 December, 1982.

Secretary

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

NON-PROFIT

THE CHARTER OF INCORORATION OF

The Greater Jackson Advertising Club, Inc.

1. The corporation title of said company is:
   The Greater Jackson Advertising 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
David Nohra	505 W. Lakeview Drive	Clinton	Mississippi 39056
Tim Smith	708 Oakwood Drive	Clinton	Mississippi 39056
Patrice Creel	132 Lea Circle	Jackson	Mississippi 39204

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

3. The domicile is at Primos Northgate, 4330 N. State Street, Jackson, Mississippi 39206
   (Street and No.) (City) (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 to be a Non-Profit Corporation and no shares of stock shall be issued. The organization is of the type described and authorized by the provisions of Section 79-11-1, Code of Mississippi of 1972, and amendments thereto, whose purpose is set forth in Article 6 below.

   It is a civic improvement, fraternal and charitable corporation.

5. Period of existence shall be perpetual.

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

   The purpose of this organization shall be to unify the advertising people of this area into a cooperative group; to provide a medium for the exchange of professional interests; to promote and protect advertising, truthful advertising, better marketing and merchandising; to stimulate creative and mechanical achievement in advertising; to support the aims and objectives of the American Advertising Federation, of which this club is an affiliate.

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:

David Nohra	XXXXXXXXXXX
David Nohra	
[signature]	XXXXXXXXXXX
Tim Smith	
Patrice Creel	XXXXXXXXXXX
Patrice Creel Incorporators	Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
COUNTY OF HINDS

This day personally appeared before me, the undersigned authority David Nohra, Tim Smith, and Patrice Creel, incorporators of the corporation known as the The Greater Jackson Advertising 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 11th day of December, 1982.

[signature]

Received at the office of the Secretary of State this the 20th 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.

[signature]
Secretary of State

Jackson, Mississippi, December 22 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

OXFORD LAFAYETTE HUMANE SOCIETY INCORPORATED

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 28th day of December, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

BOOK 289 PAGE 18

RESOLUTION OF OXFORD LAFAYETTE HUMANE 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 OXFORD LAFAYETTE HUMANE SOCIETY an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that OXFORD LAFAYETTE HUMANE SOCIETY - Tom Flynn, Miriam Knowlton, and Milmurry Hopkins are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named OXFORD LAFAYETTE HUMANE SOCIETY 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, Miriam Knowlton, 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 6 December 1982 at 105 North Lamar, Oxford, Mississippi, 38655 at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 6th

day of December, 1982

Secretary Miriam Knowlton
MIRIAM KNOWLTON

C-30-3

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

BOOK 289 PAGE 19

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:

OXFORD LAFAYETTE HUMANE SOCIETY 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
Tom Flynn	409 Park Drive	Oxford	MS	38655
Miriam Knowlton	204 S.5th Street	Oxford	MS	38655
Milmurry Hopkins	Fudgetown Road	Oxford	MS	38655

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

3. The domicile is at 204 South 5th Street (Street and No.) Oxford (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 is a non profit civic improvement and charitable corporation as authorized by provision of Section 79-11-1 of the Code of Mississippi. 1972 and Ammendments. There are no shares of stock to 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:

November 22

AIMS

1. To work with local authorites in improving human conditions of animals in our area.
2. To try to respond to any calls for assistance for animals who are hungry, neglected, abused, or endangered.
3. To consider and promote ways to improve treatment of animals in local dog pound.

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

4. To facilitate wide spread and less costly neutering of animals.
5. To find suitable homes for abandoned animals is possible.
6. To educate the general public on needs for more humane treatment of animals.
7. To be a force in the community that would be heard concerning any human abuse or neglect of animals.
8. To receive and disperse funds to be expended in the promotion of animal welfare in our region.

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:

TOM FLYNN

MIRIAM KNOWLTON

MILMURRY HOPKINS

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of LAFAYETTE

This day personally appeared before me, the undersigned authority Tom Flynn, Miriam Knowlton, Milmurry Hopkins, incorporators of the corporation known as the OXFORD LAFAYETTE HUMANE SOCIETY 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 6th day of December, 1982

My Commission Expires 5-19-83

CHARLES H. WALKER

Received at the office of the Secretary of State this the 20th 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 22, 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

BLACK LADIES OF JACKSON
SOCIAL AND CIVIC 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 28th day of December, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

BOOK 289 PAGE 23

RESOLUTION OF Black Ladies of Jackson Social & Civic

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 Black Ladies of Jackson Social & Civic 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 Ella Miller, Karolyn Campbell + Margaret Giles are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Black Ladies of Jackson Social & Civic 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, Karolyn Campbell, 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 24th day of September, 1982, at 2926 Flora Street Jackson, 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 18th day of December, 1982.

Secretary Karolyn Campbell

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: Black Ladies of Jackson Social and Civic Club, Inc.

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

Name	Street & No.	City	State
Ella Miller	3555 Holmes Ave.	Jackson	MS
Karolyn Champion	2926 Flora Street	Jackson	MS
Margaret Giles	3404 Midlawn	Jackson	MS

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

3. The domicile is at 2926 Flora Street P.O. Box 11183, Jackson, MS 39213
(Street and No.) (City) (State)

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

This corporation is non-profit and no shares of stocks ~~will~~ shall be issued, and that this organization is a civic improvement society as set out in § 79-11-1, Mississippi Code of 1972, ~~As~~ Amended.

5. Period of existence shall be perpetual.

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

The purpose of this corporation is to promote activities that will benefit community centers, hospitals, social agencies, and other benefits for charity. This corporation will go beyond it's local community to assist and cooperate with other organizations, to achieve ~~these~~ purpose. The rights and powers of this corporations shall be limited to those reasonably necessary to accomplish ~~these~~ this purpose.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall 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 289 PAGE 25

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: Karolyn Champion
Margaret Giles
Ella R. Miller

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Hinds

This day personally appeared before me, the undersigned authority Karolyn Champion, Margaret Giles, Ella R. Miller

incorporators of the corporation known as the Black Ladies of Jackson Social & Civic 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 28th day of September, 1982.

Patricia Burton, Notary Public

My Commission Expires September 13, 1986

STATE OF MISSISSIPPI
County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the

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

Received at the office of the Secretary of State this the 27th day of 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 22, 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

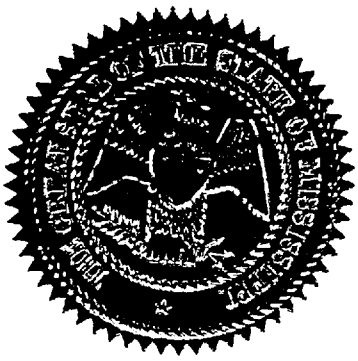
The within and foregoing Charter of Incorporation of

GRACE BIBLE BAPTIST CHURCH OF JACKSON, 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 GRACE BIBLE BAPTIST CHURCH OF JACKSON,
An Unincorporated Association, To Incorporate, Designati g 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 GRACE BIBLE BAPTIST CHURCH OF JACKSON 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 Roland Wilson, Earnest Armstrong, Jr., and Louis Young are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named GRACE BIBLE BAPTIST CHURCH OF JACKSON, 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, Earnest Armstrong 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 17 day of May, 1982, at Stonewall Baptist Church, Jackson, 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 10 day of Dec, 1982.

Secretary Earnest Armstrong Jr.

THE

CHARTER OF INCORPORATION

OF

GRACE BIBLE BAPTIST CHURCH OF JACKSON, INC.

==========

We, the undersigned natural persons of the age of twenty-one (21) years or more, acting as Incorporators of a corporation under the Mississippi Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

I

The corporate title of said corporation is:
GRACE BIBLE BAPTIST CHURCH OF JACKSON, INC.

II

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

RONALD WILSON, whose post office address and street address are 434 Queen Marie Lane, Jackson, Mississippi 39209;

EARNEST ARMSTRONG Jr., whose post office address and street address are 552 Woodward Avenue, Jackson, Mississippi 39206;

LOUIS YOUNG, whose post office address and street address are 3760 Douglas Avenue, Jackson, Mississippi 39213.

III

The domicile of the corporation is at 2540 Lampton Avenue, Jackson, Mississippi 39213.

IV

This is a non-profit corporation and no shares of stock shall be issued. This corporation shall operate and act as a religious organization.

V

The period of existence shall be perpetual.

VI

The purpose for which is it 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 being incorporated as follows:

(a) To promote, develop, stimulate and encourage the spread of the Christian faith in the lives of the members, and the local, national and world community.

(b) The Church is to provide for the membership: Doctrine, fellowship, prayer, and participation in the ordinances given by our Lord. The emphasis foremost shall be to help the believers understand God's will for their lives as relates to relationship with God, fellow-believers, family, fellowman, and to help them to apply the principles of God's Word in these relationships.

(c) It is the object of the Grace Bible Baptist Church, Inc., to equip a formidable army of believers to go forth with the "Sword of the Spirit" which is the Word of God, to pervade society with the "light" of the New Age of Redemption. We will seek to instill within each member a biblical understanding and practical application of servanthood, i.e., knowing how to compassionately and effectively minister the "Word of Reconciliation" to a lost world, and how to serve the community of Saints. We intend to minister to the whole man in a continuing holistic ministry; to feed the hungry, clothe the naked, and provide for the poor the basic physical, psychological, and spiritual needs so much as lieth in us to do.

(d) To receive, hold, administer and disburse funds

given through the tithes and offerings of our members, so as to encourage, promote, and develop the purposes for which the Church was created.

(e) To use all our resources for the scripturally given call of the Church, which is to equip the Saints for the work of the ministry; to do the ministry in the name and power of our risen Saviour and Lord, Christ Jesus.

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

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

(h) As a means of accomplishing the foregoing purposes, the corporation shall have the following powers:

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

(2) to elect and appoint officers, agents and employees consistent with said By-laws and this Charter and not in violation of State law,

(3) to accept, acquire, receive, take and hold by request, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, buy 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 property acquired or for any monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed of trust, or by indenture, agreement or other instrument of trust, or by other privileges of the corporation, wherever situated, whether now owned or hereafter to be acquired.

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

(7) in general and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which are now 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 may other provisions of these Articles, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and 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.

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 the non-payment of dues, shall vest in each member the right to one (1) vote in the election of all officers, shall make the loss of membership by death, or otherwise, the termination of all 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.

Ronald Wilson
RONALD WILSON

Earnest Armstrong, Jr.
EARNEST ARMSTRONG, JR.

Louis Young
LOUIS YOUNG

INCORPORATORS

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Ronald Wilson, one of the incorporations of the corporation known as GRACE BIBLE BAPTIST CHURCH OF JACKSON, INC., who acknowledged that he signed and executed the above and foregoing Charter of Incorporation as his act and deed on this the 15th day of Nov., A. D., 1982.

Notary Public

My Commission expires:

My Commission Expires March 21, 1985

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named, Earnest Armstrong, Jr. one of the incorporators of the corporation known as GRACE BIBLE BAPTIST CHURCH OF JACKSON, INC., who acknowledged that he signed and executed the above and foregoing Charter of Incorporation as his act and deed on this the 11th day of November, A. D., 1982.

Lou Humphreys
Notary Public

My Commission expires:

My Commission Expires March 21, 1985

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named, Louis Young, one of the incorporators of the corporation inown as GRACE BIBLE BAPTIST CHURCH OF JACKSON, 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 November, A. D., 1982.

Lou Humphreys
Notary Public

My Commission expires:

My Commission Expires March 21, 1985

Received at the office of the Secretary of State, this the 21st day of December A. D., 19 82, together with the sum of $ 2.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Eddie Floyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

December 22, 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 Amendment to the Charter of Incorporation of

THE HERNANDO BANK
HERNANDO, MISSISSIPPI
including the merger of the
GATEWAY INTERIM BANK
HERNANDO, MISSISSIPPI
(a phantom bank, in organization)
under the charter and title of
THE HERNANDO BANK
HERNANDO, MISSISSIPPI

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 28th day of December, A. D., 1982.

William F. Winter
Governor.

Attest:

Edwin Lloyd Pittman
Secretary of State.

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State of Mississippi

Department of Banking and Consumer Finance

JACKSON

The within and foregoing Amendment to the Charter of Incorporation of THE HERNANDO BANK, HERNANDO, MISSISSIPPI, including the merger of the GATEWAY INTERIM BANK, HERNANDO, MISSISSIPPI, (a phantom bank, in organization) under the charter and title of THE HERNANDO BANK, HERNANDO, MISSISSIPPI.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Seal of the Department of Banking and Consumer Finance, State of Mississippi, to be affixed, this the 9th *day of* December *19* 82

Alanson V. Turnbough
Deputy Commissioner

Alanson V. Turnbough

REORGANIZATION AND MERGER AGREEMENT

This Reorganization and Merger Agreement (the "Agreement") dated as of June 1, 1982, is entered into by and between The Hernando Bank, Hernando, Mississippi ("Bank"), Gateway Interim Bank, Hernando, Mississippi ("New Bank") and Gateway Capital Corporation, Hernando, Mississippi ("Company").

WITNESSETH:

WHEREAS, Bank and New Bank are state banks duly organized and existing under the laws of the State of Mississippi, and having their principal offices in the City of Hernando, County of DeSoto, State of Mississippi;

WHEREAS, Bank has authorized capital stock of $400,000 divided into forty thousand (40,000) shares of common stock, $10.00 par value of which 40,000 shares are issued and outstanding (the "Bank Stock");

WHEREAS, New Bank has been organized and has authorized capital stock of $50,000 divided into five thousand (5,000) shares of common stock, $10.00 par value ("New Bank Stock");

WHEREAS, on the date hereof, there are no shares of New Bank Stock issued or outstanding, but immediately prior to the Effective Time (hereinafter defined) of the reorganization and merger described in this Agreement (the "Reorganization and Merger"), New Bank will have 5,000 shares of its common stock issued and outstanding, with all of such issued and outstanding shares, excluding directors' qualifying shares, being owned by Company;

WHEREAS, the Company is a business corporation, duly organized and existing under the laws of the State of Mississippi, having its registered office in the City of Hernando, County of DeSoto, State of Mississippi with authorized capital stock of 50,000 shares of common stock, $10.00 par value, and 100 shares are now issued and outstanding, (the "Company Stock") which are subject to a repurchase agreement with Company at their total issue price of $1,000 upon consummation of the reorganization and merger; and

WHEREAS, a majority of the directors of Bank, New Bank and Company have approved the terms and provisions of this Agreement under which New Bank will be merged under the laws of Mississippi into Bank (creating Surviving 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 At the Effective Time of the Reorganization and Merger, pursuant to the provisions of this Agreement and in accordance with Mississippi Code of 1972 Ann. §81-5-85, the corporate existence of New Bank shall be merged into Bank and continued in it (sometimes hereinafter referred to as the Surviving Bank); and the 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 the Surviving Bank by virtue of the Reorganization and Merger without any deed or other transfer. The Surviving Bank at the Effective Time 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 Time of the Reorganization and Merger.

1.2 The Articles of Association and Bylaws of Bank in effect at the Effective Time of the Reorganization and Merger shall be the Articles of Association and Bylaws of the Surviving Bank and the Articles of Association of New Bank shall be extinguished and all of its outstanding shares shall be automatically cancelled. The established offices and facilities of Bank immediately prior to the Reorganization and Merger shall become the established offices and facilities of the Surviving Bank.

1.3 At the Effective Time of the Reorganization and Merger, the 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 the 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. At the Effective Time of the Reorganization and Merger, the 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 employees, directors, advisory directors and officers of the Surviving Bank at the Effective Time of the Reorganization and Merger shall be those persons who are employees, directors, advisory directors and officers, respectively, of Bank immediately before the Effective Time of the Reorganization and Merger. The committees of the Board of Directors of the Surviving Bank at the Effective Time 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 Time of the Reorganization and Merger. The committees of officers of the Surviving Bank at the Effective Time 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 Time of the Reorganization and Merger.

1.5 Unless contrary to Mississippi banking laws, 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 Time of the Reorganization and Merger, shall be taken for all purposes at and after the Effective Time of the Reorganization and Merger as the acts, plans, policies, applications, agreements, orders, registrations, licenses, approvals and authorizations of the Surviving Bank and shall be effective and binding thereon as the same were with respect to Bank and New Bank immediately before the Effective Time of the Reorganization and Merger.

ARTICLE II

CONVERSION, EXCHANGE AND CANCELLATION OF SHARES

2.1 After the Effective Time of the Reorganization and Merger, Surviving Bank shall have issued 40,000 shares of $10.00 par value of which 39,720 shares will be owned by Company and 280 shares, representing 20 shares for each director of Surviving Bank, shall be owned by directors but will be subject to an agreement to sell them to Company at $78.50 per share.

2.2 As a consequence of the Reorganization and Merger, each shareholder of Bank shall receive one share of Company stock for each share of Bank stock, except each director of Bank shall retain 20 shares of Bank stock and shall not receive Company stock therefor, and Company shall pay $10.00 cash to the directors' of New Bank for each New Bank directors' qualifying shares owned by them. The outstanding shares of Bank will be cancelled except for directors' qualifying shares and reissued to Company, and Company shares shall be mailed to Bank shareholders to replace their Bank shares.

ARTICLE III

REPRESENTATIONS AND WARRANTIES OF COMPANY

The Company hereby represents and warrants as follows:

3.1 The Company is a corporation duly organized, validly existing and in good standing under the laws of the State of Mississippi. At the Effective Time of the Reorganization and Merger, the Company 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 the Company consists of fifty thousand (50,000) shares of common stock. The Company has 100 shares of Company Stock issued and outstanding pursuant to a Stock Repurchase and Sale Agreement and such shares will be redeemed at their issue price upon consummation of the reorganization and merger as set forth herein. The Company has no other 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 The Company has no subsidiaries at the date of this Agreement. Between the date hereof and the Effective Time of the Reorganization and Merger, the Company will not create or acquire any subsidiaries, except New Bank, without the consent of Bank.

3.4 Immediately prior to the Effective Time of the Reorganization and Merger, the Company will own all shares of New Bank Stock except 280 shares representing 20 shares for each director of New Bank, as required by Section 81-5-45 of the Miss. Code Ann. of 1972, and there will be fourteen qualifying directors of New Bank by virtue of their ownership of stock in New Bank. They will be paid $10.00 cash by Company for each such share at the effective time of the Reorganization and Merger.

3.5 Compliance with the terms and provisions of this Agreement by the Company 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 the Company is a party, or constitute a default thereunder.

3.6 The execution, delivery and performance of this Agreement has been duly authorized by the Board of Directors of the Company.

3.7 The Company 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.

3.8 On or prior to the Effective Time of the Reorganization and Merger, the Company will take such action and execute and deliver all such agreements and other documents, and duly reserve for issuance all such shares of Company Stock, as may be necessary to effectuate the provisions of this Agreement. All such shares of Company Stock, when delivered, will be duly authorized, validly issued and outstanding, fully paid and nonassessable, and will be voting stock of the Company.

ARTICLE IV

REPRESENTATIONS AND WARRANTIES OF BANK

Bank hereby represents and warrants as follows:

4.1 Bank is a state bank 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 issued and outstanding capital stock of Bank consists of forty thousand (40,000) shares of common stock. 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 Effective Time of the Reorganization and Merger without the consent of the Company.

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 Effective Time 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 bank, and immediately before the Effective Time 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 five thousand (5,000) shares of common stock, which shares, immediately prior to the Effective Time of the Reorganization and Merger, will be validly issued and outstanding, and will not be 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 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 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 Effective Time 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, 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 The Company will cause 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. The Company shall also cause the offering of the Company 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 The Bank will obtain for the Company, prior to the Closing Date (hereinafter defined), a letter, in form and substance satisfactory to the Company's legal counsel, signed by each person who is an "affiliate" of the 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 Company 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 the Company'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, 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; and all other requirements prescribed by law and the rules and regulations of any other regulatory authority shall have been satisfied.

7.4 The Company shall have received from each of those persons who are named in the opinion of counsel for Bank, referred to in paragraph 7.7 as being "affiliates" of Bank, a letter signed by such person, and containing the provisions set forth in paragraph 6.3 of this Agreement.

7.5 The management of Bank shall be satisfied that the federal income tax consequences of the Reorganization and Merger shall be substantially as follows:

(i) the statutory merger of New Bank into Bank under the laws of the State of Mississippi will constitute a reorganization under 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 Company Stock is used in the transaction (Section 368(a)(2)(E) of the Code) and Bank, New Bank, and Company will each be a party to the reorganization under Section 368(b).

(ii) the transfer by New Bank of all its property to Bank will not give rise to the recognition of taxable gain or deductible loss under Code Section 361(a).

(iii) no taxable gain or deductible loss will be recognized to the stockholders of the Bank on the exchange of their Bank Stock solely for Company Stock under Section 354 of the Code.

(iv) the basis of the Company Stock received by the Bank stockholders will be the same as the basis of the Bank Stock surrendered in exchange therefor under Section 358(a).

(v) the holding period of the Company Stock to be received by the Bank stockholders will include the period during which they held the Bank Stock exchanged therefor, provided the Bank Stock was held as a capital asset at the time of the exchange; Section 1223(1).

(vi) the properties of New Bank will be received by Bank with the same tax basis as New Bank had in them under Section 362(b).

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 the Surviving Bank or the ownership of the common stock of the Surviving Bank or the exercise of any rights with respect thereto by the Company 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 All legal opinions in connection with the Reorganization and Merger dated the Closing Date, shall be rendered by Lawyer & Gourlay, special counsel to the Bank, New Bank, and Company, in form and substance satisfactory to Bank, New Bank, and Company. In rendering such opinion, such counsel may rely upon opinions of other counsel and, as to matters of fact, upon certificates and representations of any officer or officers of Bank, New Bank and the Company provided the extent of such reliance is specified in the opinion. Such counsel may state in such opinion that they make no representation that they have 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, capital, and retained earnings of Bank and New Bank will be carried forward on the financial statements of the Surviving Bank on a consolidated basis, at the amount carried on their respective books at the Effective Time of the Reorganization and Merger, and Bank, New Bank, and Company shall have received a letter to that effect from Arthur, Anderson & 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 Effective Time of the Reorganization and Merger, nor dispose of any of its assets in any other manner other than in the normal course of business and for adequate consideration, except Bank may continue to pay normal periodic dividends to its stockholders.

7.10 New Bank and Bank shall obtain approval of this Agreement and the transactions contemplated hereby by the holders of not less than two-thirds of their shares at meetings of their respective stockholders duly and properly called for such purpose and holders of no more than 20% of the shares of Bank shall have perfected their rights to dissent under Mississippi law.

ARTICLE VIII

AMENDMENTS

Bank, Company, 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 Company Stock to be issued and exchanged for each share of Bank Stock and the cash to be paid directors' of New Bank for their directors' qualifying shares of New Bank by Company, 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 before the approval and adoption thereof by the stockholders of Bank and New Bank.

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, except all legal, accounting and other similar costs shall be paid by Bank.

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

Any Stockholder of Bank who has voted against the Reorganization and Merger at the meeting of stockholders of Bank shall be entitled, upon compliance with the requirements of and subject to the limitations of Mississippi law, to receive the value of the shares held by him, as provided by such law, provided the Reorganization and Merger is otherwise approved and consummated. Company shall pay cash to any such dissenters who perfect these rights under the laws of Mississippi.

ARTICLE XI

CLOSING DATE AND EFFECTIVE TIME

11.1 The Closing Date ("Closing Date") of the consummation of the transactions contemplated by this Agreement shall be the date 30 days after the later of (i) 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, or (ii) such later date as the Company, Bank and New Bank may agree upon, which agreement shall not be unreasonably withheld.

11.2 Subject to the terms hereof, and upon satisfaction on or before the Closing Date of all conditions specified in this Agreement, the Reorganization and Merger shall be effective at the time specified in the certificate to be issued by the Federal Deposit Insurance Corporation and the Department of Bank Supervision, State of Mississippi, approving the Reorganization and Merger (such time being herein called the "Effective Time of the Reorganization and Merger") and if no time is specified in said certificate, the Effective Time shall be the time of the opening of business on the date of the certificate.

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 at the Effective Time 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 P.O. Box 328, Hernando, Mississippi 38632.

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.

13.7 Since time is of the essence, if this transaction has not been concluded by January 1, 1983, it shall automatically terminate as of such date unless extended in writing by mutual action of a majority of the Board of Directors of Bank, New Bank and Company.

WITNESS the signatures and seals of the parties hereto, this 1st day of June, 1982, each acting herein pursuant to a resolution of its Board of Directors, enacted by a majority thereof.

THE HERNANDO BANK

By: A. S. Ballard, Jr., President

(Seal)

ATTEST:

Harvey G. Ferguson, Jr., Cashier

GATEWAY INTERIM BANK

By: _____
A. S. Ballard, Jr., President

(Seal)

ATTEST:

_____
Harvey G. Ferguson, Jr., Cashier

GATEWAY CAPITAL CORPORATION hereby joins in the foregoing Reorganization and Merger Agreement and undertakes that it will be bound thereby and will do and perform all acts and things therein referred to or provided to be done by it, including the issuance of its shares of common stock, $10.00 par value, in exchange for the shares of common stock, $10.00 par value, of The Hernando Bank in accordance with the ratio of exchange set forth in this Reorganization and Merger Agreement, and that it will pay cash to those shareholders of Bank and New Bank as required by this Agreement.

IN WITNESS WHEREOF, GATEWAY CAPITAL CORPORATION has caused this undertaking to be executed in counterparts by its duly authorized officers and its corporate seal to be hereunto affixed as of the date first above written.

GATEWAY CAPITAL CORPORATION

By: _____
A. S. Ballard, Jr., President

(Seal)

ATTEST:

_____
R. P. Cooke, III, Secretary

STATE OF MISSISSIPPI

COUNTY OF DESOTO

On this 1st day of June, 1982, before me, a Notary Public for the State and County aforesaid, personally came A. S. Ballard, Jr., as President and Harvey A. Ferguson as Cashier of The Hernando Bank, and each in his said capacity acknowledged the foregoing instrument to be the act and deed of said bank and the seal affixed thereto to be its seal and each of them acknowledged said instrument to be the act and deed of said bank.

WITNESS my official seal and signature on this day and year aforesaid.

Janet Phillips
Notary Public

(Seal of Notary)

My commission expires: My Commission Expires Sept. 18, 1985

STATE OF MISSISSIPPI

COUNTY OF DESOTO

On this 1st day of June, 1982, before me, a Notary Public for the State and County aforesaid, personally came A. S. Ballard, Jr., as President and Harvey A. Ferguson, as Cashier of Gateway Interim Bank, and each in his said capacity acknowledged the foregoing instrument to be the act and deed of said bank and the seal affixed thereto to be its seal and each of them acknowledged said instrument to be the act and deed of said bank.

WITNESS my official seal and signature on this day and year aforesaid.

Janet Phillips
Notary Public

(Seal of Notary)

My commission expires: My Commission Expires Sept. 18, 1985

STATE OF MISSISSIPPI

COUNTY OF DESOTO

On this 1st day of June, 1982, before me, a Notary Public for the State and County aforesaid, personally came A. S. Ballard, Jr., as President, and R. P. Cooke, III, as Secretary of Gateway Capital Corporation, and each in his said capacity acknowledged the foregoing instrument to be the act and deed of said corporation and the seal affixed thereto to be its seal, and each of them acknowledged said instrument to be the act and deed of said corporation.

WITNESS my official seal and signature on this day and year aforesaid.

Janet Phillips
Notary Public

(Seal of Notary)

My commission expires: My Commission Expires Sept. 18, 1985

I, A. S. Ballard, Jr., President of The Hernando Bank, Gateway Interim Bank, and Gateway Capital Corporation, hereby certify that the foregoing is a true and complete copy of the Reorganization and Merger Agreement adopted and approved at a duly called and held meeting of the Boards of Directors of the above corporations on the 1st day of June, 1982.

WITNESS my signature this the 22nd day of September, 1982.

THE HERNANDO BANK
GATEWAY INTERIM BANK
GATEWAY CAPITAL CORPORATION

A. S. Ballard, Jr.
President

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 MERGER APPROVAL

WHEREAS the Gateway Interim Bank, Hernando, DeSoto County, Mississippi, and The Hernando Bank, Hernando, DeSoto County, Mississippi, have applied to the Commissioner, Department of Banking and Consumer Finance, State of Mississippi, for permission to merge the Gateway Interim Bank into and under the charter of The Hernando Bank, as provided for under Section 81-5-85, Misissippi 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 Gateway Interim Bank on September 9, 1982, and The Hernando Bank on September 9, 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 virtue of authority vested in me under Section 81-5-85, Mississippi Code of 1972, do hereby approve the merger of the Gateway Interim Bank into and under the charter of The Hernando 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 10th day of September, 1982.

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

CERTIFICATE

1. I hereby certify that I am the Cashier of The Hernando Bank located in Hernando, 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 The Hernando Bank duly called on notice as required by law and convened on the 9th day of September, 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 June 1, 1982, to merge Gateway Interim Bank into The Hernando Bank entered into between the boards of directors of the respective banks is hereby ratified, confirmed and approved.

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 127 shareholders of record of The Hernando Bank and 40,000 shares outstanding, and of these shares 0 were present in person and 39276 shares were present by proxy at said meeting. Set forth below is a table showing the vote of such shares to approve the Reorganization and Merger Agreement.

Shares Present in Person		Shares Present by Proxy	
For	0	For	37983
Against	0	Against	1293
Abstain	0	Abstain	0

In total there were 37983 shares (94.96%) for the approval of the Reorganization and Merger Agreement, and 1293 votes (3.23%) were cast against the approval of the Reorganization and Merger Agreement.

In witness hereof I have hereupon set the seal of this association this 9th day of September, 1982.

Harvey G. Ferguson, Jr.
Cashier

(Seal of Bank)

THE HERNANDO BANK
HERNANDO, MISS.

RECEIVED

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

A. D., 1982, together with the sum of $ 50.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

December 21, 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. H. Coleman
Deputy Attorney General.

State of Mississippi

Office of
Secretary of State
Jackson

I, Edwin Lloyd Pittman, Secretary of State, do certify that the ~~Charter of Incorporation hereto attached entitled the Charter of Incorporation of~~

CONTRACT RESPECTING STADIUM EXPANSION AND IMPROVEMENT OF SCOTT FIELD BETWEEN MISSISSIPPI STATE UNIVERSITY IN OKTIBBEHA COUNTY, MISSISSIPPI AND THE CITY OF STARKVILLE, MISSISSIPPI, UNDER "INTERLOCAL COOPERATION ACT OF 1974," AS AMENDED,

was, pursuant to the provisions of Title 79, Code of Mississippi of 1972, as amended, Recorded in the Records of Incorporations in this office, in INTERLOCAL COOPERATION ACT FILE IN THIS OFFICE AND IN PHOTOSTAT BOOK 289, Pages 56 - 62.

Given under my hand and the Great Seal of the State of Mississippi hereto affixed this 30th day of December, 1982.

Edwin Lloyd Pittman

Secretary of State

C-63

CONTRACT RESPECTING STADIUM EXPANSION AND IMPROVEMENT OF SCOTT FIELD, MISSISSIPPI STATE UNIVERSITY IN OKTIBBEHA COUNTY

THIS AGREEMENT made and entered into on this the 1st day of December, 1982, by and between the Board of Trustees of State Institutions of Higher Learning of Mississippi, by and through E. E. Thrash, Executive Secretary and Director, under authority of a resolution of the Board of Trustees of State Institutions of Higher Learning, State of Mississippi, hereafter called the "University", and the City of Starkville, Mississippi, a municipal corporation acting by and through H. P. Davis, its Mayor and Louise Thompson, City Clerk, under authority of a resolution of the Board of Aldermen of the City of Starkville, hereafter called the "City", witnesseth:

I.

The University is one of the State Institutions of Higher Learning of Mississippi and is located entirely within Oktibbeha County, adjacent to and partially within the corporate limits of the City.

The parties stipulate that the University is currently and historically a major factor in the growth, development and revenues received by the City, and that assistance to the University from the City constitutes a substantial factor in the growth and development of the University.

The parties further stipulate that a lack of adequate seating capacity of the stadium at Scott Field on the University campus has historically constituted a substantial deterrent to the growth, development and revenues of both parties through the inability of the University to consistently schedule sufficient numbers of major football games on campus.

The project property is owned by the Board of Trustees of State Institutions of Higher Learning for the benefit of Mississippi State University and will continue to be owned in the same manner.

II.

Pursuant to Title 55, Chapter 9, Mississippi Code 1972, Annotated as Amended, Section 213-A of the Mississippi Constitution, Section 17-13-1 et seq., Mississippi Code 1972, Annotated as Amended and Mississippi Code Annotated Title 37, Chapter 101, the parties undertake and agree to perform certain expansion and improvement work on the stadium referred to, hereafter called "Project", under the following terms and conditions:

A.

UNDERTAKINGS OF THE CITY

The City will issue and sell three million dollars ($3,000,000.00) in general obligation bonds and will apply the net proceeds and interest after issuing expenses to the payment of project costs. Project costs are defined as actual construction costs, the cost of professional services necessary for construction and incidental costs ordinarily accepted as a part of the project costs in the construction of public works projects. The bonds in the amount of three million dollars ($3,000,000.00) issued by the City will be debt serviced over a period of fifteen (15) years under a payout schedule as reflected by the City's issuing resolution and publication of notice to bidders.

The City will pay ninety-five thousand dollars ($95,000.00) per year toward debt service requirements of the three million dollar ($3,000,000.00) City Bond Issue. It is further contemplated by the parties that, in addition to the original issue of three million dollars ($3,000,000.00), a second three million dollars ($3,000,000.00), or portion thereof, in bonds will be subsequently issued for project purposes in order to ultimately provide the total aggregate of up to six million dollars ($6,000,000.00) in bond proceeds.

The additional bonds will be issued either on behalf of the University, by the City, through a combination of both issuers, or otherwise, and will be issued only upon the agreement of both parties. Such additional bonds will be debt serviced over a period of not less than fifteen (15) years and the City will contribute ninety-five thousand dollars ($95,000.00) per year to debt servicing three million dollars ($3,000,000.00) in additional bonds or the pro-rata portion of ninety-five thousand dollars ($95,000.00) toward debt servicing of additional bonds of less than three million dollars ($3,000,000.00). Surplus in bond and interest funds for payment of the initial issue or payment of the additional issue will be used to reduce pro-rata the obligations of both parties. Any surplus in bond and interest funds in excess of amounts required to completely pay all principal and interest will be disposed of in the manner provided by law.

B.

OBLIGATIONS OF THE UNIVERSITY

The University will transfer and deliver to the City its pro-rata contribution toward the retirement of any such bonds by the first day of September preceding any fiscal year in which such bond payments are due from the City to such bond holders, it being the intent of the parties that funds will be delivered by the University to the City sufficiently early to prevent a levy being placed on the taxable property of the City for payment and retirement of such bonded indebtedness.

The University will pay all amounts over the City's contribution of ninety-five thousand dollars ($95,000.00) per year which may become necessary to pay the debt service requirements of the initial bonds as defined in this agreement

and will pay all amounts over the City's additional contribution each year which may become necessary to pay the debt service requirements of the additional bonds as defined in this agreement.

C.

CITY CONTROL IN EMPLOYMENT OF ARCHITECTS, SCOPE OF THE PROJECT AND CONSTRUCTION PHASE

As a part of the consideration the City is given the right subject to approval of the Board of Trustees of State Institutions of Higher Learning, State of Mississippi, to select architects, and to approve, with the advice and consent of the University, plans, specifications, general conditions, special conditions, bid conditions, contract documents and alternates. With the advice and consent of the University, the City is given the further right to control and specify the advertisement for construction bids, the award of construction bids, the requirements for interim construction advancements and final acceptance of project construction. The rights granted to the City with respect to construction are given subject to existing State laws, regulations and requirements, except that notwithstanding any other provision, the City is given the right to do or perform any change, modification or other act which may become necessary to protect against any violation of its no-arbitrage certification to the holders of its bonds issued pursuant to the terms of this contract.

The parties appoint and designate the Municipal Clerk or her successor as the officer to receive, disburse and account for all funds of the joint undertaking in connection with construction of the Project.

D.

RIGHTS OF THE CITY RESPECTING FACILITIES USE

Subject to the needs and requirements of the University and to regulations and rules of the Board of Trustees of

State Institutions of Higher Learning of Mississippi regulating the use of facilities, the City is given the right during the life of this contract to use the stadium facilities or substituted facilities of the University for not less than six City-sponsored programs in each calendar year. The City is given the right to sponsor activities including but not limited to band concerts, public sponsored celebrations, sponsored public athletic contests and sponsored area meets. Notwithstanding any other provision of this agreement, such use will be subject to existing policies and restrictions of the Board of Trustees and to any amended or additional policies or restrictions of facilities use which may be adopted during the life of this contract by the Board of Trustees and applicable to all State Institutions of Higher Learning. The City will provide at City expense all costs of its sponsored activities, and return the premises in a clean and undamaged condition.

E.

LIFE

The life of this contract shall be for a period beginning with the date hereof and terminating upon the twenty-fifth (25th) anniversary of the date hereof.

F.

FILING

Upon final approval and execution of this agreement, the same will be filed in the Office of the Chancery Clerk of Oktibbeha County, Mississippi, the Chancery Clerk of Hinds County, Mississippi, the Office of the Secretary of State and the State Department of Audit, as required by Section 17-13-11, Mississippi Code 1972, Annotated as Amended.

EXECUTED IN DUPLICATE this the 16th day of December, 1982.

BOARD OF TRUSTEES OF STATE INSTITUTIONS OF HIGHER LEARNING, STATE OF MISSISSIPPI, FOR THE BENEFIT OF MISSISSIPPI STATE UNIVERSITY

BY _____
E. E. THRASH, EXECUTIVE SECRETARY & DIRECTOR

CITY OF STARKVILLE, MISSISSIPPI

BY _____
H. P. DAVIS, MAYOR

ATTEST:

_____
LOUISE THOMPSON, CITY CLERK

APPROVED:

BILL ALLAIN, ATTORNEY GENERAL

BY _____

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

ROUGH RIDERS HUNTING CLUB, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 30th day of December, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF Rough Riders Hunting Club, 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 Rough Riders Hunting Club, 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 Hank LaFontaine, Clayton Duck, Glenn Stevens are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Rough Riders 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, Glenn Stevens, 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 12/13, 1982, at Liberty, 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 13th day of December, 1982.

Glenn K Stevens
Secretary

e this form and acknowledgment in making application for Charter of Incorporation in Mississi

NON-PROFIT

THE CHARTER OF INCORORATION OF

1. The corporation title of said company is: Rough Riders 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
Hank LaFontaine	Rt. 1 Box 171	Liberty	Ms.
Clayton Duck	Rt. 5 Box 20	Liberty	Ms.
Glenn Stevens	Rt 2 Box 121-A	Gloster	Ms.

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

3. The domicile is at Rt. 1 Box 171 Liberty, Ms.
(Street and No.) (City) (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.)
This is a non-profit, fraternal organization issuing no shares of stock.

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. This corporation is created to lease suitable lands for hunting, fishing, and other sportmanlike activities.

2. The corporation, though its officers, will post and patrol any and all lands under its authority.

3. This corporation will have organized hunting, fishing, and other sportsmanlike activities, will encourage protection of all natural resources.

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:

Hank LaFontaine

Clayton Duck

Glenn Stevens

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
COUNTY OF Amite

This day personally appeared before me, the undersigned authority Hank LaFontaine, Clayton Duck, Glenn Stevens, incorporators of the corporation known as the Rough Riders Hunting Club who acknowledged that (~~he~~)(they) signed and delivered the above and foregoing charter of incorporation as (~~his~~)(their) act and deed on this the 13th day of December 19 82.

Betty D. Stevens
Notary Public
My Commission Expires Nov. 19, 1985

Received at the office of the Secretary of State this the 22nd 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 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 Charter of Incorporation of

MISSISSIPPI PEACH PRODUCERS 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 30th day of December, A. D., 1982.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF THE MEMBERSHIP OF
MISSISSIPPI PEACH PRODUCERS ASSOCIATION

BE IT REMEMBERED that the membership of the Mississippi Peach Producers Association, an unincorporated association functioning as a peach producers association, met in Pontotoc, Mississippi on the 8th day of July, 1982.

On motion made and seconded, the following resolution was unanimously adopted:

THAT WHEREAS, it will be to the best interest of the Association that the association be incorporated as a non-profit corporation under the provisions of Section 79-11-1, Mississippi Code 1972.

BE IT THEREFORE RESOLVED that Larry Shriner, as President, Richard Mullenax as Secretary-Treasurer and George Adrian as Vice President of the corporation to be named Mississippi Peach Producers Association, Inc. be authorized on behalf of the membership to execute and deliver to the Secretary of State of Mississippi such applications as may be required by law for such purpose.

There being no further business, the meeting was adjourned.

CERTIFICATE

I, Richard H. Mullenax, Secretary-Treasurer of the Mississippi Peach Producers Association, do hereby certify that the foregoing is a true, accurate and complete copy of a resolution duly and legally adopted by the membership of the Mississippi Peach Producers Association on this the 8th day of July, 1982.

Witness my hand and Official Seal this the 13th day of December, 1982.

Richard H. Mullenax

RICHARD H. MULLENAX

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:

MISSISSIPPI PEACH PRODUCERS 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
Richard H. Mullenax	200 Edgewood Drive	Starkville, MS	39759
George Adrian	Route 3, Box 98	Tupelo, MS	38801
Larry G. Shriner	Post Office Drawer BQ	Mississippi State, MS	39762
	904 Barnett Drive	Starkville, MS	39759

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

3. The domicile is at 200 Edgewood Drive (Street and No.) Starkville, MS (City) 39759 (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 Mississippi Peach Producers Association is a non-profit, non-share, fraternal corporation which shall issue no dividends or profits among their members. The Association shall make expulsion the only remedy for non-payment of dues and shall vest in each member the right of one vote in the election of all officers and amendments to the Constitution and By-laws. Loss of membership by death or otherwise, shall terminate all interest of such members in the corporate assets and there shall be no individual liabilities against the members for corporate debts except however, all corporate property shall be liable for the claims of its creditors.

5. Period of existence shall be perpetual.

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

The purpose of said corporation is to make available to its members information and training on recommended production and marketing practices through meetings and other means, to encourage the improvement in quality of peaches through selective planting and use the best of practices which will result in the highest quality possible. The Association shall assist in securing legislation and appropriations for the conducting of experimental work on peaches, assist and encourage the establishment of adequate marketing outlets and processing facilities and to cooperate with the Extension Service and Experiment Station of Mississippi State University and other existing organizations.

Such corporations shall have the power and authority to conduct surveys and research studies and to publish and distribute information related directly or indirectly to the production, marketing and consumption of peaches; to buy, sell and own property in the corporate name and to otherwise perform all acts in the corporate name as may be authorized by 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: Larry G. Shriner
Richard H. Mullenax
George A. Adrian

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI:
County of OKTIBBEHA:

This day personally appeared before me, the undersigned authority Richard H. Mullenax and Larry G. Shriner

incorporators of the corporation known as the Mississippi Peach Producers 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 27th day of September 19 82

My Commission Expires May 28, 1985

W. Daniel Bryant

STATE OF INDIANA:
County of MARION:

This day personally appeared before me, the undersigned authority George Adrian

incorporators of the corporation known as the Mississippi Peach Producers Association, Inc. who acknowledged that (he) ~~(they)~~ signed and delivered the above and foregoing charter of incorporation as (his) ~~(their)~~ act and deed on this the 4th day of ~~September~~ October, 19 82

My commission expires 3-7-83

Kathryn C. Thomas
Notary Public State of Indiana

Received at the office of the Secretary of State this the 22nd 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 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

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

BOOK 289 PAGE 72

State of Mississippi

EXECUTIVE OFFICE

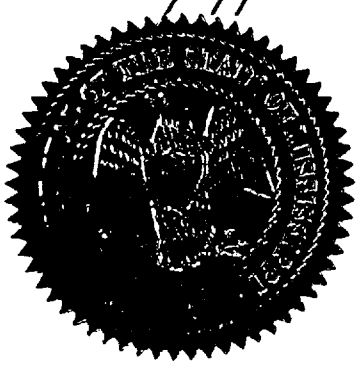
Jackson

The within and foregoing Amendment to the Charter of Incorporation of

HANCOCK BANK

GULFPORT, 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 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

HANCOCK BANK

GULFPORT, MISSISSIPPI

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Seal of the Department of Banking and Consumer Finance, State of Mississippi, to be affixed, this the 17th *day of* December *19* 82

Alanson V. Turnbough
Deputy Commissioner

Alanson V. Turnbough

HANCOCK BANK
ONE HANCOCK PLAZA
Gulfport, Mississippi 39501

December 6, 1982

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO THE STOCKHOLDERS OF HANCOCK BANK:

You are hereby notified that a special meeting of the stockholders of the Hancock Bank will be held in the banking house at One Hancock Plaza, Gulfport, Mississippi, 39501, on the second Tuesday, the 14th of December, 1982, at 4:30 p.m. for the following purposes:

To consider and take action on the proposed amendment of the Bank's Charter as set out in the accompanying Proxy Statement.

To transact such other business as may properly come before the meeting or any adjournment thereof.

Only stockholders of record as of close of business November 15, 1982 will be entitled to vote.

O. K. Lion
Vice President and Cashier

(If you are unable to attend, please execute and return the enclosed proxy.)

HANCOCK BANK

PROXY SOLICITED BY MANAGEMENT FOR SPECIAL MEETING OF STOCKHOLDERS TO BE HELD

DECEMBER 14, 1982

I, the undersigned stockholder in the Hancock Bank, Gulfport, Mississippi, do hereby nominate, constitute and appoint Leo W. Seal, Jr., Donald Sutter, and/or _____, my true and lawful attorney, with power of substitution, for me in my name, place and stead, to vote all the stock of the said Hancock Bank, standing in my name, on the books of the said bank, at the special meeting of the stockholders thereof to be held at its banking house in Gulfport, Mississippi, on December 14, 1982, at 4:30 p.m., or at any adjournment thereof, on all matters set forth in the Notice of Meeting and Proxy Statement dated December 6, 1982, a copy of which has been received by the undersigned as follows: (Only stockholders of record November 15, 1982, will be entitled to vote.)

(1) To amend Article III of the Bank's Charter to change the authorized shares of common stock from 331,000 shares of $10.00 par value to 400,000 shares of $10.00 par value in the manner set out in the Proxy Statement.

FOR (_____) AGAINST (_____)

The transaction of such other business as may properly come before the meeting or any adjournment thereof.

The Board of Directors recommends a vote "FOR" the foregoing proposal.

THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE SPECIFIC INDICATION ABOVE. IN THE ABSENCE OF SUCH INDICATION THIS PROXY WILL BE VOTED FOR THE PROPOSAL. ON ANY OTHER MATTERS THAT MIGHT COME BEFORE THE MEETING IT WILL BE VOTED IN ACCORDANCE WITH THE RECOMMENDATION OF MANAGEMENT.

Date: _____, 1982
(month) (date)

_____

Number of Shares _____

_____
Signature(s) of Stockholder(s)

Note: When signing as attorney, executor, administrator, trustee or guardian, please give your full title. All joint owners must sign.

HANCOCK BANK
One Hancock Plaza
Gulfport, Mississippi 39501

December 6, 1982

(The Proxy Statement was first mailed to Shareholders on December 6, 1982.)

PROXY STATEMENT

This proxy statement is furnished in connection with the solicitation by the management of Hancock Bank of proxies to be used at the Special Meeting of Stockholders of the Bank on December 14, 1982, and any adjournments thereof. Any stockholder who executes a proxy may revoke it at any time prior to exercise by filing with the Cashier of the Bank an instrument revoking it or if the stockholder attends the meeting he can withdraw his proxy and vote in person.

Voting Securities and Principal Holders

Only stockholders of record at 4:30 p.m. on November 15, 1982, will be entitled to vote. On November 15, 1982, there were 318,853 shares outstanding and entitled to vote.

Principal Stockholders

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Common	Trust Department of Hancock Bank	22,009 Shares Held and voted as trustee for 28 different accounts	6.9
Common	Leo W. Seal, Jr. P.O. Box 4019 Gulfport, Mississippi 39501	65,659 Shares - Direct	20.6
Common	Leo W. Seal, Jr.	23,872 Shares Voting rights to stock held in a fiduciary capacity by the Trust Department. Mr. Seal disclaims any beneficial ownership of these shares.	7.5

Shares of Stock Beneficially owned by all Directors and Advisory Directors as a Group

Title of Class	Amount and Nature of Beneficial Ownership	Percent of Class
Common	94,423 (1) Shares owned by all 17 as a group	29.6

(1) Included are 65,659 shares owned directly by Mr. Seal and 23,872 shares held in a fiduciary capacity by the Trust Department, which Mr. Seal has voting rights and he disclaims any beneficial ownership of these shares. This is a duplication of that shown above for Mr. Seal under Principal Stockholders.

Amendment of Charter

One of the purposes of the meeting is to consider an amendment to the Charter of Incorporation in order to increase the authorized capital stock. The Board of Directors has recommended a stock dividend of twenty (20%) percent, payable to all shareholders of record, December 6, 1982, and an amendment to the Charter is necessary to accomplish this purpose.

Specifically there will be presented to the stockholders a resolution authorizing an increase in the capital stock from $3,310,000.00 constituting 331,000 shares with a par value of $10.00, to $4,000,000.00, divided into 400,000 shares with a par value of $10.00 each. Said resolution shall further provide that the increase, if authorized, may consist of unissued stock without pre-emptive rights, provided that the total amount of such authorized but unissued capital stock shall not exceed fifteen (15%) percent of the amount of issued and outstanding capital stock entitled to vote at the Special Meeting on December 14, 1982.

Said resolution shall further provide that in the event that the proposed amendment is adopted that other authorized but unissued capital stock which may be held as a result of the passage of such amendment may be issued, from time to time, as stock dividends or for such other purposes and considerations as may be approved by the stockholders, the Board of Directors of the banking corporation and by the State Comptroller.

An affirmative vote of the stockholders owning two-thirds (2/3) of the capital stock entitled to vote is necessary to effectuate the passage of the resolution authorizing the proposed amendment.

Stock Dividend

In the event the proposed amendment is approved, and the stockholders are in favor of the stock dividend as proposed, the stockholders, in accordance with the recommendation of the Board of Directors, will direct that 63,771 shares of the authorized but unissued capital stock shall be distributed to the stockholders of record as of December 6, 1982, on the basis of one (1) share for each five (5) shares owned of record on December 6, 1982. No fractional shares of stock will be issued and where fractional shares result the shareholder will receive a check in payment of his fractional interest at the market price at time of payment.

The following tabulation summarizes the capitalization of Hancock Bank as of September 30, 1982, and the pro forma capitalization (shown in thousands):

	September 30, 1982	Pro Forma
Capital notes	$480	$480
Stockholders' equity:		
Common stock	3,189	3,827
Capital surplus	24,019	23,381
Undivided profits	6,592	6,592
Total Equity Capital	$33,800	$33,800

The bank has been advised by its tax counsel that the stock dividend, under the present provisions of the Internal Revenue Code, does not constitute income taxable to the recipient. The receipt of the stock dividend by the shareholder will result in an adjustment of the cost or other basis of the stock held prior to the stock dividend. The cash payment received in lieu of a fractional share is treated for Federal income tax purposes as a redemption of the fractional share by the bank which, under present interpretations, should probably be considered to result in an ordinary dividend.

Other Business

At present, management knows of no other business to be brought before the meeting and if any other business is presented at the meeting or any adjournment thereof, the proxy will be voted in accordance with the recommendation of management.

Solicitation of Proxies

Solicitations are being made by mail and the cost of soliciting proxies is being paid by the Bank.

O. K. Lion
Vice President and Cashier

The undersigned Cashier of Hancock Bank, Gulfport, Mississippi, does hereby certify that the above and foregoing constitutes a true and correct copy of the notice of the special meeting of the stockholders of Hancock Bank, Gulfport, Mississippi, held on December 14, 1982, the proxy and the proxy statement that were mailed out with each notice.

The undersigned further certifies that the by-laws of said corporation provide for five days notice of a special meeting of the stockholders and that such notice was mailed more than five days prior to such special meeting.

WITNESS MY SIGNATURE this the 15th day of December, 1982.

O. K. Lion

O. K. Lion, Cashier

EXTRACT FROM MINUTES OF REGULAR MEETING OF THE
BOARD OF DIRECTORS OF HANCOCK BANK
HELD AT ITS MAIN BANKING HOUSE IN GULFPORT,
MISSISSIPPI, ON NOVEMBER 11, 1982

* *

On motion made, seconded and unanimously passed, the Board voted to recommend to the stockholders the payment of a twenty (20%) percent stock dividend to stockholders of record December 6, 1982, and to recommend further an amendment to the Articles of Incorporation to increase the capital stock for such purposes. Further, that no fractional shares of stock will be issued and where fractional shares result the stockholder will instead receive a check in payment of his fractional interest at the market price at the time of payment.

* *

The undersigned Cashier of Hancock Bank, Gulfport, Mississippi, does hereby certify that the above and foregoing constitutes a true and correct extract from the mintues of a regular meeting of the Board of Directors of Hancock Bank held in Gulfport, Mississippi, on November 11, 1982.

This the 15th day of December, 1982.

O.K. Lion
Cashier

EXTRACT FROM MINUTES OF SPECIAL MEETING OF THE STOCKHOLDERS OF HANCOCK BANK, GULFPORT MISSISSIPPI, HELD AT ITS MAIN BANKING HOUSE IN GULFPORT, MISSISSIPPI, AT 4:30 P.M. ON THE 14TH DAY OF DECEMBER 1982

* *

Upon motion of Knox White, seconded by W. R. Heard, and passed with 253,950 votes for and 65 votes against, the following resolution was adopted.

RESOLVED: 1. That the authorized common stock be increased from 331,000 shares to 400,000 shares, and

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

3. That the Charter of Incorporation of this bank, as amended, be further amended by striking out Article III of the original Charter of Incorporation, as amended, and inserting in lieu thereof a new Article III as follows:

ARTICLE III

The capital (common) stock of this bank shall be Four Million Dollars ($4,000,000.00) divided into 400,000 shares of the par value of Ten Dollars ($10.00) per share.

4. That the 69,000 additional shares of capital stock authorized by the aforesaid amendment may consist of unissued stock without pre-emptive rights, provided that the total amount of such authorized but unissued capital stock shall not exceed fifteen (15%) per cent of the amount of issued and outstanding capital stock entitled to vote at the Special Meeting on December 14, 1982.

5. That all authorized but unissued capital stock which may be held as a result of the passage of such amendment may be

issued, from time to time, as stock dividends or for such other purposes and considerations as may be approved by the stockholders, the Board of Directors of the banking corporation and by the State Comptroller.

6. That the stockholders approve at this time the issuance of 63,771 shares of the authorized but unissued capital stock to be distributed to the stockholders of record as of December 6, 1982, on the basis of one (1) share for each five (5) shares owned of record on December 6, 1982. No fractional shares of stock will be issued and where fractional shares result the shareholder will receive a check in payment of his fractional interest at the market price at time of payment.

* *

The undersigned Cashier of Hancock Bank, Gulfport, Mississippi, does hereby certify that the above and foregoing constitutes a true and correct extract from the minutes of a regular meeting of the stockholders of Hancock Bank held in Gulfport, Mississippi, on December 14, 1982.

This the 15th day of December, 1982.

O.K. Lion
Cashier

AMENDMENT TO ARTICLES OF INCORPORATION

OF

HANCOCK BANK
GULFPORT, MISSISSIPPI

RESOLVED: 1. That the authorized common stock be increased from 331,000 shares to 400,000 shares, and

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

3. That the Charter of Incorporation of this bank, as amended, be further amended by striking out Article III of the original Charter of Incorporation, as amended, and inserting in lieu thereof a new Article III as follows:

ARTICLE III

The capital (common) stock of this bank shall be Four Million Dollars ($4,000,000.00) divided into 400,000 shares of the par value of Ten Dollars ($10.00) per share.

4. That the 69,000 additional shares of capital stock authorized by the aforesaid amendment may consist of unissued stock without pre-emtive rights, provided that the total amount of such authorized but unissued capital stock shall not exceed fifteen (15%) per cent of the amount of issued and outstanding capital stock entitled to vote at the Special Meeting on December 14, 1982.

5. That all authorized but unissued capital stock which may be held as a result of the passage of such amendment may be issued, from time to time, as stock dividends or for such other purposes and considerations as may be approved by the stockholders, the Board of Directors of the banking corporation and by the State Comptroller.

6. That the stockholders approve at this time the issuance of 63,771 shares of the authorized but unissued capital stock to be distributed to the stockholders of record as of December 6, 1982, on the basis of one (1) share for each five (5) shares owned of record on December 6, 1982. No fractional shares of stock will be issued and where fractional shares result the shareholder will receive a check in payment of his fractional interest at the market price at time of payment.

STATE OF MISSISSIPPI

COUNTY OF HARRISON

I, the undersigned President of the Hancock Bank, a Mississippi Banking Corporation, domiciled in the City of Gulfport, Mississippi, do hereby certify that the above and foregoing is a true and correct copy of the resolution amending the Charter of said bank as the same was duly adopted at a legally convened special meeting of the stockholders of said bank held on the 14th day of December, 1982, in accordance with by-laws of the bank. And I do further certify that the said resolution was adopted by a majority in amount of all the outstanding stock of said bank.

In Testimony Whereof, Witness my signature and seal of Hancock Bank, Gulfport, Mississippi, this the 15th day of December, 1982.

President

Attest:

Cashier

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Received at the office of the Secretary of State, this the 28th 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, Miss.,

December 28, 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 Clifford Coleman
[redacted] Attorney General.
Deputy

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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

SOUTHERN FARM BUREAU CASUALTY INSURANCE COMPANY

was pursuant to the provisions of the laws of Mississippi recorded in the Records of Incorporations in this office, in
PHOTOSTAT BOOK 289, Pages 85-A - 98.

Given under my hand and the Seal of office hereunto affixed, this
31st day of December, 1982.

Edwin Lloyd Pittman
SECRETARY OF STATE

(TO BE EXECUTED IN DUPLICATE)

ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

OF

SOUTHERN FARM BUREAU CASUALTY 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 Southern Farm Bureau Casualty Insurance Company

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on June 22 1982, in the manner prescribed by the Mississippi Business Corporation Act:

(Insert Amendment)

(SEE ATTACHMENT)

ARTICLE III

"The capital stock of the corporation on the stock plan shall be a total amount of Four Thousand one Hundred Fifty (4,150) shares, with a total par value of Nine Hundred Fifteen Thousand Dollars ($915,000.00) divided into classes and with designations, preferences and restrictions as follows:

(a) Four Hundred Fifty Thousand Dollars ($450,000.00) of common stock divided into two thousand (2,000) shares of par value of Two Hundred Twenty-five Dollars ($225.00) per share, to be sold upon the basis of not less than Two Hundred Seventy-five Dollars ($275.00) per share.

(b) Four Hundred Fifty Thousand Dollars ($450,000.00) of common stock divided into two thousand (2,000) shares of par value of Two Hundred Twenty-five Dollars ($225.00) per share, to be sold upon the basis of not less than Three Hundred Fifteen Dollars ($315.00) per share.

(c) Fifteen Thousand Dollars ($15,000.00) of common stock to be known and designated as Class A Common Stock divided into one hundred fifty (150) shares of the par value of One Hundred Dollars ($100.00) per share, to be sold upon such basis and for such considerations as the board of directors of the company may from time to time determine. The Class A Common Stock shall have no voting rights in the corporate affairs of the company; the holders of Class A Common Stock expressly waive all rights, as such stockholders, to consent or refuse to consent to any corporate action, and further expressly waive all rights to notices of stockholders' meetings and to participate therein. No holder of any of the shares of Class A Common Stock shall be entitled as of right to purchase or subscribe for any unissued stock of any class or series, or any additional shares of any class or series to be issued by reason of any increase of the authorized capital stock of the company, or any bonds, certificates of indebtedness, debentures or other securities convertible into stock in the company or carrying any right to purchase stock of the company; but any such unissued stock or any such additional authorized issue of any stock or of any securities convertible into stock or carrying any right to purchase stock may be issued and disposed of in accordance with any preemptive rights of the holders of the voting stock of the company or in any other manner determined by lawful resolution of the holders of the voting stock of the company. The holders of the Class A Common Stock shall be entitled to receive when and as declared by the board of directors, dividends from the surplus or net profits of the corporation at the rate of six per centum (6%) per annum, said dividends to be based upon the original purchase price of said stock. Dividends on the Class A Common Stock shall be payable at such intervals as said board may fix and determine, such dividends to be payable before any dividend shall be paid upon or set apart for the common stock authorized in paragraphs (a) and (b) above, and to be cumulative so that if for any dividend period dividends at said rate shall not have been paid upon or set apart for said Class A Common Stock, the deficiency (but without interest) shall be paid or set apart for payment before any dividends shall be paid upon or set apart for the common stock authorized in

paragraphs (a) and (b) above. The corporation shall redeem any shares of the Class A Common Stock presented by the holder or holders thereof for redemption at a price per share equal to the book value of said stock on this corporation's books as of December 31, 1977.

(d) In the event of liquidation, dissolution or winding up of the business affairs of this corporation, the holders of Class A Common Stock shall have preference over the holders of common stock and participate in the distribution of such remaining assets in an amount equal to the book value per share of said Class A Common Stock on the books of this corporation as of December 31, 1977. If after holders of Class A Common Stock have been made whole on the basis stated above there remain assets for distribution, the holders of common stock shall participate in the distribution of such remaining assets upon the basis of and in proportion to the par value of the common stock held by them.

(e) The voting privileges of the shares of capital stock shall be: Each share of capital stock (except Class A Common Stock which shall have no voting rights, as elsewhere herein provided) shall be entitled to one vote in the election of directors and in all other matters in which stockholders are entitled to vote."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 3,483 1/3; and the number of shares entitled to vote thereon was 3,333 1/3

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 3,333 1/3; 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	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)

3,333 1/3 old shares with par value of $100 per share will be exchanged for 3,333 1/3 new shares with par value of $225 per share. Four Hundred Sixteen Thousand Six Hundred Sixty Seven ($416,667.00) will be transferred from earned surplus to stated capital.

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)

The Amendment will increase stated capital from $348,333 to $765,000.

Dated October 5, 1982

SOUTHERN FARM BUREAU CASUALTY INSURANCE COMPANY
(Exact Corporate Title)

By [signature]
Its Executive Vice President

By [signature]
Its Secretary

Notes: 1. If inapplicable, insert "None".
2. If inapplicable, insert "No Change".

STATE OF MISSISSIPPI
COUNTY OF HINDS } SS.

I, [signature], a notary public, do hereby certify that on this 5 day of October, 1982 personally appeared before me JOHN W. HEAD, who, being by me first duly sworn, declared that he is the Executive Vice President of Southern Farm Bureau Casualty Insurance Company, that he executed the foregoing document as Executive Vice President of the corporation, and that the statements therein contained are true.

[signature]
Notary Public

My commission expires My Commission Expires Feb 28 1986
(NOTARIAL SEAL)

BEFORE THE COMMISSIONER OF INSURANCE

OF THE

STATE OF MISSISSIPPI

APPLICATION OF SOUTHERN FARM BUREAU CASUALTY INSURANCE COMPANY FOR APPROVAL OF AMENDMENTS TO ARTICLES OF ASSOCIATION AND INCREASE IN PAR VALUE OF COMMON STOCK

TO THE HONORABLE GEORGE DALE,
COMMISSIONER OF INSURANCE:

Now comes Southern Farm Bureau Casualty Insurance Company of Jackson, Mississippi, a Mississippi corporation, acting herein by and through its duly authorized Executive Vice President and Secretary, pursuant to statutes and such cases made, and hereby makes application to the Commissioner of Insurance for approval of amendments to its Articles of Association authorizing an increase in the par value of its common stock and making other provisions with respect to capital stock.

Said amendments are attached hereto under the certification and affidavits of the Executive Vice President and Secretary of Southern Farm Bureau Casualty Insurance Company in statutory form, showing proper adoption thereof by the stockholders of said company.

Respectfully submitted, this 5th day of October, 1982.

SOUTHERN FARM BUREAU CASUALTY INSURANCE COMPANY

BY: _____
JOHN W. HEAD, Executive Vice President

BY: _____
WALTER J. DUNCAN, Vice President, Legal and Secretary

RECORD OF AMENDMENT OF ARTICLES OF ASSOCIATION
OF
SOUTHERN FARM BUREAU CASUALTY INSURANCE COMPANY
OF
JACKSON, MISSISSIPPI

CERTIFICATE OF
EXECUTIVE VICE PRESIDENT AND SECRETARY

We, the undersigned, John W. Head, Executive Vice President, and Walter J. Duncan, Secretary, of Southern Farm Bureau Casualty Insurance Company hereby certify that the attached document entitled "Resolution of Stockholders of Southern Farm Bureau Casualty Insurance Company Amending Articles of Association" duly subscribed and sworn to by the Executive Vice President and Secretary of said Company is a true and authentic copy of a Resolution of the stockholders of Southern Farm Bureau Casualty Insurance Company unanimously adopted at a meeting of said stockholders duly and legally convened on the 22nd day of June, 1982.

The undersigned, as Executive Vice President and Secretary, respectively, of said Company warrant the accuracy, authenticity and validity of the attached Resolution.

WITNESS OUR SIGNATURES as Executive Vice President and Secretary of Southern Farm Bureau Casualty Insurance Company this 5th day of October, 1982.

SOUTHERN FARM BUREAU CASUALTY INSURANCE COMPANY

BY: John W. Head
JOHN W. HEAD, Executive Vice President

BY: Walter J. Duncan
WALTER J. DUNCAN, Vice President, Legal and Secretary

(AFFIX CORPORATE SEAL)

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named JOHN W. HEAD, who being by me first duly sworn, deposed and said that he is Executive Vice President of Southern Farm Bureau Casualty Insurance Company, Jackson, Mississippi, and as such is authorized to make the certification; and that the matters and things set forth and contained in the foregoing Certificate are true and correct as therein stated.

JOHN W. HEAD

SWORN TO AND SUBSCRIBED BEFORE ME, this the 5th day of October, 1982.

NOTARY PUBLIC

My Commission Expires:

My Commission Expires Feb 28, 1986

(AFFIX SEAL)

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named WALTER J. DUNCAN, who, being by me first duly sworn, deposed and said that he is Secretary and Vice President of Southern Farm Bureau Casualty Insurance Company, Jackson, Mississippi, and as such is authorized to make the certification; and that the matters and things set forth and contained in the foregoing Certificate are true and correct as therein stated.

WALTER J. DUNCAN

SWORN TO AND SUBSCRIBED BEFORE ME, this the 5th day of October, 1982.

Barbara Ann Parker
NOTARY PUBLIC

My Commission Expires:
My Commission Expires Feb 28, 1986

(AFFIX SEAL)

RESOLUTION OF STOCKHOLDERS OF
SOUTHERN FARM BUREAU CASUALTY INSURANCE COMPANY
AMENDING ARTICLES OF ASSOCIATION

BE IT RESOLVED THAT Article III of the Amended Articles of Association of Southern Farm Bureau Casualty Insurance Company be amended to read as follows:

"The capital stock of the corporation on the stock plan shall be a total amount of Four Thousand one Hundred Fifty (4,150) shares, with a total par value of Nine Hundred Fifteen Thousand Dollars ($915,000.00) divided into classes and with designations, preferences and restrictions as follows:

(a) Four Hundred Fifty Thousand Dollars ($450,000.00) of common stock divided into two thousand (2,000) shares of par value of Two Hundred Twenty-five Dollars ($225.00) per share, to be sold upon the basis of not less than Two Hundred Seventy-five Dollars ($275.00) per share .

(b) Four Hundred Fifty Thousand Dollars ($450,000.00) of common stock divided into two thousand (2,000) shares of par value of Two Hundred Twenty-five Dollars ($225.00) per share, to be sold upon the basis of not less than Three Hundred Fifteen Dollars ($315.00) per share.

(c) Fifteen Thousand Dollars ($15,000.00) of common stock to be known and designated as Class A Common Stock divided into one hundred fifty (150) shares of the par value of One Hundred Dollars ($100.00) per share, to be sold upon such basis and for such considerations as the board of directors of the company may from time to time determine. The Class A Common Stock shall have no voting rights in the corporate affairs of the company; the holders of Class A Common Stock expressly waive all rights, as such stockholders, to consent or refuse to consent to any corporate action, and further expressly waive all rights to notices of stockholders' meetings and to participate therein. No holder of any of the shares of Class A Common Stock shall be entitled as of right to purchase or subscribe for any unissued stock of any class or series, or any additional shares of any class or series to be issued by reason of any increase of the authorized capital stock of the company, or any bonds, certificates of indebtedness, debentures or other securities convertible into stock in the company or carrying any right to purchase stock of the company; but any such unissued stock or any such additional authorized issue of any stock or of any securities convertible into stock or carrying any right to purchase stock may be issued and disposed of in accordance with any preemptive rights of the holders of the voting stock of the company or in any other manner determined by lawful resolution of the holders of the voting stock of the company. The holders of the Class A Common Stock shall be entitled to receive when and as declared by the board of directors, dividends from the surplus or net profits of the corporation at the rate of six per centum (6%) per annum, said dividends to be based upon the original purchase price of said stock. Dividends on the Class A Common Stock shall be payable at such intervals as said board may fix and determine, such dividends to be payable before any dividend shall be

paid upon or set apart for the common stock authorized in paragraphs (a) and (b) above, and to be cumulative so that if for any dividend period dividends at said rate shall not have been paid upon or set apart for said Class A Common Stock, the deficiency (but without interest) shall be paid or set apart for payment before any dividends shall be paid upon or set apart for the common stock authorized in paragraphs (a) and (b) above. The corporation shall redeem any shares of the Class A Common Stock presented by the holder or holders thereof for redemption at a price per share equal to the book value of said stock on this corporation's books as of December 31, 1977.

(d) In the event of liquidation, dissolution or winding up of the business affairs of this corporation, the holders of Class A Common Stock shall have preference over the holders of common stock and participate in the distribution of such remaining assets in an amount equal to the book value per share of said Class A Common Stock on the books of this corporation as of December 31, 1977. If after holders of Class A Common Stock have been made whole on the basis stated above there remain assets for distribution, the holders of common stock shall participate in the distribution of such remaining assets upon the basis of and in proportion to the par value of the common stock held by them.

(e) The voting privileges of the shares of capital stock shall be: Each share of capital stock (except Class A Common Stock which shall have no voting rights, as elsewhere herein provided) shall be entitled to one vote in the election of directors and in all other matters in which stockholders are entitled to vote."

BE IT FURTHER RESOLVED that the Executive Vice President and the Secretary of this Company be, and they hereby are, authorized to take any and all steps necessary or appropriate to legally effect said amendments to the Articles of Association and Special Charter of the Company.

SOUTHERN FARM BUREAU CASUALTY INSURANCE COMPANY

BY: _____
JOHN W. HEAD, Executive Vice President

BY: _____
WALTER J. DUNCAN, Vice President, Legal and Secretary

(AFFIX CORPORATE SEAL)

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named JOHN W. HEAD and WALTER J. DUNCAN, who, being by me first duly sworn, deposed and said that they are Executive Vice President and Vice President and Secretary of Southern Farm Bureau Casualty Insurance Company, respectively, and as such are authorized to make this acknowledgement and verification; that as such officers of said Company and acting for and on behalf of said Company, they signed, sealed with the corporate seal and delivered the foregoing Resolution of Stockholders of said Company; and further deposed and said that the same is a true, accurate and correct copy of a Resolution unanimously adopted by the stockholders of Southern Farm Bureau Casualty Insurance Company on the 22nd day of June, 1982, and that all recitations and statements in said Resolution are true and correct as therein stated.

JOHN W. HEAD, Executive Vice President of Southern Farm Bureau Casualty Insurance Company

WALTER J. DUNCAN, Vice President, legal and Secretary of Southern Farm Bureau Casualty Insurance Company

SWORN TO AND SUBSCRIBED BEFORE ME, this the 5th day of October, 1982.

NOTARY PUBLIC

My Commission Expires:
My Commission Expires Feb 28, 1986

(AFFIX SEAL)

CERTIFICATE OF COMMISSIONER OF INSURANCE

I, the undersigned Commissioner of Insurance of the State of Mississippi, hereby certify that I have examined the foregoing Board of Directors' Resolution authorizing the increase in par value of capital stock of Southern Farm Bureau Casualty Insurance Company of Jackson, Mississippi, and considered the resulting Amendment to the Articles of Association of said Company, and I find that the same is authorized by Article III, paragraphs (a) and (b) of said Commpany's Articles of Association and is conformable to the law in such cases made and provided, and the same is hereby approved.

IN WITNESS WHEREOF I have hereunto set my hand and official seal this the 29th day of December 1982.

Deputy Commissioner of Insurance of
The State of Mississippi

(Affix Seal)

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State of Mississippi

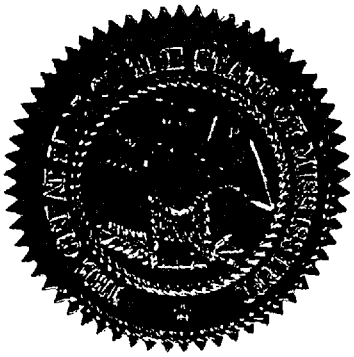
EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

EXCEPTIONAL CITIZENS HELP ORGANIZATION, INC.

is hereby approved.



In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 4th day of January, A. D., 1983.

Attest:

Edwin Lloyd Pittman

Secretary of State.

William F. Winter

Governor.

MINUTES OF SPECIAL MEETING OF THE GENERAL MEMBERSHIP
OF EXCEPTIONAL CITIZENS HELP ORGANIZATION, INC.

A special meeting of the board of directors and general membership of the corporation was held at 216 Cox Avenue, Long Beach, Mississippi on May 3, 1982 at 7:00 p.m.

The secretary presented and read the notice which was given to each director and member at least five (5) days prior the date of the meeting.

Edward B. Rowles, the president of the corporation, conducted the meeting. The president offered for discussion the request of the Internal Revenue Service for additional informtion concerning the corporation's request for tax exempt status.

After discussion, upon motion duly made, seconded and carried, it was

RESOLVED,

WHEREAS this corporation is a voluntary, non-profit, non-share corporation chartered by the State of Mississippi; and

WHEREAS, the Internal Revenue Service has requested certain amendments to the Charter of the Corporation prior to making a determination of exempt status under section 501(c) (3) of the Internal Revenue Code; and

WHEREAS, it is the desire of the members and directors of the corporation to obtain the exempt status mentioned above; and

WHEREAS, the proposed exemptions comply with desires, goals and by-laws of the corpopration.

BE IT THEREFORE RESOLVED that the Charter of Incorporation of the Exceptional Citizens Help Organization, Inc., be amended to include the following language as subparagraph (d) of paragraph (4).

(4) Not withstanding any other provision of this Charter, the purposes for which the corporation is organized are exclusively charitable and educational within the meaning of section 501(c) (3) of the Internal Revenue Code.

There being no further business before the meeting, on motion duly made, seconded and carried the meeting was adjorned.

Dated: May 3, 1982

Edward B. Rowles
PRESIDENT

Rose M. Franco
SECRETARY

NOTICE OF MEETING OF EXCEPTIONAL
CITIZENS HELP ORGANIZATION, INC.

Please be advised that a special meeting of the directors and members of Exceptional Citizens Help Organization, Inc. has been called to be held at 216 Cox Avenue, Long Beach, Mississippi on May 3, 1982 at 7:00 p.m.

CORPORATE RESOLUTION OF THE GENERAL MEMBERSHIP
OF EXCEPTIONAL CITIZENS HELP ORGANIZATION, INC.

I, Rose M. Farance, Secretary of Exceptional Citizens Help Organization, Inc., hereinafter referred to as this corporation, hereby certify that below is a true and correct copy of a Resolution, adopted by the board of directors and the general membership of the corporation by unanimous vote at a special meeting duly called and held on the 3rd day of May, 1982.

WHEREAS this corporation is a voluntary, non-profit, non-share corporation chartered by the State of Mississippi; and

WHEREAS, the Internal Revenue Service has requested certain amendments to the Charter of the Corporation prior to making a determination of exempt status under section 501(c) (3) of the Internal Revenue Code; and

WHEREAS, it is the desire of the members and directors of the corporation to obtain the exempt status mentioned above; and

WHEREAS, the proposed exemptions comply with desires, goals and by-laws of the corpopration.

BE IT THEREFORE RESOLVED that the Charter of Incorporation of the Exceptional Citizens Help Organization, Inc., be amended to include the following language as subparagraph (4) of paragraph 4.

(4) Not withstanding any other provision of this Charter, the purposes for which the corporation is organized are exclusively charitable and educational within the meaning of section 501(c) (3) of the Internal Revenue Code.

IN WITNESS WHEREOF, I have hereunto subscribed my signature to this certificate and affixed the seal of this corporation, this the 3 day of May, 1982.

(S E A L)

Rose M. Farance
Secretary

ARTICLES OF AMENDMENT TO THE
CHARTER OF INCORPORATION

THE EXCEPTIONAL CITIZENS HELP ORGANIZATION, INC.

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

FIRST: The following paragraph shall be included in the Charter of Incorporation as subparaqgraph (4) of paragraph 4.

4. (a) Not withstanding 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.

SECOND: The above amendment of the Charter of Incorporation was adopted by members and directors of the corporation on May 3, 1982 at 7:00 p.m., at a special meeting of the members and directors of the corporation at 216 Cox Avenue, Long Beach, Mississippi.

DATED: This the 26 day of October, 1982.

SIGNED: Exceptional Citizens
Help Organization, Inc.

By: Edward B. Rowles
EDWARD B. ROWLES, President

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
COUNTY OF HARRISON

This day personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction, EDWARD B. ROWLES, President of Exceptional Citizens Help Organization, Inc. who ackowledged that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of Exceptional Citizens Help Organization, Inc., on the 26 day of October, 1982.

(S E A L)

Grace Baylin
NOTARY PUBLIC
My Commission Expires:

Received at the office of the Secretary of State, this the 22nd day of Dec.

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

Eldon Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

December 29, 1972

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 289 PAGE 105

State of Mississippi

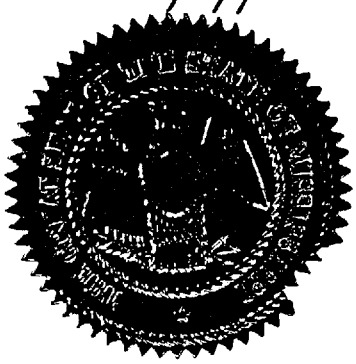
EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

GREATER BILOXI ECONOMIC DEVELOPMENT FOUNDATION, INC.

is hereby approved.



In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 4th day of January, A. D., 1983.

Attest:

Edwin Lloyd Pittman

Secretary of State.

William F. Winter

Governor.

CERTIFICATION

I hereby certify that the Resolution attached hereto is a true and correct copy of a Resolution adopted by the members of the Greater Biloxi Economic Development Foundation, Inc., at a meeting duly called, with a quorum of said members present and in attendance on the 18th day of November, 1982.

TOMMY MUNRO, Secretary

STATE OF MISSISSIPPI

COUNTY OF HARRISON

Personally appeared before me, the undersigned authority, a notary public in and for the aforesaid jurisdiction, the within named TOMMY MUNRO, Secretary of the Greater Biloxi Economic Development Foundation, Inc., who acknowledged that he signed and delivered the above and foregoing Certification on this the 9TH day of December, A.D., 1982.

NOTARY PUBLIC

My Comm. Exp.: 9-2-86

RESOLUTION OF THE MEMBERS OF THE GREATER BILOXI ECONOMIC DEVELOPMENT FOUNDATION, INC. AUTHORIZING THE PRESIDENT AND SECRETARY TO EXECUTE ARTICLES OF AMENDMENT TO THE CHARTER OF INCORPORATION

A meeting of the members of the Greater Biloxi Economic Development Foundation, Inc., a Mississippi non-profit corporation, was held at the Biloxi Chamber of Commerce on Fred Haise Boulevard in Biloxi, Mississippi, at 5:00 p.m. on Thursday, November 18, 1982, a quorum of said members being present and in attendance. Bill Pittman called the meeting to order. Sam LaRosa then presented a resolution to amend the corporate charter of the corporation pursuant to Section 79-11-9 of the Mississippi Code Annotated, which, after motion duly made and seconded was unanimously adopted by all members present and in attendance. A copy of the resolution so adopted is set forth below.

RESOLVED, that paragraph one of article six of the Articles of Incorporation of the Greater Biloxi Economic Development Foundation, Inc. shall be deleted and in its place and stead the following language inserted. "This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code."

FURTHER RESOLVED, that the following paragraph shall be added after the last paragraph of article six of the Articles of Incorporation of the Greater Biloxi Economic Development Foundation, Inc.:

> 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.

FURTHER RESOLVED, that the President and Secretary of the Greater Biloxi Economic Development Foundation, Inc. shall be authorized to do all acts required by Section 79-11-9 of the Mississippi Code Annotated to affect the amendments to the

corporate charter of the Greater Biloxi Economic Development Foundation, Inc. as provided for hereinabove.

SO RESOLVED, this the 18th day of November, 1982.

There being no further business, upon motion duly made and seconded, the meeting was adjourned.

TOMMY MUNRO, SECRETARY

W. A. PITTMAN, PRESIDENT

AMENDMENT TO THE ARTICLES OF
INCORPORATION OF THE GREATER BILOXI
ECONOMIC DEVELOPMENT FOUNDATION, INC.

Pursuant to Section 79-11-9 of the Mississippi Code Annotated, the undersigned corporation adopts the following amendment to its Articles of Incorporation:

Paragraph one of article six of said Articles of Incorporation is deleted. In its place and stead is substituted the following language "This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954."

In addition, the following paragraph is added after the last paragraph of article 6 of said Articles of Incorporation:

> 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.

Dated this the 9TH day of December, 1982.

GREATER BILOXI ECONOMIC DEVELOPMENT
FOUNDATION, INC.

By: W. A. PITTMAN, PRESIDENT

ATTEST:

TOMMY MUNRO, SECRETARY

STATE OF MISSISSIPPI

COUNTY OF HARRISON

Personally appeared before me, the undersigned authority, a notary public in and for the aforesaid jurisdiction, W. A. PITTMAN, President of Greater Biloxi Economic Development Foundation, Inc., who, after being first duly sworn on his oath, did state that he signed and delivered the above and foregoing Amendment to the Articles of Incorporation of the Greater Biloxi Economic Development Foundation, Inc., on the 9th day of December, A.D., 1982, as the act of and for and on behalf of said corporation, after being first duly authorized in the premises so to do.

W. A. PITTMAN

SWORN TO and subscribed before me, on this the 13th day of December, A.D., 1982.

NOTARY PUBLIC

My Comm. Exp.: 9-2-86

BOOK 289 PAGE 111

Received at the office of the Secretary of State, this the 22nd 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 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 Michael M. Allen
Special Assistant Attorney General.

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MISSISSIPPI WORLD'S FAIR 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 4th day of January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

CERTIFIED COPY RESOLUTION

The undersigned duly elected Secretary of a membership meeting of the Mississippi World's Fair Council hereby certifies that the following resolution was unanimously adopted at a meeting held on the 5th day of November, 1982.

WHEREAS, a proposed Charter of Incorporation under the laws of the State of Mississippi of the Mississippi World's Fair Council has been presented to and approved by this meeting; and

WHEREAS, all present desire to become incorporated as the Mississippi World's Fair Council, Inc., under the terms and provisions of the proposed Charter of Incorporation;

FOR NOW, THEREFORE, BE IT RESOLVED, that W. T. HACKETT, JR., TONY BYRNE and GEORGE TRIBBLE, all of whom are adult resident citizens of the State of Mississippi, should be and they are hereby designated Incorporators of the Mississippi World's Fair Council, Inc. and they are hereby authorized and directed to do all things necessary and desirable to obtain said Charter of Incorporation.

WITNESS MY SIGNATURE, on this the 14 day of December, 1982.

W. T. Hackett, Jr.

CHARTER OF INCORPORATION
OF
MISSISSIPPI WORLD'S FAIR COUNCIL, INC.

ONE: The corporate title of said company is: Mississippi World's Fair Council, Inc.

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

Name	Street and Number	City and State
W. T. Hackett, Jr.	1201 Sillers Building P. O. Box 849	Jackson, Ms 39205
Tony Byrne	City Hall P. O. Box 1185	Natchez, MS 39120
George Tribble	1501 Lakeland Drive	Jackson, MS 39216

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

THREE: The domicile of the corporation in this state is 1200 Walter Sillers Building, Post Office Box 849, Jackson, Mississippi 39205.

FOUR: The corporation is nonprofit, no shares of stock are to be issued, and it is organized as a charitable corporation to educate and inform the public, through Mississippi's participation in the 1984 World's Fair, of the resources of the state of Mississippi.

FIVE: The period of existence shall be perpetual.

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

To plan for Mississippi's participation in the 1984 World's Fair in New Orleans, Louisiana;

To research and evaluate the potential benefits of the 1984 World's Fair to Mississippi as a means to enhance the image of Mississippi as a destination for visitors and to increase exposure of our resources;

To investigate and evaluate the potentials of transient audiences to and from the fair and the impact of such audiences on the resources of Mississippi; such as highways, parks, private businesses and other facilities serving the public;

To create public awareness both in-state and out-of-state of Mississippi's participation in the 1984 World's Fair by means of advertising and public relations;

To plan, develop, operate, and relocate a Mississippi Exhibit for the 1984 World's Fair;

To organize and provide visitor services in the form of lodging, transportation, medical services, tourist information facilities, etc.;

To develop budget requirements and funding sources for Mississippi's participation in the 1984 World's Fair; and

The rights and powers to be exercised by the corporation shall be the following insofar as they are reasonably necessary to accomplish the stated purposes of the corporation:

To adopt bylaws, to sue and be sued, prosecute and be prosecuted to judgment and satisfaction; to have a corporate seal; to enter into; make and perform contracts of every kind and description;

To own, purchase and receive as a gift or grant any sum of money and any real or personal property; to sell, convey, exchange and lease from or to others any real or personal property.

To borrow or raise money for other purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, bonds, debentures and other evidence of indebtedness, negotiable and nonnegotiable, and to secure the payment thereof by mortgage or pledge of the whole or any part of the property of the corporation, and to sell, pledge, or otherwise dispose of such bonds or other obligations for its corporate purposes;

To cooperate and act in conjunction with any agencies, corporations, instrumentalities or associations, both public and private, having similar purposes and objectives;

To do all things with are originally necessary or desirable to accomplish the purpose for which the corporation is organized.

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

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

EIGHT: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions and furtherance of the purposes set forth in paragraph SIX hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law); or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).

NINE: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, transfer all the assets of the corporation to the Mississippi Department of Economic Development. In the event it is determined that the preceding provision is contrary to Section 501(c)(3) of the

Internal Revenue Code of 1954, as amended, then 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, distribute all the assets of the corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law) as the Board of Directors shall determine.

TEN: The corporation is irrevocably dedicated to and operated exclusively for nonprofit purposes; no part of the income or assets shall ever be distributed to or inure to the benefit of any director, officer or other private individuals.

W. T. Hackett, Jr.

Tony Byrne

George Tribble

INCORPORATORS

STATE OF MISSISSIPPI

COUNTY OF HINDS

THIS DAY personally appeared before me the undersigned authority the within named W. T. HACKETT, JR., Incorporator of the corporation known as Mississippi World's Fair Council, Inc., who acknowledged that he signed and executed the above and

foregoing Article of Incorporation as his act and deed on this the 14th day of December, 1982.

Catherine G. Todlock
Notary Public

My commission expires:
My Commission Expires Sept. 27, 1986

STATE OF MISSISSIPPI
COUNTY OF ADAMS

THIS DAY personally appeared before me the undersigned authority the within named TONY BYRNE, Incorporator of the corporation known as Mississippi World's Fair Council, Inc., who acknowledged that he signed and executed the above and foregoing Article of Incorporation as his act and deed on this the 20th day of December, 1982.

Catherine G. Todlock
Notary Public

My commission expires:
My Commission Expires Sept. 27, 1986

STATE OF MISSISSIPPI
COUNTY OF HINDS

THIS DAY personally appeared before me the undersigned authority the within named GEORGE TRIBBLE, Incorporator of the corporation known as Mississippi World's Fair Council, Inc., who acknowledged that he signed and executed the above and foregoing Article of Incorporation as his act and deed on this the 14th day of December, 1982.

Catherine G. Todlock
Notary Public

My commission expires:
My Commission Expires Sept. 27, 1986

Received at the office of the Secretary of State, this the 23rd day of December, A.D., 1982, together with the sum of Twenty Dollars ($20.00) deposited to cover the recording fee and referred to the Attorney General for his opinion.

Secretary of State

I have examined this Charter of Incorporation and I am of the opinion that it does not violate the Constitution and laws of this State, or of the United States. This December 30, 1982

Lee 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

PEARL RIVER COUNTY AMATEUR RADIO 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 4th day of January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF PEARL RIVER COUNTY AMATEUR RADIO 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 PEARL RIVER COUNTY AMATEUR RADIO 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 Clifton Anglin, Gregory Burks, and William H. Phillips are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named PEARL RIVER COUNTY AMATEUR RADIO 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, Gregory Burks, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the day of December 14 at Church of Christ, 201 Williams Ave., Picayune, Ms 39466 at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 20th

day of December 1982

Secretary Gregory Burks

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.

BOOK 289 PAGE 122 NON-PROFIT

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is:

PEARL RIVER COUNTY AMATEUR RADIO 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
Anglin, Clifton	P.O. Box 107 (Hwy. 11S)	Nicholson	Ms
Burks, Gregory	Rt. 1 Box 300 (Hwy 43 N)	Carriere,	Ms
Phillips, William H.	814 Lakewood	Picayune,	Ms

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

3. The domicile is at Rt. 1 Box 300 (Street and No.) Carriere (City) Mississippi (State) 39426

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.)

Pearl River County Amateur Radio Club is a non-profit organization and no shares of stock will be issued. TYPE OF ORGANIZATION: Fraternal.

5. Period of existence shall be perpetual.

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

1. To promote the hobby of amateur (ham) radio as governed by the FCC.
2. To encourage emergency preparedness through technical training.
3. To promote fellowship among members of the club and community.

RIGHTS & POWERS: To oversee all interests of the PRCARC.

********** SEE ATTACHED COPY OF CLUB CONSTITUTION & BYLAWS**********

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

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:

Clifton Anglin

Snoop Burke

William H. Phillips

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of PEARL RIVER

This day personally appeared before me, the undersigned authority Clifton Anglin, William H. Phillips, Snoop Burke, incorporators of the corporation known as the PEARL RIVER COUNTY AMATEUR RADIO 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 20th day of December, 1982.

My Commission Expires: 7-29-86

Dinah R. Martin
NOTARY PUBLIC

Received at the office of the Secretary of State this the 22nd day of December A.D., 19__, together with the sum of $ 2.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss., December 29, 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

HINDS GENERAL HOSPITAL, 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 4th day of January, A. D., 1983.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

CHARTER OF INCORPORATION
OF
HINDS GENERAL HOSPITAL, INC.

This is to certify that we, the undersigned, all being of full legal age, do hereby associate ourselves for the purpose of forming a non-profit corporation under and by virtue of the laws of the State of Mississippi, and adopt the following Articles of Incorporation:

ARTICLE ONE

NAME. The name of the corporation is Hinds General Hospital, Inc.

ARTICLE TWO

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

Lockett Peyton
1058 Peyton Street
Jackson, Mississippi 39209

Linda Raff
1826 Lyncrest
Jackson, Mississippi 39202

Joel E. Varner
4204 North Honeysuckle Lane
Jackson, Mississippi 39211

Terrell E. Wise
1449 Douglas Drive
Jackson, Mississippi 39211

F. O. Woodard
1612 West Pearl Street
Jackson, Mississippi 39203

Howard E. Woods
106 Hillcrest
Clinton, Mississippi 39056

W. Arthur Jones II, M.D.
1815 Hospital Drive
Jackson, Mississippi 39204

Charles E. Farmer, M.D.
1828 Hospital Drive
Jackson, Mississippi 39204

Charles D. Guess, M.D.
5429 Robinson Road Extension
Jackson, Mississippi 39204

ARTICLE THREE

DOMICILE. The domicile of the Corporation is 1850 Chadwick Drive, Jackson, Hinds County, Mississippi.

ARTICLE FOUR

TYPE AND DURATION. The Corporation is a non-profit hospital and medical and surgical purposes corporation whose purpose is to establish, maintain and operate a hospital and health care facilities and, therefore, is one of the type of corporations described in Section 79-11-1 of the Mississippi Code of 1972. No shares of stock shall be issued.

ARTICLE FIVE

The period of the existence of this Corporation shall be perpetual.

ARTICLE SIX

PURPOSES. The specific purposes for which the Corporation is organized, stated in general terms, are set forth as follows:

> The purposes for which the Corporation is formed are exclusively charitable, educational, and scientific, including, for such purposes, establishing maintaining, equipping, and operating a general public hospital, mental health complex, dispensary, and out-patient department for medical and surgical aid, care and treatment for persons in need thereof, and in connection therewith furnishing laboratory, diagnostic and other treatment facilities; developing general health standards; providing charitable and benevolent treatment of acutely ill indigent persons without regard to race, color,

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

NOW WHEREAS, the Hinds General Hospital Association, desires to establish, support and maintain health care facilities for the care of sick or injured persons, the advancement of educational activities and intern training, the provision of laboratory, diagnosis and other treatment facilities, the development and promotion of general health care standards for the community, the carrying on as practicable of scientific research related to health care, and the affording of charitable and benevolent treatment of acutely ill indigent persons without regard to race, color or creed; and

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

WHEREAS, certain adult members of said Association, namely, Lockett Peyton, Linda Raff, Joel E. Varner, Terrell E. Wise, F. O. Woodard, Howard E. Woods, W. Arthur Jones, II, M.D., Charles E. Farmer, M.D., and Charles D. Guess, M.D. are agreeable to making application for said grant of charter for a non-profit corporation to accomplish the desires of said Association when authorized, empowered, and directed to do so;

NOW, THEREFORE BE IT RESOLVED, that Lockett Peyton, Linda Raff, Joel E. Varner, Terrell E. Wise, F. O. Woodard, Howard E. Woods, W. Arthur Jones, II, M.D., Charles E. Farmer, M.D., and Charles D. Guess, M.D. be and they are hereby authorized, directed, and empowered to make application for a grant of a charter for a non-profit corporation to be named Hinds General Hospital, Inc., with the appropriate powers to provide for the purposes as hereinabove specifically set out.

CERTIFICATE

I, the undersigned President of said Association, do hereby certify that the above and foregoing instrument is a true and exact copy of a certain resolution duly offered, seconded, and carried at a meeting of the members of said Association held on the 3RD day of JANUARY, 1983, in Hinds County, Mississippi, that at said meeting a quorum was present and voting; and that said resolution has not been rescinded, altered, or amended.

WITNESS MY HAND AND SEAL as President of Hinds General Hospital Association. This the 3RD day of JANUARY, 1983.

Howard E. Woods
HOWARD E. WOODS

ATTEST:

Terrell E. Wise
TERRELL E. WISE
SECRETARY-TREASURER

or creed; advancing nurse education and intern training; and the advancement of general scientific medical education and research; provided however, the corporation shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law that will prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954, (or the corresponding provisions of any future United States Internal Revenue Law); nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the net earnings of the corporation shall inure to 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 herein; provided however, the foregoing notwithstanding, all or part of the net earnings of the corporation may be transferred to a member of the corporation which is itself a corporation exempt from federal income income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any United States Internal Revenue Law), to be held and used by such tax-exempt member in furtherance of its tax-exempt activities and not otherwise. 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).

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

The Corporation is irrevocably dedicated to and operated exclusively for, non-profit purposes; and no part of the net earnings of the Corporation shall inure to the benefit of any individual.

ARTICLE SEVEN

CORPORATE RIGHTS AND POWERS. In furtherance of its purposes the Corporation is empowered to:

1. To accept, hold, invest, reinvest, and administer any gifts, bequests, devises or other contributions of property of any sort, without limitation as to amount or value, and to use, disburse, or donate the income and principal thereof for the purposes for which the Corporation was formed.

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

3. 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.

4. 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.

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

6. To lend money to its employees other than its officers and directors, and otherwise assist its employees, officers and directors.

7. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state territory, governmental district or municipality or of any instrumentality thereof, provided, however, that this section shall not be construed to grant to the corporation the power to create unlawful monopolies, trusts or combinations in restraint of trade in violation of the laws of Mississippi.

8. 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, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

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

10. To conduct its business, carry on its operations, and have offices and exercise the powers conferred hereby in any state, territory, district, or possession of the United States, or in any foreign country.

11. To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

12. To make and alter bylaws, not inconsistent with this Charter of incorporation or with the laws of the State of Mississippi, for the administration and regulation of its affairs.

13. In addition to authority now provided by law, to make donations for the public welfare or for charitable, scientific or educational purposes; and in time of war to make donations in aid of war activities.

14. In time of war to transact any lawful business in aid of the United States in the prosecution of the war.

15. To indemnify any director or officer or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty, or a violation of the provisions of Sections 75-21-1 to 75-21-39, and 75-23-1 to 75-23-27, Mississippi Code of 1972 (as amended); and to make any other indemnification that shall be authorized by any bylaw or resolution adopted by the members after notice.

16. To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, and other incentive plans for any or all of its directors, officers and employees.

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

18. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

19. To have, in addition to the foregoing, all powers, privileges, and rights conferred on non-profit corporations by the laws of this state and all powers and rights incidental and conducive to carrying out the purposes for which this Corporation is formed; enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers which may be law be possessed by this Corporation, all of which are hereby expressly claimed.

20. In the event of 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 any remaining assets of the Corporation in any one of the following ways, as the Board of Directors, in their sole discretion, may deem advisable:

(a) Convey all of the assets of the Corporation to Hinds County, Mississippi;

(b) Dispose of all of the assets of the Corporation in a manner consistent with the purposes of the Corporation;

(c) Convey all of the assets of the Corporation to 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 of the assets of the Corporation not so disposed of shall be disposed of by the Chancery Court of the First Judicial District of Hinds County, Mississippi, and shall be dedicated to an exempt purpose or shall be transferred to an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as the Court shall determine.

ARTICLE 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 expulsion the 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.

HEC100/J

BOOK 289 PAGE 134

SIGNED BY THE INCORPORATORS, this the 3RD day of January, 1983.

INCORPORATORS:

LOCKETT PEYTON

LINDA RAFF

JOEL E. VARNER

TERRELL E. WISE

F. O. WOODARD

HOWARD E. WOODS

W. ARTHUR JONES II, M.D.

CHARLES E. FARMER, M.D.

CHARLES D. GUESS, M.D.

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within LOCKETT

PEYTON, who acknowledged to me that he is one of the incorporators of Hinds General Hospital, Inc., a non-profit corporation, and that for and on behalf of said non-profit corporation and being duly authorized so to do, he executed and delivered the above and foregoing instrument on the day and year therein mentioned.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, this the 3rd day of January, 1983.

Janice D. Barber
NOTARY PUBLIC

My Commission Expires:
My Commission Expires Dec. 5, 1986

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within LINDA RAFF, who acknowledged to me that he is one of the incorporators of Hinds General Hospital, Inc., a non-profit corporation, and that for and on behalf of said non-profit corporation and being duly authorized so to do, he executed and delivered the above and foregoing instrument on the day and year therein mentioned.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, this the 3rd day of January, 1983.

Janice D. Barber
NOTARY PUBLIC

My Commission Expires:
My Commission Expires Dec. 5, 1986

HEC100/J

BOOK 289 PAGE 136

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within JOEL E. VARNER, who acknowledged to me that he is one of the incorporators of Hinds General Hospital, Inc., a non-profit corporation, and that for and on behalf of said non-profit corporation and being duly authorized so to do, he executed and delivered the above and foregoing instrument on the day and year therein mentioned.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, this the 3rd day of January, 1983.

Janice D. Parker
NOTARY PUBLIC

My Commission Expires:
My Commission Expires Dec. 5, 1986

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within TERRELL E. WISE, who acknowledged to me that he is one of the incorporators of Hinds General Hospital, Inc., a non-profit corporation, and that for and on behalf of said non-profit corporation and being duly authorized so to do, he executed and delivered the above and foregoing instrument on the day and year therein mentioned.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, this the 3rd day of January, 1983.

Janice D. Parker
NOTARY PUBLIC

My Commission Expires:
My Commission Expires Dec. 5, 1986

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within F. O. WOODARD, who acknowledged to me that he is one of the incorporators of Hinds General Hospital, Inc., a non-profit corporation, and that for and on behalf of said non-profit corporation and being duly authorized so to do, he executed and delivered the above and foregoing instrument on the day and year therein mentioned.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, this the 3rd day of January, 1983.

Janice D. Parker
NOTARY PUBLIC

My Commission Expires:
My Commission Expires Dec. 5, 1986

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within HOWARD E. WOODS, who acknowledged to me that he is one of the incorporators of Hinds General Hospital, Inc., a non-profit corporation, and that for and on behalf of said non-profit corporation and being duly authorized so to do, he executed and delivered the above and foregoing instrument on the day and year therein mentioned.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, this the 3rd day of January, 1983.

Janice D. Parker
NOTARY PUBLIC

My Commission Expires:
My Commission Expires Dec. 5, 1986

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within W. ARTHUR JONES II, M.D., who acknowledged to me that he is one of the incorporators of Hinds General Hospital, Inc., a non-profit corporation, and that for and on behalf of said non-profit corporation and being duly authorized so to do, he executed and delivered the above and foregoing instrument on the day and year therein mentioned.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, this the 3rd day of January, 1983.

Janice D. Parker
NOTARY PUBLIC

My Commission Expires:
My Commission Expires Dec. 5, 1986

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within CHARLES E. FARMER, M.D, who acknowledged to me that he is one of the incorporators of Hinds General Hospital, Inc., a non-profit corporation, and that for and on behalf of said non-profit corporation and being duly authorized so to do, he executed and delivered the above and foregoing instrument on the day and year therein mentioned.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, this the 3rd day of January, 1983.

Janice D. Parker
NOTARY PUBLIC

My Commission Expires:
My Commission Expires Dec. 5, 1986

HEC100/J

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within CHARLES D. GUESS, M.D., who acknowledged to me that he is one of the incorporators of Hinds General Hospital, Inc., a non-profit corporation, and that for and on behalf of said non-profit corporation and being duly authorized so to do, he executed and delivered the above and foregoing instrument on the day and year therein mentioned.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, this the 3rd day of January, 1983.

Janie D. Parker
NOTARY PUBLIC

My Commission Expires:
My Commission Expires Dec. 5, 1986

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

A. D., 19 84, 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.,

January 4, 1984

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

NURSING EDUCATIONAL RESOURCES, 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
Nursing Educational Resources, 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

WARD AND ROGERS
ATTORNEYS AT LAW
121 NORTH JACKSON STREET
P. O. DRAWER 59
STARKVILLE, MISSISSIPPI 39759

WILLIAM H. WARD
H. RUSSELL ROGERS

AREA CODE 601
TELEPHONE 323-1912

December 2, 1982

Office of the Governor
State of Mississippi
Post Office Box 139
Jackson, Mississippi 39205

ATTN: Corporate Division

Gentlemen:

Enclosed in duplicate are copies of the Charter of Incorporation of Nursing Educational Resources, Inc., a Tennessee Non-Profit Corporation, together with the authentication of the Secretary of State of the State of Tennessee.

The Mississippi domicile of the corporation will be 104 Cherokee, Starkville, Mississippi 39759. The Board of Directors will consist of Kittie Jackson, 520 10th Street South #19, Columbus, Mississippi 39701; Joyce Thornton, Post Office Box 302, Gordo, Alabama 35466; Richard Ely, 5140 Stage Road, Memphis, Tennessee 38134 and Jacquelyn Seward, 104 Cherokee, Starkville, Mississippi 39759.

Request is made that the corporation be authorized to do business in Mississippi under the provisions of Section 79-1-19 et seq. If you need anything further, please do not hesitate to call on us.

Sincerely,

WARD AND ROGERS

BY

WW:pll
Enclosure

cc. Ms Jacquelyn Seward

CERTIFIED COPY OF

RESOLUTION DESIGNATING MISSISSIPPI AGENT

THIS IS TO CERTIFY, That at a meeting of the Board of Directors of Nursing Educational Resources, Inc.

properly convened and held on the 30th day of December, 19 82 the following resolution was duly adopted:

"RESOLVED, that Jacquelyn Seward 104 Cherokee, Starkville, (Post Office Address showing street and number) of 39759 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 Starkville, Mississippi this the 30th day of December 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 Starkville, Miss., this the 30th day of December, 19 82

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

NURSING EDUCATIONAL RESOURCES, INC.

which was filed in this office on August 12, 1982 with document locator number 00309 00236.

IN WITNESS WHEREOF, I have hereto affixed my signature and the Great Seal of the State, at Nashville, this 1st day of November in the year of our Lord nineteen hundred Eighty-Two

Gentry Crowell
Secretary of State

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00309 00236

CHARTER

OF

NURSING EDUCATIONAL RESOURCES, INC.

The undersigned natural person adopts the following charter for a corporation under the Tennessee General Corporation Act, to-wit:

1. The name of the corpor tion is:

NURSING EDUCATIONAL RESOURCES, INC.

2. The duration of the corporation is perpetual.

3. The address of the principal office of the corporation in the State of Tennessee shall be:

5140 Stage Road
Memphis, Tennessee 38134

4. The corporation is not for profit.

5. The purposes for which the corporation is organized are:

To provide a broad spectrum of professional skills to improve the efficiency and effectiveness of health care to the community; to provide continuing education for nurses, health professionals and others directly or indirectly related to the health and well-being of individuals, groups and communities; and to perform and provide services otherwise permitted corporations under the Laws of the State of Tennessee.

6. The corporation is not to have members.

7. In the event of dissolution, the assets of this 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) 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.

8. Notwithstanding any other provision of these articles, this 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)(3)

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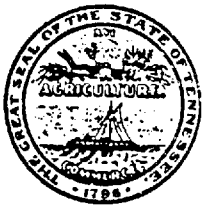
00309 00237

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

Dated this 9th day of August, 1982.

Richard T. Ely
RICHARD T. ELY, Incorporator

State of Tennessee

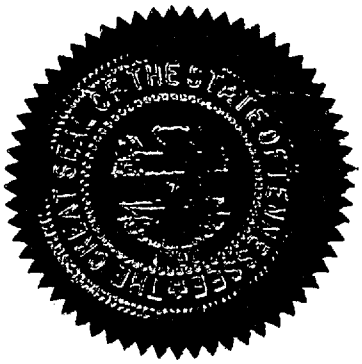


Department of State

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

NURSING EDUCATIONAL RESOURCES, INC.

which was filed in this office on August 12, 1982 with document locator number 00309 00236.



IN WITNESS WHEREOF, I have hereto affixed my signature and the Great Seal of the State, at Nashville, this 1st day of November in the year of our Lord nineteen hundred Eighty-Two

Gentry Crowell
Secretary of State

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CHARTER

OF

NURSING EDUCATIONAL RESOURCES, INC.

The undersigned natural person adopts the following charter for a corporation under the Tennessee General Corporation Act, to-wit:

1. The name of the corpor tion is:

NURSING EDUCATIONAL RESOURCES, INC.

2. The duration of the corporation is perpetual.

3. The address of the principal office of the corporation in the State of Tennessee shall be:

5140 Stage Road
Memphis, Tennessee 38134

4. The corporation is not for profit.

5. The purposes for which the corporation is organized are:

To provide a broad spectrum of professional skills to improve the efficiency and effectiveness of health care to the community; to provide continuing education for nurses, health professionals and others directly or indirectly related to the health and well-being of individuals, groups and communities; and to perform and provide services otherwise permitted corporations under the Laws of the State of Tennessee.

6. The corporation is not to have members.

7. In the event of dissolution, the assets of this 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) 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.

8. Notwithstanding any other provision of these articles, this 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)(3)

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

Dated this 9th day of August, 1982.

Richard T. Ely

RICHARD T. ELY, Incorporator

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

LEE COUNTY COOPERATIVE (A. A. L.)

was pursuant to the provisions of the laws of Mississippi recorded in the Records of Incorporations in this office, in
PHOTOSTAT BOOK 289, Pages 151 - 155.

Given under my hand and the Seal of office hereunto affixed, this
5th day of January, 1983.

Edwin Lloyd Pittman
SECRETARY OF STATE

ARTICLES OF AMENDMENT

TO

THE ARTICLES OF ASSOCIATION AND INCORPORATION

OF

LEE COUNTY COOPERATIVE (AAL)

Lee County Cooperative (AAL), a corporation organized, chartered and existing under the Agricultural Association Law of the State of Mississippi, acting herein pursuant to the provisions of § 79-17-13, Mississippi Code of 1972, and by and through its undersigned executive officers who have been duly authorized so to do by its members, does hereby adopt these Articles of Amendment to its Articles of Association and Incorporation, namely:

I.

The name of the corporation is Lee County Cooperative (AAL).

II.

The amendements so adopted are:

(a) Section I of the Articles of Association and Incorporation shall be and is hereby amended, within the body thereof, so as to state that the corporation is "a corporation with capital stock" rather than "a corporation without capital stock."

(b) Section III of the Articles of Association and Incorporation shall be and is hereby amended so as to read, in its entirety, as follows: "The period of existence shall be ninety-nine (99) year from and after the 13th day of March, 1945."

(c) A new and additional section shall be added to the Articles of Association and Incorporation, which section shall read, in its entirety, as follows:

> "The amount of authorized capital with particulars as to the class or classes of stock, their privileges, limitations and restrictions, the number of shares of each class and the par value thereof are as follows:

"The total authorized capital of the corporation shall be Three Hundred Thousand and No/100 Dollars ($300,000.00) composed of Sixty Thousand (60,000) shares of common capital stock of a par value of Five and No/100 Dollars ($5.00) per share.

"Each share of the issued and outstanding stock of the corporation shall entitle the holder thereof to one (1) vote in the election of directors and in all other matters upon which stockholders are entitled to vote. Dividends on common capital stock shall be limited to eight percent (8%) per annum and shall be paid only when and if lawfully declared by the board of directors.

"The common capital stock of this corporation shall be issued only to and held only by persons, firms or corporations engaged in the production of agricultural products, or agricultural organizations whose membership is composed of such persons, firms or corporations, and which persons, firms, corporations or organizations shall patronize this corporation and agree to be bound by and conform to the provisions of the By-Laws of this corporation. The common capital stock of the corporation shall not, by operation of law, or otherwise, be issued or transferred to any person, firm or corporation unless such person, firm or corporation shall be eligible to own and hold the same.

"If any owner of shares of common capital stock of the corporation shall cease to be eligible to hold such shares, or shall die, or shall be dissolved, and if such shares be not promptly transferred to some producer or organization eligible to hold the same, the corporation shall take up such shares at par value or, at the option of the corporation, at appraised value, such value to be conclusively fixed by the board of directors of the corporation, and the corporation may pay therefor in case or by certificate of indebtedness to be thereafter paid from the income of the corporation."

III.

On the 16th day of December, 1982, the board of directors of the corporation unanimously adopted a resolution proposing that the foregoing Amendment to the Articles of Association and Incorporation of the corporation be adopted, and such resolution directed that the proposed amendment should be submitted to a vote at the regular annual meeting of members. Written notice of such regular annual meeting of members was mailed to all members of the association more than fifteen (15) days prior to the date fixed for such meeting of members. On the 21st day of December, 1982, being the date fixed by said notice for such membership meeting, the above and foregoing amendment was duly adopted by the vote of a majority of the members present at such membership meeting.

IV.

The resolution adopting the above and foregoing amendment provides that effective upon the issuance by the Secretary of State of the State of Mississippi of the Certificate of Amendment approving the above and foregoing amendment, that as to each member of the corporation eligible to own and hold stock of the corporation and presently owning and hold equity credits (the same being a part of the capital surplus of the corporation) on the books of the cooperative in an amount of Five Dollars ($5.00) or more, that Five Dollars ($5.00) in principal amount of such equity credits shall be cancelled and retired and that there shall be issued to each such member in exchange for and redemption of the equity credits so cancelled one share of common capital stock of the corporation. That the adoption of the foregoing amendment will accordingly result in a part of the present capital surplus of the corporation becoming and being stated capital of the corporation.

IN TESTIMONY WHEREOF, the corporation has caused the foregoing Amendment to its Articles of Association and Incorporation to be executed, in duplicate original, by its duly authorized officers on this, the 17th day of December 198 2 .

By John P. Duncan
PRESIDENT

ATTEST:

George W. Parker
SECRETARY

STATE OF MISSISSIPPI
COUNTY OF LEE

Personally appeared before me, the undersigned Notary Public in and for the State and County aforesaid, J. P. Duncan and George W. Parker, who, being by me first duly sworn, on their

oaths state that they are respectively the President and Secretary of Lee County Cooperative (AAL), a corporation organized under the Agricultural Association Law of the State of Mississippi, and that they, acting for and on behalf of said corporation and as its act and deed, signed and delivered the above and foregoing Articles of Amendment on the day and year therein mentioned for the intent and purposes therein expressed, having been first duly authorized so to do, and who further state on oath that all of the matters and things alleged and contained in the above and foregoing Articles of Amendment are true and correct as therein stated.

GIVEN under my hand and official seal of office, this the 17th day of December, 1982.

Glenda Self
NOTARY PUBLIC

GLENDA SELF, LEE COUNTY, MISSISSIPPI
NOTARY PUBLIC
SEAL

My commission expires:

5-14-83

BOOK 289 PAGE 156

State of Mississippi

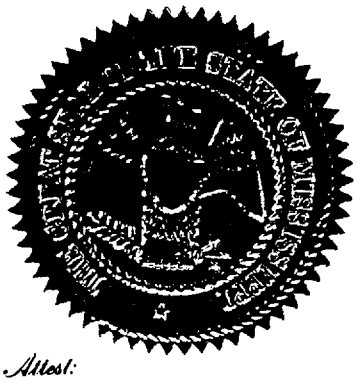
EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

HINDS COUNTY BAR ASSOCIATION, INC.

is hereby approved.



In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 5th day of January, A. D., 1983.

William F. Winter
Governor.

Attest:

Edwin Lloyd Pittman
Secretary of State.

CERTIFIED COPY OF RESOLUTION
ADOPTED BY
THE MEMBERS
AT A MEETING OF THE MEMBERS HELD ON
DECEMBER 21, 1982
AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF
HINDS COUNTY BAR ASSOCIATION, INC.

WHEREAS, Hinds County Bar 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~~

THEREFORE, BE IT RESOLVED by Hinds County Bar Association, Inc. that its charter is amended as follows: The last sentence of Article 8 is hereby amended as follows:

> Notwithstanding any other provision of these articles, 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 (or the corresponding provisions of any future United States Internal Revenue Law).

CERTIFICATE

I, Lauch M. Magruder, Jr. _____, President of Hinds County Bar Association, 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 HINDS COUNTY BAR ASSOCIATION, INC in a meeting assembled on the 21st

day of December, 197 82, in Jackson Mississippi.

WITNESS MY SIGNATURE, this 23rd day of December, 197 82.

Lauch Magruder Jr.
PRESIDENT

ARTICLES OF AMENDMENT TO THE

CHARTER OF INCORPORATION

OF

HINDS COUNTY BAR 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: The last sentence of Article 8 is hereby amended to read as follows:

Notwithstanding any other provision of these articles, 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 (or the corresponding provisions of any future United States Internal Revenue Law).

SECOND: The following amendment of the Charter of Incorporation was adopted by the members of the corporation on December 21, 19 82, at a regular meeting of the members of the corporation at Jackson, Mississippi:

DATED: This the 23rd day of December, 19 82.

SIGNED: HINDS COUNTY BAR ASSOCIATION, INC.
(Name of Corporation)

BY: Lauch M. Magruder Jr.
President

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Lauch M. Magruder, Jr., President of Hinds County Bar Association,

Inc., who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of Hinds County Bar Association, Inc., on this the 23rd day of December, 19 82.

Florence L. M. Glover
NOTARY PUBLIC

My Commission expires:

My Commission Expires Oct. 17, 1983

Received at the office of the Secretary of State, this the 28th 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.

Eldon L. Good 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.

BOOK 289 PAGE 162

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

THE CHRISTIAN SERVICE CENTER, INCORPORATED

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 5th day of January, A. D., 1983.

William F. Winter

Governor.

Attest:

Edwin Lloyd Pittman

Secretary of State.

CERTIFIED COPY OF RESOLUTION
ADOPTED BY
THE CHRISTIAN SERVICE CENTER, INCORPORATED
AT A MEETING OF THE MEMBERS HELD ON
December 27, 1982
AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF
THE CHRISTIAN SERVICE CENTER, Inc.

WHEREAS, The Christian Service Center, Incorporated 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 comply with request of U. S. Department of the Treasury, Internal Revenue Service, Exempt Organization Division in accordance with letter dated October 15, 1982, Case No. 58226511.

THEREFORE, BE IT RESOLVED by The Christian Service Center, Incorporated that its charter is amended as follows:

SEE Attachment No. 01, entitled:
"AMENDMENTS TO CHARTER OF CORPORATION"
****

CERTIFICATE

I, SAM C. COBBINS, Jr., President of The Christian Service Center, Incorporated do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by the members The Christian Service Center, Inc. in a meeting assembled on the 27th

day of December, 197 82, in Jackson,

Mississippi.

WITNESS MY SIGNATURE, this 27th day of December,

197 82.

PRESIDENT

Attachment No. 01.

AMENDMENTS TO CHARTER OF INCORPORATION

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).

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 Third 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).

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

ARTICLES OF AMENDMENT TO THE CHARTER OF INCORPORATION OF

THE CHRISTIAN SERVICE CENTER, INCORPORATED

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

FIRST: In order to comply with request of Internal Revenue Service, The Christian Service Center Resolved to amend its charter which was originally approved on the 7th day of September, 1982. The attached resolution was adopted on the 27th day of December, 1982.

SECOND: The following amendment of the Charter of Incorporation was adopted by the members of the corporation on December 27, 1982, at a regular meeting of the members of the corporation at Jackson, Mississippi:

See Attachment No. 01
Entitled:

"AMENTMENTS TO CHARTER OF INCORPORATION"

DATED: This the 27th day of December, 1982.

SIGNED: THE CHRISTIAN SERVICE CENTER, INCORPORATED
(Name of Corporation)

BY: [signature]
President

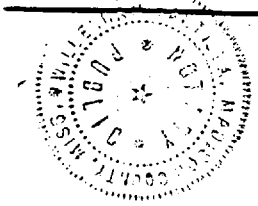
ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF Madison

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Madison County, Mississippi, President of The Christian Service Center, Incorporated

Sam C. Cobbins, Jr., who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of The Christian Service Center, Incorporated, on this the 27th day of December, 19 82.



NOTARY PUBLIC

My Commission expires: March 22, 1984

Attachment No. 01.

AMENDMENTS TO CHARTER OF INCORPORATION

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).

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 Third 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).

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

Received at the office of the Secretary of State, this the 29th 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 31, 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

PINE BELT RIFLE AND PISTOL 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 5th day of January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF Pine Belt Rifle and Pistol 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 Pine Belt Rifle and Pistol 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 Ira G. Graves, James McBay, Oree Parker, Jr. and David W. Hendry are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Pine Belt Rifle and Pistol 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, David W. Hendry, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the day of Dec. 15 at 7 P.M. at residence of Ira G. Graves 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 December 1982

Secretary David W. Hendry
David W. Hendry

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.

BOOK 289 PAGE 172 NON-PROFIT

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is:

   Pine Belt Rifle and Pistol 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
Ira G. Graves	Rt.4, Box 306	Ellisville	MS 39437
James McBay	Rt.1, Box 46	Bay Springs	MS 39422
David W. Hendry	Rt.4, Box 108	Ellisville	MS 39437
Oree Parker, Jr.	606 Calhoun St.	Ellisville	MS 39437

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

3. The domicile is at Rt. 4, Box 306 (Street and No.) Ellisville (City) MS 39437 (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 to be a non-profit fraternal corporation with no shares of stock issued. We are the local club affiliated with the National Rifle Assocation, a non-profit organization serving America since 1871.

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 encouragement of organized rifle and pistol shooting amoung citizens of the United States resident in our community, with a view toward a better knowledge on the part of such citizens of the safe handling and proper care of firearms, as well as improved marksmanship. It shall be our futher object and purpose to foward the development of those chacteristicts of honesty, good fellowship, self-decipline, team play and self-reliance which are the essentials of good sportsmanship and the foundation of true patriotism.

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:

Ira G. Graves
James McBay
David W. Hendry
Cree Parker Jr.

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Jones

This day personally appeared before me, the undersigned authority Ira G. Graves, James McBay, David W. Hendry, Cree Parker Jr. incorporators of the corporation known as the Pine Belt Rifle and Pistol 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 28th day of December, 1982.

Shelby D. Smith
My Commission Expires August 9, 1988

Received at the office of the Secretary of State this the 28th 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 31st, 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

NATCHEZ MARDI GRAS ASSOCIATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 5th day of January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF NATCHEZ MARDI GRAS 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 Natchez Mardi Gras 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 Murray L. Cain, Barry M. Tullier and William J. Lester are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Natchez Mardi Gras 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, CYNTHIA LISHMAN, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the day of Dec. 16, 1982, at Natchez, 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 ~~16th~~ 17th C.S.

day of December, 1982

Secretary Cynthia Lishman

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.

BOOK 289 PAGE 176 NON-PROFIT

THE CHARTER OF INCORPORATION OF

NATCHEZ MARDI GRAS ASSOCIATION, INC.

1. The corporation title of said company is:

   Natchez Mardi Gras 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
Murray L. Cain	109 Oak Hill Drive	Natchez,	Mississippi
Barry M. Tullier	Route 6, Box 101	Natchez,	Mississippi
William J. Lester	4 Beth Circle	Natchez,	Mississippi

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

3. The domicile is at 319 Main Street, P. O. Box 2062, (Street and No.) Natchez, (City) Mississippi 39120 (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 a fair association, is non-profit, and no shares of stock shall be issued.

5. Period of existence shall be perpetual.

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

   See attached Exhibit "A".

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

EXHIBIT "A" TO THE CHARTER OF INCORPORATION OF THE NATCHEZ MARDI GRAS ASSOCIATION, INC.

6. The purpose for which this Corporation is created is to foster, encourage and engage in the celebration of Mardi Gras.

The rights and powers of the Corporation shall be to sue and be sued in its corporate name; to acquire, in any manner, and own any and all types of property, real and personal, and to sell, lease and encumber it and to deal with it in any lawful manner; to borrow from any source money, goods or services without limitation as to amount of corporate indebtedness or liability and to pledge or mortgage any of its property as security therefor in any manner permitted by law; to levy assessments in such manner and in such amount as may be provided in the By-laws of the Corporation; and to make and alter By-laws and other necessary rules and regulations which do not conflict with any provision of law or of this Charter, for the administration and regulation of the affairs of the Corporation.

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)(4) 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 Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(4) and Section 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.

SIGNED FOR IDENTIFICATION:

Murray L. Cain

MURRAY L. CAIN

Barry M. Tullier

BARRY M. TULLIER

William J. Lester

WILLIAM J. LESTER

BOOK 289 PAGE 178

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:

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Adams

This day personally appeared before me, the undersigned authority MURRAY L. CAIN, BARRY M. TULLIER, WILLIAM J. LESTER, _____, _____, _____, incorporators of the corporation known as the NATCHEZ MARDI GRAS ASSOCIATION, INC., who acknowledged that (~~he~~) (they) signed and delivered the above and foregoing charter of incorporation as (~~his~~) (their) act and deeds on this the 17th day of December, 1982.

Cathy L. Woodard
My Commission expires 11-17-84

Received at the office of the Secretary of State this the 27th 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 31, 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

NORTHEAST MISSISSIPPI REGIONAL
TRANSIT AUTHORITY, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 5th day of January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

R E S O L U T I O N

Resolution of Northeast Mississippi Regional Transit Authority an unincorporated association, to incorporate, designating the incorporators, the name of the proposed corporation and authorizing the expenditure of the funds of the association necessary to do so.

BE IT RESOLVED by the members of Northeast Mississippi Regional Transit Authority, an unincorporated association of individuals, that it is in 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 Jimmy Moore, Charlie Spearman and W. V. Horn are elected, appointed, designated and authorized to act as incorporators in applying for a Charter of this Association to be named Northeast Mississippi Regional Transit Authority, 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, Charlie Spearman, 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 17th day of December, 1982, at Booneville, Mississippi, at which time a majority of the members were present, and said meeting was duly and properly called and held.

WITNESS my signature, this the _____ day of December, 1982.

Charlie Spearman

CHARLIE SPEARMAN, SECRETARY

ARTICLES OF INCORPORATION

OF

NORTHEAST MISSISSIPPI REGIONAL TRANSIT AUTHORITY, INC.

We, the undersigned natural persons of the age of twenty-one (21) years or more, acting as incorporators of the corporation under the Mississippi Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

1. The corporate title of this company is: NORTHEAST MISSISSIPPI REGIONAL TRANSIT AUTHORITY, INC.

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

(a) Jimmy Moore
Route 3, Highway 4 West
Booneville, MS 38829

(b) Charlie D. Spearman
103 Golf Course Road, P. O. Box 451
Booneville, MS 38829

(c) W. V. Horn
Highway 30 East
Booneville, MS 38829

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

3. The domicile of the corporation will be at Post Office Drawer 6-D, Highway 30 East Bypass, Booneville, Mississippi 38829.

4. This corporation is a non-profit, non-share civic improvement society, as authorized by the provisions of Title 79, Chapter 2, Section 1 of the Mississippi Code of 1972, as Amended. It has no capital stock and no shares of stock shall be issued. It is composed of members rather than Shareholders.

5. The period of existence shall be perpetual.

6. The primary purposes for which the corporation is formed is to be a regional transit authority serving Alcorn, Benton, Marshall, Prentiss, Tippah and Tishomingo Counties in Mississippi; to assist the elderly and handicapped and the general public with transportation in the said counties. The said transit authority

shall be funded by grants by the Department of Transportation, Washington, D. C., Council on Aging, Jackson, Mississippi, and Title XX of the Welfare Department, Jackson, Mississippi. In furtherance of said purpose, this corporation shall cooperate with all agencies and organizations, local, State and Federal, to improve and enhance the standard of living of the elderly and handicapped and the general public as well in the aforementioned six counties. The corporation shall receive monies and grants from any and all sources and distribute them in accordance with the purposes of this corporation.

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

WITNESS our signatures, this the 23rd day of December, 1982.

JIMMY MOORE - INCORPORATOR

CHARLIE D. SPEARMAN - INCORPORATOR

W. V. HORN - INCORPORATOR

STATE OF MISSISSIPPI

COUNTY OF PRENTISS

PERSONALLY appeared before me, the undersigned authority in and for the aforesaid State and County, the within named, JIMMY MOORE, CHARLIE D. SPEARMAN and W. V. HORN, each of whom acknowledged to me that they signed and delivered the foregoing Articles of Incorporation of NORTHEAST MISSISSIPPI REGIONAL TRANSIT AUTHORITY, INC. on the day and year therein mentioned.

GIVEN UNDER MY HAND and seal of office, this the 23rd day of December, 1982.

Lana Johnson
NOTARY PUBLIC

My commission expires:
11/4/84

Received at the office of the Secretary of State, this the 28th 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
This 31st day of 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 of the laws of the State, or the United States.

Bill Allain
ATTORNEY GENERAL

BY: Richard M. Allen
SPECIAL ASST. ATTORNEY GENERAL

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

SOUTHEAST UNION COUNTY RURAL 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 5th day of January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF Southeast Union County Rural Fire Department
An Unincorporated Association, To Incorporate, Designating the incorporators, The name of the proposed corporation and authorizing the expenditure of the funds of the association necessary to do so.

Be it resolved by the members of Southeast Union County Rural Fire Department 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 Carroll D. Thompson, Jimmy Tate, John R. Pilcher, Wayne Gentry

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Southeast Union County Rural Fire Department, Inc.

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

CERTIFICATE

I, John R. Pilcher, 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 28 October, 1982, at New Harmony Baptist Church, Union 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 20th

day of December 1982

Secretary John R Pilcher

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.

BOOK 289 PAGE 186 **NON-PROFIT**

THE CHARTER OF INCORPORATION OF

SOUTHEAST UNION COUNTY RURAL FIRE DEPARTMENT

1. The corporation title of said company is:

   SOUTHEAST UNION COUNTY RURAL FIRE DEPARTMENT, 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
Carroll D. Thompson	Rt 1	Blue Springs	Mississippi
Jimmy Tate	Rt 1	Blue Springs	Mississippi
John R. Pilcher	Rt 1	New Albany	Mississippi
Wayne Gentry	Rt 2	Blue Springs	Mississippi

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

3. The domicile is at Rt 1 (Street and No.) Blue Springs (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 shall be a nonprofit corporation with no shares of stock issued.
   The purpose of the corporation shall be to provide rural fire protection to the community by expending all funds for the purchase and improvement of firefighting equipment, training expenses, and other improvements regulated in Section 79-11-1, Code of Mississippi of 1972. It is a fire company.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:
   The purpose of the corporation shall be to establish a rural fire department for the fire protection of the community. The rights and powers of the officers and members of the corporation will be limited to those reasonably necessary to accomplish the purpose of procuring and maintaining necessary equipment, etc., to be used in the fire protection of the community.

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:

Carroll D. Thompson
Jimmy L. Tate
John R. Pilcher
Wayne Gentry

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Union

This day personally appeared before me, the undersigned authority Carroll D. Thompson, Jimmy Tate, John R. Pilcher, Wayne Gentry, incorporators of the corporation known as the Southeast Union County Rural 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 20 day of December, 1982

Arnold Doom, Chancery Clerk
By: Lynda Baker, D.C.

Received at the office of the Secretary of State this the 30th 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 31, 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

BOOK 289 PAGE 188

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

TENNESSEE VALLEY HOME HEALTH CARE, INC.
changing name from:
TENNESSEE VALLEY HEALTH SERVICES, INC.

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 5th day of January, A. D., 1983.

William F. Winter
Governor.

Attest:

Edwin Lloyd Pittman
Secretary of State.

CERTIFIED COPY OF RESOLUTION OF MEMBERS OF
TENNESSEE VALLEY HEALTH SERVICES, INC.

The undersigned, June Peters, Secretary of Tennessee Valley Health Services, Inc., a non-profit Mississippi corporation, certifies that the following resolution was duly adopted at a meeting of the members of Tennessee Valley Health Services, Inc. on the 22nd day of December, 1982, as follows:

> RESOLVED, that the amendments to the Charter of Incorporation of Tennessee Valley Health Services, Inc., dated December 22, 1982, be and it is hereby adopted and approved as a proposed amendment to the Charter of Incorporation, the original of which Charter of Incorporation was dated the 10th day of October, 1977.

SO CERTIFIED, this 22nd day of December, 1982.

June Peters
JUNE PETERS

CERTIFICATE

The undersigned, June Peters, Secretary of Tennessee Valley Health Services, Inc., hereby certifies that the foregoing resolution was adopted by all of the members of Tennessee Valley Health Services, Inc. and was duly adopted and has now been made a part of the minutes of said corporation. The undersigned further certifies that Orma R. Smith, Jr. is the duly elected and qualified President of the corporation on December 22, 1982.

June Peters
JUNE PETERS
Secretary

ATTEST:
Orma R. Smith, Jr.
ORMA R. SMITH, JR.

AMENDMENT TO CHARTER OF INCORPORATION OF
TENNESSEE VALLEY HEALTH SERVICES, INC.

Pursuant to Section 79-11-9, Mississippi Code, 1972, recompiled as amended, and other authority of law, including the resolution of the members of Tennessee Valley Health Services, Inc., legally adopted at a meeting of the members on December 22, 1982, a certified copy of said resolution being attached hereto. The Charter of Incorporation of Tennessee Valley Health Services, Inc., a non-profit, non-share corporation, existing under and by virtue of the laws of the State of Mississippi, with domicile in Corinth, Alcorn Mississippi, is amended to read as follows, to-wit:

Section 1. The corporate name and title of the corporation shall be changed from Tennessee Valley Health Services, Inc. to Tennessee Valley Home Health Care, Inc..

DATED, this 22nd day of December, 1982.

Orma R. Smith, Jr.
ORMA R. SMITH, JR.

ATTEST:
June Peters
JUNE PETERS
Secretary

STATE OF MISSISSIPPI

COUNTY OF ALCORN

This day personally appeared before me, the undersigned authority in and for the aforesaid county and state, the within named ORMA R. SMITH, JR. and JUNE PETERS, President and Secretary, respectively, of Tennessee Valley Health Services, Inc., who each and severally acknowledged the execution of the above and foregoing Amendment to Charter of Incorporation upon full authority to do so on behalf of the corporation, and pursuant to resolution duly adopted by the members of the corporation.

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

Katie H. Brumley
Notary Public

My Commission Expires:
My Commission Expires Sept. 20, 1985

Received at the office of the Secretary of State, this the 28th 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 31, 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

SOUTHAVEN SHRINE CLUB HOLDING COMPANY, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 6th day of January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

CERTIFIED COPY OF RESOLUTION

OF

SOUTHAVEN SHRINE CLUB

At a regular meeting of the SOUTHAVEN SHRINE CLUB held on the 23rd day of September, 1982, on motion duly made, seconded and carried, the following Resolutions were unanimously adopted, to-wit:

"RESOLVED, that this group should organize and operate as a non-profit non-share fraternal association.

"RESOLVED, that the following members, all of whom are adult resident citizens of the State of Mississippi, are hereby authorized, directed and empowered to make application to the State of Mississippi for the grant of a charter:

NAME	STREET AND NUMBER	CITY	STATE
G. T. Garner	1310 Goodman Road	Horn Lake	MS 38637
James Thomas Brooks	8687 Yorktown Drive	Southaven	
James D. Pearson	Route 1	Lake Cormorant	MS 38641

"RESOLVED, that the corporate title of said non-profit non-share corporation shall be 'Southaven Shrine Club Holding Company, Inc.'"

"RESOLVED, that James D. Pearson, Route 1, Lake Cormorant, Mississippi 38641, be, and he hereby is designated and appointed Registered Agent of this corporation in the State of Mississippi upon whom service of process against this corporation may be had in the event of any suit against this corporation in said State; and that all prior designations and appointments of Registered Agents, if any, be and the same are hereby revoked.

I, the undersigned Secretary of Southaven Shrine Club certify that the above Resolutions were duly passed at the above men-

tioned regular meeting and that said Resolutions are still in full force and effect.

WITNESS my hand this 5th day of October , 1982.

Garnett West
SECRETARY

APPROVAL

The application of the Southaven Shrine Club to organize a shrine club holding company, pursuant to § 337.6 of the By-Laws of the Imperial Council was presented to the undersigned.

Upon review and consideration of the Certificate of approval of the Potentate of Wahabi Temple, the authorizing temple, and the proposed Articles of Incorporation, we hereby grant our approval of the application and the corporation may be organized.

Dated this 8 day of November, 1982.

Chairman - Jurisprudence & Law Committee

General Counsel

Imperial Potentate

CHARTER OF INCORPORATION
OF
SOUTHAVEN SHRINE CLUB HOLDING COMPANY, INC.

1. The corporate title of said company is: SOUTHAVEN SHRINE CLUB HOLDING COMPANY, INC.

2. The names 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 are:

Name	Street Number	City	State
G. T. GARNER	1310 Goodman Road	Horn Lake	MS 38637
JAMES THOMAS BROOKS	8687 Yorktown Drive	Southaven	MS 38671
JAMES D. PEARSON	Route 1	Lake Cormorant	MS 38641

3. The domicile of the said corporation in this State is: Route 1, Lake Cormorant, Southaven, Mississippi 38641.

4. The corporation shall be a fraternal non-profit corporation for the sole purpose of holding title to real or personal property other than cash or securities owned by the Club and to do any and all things incident and necessary to the accomplishment of the purposes of said corporation as herein authorized and provided. No part of its assets or funds shall inure to the benefit of any member of the corporation nor revert to any officer or trustee thereof.

5. The period of existence is perpetual. No person, firm or corporation shall ever receive any dividend or profits from the undertaking of this corporation and in the event of dissolution, the assets and funds remaining after payment of all debts of the corporation shall be conveyed to SHRINERS' HOSPITALS FOR CRIPPLED CHILDREN, a Colorado corporation, or WAHABI TEMPLE, A.A.O.N.M.S.. No part of the assets or funds may inure to the

benefit of any member of the corporation, nor revert to any officer or trustee thereof.

6. The trustees and officers of the corporation shall be members in good standing in the Southaven Shrine Club and remain subject to the By-Laws of Wahabi Temple, A.A.O.N.M.S., and control of the Potentate thereof.

7. The Potentate of Wahabi Temple, A.A.O.N.M.S., shall have power to remove from office in the corporation any trustee or officer for disobedience of his orders or for any violation of the By-Laws of Wahabi Temple with respect to the conduct of the affairs of the corporation.

8. The Board of Trustees of the corporation shall consist of not less than six nor more than twelve members, all of whom shall be members in good standing of the Southaven Shrine Club and Wahabi Temple, A.A.O.N.M.S., and shall serve three-year staggered terms, with no less than two nor more than four to be elected at each annual meeting of the Southaven Shrine Club. The officers of the corporation shall be elected by the members of the corporation at each annual meeting.

9. The corporation shall not carry on propaganda, or otherwise act to influence legislation, or engage in political activity.

10. The corporation shall not be required to make publication of this Charter, shall issue no shares of stock, shall divide no dividends or profits among its members; expulsion shall be the only remedy for nonpayment of dues; there shall be vested in each member of the corporation the right to one vote in the election of all officers; the loss of membership, by death or otherwise, shall terminate all interest of such members in the assets; and no liabilities shall attach against the members for debts of

benefit of any member of the corporation, nor revert to any officer or trustee thereof.

6. The trustees and managing officers of the corporation shall be members in good standing in the club and remain subject to the By-Laws of Wahabi Temple, A.A.O.N.M.S., and control of the Potentate thereof.

7. The Potentate of Wahabi Temple, A.A.O.N.M.S., shall have power to remove from office in the corporation any trustee or managing officer for disobedience of his orders or for any violation of the By-Laws of Wahabi Temple with respect to the conduct of the affairs of the corporation.

8. The Board of Trustees of the corporation shall consist of not less than six nor more than twelve members, all of whom shall be members in good standing of the Southaven Shrine Club and Wahabi Temple, A.A.O.N.M.S., and shall serve three-year staggered terms, with no less than two nor more than four to be elected at each annual meeting of the Southaven Shrine Club. The Board of Trustees shall (i) elect all necessary officers and prescribe the duties and tenures thereof, (ii) adopt By-Laws, rules and regulations and (iii) supervise the business of the corporation.

9. The corporation shall not carry on propaganda, or otherwise act to influence legislation, or engage in political activity.

10. The corporation shall not be required to make publication of this Charter, shall issue no shares of stock, shall divide no dividends or profits among its members; expulsion shall be the only remedy for nonpayment of dues; there shall be vested in each member of the corporation the right to vote in the election of all trustees; the loss of membership, by death or otherwise, shall terminate all interest of such members in the assets; and no liabilities shall attach against the members for debts of

the corporation, but the entire property of the corporation shall be liable for the claims of creditors.

G. T. GARNER

JAMES THOMAS BROOKS

JAMES D. PEARSON

INCORPORATORS

STATE OF MISSISSIPPI

COUNTY OF DeSOTO

This day personally came and appeared before me, the undersigned authority in and for said jurisdiction, G. T. GARNER, JAMES THOMAS BROOKS and JAMES D. PEARSON, Incorporators of the corporation known as SOUTHAVEN SHRINE CLUB HOLDING COMPANY, INC., who acknowledged that they signed and executed the above and foregoing Charter of Incorporation as their act and deed on this the 7th day of October, 1982.

NOTARY PUBLIC

My Commission Expires:

6/25/85

CERTIFICATE

The written application of the Southaven Shrine Club to form a shrine club holding company, stating the reason such incorporation was necessary, was presented to me. A draft of the proposed Articles of Incorporation were attached to the application. Wahabi Temple, A.A.O.N.M.S. has jurisdiction of this shrine club.

I hereby certify that I have approved the application and the Articles of Incorporation.

Dated this 25 day of October, 1982.

Attest: Potentate - Wahabi Temple

Received at the office of the Secretary of State, this 20th day of December, 1982, together with the sum of Twenty and No/100 Dollars ($20.00) deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Eldon Floyd Pittman
SECRETARY OF STATE

Jackson, Mississippi
January 5, 1983

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
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

PHI DELTA HOUSE 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 6th day of January, A. D., 1983.

William F. Winter

Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

ABSTRACT OF MINUTES OF THE MEETING OF THE INCORPORATORS

OF A PROPOSED NON-PROFIT CORPORATION

PHI DELTA HOUSE CORPORATION

Be it remembered that at a meeting of proposed promoters and incorporators of PHI DELTA HOUSE CORPORATION held at 1:00 P.M. on Monday, December 13, 1982, in Starkville, Oktibbeha County, Mississippi, the following proceedings were had, to-wit:

The meeting was presided over by John W. Crowell, who acted as the temporary chairman thereof.

Phyllis B. McCorkle offered the following resolution:

> WHEREAS, it is necessary for a charter to be issued by the State of Mississippi to authorize Phi Delta House Corporation to operate and function as a non-profit corporation under the laws of the State of Mississippi under the name of Phi Delta House Corporation.
>
> BE IT RESOLVED, That John W. Crowell, Phyllis B. McCorkle, and Barbara B. Bradford be, and they are hereby, authorized, empowered and directed to make application of the appropriate authorities of the State of Mississippi in the form according to law, for a charter of incorporation as a non-profit corporation under the laws of this State.

After discussion, the resolution was unanimously adopted. This is a true and correct copy of the proceedings of the described meeting.

Barbara B. Bradford

BARBARA B. BRADFORD
Acting Secretary

THE CHARTER OF INCORPORATION

OF

PHI DELTA HOUSE CORPORATION

I.

The corporate title of the organization is: PHI DELTA HOUSE CORPORATION.

II.

The names, street addresses and post office addresses of the three (3) incorporators, all of whom are adult resident citizens of the State of Mississippi, are:

John W. Crowell
1206 12th Avenue North
Columbus, Mississippi 39701

Phyllis B. McCorkle
2626 Lyford Drive
Columbus, Mississippi 39701

Barbara B. Bradford
1023 3rd Avenue North
Columbus, Mississippi 39701

III.

The domicile of the corporation in this State is 214 Main Street, Starkville, Mississippi 39759.

IV.

This corporation is non-profit and no shares of stock are to be issued. It is a fraternal organization which is one of the types of non-profit corporations set forth in Miss. Code Ann. Section 79-11-1 (1972).

V.

The period of existence of this corporation shall be perpetual.

VI.

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

A. To promote lasting and enduring friendships among its members; to foster high standards of intellectual achievement

and ethical behavior among its members; to promote the education of its members and to promote the educational and social milieu of the college where Phi Delta Chapter of Chi Omega Fraternity is established; to cooperate with the college where Phi Delta Chapter is established; and to promote the development of education and advancement in life of its members.

B. To acquire, build, maintain, and operate real estate for use as a chapter house for the active members of Phi Delta Chapter, as constituted from time to time, for the promotion of the physical welfare of, and social intercourse among, such members, and to own, maintain, repair, furnish and improve the same as a residence for such members, and for the accommodation, convenience, pleasure and entertainment of such members, and to do any and all things necessary or incident thereto.

C. To sell, mortgage or in any other lawful manner dispose of or encumber its money, choses in action, real or personal property as seems beneficial to the corporation, except that no properties or dividends shall be paid to the members of the corporation or to any person, firm, or corporation as dividends for them, except as specifically authorized and provided for in Miss. Code Ann. Section 79-11-1 (1972) et seq.

D. The Corporation does not contemplate pecuniary gain or profit incidental or otherwise to its members, and accordingly no profits will inure to the benefit of any individual. No part of any funds of the Corporation shall inure to the benefit of or be distributed to its members, trustees or officers, or to 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.

E. 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 publication or distribution of statements) any political campaign on behalf of any candiate for public office. Notwithstanding any other provisions hereof, the Corporation shall not carry on any other activities not permitted to be carried on under Section 501(c)(7) of the Internal Revenue Code of 1954 (or of the corresponding provisions of any future United States Internal Revenue Code).

F. To have and use the corporate seal, to sue and be sued, to exercise generally such poers as are by law conferred upon corporations not for profit.

G. To have and to exercise all powers now or hereafter conferred by the laws of the State of Mississippi upon corporations not for profit organized pursuant to the laws of the State of Mississippi, reasonably necessary to accomplish the stated purposes of the corporation, and any and all acts amendatory and supplemental thereof, and to engage in any other lawful activities.

VII.

After leaving the active student ranks of the fraternity, all initiated members of the Chi Omega Fraternity shall be eligible for membership in this corporation, and shall be entitled to vote in the election of officers. 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.

VIII.

Upon dissolution of the Corporation, or upon the Corporation ceasing to do business, or in the event Phi Delta Chapter ceases to exist, the Board of Trustees of the Corporation (or other governing body) shall, after paying or making provisions for the payment of all the liabilities of the Corporation, transfer all of the assets of the Corporation to Chi Omega Fraternity, an Ohio non-profit Corporation, being the national organization of Chi Omega Fraternity.

WITNESS THE SIGNATURES of these incorporators on this the 27 day of December, A.D., 1982.

JOHN W. CROWELL

PHYLLIS B. McCORKLE

BARBARA B. BRADFORD

STATE OF MISSISSIPPI
COUNTY OF LOWNDES

This day personally appeared before me, the undersigned authority of law, in and for said county and state, JOHN W. CROWELL, who acknowledged to me that he signed and delivered the foregoing instrument on the day and year therein mentioned, for the purpose therein expressed, as and for his own act and deed.

Given under my hand and seal, on this the 27th day of December, A.D., 1982.

NOTARY PUBLIC

(SEAL)

My Commission Expires: 9-8-86.

STATE OF MISSISSIPPI
COUNTY OF LOWNDES

This day personally appeared before me, the undersigned authority of law, in and for said county and state, PHYLLIS B. McCORKLE, who acknowledged to me that she signed and delivered the foregoing instrument on the day and year therein mentioned, for the purpose therein expressed, as and for her own act and deed.

Given under my hand and seal, on this the 27th day of December, A.D., 1982.

NOTARY PUBLIC

(S E A L)

My Commission Expires: 9-8-86.

STATE OF MISSISSIPPI
COUNTY OF LOWNDES

This day personally appeared before me, the undersigned authority of law, in and for said county and state, BARBARA B. BRADFORD, who acknowledged to me that she signed and delivered the foregoing instrument on the day and year therein mentioned, for the purpose therein expressed, as and for her own act and deed.

Given under my hand and seal, on this the 27th day of December, A.D., 1982.

NOTARY PUBLIC

(S E A L)

My Commission Expires: 9-8-86.

Received at the office of the Secretary of State, this the 29th day of December A. D., 1982 together with the sum of $ 22.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

January 4, 1983

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

VASSAR PRISCILLA ANDERSON MEMORIAL FOUNDATION

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 6th day of January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF Vassar Priscilla Anderson Memorial Foundation

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 Vassar Priscilla Anderson Memorial Foundation 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 Anne S. Anderson, Thomas D. Kearns and Alvina Bristow

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Vassar Priscilla Anderson Memorial Foundation; 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, Alvina Bristow, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the day of Dec. 28, 1982 at Gulfport, Mississippi at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 28th

day of December 1982

Secretary Alvina Bristow

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.

BOOK 289 PAGE 212 **NON-PROFIT**

THE CHARTER OF INCORPORATION OF

VASSAR PRISCILLA ANDERSON MEMORIAL FOUNDATION

1. The corporation title of said company is: Vassar Priscilla Anderson Memorial Foundation

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
Priscilla Anne S. Anderson	2503 Cypress Avenue	Gulfport	Mississippi
Thomas D. Kearns	2503 Cypress Avenue	Gulfport	Mississippi
Alvina Bristow	104 South Kerns Drive	Gulfport	Mississippi

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

3. The domicile is at 2503 Cypress Avenue (Street and No.) Gulfport (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 is a non-profit corporation and no shares of stock shall be issued; and further that it is a charitable association as authorized by Section 79-11-1 of the Mississippi Code of 1972, amended

5. Period of existence shall be perpetual.

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

To engage in the study, distribution, preservation, collection and research of genealogical books, records and data and to provide a place for the dissemination of such information and material.

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:

Anne S. Anderson
ANNE S. ANDERSON

Thomas D. Kearns
THOMAS D. KEARNS

Alvina Bristow
ALVINA BRISTOW

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Harrison

This day personally appeared before me, the undersigned authority Anne S. Anderson, Thomas D. Kearns, Alvina Bristow, _____, _____, _____, incorporators of the corporation known as the Vassar Priscilla Anderson Memorial Foundation 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 December, 19 82

My Commission Expires Dec. 11, 1983

Received at the office of the Secretary of State this the 31st 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.

Elaine Lloyd Pittman
Secretary of State

Jackson, Miss., January 4, 1983

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
for Bill
Assistant Attorney General

C-30-2

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

CARPE DIEM SOCIAL CLUB
OF LEFLORE COUNTY, MS, 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 January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION

We, the undersigned officersof the Carpe Diem Social Club of Leflore County, MS an unincorporated group of citizens of Greenwood, MS and surrounding communities, believing it to be in the best interest of the club, that if forthwith incorporates as a non-profit corporation under the laws of the State of Mississippi, to operate, conduct, and maintain a membership club in the community of Greenwood, Mississippi.

BE IT THEREFORE RESOLVED, by the members of the CARPE DIEM SOCIAL CLUB OF LEFLORE COUNTY, MS, that Jeanette Echols, Dian Byrd, and Vera McCoy are elected, appointed, designated, and authorized to act as incorporators in applying for a charter for this club to be named The Carpe Diem Social Club of Leflore County, INC., MS/ that they are fully empowered to do so and perform any and all other acts necessary to secure said charter.

WITNESS OUR SIGNATUES, on this the 17th day of November, 1982.

Jeanette Echols
PRESIDENT

Delia Little
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: CARPE DIEM SOCIAL CLUB OF LEFLORE COUNTY, MS, 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
Jeanette Echols	Rt. 1, Box 4	Philipp,	MS 38950
Dian Byrd	711 Avenue F	Greenwood,	MS 38930
Vera McCoy	1204 Clay Avenue	Greenwood,	MS 38930

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

3. The domicile is at P. O. Box 563, 711 Ave. F (Street and No.) Greenwood, (City) MS 38930 (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 shall be non-profit and no shares of stock shall be issued. This is a civic improvement association.

5. Period of existence shall be perpetual.

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

To organize and maintain a club for the social enrichment of its members through social, educational, and civic activity in the community.

To promote citizen participation in civic affairs.

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: Jeanette Echols
Diann Byrd
Vera McCoy

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of LEFLORE

This day personally appeared before me, the undersigned authority JEANETTE ECHOLS DIAN BYRD, VERA MCCOY,

incorporators of the corporation known as the CARPE DIEM SOCIAL CLUB OF LEFLORE COUNTY, INC., 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 17th day of November, 1982

MY COMMISSION EXPIRES MARCH 9, 1985 Linda S. Johnson

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 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., January 4, 1983

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

OKTIBBEHA FIREFIGHTERS, 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 January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF THE MEMBERSHIP OF OKTIBBEHA FIREFIGHTERS

BE IT REMEMBERED that the membership of Oktibbeha Firefighters, an unincorporated association functioning as a volunteer fire department in Oktibbeha County, met in the home of Sammy E. McMinn, at 141 Morgantown Road, Sturgis, Mississippi, of the 9th day of December, 1982.

On motion made and seconded, the following resolution was unanimously adopted:

THAT WHEREAS, It will be to the best interest of the Association and to the safety of the community that the association be incorporated as a non-profit corporation under the provisions of Section 79-11-1 Mississippi Code 1972, with authority to operate a volunteer fire department located in Oktibbeha county.

BE IT THEREFORE RESOLVED that Sammy E. McMinn, as President, Dixie H. McMinn, as Secretary-Treasurer , of Oktibbeha Firefighters Association , and Roy Baggett, be authorized on behalf of the membership to execute and deliver to the Secretary of State of Mississippi such applications as may be required by law for such purpose.

There being no further business, the meeting was adjourned.

CERTIFICATE

I, Mrs. Dixie H. McMinn, Secretary-Treasurer of Oktibbeha Firefighters Association, do hereby certify that the foregoing is a true, accurate and complete copy of a resolution duly and legally adopted by the membership of Oktibbeha Firefighters Association on the 9th day of December, 1982.

Witness my hand and Official Seal this 9th day of December, 1982.

Dixie H. McMinn

Mrs. Dixie H. McMinn

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:
   OKTIBBEHA FIREFIGHTERS, 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
Sammy E. McMinn,	141 Morgantown Road,	Sturgis,	MS 39769 (Rt. 2,Box 141
Mrs. Dixie H. McMinn,	141 Morgantown Road,	Sturgis,	MS 39769
Roy Baggett,	No. 1 Highway 12 East,	Sturgis,	MS 39769

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

3. The domicile is at 141 Morgantown Road, Sturgis, MS 39759 (Rt. 2, Box 141)
   (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 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:

   To engage generally in operating and serving as a volunteer fire department located in Oktibbeha County, Mississippi, to enter into such agreements as may be authorized by law with persons, firms, corporations, and governmental entities for the use, operation and preservation of firefighting equipment, to receive funds as may be authorized by law for the operation of such volunteer fire department, the schooling of members, and all other incidential or convenient activities reasonably required or convenient to the operation of the same.

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: Sammy E. McMinn
Dixie H. McMinn
Roy Baggett

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of OKTIBBEHA

This day personally appeared before me, the undersigned authority Sammy E. McMinn, Dixie H. McMinn, Roy Baggett, incorporators of the corporation known as the Oktibbeha Firefighters, 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 December, 19 82

My Commission Expires March 26, 1986. Glen E. Mullen

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 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., January 4, 1983

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

SLAYDEN LANDING LTD.

is hereby 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 January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION AUTHORIZING
INCORPORATION

WHEREAS, the Slayden Landing association desires to become incorporated and

WHEREAS, the best interest of the said unincorporated association would be promoted by its incorporation;

THEREFORE BE IT RESOLVED by the members of the Slayden Landing association that Charles A. King, Paul Hurdle and Mrs. W. M. Ross, being authorized and directed to act as incorporates for the association and to do any and all acts necessary for the procurement of a charter of incorporation for this organization, with its corporate name to be known as Slayden Landing Ltd.

The above resolution was unanimously adopted this the 17th day of October, 1982.

CERTIFICATE OF SECRETARY

I, Mrs. W. M. Ross, Secretary of the Slayden Landing Ltd. of Marshall County, Mississippi, hereby certify that the above and foregoing is a true and correct copy of the resolution adopted by the members of the association on the date therein stated as it appears in the minutes of the association.

CERTIFIED to this the 24 day of December, 1982.

Mrs. W. M. Ross
MRS. W. M. ROSS

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

SLAYDEN LANDING LTD.

1. The corporation title of said company is: Slayden Landing Ltd.

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

Name	Street & No.	City	State
Charles A. King	Route 2, Box 181C,	Holly Springs	MS 38635
Paul Hurdle	Route 2, Box 172	Holly Springs	MS 38635
Mrs. W. M. Ross	Route 1, Box 138A	Lamar	MS 38652

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

3. The domicile is at Route 1, Box 131A, Lamar MS 38642
(Street and No.) (City) (State)

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

This is a non-profit corporation and no shares of stock are to be issued. This corporation is and shall act as a corporation for the improvement and support of schools and institutions of learning and shall also act as a civic improvement corporation.

5. Period of existence shall be perpetual.

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

(a) To own, operate, assist, encourage, and promote recreational, athletic, educational and cultural facilities, including, but not limited to, playgrounds, parks, athletic fields, swimming pools, dining and eating establishments, theaters, libraries, museums, day nurseries, schools, academies, transportation vehicles, places of amusement and entertainment and related facilities thereto.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, maintain, and operate, if necessary, real and personal property, either or both, or any interest therein, wherever situated.

(c) To sell, convey, mortgage, execute deeds of trust upon, pledge, lease, exchange, transfer and otherwise dispose of all or part of its property and assets.

(d) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, shares or interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, direct or indirect obligations of the United States of America or the State of Mississippi or any other state, or any political subdivision thereof, or ogvernmental district or municipality or of any instrumentality thereof.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall 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: Paul Hurdle
Charles A. King
Mrs. W. M. Ross

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of _____

This day personally appeared before me, the undersigned authority Charles A. King, Paul Hurdle, Mrs. W. M. Ross, _____, _____, _____, incorporators of the corporation known as the Slayden Landing Ltd. 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 December, 19[illegible]

My Commission Expires October 14, 1985

Leslie J. McClure – Notary

STATE OF MISSISSIPPI

County of _____

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

Received at the office of the Secretary of State this the 3 day of Jan A.D., 19 83, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss., January 4, 19 83

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

ST. ANDREW'S EPISCOPAL DAY SCHOOL

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 6th day of January, A. D., 1983.

Attest:

Edwin Lloyd Pittman
Secretary of State.

William F. Winter
Governor.

CERTIFIED COPY OF THE RESOLUTION OF THE
MEMBERS OF ST. ANDREW'S EPISCOPAL DAY SCHOOL
A MISSISSIPPI NONPROFIT CORPORATION, ADOPTING AND
APPROVING PROPOSED AMENDMENT TO CHARTER OF INCORPORATION

BE IT RESOLVED by the Members of St. Andrew's Episcopal Day School, a Mississippi nonprofit corporation, that the Charter of Incorporation be amended as follows, to-wit:

That the fifth and sixth paragraphs of Section 7 be amended to read as follows:

> The members of the Corporation shall consist of the Dean of St. Andrew's Cathedral, Jackson, Mississippi, twenty persons elected by the Vestry of St. Andrew's Cathedral, Jackson, Mississippi and the duly elected and qualified Trustees of St. Andrew's Episcopal Day School, as they, and each of them, may be duly elected and qualified from time to time. Members elected by the Vestry shall serve such terms as provided in the Corporation's bylaws.
>
> The Board of Trustees shall consist of eighteen members selected in such manner and for such terms as provided in the Corporation's bylaws. The Board of Trustees shall have full control and supervision of the operations and management of the Corporation, its activities and its property and authority to employ any assistance necessary for the administration of the business of the Corporation. The Board of Trustees shall elect a chairman from among its members. The Chairman shall serve as presiding officer and President of the Corporation.

BE IT FURTHER RESOLVED, that the President and Secretary of the corporation be and they are hereby authorized to perform all acts requisite to secure the approval of the foregoing amendment to the Charter of Incorporation of this corporation.

CERTIFICATE

I, Dennis M. Ford, do hereby certify that I am the duly elected, qualified and acting Secretary of St. Andrew's Episcopal Day School, a Mississippi nonprofit corporation, and that the foregoing is a true and correct copy of a Resolution duly and properly adopted at a meeting of the members of said corporation held on the 13th day of December, 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 13th day of December, 1982.

Dennis M. Ford
Secretary

PROPOSED AMENDMENT TO THE
CHARTER OF INCORPORATION OF
ST. ANDREW'S EPISCOPAL DAY SCHOOL
A MISSISSIPPI NONPROFIT CORPORATION

That the fifth and sixth paragraphs of Section 7 of the Charter of said corporation be amended to read as follows:

> The members of the Corporation shall consist of the Dean of St. Andrew's Cathedral, Jackson, Mississippi, twenty persons elected by the Vestry of St. Andrew's Cathedral, Jackson, Mississippi and the duly elected and qualified Trustees of St. Andrew's Episcopal Day School, as they, and each of them, may be duly elected and qualified from time to time. Members elected by the Vestry shall serve such terms as provided in the Corporation's bylaws.
>
> The Board of Trustees shall consist of eighteen members selected in such manner and for such terms as provided in the Corporation's bylaws. The Board of Trustees shall have full control and supervision of the operations and management of the Corporation, its activities and its property and authority to employ any assistance necessary for the administration of the business of the Corporation. The Board of Trustees shall elect a chairman from among its members. The Chairman shall serve as presiding officer and President of the Corporation.

JOHN VAUGHEY

STATE OF MISSISSIPPI

COUNTY OF Hinds

This day personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction, the above named JOHN VAUGHEY, President of ST. ANDREW'S EPISCOPAL DAY SCHOOL, a Mississippi nonprofit corporation, who acknowledged that as such officer of said corporation he executed the above and foregoing proposed Amendment to the Charter of Incorporation of said corporation as his act and deed and for and on behalf of said corporation.

GIVEN under my hand and official seal, this the 2[illegible] day of [illegible], 1982.

NOTARY PUBLIC

My Commission Expires:

My Commission Expires Aug. 31, 1986

BOOK 289 PAGE 230

Received at the office of the Secretary of State, this the 31st 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.,

January 4, 1983

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

Bill Allain
ATTORNEY GENERAL.

By Richard W. Allen
Special Assistant Attorney General.

BOOK 289 PAGE 231

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

THE CHARLES HARGETT EVANGELICAL
AND TEACHING MINISTRIES, INC.

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 6th day of January, A. D., 1983.

Attest:

Edwin Lloyd Pittman

Secretary of State.

William F. Winter

Governor.

CERTIFIED COPY OF RESOLUTION
ADOPTED BY

AT A MEETING OF THE MEMBERS HELD ON
DECEMBER 29, 1982
AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF
THE CHARLES HARGETT EVANGELICAL AND TEACHING MINISTRIES, INC.

WHEREAS, The Charles Hargett Evangelical and Teaching Ministries, 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 for a proper distribution of its assets upon dissolution where Bowmar Avenue Baptist Church is no longer in existence.

THEREFORE, BE IT RESOLVED by The Charles Hargett Evangelical and Teaching Ministries, Inc. that its charter is amended as follows: Article 4 of the Charter is amended to add the following sentence:

"If Bowmar Avenue Baptist Church is not in existence at the time 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) 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, Charles M. Hargett, President of The Charles Hargett Evangelical and Teaching Ministries, 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 Charles Hargett Evangelical and Teaching Ministries, Inc. in a meeting assembled on the 29th

day of December, 19~~8~~82, in Vicksburg Mississippi.

WITNESS MY SIGNATURE, this 29th day of December, 19~~8~~82.

Charles M. Hargett
PRESIDENT

ARTICLES OF AMENDMENT TO THE CHARTER OF INCORPORATION OF

THE CHARLES HARGETT EVANGELICAL AND TEACHING MINISTRIES, INC.

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

FIRST: Article 4 of the charter is amended to add the following sentence:

"If Bowmar Avenue Baptist Church is not in existence at the time 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) 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."

SECOND: The ~~following~~ amendment of the Charter of Incorporation was adopted by the members of the corporation on December 28, 19 82, at a regular meeting of the members of the corporation at Vicksburg, Mississippi.

DATED: This the 29th day of December, 19 82.

SIGNED: The Charles Hargett Evangelical and Teaching Ministries, Inc.
(Name of Corporation)

BY: Charles M. Hargett
President

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF WARREN

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Charles M. Hargett, President of The Charles Hargett Evangelical

and Teaching Ministries, Inc., who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of The Charles Hargett Evangelical and Teaching Ministries, Inc., on this the 29th day of December, 1982.

Patsy Collins
NOTARY PUBLIC

PATSY COLLINS NOTARY PUBLIC

My Commission expires: 5/23/83

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

A. D., 1983, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

January 4, 1983

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
ATTORNEY GENERAL.

By _____
Assistant Attorney General.

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

UNITY CHAPEL CHRISTIAN FELLOWSHIP

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 7th day of January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF UNITY CHAPEL CHRISTIAN 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 Unity Chapel Christian 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 Rev. Larkin Collins, Minnie Collins and Ronnie Clinton are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named UNITY CHAPEL CHRISTIAN 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, Minnie Collins, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the day of Nov. 30, 1982, at 134 Fox Run Drive, Hattiesburg, Mississippi, at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 31st day of December, 1982.

Secretary Mrs. Minnie Collins

C-30-3

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

BOOK 289 PAGE 239

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

UNITY CHAPEL CHRISTIAN FELLOWSHIP

1. The corporation title of said company is: Unity Chapel Christian Fellowship, 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. Larkin Collins	134 Fox Run Drive	Hattiesburg	Mississippi 39401
Minnie Collins	134 Fox Run Drive	Hattiesburg	Mississippi 39401
Ronnie Clinton	215 Fox Run Drive	Hattiesburg	Mississippi 39401

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

3. The domicile is at 134 Fox Run Drive, Hattiesburg, Mississippi 39401
(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 NonProfit Corporation and no shares of stock shall be issued; and this corporation is an inter-denominational Church

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated: To establish and maintain an interdenominational church and to provide a place of public worship in the City of Hattiesburg, Mississippi; to establish, maintain and conduct schools for the religious instruction of the young, and to further other religious and charitable work, and to that end adopt and establish By-Laws, and make rules and regulations deemed necessary and expedient for the management of its affairs, in accordance with law and not inconsistent with these articles of incorporation; and, to take, manage, hold and dispose of the property, real and personal, of said corporation.

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 289 PAGE 240

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

Signatures:

Rev. Larkin Collins

Mrs. Minnie Collins

Ronald A. Clinton

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Forrest

This day personally appeared before me, the undersigned authority in and for the said County and State, the within named REV. LARKIN COLLINS, MINNIE COLLINS and RONNIE CLINTON, incorporators of the corporation known as the UNITY CHAPEL CHRISTIAN 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 31st day of December, 1982.

Notary Public

My Commission Expires: April 12, 1983

Received at the office of the Secretary of State this the 4th day of January A.D., 1983, together with the sum of $200 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Secretary of State

Jackson, Miss., January 5th, 1983

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

ALCORN BANK AND TRUST COMPANY
CORINTH, MISSISSIPPI

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 7th day of January, A. D., 1983.

Attest:

Edwin Lloyd Pittman
Secretary of State.

William F. Winter
Governor.

State of Mississippi

Department of Banking and Consumer Finance

JACKSON

The within and foregoing Amendment to the Charter of Incorporation of

ALCORN BANK AND TRUST COMPANY

CORINTH, 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 30th *day of* December *19*82

Alanson V. Turnbough

Deputy Commissioner

Alanson V. Turnbough

Alcorn Bank
& Trust Company

DENNIS UPCHURCH
PRESIDENT

December 29, 1982

This is to certify that this is a true and correct copy of the Board of Directors Meeting, in which the board approved to call a Special Shareholders Meeting.

Dennis Upchurch
President

Subscribed and sworn to before me, in my presence, this 29th day of Dec. 1982, a Notary Public in and for the (county) (state) of Alcorn, Ms

Juanita A. Boyd
(Signature)
Notary Public
My Commission Expires 7-9, 1986

304 S. Cass St. • P. O. Box 390 • Corinth, Mississippi 38834 • (601) 287-4484

12. Capital loans will not be made to a business unless made on a specific pay back plan.

Motion was then made by Joe Denson, seconded by Bill Phillips and unanimously approved that the Board will call for a special shareholders meeting as provided for in the By-Laws, said meeting to be held on Wednesday, December 15, 1982 at 3:00 P.M. to approve the issuance of new common stock in the amount of $400,000. This stock is to be issued at current book value as of December 1, 1982, with preferential rights.

Motion by Joe Denson, seconded by Bobby McDaniel and passed unanimously to immediately transfer from Retained Earnings or Undivided Profits an amount equal to 1% of the net outstanding loans, less Loan Participations, plus 100% of the amount classified as doubtful on the current FDIC examination.

There being no further business to come before the Board, motion was duly made, seconded and passed for the meeting to adjourn.

Dennis Upchurch, President

Alcorn Bank
& Trust Company

DENNIS UPCHURCH
PRESIDENT

December 29, 1982

This is to certify that the attached is a true and correct copy of the letter and proxy mailed to all shareholders of Alcorn Bank and Trust Company. This letter was mailed December 2, 1982 in accordance with the ten (10) day notice as set forth in the by-laws.

ALCORN BANK & TRUST COMPANY

BY [signature]
Dennis Upchurch, President

Subscribed and sworn to before me, in my presence, this 29th day of Dec 1982 a Notary Public in and for the (county) (state) of Alcorn Ms

[signature]
(Signature)
Notary Public
My Commission Expires 7-9-1986

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BOOK 289 PAGE 246

Alcorn Bank
& Trust Company

DENNIS UPCHURCH
PRESIDENT

NOTICE OF MEETING OF SHAREHOLDERS

December 2, 1982

TO SHAREHOLDERS OF

THE ALCORN BANK AND TRUST COMPANY, CORINTH, MISSISSIPPI

NOTICE IS HEREBY GIVEN, that pursuant to call of its Directors a special meeting of shareholders of THE ALCORN BANK AND TRUST COMPANY OF CORINTH, MISSISSIPPI, will be held at the Holiday Inn, Highway 72 West, Corinth, Mississippi, on Wednesday, December 15, 1982 at 3:00 P.M., for the purpose of considering and voting upon the following matters:

1. Issuance of additional shares of common stock

2. Whatever other business may be brought before the meeting or any adjournment thereof.

Enclosed please find a Proxy for Meeting of Shareholders. If you do not plan to attend the Shareholders Meeting on December 15, 1982, please sign the enclosed Proxy and return to us in the enclosed envelope which may be mailed or hand delivered to the bank.

Should you have any questions concerning this Proxy, please do not hesitate to contact me.

Cordially,

Dennis Upchurch
President

jb

Encls.

304 S. Cass St. • P. O. Box 390 • Corinth, Mississippi 38834 • (601) 287-4484

PROXY FOR MEETING OF SHAREHOLDERS

Know all men by these present that I, the undersigned shareholder in the Alcorn Bank and Trust Company of Corinth, Mississippi, so hereby nominate, constitute and appoint, _____ my true and lawful attorney(s) with full power of substitution, for me and in my name, place and stead to vote all the common stock of said bank standing in my name on its books, at a special meeting, to be held at the Holiday Inn, Highway 72 West in Corinth, MS, on Wednesday, December 15, 1982, at 3:00 P.M. or at any adjournment thereof, as follows:

1. Issuance of additional shares of common stock

2. Whatever other business may be brought before the meeting or any adjournment thereof

I hereby revoke all proxies by me heretofore given for any meeting of shareholders of said bank.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of December, 1982.

_____ Number of Shares

_____ (Signature)

Please sign exactly as your name appears hereon.

Persons signing as Executors, Administrators, Trustees, Etc., should so indicate.

WE URGE YOU TO SIGN AND RETURN THIS PROXY AS PROMPTLY AS POSSIBLE WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING IN PERSON. IF YOU DO ATTEND THE MEETING, YOU MAY THEN WITHDRAW YOUR PROXY.

MINUTES OF A SPECIAL MEETING OF

THE SHAREHOLDERS OF

ALCORN BANK AND TRUST COMPANY

DECEMBER 15, 1982

A special called meeting of the shareholders of Alcorn Bank and Trust Company was held at the Holiday Inn, Highway 72 West, Corinth, MS, notice being given to all shareholders by letter dated December 2, 1982.

The meeting was called to order by President Upchurch at 3:00 P.M. and he announced that the floor was open to nominations of a Chairman for the special shareholders meeting. E. S. Briggs made the motion that W. M. Phillips be nominated to serve as chairman, second was made by T. C. Simmons and motion carried unanimously.

Chairman Phillips asked for nomination of a secretary. Motion was properly made, seconded and unanimously approved to elect Martha Hale as secretary for the special shareholders meeting.

Chairman Phillips asked for the certification of the number of shares represented in person and by proxy. Martha Hale stated that Joe Denson was not able to attend the meeting due to inclement weather, which prevented him from flying into Corinth, but was at this time on a phone conference hook up with her and would take part in the meeting by phone conversation. It was then determined there were 53,689 shares of stock represented in person, by proxy and by phone conversation, being sufficient number to proceed with the meeting.

Motion was made by E. S. Briggs, seconded by Bobby McDaniel and unanimously passed to waive reading of the minutes of the last shareholders meeting.

At this time the meeting was turned over to President Upchurch to discuss the issuance of new common stock, this being the purpose of the special called meeting. Mr. Upchurch stated that with unemployment in excess of 20% most of the year and the overall economic recession, the bank has had excessive loan losses, which has impaired the capital. The immediate problem facing the bank now is the capital amounts to less than 5% of the total assets. On 11-30-82, the board of directors resolved to increase the capital by $400,000. As of 12-1-82, the book value of the stock was $9.25 per share. To raise the capital, Mr. Upchurch made a motion that the bank issue 43,243 shares of stock at $9.25 per share with preferential rights to be exercised by noon 12-30-82. Motion was seconded by Bobby McDaniel, and was approved by a majority vote, with Martha Hale reporting that Joe Denson asked that she state he voted all his shares in favor of the motion. There were 150 shares voted in opposition to the issuance of the stock.

There being no further business, motion was made by Florence Maness, seconded by E. S. Briggs and passed that the meeting be adjourned.

Martha Hale

Martha Hale, Secretary

W. M. Phillips, Chairman

Alcorn Bank
& Trust Company

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DENNIS UPCHURCH
PRESIDENT

December 29, 1982

This is to certify that this is a true and correct copy of the Minutes of a Special Shareholders Meeting, held December 15, 1982.

Dennis Upchurch
President

Subscribed and sworn to before me, in my presence, this 29th day of Dec 19 82, a Notary Public in and for the (county)(state) of Alcorn, Ms

Juanita A. Boyd
(Signature)
Notary Public
My Commission Expires 7-9, 1986

304 S. Cass St. • P. O. Box 390 • Corinth, Mississippi 38834 • (601) 287-4484

ARTICLES OF AMENDMENT

TO

CHARTER OF INCORPORATION

OF

ALCORN BANK & TRUST COMPANY
CORINTH, MISSISSIPPI

WHEREAS, a special meeting of the shareholders of Alcorn Bank & Trust Company, Corinth, Mississippi was held on December 15, 1982; and

WHEREAS, the said meeting was held in accordance with the statutes of the State of Mississippi, the Charter of Incorporation of the Bank, and the by-laws of the Bank, with proper notice of the meeting having been duly given to all shareholders; and

WHEREAS, 53,689 shares of the 63,334 outstanding shares of stock of Alcorn Bank & Trust Company were represented at said meeting either in person or by proxy, which shares constituted a quorum; and

WHEREAS, the stockholders approved the proposal of the Board of Directors to authorize and issue 43,243 additional shares of common stock of the Bank and to offer these 43,243 shares for sale pursuant to stockholders pre-emptive rights for $9.25 per share and to allocate the $399,997.75 proceeds of this offering, $216,215.00 to capital stock and the remaining $183,782.75 to additional paid in capital and to offer any portion of the offering not purchased by the shareholders pursuant to their pre-emptive rights to other shareholders as the Board of Directors may determine. And

WHEREAS, the stockholders following the procedure for amending a chart of incorporation established by 81-3-15 of the Mississippi Code of 1972, adopted the following resolution at the said meeting by a vote of 53,539 for and 150 against.

Resolved that the provision of the Charter of Incorporation of Alcorn Bank & Trust Company regarding capital stock which was amended as of March 30, 1982 to read as follows:

> "Fourth: The capital stock of this bank shall be Three Hundred Sixteen Thousand Six Hundred Seventy Dollars ($316,670) divided into Sixty Three Thousand Three Hundred Thirty Four (63,334) shares of a par value of Five Dollars ($5.00) per share, all of which shall be common stock."

shall be amended to read in its entirety as follows:

> "Fourth: The capital stock of this bank shall be Five Hundred Thirty Two Thousand Eight Hundred Eighty Five Dollars ($532,885) divided into One Hundred Six Thousand Five Hundred Seventy Seven (106,577) shares of a par value of Five Dollars ($5.00) per share, all of which shall be common stock."

Now, therefore, Alcorn Bank & Trust Company, Corinth, Mississippi acting by and through its undersigned officers, hereby request the Commissioner, Mississippi Department of Banking and Consumer Finance, to approve the foregoing resolution amending the Charter of Incorporation of said Bank, attached his Certificate of Approval thereto and to forward the

Articles of Amendment and the Certificate of Approval to the Attorney General for processing and subsequent transmittal to the Governor and the Secretary of State, all in accordance with Section 81-3-15 of the Mississippi Code of 1972.

Respectfully submitted,

ALCORN BANK & TRUST COMPANY

BY: Hugh Dennis Upchurch
Hugh Dennis Upchurch, President

ATTEST:

Martha L. Hale
Martha L. Hale, Cashier

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI
COUNTY OF ALCORN

Personally came and appeared before me, the undersigned Notary Public in and for the aforesaid Jurisdiction, Hugh Dennis Upchurch, who is President of Alcorn Bank and Trust Company, a Mississippi corporation, who being first duly sworn by me, acknowledges that he is duly authorized to act for and on the behalf of said corporation in the capacity therein stated and further acknowledged to me that he executed the same for the purposes therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 29th day of December, 1982.

Juanita A. Boyd
NOTARY PUBLIC

My Commission Expires:

My Commission Expires July 9, 1986

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

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.,

January 4 1983

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

Bill Allain
ATTORNEY GENERAL.

By C. T. Coleman
[redacted] Attorney General.
Deputy

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

FIRST BANK OF SOUTHWEST MISSISSIPPI
McCOMB, MISSISSIPPI
includes the merger of
SOUTH CENTRAL BANK
SILVER CREEK, MISSISSIPPI
under the charter of
FIRST BANK OF SOUTHWEST MISSISSIPPI
McCOMB, MISSISSIPPI

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 7th day of January, A. D., 1983.

Attest:

Edwin Lloyd Pittman

Secretary of State.

William G. Winter

Governor.

BOOK 289 PAGE 254

State of Mississippi

Department of Banking and Consumer Finance

JACKSON

The within and foregoing Amendment to the Charter of Incorporation of FIRST BANK OF SOUTHWEST MISSISSIPPI, McCOMB, MISSISSIPPI, includes the merger of SOUTH CENTRAL BANK, SILVER CREEK, MISSISSIPPI, under the charter of FIRST BANK OF SOUTHWEST MISSISSIPPI, McCOMB, 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 30th *day of* December *19* 82

Alanson V. Turnbough

Deputy Commissioner

Alanson V. Turnbough

ARTICLES OF AMENDMENT

TO

CHARTER OF INCORPORATION

OF

FIRST BANK OF SOUTHWEST MISSISSIPPI, McCOMB, MISSISSIPPI

(Authorizing Increase in Capital Stock in Authorized but Unissued Category as Part of the Process of Merging with South Central Bank, Silver Creek, Mississippi)

WHEREAS, on June 26, 1895, the State of Mississippi granted a Charter of Incorporation to Magnolia Bank, Magnolia, Pike County, Mississippi; and

WHEREAS, the said Charter of Incorporation of Magnolia Bank was renewed and amended on May 17, 1945; and

WHEREAS, in 1971, Magnolia Bank merged and consolidated with Citizens Savings Bank, Magnolia, Pike County, Mississippi, under the Charter of Magnolia Bank, with the resulting bank being known as Southwest Mississippi Bank, and with the approval of the said merger and consolidation being given by the State Comptroller, Mississippi Department of Bank Supervision, on March 4, 1971, and by the Board of Directors of the Federal Deposit Insurance Corporation on October 8, 1971; and

WHEREAS, the State Comptroller, Mississippi Department of Bank Supervision, and the Governor of Mississippi issued Certificates on December 16, 1971, and on December 22, 1971, respectively, approving an Amendment to the Charter of Incorporation of Magnolia Bank whereby, inter alia, its name was changed to Southwest Mississippi Bank; and

WHEREAS, in 1981, Southwest Mississippi Bank merged and consolidated with Bank of McComb, McComb, Pike County, Mississippi, under the Charter of Southwest Mississippi Bank, with the resulting bank being known as First Bank of Southwest Mississippi, and with approval of the said merger and consolidation being given by the State Comptroller, Mississippi Department of Bank Supervision, on April 14, 1978, and by the Board of Directors of the Federal Deposit Insurance Corporation on February 25, 1981; and

WHEREAS, the Commissioner, Mississippi Department of Banking and Consumer Finance, and the Governor of Mississippi issued Certificates on May 1, 1981, and May 20, 1981, respectively, approving amendments to the Charter of Incorporation of Southwest Mississippi Bank whereby, inter alia, its name was changed to First Bank of Southwest Mississippi and its domicile and principal place of business was moved to McComb, Pike County, Mississippi; and

WHEREAS, since the consummation of the aforesaid merger and consolidation in 1981, First Bank of Southwest Mississippi has continued to operate as a state banking corporation, with its domicile and principal place of business in McComb, Pike County, Mississippi; and

WHEREAS, on February 22, 1982, First Bank of Southwest Mississippi and South Central Bank, Silver Creek, Lawrence County, Mississippi, acting by their respective Boards of Directors pursuant to the provisions of Section 81-5-85 of the Mississippi Code of 1972, as amended, entered into a Merger Agreement; and

WHEREAS, the Merger Agreement was unanimously ratified and approved by the shareholders of First Bank of Southwest Mississippi at a special meeting of shareholders held on April 8, 1982, with shareholders owning more

than two-thirds (2/3) of the outstanding capital stock of First Bank of Southwest Mississippi voting in the affirmative; and

WHEREAS, at the said special meeting of shareholders held on April 8, 1982, the shareholders of First Bank of Southwest Mississippi, as a part of the merger process, unanimously authorized an amendment to the Charter of Incorporation of First Bank of Southwest Mississippi, which amendment would increase the authorized capital stock of the bank by $94,090.00 through an increase in the number of authorized $5.00 par common shares by 18,818, such shares to be held pursuant to Section 81-3-9 of the Mississippi Code of 1972, as amended, and to be issued from time to time, without pre-emptive rights, for such purposes and considerations as might be approved by the Board of Directors of First Bank of Southwest Mississippi, provided, however, that the consideration to be received for each such share when issued would not be less than the book value per share of First Bank of Southwest Mississippi as determined at the time of issuance; and

WHEREAS, the Merger Agreement was unanimously ratified and confirmed by the shareholders of South Central Bank at a special meeting of shareholders held on April 7, 1982, with shareholders owning at least two-thirds (2/3) of the outstanding capital stock of South Central Bank voting in the affirmative; and

WHEREAS, on May 27, 1982, Glenn Smith, Commissioner, Mississippi Department of Banking and Consumer Finance, issued a Certificate of Merger Approval in regard to the proposed merger; and

WHEREAS, on November 10, 1982, the Board of Directors of the Federal Deposit Insurance Corporation, acting pursuant to Section 18(c) of the Federal Deposit Insurance Act, 12 U.S.C. §1828(c), entered an Order granting the consent of the Federal Deposit Insurance Corporation to the proposed merger for the reasons set forth in an accompanying document entitled Basis for Corporation Approval, and further directing that the merger not be consummated until at least thirty (30) days after November 10, 1982, or no earlier than December 10, 1982; and

WHEREAS, by separate resolutions adopted on November 15, 1982, and November 24, 1982, respectively, the Boards of Directors of First Bank of Southwest Mississippi and South Central Bank resolved that the merger between the two institutions be consummated at 12:01 A.M. on January 1, 1983; and

WHEREAS, by a written agreement dated November 24, 1982, First Bank of Southwest Mississippi and South Central Bank agreed that the merger between the two institutions would be consummated at 12:01 A.M. on January 1, 1983; and

WHEREAS, in order to give effect to the Merger Agreement, it is necessary, at such time as the merger is consummated, that the Charter of Incorporation of First Bank of Southwest Mississippi be amended so as to increase the amount of authorized capital stock of First Bank of Southwest Mississippi in accordance with the aforesaid resolution unanimously adopted by the shareholders of First Bank of Southwest Mississippi at the special meeting of shareholders held on April 8, 1982; and

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

Exhibit A - Merger Agreement between First Bank of Southwest Mississippi, McComb, Mississippi, and South Central Bank, Silver Creek, Mississippi, February 22, 1982.

Exhibit B - Resolution approving Merger Agreement adopted by Board of Directors of First Bank of Southwest Mississippi, February 22, 1982.

Exhibit C - Minutes of Special Meeting of Shareholders of First Bank of Southwest Mississippi, April 8, 1982.

Exhibit D - Notice of Special Meeting of Shareholders of First Bank of Southwest Mississippi, March 26, 1982.

Exhibit E - Proxy for Special Meeting of Shareholders of First Bank of Southwest Mississippi.

Exhibit F - Cover letter to shareholders of First Bank of Southwest Mississippi, March 26, 1982.

Exhibit G - Affidavit of President of First Bank of Southwest Mississippi, May 14, 1982.

Exhibit H - Resolution approving Merger Agreement adopted by Board of Directors of South Central Bank, February 17, 1982.

Exhibit I - Minutes of Special Meeting of Shareholders of South Central Bank, April 7, 1982.

Exhibit J - Notice of Special Meeting of Shareholders of South Central Bank, March 26, 1982.

Exhibit K - Proxy for Special Meeting of Shareholders of South Central Bank.

Exhibit L - Cover letter to shareholders of South Central Bank.

Exhibit M - Affidavit of President of South Central Bank, May 14, 1982.

Exhibit N - Certificate of Merger Approval issued by Glenn Smith, Commissioner, Mississippi Department of Banking and Consumer Finance, May 27, 1982.

Exhibit O - Order of Board of Directors of Federal Deposit Insurance Corporation approving Application for Consent to Merge, November 10, 1982.

Exhibit P - Basis for Corporation Approval issued by Board of Directors of Federal Deposit Insurance Corporation, November 10, 1982.

Exhibit Q - Resolution of Board of Directors of First Bank of Southwest Mississippi, November 15, 1982, directing that merger be consummated on January 1, 1983.

Exhibit R - Resolution of Board of Directors of South Central Bank, November 24, 1982, directing that merger be consummated on January 1, 1983.

Exhibit S - Written agreement between First Bank of Southwest Mississippi and South Central Bank, November 24, 1982, concerning effective date of merger.

NOW, THEREFORE, the Fourth Article of the Charter of Incorporation of First Bank of Southwest Mississippi, as most recently amended on May 1, 1981, shall be further amended to read as follows:

> FOURTH. The amount of capital stock of the bank shall be Seven Hundred Twenty-One Thousand Three Hundred Seventy-Five Dollars ($721,375.00), consisting of one class of common stock, and divided into One Hundred Forty-Four Thousand Two Hundred Seventy-Five (144,275) shares having a par value of Five Dollars ($5.00) per share; provided, however, that Eighteen Thousand Eight Hundred Eighteen (18,818) of the aforesaid shares, or any portion thereof, may be held pursuant to Section 81-3-9 of

the Mississippi Code of 1972, as amended, and may be issued from time to time, without pre-emptive rights, for such purposes and considerations as may be approved by the Board of Directors of the banking corporation, and, provided, further, that the consideration to be received for each such share when issued shall not be less than the book value per share of the banking corporation as determined at time of issuance.

The foregoing amendment to the Charter of Incorporation of First Bank of Southwest Mississippi shall take effect and be in force at 12:01 A.M. on January 1, 1983.

First Bank of Southwest Mississippi, McComb, Mississippi, acting by and through its undersigned officers, hereby requests the Commissioner, Mississippi Department of Banking and Consumer Finance, to approve the foregoing amendment to the Charter of Incorporation of First Bank of Southwest Mississippi, to attach his Certificate of Approval thereto, and to forward these Articles of Amendment and the Certificate of Approval to the Attorney General for processing and subsequent transmittal to the Governor and Secretary of State, all in accordance with Sections 81-3-9 and 81-3-15 of the Mississippi Code of 1972, as amended.

THIS is the 24th day of November, 1982.

Respectfully submitted,

FIRST BANK OF SOUTHWEST MISSISSIPPI,
McCOMB, MISSISSIPPI

BY: Frank R. Halbert
FRANK R. HALBERT, PRESIDENT

ATTEST:

Jerlene Wells
CASHIER

(S E A L)

CERTIFICATE

STATE OF MISSISSIPPI
COUNTY OF PIKE

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

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

IN WITNESS WHEREOF, I have affixed my signature on this the 24th day of November, 1982.

Frank R. Halbert
FRANK R. HALBERT

SWORN TO AND SUBSCRIBED before me on this the 24th day of November, 1982.

Linda F. Goodwald
NOTARY PUBLIC

My Commission Expires:
My Commission Expires Oct. 12, 1983

MERGER AGREEMENT

This is an Agreement of Merger (the "Agreement") between First Bank of Southwest Mississippi, McComb, Mississippi, a Mississippi banking corporation ("First Bank") and South Central Bank, Silver Creek, Mississippi, a Mississippi banking corporation ("South Central Bank").

W I T N E S S E T H:

WHEREAS, the respective Boards of Directors of First Bank and South Central Bank deem it advisable for South Central Bank to merge into First Bank (the "Merger") pursuant to this Agreement and for the South Central Bank Main Office, Silver Creek, Mississippi; the Highway 84 Branch Office, Monticello, Mississippi; and the Prentiss Branch Office, Prentiss, Mississippi, thereafter to operate as branch banks of First Bank and for the Brookhaven Branch Office, Brookhaven, Mississippi thereafter to operate as a branch office of First Bank;

NOW, THEREFORE, in consideration of the mutual benefits to be derived from this Agreement and of the representations, warranties, conditions and promises hereinafter contained, First Bank and South Central Bank hereby adopt this Agreement whereby at the Closing Date of the Merger, South Central Bank will be merged into First Bank upon terms and conditions contained herein and, in connection therewith, agree as follows:

ARTICLE I

General

1.1 Merger. Subject to the provisions of this Agreement, at the Closing Date of the Merger, the assets, liabilities and capital accounts of South Central Bank shall be merged into First Bank by the purchase by First Bank of all of the assets, liabilities and capital accounts of South Central Bank for the consideration of Three Million Eight Hundred Thousand Dollars ($3,800,000) cash, and First Bank shall be the surviving corporation upon the complete liquidation and dissolution of South Central Bank, which complete liquidation and dissolution shall occur not later than twelve (12) months after the adoption of a Plan of Complete Liquidation by the Board of Directors of South Central Bank.

1.2 Taking of Necessary Action. Prior to and after the Closing Date of the Merger, First Bank and South Central Bank, respectively, shall take all such action as may be necessary or appropriate in order to effectuate the Merger. In case at any time after the Closing Date of the Merger any further action is necessary or desirable to carry out the purposes of this Agreement and to vest First Bank with all the rights, franchises, and interest of South Central Bank in and to every species of property, personal and mixed, choses in action thereto belonging, the officers and directors of South Central Bank shall take all such necessary action.

1.3 Directors, Officers and Committees of First Bank. The Board of Directors and Officers of First Bank shall at the Closing Date of the Merger consist of those persons who are Directors and Officers, respectively, of First Bank immediately prior to the Closing Date of the Merger; and the Committees of such Board at the Closing Date of the 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 First Bank as they existed immediately prior to the Closing Date of the Merger.

1.4 Charter and By-Laws of First Bank. The By-Laws of the First Bank as existing and constituted immediately prior to the Closing Date of Merger shall be and constitute the By-Laws of the surviving corporation. Upon the Closing Date of the Merger, the Charter of First Bank shall constitute the Charter of Incorporation of the surviving corporation until further amended in the manner provided by law.

1.5 Effect of Merger. After the Closing Date of the Merger, First Bank shall thereupon and thereafter possess all the rights, franchises, and interest of South Central Bank in and to every species of property, personal and mixed, choses in action thereto belonging and all the rights, franchises, and interest of South Central Bank in and to every species of property, personal and mised, choses in action thereto belonging shall be deemed to be vested in First Bank as the surviving corporation without any further act or deed; and the title to

"EXHIBIT A"

all real estate or any interest therein vested in First Bank or South Central Bank shall not in any way be impaired by reason of the Merger. First Bank shall thereafter be responsible and liable for all the liabilities and obligations of South Central Bank, and any claim existing or action or proceeding pending by or against South Central Bank may be prosecuted to a judgment as if the Merger had not taken place, or First Bank, as the surviving corporation, may be substituted in the place of South Central Bank, and neither the rights of creditors nor any liens upon the property of the constituent corporations shall be impaired by the Merger. Liability shall be deemed to include all taxes (including but not limited to ad valorem, franchise, state and federal income taxes) which have accrued to and including the Closing Date.

ARTICLE II

Representations and Warranties

2.1 Representations and Warranties of South Central Bank. South Central Bank represents to First Bank as follows:

(a) Organization, Standing and Power. South Central Bank is a banking corporation duly organized, validly existing and in good standing under the banking laws of the State of Mississippi and has all requisite power and authority to own, lease and operate its properties and to carry on its business as now being conducted. South Central Bank has delivered to First Bank complete and correct copies of (i) the Charter of Incorporation of South Central Bank and all amendments thereto to the date hereof and (ii) the By-Laws of South Central Bank as amended to the date hereof.

(b) Capital Structure. The authorized capital stock of South Central Bank consists of 38,000 shares of Common Stock, par value $5.00 per share. At the close of business on the business day next preceding the date hereof, 38,000 shares of Common Stock of South Central Bank were outstanding, and all the outstanding shares of such Common Stock were validly issued, fully paid and nonassessable.

(c) Authority. Subject to the approval of this Agreement as contemplated by paragraphs 4.1(c) and 4.2(c) hereof, the execution and delivery of this Agreement and the consummation of the transactions contemplated hereby have been duly and validly authorized by all necessary action on the part of the South Central Bank, and this Agreement is a valid and binding obligation of South Central Bank. The execution and delivery of this Agreement, the consummation of the transactions contemplated hereby and compliance by South Central Bank with any of the provisions hereof will not (i) conflict with or result in a breach of any provision of its Charter of Incorporation or By-Laws or a default (or give rise to any right of termination, cancellation or acceleration) under any of the terms, conditions or provisions of any note, bond, debenture, mortgage, indenture, license, agreement or other instrument or obligation to which South Central Bank is a party, by which it or any of its properties or assets may be bound except for such conflict, breach or default as to which requisite waivers or consents either shall have been obtained by South Central Bank by the Closing Date of the Merger or the obtaining of which shall have been waived by First Bank, or (ii) violate any order, writ, injunction, decree, statute, rule or regulation applicable to South Cental Bank or any of its properties or assets. No consent or approval by any governmental authority, other than compliance with applicable Federal and state securities and banking laws and regulations of the Federal Deposit Insurance Corporation ("F.D.I.C.") and the Mississippi Department of Banking and Consumer Finance, is required in connection with the execution and delivery by South Central Bank of this Agreement or the consummation by South Central Bank of the transactions contemplated hereby.

(d) Investments. South Central Bank has furnished to First Bank as Schedule A a composite analysis of the maturity distribution of investment securities held by South Central Bank as of February 17, 1982, which analysis indicates: (i) the complete investment portfolio of South Central Bank as of that date; (ii) the designations of such securities as government obligations, including direct obligations and agencies obligations and agencies obligations, municipal bonds, and other

securities; (iii) the maturity date by year of the investment securities; and (iv) the average maturity and yield of designations of the investment portfolio. All investments indicated in the portfolio are owned by South Central Bank of record and beneficially, free and clear of all mortgages, liens, pledges and encumbrances, except as noted in such Schedule A.

(e) Financial Statements. South Central Bank has on or prior to this date delivered to First Bank copies of the following financial statements of South Central Bank:

(i) Consolidated Statement of Condition ("Statement of Condition") as of December 31 for each of the five years ended December 31, 1977, through December 31, 1981;

(ii) Consolidated Statement of Income ("Statement of Income") for each of the five years ended December 31, 1977, through December 31, 1981;

(iii) Consolidated Statement of Changes in Capital Accounts for each of the five years ended December 31, 1977 through December 31, 1981;

(iv) Consolidated Statement of Changes in Financial Position each of the five years ended December 31, 1977, through December 31, 1981.

Such financial statements have been prepared in accordance with generally accepted accounting principles, all as more particularly set forth in the notes to such financial statements. Each of such financial statements of condition, together with the notes thereto, presents fairly, as of its date, the financial condition and assets and liabilities of South Central Bank. The statements of income, statements of changes in capital accounts and statements of changes in financial position, together with the notes thereto, present fairly the results of operations of South Central Bank for the periods indicated.

(f) Absence of Undisclosed Liabilities. At December 31, 1981, South Central Bank had no material liabilities of any nature which were not reflected in the South Central Bank's Statement of Condition as of such date except as may be disclosed in Schedules specifically referred to herein.

(g) Tax Matters. South Central Bank has filed all Federal, state and local tax returns required to be filed, and all taxes shown by such returns to be due and payable have been paid or are reflected as a liability on South Central Bank's Statement of Condition as of December 31, 1981, or are being contested in good faith; South Central Bank has not given or been requested to give waivers of any statutes of limitations relating to the payment of Federal, state or local taxes. Except to the extent that reserves therefor are specifically reflected on the South Central Bank's Statement of Condition as of December 31, 1981, there are no material Federal, state or local tax liabilities of South Central Bank due for any period commencing prior to January 1, 1982.

(h) Options, Warrants and Related Matters. As of the date of this Agreement, South Central Bank had no options, warrants, calls, commitments or agreements of any character to which South Central Bank is a party or by which it is bound, calling for the issuance of shares of capital stock of South Central Bank or any security representing the right to purchase or otherwise receive any such capital stock.

(i) Property.

(1) South Central Bank owns all property reflected on South Central Bank's December 31,1981, Statement of Condition (except personal property sold or otherwise disposed of since December 31, 1981, in the ordinary course of business), free and clear of all mortgages, liens, pledges, charges or encumbrances, and imperfections of title, if any, are not substantial in character or amount or otherwise do not materially impair business operations.

(2) All property and assets material to the business or operations of South Central Bank are in substantially good condition and repair.

(j) Additional Schedules Furnished to First Bank. In addition to the Schedules previously furnished to First Bank pursuant to other provisions of this Agreement, South Central Bank has previously furnished to First Bank the following Schedules which are correct and complete as of the date hereof.

(1) Certain Contracts. Schedule B lists the names of and current annual salary rates of all present employees of South Central Bank who received, respectively, $20,000 or more in aggregate compensation whether in salary or otherwise during the year ended December 31, 1981, or are presently scheduled to receive salary in excess of $20,000 during the year ending December 31, 1982.

(2) Bonus Plans and Related Matters. Except as set forth in Schedule C, South Central Bank is not a party to (i) any employment contract not terminable at the option of South Central Bank without liability, (ii) any retirement, stock option, profit sharing or pension plan or thrift plan or agreement (iii) any management or consultation agreement not terminable at the option of South Central Bank without liability or (iv) any union or labor agreement.

(3) Real Estate. Schedule D describes all interests in real property owned, leased or otherwise claimed by South Central Bank.

(k) Agreements in Force and Effect. All material contracts, agreements, plans, leases, policies and licenses referred to in any Schedule of South Central Bank referred to herein are valid and in full force and effect, and South Central Bank has not breached any material provisions of, and is not in default in any material respect under the terms of, any such contract, agreement, lease, policy or license.

(l) Legal Proceedings, etc. Except as set forth in Schedule E, there is no legal, administrative, arbitration or other proceeding or governmental investigation pending or threatened which might result in money damages payable by South Central Bank in excess of insurance coverage, which might result in a permanent injunction against South Central Bank or which might result in a change in the zoning or building ordinances materially affecting the property or leasehold interests of South Central Bank. South Central Bank has complied with, and is not in default in any material respect under, any laws, ordinances, requirements, regulations, or orders applicable to its business. South Central Bank is not a knowing party to any agreement or instrument or subject to any charter or other corporate restriction or any judgment, order, writ, injunction, decree, rule, regulation, code or ordinance which materially and adversely affects, or might reasonably be expected materially and adversely to affect, the business operations, prospects, properties, assets or condition, financial or otherwise, of South Central Bank.

(m) Absence of Changes. Except as disclosed on the Schedules attached hereto, since December 31, 1981, there has not been any material adverse change in the condition (financial or otherwise), assets, liabilities, earnings or business of South Central Bank. Since such date the business of South Central Bank has been conducted only in the ordinary course. For purposes of this representation, it is agreed that fluctuations in the market value of United States government or municipal securities in South Central Bank's portfolio shall not be deemed material adverse changes.

(n) Brokers and Finders. Neither South Central Bank nor any of its officers, directors or employees has employed any broker or finder or incurred any liability for any brokerage fees, commissions or finders' fees in connection with the transactions contemplated herein.

(o) Accuracy of Information Supplied for Merger Application. South Central Bank recognizes that First Bank must prepare and file

appropriate merger applications (the "Merger Applications") relating to the transactions contemplated in this Agreement in accordance with Miss. Code Ann. §81-5-85 (Supp. 1981) and the rules and regulations of the F.D.I.C. and the Mississippi Department of Banking and Consumer Finance. South Central Bank shall cooperate fully with First Bank in such preparation and filing of the Merger Applications and shall bear the cost of any auditing or accounting work related to South Central Bank which may be required. None of the information which has been or will be supplied by South Central Bank to First Bank for inclusion in the Merger Applications or any amendment thereto shall contain any untrue statement of a material fact nor shall any such information supplied by South Central Bank to First Bank omit to state any material fact, nor shall any of such information supplied by South Central Bank to First Bank omit to state any material fact required to be stated therein or necessary in order to make the statements therein not misleading; and when the Merger Applications have been approved and at all times subsequent thereto, including the Closing Date as defined in Article V hereof, none of the information furnished to First Bank by South Central Bank for inclusion in the Merger Application, as amended or supplemented, shall contain an untrue statement of a material fact.

(p) Securities Portfolio. Since December 31, 1981, there have been no material changes in the composition of South Central Bank's portfolio of securities, including, without limitation, types of securities, quality of securities and maturity dates.

(q) Documents of Transfer. Notwithstanding paragraph 1.5 above, South Central Bank represents and agrees to execute such deeds, bills of sale, assignments and other instruments determined necessary by counsel for First Bank to effectuate the transfer of assets, liabilities, and capital accounts contemplated by this Agreement and to vest in and confirm to First Bank title to and possession of all the rights, franchises, and interest of South Central Bank in and to every species of property, personal and mixed, choses in action thereto belonging.

(r) Subsidiaries. South Central Bank represents that it has no subsidiaries.

2.2 Representations and Warranties of First Bank. First Bank represents and warrants to South Central Bank as follows:

(a) Organization, Standing and Power. First Bank is a banking corporation duly organized, validly existing and in good standing under the laws of the State of Mississippi and has all requisite corporate power and authority to own, lease and operate its properties and to carry on its business as now being conducted.

(b) Authority. Subject to approval of this Agreement as contemplated by paragraphs 4.1(c) and 4.2(c) hereof, the execution and delivery of this Agreement and the consummation of the transactions contemplated hereby have been duly and validly authorized by all necessary action on the part of First Bank and this Agreement is a valid and binding obligation of First Bank. The execution and delivery of this Agreement, the consummation of the transactions contemplated hereby and compliance by First Bank with any of the provisions hereof will not (i) conflict with or result in a breach of any provision of its Charter of Incorporation or By-Laws or a default (or give rise to any right of termination, cancellation or acceleration) under any of the terms, conditions or provisions of any note, bond, debenture, mortgage, indenture, license, agreement or other instrument or obligation to which First Bank is a party, by which it or any of its properties or assets may be bound except for such conflict, breach or default as to which requisite waivers or consents either shall have been obtained by First Bank by the Closing Date of the Merger or the obtaining of which shall have been waived by South Central Bank, or (ii) violate any order, writ, injunction, decree, statute, rule or regulation applicable to First Bank or any of its properties or assets. No consent or approval by any government authority, other than compliance with applicable Federal and state securities and banking laws and regulations of the Board of Governors of the Federal Reserve System, F.D.I.C. and the Mississippi Department of Banking and Consumer Finance, is required in connection with

the execution and delivery by First Bank of this Agreement or the consummation by First Bank of the Transactions contemplated hereby.

(c) Brokers and Finders. Neither First Bank nor any of its officers, directors or employees has employed any broker or finder or incurred any liability for any brokerage fees, commissions or finders' fees in connection with the transactions contemplated herein.

(d) Continuity Management. To the extent practical, after the Closing Date of the Merger, First Bank agrees to retain current South Central Bank salaried management and hired employees in the operations of First Bank.

ARTICLE III

Conduct and Transactions Prior To
Effective Time of Merger

3.1 Access to Records and Properties of South Central Bank. Between the date of this Agreement and the Closing Date of the Merger, South Central Bank agrees to give to First Bank full access to all the premises and books and records (including tax returns filed and in preparation) of South Central Bank and to cause its officers to furnish First Bank with such financial and operating data and other information with respect to the business and properties of South Central Bank as First Bank shall from time to time request for the purposes of verifying the warranties and representations set forth herein; provided, however, that any such verification shall be conducted in such manner as not to interfere unreasonably with the operation of South Central Bank's business. In the event of termination of this Agreement, First Bank shall return to South Central Bank all documents, work papers and other material (including all copies made thereof) obtained pursuant hereto in connection with the transactions contemplated hereby and shall use all reasonable efforts to keep confidential any information obtained pursuant to this Agreement unless such information is readily ascertainable from public or published information or trade sources.

3.2 Shareholder Approval. The respective Boards of Directors of First Bank and South Central Bank agree to submit this Agreement to their respective shareholders for approval at a special called meeting as soon as reasonably practicable and to use their best efforts to obtain approval by such shareholders, such efforts to include but not be limited to recommending such approval.

3.3 Merger Applications. First Bank shall file with the F.D.I.C. and the Mississippi Department of Banking and Consumer Finance Merger Applications for the purposes of securing approval of this Agreement and the Merger contemplated herein. First Bank shall use all reasonable efforts to cause the Merger Applications to be approved as soon as possible.

3.4 Operation of the Business of South Central Bank. South Central Bank agrees that from the date hereof to the Closing Date of the Merger, it will operate its business substantially as presently operated and only in the ordinary course of business and, consistent with such operation, it shall use its best efforts to preserve intact its present business organization and its relationships with persons having business dealing with it . Without limiting the generality of the foregoing, South Central Bank agrees that it shall not, except as expressly approved in writing by the Board of Directors of First Bank which approval shall not be unreasonably withheld, (i) grant any material salary increase to any officer or employee or enter into any bonus, incentive compensation, deferred compensation, profit sharing, thrift, retirement, pension, group insurance or other benefit plan or any employment or consulting agreement; (ii) create or otherwise become liable with respect to any indebtedness for money borrowed or purchase money indebtedness except in the ordinary course of business; (iii) amend its Charter of Incorporation or By-Laws; (iv) issue or contract to issue any shares of its Common Stock or other capital stock; (vi) enter into or assume any material contract or obligation, except in the ordinary course of business; (vii) make any single capital expenditure (or incur any obligation to make such a capital expenditure) in excess of $10,000, provided however, that this restriction shall not apply to any capital expenditure that South Central Bank committed

itself contractually to make prior to the date of the Agreement; or (viii) waive any right of substantial value.

3.5 Insurance. Between the date of this Agreement and the Closing Date, South Central Bank agrees to maintain all forms of its insurance coverage in amounts of coverage no less than the amounts of coverage as of the date of this Agreement. South Central Bank further agrees to cooperate and assist First Bank in transferring such insurance coverage to First Bank if so requested by First Bank.

3.6 Dividends. South Central Bank agrees that it will not prior to the Closing Date of the Merger pay or authorize the payment of any dividends on its Common Stock without prior written approval of the Board of Directors of First Bank, which approval shall not be unreasonably withheld.

3.7 Consents. First Bank and South Central Bank shall each use their best efforts to obtain the consent or approval of each person, federal regulatory body and state governmental agency whose consent or approval shall be required in order to permit consummation of the Merger.

ARTICLE IV

Condition of Merger

4.1 Conditions of Obligations of First Bank. The obligations of First Bank to perform this Agreement are subject to the satisfaction of the following conditions unless waived by First Bank.

(a) Representations and Warranties. The representations and warranties of South Central Bank set forth in Section 2.1 hereof shall be true and correct in all material respects as of the date of this Agreement and as of the Closing Date as though made on and as of the Closing Date, except as otherwise permitted by this Agreement, and First Bank shall have received a certificate signed by the Chief Executive Officer of the South Central Bank to that effect.

(b) Performance of Obligations of South Central Bank. South Central Bank shall have performed all obligations required to be performed by it under this Agreement prior to the Closing Date.

(c) Authorization of Merger. All action necessary to authorize the execution, delivery and performance of this Agreement by First Bank and South Central Bank and the consummation of the transactions contemplated herein shall have been duly and validly taken by the Boards of Directors of the First Bank and South Central Bank, respectively, and by the shareholders of First Bank and South Central Bank respectively, and First Bank and South Central Bank shall have full power and right to merge under the terms provided herein. All approvals necessary to authorize the consummation of the transactions contemplated herein shall have been received including, but not limited to, the affirmative vote of the holders of at least 2/3 of the outstanding shares of First Bank and South Central Bank, respectively, and the approvals of Federal Deposit Insurance Corporation and Mississippi Department of Banking and Consumer Finance.

(d) Opinion of South Central Bank's Counsel. First Bank shall have received an opinion of counsel to South Central Bank dated the Closing Date satisfactory in form and substance to counsel to First Bank to the effect that:

(1) South Central Bank is a banking corporation organized and in good standing under the laws of the State of Mississippi and has all requisite corporate power to own, lease and operate its properties and to carry on its business as now being conducted;

(2) South Central Bank has full power to carry out the transactions provided for in this Agreement; all corporate and other proceedings required to be taken by or on the part of South Central Bank to authorize it to execute and deliver this Agreement and to consummate the transactions contemplated hereby have been duly and validly taken, and this Agreement has been duly and validly

authorized, executed and delivered by South Central Bank and constitutes a valid and binding obligation of South Central Bank in accordance with its terms;

(3) To the best knowledge of such counsel, South Central Bank is not a party to or bound by any outstanding option or agreement to sell, issue, buy or otherwise dispose of or acquire any shares of capital stock or other security of South Central Bank;

(4) Execution and delivery by South Central Bank of this Agreement, consummation by South Central Bank of the transactions contemplated hereby and compliance by South Central Bank with the provisions hereof will not conflict with or result in a breach of any provision of its Charter of Incorporation of By-Laws or a default (or give rise to rights of termination, cancellation or acceleration) under any of the terms, conditions, or provisions of any note, bond, debenture, mortgage, indenture, license, agreement or any other instrument or obligation other than such as may be waived by First Bank, or violate any court order, writ, injunction or decree applicable to South Central Bank or any of its properties or assets, of which such counsel has knowledge after making inquiry with respect thereto;

(5) South Central Bank has fee simple title to the real estate described as being owned in Schedule D, free and clear of all liens, encumbrances, exceptions and reservations, except as noted in Schedule D or easements and rights-of-way conveyed previous to the date of this Agreement.

(6) Such counsel does not know of any litigation that is pending or threatened (except as disclosed in the opinion or in Schedule E previously furnished by South Central Bank) which might result in money damages payable by South Central Bank in excess of insurance coverage or which might result in a permanent injunction against South Central Bank;

(7) Such counsel does not know of any default under, or the occurrence of any event which with the lapse of time, or action or inaction by a third party would result in a default under any outstanding indenture, contract or agreement listed in Schedule E previously furnished by South Central Bank (such counsel having no knowledge of any item called for by such Schedule which is not disclosed therein) or under any governmental license or permit or a breach of any provision of its Charter of Incorporation or By-Laws;

(8) On the basis of the facts within its knowledge, such counsel has no reason to believe that (except as to financial statements and other financial data or as to material relating to, and supplied by, South Central Bank for inclusion in the Merger Applications as to which no opinion need be expressed) the Merger Applications at the time they were approved contained any untrue statement of a material fact or omitted to state any material fact required to be stated therein or necessary to make the statements therein not misleading; and

(9) Such other matters incident to the transactions contemplated by this Agreement as First Bank or its counsel may reasonably request.

South Central Bank counsel may rely, to the extent it deems appropriate, upon opinions of other counsel and, as to matters of fact, upon certificates of officers of South Central Bank.

(g) Acceptance by First Bank's Counsel. The form and substance of all legal matters contemplated hereby and of all papers delivered hereunder shall be acceptable to counsel for First Bank.

(h) Review of South Central Bank's Loan Portfolio. Immediately prior to the consummation of the Merger provided for in this Agreement, First Bank and South Central Bank, acting jointly, shall review

the nature, profitability, and collectability of the loans comprising the South Central Bank's loan portfolio at such time and shall jointly determine that potential losses in such portfolio, as of such date, plus the net charge-offs since December 31, 1981, will not have a material effect on the financial condition or operations of First Bank after the Merger.

(i) Review of South Central Bank's Investment Portfolio. Immediately prior to the consummation of the Merger provided for in this Agreement, First Bank shall review the nature of any changes in South Central Bank's investment portfolio from Schedule A and shall determine that such changes will not have a material effect on the financial condition or operations of First Bank after the Merger. By mutual agreement of South Central Bank and First Bank, any investments which are a part of the portfolio may be sold prior to the Closing Date.

4.2 Conditions of Obligations of South Central Bank. The obligation of South Central Bank to perform this Agreement is subject to the satisfaction of the following conditions unless waived by South Central Bank.

(a) Representations and Warranties. The representations and warranties of First Bank set forth in Section 2.2 hereof shall be true and correct in all material respects as of the date of this Agreement and as of the Closing Date as though made on and as of the Closing Date, except as otherwise permitted by this Agreement, and South Central Bank shall have received a certificate signed by the Chairman of the Board of First Bank to that effect.

(b) Performance of Obligations of First Bank. First Bank shall have performed all obligations required to be performed by it under this Agreement prior to the Closing Date.

(c) Authorization of Merger. All action necessary to authorize the execution, delivery and performance of this Agreement by First Bank and South Central Bank and the consummation of the transactions contemplated herein shall have been duly and validly taken by the Boards of Directors of First Bank and South Central Bank, respectively, and the shareholders of First Bank and South Central Bank, respectively, and First Bank and South Central Bank shall have full power and right to merge under the terms provided herein. All approvals necessary to authorize the consummation of the transactions contemplated herein shall have been received including, but not limited to, the affirmative vote of the holders of at least 2/3 of the outstanding shares of First Bank and South Central Bank, respectively, and the approvals of Federal Deposit Insurance Corporation and Mississippi Department of Banking and Consumer Finance.

ARTICLE V

Closing Date

5.1 Closing Date. Unless another time or place is agreed to in writing by the parties, the closing of the transactions contemplated in this Agreement shall take place at the main office of South Central Bank in Silver Creek, Mississippi, at 10:00 o'clock a.m. on such date as First Bank shall designate to South Central Bank in writing at least 15 days in advance of such date; provided, that the date so designated shall not be earlier than 30 days nor later than 60 days following the latter of the date of the decision of the F.D.I.C. or the date of the decision of the Commissioner of the Mississippi Department of Banking and Consumer Finance approving the Merger (The "Closing Date").

ARTICLE VI

Termination; Survival of Representations, Warranties and Covenants; Waiver and Amendment

6.1 Termination. This Agreement shall be terminated, and the Merger abandoned, if the shareholders of First Bank and South Central Bank shall not have given the approval required by Section 3.2 hereof within nine (9) months of the date hereof. Notwithstanding such approvals by such shareholders, this Agreement may be terminated at any time prior to the-

Closing Date of the Merger, by:

(a) The mutual consent of First Bank and South Central Bank.

(b) First Bank if the conditions set forth in Section 4.1 hereof shall not have been met;

(c) South Central Bank if the conditions set forth in Section 4.2 hereof shall not have been met;

(d) First Bank or South Central Bank if the F.D.I.C. or the Mississippi Department of Banking and Consumer Finance withholds approval of the Merger of South Central Bank and First Bank beyond the period ending eighteen (18) months from the latest of the dates affixed below.

6.2 Effect of Termination. In the event of the termination and abandonment of this Agreement and the Merger, this Agreement shall become void and have no effect, without any liability on the part of any party or its directors, officers or shareholder, except as provided herein.

6.3 Survival of Representations, Warranties and Covenants. The respective representations and warranties, obligations, covenants and agreements of First Bank and South Central Bank contained herein shall expire with, and be terminated and extinguished by, the effectiveness of the Merger and shall not survive the Closing Date of the Merger.

6.4 Waiver and Amendment. Any term or provision of this Agreement may be waived in writing at any time by the party which is, or whose shareholders are, entitled to the benefits thereof and this Agreement may be amended or supplemented by written instructions duly executed by all parties hereto at any time, whether before or after the special meeting of shareholders of First Bank and South Central Bank referred to in Section 3.2 hereof, except statutory requirements and requisite approvals of the shareholders of First Bank and South Central Bank and regulatory authorities.

ARTICLE VII

Miscellaneous

7.1 Expenses. Each party hereto shall bear and pay the costs and expenses incurred by it relating to the transactions contemplated hereby including but not limited to reasonable attorney's fees.

7.2 Entire Agreement. This Agreement contains the entire agreement between First Bank and South Central Bank with respect to the Merger and the related transactions and supersedes all prior arrangements or understandings with respect thereto and may only be modified in writing by majority action of both Boards of Directors.

7.3 Descriptive Headings. Descriptive headings are for convenience only and shall not control or affect the meaning or construction of any provisions of this Agreement.

7.4 Notices. All notices or other communications which are required or permitted hereunder shall be in writing and sufficient if delivered personally or sent by registered or certified mail, postage prepaid, addressed as follows:

If to First Bank:

First Bank of Southwest Mississippi
S. Broadway & 3rd Street
McComb, Mississippi 39648
Attention: William A. Wiltshire
Chairman of the Board

With copy to Counsel:

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

If to South Central Bank:

South Central Bank
151 2nd Street
Silver Creek, Mississippi 39663
Attention: Glynn Hughes
President

With copy to Counsel:

7.5 Counterparts. This Agreement may be executed in any number of counterparts, and each such counterpart hereof shall be deemed to be an original instrument, but all such counterparts together shall constitute but one agreement.

7.6 Governing Law. Except as may otherwise be required by the laws of the United States, this Agreement shall be governed by and construed in accordance with the laws of the State of Mississippi.

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be executed on its behalf and its corporate seal to be hereunto affixed and attested by its officers thereunto duly authorized.

Dated: 2/22/82

FIRST BANK OF SOUTHWEST MISSISSIPPI

ATTEST: Jerlene Wells
CASHIER:

BY: William A. Wiltshire
WILLIAM A. WILTSHIRE,
CHAIRMAN OF THE BOARD

(SEAL)

V. L. T

A majority of the Directors of First Bank of Southwest Mississippi, McComb, Mississippi

Dated: 2/17/82

SOUTH CENTRAL BANK BOOK 289 PAGE 271
SILVER CREEK, MISSISSIPPI

ATTEST: Kelly Miller
CASHIER

BY: Hulon W. Brown, Jr.
Hulon W. Brown, Jr., President

(S E A L)

Emmett P. Allen
Donnie L. Daniel
J. W. Waller
R. C. Speight
Donald G. [illegible]
[illegible]
Hulon W. Brown, Jr.
[illegible]

A majority of the Directors of South Central Bank , Silver Creek, Mississippi.

SCHEDULE A TO AGREEMENT OF CONSOLIDATION AND MERGER BETWEEN FIRST BANK OF SOUTHWEST MISSISSIPPI, McCOMB, MISSISSIPPI AND SOUTH CENTRAL BANK, SILVER CREEK, MISSISSIPPI.

(Investment portfolio)

U. S. Government Agencies

Name	Par	Booked	Rate	Maturity
Federal National Mortgage Association	$200,000.00	$200,000.00	15.300	4-12-82

U. S. Treasury Notes

U. S. Treasury Note	200,000.00	197,562.50	13.875	2-28-82
U. S. Treasury Note	200,000.00	199,687.50	13.875	2-28-82
U. S. Treasury Note	200,000.00	199,856.00	7.875	3-31-82
U. S. Treasury Note	200,000.00	200,000.00	9.250	5-15-82
U. S. Treasury Note	200,000.00	199,187.50	8.375	9-30-82
U. S. Treasury Note	200,000.00	197,625.00	13.875	11-30-82
U. S. Treasury Note	300,000.00	299,265.00	9.375	12-31-82
U. S. Treasury Note	100,000.00	99,812.50	9.250	3-31-83
U. S. Treasury Note	100,000.00	100,000.00	9.250	3-31-83
U. S. Treasury Note	200,000.00	199,276.00	9.250	3-31-83
U. S. Treasury Note	200,000.00	196,125.00	11.625	5-15-83
U. S. Treasury Note	197,500.00	197,500.00	8.875	6-30-83
U. S. Treasury Note	200,000.00	193,812.50	9.750	9-30-83
U. S. Treasury Note	200,000.00	198,625.00	9.875	11-15-83
U. S. Treasury Note	200,000.00	200,000.00	7.250	2-15-84
U. S. Treasury Note	200,000.00	199,375.00	12.125	9-30-84
U. S. Treasury Note	300,000.00	299,437.50	14.000	12-31-84
U. S. Treasury Note	300,000.00	299,694.00	10.375	5-15-85
U. S. Treasury Note	200,000.00	199,125.00	10.375	5-15-85
~~U. S. Treasury Note~~	~~200,000.00~~	~~200,000.00~~	~~8.000~~	~~8-15-86~~
U. S. Treasury Note	200,000.00	200,000.00	8.000	8-15-86
U. S. Treasury Note	200,000.00	199,375.00	12.000	5-15-87
U. S. Treasury Note	100,000.00	99,732.00	8.250	5-15-88

State, County, and Municipal Bonds

Lawrence Co. District #3 Road Equipment Notes	10,315.44	10,315.44	6.000	6-15-83
Lawrence Co. District #2 Road Equipment Notes	14,778.67	14,778.67	6.000	6-15-83
Lawrence Co. District #5 Road Equipment Notes	18,997.98	18,997.98	6.000	6-15-83
Lawrence Co. District #5 Road Equipment Notes	21,499.50	14,333.00	6.000	6-15-83
Prentiss-Jefferson Davis Co. Airport Bonds	14,688.95	4,688.95	7.000	9-01-82
Washington Co.- Road & Bridge Bonds of 1968	25,000.00	24,687.00	4.300	4-01-82
Rankin Co.-Road Bonds of 1980	50,000.00	50,304.34	6.500	7-01-82
Reappraisal Notes of Lawrence County	95,000.00	95,000.00	9.000	8-17-82
LeFlore Co., G.O. Bonds	40,000.00	40,000.00	4.250	10-01-82
State of Alabama Highway Authority Bonds-Series J	25,000.00	22,026.00	3.400	1-01-83
Delaware State Housing Authority	100,000.00	100,000.00	5.750	1-01-83
Lawrence Co. G. O. Hospital Bonds	10,000.00	10,000.00	5.250	7-01-83
State of Mississippi Highway Bonds-29th Series	50,000.00	46,497.50	3.500	8-01-83

Continued

Name	Par	Booked	Rate	Maturity
South Pike Co. School District School Bonds	25,000.00	25,507.23	5.500	10-01-83
City of Tupelo G. O. Public Bonds	25,000.00	24,302.00	5.750	3-01-84
Lawrence Co. G. O. Hospital Bonds	12,000.00	12,000.00	5.250	7-01-84
South Panola, Mississippi Consolidated School Bonds	70,000.00	71,940.82	7.250	7-01-84
Lauderdale Co. & Florence, Alabama Hospital Revenue Bonds	100,000.00	104.276.50	8.250	7-01-84
New York City, G. O.	25,000.00	25,247.50	6.500	9-01-84
South Pike Co. Consolidated School District G. O. School Bonds	25,000.00	25,684.66	5.500	10-01-84
State of Massachusetts Metropolitan Park District Loan	100,000.00	94,756.00	6.400	1-01-85
City of Tupelo-G. O. Public Improvement Bonds	25,000.00	24,166.25	5.750	3-01-85
City of Memphis Bonds General Improvement	75,000.00	65,035.50	4.000	3-01-85
Hinds Co.-G. O. Bonds	50,000.00	50,000.00	4.100	4-01-85
Copiah-Lincoln Junior College Bonds	50,000.00	50,492.75	6.000	6-01-85
State of Illinois Capital Bond Series B-1973	50,000.00	45,036.50	5.250	9-01-85
State of Connecticut School Construction Bond-Series N	100,000.00	100,270.00	5.250	10-15-85
City of Brookhaven-G. O. Industrial Park Bonds	25,000.00	25,183.00	5.500	11-01-85
Lawrence Co., Mississippi G. O. School Bonds	30,000.00	30,000.00	6.000	1-01-86
City of Greenwood-G. O. Sewerage System Bonds	60,000.00	60,000.00	4.750	4-01-86
Hinds Co.-G. O. Bonds	20,000.00	20,000.00	4.200	4-01-86
State of Delaware Capital Improvement Bonds	50,000.00	49,606.50	6.250	5-15-86
State of Mississippi G. O. School Bonds	100,000.00	106,990.72	7.250	7-01-86
State of Louisiana-Louisiana Stadium-Exp. District	100,000.00	92,710.00	5.100	7-01-86
City of Jackson-G. O. Public Improvement Bonds	50,000.00	50,095.10	4.600	10-01-86
Clinton, Mississippi, Municipal School District- G. O. School Bonds	35,000.00	35,126.82	5.000	2-01-87
State of Mississippi-G. O. (Highway Bonds)	50,000.00	50,000.00	4.750	2-01-87
Commonwealth of Massachusetts Shore Protection & River	75,000.00	62,982.00	5.700	3-01-87
City of Booneville-G. O. Public Improvement Bonds	25,000.00	25,047.95	5.800	5-01-87
State of California VA Bonds	100,000.00	101,859.36	5.700	8-01-87
State of Hawaii-G. O. Bonds	100,000.00	100,000.00	6.200	9-01-87
Mississippi Housing Finance Corporation	200,000.00	200,000.00	7.500	9-01-87
State of Connecticut-Water Pollution Control Bonds	100,000.00	94,982.00	4.900	10-01-87
City of Columbia, Municipal Separate School District	40,000.00	40,558.60	6.500	3-01-88
City of Oxford-Mississippi Sewerage System G. O.	25,000.00	25,000.00	5.000	3-01-88
State of Hawaii-G. O. Bonds	100,000.00	84,360.00	5.900	3-01-88
#11 & #9 State of Connecticut Highway System Bonds	100,000.00	85,600.00	5.900	3-15-88

Continued

Name	Par	Booked	Rate	Maturity
State of Delaware G. O. Bonds	100,000.00	96,689.00	6.600	5-01-88
City of Hattiesburg-G. O. Industrial Park Bonds	70,000.00	70,000.00	5.250	9-01-88
Mississippi Housing Finance Corporation	25,000.00	25,000.00	7.000	9-01-85
City of Brookhaven-G. O. Industrial Park Bonds	30,000.00	30,000.00	5.300	11-01-88
Pike Co. Supvisor's District #2-G. O. Industrial Bonds	40,000.00	40,000.00	4.900	12-01-88
Lawrence Co. Mississippi G. O. School Bonds	35,000.00	35,000.00	6.000	1-01-89
Lowndes Co.-G. O. Hospital Bonds	25,000.00	25,224.60	5.000	3-01-89
State of Mississippi G. O. School Bonds	100,000.00	100,481.80	5.250	7-01-89
Carrol Co., Mississippi State Aid Road Bonds	50,000.00	49,592.00	5.400	12-01-89
Lawrence Co.-G. O. School Bonds	35,000.00	35,000.00	6.000	1-01-90
State of Connecticut School Construction Bonds	25,000.00	23,491.50	5.000	4-01-90
State of Mississippi-G. O. Tennessee-Tombigbee Waterway Bridge Bonds	100,000.00	100,000.00	8.000	2-01-91
Hinds Co.-G. O. Hospital Bonds	60,000.00	59,477.40	5.400	5-01-91
State of Florida- Full Faith & Credit Pollution	20,000.00	20,565.08	5.800	7-01-91
Granada Co.-G. O. Hospital Bonds	50,000.00	50,000.00	5.400	8-01-91
Bolivar Co.G. O. Part Bonds	75,000.00	75,000.00	5.000	12-01-91
State of Illinois Capital Dev. Bonds	50,000.00	50,173.86	5.600	3-01-92
Rankin County School District	50,000.00	49,527.50	5.400	3-01-92
State of Illinois Transportation Bonds	100,000.00	100,616.36	9.250	6-01-92
State of Oregon Vet. Welfare Bonds	100,000.00	99,670.00	10.300	6-01-92
State of Mississippi-G. O. Highway Refund Bond	100,000.00	100,000.00	5.400	8-01-92
Tate Co.-School District G. O. School Bond	25,000.00	24,870.75	5.250	11-01-92
Lafayette Co.-State Aid Road Bond	50,000.00	50,000.00	5.100	3-01-93
Jones Co. Hospital Bonds of 1978	100,000.00	100,000.00	5.700	3-01-93
State of Mississippi-G. O. Bonds (School-Series 0)	100,000.00	100,000.00	5.500	11-01-93
State of Florida-Full, Faith & Credit State Board of Education	50,000.00	50,811.48	5.400	5-01-94
State of Oregon-State Board of Higher Education Multi-Purpose Bond	100,000.00	101,125.40	7.250	6-01-94
State of Mississippi-G. O. Highway Refunding Bonds	100,000.00	100,000.00	5.550	2-01-95
State of Mississippi-G. O. Highway Refunding Bonds	50,000.00	45,463.00	5.550	2-01-95
Bolivar Co.-G. O. Part Bonds	25,000.00	25,000.00	5.250	12-01-95
State of Florida-Full, Faith & Credit, State Board of Education	100,000.00	69,750.00	5.750	5-01-97

SECURITIES PLEDGED

STATE OF MISSISSIPPI REVENUE SHARING CLEARING FUND

Bolivar County Port Bond, G.O., 5.0%, matures 12-1-91, receipt #063833, Amount $75,000.00

Lowndes County Hospital Bond, 5.0%, matures 3-1-89, receipt #063832, Amount $25,000.00

State of Mississippi G.O. School Bond, 5.25%, matures 7-1-89, receipt 063831, Amount $100,000.00

State of Mississippi G.O. School Bond, 5.50%, matures 11-1-93, receipt #063756, Amount $100,000.00

TREASURER, STATE OF MISSISSIPPI

State of California, 5.70%, matures 8-1-87, receipt #064650, Amount $100,000.00

Clinton Mississippi G.O. School Bond, 5.0%, matures 2-1-87, receipt #049079, Amount $35,000.00

Greenwood Sewer System Bond, 4.75%, matures 4-1-86, receipt #064653, Amount $60,000.00

City of Hattiesburg G.O. Industrial Park Bond, 5.25%, matures 9-1-88, receipt #064652, Amount $70,000.00

Lawrence County Mississippi School District, 6.0%, matures 1-1-89, receipts #049083, Amount $35,000.00

Lawrence County Mississippi School District, 6.0%, matures 1-1-90, receipt #049085, Amount $15,000.00

State of Mississippi Tenn-Tombigee Waterway Bridge Bond, 8.09%, matures 2-1-91, receipt #077411, Amount $100,000.00

City of Oxford Sewerage System Bond, 5.0%, matures 3-1-88, receipt #049081, Amount $25,000.00

CHANCERY CLERK, LAWRENCE COUNTY

Carroll County State-Aid Road Bond Series 1978, 5.40%, matures 12-1-89, receipt #062937, Amount $50,000.00

Copiah Lincoln Junior College District, 6.0%, matures 6-1-85, receipt #064973, Amount $50,000.00

Florida State Board of Education, 5.40%, matures 5-1-94, receipt #060573, Amount $50,000.00

Hinds County Hospital Bond, $5.40%, matures 5-1-91, receipt #064519, Amount $60,000.00

Jones County Hospital Bond of 1978, 5.70%, matures 3-1-93, receipt #060467, Amount $100,000.00

Lafayette County State Aid Road Bond, 5.10%, matures 3-1-93, receipt #058668, Amount $50,000.00

State of Mississippi G.O. Hwy. Bonds, 4.75%, matures 2-1-87, receipt #060574, Amount $50,000.00

LAWRENCE COUNTY HOSPITAL

State of Mississippi G.O. Hwy. Bonds, 5.40%, matures 8-1-92, receipt #059596, Amount $100,000.00

State of Mississippi G.O. Hwy. Bonds, 5.55%, matures 12-1-95, receipt #059597, Amount $100,000.00

U. S. Treasury Notes, 8.0%, matures 8-15-86, receipt#058382, Amount $200,000.00

U. S. Treasury Notes, 9.25%, matures 3-31-83, receipt #063836, Amount $100,000.00

SUPERINTENDENT OF EDUCATION JEFFERSON DAVIS COUNTY

Hinds County G.O. Bonds, 4.10%, matures 4-1-85, receipt #056296, Amount $50,000.00

State of Mississippi School Bond, 7.25%, matures 7-1-86, receipt #071914, Amount $100,000.00

U. S. Treasury Notes, 9.375%, matures 12-31-82, receipt # 075972, Amount $300,000.00

U. S. Treasury Notes, 10.375%, matures 5-15-85, receipt #075827, Amount $300,000.00

U. S. Treasury Notes, 10.375%, matures 5-15-85, receipt #075973, Amount $200,000.00

CHANCERY CLERK JEFFERSON DAVIS COUNTY

Jackson G.O. Public Improvement Bond, 4.60%, matures 10-1-86, receipt #062459, Amount $50,000.00

State of Mississippi Highway Bond, 3.50%, matures 8-1-83, receipt #062458, Amount $50,000.00

Rankin County School District Bond, 5.40%, matures 3-1-92, receipt #062462, Amount $50,000.00

KING'S DAUGHTERS HOSPITAL

U. S. Treasury Notes, 9.25%, matures 3-31-83, receipt #063982, Amount $100,000.00

Total Pledged to State of Mississippi Revenue Sharing Clearing Fund= $300,000.00

Total Pledged to Treasurer, State of Mississippi= $440,000.00

Total Pledged to Chancery Clerk, Lawrence County= $410,000.00

Total Pledged to Lawrence County Hospital = $500,000.00

Total Pledged to Supertendent of Education Jefferson Davis County = $750,000.00

Total Pledged to Chancery Clerk, Jefferson Davis County= $150,000.00

Total Pledged to King's Caughters Hospital= $100,000.00

Total Amount of Securities Pledged = $1,579,000.00

Schedule B
(Salaries Greater Than $20,000)

President	H. W. Brown, Jr.	$45,000
Vice-Pres.	Fred Burdine	35,000
Vice-Pres.	Jimmy Tyrone	26,500
Vice-Pres.	James R. Nettles	24,000
Vice-Pres.	Kelly Miller	20,600

SCHEDULE C TO AGREEMENT OF CONSOLIDATION AND MERGER BETWEEN FIRST BANK, McCOMB, MISSISSIPPI AND SOUTH CENTRAL BANK, SILVER CREEK, MISSISSIPPI

(Bonus plans, etc)

NONE

SCHEDULE D TO AGREEMENT OF CONSOLIDATION AND MERGER BETWEEN FIRST BANK OF SOUTHWEST MISSISSIPPI, McCOMB, MISSISSIPPI AND SOUTH CENTRAL BANK, SILVER CREEK, MISSISSIPPI.

South Central Bank
Real Estate

(1). Lot 3 of Block 22 Silver Creek, Mississippi. Bank building located on this property.

(2). Pt. lot 8 (27x108 ft.) and Pt. lots 7 & 8 (68x140 ft.) Sec. 28 T. 7 R.11 located in Town of Monticello, Lawrence County, Mississippi. Bank building and parking lot located on this property.

(3). A lot 150' x 154' in the most Southerly corner of Block III of Berry's Addition Part 1 to the Town of Prentiss, Mississippi. Located in Sec. 11 Twn. 7 Rge. 19 (SE¼ of NE¼). Bank building and parking lot located on this property.

(4). LEASE A parcel of land with the building thereon located at the corner of South Railroad Avenue and East Cherokee Street, Brookhaven, Mississippi. This building houses the Brookhaven Office of South Central Bank.

(5). See attached pages for other real estate.

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11-9-81

BOOK 289 PAGE 281

STATE OF MISSISSIPPI
COUNTY OF LINCOLN

BOOK 718 PAGE 121

QUITCLAIM DEED

For and in consideration of Ten Dollars ($10.00) cash in hand paid, and other good and valuable considerations, the receipt and sufficiency of same being hereby acknowledged, we, REGINALD H. DAY and wife, VALE JANDRA TERRY DAY, do hereby grant, bargain, sell, convey, and quitclaim unto SOUTH CENTRAL BANK, a Mississippi banking corporation, whose address is South Railroad Avenue, Brookhaven, Mississippi, the following described property situated in Lincoln County, Mississippi, to-wit:

A parcel of land containing 5.81 acres, more or less, being situated in the NW¼ of SW¼ of Section 12, Township 7 North, Range 8 East, Lincoln County, Mississippi, and being more particularly described as follows: Beginning at a fence corner at the northeast corner of the west 70 acres of the W½ of SW¼ of said Section 12, said point being 1103.5 feet east of the northwest corner of said W½ of SW¼, run;

1. South 89 degrees 45 minutes west 438.5 feet along said fence to a fence corner;
2. Thence south 07 degrees 15 minutes east 810.4 feet along said fence to the north right of way of a public paved road;
3. Thence north 40 degrees 29 minutes east 107.9 feet along said right of way to a concrete right-of-way marker;
4. Thence north 41 degrees 56 minutes east 100.0 feet along said right of way;
5. Thence north 46 degrees 51 minutes east 100.0 feet along said right of way;
6. Thence north 48 degrees 33 minutes east 100.0 feet along said right of way;
7. Thence north 53 degrees 02 minutes east 72.0 feet along said right of way to a fence corner;
8. Thence north 00 degrees 45 minutes west 471.5 feet along said fence to the point of beginning.

Witness our signatures, this the ____ day of November, 1981.

REGINALD H. DAY

VALE JANDRA TERRY DAY

STATE OF MISSISSIPPI
COUNTY OF LINCOLN

Personally appeared before me, the undersigned authority in and for said county and state, REGINALD H. DAY and wife, VALE JANDRA TERRY DAY, who acknowledged that they signed and delivered the above and foregoing Quitclaim Deed on the day and year therein written.

Given under my hand and official seal, this the ____ day of November, 1981.

NOTARY PUBLIC

My commission expires: 5 2 85

STATE OF MISSISSIPPI

COUNTY OF LAWRENCE

SUBSTITUTED TRUSTEE'S DEED

WHEREAS, on January 24, 1977, Johnnie Loyd Neal and wife, Doris R. Neal, executed a Deed of Trust to James S. George, Trustee, for the benefit of South Central Bank, which deed of trust is recorded in Book 254, Page 188, in the Office of the Chancery Clerk of Lawrence County, Mississippi.

WHEREAS, on the 22nd day of September, 1980, South Central Bank did nominate and appoint Malcolm T. Rogers as Substituted Trustee to act in the place and stead of said James S. George, Trustee, as reflected by Deed of Trust Book 270, Page 103 and;

WHEREAS, proper notice of foreclosure was given by publication in the Lawrence County Press, a newspaper having general circulation in Lawrence County, Mississippi, and according to said notice, Malcolm T. Rogers, Substituted Trustee, did on the 9th day of January , 1981, within legal hours sell at public outcry to the highest and best bidder for cash that certain parcel of real estate held as security under the aforementioned Deed of Trust. The proof of publication of said notice of foreclosure is attached hereto as Exhibit "A" and asked to be made a part of this Deed as if copied herein fully in words and figures.

NOW, THEREFORE, I, Malcolm T. Rogers, Substituted Trustee, for and in consideration of the sum of $6,570.33 , paid at public auction as the best and highest bid for cash, hereby bargain, sell and convey to South Central Bank, the following described real property, to-wit:

TRACT NO. I: E/2 of the NE/4 of the NE/4 of Section 23, Township 6 North, Range 10 East, Lawrence County, Mississippi; less and except the following tracts:
A.) Commencing at the Northeast corner of the NE/4 of the NE/4 of Section 23, Township 6 North, Range 10 East, and run South 45 degrees 50 minutes West for a distance of 648.60 feet to a point; thence run South 28 degrees 08 minutes West for a distance of 235.50 feet to the point of beginning of the land herein described; thence run West for a distance of 72 feet; thence run South for a distance of 295 feet; thence run East for a distance of 295 feet; thence run North 295 feet; thence run West 223 feet to the point of beginning; being located and situated in the NE/4 of the NE/4 of Section 23, Township 6 North, Range 10 East, and containing 2 acres, more or less.

B.) The E/2 of the following described 2 acre tract: Commencing at the NE corner of Section 23, Township 6 North, Range 10 East, and run South 45 degrees 50 minutes West 648.6 feet to the point of beginning; thence run West 420 feet to the East side of a public road; thence South 28 degrees 08 minutes West along said road 235.2 feet, thence East 420 feet; thence North 28 degrees 08 minutes East 235.2 feet to the point of beginning, containing 2 acres and being situated in the NE/4 of the NE/4 of Section 23, Township 6 North, Range 10 East, Lawrence County, Mississippi. Containing in the aggregate 17-1/2 acres, more or less, in Tract No. 1.

TRACT NO. II: Commencing at the Northwest corner of the W/2 of the NE/4 of the NE/4 and run East 416 feet; thence run South 208 feet; thence run West 416 feet; thence run North 208 feet to the point of beginning, being a part of the W/2 of the NE/4 of the NE/4 of Section 23, Township 6 North, Range 10 East, Lawrence County, Mississippi, and containing 2 acres, more or less.

LESS AND EXCEPT: From the Northwest corner of the E/2 of the NE/4 of the NE/4 of Section 23, Township 6 North, Range 10 East, Lawrence County, Mississippi; run thence East 312 feet; thence run South 280 feet; thence run West 312 feet; thence run North 280 feet to the point of beginning, containing 2.0 acres, in the E/2 of the NE/4 of the NE/4 of Section 23, Township 6 North, Range 10 East, Lawrence County, Mississippi; same having been release by instrument dated February 16, 1979, recorded in Book 263 at Page 256.

LESS AND EXCEPT: Beginning at the NE corner of the NE/4 of NE/4 of Section 23, Township 6 North, Range 10 East, and thence run West for a distance of 240 feet; thence run South 8 degrees West for a distance of 660 feet to the NE corner of that tract of land conveyed to Jason Neal in Book A56, at Page 490; thence run South for a distance of 295 feet; thence run West for a distance of 295 feet to a point on the West boundary of the E/2 of NE/4 of NE/4; thence run South for a distance of 375 feet to the South boundary of the NE/4 of NE/4; thence run East for a distance of 660 feet to the SE corner of the NE/4 of NE/4; thence run North for a distance of 1320 feet to the NE corner of the NE/4 of NE/4; the point of beginning; situated in the E/2 of NE/4 of NE/4 of Section 23, Township 6 North, Range 10 East, Lawrence County, Mississippi, and containing 13.7 acres, more or less. Including an easement for right of way purposes across the NE corner of said property being retained by Floyd Neal below, Less and Except: Beginning at the NE corner of NE/4 of NE/4 of Section 23, Township 6 North, Range 10 East, and thence run West for a distance of 240 feet; thence run South 8 degrees West for a distance of 200 feet; thence run East for a distance of approximately 250 feet to a point on the East boundary of the NE/4 of NE/4; thence run North to the point of beginning; situated in the NE/4 of NE/4 of Section 23, Township 6 North, Range 10 East, Lawrence County, Mississippi, and containing One (1) acre, more or less, same having been release by instrument dated August 3, 1979, recorded in Book 270 at Page 111.

WITNESS MY SIGNATURE, this the 9th day of January, 1981.

Malcolm T. Rogers

MALCOLM T. ROGERS
SUBSTITUTED TRUSTEE

B.) The E/2 of the following described 2 acre tract: Commencing at the NE corner of Section 23, Township 6 North, Range 10 East, and run South 45 degrees 50 minutes West 648.6 feet to the point of beginning; thence run West 420 feet to the East side of a public road; thence South 28 degrees 08 minutes West along said road 235.2 feet, thence East 420 feet; thence North 28 degrees 08 minutes East 235.2 feet to the point of beginning, containing 2 acres and being situated in the NE/4 of the NE/4 of Section 23, Township 6 North, Range 10 East, Lawrence County, Mississippi. Containing in the aggregate 17-1/2 acres, more or less, in Tract No. 1.

TRACT NO. II: Commencing at the Northwest corner of the W/2 of the NE/4 of the NE/4 and run East 416 feet; thence run South 208 feet; thence run West 416 feet; thence run North 208 feet to the point of beginning, being a part of the W/2 of the NE/4 of the NE/4 of Section 23, Township 6 North, Range 10 East, Lawrence County, Mississippi, and containing 2 acres, more or less.

LESS AND EXCEPT: From the Northwest corner of the E/2 of the NE/4 of the NE/4 of Section 23, Township 6 North, Range 10 East, Lawrence County, Mississippi; run thence East 312 feet; thence run South 280 feet; thence run West 312 feet; thence run North 280 feet to the point of beginning, containing 2.0 acres, in the E/2 of the NE/4 of the NE/4 of Section 23, Township 6 North, Range 10 East, Lawrence County, Mississippi; same having been release by instrument dated February 16, 1979, recorded in Book 263 at Page 256.

LESS AND EXCEPT: Beginning at the NE corner of the NE/4 of NE/4 of Section 23, Township 6 North, Range 10 East, and thence run West for a distance of 240 feet; thence run South 8 degrees West for a distance of 660 feet to the NE corner of that tract of land conveyed to Jason Neal in Book A56, at Page 490; thence run South for a distance of 295 feet; thence run West for a distance of 295 feet to a point on the West boundary of the E/2 of NE/4 of NE/4; thence run South for a distance of 375 feet to the South boundary of the NE/4 of NE/4; thence run East for a distance of 660 feet to the SE corner of the NE/4 of NE/4; thence run North for a distance of 1320 feet to the NE corner of the NE/4 of NE/4; the point of beginning; situated in the E/2 of NE/4 of NE/4 of Section 23, Township 6 North, Range 10 East, Lawrence County, Mississippi, and containing 13.7 acres, more or less. Including an easement for rightof way purposes across the NE corner of said property being retained by Floyd Neal below, Less and Except: Beginning at the NE corner of NE/4 of NE/4 of Section 23, Township 6 North, Range 10 East, and thence run West for a distance of 240 feet; thence run South 8 degrees West for a distance of 200 feet; thence run East for a distance of approximately 250 feet to a point on the East boundary of the NE/4 of NE/4; thence run North to the point of beginning; situated in the NE/4 of NE/4 of Section 23, Township 6 North, Range 10 East, Lawrence County, Mississippi, and containing One (1) acre, more or less, same having been release by instrument dated August 3, 1979, recorded in Book 270 at Page 111.

WITNESS MY SIGNATURE, this the 9th day of January, 1981.

Malcolm T. Rogers

MALCOLM T. ROGERS
SUBSTITUTED TRUSTEE

SCHEDULE E TO AGREEMENT OF CONSOLIDATION AND MERGER BETWEEN FIRST BANK OF SOUTHWEST MISSISSIPPI, McCOMB, MISSISSIPPI, AND SOUTH CENTRAL BANK, SILVER CREEK, MISSISSIPPI.

LIST OF PENDING LEGAL MATTERS FOR SOUTH CENTRAL BANK.

NONE

RESOLUTION APPROVING MERGER AGREEMENT

BE IT RESOLVED: That, pursuant to Section 81-5-85 of the Mississippi Code of 1972, as amended, the Board of Directors of First Bank of Southwest Mississippi hereby adopts and approves that certain document entitled MERGER AGREEMENT under which South Central Bank, Silver Creek, Mississippi will merge into First Bank of Southwest Mississippi, McComb, Mississippi, a copy of which Agreement (hereinafter referred to as "Merger Agreement") is attached hereto as Exhibit A.

BE IT FURTHER RESOLVED: That pursuant to Sections 81-3-9 and 81-3-15 of the Mississippi Code of 1972, as amended, the Charter and Articles of Incorporation of First Bank of Southwest Mississippi be amended to increase the authorized capital stock of the bank by $94,090.00 by increasing the number of authorized $5.00 per common shares by 18,818, such shares to be held pursuant to said Section and to be issued from time to time, without pre-emptive rights, for such purposes and considerations as may be approved by the Board of Directors of the banking corporation, provided however, that the consideration to be received for each such share when issued shall not be less than the book value per share of the bank as determined at time of issuance. Certain of these shares may be issued to the holding company to provide any necessary additional capital.

BE IT FURTHER RESOLVED: That, pursuant to Sections 81-3-9 and 81-3-15 of the Mississippi Code of 1972, as amended, the above described proposed amendment to the Charter and Articles of Incorporation be presented to the shareholders of First Bank of Southwest Mississippi for their ratification and confirmation at a special called meeting of shareholders to be held at the Main Office of the Bank, South Broadway and Third Street, McComb, Mississippi, at 4:30 P.M. on Thursday, April 8, 1982.

BE IT FURTHER RESOLVED: That, pursuant to Section 81-5-85 of the Mississippi Code of 1972, as amended, the said Merger Agreement be presented to the shareholders of First Bank of Southwest Mississippi for their ratification and confirmation at a special called meeting of shareholders to be held at the Main Office of the Bank, South Broadway and Third Street, McComb, Mississippi, at 4:30 P.M. on Thursday, April 7, 1982.

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

BE IT FURTHER RESOLVED: That the officers of First Bank of Southwest Mississippi shall take such other steps as may be necessary and proper to effect the intent of this resolution.

* * *

"EXHIBIT B"

CERTIFICATE

I, the undersigned William A. Wiltshire, Chairman of the Board of First Bank of Southwest Mississippi, McComb, Mississippi, do hereby certify that a regular meeting of the Board of Directors of First Bank of Southwest Mississippi was held in accordance with the By-Laws on Monday, February 22, 1982, at the Magnolia Office of the Bank, Magnolia, Mississippi; that a quorum was present at the said regular monthly meeting of the Board of Directors; and that, upon motion duly made and seconded, the foregoing Resolution Approving Merger Agreement was unanimously adopted.

THIS, the 22nd day of February, 1982.

William A. Wiltshire

ATTEST:

Perlene Wells, Cashier

MINUTES OF SPECIAL MEETING OF SHAREHOLDERS
OF
FIRST BANK OF SOUTHWEST MISSISSIPPI, McCOMB, MISSISSIPPI
APRIL 8, 1982

The Special Meeting of Shareholders of First Bank of Southwest Mississippi, McComb, Mississippi was held at the main office of the Bank, South Broadway and Third Street, McComb, Mississippi, at 4:30 p.m. on Thursday, April 8, 1982, in accordance with the By-Laws, with the notice of the Special Meeting having been sent by mail on March 26, 1982, to each shareholder at his address, as recorded in the Stock Book.

William A. Wiltshire, Chairman of the Board of First Bank of Southwest Mississippi, presided as Chairman of the Special Meeting of Shareholders and called the meeting to order. Judy Magee was nominated and elected Secretary of the Special Meeting of Shareholders.

At the direction of the Chairman, the Secretary called the role of shareholders and presented for inspection the Proxies which had been filed by certain shareholders not able to attend the Special Meeting of Shareholders in person. It was determined that, of the 125,457 outstanding shares of stock of First Bank of Southwest Mississippi, 106,552 shares were represented in person and that 7,459 shares were represented by Proxy, for a total of 114,011 shares, or 90.88% of the outstanding shares of stock of First Bank of Southwest Mississippi. Abstentions totalled 144 shares and not present in person or by Proxy were 11,302 shares. A list of the shareholders represented in person or by Proxy, with their respective number of shares, is attached hereto as an Exhibit and made a part of these Minutes.

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

The Chairman announced that the first order of business would be to consider ratification and confirmation of a certain document entitled Merger Agreement under which First Bank of Southwest Mississippi would purchase the assets and assume the liabilities of South Central Bank, Silver Creek, Mississippi, which Agreement had been unanimously approved by the Board of Directors of First Bank of Southwest Mississippi, on February 22, 1982. The Chairman pointed out that specific mention of the proposed merger had been included in the notice of the Special Meeting sent to shareholders.

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

> BE IT RESOLVED that, pursuant to the provisions of Section 81-5-85 of the Mississippi Code of

"EXHIBIT c"

1972, as amended, the shareholders of First Bank of Southwest Mississippi, McComb, Mississippi, do hereby approve, adopt, ratify and confirm that certain Merger Agreement whereby First Bank of Southwest Mississippi will purchase the assets and assume the liabilities of South Central Bank, Silver Creek, Mississippi, as unanimously adopted by the Board of Directors of First Bank of Southwest Mississippi on February 22, 1982, and as unanimously adopted by the Board of Directors of South Central Bank on February 17, 1982, and as signed by each member of the said respective Boards of Directors, and as presented to this Special Meeting of Shareholders of First Bank of Southwest Mississippi.

BE IT FURTHER RESOLVED that, at such time as the proposed merger may be consummated, the By-Laws of the resulting bank shall be amended in such manner as may be necessary or proper for effectuating the purchase of assets and assumption of liabilities South Central Bank by First Bank of Southwest Mississippi.

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

Robert S. Reeves moved that the foregoing Resolution be adopted. Amos Parker seconded the motion. By a vote of 114,011 to 0, the shareholders adopted the foregoing Resolution.

The 114,011 shares voting in favor of the foregoing Resolution represented more than two-thirds (2/3) of the 125,457 outstanding shares of capital stock of First Bank of Southwest Mississippi. In accordance with the provisions of Section 81-5-85 of the Mississippi Code of 1972, as amended, the Chairman thereupon declared that the shareholders of First Bank of Southwest Mississippi had ratified and confirmed the aforesaid Merger Agreement.

The shareholders designated Frank R. Halbert, President of First Bank of Southwest Mississippi to notify the Board of Directors of South Central Bank, Silver Creek, Mississippi, that the shareholders of First Bank of Southwest Mississippi had unanimously ratified and confirmed the aforesaid Merger Agreement.

The Chairman announced that the next order of business would be to consider a proposal to amend the Charter and Articles of Incorporation of First Bank of Southwest Mississippi which proposal had been unanimously approved by the Board of Directors of First Bank of Southwest Mississippi on February 22, 1982. The Chairman pointed out that specific mention of the proposed amendment had been included in the notice of the Special Meeting sent to shareholders.

Following a discussion of the proposed amendment the following Resolution was offered:

> BE IT RESOLVED that, pursuant to Sections 81-3-9 and 81-3-15 of the Mississippi Code of 1972, as amended, the Charter and Articles of Incorporation of First Bank of Southwest Mississippi be amended to increase the authorized capital stock of the Bank by $94,090.00 by increasing the number of authorized $5.00 par common shares by 18,818, such shares to be held pursuant to said Section 81-3-9 and to be issued from time to time, without preemptive rights, for such purposes and considerations as may be approved by the Board of Directors of the banking corporation, provided however, that the consideration to be received for each such share when issued shall not be less than the book value per share of the Bank as determined at time of issuance.
>
> BE IT FURTHER RESOLVED that, certain of these shares may be issued to the First Southwest Corporation to provide any necessary additional capital for the purchase of assets and assumption of the liabilities of South Central Bank.

Dr. W. A. Hiatt moved that the foregoing Resolution be adopted. R. H. Darville seconded the motion. By a unanimous vote of 114,011 to 0, the shareholders adopted the foregoing Resolution.

There being no further business to come before the Special Meeting of Shareholders, a motion was made and seconded that the Special Meeting be adjourned. The motion passed by unanimous vote of 114,011 to 0. The Chairman thereupon declared the Special Meeting of Shareholders of First Bank of Southwest Mississippi to be adjourned.

William A. Wiltshire
WILLIAM A. WILTSHIRE

ATTEST:

Judy Magee
JUDY MAGEE, SECRETARY

(S E A L)

FIRST BANK OF SOUTHWEST MS. STOCKHOLDERS

NAME	NO OF SHARES	PRESENT	PROXY/VOTED BY		NOT VOTING
JOE ALBRITTON	26				X
EDNA ALLEN	65		X	H&W	
WILLIAM HINTON ANDREWS	40		X	H&W	
JANICE ANDREWS	72		X	H&W	
PAUL ANDREWS	657		X	H&W	
F. C. ATKINSON	1113				X
C, ASHLEY ATKINSON	40	X			
PAUL ELZY ATKINSON/ ROSALIE PALMER ATKINSON	38				X
PAUL ATKINSON TRUST	1				X
PENNY ELIZABETH ATKINSON	1				X
H. K. BARRON	40	X			
HIRAM K. BATSON/ LETA C BATSON	181				X
JOHN W. BOYD	40				X
BURROW PATHOLOGY LAB PROFIT SHARING PLAN	53	X			
BURROW PATHOLOGY LAB PENSION PLAN TRUST	122	X			
CHARLES H. CARRUTH, JR.	40	X			
JOE E. CARRUTH	40	X			
JIMMY DALE CLARK	40	X			
LARRY CLARK	40	X			
SOLON R. COLE, M. D.	11				X
MARY H. COLEMAN	125		X	H&W	
ALMA R. COTTEN	35				X
MARGARET MILLS COTTEN	679				X
SHELBON COTTEN, JR.	22				X
SHELBON COTTEN, SR./ALMA R. COTTEN, JTWRS	35	X			
JAMES W. COVINGTON	40	X			
DR. JOE CRAWFORD/SAMMIE CRAWFORD, JTWRS	30				X
ROBERT H. DARVILLE, JR.	40	X			
CHARLES E. DAY	40				X
JOHN D. FARNHAM	64		X	H&W	
R. L. FARNHAM/MRS. R. L. FARNHAM	106				X
MARGARET HOUGH FARR	119				X
FIRST SOUTHWEST CORP.	105,479	X			
ALICE NEVIN FOSTERLING	395		X	H&W	
HARRY C. FRYE, M. D.	40		X	H&W	
ELLEN TERRELL GAINES TST.	250		X	H&W	
JULIA TERRELL GAINES TST.	757		X	H&W	
VIRGINIA LYN GAINES TST.	764		X	H&W	
FRANK R. HALBERT	40	X			

FIRST BANK OF SOUTHWEST MS. STOCKHOLDERS

NAME	NO OF SHARES	PRESENT	PROXY VOTED BY		NOT VOTING
HALEDO & CO.	100				X
WARREN A. HIATT, M. D.	40	X			
WARREN A. HIATT, JR.	105				X
HIBBANK & CO.	6635				X
IRA A. JENKINS	40		X	H&W	
ALTON JONES	40	X			
CAROLYN JONES	34				X
STEVEN A. JONES/MARY KAY JONES	54				X
DUDLEY F. LAMPTON	40	X			
DUNNICA OTT LAMPTON	40		x	H&W	
IDDO LAMPTON	125		X	H&W	
A. T. LEGGETT, JR.	40				X
A. T. LEGGETT, III	40				X
GEORGE HANSFORD LEGGETT II	40	X			
T. DAN MAGRUDER, JR.	40	X			
CHARLES W. MARTIN	67		X	Atkinson	
DAWN E. MARTIN	67		X	"	
ELEANOR COTTEN MARTIN	763		X	"	
MARTHA COTTEN MAYFIELD	400		X	H&W	
SAMMILTON	10				X
RUTH MULLENDORE/ RUTH M. GILMORE	131		X	H&W	
J. K. MCDONALD	40	X			
HELEN ELISE MCMILLAN	14		X	H&W	
HUGH MAGEE NUNNALLY	15				X
SALLY DAY NUNNALLY	17				X
CURRY NUNNERY	6				X
W. DUNNICA OTT	40	X			
AMOS PARKER	40	X			
THOMAS E. PARKER	40		X	H&W	
LOUIS PIGOTT	125				X
PROTECTIVE SERVICE LIFE INS. CO. INC	37		X	H&W	
ELIZABETH HOUGH REEVES	144				ABSTAIN
RALPH L. REEVES	40	X			
ROBERT S. REEVES	40	X			
NATALIE ANITA SOLOMON	11				X
THEODORE G. SOLOMON, III	11				X
KEITH STARRETT	40	X			
MELVIN C. STARRETT	40				X
MAUREEN O. STUART	20		X	H&W	
VERNON L. TERRELL, M. D.	40	X			
VERNON L. TERRELL, JR.	961		X	Terrell, Sr.	
HARRY E. THOMAS/YVONE THOMAS, JTWRS	476		X	H&W	

FIRST BANK OF SOUTHWEST MS. STOCKHOLDERS

NAME	NO OF SHARES	PRESENT	PROXY/VOTED BY	NOT VOTING
DOROTHY ANN THORNHILL	64			x
ADINE WALLACE TRUST/ ARCH DALRYMPLE TRUSTEE	144		X H & W	
ANITA H. WALLACE	845			X
MARGARET E. WATKINS TRUST	718			X
WILLIAM F. WATKINS	40	X		
LEON C. WILLIAMSON	40	X		
WILLIAM WILTSHIRE	40	X		
ANN TERRELL WOLFE TST.	724		x H. & W.	
WILTON PRICE	10			X
W. L. RICHMOND	64			X
TOTALS	1,254,57	1,066,49	7,278	11,386 ABSTAIN 144

First Bank of Southwest Mississippi / P.O. Box 808 / McComb, Mississippi 39648 / (601) 684-2231

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TO ALL SHAREHOLDERS OF FIRST BANK OF SOUTHWEST MISSISSIPPI, McCOMB, MISSISSIPPI:

In accordance with the By-Laws of First Bank of Southwest Mississippi, notice is hereby given that a special called meeting of shareholders of First Bank of Southwest Mississippi will be held at the Main Office of the Bank, South Broadway and Third Street, McComb, Mississippi, at 4:30 P.M. on Thursday, April 8, 1982.

The purpose of the special called meeting of shareholders is to allow the shareholders to consider and vote upon ratification and confirmation of a certain document entitled MERGER AGREEMENT under which South Central Bank, Silver Creek, Mississippi, will merge into First Bank of Southwest Mississippi, McComb, Mississippi, in the manner provided by Section 81-5-85 of the Mississippi Code of 1972, as amended.

A copy of the MERGER AGREEMENT, which has been unanimously approved by the Board of Directors of First Bank of Southwest Mississippi, is available in the Main Office of First Bank of Southwest Mississippi for inspection by any shareholder.

Shareholders will also consider and vote upon a proposal to amend the Charter and Articles of Incorporation to increase the authorized capital stock of the bank by $94,090.00 by increasing the number of authorized $5.00 par common shares by 18,818, such shares to be held pursuant to Section 81-3-9 of the Mississippi Code of 1972, as amended, and to be issued from time to time, without pre-emptive rights, for such purposes and considerations as may be approved by the Board of Directors of First Bank of Southwest Mississippi.

The special called meeting of shareholders will also consider such other matters as may properly come before it.

IN WITNESS WHEREOF, I have affixed my signature in McComb, Mississippi, on this, the 26 day of March, 1982.

Frank R. Halbert

FRANK R. HALBERT, PRESIDENT
FIRST BANK OF SOUTHWEST MISSISSIPPI

"EXHIBIT D"

PROXY

FIRST BANK OF SOUTHWEST MISSISSIPPI
McComb, Mississippi

KNOW ALL MEN BY THESE PRESENTS that I, the undersigned, being a shareholder of First Bank of Southwest Mississippi, McComb, Mississippi, do hereby nominate and appoint Frank R. Halbert, Leon C. Williamson, and William A. Wiltshire as my true and lawful Attorneys in Fact, jointly and severally, with full power of substitution, for and in my name and place, to represent me at the special meeting of shareholders of First Bank of Southwest Mississippi to be held at the Main Office of the Bank, South Broadway and Third Street, McComb, Mississippi, at 4:30 P.M. on Thursday, April 8, 1982, and at any and all adjournments of the said special called meeting, to vote all of the stock of First Bank of Southwest Mississippi owned or held or outstanding in my name, or which for any reason I am or shall be entitled to vote, upon any and all questions and business as may properly come before the said meeting.

(1) I particularly authorize and direct my Attorneys in Fact to vote on my behalf:

☐ FOR

☐ AGAINST

The ratification and confirmation of a certain agreement entitled MERGER AGREEMENT under which South Central Bank, Silver Creek, Mississippi will merge into First Bank of Southwest Mississippi, McComb, Mississippi in the manner provided by Section 81-5-85 of the Mississippi Code of 1972, as amended.

(2) I particularly authorize and direct my Attorney in Fact to vote on my behalf:

☐ FOR

☐ AGAINST

the proposed amendment to the Charter and Articles of Incorporation of First Bank of Southwest Mississippi so as to increase the authorized capital stock of the Bank by $94,090.00 by increasing the number of authorized $5.00 par common shares by 18,818, such shares to be held pursuant to Miss. Code Ann. §81-3-9 (Supp. 1981), and to be issued from time to time, without pre-emptive rights, for such purposes and considerations as may be approved by the Board of Directors of the banking corporation, provided, however, that the consideration to be received for each such share when issued shall not be less than the book value per share of the bank as determined at time of issuance. Certain of these shares may be issued to the holding company to provide any necessary additional capital.

(3) I further authorize and direct my said Attorney in Fact to vote on my behalf:

☐ YES

☐ NO

in the transaction of any other business that may come before the meeting as fully as I could do it if personally present and acting.

If not all of my said Attorneys in Fact shall be present at the meeting, then the one so present or acting shall have and may exercise all the power and authority hereby granted to the said attorneys jointly. Each of the said Attorneys in Fact may substitute for himself, as such attorney, any other person, including his associates above-named, and revoke such substitution, and any substitute so appointed, unless such substitution shall have been

"EXHIBIT E"

revoked, shall have all the right, power, and authority that the person appointing him would have possessed but for such substitution.

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

This Proxy shall be voted by the said Attorneys in Fact in accordance with the directions of the person or persons executing this Proxy, as indicated above by marking the block FOR or the block AGAINST, and if no direction is indicated on the face of this Proxy, then the said Attorneys in Fact are directed to vote the shares of the undersigned FOR ratification and confirmation of a certain agreement entitled MERGER AGREEMENT under which South Central Bank, Silver Creek, Mississippi will be merged into First Bank of Southwest Mississippi, McComb, Mississippi.

IN WITNESS WHEREOF, I have affixed my signature on this, the _____ day of _____, 1982.

_____

_____
Signature of Shareholder(s)

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

Number of Shares: _____

First Bank of Southwest Mississippi / P.O. Box 808 / McComb, Mississippi 39648 / (601) 684-2231

MARCH 26, 1982

TO ALL SHAREHOLDERS OF FIRST BANK OF SOUTHWEST MISSISSIPPI:

A special called meeting of shareholders of First Bank of Southwest Mississippi will be held at the Main Office of the Bank, South Broadway and Third Street, McComb, Mississippi, at 4:30 P.M. on Thursday, April 8, 1982. You have the right to be present at this special meeting of shareholders, and the officers and directors of the Bank cordially invite you to attend.

At a meeting of the Board of Directors held on February 22, 1982, the Board unanimously voted to enter into a Merger Agreement whereby South Central Bank, Silver Creek, Mississippi, would merge into First Bank of Southwest Mississippi. The merger is structured in a manner such that First Bank of Southwest Mississippi will purchase all of the assets, liabilities and capital accounts of South Central Bank and, therefore, no additional stock will be issued except as may be necessary to raise additional funds to finance the purchase. This Merger Agreement will be the principal matter to come before the special called meeting of shareholders. In accordance with the provisions of Section 81-5-85 of the Mississippi Code of 1972, as amended, the special called meeting of shareholders will consider and vote upon ratification and confirmation of the Merger Agreement.

In the event additional funds are necessary to purchase the assets and capital of South Central Bank, it is proposed that additional capital stock of First Bank be issued to First Southwest Corporation. Therefore, at this special meeting, shareholders will also be asked to approve an amendment to the Charter and Articles of Incorporation so as to increase the authorized capital stock of the bank by $94,090.00 by increasing the number of authorized $5.00 par common shares by 18,818, such shares to be held pursuant to Miss. Code Ann. §81-3-9 (Supp. 1981), and to be issued from time to time, without pre-emptive rights, for such purposes and considerations as may be approved by the Board of Directors of the banking corporation, provided however, that the consideration to be received for each such share when issued shall not be less than the book value per share of the bank as determined at time of issuance. Certain of these shares may be issued to the holding company to provide any necessary additional capital.

The special meeting of shareholders will consider any other matters as may properly come before it.

If you will be unable to attend the special called meeting of shareholders in person, you may still participate and vote at the meeting by proxy. Enclosed is a Proxy form which you may complete and return if you are unable to attend the special called meeting. If you wish to utilize the enclosed Proxy, please sign and date it in the indicated place and return it to me, either in person

"EXHIBIT F"

or by mail, at First Bank of Southwest Mississippi, South Broadway and Third Street, Post Office Box 808, McComb, Mississippi 39648, prior to the date of the meeting. If more than one person owns a stock certificate, all owners must sign the Proxy.

If you have any questions about the forthcoming special called meeting of shareholders or about any matter mentioned in this letter, or in the enclosed forms, please do not hesitate to contact me or any other officer or director of First Bank of Southwest Mississippi.

Sincerely yours,

Frank R. Halbert

Frank R. Halbert, President

AFFIDAVIT OF PRESIDENT OF FIRST BANK OF SOUTHWEST MISSISSIPPI,

McCOMB, MISSISSIPPI

STATE OF MISSISSIPPI

COUNTY OF PIKE

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

I, the undersigned Frank R. Halbert, President of First Bank of Southwest Mississippi, McComb, Mississippi, do hereby state and certify that the MERGER AGREEMENT by which First Bank of Southwest Mississippi would purchase the assets and assume the liabilities of South Central Bank, Silver Creek, Mississippi, was unanimously adopted by the Board of Directors of First Bank of Southwest Mississippi, at a regular monthly meeting of the Board of Directors held on February 22, 1982, and that the said MERGER AGREEMENT was ratified and confirmed by the shareholders of First Bank of Southwest Mississippi, by a unanimously vote of 114,011 to 0 at a Special Meeting of Shareholders held on April 8, 1982, with shareholders owning more than two-thirds (2/3) of the 125,457 shares of outstanding common stock of First Bank of Southwest Mississippi voting in favor of ratification and confirmation, all in accordance with Section 81-5-85 of the Mississippi Code of 1972, as amended.

FRANK R. HALBERT, PRESIDENT

SWORN to and subscribed before me, this the 14 day of May, 1982.

NOTARY PUBLIC

My Commission Expires:
My Commission Expires Oct. 1[illegible]

"EXHIBIT G"

RESOLUTION APPROVING MERGER AGREEMENT

BE IT RESOLVED: That, pursuant to Section 81-5-85 of the Mississippi Code of 1972, as amended, the Board of Directors of South Central Bank hereby adopts and approves that certain document entitled MERGER AGREEMENT under which South Central Bank, Silver Creek, Mississippi will merge to First Bank of Southwest Mississippi, McComb, Mississippi, a copy of which Agreement (hereinafter referred to as "Merger Agreement") is attached hereto as Exhibit A.

BE IT FURTHER RESOLVED: That, pursuant to Section 81-5-101 of the Mississippi Code of 1972, as amended, as well as other applicable statutes, on the Board of Directors of South Central Bank hereby adopts and approves that certain document entitled Plan of Complete Liquidation under which South Central Bank will be liquidated and dissolved, a copy of which Plan is attached hereto as Exhibit B.

BE IT FURTHER RESOLVED: That, pursuant to Sections 81-5-85 and 81-5-101 of the Mississippi Code of 1972, as amended, the said Merger Agreement and Plan of Complete Liquidation be presented to the shareholders of South Central Bank for their ratification and confirmation at a special called meeting of shareholders to be held at the Main Office of the Bank. 151 2nd Street, Silver Creek, Mississippi, at 4:30 P.M. on Wednesday, March 31, 1982.

BE IT FURTHER RESOLVED: That, in accordance with the By-Laws of South Central Bank, notice of the special called meeting of shareholders be sent to all shareholders, and that the said notice specifically inform the shareholders that the said Merger Agreement and Plan of Complete Liquidation will be presented for their ratification and confirmation at the said special called meeting of shareholders, as provided by Sections 81-5-85 and 81-5-101 of the Mississippi Code of 1972, as amended.

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

* * *

CERTIFICATE

I, the undersigned H. W. Brown, Jr., President of South Central Bank, Silver Creek, Mississippi, do hereby certify that a regular monthly meeting of the Board of Directors of South Central Bank was held in accordance with the By-Laws on Wednesday, February 17, 1982, at the Main Office of the Bank, 151 2nd Street, Silver Creek, Mississippi; that a quorum was present at the said regular monthly meeting of the Board of Directors; and that, upon a motion duly made and seconded, the foregoing Resolution Approving Merger Agreement was unanimously adopted.

THIS, the 17th day of February, 1982.

H. W. Brown, Jr.

ATTEST:

Kelly Miller, Cashier

"EXHIBIT H"

MINUTES OF SPECIAL MEETING OF SHAREHOLDERS
OF
SOUTH CENTRAL BANK, SILVER CREEK, MISSISSIPPI

April 7, 1981

In accordance with the By-Laws, and pursuant to a Resolution adopted by the Board of Directors, a special meeting of the shareholders of South Central Bank was held at the main banking office in Silver Creek, Mississippi, on Wednesday, April 7, 1982, with notice of the special meeting of shareholders having been mailed to each shareholder of record on March 26th, 1982, in accordance with the By-Laws.

Attached hereto and made a part of these minutes are: (1) a copy of the notice sent to each shareholder, (2) a copy of the Proxy sent to each shareholder, (3) a copy of the cover letter from H. W. Brown, Jr., President of South Central Bank, which letter accompanied the said Notice and Proxy, and (4) a certificate from Mr. Brown stating that he mailed the said Notice, Proxy and cover letter, postage prepaid, on March 26th, 1982, to each shareholder of South Central Bank.

William A. Wiltshire, Chairman of the Board of Directors, presided as temporary Chairman of the annual meeting of shareholders and called the meeting to order at 4:30 p.m. William A. Wiltshire was elected permanent Chairman of the annual meeting and H. W. Brown, Jr., was elected Secretary of the annual meeting.

Chairman Wiltshire declared the next order of business to be the determination of the presence of a quorum. Chairman Wiltshire called upon the Secretary to take the roll of those shareholders attending the annual meeting in person, to examine the proxies returned by the shareholders, and to determine how many of the 38,000 outstanding shares of South Central Bank were represented either in person or by proxy. The Secretary reported that 28,586 shares were in person, and that 3,742 shares were represented by proxy for a total of 32,328 shares, or 85.07% of the 38,000 outstanding shares of South Central Bank. Not present in person or by proxy were 5,672 shares. A list of the persons represented in person or by proxy, with their respective number of shares, is attached hereto as an exhibit and made a part of these minutes.

Chairman Wiltshire pointed out that, under the By-Laws, a quorum is a majority of all the 38,000 shares issued and outstanding, or 19,001 shares. Chairman Wiltshire declared that, with 32,328 shares represented at the annual meeting either in person or by proxy, a quorum was present and that the meeting was lawfully constituted for all business which might probably come before it.

Chairman Wiltshire declared the next order of business would be to consider ratification and confirmation of certain documents entitled Merger Agreement and Plan of Complete Liquidation under which First Bank of

"EXHIBIT I"

Southwest Mississippi, McComb, Mississippi, would purchase the assets and assume the liabilities of South Central Bank, followed by the dissolution and liquidation of South Central Bank, which Agreement and Plan had been unanimously approved by the Board of Directors of South Central Bank on February 17, 1982. Chairman Wiltshire pointed out that the specific mention of a proposed merger had been included in the Notice of the special meeting sent to all shareholders. A discussion of the Merger Agreement and Plan of Liquidation was held concerning the proposed merger. When all discussion was concluded, Glynn Hughes offered the following Resolution:

> BE IT RESOLVED that, pursuant to the provisions of §81-5-85 of the Mississippi Code of 1972, as amended, the shareholders of South Central Bank, Silver Creek, Mississippi, do hereby approve, adopt, ratify and confirm that certain Merger Agreement, as unanimously adopted by the Board of Directors of South Central Bank on February 17, 1982, and as unanimously adopted by the Board of Directors of First Bank of Southwest Mississippi on February 22, 1982, and as signed by each member of the said respective Boards of Directors, and as presented to this annual meeting of shareholders of South Central Bank.
>
> BE IT FURTHER RESOLVED that, pursuant to §81-5-101 of the Mississippi Code of 1972, as amended, as well as other applicable statutes, the shareholders of South Central Bank, Silver Creek, Mississippi, do hereby approve, adopt, ratify and confirm that certain Plan of Complete Liquidation under which South Central Bank will be liquidated and dissolved, as unanimously adopted by the Board of Directors of South Central Bank on February 17, 1982.
>
> BE IT FURTHER RESOLVED that the President and Cashier of South Central Bank, or either of them, are hereby authorized and directed to do such things and to execute such documents and instruments as may be necessary or desirable to effectuate fully and finally the intent of this Resolution.

Glynn Hughes moved that the foregoing Resolution be adopted. H. W. Brown, Jr., seconded the motion. The motion prevailed by a unanimous vote.

The 32,328 shares voting in favor of the foregoing Resolution represented more than two-thirds (2/3) of the 38,000 outstanding shares of capital stock of South Central Bank. In accordance with the provisions of §§81-5-85 and 81-5-101 of the Mississippi Code of 1972, as amended, Chairman Wiltshire thereupon declared that the shareholders of South Central Bank had ratified and confirmed the aforesaid agreement to merge and the Plan of Complete Liquidation. The shareholders designated H. W. Brown, Jr., President of South Central Bank, to notify the directors of First Bank of Southwest Mississippi, McComb, Mississippi, that the

shareholders of South Central Bank had ratified and confirmed the aforesaid agreement to merge and Plan of Complete Liquidation. In other action, Mr. Merle Riley entered a motion calling for the adoption of a resolution from the stockholders expressing their thanks for services rendered to the bank by Director Claude King who passed away on March 9, 1982. Mr. Riley's motion was seconded by Glynn Hughes and thereupon such resolution was unanimously adopted.

There being no further business to come before the special meeting of shareholders, the meeting was adjourned upon motion made, seconded and unanimously approved by a vote of 32,328 to 0.

William A. Wiltshire
WILLIAM A. WILTSHIRE, CHAIRMAN

ATTEST:

H. W. Brown
H. W. BROWN, JR., SECRETARY

(S E A L)

NAME	NO. SHARES	PRESENT	PROXY	VOTED BY
Emmette P. Allen	200		X	Brown & Wiltshire
Robert O. Allen	100		X	Brown & Wiltshire
Mr. & Mrs. C. D. Barnes	20			
James E. Baxter	20		X	Brown & Wiltshire
John McEvoy Behan and Kathryn A. Behan	10			
Mrs. Grace Berry	100		X	Brown & Wiltshire
William D. Boerner and Merrie R. Boerner	35			
May W. Boone	24		X	Brown & Wiltshire
Mr. & Mrs. Robert L. Boyd	85			
Ida Mae Bridges and Howard Bridges	10			
Ruth Bridges	5			
Mr. & Mrs. William K. Bridges	10			
Dennis R. Broome	87			
Dennis R. Broome, Jr.	15			
Mrs. Harmon Broome	120			
Hulon W. Brown, Jr.	100	X		
R. F. Burdine & Linda H. Burdine	20			
Ben R. Burney and Catherine W. Burney	20			
Mrs. Dorothy Peeler Baxtor	384			
Frederick Horace Cannon, Jr.	100		X	Brown & Wiltshire
Mr. & Mrs. James H. Carr	50		X	Brown & Wiltshire
E. W. Clinton	100			
Mr. & Mrs. E. W. Clinton	100			
Dr. David Cloyd and Cathy E. Cloyd	40		X	Brown & Wiltshire
Ralph Daley	10			
Donnie Ladd Daniel	40		X	Brown & Wiltshire
Mrs. Jonnie V. Daniel and Donnie Ladd Daniel	472	X		
Mrs. Jonnie V. Daniel and Joseph W. Daniel	472	X		
Mrs. Jonnie V. Daniel and Martha E. Daniel Holloway	472	X		
Martha E. Daniel Holloway	648			
Mrs. T. E. Daniel	720			
Mr. & Mrs. Herman L. Dungan, Jr.	139			

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NAME	SHARES	PRESENT	PROXY	VOTED BY
Mr. & Mrs. Duthiel W. Fortenberry	100		X	Brown & Wiltshire
Harold R. Gary & Jetty P. Gary	10		X	Brown & Wiltshire
French George	310		X	Brown & Wiltshire
Estate of James George	194		X	Brown & Wiltshire
James S. George	194		X	Brown & Wiltshire
Bruce Robert Gove and Brian Scott Gove, Minors and Ed Gove	10			
Kimberly Ann Gove, Minor, and Ed Gove	12			
Sam Graham	20			
Billy V. Harvey	80			
Jack Hollingsworth and Sandra P. Hollingsworth	74		X	Brown & Wiltshire
Mr. & Mrs. Carroll Holloway	80			
Betty Jo Hughes	68		X	Brown & Wiltshire
Mrs. Dian D. Hughes	437		X	Brown & Wiltshire
Earl Glynn Hughes	155		X	Brown & Wiltshire
Mrs. Estelle B. Jofron	192			
Thomas E. Jolly & Joan R. Jolly	100		X	Brown & Wiltshire
Mrs. Carolyn S. Jones	134			
Mrs. Carolyn S. Jones, Trustee For Sandra Kay Jones	11			
James W. Jones and Mrs. Carolyn S. Jones	32			
James W. Jones, Trustee for James Allen Jones	10			
Claude King	80			
Donald G. Kruger	80	X		
Henry M. Lipsey and Francis Elizabeth Lipsey	100		X	Brown & Wiltshir
Mrs. Eleanor M. Lipsey	40			
William T. Lipsey, Jr. and Lady June Lipsey	60			
Elaine L. Lovvorn and Robert Lovvorn, Sr.	20		X	Brown & Wilsthir
Guy Magee	100		X	Brown & Wilsthir
Jack Magee	80			
Mr. & Mrs. Jerry W. Magee	80		X	Brown & Wiltshir
Frank J. Malta	125		X	Brown & Wiltshir
Mr. & Mrs. Roy P. Malta	100			

NAME	NO SHARES	PRESENT	PROXY	VOTED BY
Daniel G. Martindale, DDS	22			
Mary Nell McDonald	60		X	Brown & Wiltshire
James Kelly Miller	46	X		
New Hebron Mfg. Co., Inc.	80			
James F. Noble, Jr.	80			
[illegible]. & Mrs. James F. Noble, Jr.	120			
Mr. & Mrs. J. E. O'Connell	80			
Henry L. Newman, Jr. and Agnes A. Newman	100			
Eugene Pace & Lillian F. Pace	10			
Mr. & Mrs. Gary O. Parker, III	50		X	Brown & Wiltshire
Jack F. Parkman and Mary S. Parkman	217		X	Brown & Wiltshire
Mrs. Mary Rogers Peeler	244		X	Brown & Wiltshire
Mr. & Mrs. S. E. Peeler	668	X		
T. H. Perkins, III	11			
Mrs. Carolyn B. Pruitt	40			
Merle A. Riley	360	X		
Mrs. Merle A. Riley	336	X		
Kaiser Runnels	80			
Mr. & Mrs. Michael W. Russell	50			
Betty Claire Samuels	10			
Harold Samuels	12			
Estate of Kathleen Sandifer and Mrs. Carolyn S. Jones	614			
Mr. & Mrs. John Ford Saulters	20		X	Brown & Wiltshire
Mr. & Mrs. Bobby J. Scafidel	100			
Mr. & Mrs. R. J. Sessions	20		X	Brown & Wiltshire
James E. Shivers and Jewell V. Shivers	10		X	Brown & Wiltshire
James H. Shivers and Margaret Janice Shivers	10		X	Brown & Wiltshire
Ronald C. Shivers and Jackie K. Shivers	10		X	Brown & Wiltshire
Terry Lynn Shivers & Sue Shivers	10			
[illegible] P. Shivers & Lula D. Shivers	20			
Gene Simmons, Sr.	50		X	Brown & Wiltshire
Mrs. Laverne Smith	120		X	Brown & Wiltshire

NAME BOOK 289 PAGE 396	NO SHARES	PRESENT	PROXY	VOTED BY
Mr. & Mrs. Paul B. Smith	10			
Mr. & Mrs. F. Joe Speights	50			
Robert C. Speights, Jr.	80	X		
Otis Stephens	10			
W. M. Stephens	11			
Mr. & Mrs. Milton D. Terrell	100			
Mr. & Mrs. Kirby Thompson	80			
Mr. & Mrs. James T. Todd	70			
E. A. Turnage	60		X	Brown & Wiltshire
Mrs. Jones M. Walker	33			
Dr. J. W. Waller	40			
Louie F. Wilkins, MD	50		X	Brown & Wiltshire
H. G. Williams, III	80		X	Brown & Wiltshire
William A. Wiltshire	25,500	X		
Mrs. Kate J. Womack and Mrs. Jean W. Allen	200			
Lavon Womack or Kate J. Womack	100			
Martin B. Zachary	50			
Total	38,000	28,586	3,742	

Total Shares Represented = 32,328

Percent Represented = 85%

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TO ALL SHAREHOLDERS OF SOUTH CENTRAL BANK, SILVER CREEK, MISSISSIPPI:

In accordance with the By-Laws of South Central Bank, notice is hereby given that a special called meeting of shareholders of South Central Bank will be held at the Main Office of the Bank, 151 2nd Street, Silver Creek, Mississippi, at 4:30 P.M. on Wednesday, April 7, 1982.

The purpose of the special called meeting of shareholders is to allow the shareholders to consider and vote upon ratification and confirmation of those certain documents entitled (1) MERGER AGREEMENT under which South Central Bank, Silver Creek, Mississippi, will merge into First Bank of Southwest Mississippi, McComb, Mississippi, in the manner provided by Section 81-5-85 of the Mississippi Code of 1972, as amended and (2) PLAN OF COMPLETE LIQUIDATION under which the proceeds flowing to South Central Bank under the Merger Agreement will be distributed to shareholders, following which, South Central Bank will be dissolved and liquidated in the manner provided by Section 81-5-101 of the Mississippi Code of 1972, as amended and other applicable statutes.

A copy of the MERGER AGREEMENT and PLAN OF COMPLETE LIQUIDATION, which have been unanimously approved by the Board of Directors of South Central Bank, are available in the Main Office of South Central Bank for inspection by any shareholder.

The special called meeting of shareholders will also consider such other matters as may properly come before it.

IN WITNESS WHEREOF, I have affixed my signature in Silver Creek, Mississippi, on this, the 26th day of March, 1982.

H. W. Brown, Jr.

H. W. BROWN, JR., PRESIDENT
SOUTH CENTRAL BANK

"EXHIBIT J"

PROXY

SOUTH CENTRAL BANK
Silver Creek, Mississippi

KNOW ALL MEN BY THESE PRESENTS that I, the undersigned, being a shareholder of South Central Bank, Silver Creek, Mississippi, do hereby nominate and appoint H. W. Brown, Jr. and William A. Wiltshire as my true and lawful Attorneys in Fact, jointly and severally, with full power of substitution, for and in my name and place, to represent me at the special meeting of shareholders of South Central Bank to be held at the Main Office of the Bank, 151 2nd Street, Silver Creek, Mississippi, at 4:30 P.M. on Wednesday, April 7, 1982, and at any and all adjournments of the said special called meeting, to vote all of the stock of South Central Bank owned or held or outstanding in my name, or which for any reason I am or shall be entitled to vote, upon any and all questions and business as may properly come before the said meeting.

(1) I particularly authorize and direct my Attorneys in Fact to vote on my behalf:

☐ FOR

☐ AGAINST

the ratification and confirmation of those certain agreements entitled (1) MERGER AGREEMENT under which South Central Bank, Silver Creek, Mississippi will merge into First Bank of Southwest Mississippi, McComb, Mississippi in the manner provided by Section 81-5-85 of the Mississippi Code of 1972, as amended and (2) PLAN OF COMPLETE LIQUIDATION under which South Central Bank, Silver Creek, Mississippi will be liquidated and dissolved in the manner provided by Section 81-5-101 of the Mississippi Code of 1972 as amended, and other applicable statutes.

(2) I further authorize and direct my said attorney in fact to vote on my behalf:

☐ YES

☐ NO

in the transaction of any other business that may come before the meeting as fully as I could do it if personally present and acting.

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

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

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

"EXHIBIT K"

confirmation of those certain agreements entitled MERGER AGREEMENT under which South Central Bank, Silver Creek, Mississippi will be merged into First Bank of Southwest Mississippi, McComb, Mississippi, and PLAN OF COMPLETE LIQUIDATION under which South Central Bank, Silver Creek, Mississippi, will be liquidated and dissolved.

IN WITNESS WHEREOF, I have affixed my signature on this, the _____ day of March, 1982.

_____

_____
Signature of Shareholder(s)

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

Number of Shares: _____

TO ALL SHAREHOLDERS OF SOUTH CENTRAL BANK:

A special called meeting of shareholders of South Central Bank will be held at the Main Office of the Bank, 151 2nd Street, Silver Creek, Mississippi, at 4:30 P.M. on Wednesday, April 7, 1982. You have the right to be present at this special meeting of shareholders, and the officers and directors of the Bank cordially invite you to attend.

At a meeting of the Board of Directors held on February 17, 1982, the Board unanimously voted to enter into a Merger Agreement whereby South Central Bank, Silver Creek, Mississippi, would merge into First Bank of Southwest Mississippi. The merger is structured in a manner such that First Bank of Southwest Mississippi will purchase all of the assets, liabilities and capital accounts of South Central Bank. In conjunction with the vote to enter into the Merger Agreement, The Board also unanimously voted to adopt a Plan of Complete Liquidation under which the proceeds of the sale of the assets, liabilities and capital ccounts of South Central Bank will be distributed pro rata among the present shareholders of South Central Bank, following which the Bank will be dissolved and liquidated pursuant to Section 85-5-101 of the Mississippi Code of 1972, as amended and other applicable statutes. This Merger Agreement and Plan of Complete Liquidation will be the principal matters to come before the special called meeting of shareholders. In accordance with the provisions of Section 81-5-85 of the Mississippi Code of 1972, as amended, the special called meeting of shareholders will consider and vote upon ratification and confirmation of the Merger Agreement and Plan of Complete Liquidation.

The special meeting of shareholders will consider any other matters as may properly come before it.

If you will be unable to attend the special called meeting of shareholders in person, you may still participate and vote at the meeting by proxy. Enclosed is a Proxy form which you may complete and return if you are unable to attend the special called meeting. If you wish to utilize the enclosed Proxy, please sign and date it in the indicated place and return it to me, either in person or by mail, at South Central Bank, 151 2nd Street, Post Office Box 123, Silver Creek, Mississippi 39663, prior to the date of the meeting. If more than one person owns a stock certificate, all owners must sign the Proxy.

If you have any questions about the forthcoming special called meeting of shareholders or about any matter mentioned in this letter, or in the enclosed forms, please do not hesitate to contact me or any other officer or director of South Central Bank.

Sincerely yours,

H. W. Brown, Jr.

H. W. Brown, Jr., President

"EXHIBIT L"

AFFIDAVIT OF PRESIDENT OF SOUTH CENTRAL BANK,
SILVER CREEK, MISSISSIPPI BOOK 289 PAGE 311

STATE OF MISSISSIPPI

COUNTY OF LINCOLN

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named H. W. Brown, Jr., who having been duly sworn by me stated under oath the following:

I, the undersigned H. W. Brown, Jr., President of South Central Bank, Silver Creek, Mississippi, do hereby state and certify that the MERGER AGREEMENT and the PLAN OF COMPLETE LIQUIDATION, was unanimously adopted by the Board of Directors of South Central Bank at a regular meeting of the Board of Directors held on February 17, 1982, and that the said MERGER AGREEMENT and PLAN OF COMPLETE LIQUIDATION was ratified and confirmed by the shareholders of South Central Bank by a vote of 32,328 to 0 at a special meeting of shareholders held on April 7, 1982, with shareholders owning more than two-thirds (2/3) of the 38,000 shares of outstanding capital stock of South Central Bank voting in favor of ratification and confirmation, all in accordance with Sections 81-5-85 and 81-5-101 of the Mississippi Code of 1972, as amended.

H. W. Brown
H.W. BROWN, JR.

SWORN to and subscribed before me, this the 14th day of May, 1982.

Marilyn B. Sears
NOTARY PUBLIC

My Commission Expires:

March 2, 1985

"EXHIBIT M"

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 MERGER APPROVAL

WHEREAS the South Central Bank, Silver Creek, Lawrence County, Mississippi, and the First Bank of Southwest Mississippi, McComb, Pike County, Mississippi, have applied to the Commissioner, Department of Banking and Consumer Finance, State of Mississippi, for permission to merge the South Central Bank into and under the charter of the First Bank of Southwest Mississippi, 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 South Central Bank on April 7, 1982, and the First Bank of Southwest Mississippi on April 8, 1982, statutory notice having been duly given, and

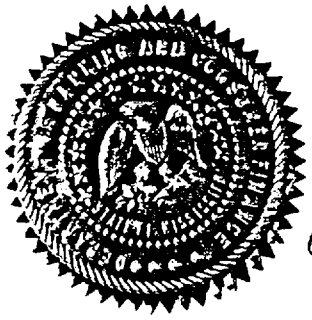
WHEREAS at such time as the merger is consumated, the present Main Office of South Central Bank located in Silver Creek, Lawrence County, Mississippi, and the present branches of South Central Bank located at Monticello, Lawrence County, Mississippi; Brookhaven, Lincoln County; and Prentiss, Jefferson Davis County, Mississippi, will become branches of the resulting bank; and

"EXHIBIT N"

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

NOW THEREFORE, I, Glenn Smith, Commissioner, Department of Banking and Consumer Finance, State of Mississippi, by virtue of authority vested in me under Section 81-5-85, Mississippi Code of 1972, do hereby approve the merger of the South Central Bank into and under the charter of the First Bank of Southwest Mississippi.

In testimony whereof, I have hereunto set my hand and caused the Seal of the Department of Banking and Consumer Finance, State of Mississippi, to be affixed, this the 27th day of May, 1982.



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

FEDERAL DEPOSIT INSURANCE CORPORATION

RE: First Bank of Southwest Mississippi
McComb, Mississippi

Application for Consent to Merge and Establish Four Branches

ORDER

Pursuant to Section 18(c) and other provisions of the Federal Deposit Insurance Act, First Bank of Southwest Mississippi, McComb, Mississippi, an insured state nonmember bank, has filed an application for the Corporation's prior consent to merge with South Central Bank, Silver Creek, Mississippi, under the charter and title of First Bank of Southwest Mississippi, and to establish the four offices of South Central Bank as branches of the resultant bank. Notices of the proposed transaction, in form approved by the Corporation, have been published pursuant to said Act.

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

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

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

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

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

Dated at Washington, D. C., this 10th day of November, 1982.

BY ORDER OF THE BOARD OF DIRECTORS

Hoyle L. Robinson
Executive Secretary

"EXHIBIT O"

FEDERAL DEPOSIT INSURANCE CORPORATION

RE: First Bank of Southwest Mississippi
McComb, Mississippi

Application for Consent to Merge and Establish Four Branches

BASIS FOR CORPORATION APPROVAL

First Bank of Southwest Mississippi, McComb, Mississippi ("First Bank"), an insured state nonmember bank with total resources of $110,705,000 and total IPC deposits of $85,842,000, has applied, pursuant to Section 18(c) and other provisions of the Federal Deposit Insurance Act, for the Corporation's prior consent to merge, under its charter and title, with South Central Bank, Silver Creek, Mississippi ("Central"), which has total resources of $31,823,000 and total IPC deposits of $25,523,000. 1/ Incident to the proposed transaction, the four offices of Central would be established as branches of the resultant bank.

Competition

First Bank operates its eight offices in Pike County in southwestern Mississippi and serves that county and portions of adjoining Amite, Lincoln, and Walthall Counties in Mississippi and portions of Tangipahoa and St. Helena Parishes in Louisiana. Central operates two offices in Lawrence County, and one office each in Jefferson Davis and Lincoln Counties. The closest offices of the two banks are twenty miles distant and there is only a minor amount of overlap of their service areas in southern Lincoln County. The relevant market in which to assess the impact of this proposed transaction is the three counties served by Central. Within this area six banks operate 17 offices with total deposits of $254 million. Central is the fifth largest bank in this area with 11.3 percent of the area's deposits. As First Bank is not represented in this market it would succeed to Central's share of the market and no significant amount of existing competition would be eliminated. Either bank could establish branches in the service area of the other; however, the branching opportunities are limited due to population restrictions and the number of existing branches already serving the two population centers of McComb and Brookhaven.

Consummation of this transaction would result in First Bank becoming the 13th largest bank in the state but it would hold only 1.1 percent of state-wide commercial bank deposits.

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

Financial and Managerial Resources; Future Prospects

The financial and managerial resources of the two banks are considered acceptable and their future prospects are considered favorable and would continue to be so in the resultant bank.

1/ Financial data as of June 30, 1982.

"EXHIBIT P"

Convenience and Needs of the Community to be Served

No offices would be closed as a result of this proposed transaction nor would any services be eliminated. Considerations relating to the convenience and needs of the community to be served are consistent with approval of the application.

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

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

# # # #

RESOLUTION DIRECTING THAT MERGER OF OF SOUTH CENTRAL BANK, SILVER CREEK, MISSISSIPPI, INTO FIRST BANK OF SOUTHWEST MISSISSIPPI, McCOMB, MISSISSIPPI, BE CONSUMMATED ON JANUARY 1, 1983

WHEREAS, on February 22, 1982, the Board of Directors of First Bank of Southwest Mississippi, McComb, Mississippi, and the Board of Directors of South Central Bank, Silver Creek, Mississippi, acting pursuant to the provisions of Section 81-5-85 of the Mississippi Code of 1972, as amended, entered into a Merger Agreement for the purpose of merging South Central Bank into First Bank of Southwest Mississippi; and

WHEREAS, the Merger Agreement was unanimously ratified and approved by the shareholders of First Bank of Southwest Mississippi at a special meeting of shareholders held on April 8, 1982, with shareholders owning more than two-thirds (2/3) of the outstanding capital stock of First Bank of Southwest Mississippi voting in the affirmative; and

WHEREAS, the Merger Agreement was unanimously ratified and confirmed by the shareholders of South Central Bank at a special meeting of shareholders held on April 7, 1982, with shareholders owning at least two-thirds (2/3) of the outstanding capital stock of South Central Bank voting in the affirmative; and

WHEREAS, on May 27, 1982, Glenn Smith, Commissioner of the Mississippi Department of Banking and Consumer Finance, issued a Certificate of Merger Approval in regard to the proposed merger; and

WHEREAS, on November 10, 1982, the Board of Directors of the Federal Deposit Insurance Corporation, acting pursuant to Section 18(c) of the Federal Deposit Insurance Act, 12 U.S.C. §1828(c), entered an order granting the consent of the Federal Deposit Insurance Corporation to the proposed merger and further directing that the merger not be consummated until at least thirty (30) days after November 10, 1982, or no earlier than December 10, 1982; and

WHEREAS, Section 5.1 of the Merger Agreement provides that the proposed merger will be consummated at 10:00 a.m. on a date to be designated by First Bank of Southwest Mississippi, unless otherwise agreed in writing by First Bank of Southwest Mississippi and South Central Bank; and

WHEREAS, it would be in the best interest of First Bank of Southwest Mississippi, South Central Bank, and their officers, directors, shareholders, employees, and customers that the proposed merger be consummated at 12:01 a.m. on January 1, 1983,

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of First Bank of Southwest Mississippi, McComb, Mississippi, that the merger of South Central Bank into First Bank of Southwest Mississippi shall be consummated at 12:01 a.m. on January 1, 1983.

BE IT FURTHER RESOLVED that an appropriate written agreement concerning the date of consummation be entered into with South Central Bank, in accordance with the provisions of Section 5.1 of the Merger Agreement.

BE IT FURTHER RESOLVED that the officers of First Bank of Southwest Mississippi shall take all necessary and proper steps to have the merger consummated at 12:01 a.m. on January 1, 1983, including having the Charter of First Bank of Southwest Mississippi amended, and including having closed the transactions contemplated in the Merger Agreement.

"EXHIBIT Q"

CERTIFICATE

I, the undersigned William A. Wiltshire, Chairman of the Board of First Bank of Southwest Mississippi, McComb, Mississippi, do hereby certify that the foregoing Resolution was adopted by the Board of Directors of First Bank of Southwest Mississippi, McComb, Mississippi, at a regular meeting of the Board of Directors held on November 15, 1982, with a quorum being present.

THIS is the 19th day of November, 1982.

WILLIAM A. WILTSHIRE
CHAIRMAN OF THE BOARD

ATTEST:

CASHIER

(S E A L)

RESOLUTION DIRECTING THAT MERGER OF OF SOUTH CENTRAL BANK, SILVER CREEK, MISSISSIPPI, INTO FIRST BANK OF SOUTHWEST MISSISSIPPI, McCOMB, MISSISSIPPI, BE CONSUMMATED ON JANUARY 1, 1983

WHEREAS, on February 22, 1982, the Board of Directors of First Bank of Southwest Mississippi, McComb, Mississippi, and the Board of Directors of South Central Bank, Silver Creek, Mississippi, acting pursuant to the provisions of Section 81-5-85 of the Mississippi Code of 1972, as amended, entered into a Merger Agreement for the purpose of merging South Central Bank into First Bank of Southwest Mississippi; and

WHEREAS, the Merger Agreement was unanimously ratified and approved by the shareholders of First Bank of Southwest Mississippi at a special meeting of shareholders held on April 8, 1982, with shareholders owning more than two-thirds (2/3) of the outstanding capital stock of First Bank of Southwest Mississippi voting in the affirmative; and

WHEREAS, the Merger Agreement was unanimously ratified and confirmed by the shareholders of South Central Bank at a special meeting of shareholders held on April 7, 1982, with shareholders owning at least two-thirds (2/3) of the outstanding capital stock of South Central Bank voting in the affirmative; and

WHEREAS, on May 27, 1982, Glenn Smith, Commissioner of the Mississippi Department of Banking and Consumer Finance, issued a Certificate of Merger Approval in regard to the proposed merger; and

WHEREAS, on November 10, 1982, the Board of Directors of the Federal Deposit Insurance Corporation, acting pursuant to Section 18(c) of the Federal Deposit Insurance Act, 12 U.S.C. §1828(c), entered an order granting the consent of the Federal Deposit Insurance Corporation to the proposed merger and further directing that the merger not be consummated until at least thirty (30) days after November 10, 1982, or no earlier than December 10, 1982; and

WHEREAS, Section 5.1 of the Merger Agreement provides that the proposed merger will be consummated at 10:00 a.m. on a date to be designated by First Bank of Southwest Mississippi, unless otherwise agreed in writing by First Bank of Southwest Mississippi and South Central Bank; and

WHEREAS, it would be in the best interest of First Bank of Southwest Mississippi, South Central Bank, and their officers, directors, shareholders, employees, and customers that the proposed merger be consummated at 12:01 a.m. on January 1, 1983,

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of South Central Bank, Silver Creek, Mississippi, that the merger of South Central Bank into First Bank of Southwest Mississippi shall be consummated at 12:01 a.m. on January 1, 1983.

BE IT FURTHER RESOLVED that an appropriate written agreement concerning the date of consummation be entered into with First Bank of Southwest Mississippi, in accordance with the provisions of Section 5.1 of the Merger Agreement.

BE IT FURTHER RESOLVED that the officers of South Central Bank shall take all necessary and proper steps to have the merger consummated at 12:01 a.m. on January 1, 1983, including requesting that the Charter of First Bank of Southwest Mississippi be amended, and including having closed the transactions contemplated in the Merger Agreement.

"EXHIBIT R"

CERTIFICATE

I, the undersigned H. W. Brown, Jr., President of South Central Bank, Silver Creek, Mississippi, do hereby certify that the foregoing Resolution was adopted by the Board of Directors of South Central Bank, Silver Creek, Mississippi, at the regular meeting of the Board of Directors held on November 24, 1982, with a quorum being present.

THIS is the 24th day of November, 1982.

H. W. Brown Jr.
H. W. BROWN, JR., PRESIDENT

ATTEST:

Kelly Miller
CASHIER

(S E A L)

AGREEMENT CONCERNING EFFECTIVE DATE OF MERGER

In accordance with Section 5.1 of the Merger Agreement between First Bank of Southwest Mississippi, McComb, Mississippi, and South Central Bank, Silver Creek, Mississippi, dated February 22, 1982; in accordance with the Resolution adopted by the Board of Directors of First Bank of Southwest Mississippi on November 15, 1982; and in accordance with the Resolution adopted by the Board of Directors of South Central Bank on November 24, 1982, First Bank of Southwest Mississippi and South Central Bank hereby agree as follows:

The merger of South Central Bank, Silver Creek, Mississippi, into First Bank of Southwest Mississippi, McComb, Mississippi, shall be consummated at 12:01 a.m. on January 1, 1983.

The closing of the transactions contemplated in the Merger Agreement shall take place at the main office of South Central Bank in Silver Creek, Mississippi, at 12:01 a.m. on January 1, 1983, or as soon thereafter as practicable.

This is the 24th day of November, 1982.

FIRST BANK OF SOUTHWEST MISSISSIPPI,
McCOMB, MISSISSIPPI

BY: William A. Wiltshire
WILLIAM A. WILTSHIRE
CHAIRMAN OF THE BOARD

ATTEST:

Merlene Wells
CASHIER

(S E A L)

SOUTH CENTRAL BANK,
SILVER CREEK, MISSISSIPPI

BY: H. W. Brown Jr.
H. W. BROWN, JR., PRESIDENT

ATTEST:

Kelly Mills
CASHIER

(S E A L)

"EXHIBIT S"

BOOK 289 PAGE 222

Received at the office of the Secretary of State, this the 31st 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.,

January 6, 1983

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 [illegible]
[redacted] Attorney General.
Deputy

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

NEW BEGINNINGS 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 7th day of January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

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

Be it resolved by the members of New Beginnings Ministries, an unincorporated association of individuals, that it is in the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that M. E. Doney, Judith V. Doney and Rev. Keith A. Mason are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named New Beginnings 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, Judith V. Doney, 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 first day of January, 1983, A.D. at Jackson, Mississippi at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 4th

day of January, 1983.

Judith V. Doney

Secretary

THE CHARTER OF INCORPORATION

OF

NEW BEGINNINGS MINISTRIES, INC.

(1) The corporation title of said company is: New Beginnings Ministries, Inc.

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

M. E. Doney
2729 Delta Drive
Jackson, Mississippi 39213

Judith V. Doney
2729 Delta Drive
Jackson, Mississippi 39213

Rev. Keith A. Mason
1279 North West Street
Jackson, Mississippi 39202

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

(3) The domicile is at 2729 Delta Drive, Jackson, Mississippi 39213.

(4) The corporation is a Non-profit religious society and no shares of stock shall be issued.

(5) Period of existence shall be perpetual.

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

(a) To minister, in a practical way, the Word of God to people who have emotional or mental problems due to birth defects, brain damage, brain disease or emotional illness.

(b) To purchase, lease, hold, sell, develop, erect, build, mortgage, convey or otherwise acquire and dispose of personal and real property for the purpose of furthering the ministry.

(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 the creditors.

Signatures: M. E. Doney

M. E. Doney

Judith V. Doney

Judith V. Doney

Rev. Keith A. Mason

Rev. Keith A. Mason

ACKNOWLEDGMENTS

STATE OF MISSISSIPPI
COUNTY OF HINDS

This day personally appeared before me, the undersigned authorities, M. E. Doney and Judith V. Doney, incorporators of the corporation known as New Beginnings Ministries, Inc., who acknowledged that they signed and delivered the above and foregoing charter of incorporation as their act and deed on this the 4th day of January, 1983.

NOTARY PUBLIC

My Commission Expires August 31, 1983

STATE OF MISSISSIPPI
COUNTY OF HINDS

This day personally appeared before me, the undersigned authority, Rev. Keith A. Mason, incorporator of the corporation known as New Beginnings Ministries, Inc., who acknowledged that he signed and delivered the above and foregoing charter of incorporation as his act and deed on this the 4th day of January, 1983.

NOTARY PUBLIC

My Commission Expires August 31, 1983

Received at the office of the Secretary of State this the 5th day of January, 1983, A.D., together with the sum of $200 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Secretary of State

Jackson, Mississippi

January 6, 1983

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

Office of Secretary of State

Jackson

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

TOWN OF TCHULA, MISSISSIPPI

hereto attached was, pursuant to the provisions of the Laws of the State of Mississippi, filed in my office this the 11th day of January, 19 83, and recorded in this office in Record of Incorporations Photostat Book No. 289, at pages 327 - 332

Given under my hand and Seal of office hereunto affixed this 11th day of January, 19 83.

Edwin Lloyd Pittman
Secretary of State.

IN THE CHANCERY COURT OF HOLMES COUNTY, MISSISSIPPI

IN RE: ANNEXATION AND EXTENSION OF BOUNDARIES OF THE TOWN OF TCHULA, MISSISSIPPI

CIVIL ACTION FILE NUMBER 14, 977

DECREE

This day this cause coming on to be heard before this Court at a hearing specially set for November 4, 1982, at the Holmes County Courthouse in the City of Lexington, Mississippi, at which time the Court heard and considered the petition of the Town of Tchula, Mississippi, for annexation and extension of its boundaries, and it appearing unto the Court that the Board of Aldermen of said Town of Tchula, Mississippi, have previously adopted a resolution in proper legal form calling for the expansion of the boundaries of said town into three substantial areas lying immediately north, west, and south, and adjacent to the present corporate limits of said town which said areas are hereinafter described in this decree in three separate tracts containing 44.39 acres, 12.47 acres, and 158.72 acres, and the Court having heard and considered the petition of said Town of Tchula, Mississippi, having considered the said resolution attached to and filed with said petition as an Exhibit thereto, and the Court further having considered the plats filed as Exhibits to said petition, and the Court noting the certificate of J. R. Gilfoy, attorney for said town, filed in this cause, certifying the posting of notices to the public on the property sought to be included by such expansion, and publication of such notice having been made in the manner and for the time provided by law, proof of said publication being on file in this cause, and the Court noting that no objections have been filed by anyone to such expansion, and further the Court having taken

[illegible]

FILED 10th DAY OF November, 1982 3 P M
[illegible] MOORE, CLERK
[illegible]

having fully considered this cause and applicable law herein and being duly advised in the premises finds that the Town of Tchula, Mississippi, should be allowed to extend its present corporate boundaries and to annex into said Town of Tchula, Mississippi, three substantial areas containing 44.39 acres, 12.47 acres, and 158.72 acres as hereinafter described in this decree, said areas lying immediate north, west, and south of and adjacent to the present corporate limits of said town;

It is therefore Ordered, Adjudged, and Decreed that the Town of Tchula, Mississippi, be and it hereby is authorized and directed to annex into and extend its present corporate boundaries to include the following described property, situated in Holmes County, Mississippi, to-wit:

Tract 1: From the common corner of Sections 7, 8, 17, and 18, Township 15 North, Range 1 East, run West a distance of 317.5 feet to the point of beginning; thence run West for a distance of 1,662.5 feet; thence run North for a distance of 476 feet to a point on the East right of way line of U.S. Highway 49 East; thence run North 50 degrees 26 minutes East along said east right-of-way line of U. S. Highway 49 East for a distance of 2,157 feet; thence run South for a distance of 1,850 feet to the point of beginning; and containing 44.39 acres in Section 7, Township 15 North, Range 1 East, Holmes County, Mississippi.

Tract 2: Begin at the common corner of Sections 5, 6, 7, and 8, Township 15 North, Range 1 East; thence run West for a distance of 1,314 feet; thence run South for a distance of 330 feet; thence run East for a distance of 1,314 feet; thence run North for a distance of 132 feet; thence run East for a distance of 570 feet to a point on the East bank of Tchula Lake; thence Northerly along said East bank of Tchula Lake to the point of intersection of said east bank and the North line of Section 8; thence run West along said North line of Section 8 for a distance of 540 feet to the point of beginning; and containing 12.47 acres; with 9.95 acres in Section 7 and 2.52 acres in Section 8, and all being in Township 15 North, Range 1 East, Holmes County, Mississippi.

Tract 3: From the common corner of Sections 5, 6, 7, and 8, Township 15 North, Range 1 East, run West a distance of 1,314 feet; thence run North for a distance of 2,649 feet; thence run North 76 degrees East for a distance of 953 feet to a point on the east bank of Tchula Lake; thence run Northerly along said east bank to a point of said east bank that is 1,312 feet South of the North line of Section 6 and

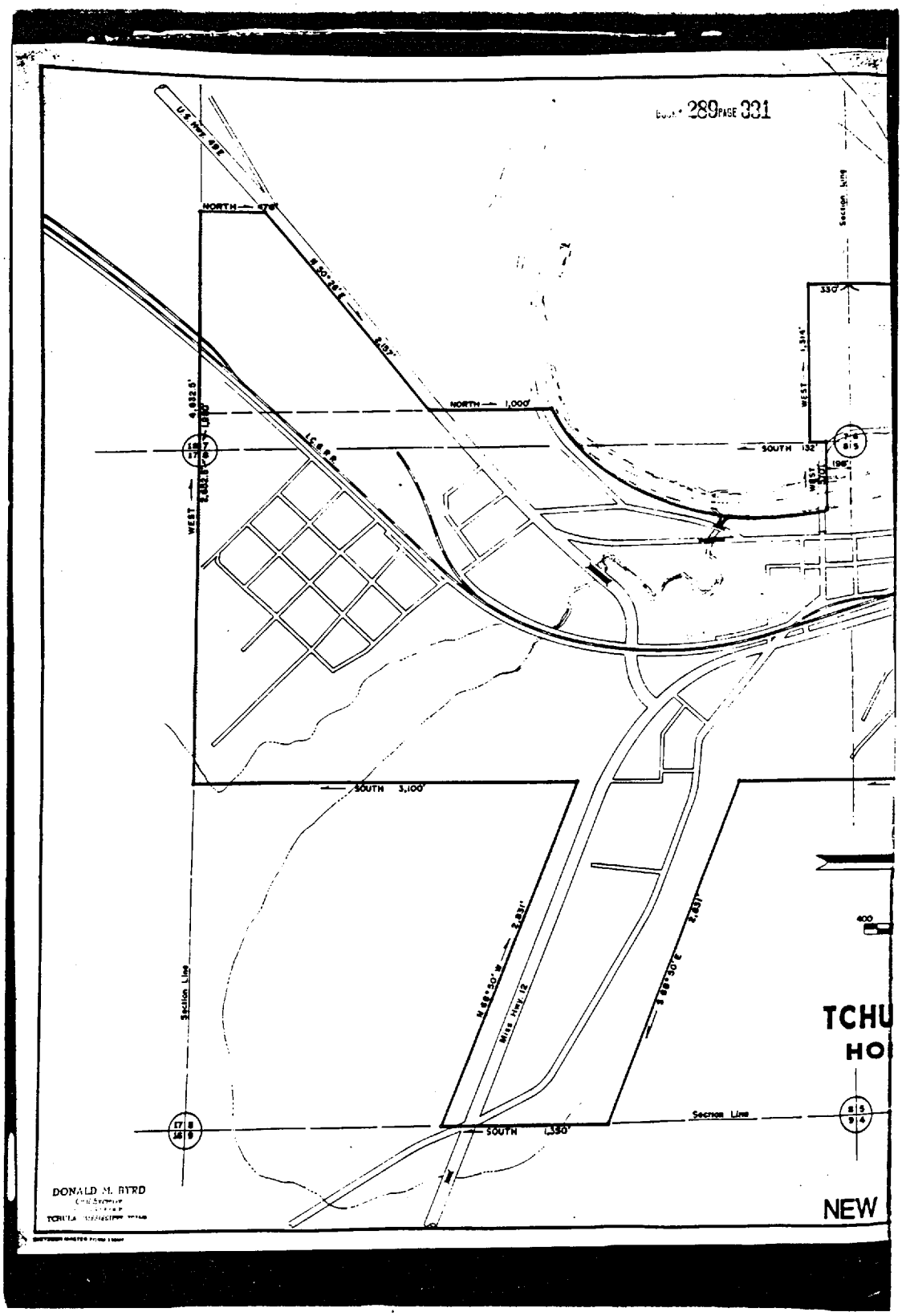
being the point of beginning of this description; thence run East for a distance of 1,123 feet to a point of the east right-of-way line of U. S. Highway 49 East; thence run Southerly along the circumference of a 30 minute curve to the left for a distance of 441 feet to a concrete post on the east right-of-way line of U. S. Highway 49 East and marking the end of said curve; thence run South 16 degrees East for a distance of 554 feet; thence run East for a distance of 720 feet; thence run North for a distance of 3,601.8 feet to a point on the North line of the South one half of the Southwest Quarter of Section 32, Township 16 North, Range 1 East; thence run West along said Quarter Section line for a distance of 2,609 feet to a point on the East bank of Tchula Lake; thence run Southerly along said East bank of Tchula Lake to the point of beginning; and containing 158.72 acres; with 63.06 acres in Section 5, 22.53 acres in Section 6, both in Township 15 North, Range 1 East; and 29.41 acres in Section 31 and 43.72 acres in Section 32, both in Township 16 North, Range 1 East; and all being in Holmes County, Mississippi.

It is further Ordered, Adjudged, and Decreed that the Clerk of this Court immediately forward to the Secretary of State of the State of Mississippi a certified copy of this decree and further that the petitioner, Town of Tchula, Mississippi, immediately furnish to the Clerk of this Court a map or plat of the boundaries of the Town of Tchula, Mississippi, as altered by this decree, and further that the Clerk of this Court shall record same in the official plat book of Holmes County, Mississippi.

ORDERED, ADJUDGED, AND DECREED by the Chancellor in vacation [redacted], on this 10th day of November, 1982.

Roy H. Montgomery
CHANCELLOR

State of Mississippi
Holmes County
I, Joe Moore, Chancery Clerk in and for said County and State, hereby certify that the foregoing instrument of writing is a true and correct copy of a Decree as the same appears of record in Book No. 54 page 497 of the Records of Holmes County, Mississippi.
Witness my hand and seal of office, this 5th day of January, 1983.
JOE MOORE, Clerk
By Joe Moore, D.C.



289 PAGE 331
U.S. Hwy. 49E
NORTH 476'
N 50°26' E
2,157'
NORTH 1,000'
SOUTH 132'
WEST 1,314'
330'
Section Line
WEST 4,632.5'
I.C.G.R.R.
SOUTH 3,100'
N 68°50' W 2,831'
Miss. Hwy. 12
S 68°50' E 2,831'
400
Section Line
SOUTH 1,350'
TCHU
HO
NEW
DONALD M. BYRD

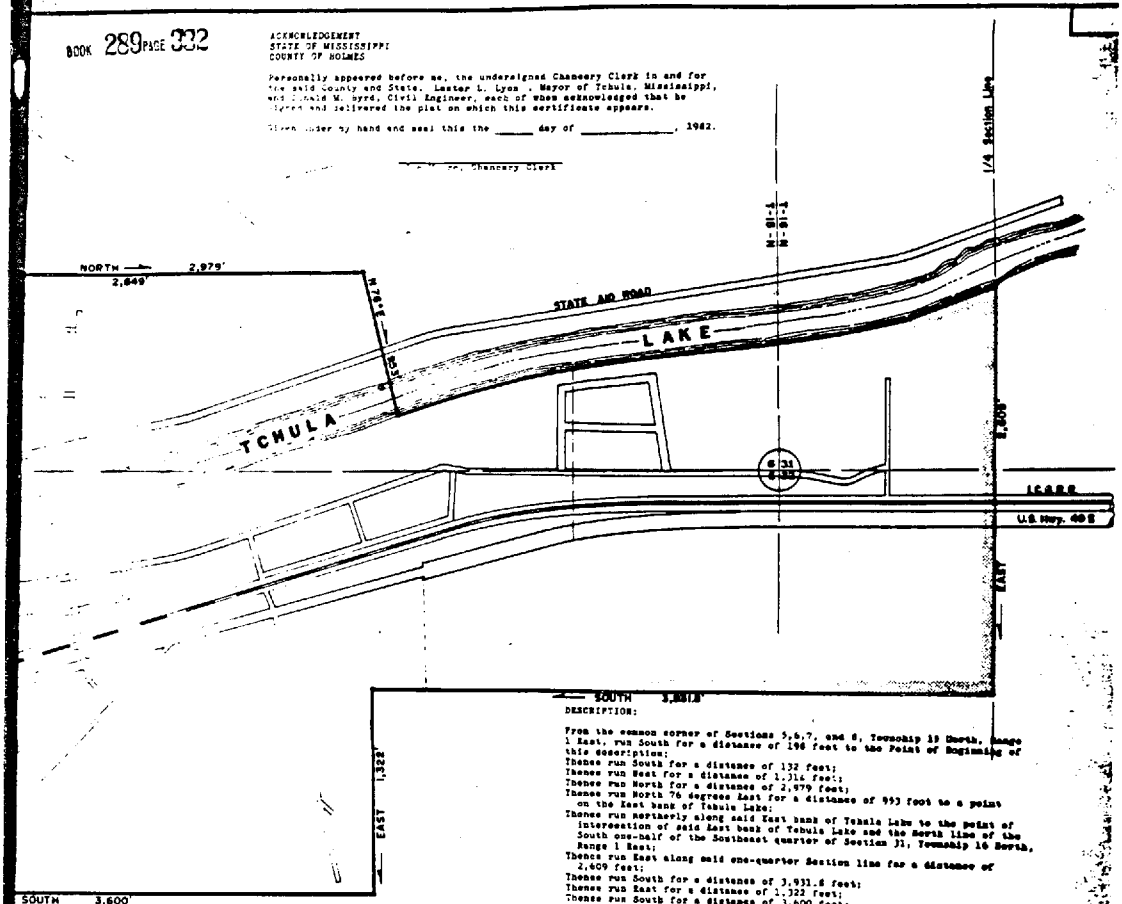
BOOK 289 PAGE 332

ACKNOWLEDGEMENT
STATE OF MISSISSIPPI
COUNTY OF HOLMES

Personally appeared before me, the undersigned Chancery Clerk in and for the said County and State, Lester L. Lyon, Mayor of Tchula, Mississippi, and Donald M. Byrd, Civil Engineer, each of whom acknowledged that he signed and delivered the plat on which this certificate appears.

Given under my hand and seal this the _____ day of _____, 1982.

_____, Chancery Clerk



DESCRIPTION:

From the common corner of Sections 5,6,7, and 8, Township 15 North, Range 1 East, run South for a distance of 198 feet to the Point of Beginning of this description;
Thence run South for a distance of 132 feet;
Thence run West for a distance of 1,316 feet;
Thence run North for a distance of 2,979 feet;
Thence run North 76 degrees East for a distance of 993 feet to a point on the East bank of Tchula Lake;
Thence run northerly along said East bank of Tchula Lake to the point of intersection of said East bank of Tchula Lake and the North line of the South one-half of the Southeast quarter of Section 31, Township 16 North, Range 1 East;
Thence run East along said one-quarter Section line for a distance of 2,609 feet;
Thence run South for a distance of 3,931.8 feet;
Thence run East for a distance of 1,322 feet;
Thence run South for a distance of 3,600 feet;
Thence run South 68 degrees 50 minutes East for a distance of 2,831 feet to a point on the East line of Section 8, T-15-N, R-1-E;
Thence run South along said East line of Section 8 for a distance of 1,350 feet;
Thence run North 68 degrees 50 minutes West for a distance of 2,831 feet;
Thence run South for a distance of 3,100 feet to a point on the South line of Section 8, T-15-N, R-1-E;
Thence run West along said South line of Section 8 and South line of Section 7 for a distance of 4,632.5 feet;
Thence run North for a distance of 476 feet to a point on the Eastern right-of-way line of U.S. Highway 49E;
Thence run North 50 degrees 26 minutes East along said Eastern right-of-way line of U.S. Highway 49E for a distance of 2,157 feet;
Thence run North for a distance of 1,000 feet to a point on the East bank of Tchula Lake;
Thence run Northerly along said East bank of Tchula Lake to a point on said East bank that is 198 feet South of the North line of Section 6, T-15-N, R-1-E;
Thence run West for a distance of 990 feet to the Point of Beginning;

And containing 911.78 acres, with 250.74 acres in Section 5, 126.46 acres in Section 6, 79.66 acres in Section 7, 391.79 acres in Section 8, all in Township 15 North, Range 1 East, and 29.41 acres in Section 31 and 43.72 acres in Section 32, both in Township 16 North, Range 1 East, and all being in Holmes County, Mississippi.

The undersigned Mayor of Tchula and the undersigned Civil Engineer declare and certify that this map or plat embraces and covers the above described land as the new corporate limits of the Town of Tchula, Mississippi.

In witness whereof, Lester L. Lyon, Mayor of the Town of Tchula, and Donald M. Byrd, Civil Engineer, have signed and delivered this plat on this the _____ day of _____, 1982.

Lester L. Lyon
Mayor, Town of Tchula

Donald M. Byrd
Civil Engineer

The State of Mississippi
Holmes County

I, Joe Moore, Clerk of the Chancery Court in and for said County and State, certify that the within map or plat was filed for record in my office on the _____ day of _____, 19__, at _____ o'clock _____ M., and recorded on the _____ day of _____, 19__, in Book No. _____ of _____ Sheets on Page No. _____

JOE MOORE, CLERK

By _____ D.C.

0 400 800 1200
SCALE IN FEET

LA, MISSISSIPPI
LMES COUNTY
1982

CORPORATE LIMITS

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 ORDER MERGING "FIRST SAVINGS AND LOAN ASSOCIATION OF WEST MISSISSIPPI," A MISSISSIPPI CORPORATION, WITH AND INTO "SECURITY SAVINGS & LOAN ASSOCIATION," A MISSISSIPPI CORPORATION, AND CERTIFICATE OF DISSOLUTION OF "FIRST SAVINGS AND LOAN ASSOCIATION OF WEST MISSISSIPPI," A MISSISSIPPI CORPORATION,

hereto attached was, pursuant to the provisions of the Laws of the State of Mississippi, filed in my office this the 11th day of January, 19 83, and recorded in this office in Record of Incorporations Photostat Book No. 289, at pages 333-352.

Given under my hand and Seal of office hereunto affixed this 11th day of January, 19 83.

Edwin Lloyd Pittman

Secretary of State.

STATE OF MISSISSIPPI
DEPARTMENT OF SAVINGS ASSOCIATIONS
Suite 201 - 633 North State Street
Jackson, Mississippi 39201

CASE NO. 139
FIRST SAVINGS AND LOAN ASSOCIATION OF WEST MISSISSIPPI
123 MAIN STREET
P. O. BOX 642
INDIANOLA, MISSISSIPPI 38751
AND
SECURITY SAVINGS AND LOAN ASSOCIATION
162 EAST AMITE STREET
P. O. BOX 1389
JACKSON, MISSISSIPPI 39205

Re: Joint petition for approval of merger and/or consolidation of First Savings and Loan Association of West Mississippi, Indianola, Mississippi, into Security Savings and Loan Association, Jackson, Mississippi; for authority to maintain the home office location of First Savings and Loan Association of West Mississippi as a branch office of Security Savings and Loan Association; and for the dissolution of First Savings and Loan Association of West Mississippi after the approval and consummation of the proposed merger and/or consolidation

ORDER

CAME ON THIS CAUSE this day for hearing before the Savings Association Board the matter of a petition which was filed on June 18, 1982 requesting approval of the Board for a merger and/or consolidation of FIRST SAVINGS AND LOAN ASSOCIATION OF WEST MISSISSIPPI, Indianola, Mississippi, into SECURITY SAVINGS AND LOAN ASSOCIATION, Jackson, Mississippi, and for authority to maintain the home office location of First Savings and Loan Association of West Mississippi as a branch office of Security Savings and Loan Association, located at 123 Main Street, Indianola, Mississippi, and to continue the operation of the branch office of First Savings and Loan Association of West Mississippi, located at 837 Main Street, Greenville, Mississippi, as a branch office of Security Savings and Loan Association and the dissolution of First Savings and Loan Association of West Mississippi after the approval and consummation of proposed merger and/or consolidation.

IT APPEARS TO THE BOARD that proper notice was given to all parties legally entitled thereto, under the provisions of the Savings Association Law of 1977, as amended, setting the time and date for the filing of protest in regard to this petition and no protest was filed in opposition to this petition within the time element specified in the notice and, further, no one appeared at the hearing to protest this petition.

IT FURTHER APPEARS TO THE BOARD that Security Savings and Loan Association and First Savings and Loan Association of West Mississippi simultaneously filed a petition with the Federal Home Loan Bank Board seeking approval of an increase in the accounts of an insurable type as a result of the proposed merger. Approval of said petition was given on July 12, 1982.

IT FURTHER APPEARS TO THE BOARD that no properly conducted financial institution will be adversely affected by the proposed merger.

IT FURTHER APPEARS TO THE BOARD, after hearing and considering all the evidence for and in behalf of the petitioner and the findings and recommendation of the Commissioner, that the petition should be granted as recommended by the Commissioner.

IT IS, THEREFORE, ORDERED that the petition of Security Savings and Loan Association, Jackson, Mississippi, and First Savings and Loan Association of West Mississippi, Indianola, Mississippi, to merge and/or consolidate First Savings and Loan Association of West Mississippi into Security Savings and Loan Association is hereby approved to include the conversion of the home office of First Savings and Loan Association of West Mississippi to a branch office of Security Savings and Loan Association and the operation of the Greenville branch of First Savings and Loan Association of West Mississippi as a branch office of Security Savings and Loan Association.

IT IS FURTHER ORDERED and made a condition of this authority that Security Savings and Loan Association shall comply with the following:

1. The managing officer of the surviving association shall certify to the Commissioner the effective date of the merger.

2. No later than 30 days from the effective date of the merger the surviving association shall submit the following to the Commissioner:

   a. A certificate by its counsel stating that the merger has been consummated in accordance with the Agreement of Merger, dated June 7, 1982, and in conformance with all applicable State laws and regulations;

   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 consistent 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 consummated, a statement explaining in what respect there has been a change.

3. Subsequent to the merger of First Savings and Loan Association of West Mississippi into Security Savings and Loan Association, the surviving association shall calculate its net worth requirement pursuant to Chapter Four, Rule 4.1, of the Rules and Regulations Governing Savings and Loan Associations, using the combined liabilities and scheduled items of the merged associations. A copy of the above calculations pertaining to the net worth requirements shall be furnished the Department.

4. Upon completion of the merger, First Savings and Loan Association of West Mississippi shall be dissolved in accordance with Section 81-12-69 of the Savings Association Law of 1977, as amended, and instructions and requirements of the Department. Along with the Certificate of Dissolution, the disappearing association's Charter of Incorporation, including amendments thereto, shall be submitted to the Commissioner for cancellation.

WITNESS my hand and official seal of the Commissioner of Savings Associations of Mississippi on this the 29th day of July, 1982.

O. B. MARSHALL
COMMISSIONER OF SAVINGS ASSOCIATIONS

COMMISSIONER OF SAVINGS ASSOCIATIONS SEAL STATE OF MISS.

OBM/dvh

cc: H. C. Bailey, Jr., President
Security Savings & Loan Association

Odell Godwin, President
First Savings & Loan Association of West Mississippi

Ken Warren, Financial Vice President
Security Savings & Loan Association

Federal Home Loan Bank of Little Rock, Supervision

Federal Home Loan Bank Board, Examinations

ARTICLES OF
MERGER
OF
SECURITY SAVINGS & LOAN ASSOCIATION
AND FIRST SAVINGS AND LOAN ASSOCIATION OF WEST MISSISSIPPI

The undersigned savings and loan associations pursuant to MISS. CODE ANN. § 81-12-65 and § 81-12-69 (Supp. 1982) hereby execute the following articles of merger:

ARTICLE ONE

The plan of merger is as follows:

PLAN OF MERGER:

(1) The names of the associations planning to merge are Security Savings & Loan Association and First Savings and Loan Association of West Mississippi; the name of the association into which they propose to merge is Security Savings & Loan Association, the surviving association.

(2) All assets, real and personal and all liabilities of First Savings and Loan of West Mississippi shall become the assets and liabilities of Security Savings & Loan Association. All rights, powers and purposes of First Savings and Loan Association of West Mississippi shall be possessed by Security Savings & Loan Association.

(3) All savings and checking accounts of First Savings and Loan Association of West Mississippi shall become accounts of Security Savings & Loan Association, with all rights, powers and obligations thereunder being possessed by Security Savings & Loan Association.

(4) The Articles of Incorporation of Security Savings & Loan Association, surviving association, shall remain the same.

(5) The Directors of Security Savings & Loan Association shall remain the same. All Officers and Directors of First Savings and Loan Association of West Mississippi shall resign. There are no contracts of employment at First Savings and Loan Association of West Mississippi.

(6) This merger shall be a statutory merger under Sections 81-12-65 and 81-12-69 of the Mississippi Code of 1972 and this merger shall qualify under Section 368(a)(1)(G) of the Internal Revenue Code of 1954 as amended and the related provisions of Section 368 relating to such a reorganization-merger- for financial institutions.

(7) All shareholders other than Security Savings & Loan Association shall only be entitled to receive $100.00 per share for their shares of stock in First Savings and Loan Association of West Mississippi on August 31, 1982, and all their rights as shareholders shall be terminated. If the surviving association shall be unable to locate any shareholder, it shall deposit the monies due for such stock with the state treasurer of Mississippi in accordance with MISS. CODE ANN. § 79-3-207 (1972).

(8) All shares of stock of First Savings and Loan Association of West Mississippi shall be cancelled effective August 1, 1982, the effective date of this merger. First Savings and Loan Association of West Mississippi shall at that time be dissolved in accordance with MISS. CODE ANN. § 81-12-69 (Supp. 1982), and its charter shall be surrendered to the State of Mississippi Department of Savings Associations who shall notify the Secretary of State of Mississippi of this merger, dissolution, and the surrender of charter of First Savings and Loan Association of West Mississippi.

ARTICLE TWO

As to each association, the number of shares outstanding, and the number and designation of the shares of any class entitled to vote as a class, are:

A. Security Savings & Loan Association has 100,000 shares of stock outstanding. There are no classes of stock.

B. First Savings and Loan Association of West Mississippi has outstanding 1,867 shares of stock. There are no classes of stock.

ARTICLE THREE

As to each association, at special meetings of the stockholders thereof, the number of shares voted for and against the plan respectively, and the number of shares of any class entitled to vote as a class voted for and against the plan, are:

A. Present at the special meeting of Security Savings & Loan Association were owners of 92,783 shares of voting stock of the total 100,000 shares issued and outstanding. 92,783 shares of the common capital stock of Security Savings & Loan Association were voted in favor of the merger.

B. Present at the special meeting of First Savings and Loan Association of West Mississippi personally or by proxy were owners of 1,522 shares of voting stock of the total 1,867 shares issued and outstanding. 1,522 shares of the common capital stock of First Savings and Loan Association of West Mississippi were voted in favor of the merger.

C. Thus, more than sixty-six and 2/3 percent (66 2/3%) of the outstanding stock of each association voted in favor of the above plan of merger.

IN WITNESS WHEREOF each of the undersigned associations has caused these articles of merger to be executed in its name by its president and secretary, as of the 31st day of August, 1982.

SECURITY SAVINGS & LOAN ASSOCIATION

BY: H. C. Bailey, Jr., President

and: Secretary - Alice C. Hamil

FIRST SAVINGS AND LOAN ASSOCIATION OF WEST MISSISSIPPI

BY: Odell Godwin, President

and: W. W. Gresham, Jr., Secretary

STATE OF MISSISSIPPI

COUNTY OF HINDS

I, Patricia C. McMullan, a notary public, do hereby certify that on this 1st day of ~~XXXXXX~~ Sept., 1982, personally appeared before me H. C. BAILEY, JR. and ALICE C. HAMIL, who being by me first duly sworn, declared that they are respectively the President and Secretary of Security Savings & Loan Association, that they executed the foregoing document as President and Secretary of said corporation, and that the statements therein contained are true.

Notary Public

My commission expires:

My Commission Expires Oct. 9, 1983

STATE OF MISSISSIPPI

COUNTY OF Sunflower

I, Donna T. Yates, a notary public, do hereby certify that on this 31st day of August, 1982, personally appeared before me Odell Godwin and W. W. Gresham, Jr., who, being by me first duly sworn, declared that they are the President and Secretary respectively of First Savings and Loan Association of West Mississippi, that they executed the foregoing document as President and Secretary of said corporation, and that the statements therein contained are true.

Donna T. Yates
Notary Public

My commission expires:
February 9, 1986

January 5, 1983

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JAN 5 1983
SECRETARY OF STATE

Forst Savings & Loan Association
of West Missisippi
123 Main Street
Indianola, Mississippi 38751

Gentlemen:

Per request by Steve W. Ingram, a local attorney, we do hereby state that the above-named taxpayer has filed its Mississippi Corporation franchise and income tax returns thru July 31, 1982 and that no unpaid judgements or tax liens are outstanding.

Sincerely,

H. E. Chamblee, Director
Bureau of Revenue

Fred Miller

Fred Miller

FM:bb

cc: Mr. Steve W. Ingram
Mr. Ray Bailey, Secretary of State's Office
Mr. O. R. Marshall, Department of Savings Assn.
File

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JAN - 4 1983
SECRETARY OF STATE

STATE OF MISSISSIPPI
DEPARTMENT OF SAVINGS ASSOCIATIONS
Suite 201 - 633 North State Street
Jackson, Mississippi 39201

CASE NO. 149

CERTIFICATE OF DISSOLUTION

The UNDERSIGNED, as Commissioner of Savings Associations, State of Mississippi, hereby certifies that a petition for the dissolution of

FIRST SAVINGS AND LOAN ASSOCIATION OF WEST MISSISSIPPI
123 MAIN STREET
P. O. BOX 642
INDIANOLA, MISSISSIPPI 38751

duly signed and verified pursuant to the Savings Association Law of 1977, as amended, and the procedures of the Department of Savings Associations, was received and filed in this office on September 16, 1982 and finds that:

1. The Board of Directors of First Savings and Loan Association of West Mississippi, Indianola, Sunflower County, Mississippi, in a recessed Board Meeting held on June 1, 1982 unanimously resolved that the offer to purchase the association by Security Savings and Loan Association, Jackson, Hinds County, Mississippi was an acceptable offer and that said offer should be presented to the stockholders of First Savings and Loan Association of West Mississippi with a recommendation from the Board of Directors of said association to accept that offer.

2. First Savings and Loan Association of West Mississippi held a meeting of the stockholders on Thursday, June 24, 1982, for the purpose of approving a merger of First Savings and Loan Association of West Mississippi into Security Savings and Loan Association, and for the purpose of authorizing the dissolution of First Savings and Loan Association of West Mississippi upon the approval and consummation of said merger.

3. Of the 1,867 shares of stock of First Savings and Loan Association of West Mississippi outstanding, the holders of a total of 683 shares were present in person and 839 shares were represented by proxy, for a total of 1,522 voting shares. All 1,522 shares, or 81.53% of the total outstanding shares, were cast for the merger of First Savings and Loan Association of West Mississippi into Security Savings and Loan Association, and the subsequent dissolution of First Savings and Loan Association of West Mississippi. No shares were voted against the merger or dissolution.

4. First Savings and Loan Association of West Mississippi is being dissolved per authority contained in the Board's order in Case No. 139, dated July 29, 1982, authorizing the merger of First Savings and Loan Association of West Mississippi into Security Savings and Loan Association. The Federal Home Loan Bank Board granted its approval of subject merger on July 12, 1982.

5. The attorney for Security Savings and Loan Association certified on September 16, 1982 that the merger of First Savings and Loan Association of West Mississippi and the dissolution of said association had been accomplished effective August 1, 1982 in accordance with the plan of merger and dissolution and in accordance with laws and regulations.

A tax clearance from the State Tax Commission shall be furnished the Commissioner and the Secretary of State of the State of Mississippi.

ACCORDINGLY, the undersigned Commissioner of Savings Associations by virtue of the authority vested in him by the Savings Association Law of 1977, as amended, hereby issues this Certificate of Dissolution of

FIRST SAVINGS AND LOAN ASSOCIATION OF WEST MISSISSIPPI

123 MAIN STREET

P. O. BOX 642

INDIANOLA, MISSISSIPPI 38751

and attaches hereto a duplicate of the association's Petition of Dissolution.

GIVEN under my hand and seal of office this the 23rd day of September, 1982.

O. B. MARSHALL
COMMISSIONER OF SAVINGS ASSOCIATIONS

OBM/dvh

cc: Steven W. Ingram, Young Scanlon and Sessums
Security Savings and Loan Association
First Savings and Loan Association of West Mississippi
Secretary of State, State of Mississippi
Federal Home Loan Bank of Little Rock, Supervision
Federal Home Loan Bank Board, Examinations

CERTIFICATE OF DISSOLUTION OF
FIRST SAVINGS AND LOAN ASSOCIATION
OF WEST MISSISSIPPI

The undersigned savings and loan association, pursuant to MISS. CODE ANN. § 81-12-69 (1972 as amended), hereby executes the following Certificate of Dissolution:

ARTICLE I.

In accordance with MISS. CODE ANN. § 81-12-69 (1972 as amended), SECURITY SAVINGS & LOAN ASSOCIATION and FIRST SAVINGS AND LOAN ASSOCIATION OF WEST MISSISSIPPI have been merged wherein the surviving association is Security Savings & Loan Association. In accordance with the plan of merger approved by the stockholders and directors of the said associations, all assets, real and personal, and all liabilities of First Savings and Loan Association of West Mississippi became and now are the assets and liabilities of Security Savings & Loan Association. All issued and outstanding stock of First Savings and Loan Association of West Mississippi have been cancelled.

ARTICLE II.

The plan of dissolution of First Savings and Loan Association of West Mississippi was adopted on June 1, 1982 at a special meeting of the Board of Directors of First Savings and Loan Association of West Mississippi.

ARTICLE III.

First Savings and Loan Association of West Mississippi has issued and outstanding 1,867 shares of common stock. There are no classes of stock. At a special meeting of the shareholders thereof, held on the 24th day of June, 1982, more than 66 2/3% of the issued and outstanding stock of the Association voted to approve the dissolution of the association. Present at the special meeting of the Association, personally or by proxy, were owners of 1,522 shares of voting stock of the total 1867 shares issued and

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DEPARTMENT OF SAVINGS
ASSOCIATIONS

outstanding. The number of shares voted for and against the plan respectively is as follows: For 1,522; Against 0. A certificate of resolution of the shareholders of First Savings and Loan Association of West Mississippi approving said plan of merger and dissolution is marked as Exhibit A, attached hereto and incorporated herein by reference.

ARTICLE IV.

In accordance with § 81-12-65, attached hereto is the Charter of First Savings and Loan Association of West Mississippi to be surrendered to the Commissioner of Savings Associations and the Secretary of State of the State of Mississippi, effective on the date of the merger of First Savings and Loan Association of West Mississippi, and Security Savings & Loan Association.

IN WITNESS WHEREOF, each of the undersigned have caused this Certificate of Dissolution to be executed in its name by its President and Secretary, this the 31st day of August, 1982.

FIRST SAVINGS AND LOAN ASSOCIATION
OF WEST MISSISSIPPI

BY: Odell Godwin
Odell Godwin, President

BY: W. W. Gresham, Jr.
W. W. Gresham, Jr., Secretary

STATE OF MISSISSIPPI

COUNTY OF Sunflower

Personally appeared before me, the undersigned authority in and for the above county and state, Odell Godwin and W. W. Gresham, Jr., President and Secretary, respectively, of FIRST SAVINGS AND LOAN ASSOCIATION OF WEST MISSISSIPPI, a

Mississippi corporation, who stated that they signed and delivered the above and foregoing instrument, on the day and year therein stated, they being duly authorized so to do.

GIVEN under my hand and official seal of office, this the 31st day of August, 1982.

Dorra J. Yates
Notary Public

My commission expires:

February 9, 1986

MINUTES OF THE SPECIAL CALLED MEETING OF THE STOCKHOLDERS OF FIRST SAVINGS AND LOAN ASSOCIATION OF WEST MISSISSIPPI

JUNE 24, 1982

Be it remembered that a special called meeting of the stockholders of First Savings and Loan Association of West Mississippi was held in the Indianola office at 123 Main Street, at 4:00 P.M. on Thursday, June 24, 1982, in accordance with the statutes of Mississippi and the By-Laws of the Association. Due notice having been given first in writing for the time required to each stockholder, Odell Godwin, President presided and W. W. Gresham Jr., Secretary served in such capacity.

The following stockholders were present at the meeting: John W. McPherson, Odell Godwin, James C. Robertson, W. W. Gresham, Jr. , Frank Tindall, Jack Montgomery, Curtis Buchanan, Howard Q. Davis, Jr., and Hazel Craig, representing 683 shares of stock, and there were 839 shares of stock represented by proxy for total of 1,522 shares out of 1,867 outstanding shares or 81.53% of the outstanding stock being represented. The President declared a quorum and called the meeting to order wherein the following business was had and done:

John W. McPherson welcomed the stockholders and introduced the guests.

A thorough discussion was had of the tender offer made by Security Savings and Loan to purchase First Savings and Loan Association of West Mississippi and many questions from the floor were answered. The Escrow Agent announced

that it appeared that at least eighty percent of the stockholders would tender their stock in accordance with the terms of the contract prior to June 30.

On motion duly made and seconded it was resolved that the tender offer by Security Savings and Loan be accepted and that the President and Secretary be authorized to sign for and on behalf of the Corporation any and all necessary papers to accomplish said transfer. All votes were affirmative with no opposition.

No further business coming before the meeting, on motion duly made and seconded the meeting was adjourned.

Odell Godwin, President

W. W. Gresham, Jr., Secretary

RECONVENED BOARD MEETING

JUNE 1, 1982
4:00 p.m.

OFFERS TO PURCHASE FROM
DEPOSITORS SAVINGS & LOAN AND SECURITY SAVINGS & LOAN

All members being present except Howard Q. Davis, due to illness, a quorum was declared. Also present was Mr. Ralph Neely, CPA - Auditor for First Savings & Loan.

After a thorough discussion of the offers to purchase from Depositors Savings & Loan and Security Savings & Loan together with an explanation from Mr. Neely regarding the value of the two offers, tax aspects, audit requirements, etc. It was unanimously resolved that the offer to purchase from Security Savings & Loan is a preferable offer and that said offer should be presented to the Stockholders of First Savings & Loan with a recommendation from the Board of Directors of First Savings & Loan to accept said offer and that a Special Stockholders meeting be called for Thursday, June 24, 1982, at 4:00 p.m. at the home office to act on said offer.

Copy of offer to purchase from Security Savings and Loan is hereaby attached as a part of these minutes.

No further business coming before the meeting, on motion duly made and seconded, the meeting was adjourned.

Odell Godwin - President

W. W. Gresham, Jr. - Secretary

CERTIFICATE

I, W. W. Gresham, Jr., do hereby certify that I am the duly elected qualified and acting secretary of First Savings & Loan Association of West Mississippi; that the attached is a true and correct copy of the minutes of the regular meeting of the Board of Directors of First Savings & Loan Association of West Mississippi, held on May 26, 1982, and the reconvened meeting of June 1, 1982.

W. W. Gresham, Jr.

W. W. Gresham, Jr. Secretary

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS
OF FIRST SAVINGS & LOAN ASSOCIATION OF WEST MISSISSIPPI

MAY 26, 1982

The regular meeting of the Board of Directors of First Savings & Loan Association of West Mississippi, was held on May 26, 1982, at 4:00 p.m., in the office of the Association. All members being present except Howard Q. Davis, due to illness, a quorum was declared. The Minutes of the previous meeting were read and approved. The following business was held and done; upon motion duly made and seconded the following Resolutions were unanimously passed:

REPORTS

RESOLVED THAT reports of loans closed and loans committed for the month of April be ratified as per copy annexed at the end of these Minutes. Slow loans were discussed.

OFFER TO PURCHASE FROM DEPOSITORS SAVINGS

The Board thoroughly discussed the offer to purchase from Depositors Savings & Loan which was dated May 21, 1982. The president explained that an offer to purchase would be forthcoming from Security Savings & Loan and that the two offers should be discussed at a special board meeting on Tuesday, June 1, 1982, at 4:00 p.m. On motion duly made and seconded it was resolved that this meeting should recess and reconvene on Tuesday, June 1, 1982, at 4:00 p.m.

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 MERGER OF

FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION OF GRENADA
(a Mississippi corporation)
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 11th day of January, 19 83, and recorded in this office in Record of Incorporations Photostat Book No. 289, at pages 353 -356.

Given under my hand and Seal of office hereunto affixed this 11th day of January, 19 83

Edwin Lloyd Pittman

Secretary of State.

BOOK 289 PAGE 354

LAW OFFICES
MOORE AND JONES
SUITE 400 PROFESSIONAL BUILDING
210 WEST FRONT STREET
POST OFFICE BOX 95
HATTIESBURG, MISSISSIPPI 39401

WILLIAM F. JONES
H. A. MOORE, III

TELEPHONE
601 582-0217

OF COUNSEL
ALFRED MOORE

January 4, 1983

Hon. Edwin L. Pittman
Secretary of State
Post Office Box 136
Jackson, Mississippi 39205

RE: Merger of First Federal Savings and Loan Association of Grenada into First Magnolia Federal Savings and Loan Association

Dear Mr. Pittman:

We are enclosing a copy of a letter dated November 18, 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 & JONES

William F. Jones

William F. Jones

RECEIVED
JAN 5 1983
SECRETARY OF STATE

WFJ/dc

Enclosures

FEDERAL HOME LOAN BANK BOARD
323 CENTER STREET
LITTLE ROCK, ARKANSAS 72201-2691
501-372-7141

OFFICE OF
SUPERVISORY AGENT

November 18, 1982

BOARD ACTION UNDER
DELEGATED AUTHORITY

Mr. Robert S. Duncan, President
First Magnolia Federal Savings and Loan Association
130 West Front Street
Hattiesburg, Mississippi 29401

Application for merger of First Federal Savings and Loan Association (First Federal), Grenada, Mississippi (FHLBB No. 5413) 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. That not later than thirty (30) days after the effective date of the merger, the surviving Association shall submit evidence that it has given notice, in writing to each investor whose withdrawable account in the surviving Association will exceed the sum of $100,000 as a result of the merger, on the extent of his insurance coverage, such notice to include the following sentence: "If your account in First Magnolia Federal Savings and Loan Association, Hattiesburg, Mississippi, exceeds $100,000 as a result of the merger of First Federal Savings and Loan Association, Grenada, 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 at the end of six (6) months from the effective date of the merger or, in the case of any certificate account, the earliest maturity date after the six (6) month period."

DEC 29 1982

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 September 20, 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-42-3a, dated October 12, 1982); 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 Magnolia and First Federal 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

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

FIRST PRESBYTERIAN CHURCH
CLARKSDALE, MISSISSIPPI, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 12th day of January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION AUTHORIZING THE FIRST PRESBYTERIAN CHURCH OF CLARKSDALE, MISSISSIPPI, AN UNINCORPORATED RELIGIOUS SOCIETY, TO INCORPORATE THE AFORESAID RELIGIOUS SOCIETY, AS A NON-PROFIT CORPORATION

BE IT RESOLVED by the members of The First Presbyterian Church, Clarksdale, Mississippi, an unincorporated religious society, that it is to the best interest of this society and the members thereof situated in Clarksdale, Coahoma County, Mississippi, that such society be forthwith incorporated as a non-profit corporation under the laws of the State of Mississippi applicable thereto, and

BE IT FURTHER RESOLVED that Chester H. Curtis, Louis G. Bornman and John W. Duff are hereby elected, appointed, designated and authorized to act as incorporators in applying for a charter for this society to be named "The First Presbyterian Church, Clarksdale, Mississippi, Inc." and that they are hereby fully empowered to do and perform any and all acts necessary to secure said charter and authorize the expenditure of such funds of the religious society as may be necessary so to do.

RESOLVED this, the 21st day of November, 1982.

CERTIFICATION

I, Robert E. Smith, Jr., do hereby certify that I am a member of The First Presbyterian Church of Clarksdale, Mississippi, and I am the Clerk of the Session and was elected and served as the Clerk of the Congregational Meeting held November 21, 1982. That the First Presbyterian Church of Clarksdale, Mississippi is an uninocrporated religious society of individuals interested in the promotion of Christian principals, as enunciated by the Presbyterian denomination, in Clarksdale, Coahoma County, Mississippi, and that the foregoing Resolution is a true and correct copy of that certain Resolution duly and properly adopted at a meeting thereof held by the Congregation of the aforesaid religious society on the 21st day of November, 1982, at Clarksdale, Coahoma County, Mississippi, which meeting was duly and properly called and held and at which a majority of the members of the aforesaid Congregation was present.

WITNESS my signature on this, the 21st day of November, 1982.

Robert E. Smith Jr.
ROBERT E. SMITH, JR.

THE CHARTER OF INCORPORATION OF
FIRST PRESBYTERIAN CHURCH, CLARKSDALE, MISSISSIPPI

The undersigned, being adult resident citizens of the State of Mississippi, pursuant to Sections 79-11-1, et seq, of the Mississippi Code of 1972, as amended, do hereby apply for a Charter of Incorporation for a non-profit, non-share Corporation and do hereby certify that:

ARTICLE I.

The name of the Corporation is First Presbyterian Church, Clarksdale, Mississippi, Inc.

ARTICLE II.

The name, street address and post office addresses of the incorporators are:

Chester H. Curtis	7 Cypress Creek Drive, Clarksdale, MS 38614	
Louis G. Bornman	714 School Street	Clarksdale, MS 38614
John W. Duff	Route 3, Box 346	Clarksdale, MS 38614

ARTICLE III.

This is a non-profit religious organization created and organized under Sections 79-11-1 et seq, of the Mississippi Code of 1972, as amended, and no shares of stock shall be issued.

ARTICLE IV.

The domicile of the Corporation shall be 900 West Second Street, Clarksdale, Mississippi 38614.

ARTICLE V.

The period of existence of this Corporation shall be perpetual.

ARTICLE VI.

This Corporation is organized, chartered and shall

be operated exclusively for religious, charitable, literary, or educational purposes, including, but not limited to, receiving contributions and paying them over to an organization described in Section 501(c)(3), and exempt from taxation under Section 501(a), of the Internal Revenue Code as now in force or afterwards amended.

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

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

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

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

To acquire, construct, convert, or expand plant

facilities for lease or sale;

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 demitation and condition that, notwithstanding any other 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;

This Corporation shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Mississippi, provided, that this Corporation is not empowered to engage in any activity which itself is not in furtherance of its purposes as set forth.

ARTICLE VII.

All of the assets of the Corporation shall be dedicated to its stated purposes. No part of the net earnings of the Corporation shall enure 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. 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 Code 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 for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, social welfare, civic, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Chancery Court of Coahoma County, Mississippi, in which the principal office of the Corporation is presently located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII.

This Corporation shall not be required to make publication of its Charter, shall issue no shares of stock, shall issue no dividends or profits among its members, shall vest in each communing member upon the roll of the First Presbyterian Church, Clarksdale, Mississippi, the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination

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

IN WITNESS WHEREOF, we have hereunto subscribed our names on this, the 31st day of December, 1982.

Chester H. Curtis
CHESTER H. CURTIS,
Applicant-Incorporator

Louis G. Bornman
LOUIS G. BORNMAN,
Applicant-Incorporator

John W. Duff
JOHN W. DUFF,
Applicant-Incorporator

STATE OF MISSISSIPPI

COUNTY OF COAHOMA

THIS DAY personally appeared before me, the undersigned authority, within the State and County aforesaid, CHESTER H. CURTIS, LOUIS G. BORNMAN, and JOHN W. DUFF, Incorporators of the Corporation known as the FIRST PRESBYTERIAN CHURCH, CLARKSDALE, MISSISSIPPI, INC., who acknowledged that they signed and delivered the above and foregoing Charter of Incorporation as their act and deed on this the 31st day of December, 1982.

VICKI K. DYE NOTARY PUBLIC COAHOMA COUNTY, MISSISSIPPI

Vicki K. Dye
NOTARY PUBLIC

My Commission Expires: 11-12-85

Received at the office of the Secretary of State, this the 7th day of January, A.D., 1983, together with the sum of $20.00 deposited to cover the recording fee,

and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE

Jackson, Mississippi, January 10, 1983

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
WILLIAM A. 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 CHAPTER, NUMBER 31,
OF THE FARM AND LAND INSTITUTE
OF THE NATIONAL ASSOCIATION OF REALTORS, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 12th day of January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF MISSISSIPPI CHAPTER, NUMBER 31, of the FARM AND LAND INSTITUTE OF THE NATIONAL ASSOCIATION OF REALTORS
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 CHAPTER, NUMBER 31, of the FARM AND LAND INSTITUTE OF THE NATIONAL ASSOCIATION OF REALTORS, 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 HOWARD RICHARDSON, JOAN VICKERS AND V. O. RUSSELL are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named MISSISSIPPI CHAPTER, NUMBER 31, of the FARM AND LAND INSTITUTE OF THE NATIONAL ASSOCIATION OF REALTORS, 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, V. O. 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 a true and correct copy of a Resolution duly adopted at a meeting thereof held on the day of OCTOBER 15, 1982, at BILOXI, MISSISSIPPI at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 9 day of December, 1982

V. O. Russell
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 CHAPTER, NUMBER 31, of the FARM AND LAND INSTITUTE OF THE NATIONAL ASSOCIATION OF REALTORS, 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
HOWARD RICHARDSON-4624 Kellton Drive	P. O. BOX 16181,	JACKSON, MS 39236-0181	
JOAN VICKERS	ROUTE 2, BOX 373,	EDWARDS, MS 39066	
V. O. RUSSELL	BOX 143,	LEXINGTON, MS 39095	

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

3. The domicile is at MISSISSIPPI ASSOCIATION OF REALTORS, INC.
(Street and No.) (City) (State)
620 NORTH STATE STREET, SUITE 301, JACKSON, MISSISSIPPI 39205

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.)

Non profit organization & no shares of stock issued

It is an Agricultural Society

and 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.

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.

FARM and LAND Institute
NATIONAL ASSOCIATION OF REALTORS®

MISSISSIPPI CHAPTER NO. 31
P.O. BOX 143
LEXINGTON, MS 39095
601-834-3488

"UNDER ALL IS THE LAND"

PURPOSE FOR WHICH CORPORATION IS CREATED.

A. To hold meetings for the purpose of exchanging information concerning real estate listings or properties for sale, lease or exchange that would lead to the lease, sale or exchange of said properties by members of the corporation. To promote professionalism in the real estate profession by encouraging continuing education and holding seminars relating to real estate and in conjunction with the National Farm and Land Institute sponsor courses which lead to better qualified brokers and the Accredited Farm and Land Member designation.

B. To borrow from any source money; goods or services, without limitations as to any amount of corperate indebtedness or liability; and to pledge or mortgage any of its property as security therefor in any manner permitted by law.

C. To buy; lease, hold and exercise all priviledges of ownership in and to all real or personal property as may be necessary or convenient for the conduct and operation of the business of the non-profit corporation or incidental thereto.

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

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

F. To adopt and amend, at regular, recessed or special meetings by-laws to govern the regulation of the internal affairs of the corporation.

G. Upon dissolution of this corporation; any remaining assets shall be distributed for one or more of the exempt purpose specified in Section 501 (C) (3) of the Internal Revenue Code of the United States and laws amendatory thereof.

BOOK 289 PAGE 370

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:

Howard Richardson — 4624 Kellum Drive Jackson MS 39211

Joan Vickers — RT 2, Box 373D Edwards MS 39066

V. O. Russell — Box 143, Lexington, MS. 39095 Branch Office; RT 2, Box 156 Vaughan MS 39144 Main Office

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
COUNTY OF Hinds

This day personally appeared before me, the undersigned authority Howard Richardson, Joan Vickers, V.O. Russell, Realtors, Inc. and Land Institute of the National Association of/ incorporators of the corporation known as the Miss. Chapter No 31, of the Farm/ who acknowledged that (he)(they) signed and delivered the above and foregoing charter of incorporation as (his)(their) act and deed on this the 9th day of December, 1982.

My Commission expires: August 31, 1985

Mary A. McCraney
Notary Public

Received at the office of the Secretary of State this the 29th 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, Mississippi, January 10 1983

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

PENTECOSTAL LIGHTHOUSE 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 12th day of January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

MINUTES OF THE PENTECOSTAL LIGHTHOUSE CHURCH
OF MEADVILLE, FRANKLIN COUNTY, MISSISSIPPI

RESOLUTION AUTHORIZING THE INCORPORATION OF THE
PENTECOSTAL LIGHTHOUSE CHURCH AS A NON-PROFIT CORPORATION
UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF MISSISSIPPI

WHEREAS, at the annual business meeting of the Pentecostal Lighthouse Church in Meadville, Franklin County, Mississippi, on November 18, 1980, there next came on for consideration the matter of incorporating the Pentecostal Lighthouse Church as a Non-Profit Corporation and a Religious Society, under and by virtue of the laws of the State of Mississippi; at which meeting there having been present at least twenty per cent (20) of the members in good standing of the said Religious Society; and after due consideration motion was made by Pastor, Lairah Murray, to file an application for a Charter of Incorporation as a Mississippi Non-Profit Corporation and Religious Society; and after due consideration a motion was made to accept this recommendation by Roy Dearman and seconded by Jeffery Germany; and after having been put to a vote the resolution was unanomiously adopted by the membership present.

NOW, THEREFORE, the Pastor and Trustees being, Brother Lairah Murray, Pastor, Luther Lee, Trustee, Henry Murray, Trustee, Levon Pickering, Trustee, and Horace Foster, Secretary and Treasure, are hereby authorized, directed and empowered to file an application for a Charter of Incorporation for the Pentecostal Lighthouse Church with the Secretary of State, of the State of Mississippi, as required by law to Incorporate said Religious Society as a Non-Profit Corporation under the laws of the State of Mississippi; and the said Pastor and Trustees are further authorized, directed and empowered to take all legal steps necessary in which to accomplish these acts, including the securing of the assistance of legal counsel to the extent necessary.

ORDERED AND ADJUDGED this the 18th day of November, 1980.

H. T. Foster
H. T. FOSTER, SEC. & TRES.

Lairah Murray
REVEREND LAIRAH MURRAY

CERTIFICATE

I, H. T. Foster do hereby certify that the hereinabove and foregoing is a true and correct copy of the Resolution authorizing the Pastor and Trustees to Incorporate the Pentecostal Lighthouse Church as a Non-Profit Corporation and Religious Society under the laws of the State of Mississippi.

Witness my signature on this the 2nd day of January, 1982.

H. T. Foster
H. T. FOSTER, SECRETARY AND TREASURE

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

PENTECOSTAL LIGHTHOUSE CHURCH

1. The corporate title of said company is: PENTECOSTAL LIGHTHOUSE CHURCH

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

Name	Street & No.	City	State
Luther Lee	Rt.1, Box 90	Meadville	Mississippi
Levon Pickering	Rt. 1, Box 89	Meadville	Mississippi
Henry Murray	Pine St. P.O. Box 219	Bude	Mississippi
Horace Foster	Beech St. P.O. Box 175	Bude	Mississippi
Lairah Murray	Franklin St. P.O. Box 476	Meadville	Mississippi

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

3. The domicile is at Franklin Street (Street and No.) Meadville (City) Mississippi (State)

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

The Pentecostal Lighthouse Church is a church and religious society as defined by Section 79-11-1, and 79-11-31 of the Mississippi Code Annotated, 1972, as Amended, and is Non-Profit and no shares of stock shall be issued.

The Pentecostal Lighthouse Church shall divide no dividends or profits among its members, shall make expulsion its only remedy for non-payment of dues, shall vest in each member the right to 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 Pentecostal Lighthouse Church is a religious society as defined by Section 79-11-31 of the Mississippi Code Annotated, and shall have all the authorities to own certain properties as set out in Section 79-11-33, and all other powers provided by law for a domestic Non-Profit Corporation and Religious Society, as defined by Section 79-11-1, and 79-11-31 of the Mississippi Code Annotated, 1972, as Amended.

5. Period of existence shall be perpetual.

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

The object, business, and purpose of this corporation is nonpolitical, and shall be devoted to promoting a spirit of brotherhood and a closer association between the members of the organization, and to uphold and maintain the Consititution of the United States of America and all the subdivisions thereunder, and to assist in the maintaining of law and order; to safeguard and transmit to posterity the purity and righteousness of individual freedom, and the teaching of our order, as well as to teach the same to our individual members and to the community at large; to assist in charitable work of any nature deemed beneficial and to the best interests of the order and to society as a whole, and to raise funds for carrying the same into effect in any manner allowed by the constitution and the bylaws of the order, and permitted under the laws of the State of Mississippi, and the Constitution of the United States of America.

PENTECOSTAL LIGHTHOUSE DOCTRINE

The basic and fundamental doctrine of this church shall be the Bible standard of full salvation, which is repentance baptism in water by immersion in the name of the Lord Jesus Christ for the remission of sins(according to Acts 2:38,) and the baptism of the Holy Ghost with the initial sign of speaking with other tongues as the Spirit of God gives the utterance as received in Acts 2:4.

We shall endeavor to follow peace with all men, and holiness, without which no man shall see the Lord Heb. 12:14; we will teach all brethern that they shall not contend for their different views to the disunity of the body, until we all come into the unity of the faith,(Ephesians 4:13.)

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

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

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

Signatures: Luther Lee
Luther Lee, Trustee
Levon Pickering
Levon Pickering, Trustee
Henry Murray
Henry Murray, Trustee
Horace Foster
Horace Foster, Secretary and Treasure
Lairah Murray
Lairah Murray, Pastor

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of FRANKLIN

This day personally appeared before me, the undersigned authority Luther Lee, Trustee, Levon Pickering, Trustee, Henry Murray, Trustee, Horace Foster, Sec. & Tres., Lairah Murray, Pastor, incorporators of the corporation known as the Pentecostal Lighthouse Church who acknowledged that (he) (they) signed and executed the above and foregoing articles of incorporation as (his) (their) act and deed on this the 6th day of January, 1983

My Commission Expires June 9, 1986 N. Morgan Evans, Jr., Notary Public

STATE OF MISSISSIPPI
County of FRANKLIN

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

Received at the office of the Secretary of State this the 10th day of January A.D., 1983, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss., January 11, 1983

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

Bill Allain
Attorney General

By Richard M. Allen
Special Assistant Attorney General

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

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

KING KNIGHTS M. C. CLUB, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 12th day of January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

BOOK 289 PAGE 378

RESOLUTION OF King Knights M. C. Club, 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 King Knights M.C. Club, 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 Ray Louis Davis, Roberta Davis, Bo Dotson are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named King Knights M. C. Club; 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, Roberta Davis, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the day of Dec. 16, 1982 at Tunica, 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 17th day of December 1982

Secretary Roberta Davis

C-30-3

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

BOOK 289 PAGE 379

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:

King Knights M. C. 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
Ray Louis Davis	P. O. Box 518 1736 U Street	Tunica, MS	38676
Roberta Davis	P. O. Box 518 1736 U Street	Tunica, MS	38676
Bo Dotson	P. O. Box 518 1736 U Street	Tunica, MS	38676

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

3. The domicile is at P. O. Box 518, 1736 U Street (Street and No.) Tunica, MS (City) 38676 (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 club is a nonprofit organization that will issue no share of stock, and will dedicate itself to the civic and social improvement of the youth of Tunica,County, MS
This is a Civic Improvement and fraternal corporation.

5. Period of existence shall be perpetual.

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

The club shall solicit the servéres of various organizations and raise and solicit money to be-used for the above stated 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:

Ray L. Davis	Ray Louis Davis, Pres.
Roberta Davis	Roberta Davis, Secretary
Bo Dotson	Bo Dotson, Treasurer

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of TUNICA

This day personally appeared before me, the undersigned authority Ray Louis Davis, Roberta Davis, Bo Dotson, incorporators of the corporation known as the King Knights M.C. Club, Inc. who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 17th day of December, 19 82

EX-OFFICIO
MY COMMISSION EXPIRES FIRST MONDAY IN JANUARY 1984

Willie L. Crawford Jr. WILLIE L. CRAWFORD, JR., CIRCUIT CLERK

Received at the office of the Secretary of State this the 10th day of January A.D., 19 83 together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss., January 11th, 1983

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

HOPE FOR LIFE FOUNDATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 12th day of January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

MINUTES OF SPECIAL MEETING OF

HOPE FOR LIFE FOUNDATION

A special meeting of Hope for Life Foundation, Association, a duly organized and validly existing nonprofit charitable association and religious society, was held at Rt. 4, Bay St. Louis, Mississippi, on December 9, 1982, at 8:15 p.m. Present at the meeting were George Neely, Howard Parker, Robert W. Roberson, and James T. Harmon being all of the members of the association.

Robert W. Roberson was duly nominated and unanimously elected as president of the association, and James T. Harmonwas duly nominated and unanimously elected as secretary and treasurer of the association.

Robert W. Roberson reported generally on the progress of the efforts to establish a rehabilitation assistance program for drug and alcohol abuse victims that have been conducted by the association, and stated that he is very encouraged about the future prospects of expanding these programs and their coverage to include additional areas. He then referred to the continuing need for funds to finance the association's activities, and stated that contributions can be more attractively solicited if positive assurance can be given to the prospective donors that the contributions will be deductible as charitable contributions for the purposes of both Federal and Mississippi income and estate taxes. He stated that this matter has been thoroughly investigated by the association and that, in order to secure the necessary ruling in this regard and also to more feasibly handle the solicitations for funds and the disbursement thereof, it appears advisable that a nonprofit nonshare corporation should be created under the laws of the State of Mississippi.

Accordingly, after a full discussion and careful deliberation, on motion duly made and seconded, the following resolution was unanimously adopted:

> RESOLVED that Howard Parker, George Neely, and Robert W. Roberson, all of whom are members of Hope for Life Foundation, Inc., and are adult resident citizens of the State of Mississippi, be and they hereby are authorized, empowered and directed to make application to the State of Mississippi, pursuant to the provisions of Section 79-11-1 of the Mississippi Code of 1972, as amended, for a charter for

nonprofit corporation to be known as Hope for Life Foundation, Inc. which shall be organized and operated exclusively for religious, charitable and education purposes, including but not limited to the conducting of a rehabilitative assistance program for drug and alcohol abuse victims, and which charter shall contain such provisions and prohibitions as, in their judgment, may be required for the said corporation to accomplish its purposes and to qualify within the meaning of Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1954 and within the meaning of Sections 27-7-15(d)(vi) and 27-7-17(i) of the Mississippi Code of 1972, as amended;

RESOLVED FURTHER, that the said Howard Parker, George Neely and Robert W. Roberson, be and they hereby are authorized, empowered and directed to sign and execute all instruments and documents, and to do and perform all other acts and deeds, that may be necessary or convenient to obtain the said charter for Hope for Life Foundation, Inc.

There being no further business to come before the meeting, on motion duly made and seconded, the same was duly adjourned.

JAMES T. HARMON, III, SECRETARY

ATTEST:

ROBERT W. ROBERSON, PRESIDENT

CERTIFICATION

STATE OF MISSISSIPPI

COUNTY OF HARRISON

I, James T. Harmon, III, do hereby certify that I am the duly elected, qualified and acting secretary of Hope For Life Foundation, Inc. in the City of Bay St. Louis, Hancock County, Mississippi, and that the foregoing is a true and correct copy of the minutes of the meeting of said association which I have in my care and custody as secretary of the said association.

WITNESS my signature this the 29th day of December, 1982.

JAMES T. HARMON, III, SECRETARY

RESOLUTION OF HOPE FOR LIFE FOUNDATION, AN UNINCORPORATED ASSOCIATION, TO INCORPORATE, DESIGNATING THE INCORPORATORS, THE NAME OF THE PROPOSED CORPORATION, AND AUTHORIZING THE EXPENDITURE OF FUNDS OF THE ASSOCIATION NECESARY TO DO SO

Be it resolved by the members of Hope for Life Foundation, an unincorporated association of individuals, that it is in the best interest of this association that it be forthwith incorporated as a nonprofit corporation under the laws of the State of Mississippi applicable thereto and that Howard Parker, George Neely, and Robert W. Roberson are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Hope for Life Foundation; 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 T. Harmon, III, 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 Resolution duly adopted at the meeting thereof held on the 9th day of December, 8:15 p.m., at Bay St. Louis, 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 29th day of December, 1982

JAMES T. HARMON, III, SECRETARY

THE CHARTER OF INCORPORATION

OF

HOPE FOR LIFE FOUNDATION, INC.

WE, the undersigned, acting as incorporators for the Hope for Life Foundation, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Hope for Life Foundation, Inc.

SECOND: The names and post office address of the incorporators are:

Howard Parker	115 Washington Avenue	Bay St. Louis, MS 39520
George Neely	308A Carroll	Bay St. Louis, MS 39520
Robert W. Roberson	Box 197, Route 4	Bay St. Louis, MS 39520

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

THIRD: The domicile is at 115 Washington Avenue, Bay St. Louis, Mississippi, 39520.

FOURTH: This organization is a non-profit, non-political, non-sectarian organization, and no shares of stock shall be issued. It is a charitable and civic improvement society. Its members shall be those persons interested in furthering the purposes of the corporation and in actively supporting the same, who shall pay such dues if any as may be required, and who shall be duly elected to membership, all in accordance with the by-laws, rules and regulations of the corporation. The members of the corporation shall make all by-laws, rules and regulations necessary for the management of the corporation, and its members shall have the power to alter or rescind the same, provided such by-laws shall be in conformity with the laws of the State of Mississippi.

FIFTH: Period of existence shall be perpetual.

SIXTH: This corporation is organized and shall be operated exclusively for charitable purposes which are beneficial to the general public in that it will provide rehabilitative assistance to alcohol and drug abuse victims. In furtherance of its charitable 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 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 purposes of this corporation and in connection therewith, are as follows:

(a) To 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, take, receive, lease or otherwise acquire, own, hold, improve and use 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, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and incomes;

(g) To invest and reinvest its funds in any and all types and kinds of stock, bonds, securities, and other properties, whether real, personal, or mixed;

(h) To sponsor, engage in, conduct and carry on any and all types and kinds of fund raising solicitations, programs, activities and events which are in furtherance of its charitable purposes;

(i) To elect or appoint officers and agents of the corporation;

(j) To make and alter by by-laws, not inconsistent with its charter of incorporation or with the laws of the state, for the administration and regulation of the affairs of the corporation;

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

(l) To have and exercise all powers necessary or convenient to effect the charitable 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:

(A) 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 charitable purposes;

(B) 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;

(C) 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;

(D) This corporation shall not participate in, conduct, or carry on any activity not permitted to be carried on by a corporation exempt from the 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).

On 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 therefor, all of the remaining assets of this corporation shall be distributed exclusively for the religious and charitable purposes of the corporation in such manner as the members thereof may determine by

appropriate vote, or to and among such organization or organizations, as the members may determine, which are 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). Any such assets not so disposed of shall be disposed of by the Chancery Court of Hancock 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.

That the appropriate officers of this corporation are authorized to sign and execute all instruments and documents, and to do and perform any and all other acts and deeds that may in their discretion be necessary or convenient to perfect the Charter of Incorporation of Hope for Life Foundation.

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

Howard L. Parker
HOWARD PARKER

George Neely
GEORGE NEELY

Robert W. Roberson
ROBERT W. ROBERSON

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF Hancock

This day personally appeared before me, the undersigned authority, Howard Parker, George Neely, and Robert W. Roberson, incorporators of the corporation known as the Hope for Life Foundation, Inc., who acknowledge that they signed and delivered the above and foregoing Charter of Incorporation as their act and deeds on this the 24th day of December, 19 82

Ann Cross Williamson
NOTARY PUBLIC

My Commission Expires:

7/7/84

NOTARY PUBLIC

Received at the office of the Secretary of State this the 10th day of January, 1983, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE

Jackson, Mississippi, January 11, 1983

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

FOREST COMMUNITY ARTS, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 12th day of January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION AUTHORIZING LAMAR W. GATEWOOD, JR.
ALBERT EARL ELMORE AND LIDA W. McCRORY TO
APPLY FOR A CHARTER OF INCORPORATION OF FOREST
COMMUNITY ARTS, INC.

BE IT REMEMBERED by Forest Community Arts, an Association of Forest, Mississippi:

1. That Forest Community Arts, an unicorporated literary, lyceum, and little theatre association, organized for the purpose of promoting interest in and enjoyment of the arts and producing dramatic productions in Forest, Mississippi and the surrounding area, apply for and obtain a Charter of Incorporation in the State of Mississippi as provided for by Section 79-11-1, Mississippi Code of 1972.

2. That Lamar W. Gatewood, Jr., Albert Earl Elmore, and Lida W. McCrory, being members of the Association and adult residents of the State of Mississippi, be and they are hereby authorized to make application for the said Charter of Incorporation.

PRESIDENT

SECRETARY

CERTIFICATE

I, MONA CARBALLO, Secretary of Forest Community Arts of Forest, Miss., do hereby certify that the above and foregoing is a true copy of the resolution passed by Forest Community Arts, an association of Forest, Mississippi, in meeting on the 6th day of December, 1982, and recorded in the Minute Book of said organization at page 1 thereof.

THIS, 6th day of December, 1982.

SECRETARY

THE CHARTER OF INCORPORATION OF

FOREST COMMUNITY ARTS, INC.

1. The corporate title of said association is Forest Community Arts, Inc.

2. The names of the incorporators are:

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

NAME	POST OFFICE AND STREET ADDRESS
Lamar W. Gatewood, Jr.	P. O. Box C, Forest, MS 39074 Highway 80 East
Albert Earl Elmore	803 Line Drive, Forest, MS 39074
Lida W. McCrory	P. O. Box 57, Forest, MS 39074 Old Highway 35 North

3. The domicile is at Forest Community House, Highway 80 West, Forest, Mississippi 39074.

4. This is a literary, lyceum, and little theater association organized as a non-profit, non-share corporation pursuant to Section 79-11-1, Mississippi Code of 1972.

5. The period of existence shall be perpetual.

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

(a) To promote interest in and enjoyment of the arts in the community of Forest, Mississippi, including the surrounding area, providing both educational and recreational facilities and stimuli in that field.

(b) To produce and offer to the public various dramatic productions.

(c) To receive, own, administer, encumber and dispose of, in any way whatsoever, funds and properties of all kinds, whether received by gift, bequest, legacy, purchase, or otherwise, and to borrow and to secure the same by mortgage or other hypothecation of its assets, and to acquire assets subject to and charged with the payment of obligations.

(d) To have and exercise all powers, rights and privileges necessary and appropriate for carrying out and exercising the foregoing purposes and powers.

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

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

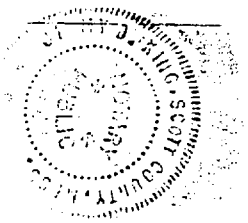
Lamar W. Gatewood Jr.
Albert Earl Elmore
Lida W. McCrory
INCORPORATORS

STATE OF MISSISSIPPI
COUNTY OF SCOTT

This day personally appeared before me, the undersigned authority in and for the said county and state, Lamar W. Gatewood, Jr., Albert Earl Elmore, and Lida W. McCrory, incorporators of the corporation known as Forest Community Arts, Inc., who acknowledged that they signed and executed the above and foregoing charter of incorporation as their act and deed on this the 8th day of December, 1982.

NOTARY PUBLIC

My commission expires:
My Commission Expires Dec. 3, 1983



BOOK 289 PAGE 393

Received at the office of the Secretary of State, this the 10th day of January A. D., 1983, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE

Jackson, Miss.,

January 11, 1983

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

FIRST BANK OF SOUTHWEST MISSISSIPPI
McCOMB, MISSISSIPPI
changing name to:
FIRST BANK
McCOMB, 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* 12th day of January, A. D., 1983.

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

FIRST BANK OF SOUTHWEST MISSISSIPPI
McCOMB, MISSISSIPPI
Changing Name To
FIRST BANK
McCOMB, 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 4th *day of* January *19* 83

Alanson V. Turnbough
Deputy Commissioner
Alanson V. Turnbough

ARTICLES OF AMENDMENT

TO

CHARTER OF INCORPORATION

OF

FIRST BANK OF SOUTHWEST MISSISSIPPI, McCOMB, MISSISSIPPI

(Changing Name to First Bank)

WHEREAS, First Bank of Southwest Mississippi, McComb, Mississippi, was originally chartered in 1895 as Magnolia Bank, Magnolia, Mississippi; and

WHEREAS, in 1971, Magnolia Bank, as a part of the process of merging and consolidating with Citizens Savings Bank, Magnolia, Mississippi, amended its Charter of Incorporation to change the corporate name of the bank from Magnolia Bank to Southwest Mississippi Bank; and

WHEREAS, in 1981, Southwest Mississippi Bank, as a part of the process of merging and consolidating with Bank of McComb, McComb, Mississippi, amended its Charter of Incorporation to change the corporate name of the bank from Southwest Mississippi Bank to First Bank of Southwest Mississippi and to change the domicile of the bank from Magnolia, Mississippi, to McComb, Mississippi; and

WHEREAS, on November 15, 1982, the Board of Directors of First Bank of Southwest Mississippi adopted a Resolution that the First Article of the Charter of Incorporation of First Bank of Southwest Mississippi be amended to change the corporate name of the bank from First Bank of Southwest Mississippi to First Bank and that, pursuant to Section 81-3-15 of the Mississippi Code of 1972, as amended, the said proposed amendment to the Charter of Incorporation of First Bank of Southwest Mississippi be presented to the shareholders of First Bank of Southwest Mississippi for their consideration and adoption at a Special Meeting of Shareholders to be held on December 13, 1982; and

WHEREAS, in accordance with the By-Laws of First Bank of Southwest Mississippi, notice of the Special Meeting of Shareholders was duly sent to all shareholders by United States mail on November 30, 1982; and

WHEREAS, a Special Meeting of Shareholders was thereupon held on December 13, 1982, with 116,963 shares being represented in person and 807 shares being represented by Proxy, for a total of 117,770 shares, or 93.87% of the 125,457 outstanding shares of stock of First Bank of Southwest Mississippi; and

WHEREAS, at the said Special Meeting of Shareholders, by a unanimous vote of 117,770 to 0, the shareholders adopted a Resolution amending the First Article of the Charter of Incorporation of First Bank of Southwest Mississippi so as to change the corporate name of the bank from First Bank of Southwest Mississippi to First Bank, and further amending the title of the Charter of Incorporation accordingly; and

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

EXHIBIT A - Resolution Concerning Change of Corporate Name of First Bank of Southwest Mississippi adopted by Board of Directors of First Bank of Southwest Mississippi, November 15, 1982.

EXHIBIT B - Notice of Special Meeting of Shareholders of First Bank of Southwest Mississippi, November 30, 1982.

EXHIBIT C - Proxy for Special Meeting of Shareholders of First Bank of Southwest Mississippi.

EXHIBIT D - Cover letter to shareholders of First Bank of Southwest Mississippi, November 30, 1982.

EXHIBIT E - Minutes of Special Meeting of Shareholders of First Bank of Southwest Mississippi, December 13, 1982.

NOW, THEREFORE, the First Article of the Charter of Incorporation of First Bank of Southwest Mississippi, as amended on December 22, 1971, and as subsequently amended on May 20, 1981, shall be further amended to read as follows:

FIRST. The corporate title of said bank shall be: FIRST BANK.

The title of the Charter of Incorporation of First Bank of Southwest Mississippi shall be amended to read as follows:

THE CHARTER OF INCORPORATION

FIRST BANK

McCOMB, MISSISSIPPI

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

THIS is the 29th day of December, 1982.

Respectfully submitted,

FIRST BANK OF SOUTHWEST
MISSISSIPPI, McCOMB, MISSISSIPPI
(HENCEFORTH TO BE FIRST BANK,
McCOMB, MISSISSIPPI)

BY: Frank R. Halbert
FRANK R. HALBERT, PRESIDENT

ATTEST:

Jerlene Wells
JERLENE WELLS, CASHIER

(S E A L)

CERTIFICATE

STATE OF MISSISSIPPI

COUNTY OF PIKE

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

I, the undersigned Frank R. Halbert, President of First Bank of Southwest Mississippi, McComb, Mississippi (henceforth to be First Bank, McComb, Mississippi), do hereby certify that the matters set forth in the foregoing Articles of Amendment to the Charter of Incorporation of First Bank of Southwest Mississippi are true and correct as therein stated, and that I signed the foregoing Articles of Amendment on behalf of First Bank of Southwest Mississippi (henceforth to be First Bank), having full power and authority so to do.

IN WITNESS WHEREOF, I have affixed my signature on this the 29th day of December, 1982.

Frank R. Halbert
FRANK R. HALBERT

SWORN TO AND SUBSCRIBED before me on this the 29 day of December, 1982.

Linda F. Goodwold
NOTARY PUBLIC

My Commission Expires:
My Commission Expires Oct. 12, 1983

RESOLUTION CONCERNING CHANGE OF CORPORATE NAME OF
FIRST BANK OF SOUTHWEST MISSISSIPPI

BE IT RESOLVED that, in recognition of the increasing geographic area being served by First Bank of Southwest Mississippi, the corporate name of First Bank of Southwest Mississippi should be changed to First Bank.

BE IT FURTHER RESOLVED that the First Article of the Charter of Incorporation of First Bank of Southwest Mississippi, as amended on December 22, 1971, and as subsequently amended on May 20, 1981, shall be further amended to read as follows:

FIRST. The corporate title of said bank shall be: FIRST BANK.

BE IT FURTHER RESOLVED that, pursuant to Section 81-3-15 of the Mississippi Code of 1972, as amended, the aforesaid proposed amendment to the Charter of Incorporation of First Bank of Southwest Mississippi be presented to the shareholders of First Bank of Southwest Mississippi for their consideration and adoption at a special meeting of shareholders to be held at the Main Office of the bank, South Broadway and Third Street, McComb, Mississippi, at 4:30 P.M. on Monday, December 13, 1982.

BE IT FURTHER RESOLVED that, in accordance with the By-Laws of First Bank of Southwest Mississippi, notice of the special meeting of shareholders be sent to all shareholders, and that the said notice specifically inform the shareholders that the aforesaid proposed amendment to the Charter of Incorporation of First Bank of Southwest Mississippi will be presented for their consideration and adoption at the said special meeting of shareholders, as provided by Section 81-3-15 of the Mississippi Code of 1972, as amended.

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

CERTIFICATE

I, the undersigned William A. Wiltshire, Chairman of the Board of First Bank of Southwest Mississippi, McComb, Mississippi, do hereby certify that the foregoing Resolution was adopted by the Board of Directors of First Bank of Southwest Mississippi, McComb, Mississippi, at a regular meeting of the Board of Directors held on November 15, 1982, with a quorum being present.

THIS is the 30th day of November, 1982.

WILLIAM A. WILTSHIRE,
CHAIRMAN OF THE BOARD

ATTEST:

CASHIER

(SEAL)

"EXHIBIT A"

First Bank of Southwest Mississippi / P.O. Box 109 / Magnolia, Mississippi 39652 / (601) 783-5071

BOOK 289 PAGE 400

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TO ALL SHAREHOLDERS OF FIRST BANK OF SOUTHWEST MISSISSIPPI, McCOMB, MISSISSIPPI:

In accordance with the By-Laws of First Bank of Southwest Mississippi, notice is hereby given that a special meeting of shareholders of First Bank of Southwest Mississippi will be held at the Main Office of the bank, South Broadway and Third Street, McComb, Mississippi, at 4:30 P.M. on Monday, December 13, 1982.

The purpose of the special meeting of shareholders is to allow the shareholders to consider and vote upon a resolution changing the corporate name of the bank from First Bank of Southwest Mississippi to First Bank, in the manner provided by Section 81-3-15 of the Mississippi Code of 1972, as amended.

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

IN WITNESS WHEREOF, I have affixed my signature in McComb, Mississippi, on this, the 30th day of November, 1982.

FRANK R. HALBERT, PRESIDENT
FIRST BANK OF SOUTHWEST MISSISSIPPI

"EXHIBIT B"

PROXY

FIRST BANK OF SOUTHWEST MISSISSIPPI
McComb, Mississippi

KNOW ALL MEN BY THESE PRESENTS that I, the undersigned, being a shareholder of First Bank of Southwest Mississippi, McComb, Mississippi, do hereby nominate and appoint Frank R. Halbert, Leon C. Williamson, and William A. Wiltshire as my true and lawful attorneys in fact, jointly and severally, with full power of substitution, for and in my name and place, to represent me at the special meeting of shareholders of First Bank of Southwest Mississippi to be held at the Main Office of the bank, South Broadway and Third Street, McComb, Mississippi, at 4:30 P.M. on Monday, December 13, 1982, and at any and all adjournments of the said special meeting, to vote all of the stock of First Bank of Southwest Mississippi owned or held or outstanding in my name, or which for any reason I am or shall be entitled to vote, upon any and all questions or business as may properly come before the said meeting.

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

☐ FOR ☐ AGAINST

the adoption of a resolution amending the Charter of Incorporation of First Bank of Southwest Mississippi so as to change the corporate name of the bank from First Bank of Southwest Mississippi to First Bank.

I further authorize and direct my said attorneys in fact to vote on my behalf in the transaction of any other business that may properly come before the special meeting of shareholders as fully as I could do if personally present and acting.

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

This Proxy may be revoked by an instrument of writing bearing a date later than the date of this Proxy, specifically revoking this Proxy and revoking all prior Proxies or appointing a different attorney in fact as proxy, or by the presence and voting of the person or persons executing this Proxy at the said special meeting of shareholders.

This Proxy shall be voted by the said attorneys in fact in accordance with the directions of the person or persons executing this Proxy, as indicated above by marking the block FOR or the block AGAINST, and if no direction is indicated on the face of this Proxy, then the said attorneys in fact are directed to vote the shares of the undersigned FOR adoption of the amendment to the Charter of Incorporation of First Bank of Southwest Mississippi changing the corporate name of the bank from First Bank of Southwest Mississippi to First Bank.

IN WITNESS WHEREOF, I have affixed my signature on this, the _____ day of December, 1982.

_____
Signature of Shareholder(s)

_____

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

Number of Shares Owned: _____

"EXHIBIT C"

First Bank of Southwest Mississippi / P.O. Box 109 / Magnolia, Mississippi 39652 / (601) 783-5071

BOOK 289 PAGE 402

November 30, 1982

TO ALL SHAREHOLDERS OF FIRST BANK OF SOUTHWEST MISSISSIPPI:

The Board of Directors of First Bank of Southwest Mississippi has called a special meeting of shareholders to be held at the Main Office of the bank, South Broadway and Third Street, McComb, Mississippi, at 4:30 P.M. on Monday, December 13, 1982. You have the right to be present at this special meeting of shareholders, and the officers and directors of the bank cordially invite you to attend.

The purpose of the special meeting of shareholders is the consideration of an amendment to amend the first article of the Charter of Incorporation of First Bank of Southwest Mississippi so as to change the corporate name of the bank from First Bank of Southwest Mississippi to First Bank.

The special meeting of shareholders will consider such other matters as may properly come before it.

If you will be unable to attend the special meeting of shareholders in person, you may still participate and vote at the meeting by proxy. Enclosed is a proxy form which you may complete and return if you are unable to attend the special meeting. If you wish to utilize the enclosed proxy, please complete, sign, and date it in the indicated places and return it to me, either in person or by mail, at First Bank of Southwest Mississippi, South Broadway and Third Street, Post Office Box 808, McComb, Mississippi 39648, prior to the date of the meeting. If more than one person owns a stock certificate, all owners must sign the proxy.

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

Sincerely yours,

Frank R. Halbert

Frank R. Halbert,
President

"EXHIBIT D"

MINUTES OF SPECIAL MEETING OF SHAREHOLDERS

OF

FIRST BANK OF SOUTHWEST MISSISSIPPI, McCOMB, MISSISSIPPI

DECEMBER 13, 1982

The Special Meeting of Shareholders of First Bank of Southwest Mississippi, McComb, Mississippi, was held at the main office of the Bank, South Broadway and Third Street, McComb, Mississippi, at 4:30 p.m. on Monday, December 13, 1982, in accordance with the By-Laws, with the notice of the Special Meeting having been sent by mail on November 30, 1982, to each shareholder at his address, as recorded in the Stock Book.

William A. Wiltshire, Chairman of the Board of First Bank of Southwest Mississippi, presided as Chairman of the Special Meeting of Shareholders and called the meeting to order. J. K. McDonald was nominated and elected Secretary of the Special Meeting of Shareholders, and Judy Magee was nominated and elected Assistant Secretary.

At the direction of the Chairman, the Secretary called the roll of shareholders and presented for inspection the Proxies which had been filed by certain shareholders not able to attend the Special Meeting of Shareholders in person. It was determined that, of the 125,457 outstanding shares of stock of First Bank of Southwest Mississippi, 116,963 shares were represented in person and 807 shares were represented by Proxy, for a total of 117,770 shares, or 93.87% of the outstanding shares of stock of First Bank of Southwest Mississippi. Not present in person or by Proxy were 7,687 shares. A list of the shareholders represented in person or by Proxy, with their respective number of shares, is attached hereto as an Exhibit and made a part of these Minutes.

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

The Chairman announced that the first order of business would be to consider an amendment to the First Article of the Charter of Incorporation of First Bank of Southwest Mississippi changing the corporate name of the bank from First Bank of Southwest Mississippi to First Bank. The Chairman pointed out that the proposed name change had been approved by the Board of Directors on November 15, 1982, and that specific mention of the proposed name change had been included in the notice of the Special Meeting sent to shareholders.

The shareholders then engaged in a discussion concerning the proposed name change. When all discussion was concluded, the following Resolution was offered:

> BE IT RESOLVED that the First Article of the Charter of Incorporation of First Bank of Southwest Mississippi, as amended on December 22, 1971, and as subsequently amended on May 20, 1981, shall be further amended to read as follows:
>
> FIRST: The corporate title of said bank shall be: FIRST BANK.
>
> BE IT FURTHER RESOLVED that the title of the Charter of Incorporation of First Bank of Southwest Mississippi shall be amended to read as follows:

"EXHIBIT E"

THE CHARTER OF INCORPORATION

FIRST BANK

McCOMB, MISSISSIPPI

Amos Parker moved that the foregoing Resolution be adopted. Robert S. Reeves seconded the motion. By a unanimous vote of 117,770 to 0, the shareholders adopted the foregoing Resolution.

The 117,770 shares voting in favor of the foregoing Resolution represented 93.87%, or substantially more than a majority, of the 125,457 outstanding shares of capital stock of First Bank of Southwest Mississippi. In accordance with the provisions of Section 81-3-15 of the Mississippi Code of 1972, as amended, the Chairman thereupon declared that the shareholders of First Bank of Southwest Mississippi had approved the amendment to the First Article of the Charter of Incorporation of First Bank of Southwest Mississippi changing the corporate name of the bank from First Bank of Southwest Mississippi to First Bank.

The shareholders thereupon directed that duly certified copies of the foregoing Resolution be forwarded by the President of the bank to the Commissioner, Mississippi Department of Banking and Consumer Finance, for his approval, in accordance with the provisions of Section 81-3-15 of the Mississippi Code of 1972, as amended.

There being no further business to come before the Special Meeting of Shareholders, a motion was made and seconded that the Special Meeting be adjourned. The motion passed by unanimous vote of 117,770 to 0. The Chairman thereupon declared the Special Meeting of Shareholders of First Bank of Southwest Mississippi to be adjourned.

WILLIAM A. WILTSHIRE
CHAIRMAN OF THE BOARD AND
CHAIRMAN OF SPECIAL MEETING
OF SHAREHOLDERS

ATTEST:

J. R. McDONALD, SECRETARY

(SEAL)

FIRST BANK OF SOUTHWEST MISSISSIPPI STOCKHOLDERS

NAME	NO. OF SHARES	PRESENT	PROXY/VOTED BY		NOT VOTING
JOE ALBRITTON	26				X
WILLIAM HINTON ANDREWS	40	P			
C ASHLEY ATKINSON	40		X	HW&W	
H. K. BARRON	40	P			
JOHN W. BOYD	40				X
H. W. BROWN, JR.	40		X	HW&W	
BURROW PATHOLOGY LAB PROFIT SHARING PLAN	53				X
BURROW PATHOLOGY LAB PENSION PLAN TRUST	122				X
CHARLES H. CARRUTH, JR.	40	P			
JOE E. CARRUTH	40	P			
JIMMY DALE CLARK	40	P			
LARRY CLARK	40	P			
ALMA R. COTTEN	35				X
SHELBON COTTEN, JR.	22				X
SHELBON COTTEN, SR./ ALMA R. COTTEN, JTWRS	35				X
JAMES W. COVINGTON	40	P			
DR. JOE CRAWFORD/ SAMMIE CRAWFORD, JTWRS	30				X
ROBERT H. DARVILLE, JR.	40	P			
CHARLES E. DAY	40	P			
E.S.O.P. OF 1ST BANK	119	P			
JOHN D. FARNHAM	64				X
R.L. FARNHAM/ MRS. R. L. FARNHAM	106				X
FIRST SOUTHWEST CORP.	112,268	P			
HARRY C. FRYE, M.D.	40		X	HW&W	
ELLEN TERRELL GAINES TRUST	250	P			
JULIA TERRELL GAINES TRUST	757	P			
VIRGINIA LYN GAINES TRUST	764	P			
FRANK R. HALBERT	40	P			
WARREN A. HIATT, M.D.	40	P			
IRA A. JENKINS	40				X
ALTON JONES	40	P			
CAROLYN JONES	34				X
STEVEN A. JONES/ MARY KAY JONES	54				X
DONALD KRUGER	40		X	HW&W	
DUDLEY F. LAMPTON	40	P			
DUNNICA OTT LAMPTON	40	P			
A. T. LEGGETT, JR.	40	P			
A. T. LEGGETT III	40	P			
GEORGE HANSFORD LEGGETT III	40	P			
T. DAN MAGRUDER, JR.	40	P			
SAM MILTON	10				X

PAGE TWO

FIRST BANK OF SOUTHWEST MISSISSIPPI STOCKHOLDERS

NAME	NO. OF SHARES	PRESENT	PROXY/VOTED BY		NOT VOTING
RUTH MULLENDORE/ RUTH M. GILMORE	131		X	HW&W	
J. K. MC DONALD	40	P			
W. DUNNICA OTT	40	P			
AMOS PARKER	40	P			
WILTON PRICE	10				X
PROTECTIVE SERVICE LIFE INS. CO.,INC	37				X
RALPH L. REEVES	40	P			
ROBERT S. REEVES	40	P			
W. L. RICHMOND	64				X
SIGLER & CO. (SOLOMONS)	6635				X
NATALIE ANITA SOLOMON	11				X
THEODORE G. SOLOMON,III	11				X
KEITH STARRETT	40	P			
MELVIN C. STARRETT	40				X
VERNON L. TERRELL, M.D.	40	P			
VERNON L. TERRELL, JR.	961	P			
HARRY E. THOMAS/ YVONNE THOMAS, JTWRS	476		X	HW&W	
DOROTHY ANN THORNHILL	64				X
E. A. TURNAGE	40		X	HW&W	
ADINE WALLACE TRUST/ ARCH DALRYMPLE TRUSTEE	144				X
WILLIAM F. WATKINS	40	P			
LEON C. WILLIAMSON	40	P			
WILLIAM WILTSHIRE	40	P			
ANN TERRELL WOLFE TRUST	724	P			
TOTAL SHARES OF STOCK	125,457	116,963	807		7,687

TOTAL NUMBER OF STOCKHOLDERS 65

BOOK 289 PAGE 407

Received at the office of the Secretary of State, this the 5th day of January A. D., 19 83, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

January 12, 1983

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

Bill Allain
ATTORNEY GENERAL.

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

BOOK 289 PAGE 408

State of Mississippi

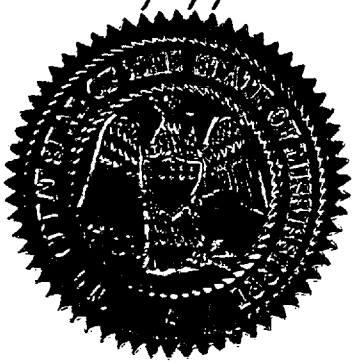
EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

HOPE PRESBYTERIAN 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 the* 14th of January, A. D., 1983.

William F. Winter

Governor.

Attest:

Edwin Lloyd Pittman

Secretary of State.

CERTIFIED COPY OF RESOLUTION
ADOPTED BY

HOPEWELL PRESBYTERIAN CEMETERY ASSOCIATION, INC.

AT A MEETING OF THE MEMBERS HELD ON

July 23, 1982

AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF

HOPEWELL PRESBYTERIAN CEMETERY ASSOCIATION, INC.

WHEREAS, Hopewell Presbyterian Cemetery 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.

THEREFORE, BE IT RESOLVED BY Hopewell Presbyterian Cemetery Association, Inc. that its charter is amended as follows:

Amend Article 6 to read as follows.:

Article 6. To operate, maintain and improve the Hopewell Presbyterian Church Cemetery situated in Jefferson Davis County, Miss., in Section 11, Township 9 North, Range 18, together with all future extensions and additions to said cemetery; to maintain said cemetery in a state of repair and upkeep appropriate to a final resting place; to operate exclusively for the benefit and interest of the members of the corporation in the cemetery for bona fide burial purposes and not for resale. The earnings of the corporation shall be disposed of only in one or more of the following ways: (1) For ordinary and necessary expenses of operation, maintenance and improvement of said Hopewell Presbyterian Church Cemetery; (2) As payment for cemetery purposes; and (3) For creating a fund for perpetual care of the said Hopewell Presbyterian Church Cemetery or a reasonable reserve for any ordinary or necessary purpose. No part of the net earnings of the corporation may inure to the benefit of any member or individual and the payment of dividends is expressly prohibited. In the event of the dissolution of the corporation, the Board of Trustees shall, after 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 an organization described in Sections 501 (c) (13) and 170 (c) (5) of the Internal Revenue Code of 1954

and amendments thereto, all as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Chancery Court of Jefferson Davis County, Mississippi, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes as set out above.

CERTIFICATE

I, Hugh F. Hubbard, President or Secretary of Hopewell Presbyterian Cemetery Association, 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 Hopewell Presbyterian Cemetery Association, Inc. in a meeting assembled on the 23rd day of July, 19 82, in Jefferson Davis County, Mississippi.

WITNESS MY SIGNATURE, this 11 day of January, 19 83.

Hugh F. Hubbard
President or Secretary

ARTICLES OF AMENDMENT TO THE
CHARTER OF INCORPORATION
OF

HOPEWELL PRESBYTERIAN CEMETERY 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: Amend Article 6 to read as follows.:

Article 6. To operate, maintain and improve the Hopewell Presbyterian Church Cemetery situated in Jefferson Davis County, Miss., in Section 11, Township 9 North, Range 18 together with all future extensions and additions to said cemetery; to maintain said cemetery in a state of repair and upkeep appropriate to a final resting place; to operate exclusively for the benefit and interest of the members of the corporation in the cemetery for bona fide burial purposes and not for resale. The earnings of the corporation shall be disposed of only in one or more of the following ways: (1) For ordinary and necessary expenses of operation, maintenance and improvement of said Hopewell Presbyterian Church Cemetery; (2) As payment for cemetery purposes; and (3) For creating a fund for perpetual care of the said Hopewell Presbyterian Church Cemetery or a reasonable reserve for any ordinary or necessary purpose. No part of the net earnings of the corporation may inure to the benefit of any member or individual and the payment of dividends is expressly prohibited. In the event of the dissolution of the corporation, the Board of Trustees shall, after 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 an organization described in Sections 501 (c) (13) and 170 (c) (5) of the Internal Revenue Code of 1954 and amendments thereto, all as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Chancery Court of Jefferson Davis County, Mississippi, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes as set out above.

SECOND: The amendment of the Charter of Incorporation was adopted by the members of the corporation on July 23, 19 82, at a regular meeting of the members of the corporation in Jefferson Davis County, Mississippi.

DATED: This the 7th day of January, 19 83.

SIGNED: Hopewell Presbyterian Cemetery Association, Inc.

BY: Hugh F. Collins
President or Secretary

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF Lawrence

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Hugh F. Hubbard, President or Secretary of Hopewell Presbyterian Cemetery Association, Inc. who acknowledged that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of Hopewell Presbyterian Cemetery Association, Inc., on this the 7th day of January, 19 83.

Charles W. Huffah
NOTARY PUBLIC

My Commission expires: 12-22-84

Received at the office of the Secretary of State, this the 11th day of Jan

A. D., 19 83, 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.,

January 12, 1983

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 289 PAGE 414

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

THE YOUNG MEN'S CHRISTIAN ASSOCIATION
OF JACKSON, 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* 14th day of January, A. D., 1983.

William F. Winter

Governor.

Attest:

Edwin Lloyd Pittman

Secretary of State.

CERTIFIED COPY OF MINUTES
OF
BOARD OF DIRECTORS OF
THE YOUNG MEN'S CHRISTIAN ASSOCIATION
OF JACKSON, MISSISSIPPI

The undersigned, Fred Lotterhos, as Secretary of the Young Men's Christian Association of Jackson, Mississippi, hereby certifies that the following resolution was duly adopted at a meeting of the Board of Directors of the Young Men's Christian Association of Jackson, Mississippi, said directors acting in their capacity as the voting members of the corporation, and that such resolution has not been modified, amended, or repealed:

> RESOLVED: 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).
>
> 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 (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).

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

WITNESS my signature this the 19th day of December, 1982.

FRED LOTTERHOS, Secretary

(SEAL)

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF THE YOUNG MEN'S CHRISTIAN ASSOCIATION
OF JACKSON, MISSISSIPPI

Pursuant to provisions of Miss. Code Ann. §79-11-9 the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

First: The name of this corporation is the Young Men's Christian Association of Jackson, Mississippi.

Second: The following amendment to the Articles of Incorporation was adopted by the members of the corporation on October 28, 1982 at a meeting of the Board of Directors of the corporation acting in their capacity as the voting members of the corporation:

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).

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 (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).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, (or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Law), as the Board of Directors shall determine, any such assets not so disposed of shall be disposed of by the Court of appropriate

jurisdiction 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."

Third: The foregoing amendment to the Articles of Incorporation was unanimously approved by the Board of Directors of the corporation present at the October 28, 1982 meeting thereof, at which a quorum was present.

Dated this the 19th day of December, 1982.

THE YOUNG MEN'S CHRISTIAN ASSOCIATION
OF JACKSON, MISSISSIPPI

BY: D. L. Summons
President

BY: Fred J. Lotterhos
Secretary

STATE OF MISSISSIPPI

COUNTY OF HINDS

Subscribed and sworn to before me, a Notary Public by D. L. Summons as President, this the 19th day of December, 1982.

Kay Walker
NOTARY PUBLIC

My Commission Expires:
My Commission Expires June 13, 1984

STATE OF MISSISSIPPI

COUNTY OF HINDS

Subscribed and sworn to before me, a Notary Public by FRED J. LOTTERHOS as Secretary, this the 19 day of December, 1982.

Paula Davidson
NOTARY PUBLIC

My Commission Expires:
My Commission Expires June 25, 1986

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Received at the office of the Secretary of State, this the 17th day of January A. D., 19 83, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

January 12, 1983

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 289 PAGE 420

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

MISSISSIPPI GENERAL CONTRACTORS ASSOCIATION

changing name to:

MISSISSIPPI ASSOCIATED BUILDERS & CONTRACTORS, 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* 14th day of January, A. D., 1983.

William F. Winter

Governor.

Attest:

Edwin Lloyd Pittman

Secretary of State.

RESOLUTION

Be it resolved that certain sections of the Charter of Incorporation of Mississippi General Contractors Association be amended to read as follows:

FIRST: The title of the Charter is hereby changed to read: CHARTER OF INCORPORATION OF THE MISSISSIPPI ASSOCIATED BUILDERS & CONTRACTORS, INC.

SECOND: Article 1 of the Charter is amended to read: The corporate title of said association is MISSISSIPPI ASSOCIATED BUILDERS & CONTRACTORS, INC.

THIRD: Article 6, Paragraph 1 of the Charter is amended to read: The purposes for which the association is created are as follows: To promote more cordial and cooperative relations between contractors, suppliers and professional associates, on the one hand, and public officials, private owners & their architects and engineers, on the other.

FOURTH: Article 6, Paragraph 3, of the Charter is to be amended to read: To seek corrections of injurious, discriminatory or unfair business methods practiced by or against contractors, suppliers and professional associates.

FIFTH: Article 6, Paragraph 4, of the Charter is to be amended to read: To promote generally the market for services of contractors, suppliers & professional associates and the use of the contracting method of performing construction work, whether by lump sum, cost-plus, fixed fee, or other method which utilize the services of the contractors, suppliers and professional associates, as opposed to the use of the day work method.

BE IT FURTHER RESOLVED, that the officers and directors of the organization are hereby authorized and directed to perform all actions necessary to carry the foregoing resolution into effect.

CERTIFICATE

I, Charles N. White, President of Mississippi General Contractors Association, do hereby certify that the above & foregoing resolution is a true and correct copy of a certain resolution adopted by the members of said corporation in a meeting held at 5:00 P.M. in the City of Jackson, Mississippi on the 15th day of December, 198 2.

Witness my signature, this 15th day of December, 1982.

PRESIDENT
Charles N. White

ARTICLES OF AMENDMENT TO THE
CHARTER OF INCORPORATION OF THE
MISSISSIPPI GENERAL CONTRACTORS ASSOCIATION

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

FIRST: The title of the Charter is hereby changed to read: CHARTER OF INCORPORATION OF THE MISSISSIPPI ASSOCIATED BUILDERS & CONTRACTORS, INC.

SECOND: Article 1 of the Charter is amended to read: The corporate title of said association is MISSISSIPPI ASSOCIATED BUILDERS & CONTRACTORS, INC.

THIRD: Article 6, Paragraph 1 of the Charter is amended to read: The purposes for which the association is created are as follows: To promote more cordial and cooperative relations between contractors, suppliers and professional associates, on the one hand, and public officials, private owners & their architects and engineers, on the other.

FOURTH: Article 6, Paragraph 3, of the Charter is to be amended to read: To seek corrections of injurious, discriminatory or unfair business methods practiced by or against contractors, suppliers and professional associates.

FIFTH: Article 6, Paragraph 4, of the Charter is to be amended to read: To promote generally the market for services of contractors, suppliers & professional associates and the use of the contracting method of performing construction work, whether by lump sum, cost-plus, fixed fee, or other method which utilize the services of the contractors, suppliers and professional associates, as opposed to the use of the day work method.

The amendment of the Charter of Incorporation was adopted by the members of the corporation on December 15, 1982, at a meeting of the members of the corporation at Jackson, Mississippi.

Dated: This the 15th day of December, 1982.

MISSISSIPPI GENERAL CONTRACTORS ASSOCIATION

BY: Charles N. White
Charles N. White, President

STATE OF MISSISSIPPI

COUNTY OF HINDS

ACKNOWLEDGMENT

This day personally appeared before me, a notary public in and for said county and state, Charles N. White, who after being duly sworn, acknowledges that he is the President of the aforenamed organazation and that he executed the foregoing First Amendment to the Charter of Incorporation as the act and deed of said organization and that he was duly authorized to so to do.

Anita Price Alford
NOTARY PUBLIC

My Commission Expires:
My Commission Expires October 5, 1986

Received at the office of the Secretary of State, this the 11th day of January A. D., 19 83, 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.,

January 12, 1983

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

Bill Allain
ATTORNEY GENERAL.

By Richard M. Allen
Special Assistant Attorney General.

C 54

BOOK 289 PAGE 426

State of Mississippi

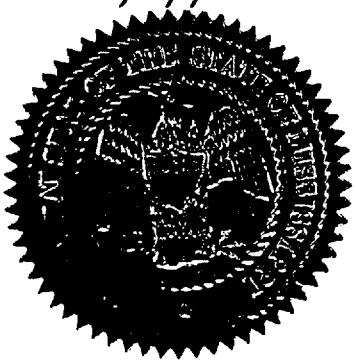
EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

THE AMERICAN BANK OF JACKSON COUNTY
MOSS POINT, MISSISSIPPI

is hereby approved.



In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 18th day of January, A. D., 1983.

William F. Winter
Governor.

Attest:

Edwin Lloyd Pittman
Secretary of State.

State of Mississippi

Department of Banking and Consumer Finance

JACKSON

The within and foregoing Amendment to the Charter of Incorporation of

THE AMERICAN BANK OF JACKSON COUNTY

MOSS POINT, 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 18th *day of* January *19* 83

Alanson V. Turnbough

Deputy Commissioner

Alanson V. Turnbough

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
THE AMERICAN BANK OF JACKSON COUNTY

Pursuant to the provisions of §81-3-15, Miss Code 1972, the undersigned banking corporation adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of the corporation is:

   THE AMERICAN BANK OF JACKSON COUNTY

2. The following amendment of incorporation was adopted by shareholders of the corporation on January 17, 1983, in the manner prescribed by §81-3-15, Miss Code 1972.

   Article Four of the Amended Certificate of Incorporation of The American Bank of Jackson County shall be amended to read:

   4. The amount of capital stock is:

   One Million Three Hundred Thousand ($1,300,000.00) Dollars of capital stock divided into One Million Three Hundred Thousand (1,300,000) shares of the par value of $1.00 per share, which stock shall be divided into two (2) classes.

   and

   Article Five is amended to read:

   5. Number of shares of each class and par value thereof:

   A. COMMON STOCK. Three Hundred Thousand (300,000) shares of common stock of the par value of One ($1.00) Dollar per share.

   B. PREFERRED STOCK. One Million (1,000,000) shares of preferred stock of the par value of One ($1.00) Dollar per share. The preferred stock shall be nonvoting and noncumulative. The preferred stock shall be preferred to the common stock of the corporation in liquidation only.

3. The number of shares of the corporation outstanding at the time of such adoption was 151,519 shares. The number of shares entitled to vote hereon was 151,519 shares.

4. The designation number of outstanding shares of each class entitled to vote as a class was as follows:

Class	Number of Shares
Common	151,519

5. The number of shares which voted for such amendment was 109,195.

The number of shares which voted against such amendment was 1,800.

THE AMERICAN BANK OF
JACKSON COUNTY

BY: _____
DAVID RESHA, President
and Chief Executive
Officer

DATED: 1/17/83

BY: _____
EDNA MIXON, Cashier

STATE OF MISSISSIPPI

COUNTY OF JACKSON

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the aforesaid County and State, DAVID RESHA and EDNA MIXON, who stated under oath that they are President and Chief Executive Officer and Casher, respectively, of Singing River Bank, Moss Point, Mississippi, and further, that they executed the foregoing document on behalf of Singing River Bank, after having been duly authorized to do so, and further, that the statements therein contained are true and correct.

_____
Notary Public

My Commission Expires:

My Commission Expires Oct. 7, 1989

At a Regular/Special Meeting of the Shareholders of The American Bank of Jackson County held in the main office of the Bank in Moss Point, Mississippi, on Monday, January 17, 1983, on Motion duly made and seconded the following Resolution was passed by a majority vote of all shares outstanding by the duly constituted Shareholders consisting of a quorum as follows:

"BE IT RESOLVED, THAT Article Four of the Amended Certificate of Incorporation of The American Bank of Jackson County shall be amended to read:

4. The amount of capital stock is:
One Million Three Hundred Thousand ($1,300,000.00) Dollars of capital stock divided into One Million Three Hundred Thousand (1,300,000) shares of the par value of $1.00 per share, which stock shall be divided into two (2) classes.

and

Article Five is amended to read:

5. Number of shares of each class and par value thereof:

A. COMMON STOCK. Three Hundred Thousand (300,000) shares of common stock of the par value of One ($1.00) Dollar per share.

B. PREFERRED STOCK. One Million (1,000,000) shares of preferred stock of the par value of One ($1.00) Dollar per share. The preferred stock shall be nonvoting and noncumulative. The preferred stock shall be preferred to the common stock of the Bank only in liquidation."

WITNESS THIS OUR SIGNATURE, this the 17th day of January, 1983.

DAVID M. RESHAW
Chairman-President
Chief Executive Officer

WILLIAM LEE GUICE, III
Secretary

STATE OF MISSISSIPPI

COUNTY OF JACKSON

Personally appeared before me, the undersigned authority in and for said County and State, the within named DAVID M. RESHA and WILLIAM LEE GUICE, III, who acknowledged to the undersigned that they are Chairman-President and Chief Executive Officer and Secretary of Shareholders Meeting of The American Bank of Jackson County, and who further acknowledged that the above and foregoing Resolution was passed by the Shareholders of The American Bank of Jackson County on the day and year therein mentioned.

WITNESS MY HAND AND OFFICIAL SEAL OF OFFICE, this the 17th day of January, 1983.

Kathy S. Gravatt
NOTARY PUBLIC

MY COMMISSION EXPIRES:

My Commission Expires Oct. 7, 1989

BOOK 289 PAGE 432

Received at the office of the Secretary of State, this the 14th day of January A. D., 19 83, 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.,

January 18, 1983

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. Th. J. Coleman
[redacted] Attorney General.
Deputy

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

OUR FATHER'S STOREHOUSE, INC.

changing domicile to:

487 E. Mayes Streeet, Jackson, Mississippi

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 18th day of January, A.D., 1983.

Attest:

Edwin Lloyd Pittman

Secretary of State.

William F. Winter

Governor.

CERTIFIED COPY OF RESOLUTION
ADDOPTED BY

OUR FATHER'S STOREHOUSE, INC.
AT A MEETING OF THE MEMBERS HELD ON

January 3, 1983
AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF

OUR FATHER'S STOREHOUSE, INC.

WHEREAS, OUR FATHER'S STOREHOUSE, 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 following paragraph.

THEREFORE, BE IT RESOLVED by OUR FATHER'S STOREHOUSE, INC. that its charter is amended as follows: 3) The domicile is at 487 East Mayes Street, Jackson, Mississippi.

CERTIFICATE

I, J. Gay Lee, President of OUR FATHER'S STOREHOUSE, INC. do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by OUR FATHER'S STOREHOUSE, INC. in a meeting assembled on the

3rd day of January, 19 83, in Jackson,

Mississippi.

WITNESS MY SIGNATURE, this 6th day of January,

19 83.

J. Gay Lee
PRESIDENT

ARTICLES OF AMENDMENT TO THE

CHARTER OF INCORPORATION

OF

OUR FATHER'S STOREHOUSE, 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 Incorporation:

FIRST: Amendment of paragraph 3 should read:

The domicile is at 487 East Mayes Street, Jackson, Mississippi.

SECOND: The following amendment of the Charter of Incorporation was adopted by the members of the corporation on January 3, 1983, at a regular meeting of the members of the corporation at Jackson, Mississippi:

DATED: This the 3rd day of January, 1983.

SIGNED: _____
(Name of Corporation)

BY: J. Gay Lee
President

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF Hinds

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, J. Gay Lee, President of OUR FATHER'S STOREHOUSE, INC.

J. Gay Lee, who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of Our Father's Storehouse, Inc., on this the 6th day of January, 19 83.

Peggy Ely (nee Peggy Davis)
NOTARY PUBLIC

My Commission expires:

My Commission Expires July 7, 1984

BOOK 289 PAGE 438

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

A. D., 1983, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

January 14, 1983

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

CHILDREN'S EMERGENCY 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 18th day of January, A.D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF CHILDREN'S EMERGENCY SOCIETY

An Unincorporated Association, To incorporate, Designating the Incorporators, The names 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 CHILDREN'S EMERGENCY SOCIETY an unincorporated association of individuals, that it is the best interests of this association that it be forwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that Sherrill W. Fox, Mary D. Fox, and Joellen Johnson are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named CHILDREN' EMERGENCY 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, Mary D. Fox, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the 10th day of January, 1983, at Noxapater, Mississippi at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signautre, this the 10th day of January, 1983.

Secretary Mary D. Fox

CHARTER OF INCORPORATION

OF

CHILEREN'S EMERGENCY SOCIETY, INC.

1. The corporate title of said corporation shall be: CHILDREN'S EMERGENCY SOCIETY, INC.

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

Sherrill W. Fox
Route 1, Box 174
Noxapater, Mississippi 39346

Joellen Johnson
208 West Main St.
Louisville, Mississippi 39339

Mary D. Fox
Route 1, Box 174
Noxapater, Mississippi 39346

3. The domicile of the corporation shall be Route 1, Box 174, Noxapater, Mississippi.

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

Said corporation is organized exclusively for religious and charitable purposes, including, for such purposes the solicitation of contributions (money or other personal property) for distribution to needy individuals and groups of people, which said rights and powers shall be limitated to those reasonably necessary to accomplish the stated purpose of the association being incorporated. The purpose for which this corporation is created is not contrary to law.

All assets of the corporation shall be principally and directly dedicated exclusively to religious and charitable work. The corporation shall not engage in business activities for profit and no part of any net earnings of the corporation shall inure to the benefit of any member, director or officer of that corporation, or any private individual, save and except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and no member, director or officer of the corporation, or private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities

of the corporation shall be the carrying on of secular propaganda, or otherwise attempting to influence legislation.

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

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

5. Period of existence shall be perpetual.

6. The membership of the corporation shall consist of the three (3) incorporators and such other members as maybe specified by the membership by a resolution at any future, regular called meeting.

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

WITNESS our signatures, on this the 10th day of January, 1983.

Sherrill W. Fox
SHERRILL W. FOX, INCORPORATOR

Mary W. Fox

Joellen Johnson

STATE OF MISSISSIPPI

WINSTON COUNTY

This day personally appeared before me, the undersigned authority, Sherrill W. Fox, Mary D. Fox, and Joellen Johnson, incorporators of the corporation known as Children's Emergency Society, Inc. who acknowledged that they signed and executed the above and foregoing Charter of Incorportion as their act and deed on this the 10th day of January, 1983.

NOTARY PUBLIC

MY COMMISSION EXPIRES:
January 31, 1984

Received at the office of the Secretary of State, this the 17th day of January A. D., 1983, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

January 14, 1983

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

FUN FLIERS, 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 January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF FUN FLIERS

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 FUN FLIERS 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 Lloyd A. Evans, John Milton Critz III, and Thomas W. Kitchens are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named FUN FLIERS, 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, Lloyd A. Evans, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the day of Dec. 11, 1982, at 8649 Russwood Southaven, 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 Jan. 1983

Secretary Lloyd A Evans

C-30-3

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

BOOK 289 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: FUN FLIERS, 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
Lloyd A. Evans	8649 Russwood	Southaven,	Mississippi
John Milton Critz III	911 Charter Oaks Dr.	Southaven,	Mississippi
Thomas W. Kitchens	972 Woodburne Pl.	Southaven,	Mississippi

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

3. The domicile is at 8649 Russwood (Street and No.) Southaven (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.)
Fun Fliers, Inc. is a NonProfit Corporation and shall have no shares of stock, as authorized by the provisions of Section 79-11-1, Code of Mississippi fo 1972, and amendments thereto. No member of the Corporation shall ever derive any private pecuniary gain or profit from the operation or business of the Corporation. It is a fraternal corporation.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:
The primary purpose of Fun Fliers, Inc. is to promote the educational use and advancement of model aeronautics, and to provide guidance and direction of area model aeronautics. Objectives are to encourage the study and discussion of modeling problems, to guide and direct area model activities, and to secure and govern area flying sites for model aeronautics.

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:

Lloyd A. Evans

John Milton Critz III

Thomas W. Kitchens

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Desoto

This day personally appeared before me, the undersigned authority Lloyd A. Evans, John Milton Critz III, Thomas W. Kitchens, incorporators of the corporation known as the FUN FLIERS, 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 January, 1983.

(Sworn to before me on 1/8/83 JW)

James L. Woods

My Commission Expires Nov. 20, 1983

Received at the office of the Secretary of State this the 12th day of January A.D., 1983, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman

Secretary of State

Jackson, Miss., January 14th, 1983

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

DEER PARK HUNTING ASSN.

is hereby 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 January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

BOOK 289 PAGE 450

RESOLUTION OF Deer Park Hunting Assn.

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 Deer Park Hunting Assn. 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 Harvey E. Landers, Sr., Cody A. Parker and Lonnie L. Friar are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Deer Park Hunting Assn, 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, Lonnie L. Friar, 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 28 Nov 1982 at the camp located in Claiborne County off Hwy 61 South of the Big Black River, 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 Lonnie L. Friar

C-30-3

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

BOOK 289 PAGE 451

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: Deer Park Hunting Assn.

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
President Harvey E. Landers, SR	Rt. 1, Box 437	Vicksburg	Ms. 39180
Vice-President Cody A. Parker	% Deer Park Store Rt. 2	Port Gibson	Ms. 39150
Secretary-Treasurer Lonnie L. Friar	Rt. 1, Box 419	Vicksburg	Ms. 39180

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

3. The domicile is at no mailing address. Located approx. 0.5 mi. south of Deer Park store on US 61 south. send mail to Lonnie L. Friar (address above)
(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 hunting club with annual dues paying members. The dues are used to pay the lease, Electric bill, buy dog food & groceries and pay a cook.

5. Period of existence shall be perpetual.
yes- Indefinite

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 hunting club is a general type (deer, squirrel, turkey, etc) of organization that is ruled by the majority of the members (one vote per member). all decisions are voted on with the majority vote controlling what is done, when & how.

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:

HARVEY E LANDERS SR

Cody A Parker

Lonnie L. Friar

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Claiborne

This day personally appeared before me, the undersigned authority Harvey E. Landers, Sr., Cody A. Parker, Lonnie L. Friar, incorporators of the corporation known as the Deer Park Hunting Assn., Inc. who acknowledged that (his) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 23rd day of December, 19 82

NOTARY PUBLIC My Commission Expires 1-30-83

Colleen C. Taylor, Notary Public

Received at the office of the Secretary of State this the 13th day of January A.D., 1983, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman

Secretary of State

Jackson, Miss., January 14, 1983

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

EAST CENTRAL MISSISSIPPI
W.O.W. YOUTH CAMP 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 18th day of January, A.D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION

At a meeting of the Board of Directors of East Central Mississippi W.O.W. Youth Camp on November 29, 1982 the following Resolution was adopted.

BE IT RESOLVED, that the President of each Woodmen Lodge represented, William Abston, Lodge # 3, Lemuel L. Williams, Lodge # 332, Herschel Kilpatrick, Lodge # 330 and Ronel E. Davis Lodge # 624 undertake and proceed by whatever means necessary to accomplish the incorporation of the East Central Mississippi W.O.W. Youth Camp, Incorporated; to comprise the membership and assets of the unincorporated association presently known as Woodmen Youth Camp and Lodge Association, and to provide in the Charter of Incorporation that the Corporation shall have the following purposes and powers:

This Corporation will operate, on a non-profit basis, as a recreational and assembly facility in East Central Mississippi as the Corporation may deem necessary. This Corporation will be impowered to lease or procure office space and equipment; to lease, purchase or mortgage real estate for use as camp sites; to hire personnel for operation of the camp, including office help, counselors, instructers, cooks and other employees that may become necessary; to accumulate sufficient funds to cover all expenses connectedwith the operation of the camp; and to develope both physically, morally and socially by all proper methods, the youth attending the camp.

This Corporation shall have the authority to enter into any lawful contract, agreement or arrangement with any other person, corporation, associations, partnerships or entities of goverment for the purpose of effectuating any bussiness transaction or act necessary and incidental to the authorized activities of the Corproation.

This Corporation shall be empowered to negotiate loans, borrow maney, lend money and reinvest the money of the Corporation. This Croporation shall also be empowered to receive gifts, donations, contributions, devises, bequests, and grants of money and property of every kind and charter for the use and benefit of the Corporation within its shpere of operation under its Charter of Incorporation. This Corporation shall do any and all acts necessary for the accomplishment of its purpose as set out herein.

No part of the net earnings of the Corporation shall insure 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 Articles 4 and 6 of the Charter of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or other wise attempting to influence legislation, and

the Corporatinn shall not participate in political campaigns on behalf of any candiate for public offices, (including the publishing or distribution of mateval) for any political party or entity. 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 form 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 decuctible under section 170 (c) (2) of the Internal Revemue Code of 1954 (or corresponding provision of any future United States Internal Revnue Law).

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

CERTIFICATE

STATE OF MISSISSIPPI

COUNTY OF NEWTON

I, Delora S. Davis, secretary, hereby certify that the above and forgoing is a true and correct copy of resolution that was duly moved and passed by the Board of Directors of the Woodmen Youth Camp and Lodge Asociation, on the 29th day of November, 1982, and the same appears on the minutes of said organization.

CERTIFIED TO, this the 14 day of December, 1982.

Delora S. Davis
Delora S. Davis, Secretary

Attested by,

T. R. Walker
Thomas R. Walker, President

THE CHARTER OF INCORPORATION

OF

EAST CENTRAL MISSISSIPPI W.O.W. YOUTH CAMP INCORPORATED

1. The Corporate title of said Company is:

East Central Mississippi W.O. W. Youth Camp Incorporated

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

William Abston	Rt. 9, Box 480A	Meridian, Miss.
Lemuel L Williams	Rt. 3, Box 16	Union, Miss.
Herschel Kilpatrick	Rt. 7, Box 242	Philadelphia, Miss.
Ronal E. Davis	Rt. 1, Box 187A	Newton, Miss.

Each of the above named Incorporators are adult residents citizens of the State of Mississippi.

3. The Domicile is at 3004 - 7th Street, Meridian, Miss.

4. The Corporation is Non-Profit and no shares of stock shall be issued. The Corporation is a Woodmen Of The World fraternal organization, as authorized by the provisions of Section 79-11-1 Code of Mississippi of 1972, and amendments thereto.

5. The period of existence shall be perpetual.

6. This corporation will operate, on a non-profit basis, a recretional and assembly facility in East Central Mississippi, as the Corporation may deem necessary. This Corporation will be empowered to lease or procure office space and equipment; to lease, purchase or mortgage real estate for use as camp sites; to hire personnel for the operation of the camp, including office help, counselors, instructors, cooks and other employees that may become necessary; to accumulate sufficient funds to cover all expenses connected with the operation of the camp; and to develop both physically, morally and socially by all proper methods, the youth attending the camp

7. This Corporation shall have the authority to enter into any lawful contract, agreement or arrangement with any other person, corporation, associations, partnerships or entities of government for the purpose of effectuating any business transaction or act necessary and incidental to the authorized activities of the Corporation.

8. This Corporation shall be empowered to secure loans, borrow money, lend money and reinvest the money of the Corporation. This Corporation shall also be empowered to receive gifts, donations, contributions, devises, bequests and grants of money and property of every kind and charter for the use and benefit of the Corporation within its sphere of operation under its Charter of Incorporation. This Corporation shall do any and all acts necessary for the accomplishment of its purpose as set out herein.

9. 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 Articles 4 and 6 of the charter of Incorporation. 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 Corproation 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 corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

10. 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 the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Chancery Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

11. This Corproation 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 anainst the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

William Abston

William Abston

Lemuel L. Williams

Lemuel L. Williams

INCORPORATORS . . . .

Herschel Kilpatrick

Herschel Kilpatrick

Ronal E. Davis

Ronal E. Davis

STATE OF MISSISSIPPI

COUNTY OF Neshoba

This day personally appeared before me, the undersigned authority, William Abston, Lemuel L. Williams, Herschel Kilpartick, and Ronal E. Davis, incorporators of the Corporation known as East Central Mississippi W.O.W. Youth Camp, Incorporated, who acknowledgeed that they signed and delivered the above and foregoing Charter of Incorporation as their act and deed on this the 23rd day of December, 1982

Given under my hand and seal of Office

Troy Waddell

NOTARY PUBLIC

My Commission Expires November 9, 1985

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

A. D., 1983, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

January 14, 1983

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

CHRISTIAN JAIL SERVICES, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 18th day of January, A.D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF Christian Jail Services
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 Jail Services 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. Bruce W. Morgan, Penelope M. Morgan & Mrs. P. N. Summers are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Christian Jail Services Inc.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Rev. Bruce W. Morgan, 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 31st day of December, 1982, at 735 Cherry St. - Jackson, 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 18th day of Jan., 1983.

Secretary Rev. Bruce W Morgan

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

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

BOOK 289 PAGE 462 NON-PROFIT

THE CHARTER OF INCORPORATION OF

Christian Jail Services, Inc.

1. The corporation title of said company is:

CHRISTIAN JAIL SERVICES , 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
Bruce W. Morgan	735 Cherry Street	Jackson, Ms.	
Penelope M. Morgan	735 Cherry Street	Jackson, Ms.	
Mrs. P. N. Summers	56 Woodridge Place	Jackson, Ms.	

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

3. The domicile is at 735 Cherry Street (Street and No.) Jackson (City) Miss (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.)

None profit Religious ~~Corporation.~~ 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:

To Minister the gospel of our Lord Jesus Christ
1. To those that are in Jails & Prisons
2. Various Rescue Missons..
3. Various Churches
4. Community groups & Organizations.
5. Schools and other public facilities.

To cover Religious, Charitable, Scientific, literary and Educational purposes.

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

Rev. Bruce W. Morgan

Penelope M. Morgan

Mrs P. N. Summers

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Hinds

This day personally appeared before me, the undersigned authority REV. BRUCE W. MORGAN, PENELOPE M. MORGAN, MRS. P.N. SUMMERS,

incorporators of the corporation known as the CHRISTIAN JAIL SERVICES

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 30th day of December, 1982

My Commission Expires July 8, 1983 Sue Brookshire

Received at the office of the Secretary of State this the 18th day of January 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., January 18, 1983

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 Phil Carter

Assistant Attorney General

C-30-2

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State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

KIWANIS CLUB OF CENTRAL CITY,
JACKSON, 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 19th day of January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION

WHEREAS, Kiwanis Club of Central City, Jackson, Mississippi, is a recently organized club affiliated with Kiwanis International, and pursuant to the requirements of Kiwanis International the members of Kiwanis Club of Central City, Jackson, Mississippi, desire to incorporate their club; and

WHEREAS, Kiwanis Club of Central City, Jackson, Mississippi, has been known as the "Central City" club since on or about May 6, 1982; and

WHEREAS, the International Secretary of Kiwanis International in Indianapolis, Indiana, has approved the name of "Kiwanis Club of Central City, Jackson, Mississippi", to be used by the recently organized club; and

WHEREAS, the office of the Secretary of State of the State of Mississippi will not allow the recently formed club to use the name of "Kiwanis Club of Central City, Jackson, Mississippi" because it closely resembles the name of our club, "Kiwanis Club of Capital City, Jackson, Mississippi"; and

WHEREAS, Kiwanis Club of Capital City, Jackson, Mississippi, desires to assist its newly formed neighboring club; and

WHEREAS, it is the opinion of the membership of the Kiwanis Club of Capital City, Jackson, Mississippi, that the name of "Kiwanis Club of Central City, Jackson, Mississippi" is not a name which is so similar to the name of "Kiwanis Club of Capital City, Jackson, Mississippi" as to be misleading.

IT IS HEREBY RESOLVED that Kiwanis Club of Capital City, Jackson, Mississippi, issue its notice to the office of the Secretary of State of the State of Mississippi by the way of Resolution that it consents to the use of the name of

Kiwanis Club of Central City, Jackson, Mississippi" by said Kiwanis Club.

DULY PASSED AND ADOPTED by the majority decision of the active, privileged, and senior members present on this the 4th day of January, 1983, at which a quorum was present.

KIWANIS CLUB OF CAPITAL CITY,
JACKSON, MISSISSIPPI

BY: Martin B. Hathcock, M.D.
PRESIDENT

BY: _____
SECRETARY

FORM "A"

(The following resolution is to be adopted by a two-thirds vote of the active, privileged, and senior members of your club in attendance at a meeting at which a quorum is present.)

RESOLUTION

WHEREAS, Kiwanis Club of Central City, Jackson, Mississippi is affiliated as a club with Kiwanis International, and it is the desire of two-thirds of the members of the club to incorporate it:

NOW THEREFORE BE IT RESOLVED, That

Martin Bittick
Arthur S. Wiggins and
Stanley Q. Smith

who are members of this club in good standing, be and they hereby are authorized as incorporators to take such steps as may be necessary to organize a corporation without stock and not for profit, under the laws of the State of Mississippi, which will continue in corporate form "Kiwanis Club of Central City, Jackson, Mississippi" with all its present rights and privileges, and

BE IT FURTHER RESOLVED, That before undertaking such incorporation, this club and the said incorporators procure from Kiwanis International its consent to such incorporation, and as a condition thereof we undertake that said proposed corporation will agree that it will continue its affiliation with Kiwanis International as a club and that the proposed corporation and its members will at all times abide by the Constitution and Bylaws of Kiwanis International now in force or hereafter from time to time adopted; and will comply with all conditions and requirements which Kiwanis International may prescribe, and

BE IT FURTHER RESOLVED, That whenever requested by the Board of Trustees of Kiwanis International the proposed corporation will dissolve or change its form of organization, and that no change in the corporate structure, or in the purposes and powers of the proposed corporation, should be made without the consent of Kiwanis International, and

BE IT FURTHER RESOLVED, That in pursuance of the foregoing the officers of this club are upon incorporation hereby authorized and directed forthwith to cause the incorporated club to enter into an agreement with Kiwanis International substantially as set forth in Form "C" hereto attached.

CERTIFICATION

I hereby certify that the foregoing resolution was adopted by vote of at least two-thirds of the active, privileged, and senior members present at a meeting on September 30, 1982 at which a quorum was present and that notice of this proposed action was given the membership at least two weeks in advance.

Arthur DeWagner
Secretary

ARTICLES OF INCORPORATION
OF
KIWANIS CLUB OF CENTRAL CITY, JACKSON, MISSISSIPPI

We, the undersigned natural persons of the age of twenty-one (21) years or more, acting as incorporators of a non-profit, non-share corporation under the Mississippi Non-Profit Corporations Laws, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is KIWANIS CLUB OF CENTRAL CITY, JACKSON, MISSISSIPPI.

SECOND: The period of its duration is perpetual.

THIRD: The specific purpose or purposes for which the corporation is organized, stated in general terms, are:

To give primacy to the human and spiritual rather than to the material values of life.

To encourage the daily living of the Golden Rule in all human relationships.

To promote the adoption and the application of higher social, business, and professional standards.

To develop, by precept and example, a more intelligent, aggressive, and serviceable citizenship.

To provide through this Club, a practical means to form enduring friendships, to render altruistic service, and to build better communities.

To cooperate in creating and maintaining that sound public opinion and high idealism which make possible the increase of righteousness, justice, patriotism, and good will.

For the purposes aforesaid, to take over the assets, rights and franchises of the unincorporated club, known as the Kiwanis Club of Central City, Jackson, Mississippi, and its members.

To do all such things as are incidental or conducive to the attainment of the above objects.

FOURTH: The corporation is a non-profit corporation, and no shares of stock are authorized or to be issued.

FIFTH: The corporation is a civic improvement society in accordance with Section 79-11-1 of the Mississippi Code of 1972, as amended.

SIXTH: The corporation, being a non-profit, non-share corporation, there shall be no dividends or profits and none shall be divided among the corporation's members.

SEVENTH: Expulsion of a member shall be the only remedy of the corporation for a member's failure to pay his dues.

EIGHTH: Each member of the corporation shall have the right to one (1) vote in the election of all officers.

NINTH: Loss of membership in the corporation, by death of the member or otherwise, shall be the termination of all interest of such member in the corporation's assets.

TENTH: There shall be no individual liabilities against the members for the corporation's debts, but the entire corporate property shall be liable for the claims of creditors.

ELEVENTH: A certified copy of a resolution passed and adopted by the entire membership of the Kiwanis Club of Central City, Jackson, Mississippi, is attached hereto and incorporated herein by reference. This resolution authorizes the three (3) incorporators, being members of the club and adult resident citizens of the State of Mississippi, to submit these Articles of Incorporation and apply for a corporate charter for the corporation to be known as Kiwanis Club of Central City, Jackson, Mississippi.

TWELFTH: The domicile of the corporation is Hinds County, Mississippi, at street address of 225 East Capitol Street, Jackson, Mississippi 39201, and Post Office address of Post Office Box 22627, Jackson, Mississippi 39205. The initial resident agent for service of process is Stanley Q. Smith, whose address is 100 Congress Street South, Jackson, Mississippi 39201.

THIRTEENTH: 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 annual meeting of the membership or until their successors are elected and shall qualify are:

NAME	ADDRESS
Martin D. Bittick	175 E. Capitol St., Jackson, Mississippi
Robert Barefield	863 Briarwood Dr., Jackson, Mississippi
Arthur S. Wiggins	5226 Brookleigh Pl., Jackson, Mississippi
Richard Jones	120 Congress Street, N., Jackson, Mississippi
Nick Strickland	242 E. Capitol St., Jackson, Mississippi
Will Mayo	361 Durham Ct., Jackson, Mississippi
Jim Withers	3374 Dawn Dr., Jackson, Mississippi
Chuck Morgan	225 E. Capitol St., Jackson, Mississippi
John Hawkins	236 E. Capitol St., Jackson, Mississippi

FOURTEENTH: The name and post office address of each incorporator is:

NAME	ADDRESS
Martin D. Bittick	175 E. Capitol St., Jackson, Mississippi
Arthur S. Wiggins	5226 Brookleigh Dr., Jackson, Mississippi
Stanley Q. Smith	100 Congress Street, S., Jackson, Mississippi

DATED: December 30, 1982.

Martin Bittick
MARTIN D. BITTICK, INCORPORATOR

Arthur S. Wiggins
ARTHUR S. WIGGINS, INCORPORATOR

Stanley Q. Smith
STANLEY Q. SMITH, INCORPORATOR

STATE OF MISSISSIPPI
COUNTY OF HINDS

I, Nancy L. Sanders, a notary public, do hereby certify that on the 30th day of DECEMBER, 1982, personally appeared before me, MARTIN D. BITTICK, ARTHUR S. WIGGINS, and STANLEY Q. SMITH, who, being by me first duly sworn, declared that they are adult resident citizens of the State of Mississippi and are the incorporators of Kiwanis Club of Central City, Jackson, Mississippi, and that they each signed and executed the foregoing Articles of Incorporation as their act and deed.

GIVEN under my hand and official seal on this the 30th day of December, 1982.

Nancy L. Sanders
NOTARY PUBLIC

My Commission Expires:
2/28/85

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

January 18, 1983

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

ACADEMIC EXCELLENCE, 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 January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION AUTHORIZING INDIVIDUALS TO
APPLY FOR INCORPORATION

The following is a copy of a Resolution passed at a meeting of the membership of Academic Excellence, which meeting was held at 403 Decatur Street, Newton, Mississippi at 7:30 P.M. CST, in Newton, Newton County, Mississippi, on January 10, 1983.

> BE IT RESOLVED, that we, the members of Academic Excellence, an unincorporated association of persons residing in Newton County, Mississippi, do hereby authorize, direct and empower Tommy Rose, Gary Tune and George S. Monroe, to apply for a grant of Charter from the Secretary of State of the State of Mississippi to incorporate this association as a non-profit corporation under the Laws of the State of Mississippi, the name of said corporation to be Academic Excellence, Inc.

I certify that the above and foregoing is a true and correct copy of a Resolution of a meeting of the membership of Academic Excellence, an unincorporated association, which Resolution was passed on January 10, 1983, and which Resolution is now on file in the Minutes of this Association.

Witness my signature, this the 11 day of January, 1983.

ACADEMIC EXCELLENCE, an
unincorporated association

BY [signature]
Secretary

Sworn to and subscribed before me, this the 11 day of January, 1983.

[signature]
Notary Public
Newton County, Ms

Commission Expires:
6-14-85

THE CHARTER OF INCORPORATION OF ACADEMIC EXCELLENCE, INC.

ARTICLE I

The corporation title of said company is: ACADEMIC EXCELLENCE, INC.

ARTICLE II

The names and post office addresses of the incorporators are:

Name	Street and No..	City	State
Tommy Rose	Rt. 1, Box 185-B	Hickory	MS 39332
George S. Monroe	408 W. Church St	Newton	MS 39345
Gary Tune	Rt. 2, Box 30-A	Newton	MS 39345

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

ARTICLE III

The domicile is at 403 Decatur Street, Newton, Mississippi.

ARTICLE IV

The corporation is non-profit and no shares of stock are to be issued. The corporation is a charitable and civic improvement corporation whose purpose is to financially support and promote academic excellence in both public and private educational facilities in the State of Mississippi. The members of the Board of Directors shall be members of the corporation and this corporation shall be deemed to be performing essential public functions; said corporation is organized as authorized by the provisions of Section 79-11-1, Code of Mississippi of 1972, and amendments thereto.

ARTICLE V

The period of existence shall be perpetual.

ARTICLE VI

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

(a) To associate its members for their mutual benefit and to further the cause of academic excellence in both public and private education and in particular to support academic excellence in the elementary, junior high, and high schools of the State of Mississippi.

(b) To support academic excellence in the elementary, junior high and high schools, both public and private in the State of Mississippi by the raising of money either through solicitations, projects, investments, auctions, and donations but all of such funds received by the corporation shall be used to carry out the purposes set forth in this charter and no part of the income, profits or assets of the corporation shall ever be distributred to, ot inure to the benefit of any member, director, or officer, but shall be used only for the charitable purposes set forth in this charter.

(c) To make financial contributions to either public or private educational institutions in the State of Mississippi for the purpose of improving and promoting quality education in the elementary, junior high and highschools of this State.

(d) To make available to worthwhile and academically qualified students scholarship funds for the furtherance of their education on the elementary, junior high, high school and college level.

(e) Without limiting the generality of the foregoing, this corporation shall have all the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes for which this corporation is formed, and the trustees hereby claim for this corporation all the benefits, privileges, rights and powers created, given, extended or conferred, now or hereafter, by the provisions of all applicable laws of the State of Mississippi, pertaining to not for profit corporations any additions or amendments thereto.

ARTICLE VII

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

ARTICLE VIII

The names and addresses of the members of the initial Board of Directors who shall hold office until the first annual meeting of the members, and until their successors shall have been elected, and qualified, as provided in the By-laws, are:

Name	Address	Tenure
Tommy Rose	Rt. 1, Box 185-B Hickory MS 39327	One (1) Year
George S. Monroe	408 W. Church St. Newton MS 39345	Two (2) Years
Gary Tune	Rt. 2, Box 30-A Newton MS 39327	Three (3) Years

The initial Board of Directors shall have the direction of the affairs of the corporation and shall meet within 10 days after issuance of the Certificate of

Incorporation by the Secretary of State for the purpose of electing officers, adopting By-laws and taking such other action as necessary to perfect the organization of the corporation and make a report thereof. Thereafter the By-Laws may be amended and officers elected as provided in such By-Laws.

IN WITNESS WHEREOF, We have hereunto subscribed our names, this the 11th day of January, 1983.

INCORPORATORS:

Tommy Rose

George S. Monroe

Gary Tune

STATE OF MISSISSIPPI

COUNTY OF NEWTON

This day personally appeared before me, the undersigned authority, George S. Monroe, Tommy Rose and Gary Tune, incorporators of the corporation known as Academic Excellence, Inc., who each acknowledged that they signed and delivered the above and foregoing Charter of Incorporation as their act and deeds on this the 11th day of January, 1983.

Kay Crosby

Notary Public

KAY CROSBY, NOTARY PUBLIC, NEWTON COUNTY, MISSISSIPPI

My Commission Expires:

Oct 12-85

BOOK 289 PAGE 477

Received at the office of the Secretary of State, this the 14th day of January A. D., 1983, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Eddie Lloyd Patterson
SECRETARY OF STATE.

Jackson, Miss.,

January 18, 1983

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

RUSH NURSING CENTER/SUMTER, 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 January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

CERTIFICATE

The undersigned, Secretary of Rush Nursing Center/Sumter, an unincorporated association, hereby certifies that the following is a true and correct copy of that certain resolution adopted by the directors of said Association on the 6th day of January, 1983:

> RESOLVED, that this Association apply to the Secretary of State of Mississippi for a Charter of Incorporation under the non-profit corporation laws of the State of Mississippi. The following members of the Association are hereby authorized and directed to file said Charter of Incorporation with the Secretary of State:
>
> H. Lowry Rush, Jr.
> L. Vaughan Rush, Jr.
> Tally D. Riddell
>
> FURTHER RESOLVED, that upon the issuance of the Charter of Incorporation by the Secretary of State, the directors named in said Charter shall forthwith call an organization meeting of the directors and commence all matters necessary to comply with the non-profit corporation laws of the State of Mississippi.

IN WITNESS WHEREOF, I have hereunto set my hand, this the 6th day of January, 1983.

Tally D. Riddell

TALLY D. RIDDELL
Secretary

THE CHARTER OF INCORPORATION
OF
RUSH NURSING CENTER/SUMTER, INC.

1. The corporation title of said company is Rush Nursing Center/Sumter, Inc.

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

Name	Address
H. Lowry Rush, Jr.	1314 19th Avenue, Meridian, MS 39301
L. Vaughan Rush, Jr.	1314 19th Avenue, Meridian, MS 39301
Tally D. Riddell	115 E. Church Street, Quitman, MS 39355

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

3. The domicile is at 1314 19th Avenue, Meridian, Mississippi 39301.

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

The sole member of this corporation is Rush Health Systems, Inc.

5. Period of existence shall be perpetual.

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

(A) To own and operate nursing homes.

(B) The corporation is authorized to carry on the following activities in furtherance of the charitable purposes stated in Article 6(A).

(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 devise and to sell and convert property, both real and personal, into cash;

(2) To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber, and to deal in shares, bonds, 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 (foreign or domestic), or other municipal or governmental subdivision;

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

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

(C) 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.

(D) All of the qualifications and rules regulating the officers, Board of Trustees and members of the corporation shall be established by bylaws to be formulated for the corporation.

(E) No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, trustees or officers, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 6 hereof. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its members. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss

of exemption under section 501(c)(3) of the Internal Revenue Code of 1954. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this Charter of Incorporation, 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)(3) of the Internal Revenue Code of 1954. It is intended that this corporation shall have, and continue to have, the status of an organization which is exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 and which is other than a private foundation as defined in section 509 of the Internal Revenue Code of 1954. All terms and provisions of this Charter of Incorporation and the Bylaws of the corporation, and all operations of the corporation, shall be construed, applied, and carried out in accordance with such intent.

(F) In the event of dissolution of the corporation, no member shall be entitled to any distribution or division of its remaining assets, and the Board of Trustees, after payment of or provision for all liabilities and obligations of the corporation, shall utilize or distribute all such assets exclusively to one or more organizations which qualify for exemption from Federal income taxation under section 501(a) of the Internal Revenue Code of 1954 as organizations described in section 501(c)(3) and as public charities under section 509(a)(1) or (2).

(G) 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.

H. LOWRY RUSH, JR.

L. VAUGHAN RUSH, JR.

TALLY D. RIDDELL

"Incorporators"

STATE OF MISSISSIPPI
COUNTY OF LAUDERDALE

This day personally appeared before me, the undersigned authority, H. Lowry Rush, Jr., L. Vaughan Rush, Jr. and Tally D. Riddell, incorporators of the corporation known as Rush Nursing Center/Sumter, Inc., who acknowledged that they signed and delivered the above and foregoing charter of incorporation as their act and deeds on this the 12th day of January, 1983.

NOTARY PUBLIC

My Commission Expires:
October 9, 1986

Received at the office of the Secretary of State, this the 14th day of January, 1983, 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, Mississippi, January 18th, 1983

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.

Bil 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

RUSH HOSPITAL/NEWTON, 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 January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

CERTIFICATE

The undersigned, Secretary of Rush Hospital/Newton, an unincorporated association, hereby certifies that the following is a true and correct copy of that certain resolution adopted by the directors of said Association on the 10th day of December, 1982:

> RESOLVED, that this Association apply to the Secretary of State of Mississippi for a Charter of Incorporation under the non-profit corporation laws of the State of Mississippi. The following members of the Association are hereby authorized and directed to file said Charter of Incorporation with the Secretary of State:
>
> H. Lowry Rush, Jr.
> L. Vaughan Rush, Jr.
> Tally D. Riddell
>
> FURTHER RESOLVED, that upon the issuance of the Charter of Incorporation by the Secretary of State, the members named in said Charter shall forthwith call an organization meeting of the members and commence all matters necessary to comply with the non-profit corporation laws of the State of Mississippi.

IN WITNESS WHEREOF, I have hereunto set my hand, this the 10th day of December, 1982.

Tally D. Riddell

TALLY D. RIDDELL
Secretary

THE CHARTER OF INCORPORATION
OF
RUSH HOSPITAL/NEWTON, INC.

1. The corporate title of said company is: Rush Hospital/ Newton, Inc.

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

Name	Address
H. Lowry Rush, Jr.	1314 19th Avenue, Meridian, MS 39301
L. Vaughan Rush, Jr.	1314 19th Avenue, Meridian, MS 39301
Tally D. Riddell	115 East Church Street, Quitman, MS 39355

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

3. The domicile is at 1314 19th Avenue, Meridian, Mississippi 39301.

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

The sole member of this corporation is Rush Health Systems, Inc., a Mississippi non-profit corporation.

5. Period of Existence shall be perpetual.

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

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

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

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

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

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

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

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

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

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

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

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

(foreign or domestic), or other municipal or governmental subdivision;

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

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

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

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

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

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

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

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

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

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.

H. LOWRY RUSH, JR.

L. VAUGHAN RUSH, JR.

TALLY D. RIDDELL

"Incorporators"

STATE OF MISSISSIPPI

COUNTY OF LAUDERDALE

This day personally appeared before me, the undersigned authority H. Lowry Rush, Jr., L. Vaughan Rush, Jr. and Tally D. Riddell, incorporators of the corporation known as Rush Hospital/Newton, Inc., who acknowledged that they signed and delivered the above and foregoing charter of incorporation as their act and deeds on this the 12th day January, 1983.

C. Scott Edmondson
NOTARY PUBLIC

My Commission Expires:
October 9, 1986

Received at the office of the Secretary of State this the 14th day of January, 1983, 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, Mississippi, January 18, 1983

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

RUSH NURSING CENTER/BUTLER, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 19th day of January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

CERTIFICATE

The undersigned, Secretary of Rush Nursing Center/ Butler, an unincorporated association, hereby certifies that the following is a true and correct copy of that certain resolution adopted by the directors of said Association on the 27th day of October, 1982:

RESOLVED, that this Association apply to the Secretary of State of Mississippi for a Charter of Incorporation under the non-profit corporation laws of the State of Mississippi. The following members of the Association are hereby authorized and directed to file said Charter of Incorporation with the Secretary of State:

H. Lowry Rush, Jr.
L. Vaughan Rush, Jr.
Tally D. Riddell

FURTHER RESOLVED, that upon the issuance of the Charter of Incorporation by the Secretary of State, the directors named in said Charter shall forthwith call an organization meeting of the directors and commence all matters necessary to comply with the non-profit corporation laws of the State of Mississippi.

IN WITNESS WHEREOF, I have hereunto set my hand, this the 27th day of October, 1982.

Tally D. Riddell
TALLY D. RIDDELL
Secretary

THE CHARTER OF INCORPORATION
OF
RUSH NURSING CENTER/BUTLER, INC.

1. The corporation title of said company is: Rush Nursing Center/Butler, Inc.

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

Name	Street & No.	City, State & Zip Code
H. Lowry Rush, Jr.	3442 Parkway Blvd.	Meridian, MS 39301
L. Vaughan Rush, Jr.	2810 29th Avenue	Meridian, MS 39301
Tally D. Riddell	115 East Church St.	Quitman, MS 39355

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

3. The domicile is at 1314 19th Avenue, Meridian, Mississippi 39301.

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

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

5. Period of Existence shall be perpetual.

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

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

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

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

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

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

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

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

(6) 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;

(7) 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;

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

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

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

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

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

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

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

(15) At the organizational meeting of the sole member of this corporation to accept this charter, if found to be acceptable: to adopt bylaws to elect from the membership a chairman of the board, a vice chairman of the board, a president, one or more vice-presidents, a secretary-treasurer and such directors, including their

authority shall be provided in said bylaws.

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

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

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (A) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law or (B) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States internal revenue law.

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.

H. Lowry Rush, Jr.
H. LOWRY RUSH, JR.

L. Vaughan Rush, Jr.
L. VAUGHAN RUSH, JR.

Tally D. Riddell
TALLY D. RIDDELL

"Incorporators"

STATE OF MISSISSIPPI
COUNTY OF LAUDERDALE

This day personally appeared before me, the undersigned authority H. Lowry Rush, Jr., L. Vaughan Rush, Jr. and Tally D. Riddell, incorporators of the corporation known as Rush Nursing Center/Butler, Inc., who acknowledged that they signed and delivered the above and foregoing charter of incorporation as their act and deeds on this the 20th day of December, 1982.

Virginia Rushing
NOTARY PUBLIC

VIRGINIA RUSHING NOTARY PUBLIC LAUDERDALE COUNTY

My Commission Expires:
January 5, 1985

Received at the office of the Secretary of State, this the 14th day of January, 1983, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE

Jackson, Mississippi, January 18, 1983

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

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

LIFE INSURANCE COMPANY OF MISSISSIPPI

was pursuant to the provisions of the laws of Mississippi recorded in the Records of Incorporations in this office, in
PHOTOSTAT BOOK 289, Pages 501 - 504.

Given under my hand and the Seal of office hereunto affixed, this
21st day of January, 1983.

Edwin Lloyd Pittman
SECRETARY OF STATE

ARTICLES OF AMENDMENT

TO THE

ARTICLES OF ASSOCIATION

OF

LIFE INSURANCE COMPANY OF MISSISSIPPI

Pursuant to the provisions of Section 79-3-121 of the Mississippi Code of 1972, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Association:

FIRST: The name of this corporation is Life Insurance Company of Mississippi.

SECOND: The following amendments to the Articles of Association of Life Insurance Company of Mississippi were adopted by the shareholders of the corporation on July 29, 1982, in the manner prescribed by the Mississippi Business Corporation Law.

1. Article VIII is deleted in its entirety.

2. Article IX is renumbered to become Article VIII and Section A thereof is amended to read as follows:

> A. Shares of Common 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 class of Common 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 (which may be in the form of a policy set forth by the Board of Directors), except as hereinafter provided. In no event, however, shall any shares of Common Stock be sold, transferred or assigned if the result of such sale, transfer or assignment would be that the transferor, seller or assignor would own shares of any class of Participating Common Stock without owning shares of Voting Common Stock or if the sale, transfer or assignment would result in such person owning shares of Voting Common Stock without owning shares of a class of Participating Common Stock. All Common Stock certificates shall have on their face a legend reciting the fact that there are certain restrictions on 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.

3. Article X is renumbered to become Article IX.

4. Article XI is renumbered to become Article X.

5. Article XII is renumbered to become Article XI.

6. Article XIII is renumbered to become Article XII.

7. Article XIV is renumbered to become Article XIII.

8. Article XV is renumbered to become Article XIV.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 2751; and the number of shares entitled to vote thereon was 2751.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

CLASS	NUMBER OF SHARES
Voting Common Stock	51
Classes 1-18 Participating Common Stock (voting as though a single class pursuant to Articles of Association)	2,700

FIFTH: The number of shares voted for such amendment was 1,935; 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	NUMBER OF SHARES VOTED For	Against
Voting Common Stock	35	0
Classes 1-11 Participating Common Stock (voting as though a single class pursuant to Articles of Association)	1,900	0

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: 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: No change.

Dated September 27, 1982.

LIFE INSURANCE COMPANY OF MISSISSIPPI

BY: Charles H. Shamburger
Its President

BY: W. Glynn Griffin
Its Secretary

STATE OF MISSISSIPPI

COUNTY OF HINDS

I, Debora Albritton, a notary public, do hereby certify that on this 27 day of September, 1982, personally appeared before me Charles H. Shamburger, III, who, being by me first duly sworn, declared that he is the President of Life Insurance Company of Mississippi, that he executed the foregoing document as President of the Corporation, and that the statements therein contained are true.

Debora Albritton
Notary Public

My Commission Expires:

My Commission Expires November 8, 1983.

(NOTARIAL SEAL)

APPROVED
GEORGE DALE
COMMISSIONER OF INSURANCE
BY Gordon H. Cox
DEPUTY INSURANCE COMMISSIONER
DATE 12-30-82

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

GATEWAY CHURCH OF CHRIST, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 25th day of January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

BOOK 289 PAGE 506

RESOLUTION OF Gateway Church 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 Gateway Church 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 Toby McCook, Cecil W. Sexton, James A. Burrell, Richard A. Fisher, Kael H. Collins are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Gateway Church 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, Richard A. Fisher, 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 Jan 9, 83, at Gateway Church of Christ in Yazoo City, 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 9th

day of January, 1983

Secretary Richard A. Fisher

C-30-3

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

BOOK 289 PAGE 507

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: Gateway Church 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
Toby M Cook	Rt 6, Box 281	Yazoo City	Ms
Cecil W Saxton	1710 Gordon Av.	Yazoo City	Ms
Joel H Collins	Rt 2 Box 134A	Yazoo City	Ms
James A Burrell	Rt 2, Box 25	Yazoo City	Ms
Richard A Fisher	1257 Pecan St	Yazoo City	Ms

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

3. The domicile is at 1710 Gordon Av. P.O. Box 476 (Street and No.) Yazoo City (City) Ms 39194 (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.)
Nonprofit, no shares of stock shall be issued, a church, religeous 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:
Non-profit Church, teaching and preaching the gospel, doing benevolent work. Owning real estate and buildings necessary for carrying out work. Hiring preachers for evangelistic work.

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 289 PAGE 508

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:

Toby M. Cook
Cecil W. Saxton
James A. Burrell
Richard A. Fisher
Joel H. Collins

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Yazoo

This day personally appeared before me, the undersigned authority Toby M. Cook, Cecil W. Saxton, James A. Burrell, Richard A. Fisher, Joel H. Collins incorporators of the corporation known as the Gateway Church 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 13 day of January, 1983

My Commission Expires January 2, 1984

MRS. CATHERINE PREWITT, CHANCERY CLERK
BY: Connie Dickins DC

Received at the office of the Secretary of State this the 17th day of January A.D., 1983 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Elaine Lloyd Patterson
Secretary of State

Jackson, Miss., January 24th, 1983

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 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 25th day of January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF THE 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 CORPORATION NECESSARY SO TO DO.

BE IT RESOLVED by the members of THE HUNTING CLUB, an unincorporated association of individuals, that it is to the best interests of this ASSOCIATION that it be forthwith incorporated as a nonprofit corporation under the laws of the State of Mississippi applicable thereto and that Mitchell N. Bankston, S. G. Scott and Charles Case are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this CORPORATION to be named THE HUNTING CLUB, and that they are fully empowered to do and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the CORPORATION as may be necessary so to do.

C E R T I F I C A T E

I, Lonnie G. Ford, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals and that the foregoing is a true and correct copy of a Resolution duly and properly adopted at a meeting thereof held on the 5th day of November, 1982, at FAYETTE, MISS., at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 5th day of November, 1982.

Lonnie G. Ford
SECRETARY

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

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

THE CHARTER OF INCORPORATION OF

The Hunting Club

1. The corporation title of said company is:

The Hunting Club, Inc.

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

Name	Street & No.	City	State
Mitchell N. Bankston	P. O. Box 727	Fayette	Mississippi 39069
S. G. Scott	Rt. 1, Box 248	Lorman	Mississippi 39096
Charles Case	Rt. 1, Box 4	Fayette	Mississippi 39069

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

3. The domicile is at Main Street, Bankston Building, P. O. Box 727 (Street and No.) Fayette (City) Mississippi 39069 (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 organization formed for the purpose of recreation in the form of hunting and fellowship. It shall issue no stocks and 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, on a non-profit basis, a place for hunting and recreation. The rights and powers of the corporation, to be exercised only to the extent reasonably necessary to accomplish the purpose stated above are:
(1) to sue and be sued, complain and defend, in its corporate name,
(2) to purchase, take, receive, lease, or otherwise acquire, own, hold, improve, and use real and personal property or any interest therein, wherever situated,
(3) to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets,
(4) membership shall be controlled by the Board of Directors,
(5) the secretary and treasurer may be one and the same person,
(6) the officers of the corporation shall be a President, Vice President, Secretary & Treasurer, all of whom shall be elected annually by the membership.

(7) The Board of Directors shall meet a minimum of one time per year or the President may call a special meeting of the Board at any time.
(8) The corporation shall be operated for a non-profit purpose and no part of the income or assets of the corporation shall be distributed to or inure to the benefit of any individual.

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: Mitchell N. Bankston
MITCHELL N. BANKSTON

S. G. Scott
S. G. SCOTT

Charles Case
CHARLES CASE

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of JEFFERSON

This day personally appeared before me, the undersigned authority MITCHELL N. BANKSTON, S. G. SCOTT, CHARLES CASE, incorporators of the corporation known as the THE 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 12th day of November, 1982

My Commission expires: July 1, 1986 — Eugenia D. Sanders, Notary Public

STATE OF MISSISSIPPI
County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the

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

Received at the office of the Secretary of State this the 20th day of January A.D., 1983, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss., January 24, 1983

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

HIDE-A-WAY LAKE GARDEN 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 25th day of January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

BOOK 289 PAGE 514

RESOLUTION OF Hide-A-Way Lake Garden 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 Hide-A-Way Lake Garden 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 Mrs. Robert S. Yeargain, Dorothy Heideman and Marice C. Brown are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Hide-A-Way Lake Garden 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, Marice C. Brown, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the day of January 13, 1983, at East Lakeshore Drive 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 January, 1983

Secretary Marice C. Brown

C-30-3

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

BOOK 289 PAGE 515

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

HIDE-A-WAY LAKE GARDEN CLUB

1. The corporation title of said company is: HIDE-A-WAY LAKE GARDEN 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
Mrs. Robert S. Yeargain	401 Ridgeview Drive	Carriere, Mississippi	39426
Dorothy Heideman	501 E. Lakeshore Drive	Carriere, Mississippi	39426
Marice C.Brown	506 W. Lakeshore Drive	Carriere, Mississippi	39426

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

3. The domicile is at East Lakeshore Drive, Carriere, Mississippi 39426.
(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 a non-profit corporation which 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, except the honorary member, the right to one vote in the election of officers. The type of this organization is a civic improvement and fraternal corporation.

5. Period of existence shall be perpetual.

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

A society or group to promote interest and knowledge in gardening.

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:

Mrs. Robert S. Yeargain
Mrs. Robert S. Yeargain

Dorothy Heideman
Dorthy Heideman

Marice C. Brown
Marice C. Brown — Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of PEARL RIVER

This day personally appeared before me, the undersigned authority Mrs. Robert S. Yeargain, Dorothy Heideman, Marice C. Brown, _____, _____, _____, _____, incorporators of the corporation known as the Hide-A-Way Lake Garden Club, Inc. who acknowledged that ~~(he)~~ (they) signed and delivered the above and foregoing charter of incorporation as ~~(his)~~ (their) act and deeds on this the 18th day of January, 1983.

My Commission Expires:
December 7, 1985

Darlene M. Holmes
NOTARY PUBLIC

Received at the office of the Secretary of State this the 24 day of January A.D., 1983, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss., January 24, 1983

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 COPIAH CHAPTER OF
ROSEMARY HUNTING CLUB, INCORPORATED

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 25th day of January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF THE COPIAH CHAPTER OF ROSEMARY HUNTING CLUB, INCORPORATED

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 Copiah Chapter of Rosemary 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** Roy Whittington, Kenneth Whittington, and Norman Keyes **are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named** The Copiah Chapter of Rosemary Hunting Club, Incorporated **; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.**

CERTIFICATE

I, Kenneth Whittington **, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the** 4th **day of** January **,** 1983 **, at** 272 South Jackson, Crystal Springs, 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** Jan **,** 1983 **.**

Secretary Kenneth Whittington

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

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

THE CHARTER OF INCORPORATION OF

THE COPIAH CHAPTER OF ROSEMARY HUNTING CLUB, INCORPORATED

1. The corporation title of said company is: The Copiah Chapter of Rosemary Hunting Club, Incorporated

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

Name	Street & No.	City	State
Roy Whittington	193 Fulgham Ave.	Crystal Springs	MS 39059
Kenneth Whittington	104 Morgan Dr.	Terry	MS 39170
Norman Keyes	315 Bennett St.	Crystal Springs	MS 39059

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

3. The domicile is at 272 South Jackson (Street and No.) Crystal Springs (City) MS 39059 (State)

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

This corporation is non-profit in character and is organized as a civic improvement club under Section 79-11-1 et seq. Mississippi Code Annotated, 1972, and Section 501(c)(3) of the Internal Revenue Service Code. No shares of stock shall be issued. It is a fraternal and a civic improvement corporation.

5. Period of existence shall be perpetual.

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

To function as a local hunting club, to conduct civic and social welfare organization for the common benefit of members and their guests, to promote an active interest in patriotism, good sportsmanship and inspire respect for the law, to aid and encourage the development of youth, to own and operate a hunting and fishing club and perform all acts necessary thereto including buying, leasing, holding land and personal property and to enter into contracts and leases for a non-profit purpose.

The corporation shall not engage in any business of a kind ordinarily carried on for profit, and nothing in the Articles of Incorporation or in the constitution or bylaws shall authorize the corporation to, and the corporation shall not enter into any transaction, carry on any activity, or engage in any business for pecuniary profit, and any income received by the corporation shall be applied only to the non-profit purposes and objectives of the corporation set forth herein, and no part

CONTINUED

6. PURPOSE CONTINUED:

thereof during membership or upon termination of membership shall inure to the benefit of any private member or individual.

Upon termination or dissolution of the corporation, the distribution of any surplus of property and assets remaining after all of the debts and obligations of the corporation have been paid and satisfied shall be governed under the appropriate provisions granted to and vested in non-profit corporations organized and existing under the present statutes of state/province of Mississippi and any acts supplementary or amendatory thereof.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or Local government for exclusive public purpose. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law of (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: Norman Keyes
Kenneth Whittington
Roy Whittington

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Copiah

This day personally appeared before me, the undersigned authority Roy Whittington, Kenneth Whittington, Norman Keyes

incorporators of the corporation known as the The Copiah Chapter of Rosemary Hunting Club, 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 17th day of January, 1983

Janet B. Smith

My Commission Expires Sept. 21, 1985

STATE OF MISSISSIPPI

County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the

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

Received at the office of the Secretary of State this the 19th day of January A.D. 1983 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Miss. January 24th 1983

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 289 PAGE 522

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

THE THOMASTOWN COMMUNITY WATER SYSTEM

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 25th day of January, A. D., 1983.

William F. Winter

Governor.

Attest:

Edwin Lloyd Pittman

Secretary of State.

CERTIFIED COPY OF RESOLUTION
ADOPTED BY

THE THOMASTOWN COMMUNITY WATER SYSTEM

AT A MEETING OF THE MEMBERS HELD ON

January 12, 1983,

AUTHORIZING AND DIRECTING THE AMENDMENT OF THE CHARTER OF INCORPORATION OF

THE THOMASTOWN COMMUNITY WATER SYSTEM

WHEREAS, The Thomastown Community Water System, is a voluntary, non-profit incorporation chartered by the State of Mississippi, and

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

> to Article VI, Section 3, of the By-Laws: "Upon dissolution, if there are gains from the sale of an appreciated asset, the gains must be distributed, to the extent practical, on a pro-rata basis to all persons who were members during the period the asset was owned by the corporation."

THEREFORE, BE IT RESOLVED by the members of The Thomastown Community Water System, that its charter be amended to add the following:

> to Article VI, Section 3, of the Bu-Laws: "Upon dissolution, if there are gains from the sale of an appreciated asset, the gains must be distributed, to the extent practical, on a pro-rata basis to all persons who were members during the period the asset was owned by the corporation."

CERTIFICATE

I, W. A. Arnold, President of The Thomastown Community Water System, do hereby certify that the above and foregoing is a true and correct copy of a certain resolution adopted by the members of The Thomastown Community Water System, in a meeting assembled on January 12, 1983, in Thomastown, Ms.

Witness my signature this 12 day of January, 1983.

W. A. Arnold

PRESIDENT, THE THOMASTOWN COMMUNITY WATER SYSTEM

THE STATE OF MISSISSIPPI
COUNTY OF LEAKE

This is to certify that W. A. Arnold, President of The Thomastown Community Water System, signed the foregoing and attached Resolution in my presence on this 18 day of January, 1983.

Harold W. Lauderdale
NOTARY PUBLIC, LEAKE COUNTY, MS.
My Commission expires: [illegible] 1987

MINUTES OF AMENDMENT TO THE
CHARTER OF INCORPORATION OF

THE THOMASTOWN COMMUNITY WATER SYSTEM

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

FIRST: Be it resolved that the Articles of Incorporation of this corporation be amended so as to add the following:

> "Upon dissolution, if there are gains from the sale of an appreciated asset, the gains must be distributed, to the extent practical, on a pro-rata basis to all persons who were members during the period the asset was owned by the corporation."

SECOND: The foregoing amendment of the Charter of Incorporation of said corporation was adopted by the members of the corporation on January 12, 1983, at a regular meeting of the members of the corporation at Thomastown, Mississippi.

This the 12 day of January, 1983.

THE THOMASTOWN COMMUNITY WATER SYSTEM

BY: W. A. Arnold
W. A. ARNOLD, PRESIDENT

ACKNOWLEDGMENT

THE STATE OF MISSISSIPPI
COUNTY OF LEAKE

Personally appeared before me, the undersigned authority in and for the State and County aforesaid, the within named W. A. Arnold, President of The Thomastown Community Water System, who acknowledged that he signed and executed and delivered the above and foregoing Amendment to the Charter of Incorporation of The Thomastown Community Water System, on the date named therein. Given under my hand and official seal this 12 day of January, 1983.

Harold W. Thompson
NOTARY PUBLIC
My Commission expires: Jan 10 1987

BOOK 289 PAGE 526

Received at the office of the Secretary of State, this the 19th day of January A. D., 19 83, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

January 24, 1983

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 289 PAGE 527

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

CITIZENS BANK & TRUST COMPANY

BELZONI, MISSISSIPPI

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 25th day of January, A. D., 1983.

William F. Winter

Governor.

Attest:

Edwin Lloyd Pittman

Secretary of State.

BOOK 289 PAGE 528

State of Mississippi

Department of Banking and Consumer Finance

JACKSON

The within and foregoing Amendment to the Charter of Incorporation of

CITIZENS BANK & TRUST COMPANY

BELZONI, 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 18th *day of* January *19* 83

Alanson V. Turnbough

Deputy Commissioner

Alanson V. Turnbough

AMENDMENT TO CHARTER OF INCORPORATION

OF CITIZENS BANK & TRUST COMPANY,

BELZONI, MISSISSIPPI

WHEREAS, the capital stock of this bank is $655,250.00 divided into 131,050 shares of a par value of $5.00 per share; and

WHEREAS, it is to the best interests of the corporation that the capital stock of this bank be $655,250.00 divided into 3,276.25 shares of a par value of $200 per share; and

WHEREAS, it is advisable that no fractional shares of common stock or scrip certificates be issued to the holders of the presently outstanding common stock, $5.00 par value per share, be it

RESOLVED that Paragraph 4 of the Charter of Incorporation of Citizens Bank & Trust Company be amended so as to read in its entirety as follows:

> "FOURTH: the total number of shares which the Corporation shall have authority to issue is 3,276.25 shares of common stock, par value $200.00 per share.
>
> The amendment herein certified shall become effective at the close of business on the date this amendment is filed with the Secretary of State of the State of Mississippi in accordance with the provisions of the laws of Mississippi. Upon the effectiveness of this amendment each forty outstanding shares of common stock, par value $5.00 per share, shall be combined into one share of common stock, $200.00 par value per share.
>
> No fractional shares of common stock or scrip certificates therefor shall be issued to the holders of the presently outstanding common stock, $5.00 par value per share, by reason of the foregoing, but arrangements shall be made by the corporation, as agent for the holders of then unsurrendered certificates for any such shares who are entitled to fractional share interests, to sell shares of common stock, $200.00 par value per share, equivalent to the total of such fractional share interests. Thereafter, the corporation will pay to such holders, on surrender of their certificate or certificates for common stock, par value $5.00 per share, their pro rata share, without interest, of the net proceeds of such sale. The

Board of Directors of the corporation or any corporate committee thereof is empowered to adopt further rules and regulations concerning the liquidation of fractional interests.

When the amendment herein certified becomes effective the aggregate amount of capital represented by all issued shares immediately after the amendment will not be less than the aggregate amount of capital represented by all issued shares immediately before the amendment and, therefore, the capital of the corporation will not be reduced under or by reason of the amendment."

RESOLVED FURTHER, that Citizens Bank & Trust Company, Belzoni, Mississippi, hereby requests the Commissioner of Banking and Consumer Finance to approve the foregoing Resolution amending the Charter of Incorporation, attach his Certificate of Approval thereto, and to forward same to the Attorney General for his approval and subsequent transmittal to the Governor and the Secretary of State, in accordance with Section 81-3-15 of the Mississippi Code of 1972, as amended.

RESOLVED FURTHER, that the President or a Vice President of the corporation is hereby authorized and directed to make, under the seal of the corporation, a certificate setting forth said amendment, and certifying that such amendment as been duly adopted in accordance with the provisions of Section 81-3-15 of the Mississippi Code of 1972, as amended, and to file such certificate in the office of the Commissioner of Banking and Consumer Finance, and to record the same in the office of the Chancery Clerk of Humphreys County upon its return to the Bank.

CERTIFICATE

STATE OF MISSISSIPPI

COUNTY OF HUMPHREYS

I hereby certify that the foregoing Resolution was approved by the stockholders of Citizens Bank & Trust Company, Belzoni, Mississippi, at its Annual Stockholders' Meeting on January 13, 1983, there being 126,290 shares voted

in favor of the Resolution and 0 shares voted against the Resolution out of a total of 131,050 shares outstanding.

D.W. King
D.W. KING, President

ATTEST

Joyce Pickell
Joyce Pickell, Secretary

STATE OF MISSISSIPPI

COUNTY OF HUMPHREYS

Personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction, the within named D.W. King, who having been duly sworn by me stated under oath that he is the President of Citizens Bank & Trust Company, Belzoni, Mississippi, and that the matters set forth in the foregoing Certificate are true and correct as therein stated.

SWORN TO AND SUBSCRIBED before me this the 13th day of January, 1983.

Debbie B. Kilpatrick
Notary Public

My Commission Expires:

My Commission Expires Sept. 25, 19[illegible]

Received at the office of the Secretary of State, this the 19th day of January A. D., 1983, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

January 24, 1983

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

Bill Allain
ATTORNEY GENERAL.

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

C 54

State of Mississippi

Office of Secretary of State

Jackson

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

Articles of Merger of "Louisville And Nashville Railroad Company," a Kentucky corporation, with and into "Seaboard Coast Line Railroad Company," a Virginia corporation,

AND

Amended and Restated Articles of Incorporation of "Seaboard System Railroad, Inc.," a Virginia corporation, formerly known as "Seaboard Coast Line Railroad Company,"

hereto attached was, pursuant to the provisions of the Laws of the State of Mississippi, filed in my office this the 26th day of January, 1983, and recorded in this office in Record of Incorporations Photostat Book No. 289, at pages 533 - 626.

SECRETARY OF STATE OFFICIAL STATE OF MISSISSIPPI

Given under my hand and Seal of office hereunto affixed this 26th day of January, 1983.

Edwin Lloyd Pittman

Secretary of State.

ARTICLES OF MERGER
OF
SEABOARD COAST LINE RAILROAD COMPANY
AND
LOUISVILLE AND NASHVILLE RAILROAD COMPANY

1. The Plan of Merger is attached as Exhibit "A" hereto.

2. Louisville and Nashville Railroad Company, the subsidiary corporation, has 2,490,328 shares of common stock and 1,428,571 shares of preferred stock outstanding, all of which are owned by Seaboard Coast Line Railroad Company, the surviving corporation.

3. Seaboard Coast Line Railroad Company, as sole shareholder of the subsidiary corporation, has waived the requirement of mailing a copy of the Plan of Merger to the shareholders of the subsidiary corporation pursuant to Kentucky Revised Statutes Section 271A.375 and Section 13.1-76 of the Code of Virginia. .

4. Louisville and Nashville Railroad Company has complied with the applicable provisions of the laws of Kentucky, the state in which it is organized.

Dated: December 7, 1982

SEABOARD COAST LINE RAILROAD COMPANY

By _____
Richard D. Sanborn
President

And by _____
E. Hayden Edwards
Secretary

STATE OF ~~FLORIDA~~]
] SS:
COUNTY OF ~~DUVAL~~]

Richard D. Sanborn, having been first duly sworn, deposes and says that he is President of Seaboard Coast Line Railroad Company, and that the statements made in the aforegoing Articles of Merger are true.

Subscribed and sworn to
before me in the State and
County aforesaid on this
7th day of Dec, 1982.

Janet H. Blaine
Notary Public

Janet H. Blaine
NOTARY PUBLIC, STATE AT LARGE
My Commission expires ~~June 15, 1985.~~

My Commission expires _____.

(SEAL)

STATE OF ~~FLORIDA~~]
] SS:
COUNTY OF ~~DUVAL~~]

C. Hayden Edwards, having been first duly sworn, deposes and says that he is Vice President and Secretary of Seaboard Coast Line Railroad Company, and that the statements made in the aforegoing Articles of Merger are true.

Subscribed and sworn to
before me in the State and
County aforesaid on this
7 day of December, 1982.

Notary Public

Janet H. Blaine
NOTARY PUBLIC, STATE AT LARGE
My Commission expires June 15, 1985.

My Commission expires _____

(SEAL)

Exhibit A

Plan of Merger of
Seaboard Coast Line Railroad Company
and
Louisville and Nashville Railroad Company

1. Parties. Louisville and Nashville Railroad Company, a Kentucky corporation ("L&N"), the Subsidiary Corporation, shall be merged into Seaboard Coast Line Railroad Company, a Virginia corporation ("SCL"), which shall be and is hereinafter called the Surviving Corporation, on the day when a Certificate of Merger shall be issued by the State Corporation Commission of Virginia (the "Merger Date").

2. Name. If the name of the Surviving Corporation is changed prior to the Merger Date in the manner provided by law, the merger may nonetheless be consummated and on and after the Merger Date the name of the Surviving Corporation shall be the name as so changed.

3. Conversion of Shares. On the Merger Date, the outstanding shares of L&N shall be automatically cancelled. All of the outstanding shares of L&N, common and preferred, are owned by the Surviving Corporation.

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,
December 29, 1982

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Louisville and Nashville Railroad Company (a Ky. corp. domest. in Va.)
into Seaboard Coast Line Railroad Company (a Va. corp.)

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF MERGER be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that

Louisville and Nashville Railroad Company

be merged into

Seaboard Coast Line Railroad Company

the surviving corporation, which shall continue to be a corporation existing under the laws of the State of

Virginia with the corporate name

Seaboard Coast Line Railroad Company

and that the separate existence of the corporations parties to the plan of merger, except the surviving corporation, shall cease.

STATE CORPORATION COMMISSION

By Thomas P. Harwood, Jr.
Commissioner

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Commonwealth of Virginia

State Corporation Commission

I, George W. Bryant, Jr., First Assistant Clerk of the State Corporation Commission, do hereby certify that the foregoing is a true copy of a Certificate of Merger issued December 29, 1982, merging Louisville and Nashville Railroad Company, (a Kentucky corporation domesticated in Virginia), into Seaboard Coast Line Railroad Company, (a Virginia corporation).

In Testimony Whereof I hereunto set my hand and affix the Official Seal of the State Corporation Commission, at Richmond this 4th *day of* January *A.D.,* 83

George W. Bryant, Jr.

First Assistant Clerk of the Commission

ARTICLES OF AMENDMENT
OF THE RESTATED ARTICLES OF INCORPORATION
OF SEABOARD COAST LINE RAILROAD COMPANY

Seaboard Coast Line Railroad Company, a corporation created under and by virtue of the laws of the Commonwealth of Virginia, desiring to have its Restated Articles of Incorporation amended as hereinafter set forth, does certify as follows:

(a) That the name of the corporation is SEABOARD COAST LINE RAILROAD COMPANY.

(b) That the amendment adopted by the Board of Directors and the sole stockholder is as follows:

RESOLVED, that, it being in the best interests of the Company to do so, the Restated Articles of Incorporation be amended to change the Company's name from Seaboard Coast Line Railroad Company to Seaboard System Railroad, Inc.

(c) That on October 12, 1982, the Board of Directors, after first declaring that the proposed amendment was in the best interests of the corporation, duly adopted resolutions setting forth the proposed amendment to the Restated Articles of Incorporation of said corporation and directed that said amendment be considered by the sole stockholder of said corporation.

Pursuant to the aforesaid resolution of the Board of Directors of said corporation duly adopted at the

aforesaid meeting held on October 12, 1982, the proposed amendment was, on October 13, 1982, submitted to the sole stockholder in the manner provided by Title 13, Code of Virginia, a copy of the amendment accompanying the notice, and was adopted by the sole stockholder on October 13, 1982.

(d) That the number of shares outstanding and entitled to vote on the proposed amendment was 9,061,038. There were no classes of shares.

(e) That the number of shares voting in favor of the proposed amendment was 9,061,038.

(f) That there was no change in the amount of stated capital.

(g) Not applicable.

IN WITNESS WHEREOF, said Seaboard Coast Line Railroad Company has caused its corporate seal to be affixed hereunto and this certificate to be executed by President and its Assistant Secretary, this 7th day of December, 1982.

SEABOARD COAST LINE RAILROAD COMPANY

By _____
Richard D. Sanborn
President

By _____
Robert J. Haulter
Assistant Secretary

COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND,

December 29, 1982

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Seaboard Coast Line Railroad Company (chg. name to
Seaboard System Railroad, Inc.)

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By Thomas P. Harwood, Jr.
Commissioner

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ARTICLES OF AMENDMENT
OF THE RESTATED ARTICLES OF INCORPORATION
OF SEABOARD COAST LINE RAILROAD COMPANY

Seaboard Coast Line Railroad Company, a corporation created under and by virtue of the laws of the Commonwealth of Virginia, desiring to have its Restated Articles of Incorporation amended as hereinafter set forth, does certify as follows:

(a) That the name of the corporation is SEABOARD COAST LINE RAILROAD COMPANY.

(b) That the amendment adopted by the Board of Directors and the sole stockholder is as follows:

RESOLVED:

1. That it is in the best interest of the Company to amend the Restated Articles of Incorporation by adding thereto Article VII, which shall read as follows:

ARTICLE VII

(a) The Corporation shall indemnify any person (or the heirs, executors or administrators of such person) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including

attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(b) The Corporation shall indemnify any person (or the heirs, executors or administrators of such person) who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which

such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person (or the heirs, executors or administrators of such person) is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) To the extent that a director, officer, employee or agent (or the heirs, executors or administrators of such person) has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) and (b) or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

(d) Any indemnification under paragraphs (a) and (b) (unless ordered by a Court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent (or the heirs, executors or administrators of such person) is proper in the circumstances because he or she has met the applicable standard of conduct set forth in paragraph (a) or (b). Such determination shall be made

(1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or

(2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or

(3) by the stockholder or stockholders.

(e) Expenses (including attorneys' fees) incurred in defending an action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in paragraph (d) upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article VII.

(f) The terms "director", "officer", "employee" and "agent" shall include directors, officers, employees and agents who have retired from service but are made a party, or threatened to be made a party, subpoenaed, or who have had a claim or demand asserted against him or her, arising out of action taken during the period of employment.

(g) The right of indemnification provided by this Article VII shall not be exclusive of any other rights to which any person may be entitled, but any person's indemnification hereunder shall be reduced by the amount of indemnification which he or she may receive from any other source in respect of the same matter.

(h) Indemnity under this Article VII for the directors, officers, employees and agents to which it applies by its terms shall be a matter of right and not subject to the discretion of the Corporation, subject only to the obtaining of an order of a Court under paragraph (b) or the determination under paragraph (d) that indemnity is proper as set out in said paragraph (d); and the determination that indemnity is or is not proper shall be promptly made.

(i) The subsequent repeal, alteration or amendment of this Article VII will not diminish or destroy the entitlement of any director, officer, employee or agent to indemnity for any acts which occurred prior to such repeal, alteration or amendment, even though the action, suit or proceeding with respect to which indemnity is sought is not commenced until after this Article VII has been repealed, altered or amended, or the claim for such indemnity is asserted by such director, officer, employee or agent after such repeal, alteration or amendment.

(j) Any director, officer, employee or agent of any corporation, partnership, joint venture, trust or other enterprise in which the Corporation owns an interest of more than 50% or the properties of which are operated under the control, direct or indirect, of the Corporation shall be deemed to be or to have been serving as such at the request of the Corporation.

(c) That on October 13, 1981, the Board of Directors, after first declaring that the proposed amendment was in the best interests of the corporation, duly adopted resolutions setting forth the proposed amendment to the Restated Articles of Incorporation of said corporation and directed that said amendment be considered by the stockholder of said corporation.

Pursuant to the aforesaid resolution of the Board of Directors of said corporation duly adopted at the aforesaid meeting held on October 13, 1981, the proposed amendment was adopted by the sole stockholder on November 5, 1981.

(d) That the number of shares outstanding and entitled to vote on the proposed amendment was 9,061,013. There were no issued shares.

(e) That the number of shares voting in favor of the proposed amendment was 9,061,038.

(f) That there was no change in the amount of stated capital.

(g) Not appropriate.

IN WITNESS WHEREOF, said Seaboard Coast Line Railroad Company has caused its corporate seal to be affixed hereunto and this certificate to be executed by its Vice President and Treasurer and its Vice President and Secretary, this 13th day of November, 1981.

SEABOARD COAST LINE RAILROAD COMPANY

By H. L. Snyder
H. L. Snyder
Vice President and Treasurer

By C. Hayden Edwards
C. Hayden Edwards
Vice President and Secretary

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SCC 8A-SM-10-15-80

BOOK 289 PAGE 549

COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND,

November 19, 1981

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Seaboard Coast Line Railroad Company

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By Thomas P. Harwood, Jr.
Commissioner

CERTIFICATE
FOR
ARTICLES OF AMENDMENT
OF THE RESTATED ARTICLES OF INCORPORATION
OF SEABOARD COAST LINE RAILROAD COMPANY

Whereas, Seaboard Coast Line Railroad Company, a corporation created under and by virtue of the laws of the Commonwealth of Virginia, desiring to have its Restated Articles of Incorporation amended as hereinafter set forth, does certify as follows:

(a) That the name of the corporation is SEABOARD COAST LINE RAILROAD COMPANY.

(b) That the amendment adopted by the Board of Directors and the sole stockholder is as follows:

RESOLVED, that it is in the best interests of the Company to amend the Restated Articles of Incorporation by striking therefrom Section 3 of Article V.

(c) That on July 7, 1981, the Board of Directors, after first declaring that the proposed amendment was in the best interests of the corporation, duly adopted resolutions setting forth the proposed amendment to the Restated Articles of Incorporation of said corporation and directed that said amendment be considered by the stockholder of said corporation.

Pursuant to the aforesaid resolution of the Board of Directors of said corporation duly adopted at the aforesaid meeting held on July 7, 1981, the proposed amendment was adopted by the sole stockholder on August 31, 1981.

(d) That the number of shares outstanding and entitled to vote on the proposed amendment was 9,061,038. There were no classes of shares.

(e) That the number of shares voting in favor of the proposed amendment was 9,061,038.

(f) That there was no change in the amount of stated capital.

(g) Not appropriate.

In Witness Whereof, said Seaboard Coast Line Railroad Company has caused its corporate seal to be affixed hereunto and this certificate to be executed by its Vice President and Treasurer and its Vice President and Secretary, this 3rd day of September, 1981.

SEABOARD COAST LINE RAILROAD COMPANY

By H. L. Snyder
H. L. Snyder
Vice President and Treasurer

By C. Hayden Edwards
C. Hayden Edwards
Vice President and Secretary

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BOOK 289 PAGE 552

COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND,
September 16, 1981

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Seaboard Coast Line Railroad Company

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By Thomas F. Hansbrough, Jr.
Commissioner

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CERTIFICATE
FOR
ARTICLES OF SERIAL DESIGNATION
OF SEABOARD COAST LINE RAILROAD COMPANY

Whereas, Seaboard Coast Line Railroad Company, a corporation created under and by virtue of the laws of the Commonwealth of Virginia, desiring to establish a series of preferred stock as hereinafter set forth, does certify as follows:

(i) That the name of the corporation is SEABOARD COAST LINE RAILROAD COMPANY.

(ii) That the resolutions adopted by the Board of Directors are as follows:

RESOLVED, that the Board of Directors hereby establishes a series of the Serial Preferred Stock of the Corporation to consist of 600,000 shares, and the Board of Directors hereby fixes and determines the relative rights and preferences of the shares of such series as follows:

(1) Designation. The designation of the series of Serial Preferred Stock established by this Resolution shall be "$9.00 Cumulative Preferred Stock, Series A (Without Par Value)" (hereinafter called the "Series A Stock").

ORIGINAL

(2) Dividends. The holders of shares of the Series A Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends in cash in the amount of $9.00 per share per annum, payable quarterly on the fifteenth day of March, June, September and December in each year, commencing December 15, 1979 (each of the quarterly periods ending on the fifteenth day of such months, respectively, being hereinafter called a "dividend period"). Dividends on shares of the Series A Stock shall be cumulative (entitled to Full Cumulative Dividends) from the Date of Accrual with respect to such shares (whether or not there shall be net profits or net assets of the Corporation legally available for the payment of such dividends). All dividends declared upon the shares of the Series A Stock shall be declared pro rata, so that the amounts of dividends declared per share on the Series A Stock shall in all cases bear to each other the same ratio that accrued dividends per share on the shares of the Series A Stock bear to each other. Holders of shares of the Series A Stock shall not be entitled to any dividends, whether payable in cash, property or stock, in excess of Full Cumulative Dividends. Dividends payable on December 15, 1979, and dividends payable on the date of any redemption or purchase not occurring on a regular dividend payment date shall be calculated on the basis of the actual number of days elapsed (including the date of redemption or purchase) over a 360-day year of twelve 30-day months.

3. Rights of Redemption. The shares of the Series A Stock shall be subject to redemption as follows:

(a) Optional Redemption. Subject to subparagraph (c) of this paragraph (3), the shares of the Series A Stock may be redeemed at the option of the Corporation,

in whole or in part, at any time or from time to time on or after (but not earlier than) September 15, 1982, at the following redemption prices per share, plus in each case an amount equal to Accrued Dividends to and including the date of redemption:

If redeemed during 12-month period beginning September 15	Redemption Price
1982	$106.00
1983	105.00
1984	104.00
1985	103.00
1986	102.00
1987	101.00
1988 (and thereafter)	100.00

provided, however, that no such redemption may be effected prior to September 15, 1984, by the application, directly or indirectly, of borrowed funds or the proceeds of the sale or issuance of any preferred or preference stock of the Corporation having an effective interest cost or dividend yield, as the case may be, calculated in accordance with accepted financial practice, of less than 9% per annum.

(b) Sinking Fund. (i) The Corporation will redeem out of funds legally available for such purpose, on September 15, 1985, and on each September 15 thereafter through and including September 15, 1989, as and for a Sinking Fund for the Series A Stock, 20% of the largest number of shares of the Series A Stock at any time outstanding, or such lesser number of shares of Series A Stock

as are outstanding, at a sinking fund redemption price of $100 per share plus an amount equal to all Accrued Dividends thereon to and including the redemption date, such Sinking Fund obligation to be cumulative. Shares of Series A Stock redeemed pursuant to subparagraph (a) of this paragraph (3) shall be credited in satisfaction of the mandatory sinking fund redemption obligations of the Corporation pursuant to this subparagraph (b) in the inverse order of maturity thereof. Shares of Series A Stock redeemed or acquired by the Corporation otherwise than pursuant to said subparagraph (a) or to this subparagraph (b) (i) may not be used to satisfy any Sinking Fund redemption obligation.

(ii) The Corporation may at its election increase the number of shares of the Series A Stock to be redeemed pursuant to subdivision (i) of this subparagraph (b) on September 15, 1985, and on each September 15 thereafter, by up to the number of shares to be redeemed pursuant to subdivision (i) of this subparagraph (b) on such date. The option to redeem additional shares on a particular September 15 pursuant to this subdivision (ii) shall not cumulate and, if not exercised, shall lapse.

(c) Pro Rata Redemption. If less than all shares of the Series A Stock are to be redeemed pursuant to subparagraph (a) or subparagraph (b) of this paragraph (3), the shares to be redeemed shall be selected pro rata so that there shall be redeemed from each registered holder of such shares that number of whole shares, as nearly as practicable to the nearest share, as bears the same ratio to

the total number of shares of Series A Stock held by such holder as the total number of shares to be redeemed bears to the total number of shares of the Series A Stock at the time outstanding.

(d) Redemption Procedure. Notice of any redemption of shares of the Series A Stock shall be given by a notice stating the redemption date mailed by first class mail not less than 30 nor more than 60 days prior to the date fixed for redemption to the registered holders of such shares to be redeemed at their addresses as shown on the books of the Corporation. On or at any time before the redemption date, the Corporation shall deposit in trust, for the account of the holders of the shares to be redeemed, funds necessary for such redemption with a bank or trust company in good standing, organized under the laws of the United States of America or of the State of New York, doing business in the Borough of Manhattan, City and State of New York, and having capital, surplus and undivided profits aggregating at least $50,000,000, designated in such notice of redemption. Upon the mailing as hereinabove provided of the notice of such redemption, provided such notice specifies the office of such bank or trust company where such deposit in trust has been made (or the date on which it will be made) and states that deposit is (or shall be) immediately available to the holders of the shares to be redeemed, and upon the making of such deposit in trust, then all shares with respect to the redemption of which such deposit shall have been made and such notice therefor given shall, whether or not the certificates therefor shall have been surrendered for cancelation, be deemed no longer to be outstanding for any

purpose, and all rights with respect to such shares shall thereupon cease and terminate, except only the right of the holders of the certificates for such shares to receive, out of the funds so deposited in trust, from and after the date of such deposit, the amount payable upon the redemption thereof, without interest. Any interest allowed by the depositary on the funds so deposited shall be paid to the Corporation.

(4) Rights on Liquidation, Dissolution, Winding Up. In the event of any liquidation, dissolution or winding up of the Corporation, the holders of the Series A Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders an amount equal to

(i) the lesser of $106 per share and the amount per share which would be payable at that time upon the optional redemption of the Series A Stock pursuant to subparagraph (a) of paragraph (3) hereof, if such liquidation, dissolution or winding up is voluntary, or

(ii) $100 per share, if such liquidation, dissolution or winding up is involuntary;

plus, in each case, an amount equal to Accrued Dividends to and including the date such payment is made in full to the holders of the Series A Stock.

(5) Voting. The shares of the Series A Stock shall not have any voting powers, either general or special, except (i) as required by applicable law, (ii) as set forth in paragraph (6) hereof and (iii) as set forth in the Restated Articles of Incorporation.

(6) Restrictions and Covenants. So long as any shares of Series A Stock are outstanding:

> Without the affirmative vote or consent of the holders of more than two thirds of the number of shares of Series A Stock at the time outstanding, voting or consenting (as the case may be) separately as a class, given in person or by proxy, by resolution adopted at a special meeting called for the purpose, the Corporation shall not (i) increase the authorized amount of the Serial Preferred Stock beyond the 2,000,000 shares presently authorized; (ii) authorize, or increase the authorized amount of, any stock ranking prior to or on a parity with the Series A Stock as to dividends or upon liquidation, or securities convertible into stock ranking prior to or on a parity with the Series A Stock as to dividends or upon liquidation (which conversion privilege is exercisable prior to retirement of all shares of the Serial Preferred Stock); (iii) amend, alter or repeal any right, preference, privilege or power of the holders of the Series A Stock so as adversely to affect any such rights, preferences, privileges or powers; (iv) issue, sell or otherwise dispose of any shares of Serial Preferred Stock or shares of any class of stock ranking on a parity with or prior to the Serial Preferred Stock as to dividends or upon liquidation, in each case unless Consolidated Earnings of the Corporation shall,

for a period of 12 consecutive calendar months within the 15 calendar months immediately preceding such issuance, sale or disposition, have been, on a pro forma basis after giving effect to such issuance, sale or disposition, and the application of proceeds therefrom, at least two times the annual dividend requirements on all shares of Serial Preferred Stock and of any class of stock ranking on a parity with or prior to such Serial Preferred Stock as to dividends or upon liquidation; provided, however, that if the issuance or sale of shares of Serial Preferred Stock or of any class of stock so ranking on a parity with or prior to the Serial Preferred Stock is effected by a merger or consolidation of the Corporation, "Consolidated Earnings of the Corporation" shall be computed with reference to the surviving corporation on a pro forma basis (whether or not such merger or consolidation is accounted for as a pooling of interests) giving effect to such merger or consolidation; (v) issue, sell or otherwise dispose of any shares of Serial Preferred Stock if, after giving effect thereto, the aggregate involuntary liquidation value of all outstanding shares of Serial Preferred Stock would exceed $200,000,000; (vi) merge or consolidate with or into any other corporation unless (A) the surviving corporation will thereupon have no class of stock, either authorized or outstanding, ranking prior to or on a parity with the Serial Preferred Stock as to dividends or upon liquidation, except in respect of shares of stock of the Corporation authorized or outstanding prior to such merger or consolidation, and (B) each holder of Serial Preferred Stock will thereupon receive at least the same number of shares,

with substantially the same rights, preferences, privileges and powers, of the surviving corporation as he held immediately preceding such merger or consolidation; (vii) sell, lease or otherwise dispose of all or substantially all of its assets; (viii) declare, order, pay or make or set apart any sum or property for any dividend or other distribution, direct or indirect, on account of any shares of stock of the Corporation ranking junior to the Series A Stock, or purchase, redeem or otherwise acquire for a consideration (other than a dividend payable in such stock or a purchase or redemption made by issue or delivery of such stock) any shares of such stock (A) except out of the unreserved and unrestricted "earned surplus" (as defined in the Virginia Stock Corporation Act as in effect on the date of this Resolution) of the Corporation and (B) unless, after deducting the amount thereof, the unreserved and unrestricted "earned surplus" of the corporation shall be at least two times the annual dividend requirements of all shares of Series A Stock and of any other stock of the Corporation ranking prior to or on a parity with the Series A Stock then outstanding or held by a subsidiary of the Corporation. The consent required by this paragraph (6) may be given in writing without a vote except in those cases where a vote is required by law.

(7) Definitions. (a) The term "Accrued Dividends" shall mean Full Cumulative Dividends to the date as of which Accrued Dividends are to be computed, less the amount of all dividends paid, upon the relevant shares of Series A Stock.

(b) The term "Consolidated Earnings" shall mean the income or loss of the Corporation and its consolidated subsidiaries for the period in question

(taken as a cumulative whole) after deducting all operating expenses, provision for all taxes and reserves (including reserves for deferred income taxes established in connection with accelerated depreciation or amortization claimed for income tax purposes) and all other proper deductions, but before deduction of dividends with respect to the Serial Preferred Stock and stock ranking on a parity with or prior to the Serial Preferred Stock as to dividends or upon liquidation, all determined in accordance with generally accepted accounting principles on a consolidated basis.

(c) The term "Date of Accrual" shall mean, as to the shares of the Series A Stock initially issued, the date on which such shares shall be issued (other than for purposes of exchanges or transfers) and, as to any other shares of Series A Stock, the dividend payment date immediately preceding the date of their issue as to which dividends have been paid in full on the Series A Stock then outstanding.

(d) The term "Full Cumulative Dividends" shall mean (whether or not in any dividend period, or any part thereof, in respect of which such term is used there shall have been net profits or net assets of the Corporation legally available for the payment of such dividends) that amount which shall be equal to dividends at the full rate fixed for the Series A Stock provided in paragraph (2) of this Resolution for the period of time elapsed from the Date of Accrual to the date as of which dividends at the full rate fixed for the Series A Stock provided in paragraph (2) of this Resolution are to be computed.

(e) The term "Serial Preferred Stock" shall mean any Serial Preferred Stock, without par value,

referred to in Article III of the Restated Articles of Incorporation of the Corporation as in effect when this Resolution shall become effective.

(f) For purposes of this Resolution any stock of any class or classes of the Corporation shall be deemed to rank prior to, on a parity with, or junior to, shares of the Serial Preferred Stock in accordance with the provisions of Article III of the Restated Articles of Incorporation of the Corporation as in effect when this Resolution shall become effective.

(8) Retirement of Redeemed Shares, etc. Shares of the Series A Stock which have been redeemed (whether through the operation of the sinking fund provided for such series or otherwise) or otherwise acquired by the Corporation shall not be reissued as Series A Stock but shall be retired and canceled in the manner provided by law and shall become authorized as Serial Preferred Stock undesignated as to Series. Shares of Series A Stock which are held by the Corporation shall not be deemed outstanding for any purpose.

(9) Issuance of Series A Stock. No shares of Series A Stock shall be issued on original issuance except on the day on which the first shares of such series are issued, but shares of Series A Stock not then issued may be reclassified as shares of any other series.

RESOLVED, that the foregoing resolution shall become effective for all purposes immediately after the amendment of Article III of the amended Restated Articles of Incorporation of the Corporation, dated September 6, 1979, shall have become effective; * * * *

(iii) and (iv) That on September 6, 1979, the Board of Directors, after first declaring that the proposed amendment was in the best interest of the corporation, duly adopted the foregoing resolutions.

In Witness Whereof, said Seaboard Coast Line Railroad Company has caused its corporate seal to be affixed hereunto and this certificate to be executed by its Vice President and Treasurer and its Vice President and Secretary, this 7th day of September, 1979.

SEABOARD COAST LINE RAILROAD COMPANY

By _____
Leonard G. Anderson
Vice President and Treasurer

By _____
R. E. Northup
Vice President and Secretary

SCC. 9R-2M-10-15-65

BOOK 289 PAGE 565

COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND,

September 21, 1979

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Seaboard Coast Line Railroad Company

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF SERIAL DESIGNATION

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By _____
Commissioner

CERTIFICATE
FOR
ARTICLES OF AMENDMENT
OF THE RESTATED ARTICLES OF INCORPORATION
OF SEABOARD COAST LINE RAILROAD COMPANY

Whereas, Seaboard Coast Line Railroad Company, a corporation created under and by virtue of the laws of the Commonwealth of Virginia, desiring to have its Restated Articles of Incorporation amended as hereinafter set forth, does certify as follows:

(a) That the name of the corporation is SEABOARD COAST LINE RAILROAD COMPANY.

(b) That the amendment adopted by the Board of Directors and the sole stockholder is as follows:

RESOLVED, that it is in the best interest of the Company to amend Article III of the Restated Articles of Incorporation to read as follows:

ARTICLE III

The Corporation shall have authority to issue ten million (10,000,000) shares of Common Stock, par value $20 per share, and two million (2,000,000) shares of Serial Preferred Stock, without par value.

A. Serial Preferred Stock

1. Issuance in Series. The Board of Directors is hereby empowered to cause the Serial Preferred Stock of the Corporation to be issued in series with such of the variations permitted by clauses (a)-(h), both inclusive, of this Section 1 as shall have been fixed and determined by the Board of Directors with respect to any series prior to the issue of any shares of such series.

The shares of the Serial Preferred Stock of different series may vary as to:

(a) the number of shares constituting such series and the designation of such series, which shall be such as to distinguish the shares thereof from the shares of all other series and classes;

(b) the rate of dividend, the time of payment and, if cumulative, the dates from which dividends shall be cumulative, and the extent of participation rights, if any;

(c) any right to vote in addition to the right conferred by these articles with holders of shares of any other series or class and any right to vote as a class, either generally or as a condition to specified corporate action;

(d) the price at and the terms and conditions on which shares may be redeemed;

(e) the amount payable upon shares in event of involuntary liquidation;

(f) the amount payable upon shares in event of voluntary liquidation;

(g) any sinking fund provisions for the redemption or purchase of shares; and

(h) the terms and conditions on which shares may be converted, if the shares of any series are issued with the privilege of conversion.

The shares of all series of Serial Preferred Stock shall be identical except as, within the limitations set forth above in this Section 1, shall have been fixed and determined by the Board of Directors prior to the issuance thereof.

2. Dividends. The holders of the Serial Preferred Stock of each series shall be entitled to receive, if and when declared payable by the Board of Directors, dividends in lawful money of the United States of America, at the dividend rate for such series, and not exceeding such rate except to the extent of any participation right. Such dividends shall be payable quarterly in each year on such dates as shall be fixed for such series. Dividends, if cumulative and in arrears, shall not bear interest.

No dividends shall be declared or paid upon or set apart nor shall any other distribution be ordered or made upon the Common Stock or stock of any other class hereafter created ranking junior to the Serial Preferred Stock in respect of dividends or distributions of assets upon liquidation (hereinafter together with the Common Stock called Junior Stock), and no shares of Junior Stock shall be purchased, redeemed or otherwise reacquired for a consideration by the Corporation (other than a dividend payable in Junior Stock or a purchase or redemption made by issue or delivery of Junior Stock), nor shall any funds be set aside for or paid to any sinking fund therefor, unless and until (i) full dividends on the outstanding Serial Preferred Stock at the dividend rate or rates therefor, together with the full additional amount required by any participation right, shall have been paid or declared and a sufficient sum set apart for payment with respect to all past dividend periods and the current dividend period, and (ii) all

mandatory sinking fund payments that shall have become due in respect of any series of the Serial Preferred Stock shall have been made. The terms "current dividend period" and "past dividend period" mean, if two or more series of Serial Preferred Stock having different dividend periods are at the time outstanding, the current dividend period or any past dividend period, as the case may be, with respect to each such series. Unless full dividends with respect to all past dividend periods on the outstanding Serial Preferred Stock at the dividend rate or rates therefor, to the extent that holders of the Serial Preferred Stock are entitled to dividends with respect to any particular past dividend period, together with the full additional amount required by any participation right, shall have been paid or declared and set apart for payment and all mandatory sinking fund payments that shall have become due in respect of any series of the Serial Preferred Stock shall have been made, no distributions shall be made to the holders of the Serial Preferred Stock of any series unless all payments are applied, first, to dividends accrued and in arrears, next, to any amount required by any participation right, and, finally, to mandatory sinking fund payments. If the Corporation shall at any time be in arrears as to any mandatory sinking fund obligation as to any series of the Serial Preferred Stock, the Corporation shall not purchase or redeem any Serial Preferred Stock or stock ranking on a parity with the Serial Preferred Stock as to dividends or upon liquidation except pursuant to a mandatory obligation and unless such distributions are made to the holders of the Serial Preferred Stock and such parity stock with respect to which a mandatory obligation exists in proportion to the respective amounts which would be payable on account thereof if all such mandatory obligations were discharged in full.

3. Preference on Liquidation. In the event of any liquidation, dissolution or winding up of the Corporation, the holders of the Serial Preferred Stock

of each series shall be entitled to receive, for each share thereof, the fixed liquidation price for such series, plus, in case such liquidation, dissolution or winding up shall have been voluntary, the fixed liquidation premium for such series, if any, together in all cases with a sum equal to all dividends accrued or in arrears thereon to and including the date of distribution and the full additional amount required by any participation right, before any distribution of the assets shall be made to holders of the Junior Stock; but the holders of the Serial Preferred Stock shall be entitled to no further participation in such distribution. If, upon any such liquidation, dissolution or winding up, the assets distributable among the holders of the Serial Preferred Stock shall be insufficient to permit the payment of the full preferential amounts aforesaid, then such assets shall be distributed among the holders of the Serial Preferred Stock then outstanding ratably in proportion to the full preferential amounts to which they are respectively entitled. For the purposes of Section 2 hereof and this Section 3, the term "dividends accrued or in arrears" means, in respect of each share of the Serial Preferred Stock of any series at a particular time, an amount equal to the product of the rate of dividend per annum applicable to the shares of such series multiplied by the number of years and any fractional part of a year that shall have elapsed from the date when dividends on such shares became cumulative to the particular time in question less the total amount of dividends actually paid on the shares of such series; provided, however, that, if the dividends on such shares shall not be fully cumulative, such term shall mean the dividends, if any, cumulative in respect of such shares for the period stated in the articles of serial designation creating such shares less all dividends paid in or with respect to such period.

4. Voting Rights. Whenever dividends payable on any series of the Serial Preferred Stock shall be in default in an aggregate amount equal to six full quarterly

dividends on shares of such series at the time outstanding, or whenever the Corporation shall be in arrears as to any mandatory redemption of any shares of Serial Preferred Stock, the number of the directors of the Corporation shall be automatically increased by two and the holders of the shares of the Serial Preferred Stock, voting as a separate single class and casting one vote per share, shall be entitled to elect such two directors. Such right to elect such two directors may be exercised until all dividends in default on the Serial Preferred Stock shall have been paid in full, and all mandatory redemptions of the Serial Preferred Stock shall have been made, and after all dividends in default on the Serial Preferred Stock shall have been paid in full, and all mandatory redemptions of the Serial Preferred Stock shall have been made, the right of the holders of the shares of the Serial Preferred Stock who are entitled to vote in such manner shall terminate, subject to the same provisions for the vesting of such voting rights in the event of any such future default or arrearage.

At any time after such voting rights shall have vested as specified in the paragraph next preceding, the Secretary of the Corporation may, and upon the written request of the holders of record of not less than 10% of the outstanding shares of the Serial Preferred Stock addressed to him at the principal office of the Corporation, shall, call a special meeting of the holders of shares of the Serial Preferred Stock for the election of such directors, to be held within 45 days after such call or after the delivery of such request and at the place and upon the notice provided in the by-laws of the Corporation for the holding of meetings of stockholders, except that the Secretary of the Corporation shall not be required to call such a special meeting if the request for such call is received less than 60 days prior to the date fixed for the next annual meeting of stockholders, in which case, if he shall not call the special meeting, such election shall take place as part of the next annual meeting of

stockholders. In case such voting rights shall have vested, but no such request is received and no special meeting is called by the Secretary, such voting rights shall without special action be exercisable at the next annual meeting of stockholders following the date of vesting, unless such vesting date is less than 50 days prior to the date for such meeting, in which case they shall be so exercisable either at a special meeting of the holders of the Serial Preferred Stock, convened as described above, or at the next annual meeting thereafter (unless such rights shall have been divested). Whenever the holders of shares of the Serial Preferred Stock who are entitled to vote in such manner shall be divested of such voting rights by reason of the payment in full of the dividends then in default and the making of all mandatory redemptions of such shares, or at any time when no shares of the Serial Preferred Stock shall remain outstanding, the terms of office of the directors elected as such by the holders of the shares of the Serial Preferred Stock shall forthwith terminate and the number of the directors of the Corporation shall be reduced to the number specified in the by-laws. Nothing in this subparagraph shall prevent any decrease or increase in the number of directors of the Corporation permitted by the by-laws of the Corporation as heretofore or after amended, but no such increase or decrease shall alter the right of the holders of the shares of the Serial Preferred Stock to elect two directors under the circumstances hereinabove stated.

At any meeting of stockholders at which the holders of the Serial Preferred Stock shall have the right of election herein provided, the presence, in person or by proxy, of the holders of a majority in number of shares of the Serial Preferred Stock shall be required to constitute a quorum of the Serial Preferred Stock for the election of any director by the holders of the Serial Preferred Stock. At any such meeting or adjournment thereof, (a) the absence of a quorum of the Serial Preferred Stock shall not prevent the election of the

directors to be elected by the other class or classes of stock entitled to vote therefor, and the absence of a quorum of such other class or classes of stock shall not prevent the election of the directors to be elected by the Serial Preferred Stock, and (b) in the absence of either or both such quorums, a majority of the holders present in person or by proxy of the stock or stocks which lack a quorum shall have power to adjourn the meeting for the election of directors which they are entitled to elect, from time to time, without notice other than announcement at the meeting, until a quorum shall be present. Any vacancies in the Board of Directors occurring during any period when the holders of the Serial Preferred Stock have such right of election shall be filled only by vote of a majority (even if that be only a single director) of the remaining directors theretofore elected by the holders of the class or classes of stock which elected the director whose office shall have become vacant. In the event of simultaneous vacancies among directors elected by the holders of the Serial Preferred Stock, an election, pursuant to the provisions of this and the preceding paragraph, shall be held.

5. Ranking. Any stock of any class or classes of the Corporation shall be deemed to rank:

(i) prior to shares of the Serial Preferred Stock, either as to dividends or upon liquidation, if the holders of such class or classes shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of shares of the Serial Preferred Stock;

(ii) on a parity with shares of the Serial Preferred Stock, either as to dividends or upon liquidation, whether or not the dividend rates, dividend payment dates, or redemption or liquidation prices per share thereof be different from those of the Serial Preferred Stock, if the

holders of such stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in proportion to their respective dividend rates or liquidation prices, without preference or priority of one over the other as between the holders of such stock and the holders of shares of the Serial Preferred Stock; and

(iii) junior to shares of the Serial Preferred Stock, either as to dividends or upon liquidation, if such class shall be Common Stock or if the holders of the Serial Preferred Stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of shares of such class or classes.

B. Common Stock

1. Subject to the provisions of law and the rights of holders of shares at the time outstanding of all classes of stock having prior rights as to dividends, the holders of Common Stock at the time outstanding shall be entitled to receive such dividends at such times and in such amounts as the Board of Directors may deem advisable.

2. In the event of any liquidation, dissolution or winding up (whether voluntary or involuntary) of the Corporation, after the payment or provision for payment in full for all debts and other liabilities of the Corporation and all preferential amounts to which the holders of shares at the time outstanding of all classes of stock having prior rights thereto shall be entitled, the remaining net assets of the Corporation shall be distributed ratably among the holders of the shares at the time outstanding of Common Stock.

3. The holders of Common Stock shall be entitled to one vote per share on all matters as to which the holders of Common Stock are entitled to vote.

(c) That on September 6, 1979, the Board of Directors, after first declaring that the proposed amendment was in the best interest of the corporation, duly adopted resolutions setting forth the proposed amendment to the Restated Articles of Incorporation of said corporation and directed that said amendment be considered by the stockholder of said corporation.

Pursuant to the aforesaid resolution of the Board of Directors of said corporation duly adopted at the aforesaid meeting held on September 6, 1979, the proposed amendment was adopted by the sole stockholder on September 6, 1979.

(d) That the number of shares outstanding and entitled to vote on the proposed amendment was 9,061,038. There were no classes of shares.

(e) That the number of shares voting in favor of the proposed amendment was 9,061,038.

(f) That there was no change in the amount of stated capital.

(g) Not appropriate.

In Witness Whereof, said Seaboard Coast Line Railroad Company has caused its corporate seal to be affixed hereunto and this certificate to be executed by its Vice President and Treasurer and its Vice President and Secretary, this 7th day of September, 1979.

SEABOARD COAST LINE RAILROAD COMPANY

By _____
Leonard G. Anderson
Vice President and Treasurer

By _____
R. E. Northup
Vice President and Secretary

SCC SA-2M-23-15-65

BOOK 289 PAGE 577

COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND,

September 13, 1979

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Seaboard Coast Line Railroad Company

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By Thomas P. Harwood, Jr.

Commissioner

CERTIFICATE
FOR
ARTICLES OF AMENDMENT
OF THE RESTATED ARTICLES OF INCORPORATION
OF SEABOARD COAST LINE RAILROAD COMPANY

Whereas, Seaboard Coast Line Railroad Company, a corporation created under and by virtue of the laws of the Commonwealth of Virginia, desiring to have its Restated Articles of Incorporation amended as hereinafter set forth, does certify as follows:

(a) That the name of the corporation is SEABOARD COAST LINE RAILROAD COMPANY.

(b) That the amendment adopted by the Board of Directors and the sole stockholder is as follows:

RESOLVED, that it is in the best interest of the Company to amend Article III of the Restated Articles of Incorporation to read as follows:

ARTICLE III

The Corporation shall have authority to issue ten million (10,000,000) shares of Common Stock, par value $20 per share, and two million (2,000,000) shares of Serial Preferred Stock, without par value.

A. Serial Preferred Stock

1. Issuance in Series. The Board of Directors is hereby empowered to cause the Serial Preferred Stock of the Corporation to be issued in series with such of the variations permitted by clauses (a)-(h), both inclusive, of this Section 1 as shall have been fixed and determined by the Board of Directors with respect to any series prior to the issue of any shares of such series.

The shares of the Serial Preferred Stock of different series may vary as to:

(a) the number of shares constituting such series and the designation of such series, which shall be such as to distinguish the shares thereof from the shares of all other series and classes;

(b) the rate of dividend, the time of payment and, if cumulative, the dates from which dividends shall be cumulative, and the extent of participation rights, if any;

(c) any right to vote in addition to the right conferred by these articles with holders of shares of any other series or class and any right to vote as a class, either generally or as a condition to specified corporate action;

(d) the price at and the terms and conditions on which shares may be redeemed;

(e) the amount payable upon shares in event of involuntary liquidation;

(f) the amount payable upon shares in event of voluntary liquidation;

(g) any sinking fund provisions for the redemption or purchase of shares; and

(h) the terms and conditions on which shares may be converted, if the shares of any series are issued with the privilege of conversion.

The shares of all series of Serial Preferred Stock shall be identical except as, within the limitations set forth above in this Section 1, shall have been fixed and determined by the Board of Directors prior to the issuance thereof.

2. Dividends. The holders of the Serial Preferred Stock of each series shall be entitled to receive, if and when declared payable by the Board of Directors, dividends in lawful money of the United States of America, at the dividend rate for such series, and not exceeding such rate except to the extent of any participation right. Such dividends shall be payable on such dates as shall be fixed for such series. Dividends, if cumulative and in arrears, shall not bear interest.

No dividends shall be declared or paid upon or set apart nor shall any other distribution be ordered or made upon the Common Stock or for stock of any other class hereafter created ranking junior to the Serial Preferred Stock in respect of such dividends or distributions of assets upon liquidation (hereinafter together with the Common Stock called Junior Stock), and no shares of Serial Preferred Stock or Junior Stock shall be purchased, redeemed or otherwise reacquired for a consideration, nor shall any funds be set aside for or paid to any sinking fund therefor, unless and until (i) full dividends on the outstanding Serial Preferred Stock at the dividend rate or rates therefor, together with the full additional amount required by any participation right, shall have been paid or declared and a sufficient sum set apart for payment with respect to all past dividend periods and the current dividend period, and (ii) all mandatory sinking fund payments that shall have become due in respect of any series of the Serial Preferred Stock shall have been made. The terms "current dividend period" and "past dividend period" mean, if two or more series of Serial Preferred Stock having different dividend periods are at the time outstanding, the current dividend period or any past dividend period, as the case may be, with respect to each such series. Unless full dividends with respect to all past dividend periods on the outstanding Serial Preferred Stock at the dividend rate or rates therefor, to the extent that holders of the Serial Preferred Stock are entitled to dividends with

respect to any particular past dividend period, together with the full additional amount required by any participation right, shall have been paid or declared and set apart for payment and all mandatory sinking fund payments that shall have become due in respect of any series of the Serial Preferred Stock shall have been made, no distributions shall be made to the holders of the Serial Preferred Stock of any series unless distributions are made to the holders of the Serial Preferred Stock of all series then outstanding in proportion to the aggregate amounts of the deficiencies in payments due to the respective series, and all payments shall be applied, first, to dividends accrued and in arrears, next, to any amount required by any participation right, and, finally, to mandatory sinking fund payments. If the Corporation shall at any time be in arrears as to any mandatory sinking fund obligation as to any series of the Serial Preferred Stock, the Corporation shall not purchase or redeem any Serial Preferred Stock or stock ranking on a parity with the Serial Preferred Stock as to dividends or upon liquidation except pursuant to a mandatory obligation and unless distributions are made to the holders of the Serial Preferred Stock and such parity stock with respect to which a mandatory obligation exists in proportion to the respective amounts which would be payable on account thereof if all such mandatory obligations were discharged in full.

3. Preference on Liquidation. In the event of any liquidation, dissolution or winding up of the Corporation, the holders of the Serial Preferred Stock of each series shall be entitled to receive, for each share thereof, the fixed liquidation price for such series, plus, in case such liquidation, dissolution or winding up shall have been voluntary, the fixed liquidation premium for such series, if any, together in all cases with a sum equal to all dividends accrued or in arrears thereon to and including the date of distribution and the full additional amount required by any participation right, before any distribution of the assets shall be made to holders of the Junior Stock; but the holders of the Serial Preferred Stock shall be

entitled to no further participation in such distribution. If, upon any such liquidation, dissolution or winding up, the assets distributable among the holders of the Serial Preferred Stock shall be insufficient to permit the payment of the full preferential amounts aforesaid, then such assets shall be distributed among the holders of the Serial Preferred Stock then outstanding ratably in proportion to the full preferential amounts to which they are respectively entitled. For the purposes of this Section 3, the term "dividends accrued or in arrears" means, in respect of each share of the Serial Preferred Stock of any series at a particular time, an amount equal to the product of the rate of dividend per annum applicable to the shares of such series multiplied by the number of years and any fractional part of a year that shall have elapsed from the date when dividends on such shares became cumulative to the particular time in question less the total amount of dividends actually paid on the shares of such series; provided, however, that, if the dividends on such shares shall not be fully cumulative, such term shall mean the dividends, if any, cumulative in respect of such shares for the period stated in the articles of serial designation creating such shares less all dividends paid in or with respect to such period.

4. Voting Rights. Whenever dividends payable on any series of the Serial Preferred Stock shall be in default in an aggregate amount equal to six full quarterly dividends on shares of such series at the time outstanding, the number of the directors of the Corporation shall be automatically increased by two and the holders of the shares of the Serial Preferred Stock, voting as a separate single class and casting one vote per share, shall be entitled to elect such two directors. Such right to elect such two directors may be exercised until all dividends in default on the Serial Preferred Stock shall have been paid in full, and after all dividends in default on the Serial Preferred Stock shall have been paid in full, the right of the holders of the shares of the Serial Preferred Stock who are entitled to vote in such manner shall terminate, subject to the same provisions for the vesting of such voting rights in the event of any such future default or defaults.

At any time after such voting rights shall have vested as specified in the paragraph next preceding, the Secretary of the Corporation may, and upon the written request of the holders of record of not less than 10% of the outstanding shares of the Serial Preferred Stock addressed to him at the principal office of the Corporation, shall, call a special meeting of the holders of shares of the Serial Preferred Stock for the election of such directors, to be held within 45 days after such call or after the delivery of such request and at the place and upon the notice provided in the by-laws of the Corporation for the holding of meetings of stockholders, except that the Secretary of the Corporation shall not be required to call such a special meeting if the request for such call is received less than 60 days prior to the date fixed for the next annual meeting of stockholders, in which case, if he shall not call the special meeting, such election shall take place as part of the next annual meeting of stockholders. In case such voting rights shall have vested, but no such request is received and no special meeting is called by the Secretary, such voting rights shall without special action be exercisable at the next annual meeting of stockholders following the date of vesting, unless such vesting date is less than 50 days prior to the date for such meeting, in which case they shall be so exercisable either at a special meeting of the holders of the Serial Preferred Stock, convened as described above, or at the next annual meeting thereafter (unless such rights shall have been divested). Whenever the holders of shares of the Serial Preferred Stock who are entitled to vote in such manner shall be divested of such voting rights by reason of the payment in full of the dividends then in default and the making of all mandatory redemptions of such shares, or at any time when no shares of the Serial Preferred Stock shall remain outstanding, the terms of office of the directors elected as such by the holders of the shares of the Serial Preferred Stock shall forthwith terminate and the number of the directors of the Corporation shall be reduced to the number

specified in the bylaws. Nothing in this subparagraph shall prevent any decrease or increase in the number of directors of the Corporation permitted by the by-laws of the Corporation as heretofore or after amended, but no such increase or decrease shall alter the right of the holders of the shares of the Serial Preferred Stock to elect two directors under the circumstances hereinabove stated.

At any meeting of stockholders at which the holders of the Serial Preferred Stock shall have the right of election herein provided, the presence, in person or by proxy, of the holders of a majority in number of shares of the Serial Preferred Stock shall be required to constitute a quorum of the Serial Preferred Stock for the election of any director by the holders of the Serial Preferred Stock. At any such meeting or adjournment thereof, (a) the absence of a quorum of the Serial Preferred Stock shall not prevent the election of the directors to be elected by the other class or classes of stock entitled to vote therefor, and the absence of a quorum of such other class or classes of stock shall not prevent the election of the directors to be elected by the Serial Preferred Stock, and (b) in the absence of either or both such quorums, a majority of the holders present in person or by proxy of the stock or stocks which lack a quorum shall have power to adjourn the meeting for the election of directors which they are entitled to elect, from time to time, without notice other than announcement at the meeting, until a quorum shall be present. Any vacancies in the Board of Directors occurring during any period when the holders of the Serial Preferred Stock have such right of election shall be filled only by vote of a majority (even if that be only a single director) of the remaining directors theretofore elected by the holders of the class or classes of stock which elected the director whose office shall have become vacant.

5. Ranking. Any stock of any class or classes of the Corporation shall be deemed to rank:

(i) prior to shares of the Serial Preferred Stock, either as to dividends or upon liquidation, if the holders of such class or classes shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of shares of the Serial Preferred Stock;

(ii) on a parity with shares of the Serial Preferred Stock, either as to dividends or upon liquidation, whether or not the dividend rates, dividend payment dates, or redemption or liquidation prices per share thereof be different from those of the Serial Preferred Stock, if the holders of such stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in proportion to their respective dividend rates or liquidation prices, without preference or priority of one over the other as between the holders of such stock and the holders of shares of the Serial Preferred Stock; and

(iii) junior to shares of the Serial Preferred Stock, either as to dividends or upon liquidation, if such class shall be Common Stock or if the holders of the Serial Preferred Stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of shares of such class or classes.

B. Common Stock

1. Subject to the provisions of law and the rights of holders of shares at the time outstanding of all classes of stock having prior rights as to dividends, the holders of Common Stock at the time outstanding shall be entitled to receive such dividends at such times and in such amounts as the Board of Directors may deem advisable.

2. In the event of any liquidation, dissolution or winding up (whether voluntary or involuntary) of the Corporation, after the payment or provision for payment in full for all debts and other liabilities of the Corporation and all preferential amounts to which the holders of shares at the time outstanding of all classes of stock having prior rights thereto shall be entitled, the remaining net assets of the Corporation shall be distributed ratably among the holders of the shares at the time outstanding of Common Stock.

3. The holders of Common Stock shall be entitled to one vote per share on all matters.

(c) That on April 23, 1979, the Board of Directors, after first declaring that the proposed amendment was in the best interest of the corporation, duly adopted resolutions setting forth the proposed amendment to the Restated Articles of Incorporation of said corporation and directed that said amendment be considered by the stockholder of said corporation. Notice of the pendency of the consideration of this amendment was properly given to the sole stockholder on March 28, 1979, all as provided for by the laws of Virginia.

Pursuant to the aforesaid resolution of the Board of Directors of said corporation duly adopted at the aforesaid meeting held on April 23, 1979, the proposed amendment was adopted by the sole stockholder on April 23, 1979.

(d) That the number of shares outstanding and entitled to vote on the proposed amendment was 9,061,038. There were no classes of shares.

(e) That the number of shares voting in favor of the proposed amendment was 9,061,038.

(f) That there was no change in the amount of stated capital.

(g) Not appropriate.

In Witness Whereof, said Seaboard Coast Line Railroad Company has caused its corporate seal to be affixed hereunto and this certificate to be executed by its Vice President and Treasurer and its Vice President and Secretary, this 25th day of April, 1979.

SEABOARD COAST LINE RAILROAD COMPANY

By _____
Leonard G. Anderson
Vice President and Treasurer

By _____
R. E. Northup
Vice President and Secretary

SCC 9A-2M-10-15-65

BOOK 289 PAGE 588

COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND,

April, 27, 1979

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Seaboard Coast Line Railroad Company

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By Thomas P. Harwood, Jr.

Commissioner

ARTICLES OF REDUCTION

Pursuant to Section 13.1-63 of the Code of Virginia, these Articles of Reduction are hereby submitted:

(a) The name of the corporation is Seaboard Coast Line Railroad Company.

(b) On September 14, 1976, the Board of Directors of the corporation adopted the resolution that 13,752 shares of its common stock of the par value of $20 per share being held in its treasury be cancelled and that its stated capital be reduced by $275,040.

(c) After giving effect to the cancellation, the number of issued shares is 9,061,038 of common stock. There are no other classes or series of stock. After giving effect to the reduction the stated capital will be $181,220,760.

(d) The Articles of Incorporation have no provision regarding cancelled shares.

Signed and attested this 15th day of September, 1976.

Leonard G. Anderson
Vice President and Treasurer

Attest:

Assistant Secretary

SCC 9A-2M-10-15-65

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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND,

September 23, 1976

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Seaboard Coast Line Railroad Company

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF REDUCTION

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By _____

Commissioner

ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS:
TEMPCO RAILROAD COMPANY
INTO
SEABOARD COAST LINE RAILROAD COMPANY

Pursuant to the provisions of Section 13.1-72 of the Virginia Stock Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into a single corporation:

ARTICLE ONE: The Plan of Merger (hereinafter called the "Plan"), hereto attached as Exhibit I, was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Virginia Stock Corporation Act.

ARTICLE TWO: The Plan was approved by the Board of Directors of Seaboard Coast Line Railroad Company on March 18, 1971, and by the Board of Directors of Tempco Railroad Company on April 14, 1971. Notice was given to each stockholder of record of the Seaboard Coast Line Railroad Company on April 17, 1971, in the manner provided in the Virginia Stock Corporation Act and was accompanied by a copy of the Plan. The Plan was adopted by the stockholders of Seaboard Coast Line Railroad Company on May 14, 1971, and by the Seaboard Coast Line Industries, Inc., holder of all the outstanding capital stock of Tempco Railroad Company by consent in writing dated May 14, 1971, in accordance with the provisions of Section 13.1-28 of the Virginia Stock Corporation Act.

ARTICLE THREE: As to each of the undersigned corporations, the number of shares outstanding and entitled to vote on the Plan, and the

designations and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

Name of Corporation	Number of Shares Outstanding and Entitled to Vote	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
Seaboard Coast Line Railroad Company	9,068,688	Common Stock	9,068,688
Tempco Railroad Company	46,842	Common Stock	46,842

ARTICLE FOUR: As to each of the undersigned corporations, the total number of shares voted for and against the Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

Name of Corporation	Number of Shares				
			Entitled to Vote as a Class		
	Voted For	Voted Against	Class	Voted For	Voted Against
Seaboard Coast Line Railroad Company	9,021,188	504	Common Stock	9,021,188	504
Tempco Railroad Company	46,842	0	Common Stock	46,842	0

ARTICLE FIVE: The amount of stated capital of the Surviving Corporation on the effective date of the Plan shall be $181,495,800.

Dated: May 14, 1971

SEABOARD COAST LINE RAILROAD COMPANY

By _____ Vice President

and _____ Secretary

TEMPCO RAILROAD COMPANY

By _____ Vice President

and _____ Secretary

STATE OF VIRGINIA)
) ss:
CITY OF RICHMOND)

F. J. Primosch, having been first duly sworn, deposes and says that he is the Secretary of Seaboard Coast Line Railroad Company and Tempco Railroad Company, and that the facts stated in the aforegoing Articles of Merger are true.

Subscribed and sworn to before me in the State and City aforesaid on this 14th day of May, 1971.

Notary Public

My Commission Expires July 12, 1974.

(SEAL)

EXHIBIT 1

PLAN OF MERGER

OF

TEMPCO RAILROAD COMPANY

AND

SEABOARD COAST LINE RAILROAD COMPANY

1. The names of the corporations proposing to merge are Tempco Railroad Company (Tempco), a Virginia corporation, and Seaboard Coast Line Railroad Company (Railroad), a Virginia corporation, hereinafter collectively called "Constituent Corporations". It is proposed that Tempco merge into Railroad, which shall be the sole surviving corporation.

2. The terms and conditions of the proposed merger are as follows:

(a) Railroad shall cause the plan of merger (Plan) to be submitted to its stockholders, entitled to vote thereon, to obtain such authorizations by them as may be necessary or desirable under applicable law in connection with the adoption of the Plan and consummation of the merger of the Constituent Corporations.

(b) Tempco shall cause the Plan to be submitted to Seaboard Coast Line Industries, Inc. (Industries), the sole stockholder of Tempco, to obtain its written consent thereto and such other authorization as may be necessary or desirable under applicable law in connection with the adoption of the Plan and consummation of the merger of the Constituent Corporations.

(c) When all necessary corporate and other consents, authorizations and approvals of the Plan have been obtained and provided the Plan has not been terminated, the Constituent Corporations will cause Articles of Merger to be executed in accordance with the Virginia Stock Corporation Act, and filed with the State Corporation Commission of Virginia.

(d) Upon the issuance of the Certificate of Merger by the State Corporation Commission of Virginia, the merger of the Constituent Corporations shall become effective (Effective Date).

(e) Upon the Effective Date and without any further act or deed:

(i) Tempco shall be merged into Railroad, the surviving corporation, which shall continue its corporate existence under the laws of the Commonwealth of Virginia exclusively;

(ii) the By-Laws of Railroad as in effect immediately prior to the Effective Date shall be and constitute the By-Laws of the surviving corporation until altered, amended or repealed;

(iii) the directors and officers of Railroad in office on the Effective Date shall be and continue as directors and officers of the surviving corporation to serve the terms to which they have been elected or appointed and until their respective successors shall be elected or appointed and shall have qualified;

(iv) the employees of Railroad employed on the Effective Date shall be and continue as employees of the surviving corporation and entitled to the same rights and benefits which they enjoyed as employees of Railroad;

(v) notwithstanding anything contained herein or in the laws or constitution of any state in which the surviving corporation shall own or operate lines of Railroad, the surviving corporation shall be and continue to be a corporation organized and existing only under the laws of and domesticated only in the Commonwealth of Virginia, and the surviving corporation shall not be or be deemed to be subject to or required to comply with any statutory or other

requirements applicable to a domestic corporation of any state other than the Commonwealth of Virginia, and the existing corporate status of Railroad shall continue as a domestic corporation organized and existing solely under the laws of the Commonwealth of Virginia, but qualified to carry on its business in the states of Florida, North Carolina, South Carolina, Georgia and Alabama;

(vi) all corporate acts, plans, policies, approvals and authorizations of each of the Constituent Corporations, which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the surviving corporation and shall be as effective and binding thereon as the same were with respect to each of the Constituent Corporations; and

(vii) the merger shall have the effect provided by §13.1-74 of the Code of Virginia.

3. The manner of effecting the merger and the manner and basis of conversion of the shares of each of the Constituent Corporations on the Effective Date are as follows:

(a)

(i) Each of the Publicly Held Shares of Railroad Common Stock shall be converted into one share of Industries Common Stock, and each such Publicly Held Share shall become the property of Railroad.

(ii) Each share of Railroad Common Stock owned by Industries shall be subject to conversion into one share of Industries Common Stock. Industries, however, has waived its rights to have the Railroad Common Stock owned by it converted into Industries Common Stock, and has agreed that each share of such Railroad Common Stock shall become the property of Railroad.

(iii) The 46,842 outstanding shares of Tempco Common Stock, all of which are owned by Industries, shall be converted into 9,068,688 shares of Railroad Common Stock, constituting all of the outstanding shares of Railroad Common Stock, all of which shall be owned by Industries.

(b)

(i) The conversion of the Publicly Held Shares into Industries Common Stock shall be complete and effective without regard to the date or dates upon which certificates representing Publicly Held Shares shall be surrendered by the holders thereof in exchange for certificates representing Industries shares as hereinafter provided. Until so surrendered, certificates for Publicly Held Shares shall be deemed for all purposes from and after the Effective Date to evidence the ownership of the number of full shares of Industries Common Stock into which the same were converted as herein provided.

(ii) As soon as possible after the Effective Date, each holder of an outstanding certificate or certificates theretofore representing Publicly Held Shares shall surrender the same to an agent or agents designated by Industries (duly endorsed and accompanied by such instruments of transfer as Industries may require) and each holder shall, upon such surrender, receive therefor a certificate or certificates representing the number of whole shares of Industries Common Stock into which the Publicly Held Shares theretofore represented by the certificate or certificates so surrendered shall have been converted as aforesaid. After eighteen months after the Effective Date of the merger, the holder of a certificate evidencing Publicly Held Shares shall no longer be entitled to receive dividends or other distributions in respect of Industries Common Stock into which such Publicly Held Shares shall have been converted as aforesaid, or to vote or to exercise any other rights as a stockholder until said certificate is surrendered, but said dividends or distributions shall be accumulated and at the time of such surrender, any such dividends or distributions so accumulated shall be paid or delivered in full but without interest.

4. The Restated Articles of Incorporation of Railroad in effect immediately prior to the Effective Date shall be and constitute the Restated Articles of the surviving corporation until amended in accordance with the laws of the Commonwealth of Virginia.

5. The other provisions with respect to the proposed merger are as follows:

(a) Each of the Constituent Corporations shall take or cause to be taken all action and do or cause to be done all things necessary, proper or advisable under the laws of the Commonwealth of Virginia to consummate and make effective the merger, subject, however, to the appropriate vote and consent of the shareholders of each of the Constituent Corporations in accordance with the requirements of the applicable provisions of the laws of the Commonwealth of Virginia.

(b) This Plan may be terminated and the merger abandoned, subject to the following provisions, at any time before the Effective Date of the merger, whether before or after approval hereof by the stockholders of the Constituent Corporations:

(i) by mutual consent of the Boards of Directors of the Constituent Corporations;

(ii) by the Board of Directors of either of the Constituent Corporations if an action or proceeding before any court or governmental agency shall have been instituted or threatened to restrain or prohibit the merger, or the United States or any state or any agency thereof shall have issued any stop order or any similar advice or order, which has not been rescinded, disapproving or prohibiting consummation of the merger; or

(iii) by the Board of Directors of either of the Constituent Corporations if the merger shall not have been consummated by December 31, 1971, which date may be extended by mutual agreement of the Constituent Corporations and Industries.

(c) In the event of termination or abandonment as hereinabove provided, or in the event that the stockholders of Industries shall fail to approve its participation in the Plan, this Plan shall become wholly void and of no effect and there shall be no liability on the part of any of the Constituent Corporations, Industries or the Boards of Directors, officers or stockholders thereof.

(d) Nothing herein set forth, expressed or implied, is intended or shall be construed to confer upon or to give any person, firm or corporation, other than the parties hereto and their respective stockholders, any rights or remedies of any nature whatsoever under or by reason of this Plan.

SCC 9B—1M—9-28-62

BOOK 289 PAGE 597

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,
May 14, 1971

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Merger of Tempco Railroad Company into Seaboard Coast Line Railroad Company (both Virginia corporations)

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

✓ ORDERED that this CERTIFICATE OF MERGER be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that

Tempco Railroad Company

be merged into

Seaboard Coast Line Railroad Company

the surviving corporation, which shall continue to be a corporation existing under the laws of the State of

Virginia with the corporate name

Seaboard Coast Line Railroad Company

and that the separate existence of the corporations parties to the plan of merger, except the surviving corporation, shall cease.

STATE CORPORATION COMMISSION

By [signature]
Acting Chairman

ARTICLES OF MERGER
OF
PIEDMONT AND NORTHERN RAILWAY COMPANY
INTO
SEABOARD COAST LINE RAILROAD COMPANY

Pursuant to the provisions of Section 13.1-72 of the Virginia Stock Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into a single corporation:

ARTICLE ONE: The Plan of Merger (hereinafter called the "Plan"), hereto attached as Exhibit I, was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Virginia Stock Corporation Act.

ARTICLE TWO: The Plan was approved by the Board of Directors of Seaboard Coast Line Railroad Company on October 19, 1967, and by the Board of Directors of Piedmont and Northern Railway Company on October 19, 1967. Notice was given to each stockholder of record of the Seaboard Coast Line Railroad Company on January 19, 1968, and of the Piedmont and Northern Railway Company on January 19, 1968, in the manner provided in the Virginia Stock Corporation Act and was accompanied by a copy of the Plan. The Plan was adopted by the stockholders of each of the aforesaid corporations on February 13, 1968.

ARTICLE THREE: As to each of the undersigned corporations, the number of shares outstanding and entitled to vote on the Plan, and the designations and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

Name of Corporation	Number of Shares Outstanding and Entitled to Vote	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
Seaboard Coast Line Railroad Company	8,715,896	Common Stock	8,715,896
Piedmont and Northern Railway Company	257,538	Common Stock	257,538

ARTICLE FOUR: As to each of the undersigned corporations, the total number of shares voted for and against the Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

Name of Corporation	Number of Shares Voted For	Number of Shares Voted Against	Entitled to Vote as a Class: Class	Entitled to Vote as a Class: Voted For	Entitled to Vote as a Class: Voted Against
Seaboard Coast Line Railroad Company	6,925,347	11,592	Common Stock	6,925,347	11,592
Piedmont and Northern Railway Company	234,375	475	Common Stock	234,375	475

ARTICLE FIVE: The amount of stated capital of the Surviving Corporation on the effective date of the Plan shall be $ 181,495,800 . The Surviving Corporation is to be a domestic corporation.

ARTICLE SIX: The Piedmont and Northern Railway Company is a foreign corporation, being incorporated in the State of South Carolina. The merger of the Piedmont and Northern Railway Company into the Seaboard Coast Line Railroad Company is permitted by the laws of South Carolina and all conditions required by the laws of the State of South Carolina with respect to such merger have been satisfied.

Dated: June 19, 1969.

SEABOARD COAST LINE RAILROAD COMPANY

By _____
President

and _____
Secretary

PIEDMONT AND NORTHERN RAILWAY COMPANY

By _____
President

and _____
Secretary

PLAN OF MERGER

of

SEABOARD COAST LINE RAILROAD COMPANY

and

PIEDMONT AND NORTHERN RAILWAY COMPANY

FIRST: The names of the corporations proposing to merge are SEABOARD COAST LINE RAILROAD COMPANY (herein sometimes called "Seaboard"), organized and existing under the laws of the Commonwealth of Virginia and PIEDMONT AND NORTHERN RAILWAY COMPANY (herein sometimes called "Piedmont"), organized and existing under the laws of the State of South Carolina, and herein collectively called the "Constituent Corporations". It is proposed that Piedmont merge into Seaboard, which shall be the "Surviving Corporation" and shall continue its corporate existence under the laws of the Commonwealth of Virginia exclusively.

SECOND: The terms and conditions upon which the merger is to become effective are as follows:

(a) Each of the Constituent Corporations shall cause this Plan of Merger (herein sometimes called the "Plan") to be submitted to its stockholders, entitled to vote thereon, to obtain such authorizations by them as may be necessary or desirable under applicable law in connection with the adoption and consummation of the Plan and the merger of the Constituent Corporations.

(b) Each of the Constituent Corporations, individually or jointly as may be appropriate, shall make applications to all governmental and regulatory bodies having jurisdiction to obtain such orders, consents or approvals as may be necessary or desirable in connection with the adoption and consummation of the Plan and the merger of the Constituent Corporations. For the purposes of the Plan, any such order, consent or approval shall be deemed not to have been obtained until either (i) such order, consent or approval shall have been sustained on final appeal therefrom or review thereof, or (ii) all rights of appeal or review shall have expired, or (iii) the Boards of Directors of each of the Constituent Corporations shall have determined to proceed with putting the Plan into effect prior to such expiration or final determination.

(c) When each of the Constituent Companies shall have received a legal opinion satisfactory to it from its General Counsel or other counsel satisfactory to it to the effect that all necessary corporate and other consents, authorizations and approvals of the Plan have been obtained, and that this Plan has not been terminated, the Constituent Corporations will cause to be executed Articles of Merger in accordance with the Plan and the Virginia Stock Corporation Act; and said Constituent Corporations will then cause said Articles of Merger to be delivered to the State Corporation Commission of Virginia and will take any and all actions necessary to cause to be issued by such Commission a Certificate of Merger of the Constituent Corporations pursuant to this Plan.

(d) Upon the issuance of the Certificate of Merger, the merger of the Constituent Corporations shall become effective, and the date and time of the merger so becoming effective is sometimes hereinafter referred to as the "effective date of the Plan."

(e) Upon and as of the effective date of the Plan and without any further act or deed:

(i) Piedmont shall be merged into Seaboard, the Surviving Corporation, which shall continue its corporate existence under the laws of the Commonwealth of Virginia exclusively.

(ii) Except as herein otherwise specifically set forth, the corporate identity, existence, purposes, powers, franchises, rights and immunities of Seaboard shall continue unaffected and unimpaired by the merger, and the corporate identity, existence, purposes, powers, franchises, rights and immunities of Piedmont shall be merged into the Surviving Corporation which shall be fully vested therewith. The separate corporate existence of Piedmont (except insofar as the same may be continued by the statutes of the State of South Carolina) shall cease upon the effective date of the Plan, and thereupon the Constituent Corporations shall become a single corporation, to wit, the Surviving Corporation, which shall survive such merger and continue its corporate existence exclusively under, and continue to be governed by, the laws of the Commonwealth of Virginia. Notwithstanding anything contained herein or in the laws or the constitution of any state in which the Surviving Corporation shall own or operate lines of railroad, the Surviving Corporation shall be, and continue to be, a corporation organized and existing only under the laws of, and domesticated only in, the Commonwealth of Virginia, and the Surviving Corporation shall not be or be deemed to be subject to, or required to comply with, any statutory or other requirements applicable to a domestic corporation of any state other than the Commonwealth of Virginia, and the existing corporate status of Seaboard shall continue as a domestic corporation organized and existing solely under the laws of the Commonwealth of Virginia but qualified to carry on its business in the states or Florida, North Carolina, South Carolina, Georgia and Alabama.

(iii) The Surviving Corporation shall have and thereafter possess all the rights, privileges, immunities, powers and franchises, public and private, of each of the Constituent Corporations and of a corporation organized under the laws of the Commonwealth of Virginia and shall be subject to all the duties and liabilities of a corporation organized under such laws. All property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to either of the Constituent Corporations, shall be deemed to be and thereupon be transferred to and vested in such Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in either such Constituent Corporation shall not revert or be in any way impaired by reason of such merger.

(iv) The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each Constituent Corporation; and any claim existing or action or proceeding pending by or against any such Constituent Corporation may be prosecuted as if such merger had not taken place, or the Surviving Corporation may be substituted in its place; and neither the rights of creditors nor any liens upon the property of either Constituent Corporation shall be impaired by such merger; and nothing herein is intended to enlarge the lien of any indenture, agreement, or other instrument executed or assumed by either of the Constituent Corporations;

(v) The holders of the shares of the Capital Stock of Piedmont outstanding on the effective date of the Plan shall be entitled to shares of Common Stock of the Surviving Corporation as provided in Paragraph THIRD hereof.

(vi) The amount of stated capital which the Surviving Corporation shall have on and immediately after the effective date of the Plan shall be the aggregate amount of (a) the stated capital of Seaboard immediately preceding the effective date of the Plan (being $20 per issued share) and (b) $20 per share in respect of each share of Common Stock of the Surviving Corporation issuable in conversion of capital stock of Piedmont as described in Paragraph THIRD hereof.

(vii) Each class of surplus of each Constituent Corporation at the effective date of the Plan, except to the extent expressly transferred to stated capital by the Board

of Directors of the Surviving Corporation either upon the issuance of shares or otherwise, shall continue without change as such surplus of the Surviving Corporation and available for the payment of dividends, except that any amount by which the stated capital represented by shares of Piedmont issued and outstanding at the effective date of the Plan shall exceed the par value of the shares of the Surviving Corporation issuable therefor shall be credited to capital surplus.

THIRD: The manner and basis of converting the shares of Capital Stock of Piedmont and Seaboard into shares of the Surviving Corporation, upon the merger becoming effective as aforesaid and as of the effective date of the Plan, are as follows:

(a) Each share of the Capital Stock of Piedmont which is issued and outstanding (other than shares held in its treasury) shall become and be converted into 1.5 shares of Common Stock of the Surviving Corporation. All shares of Common Stock of the Surviving Corporation so issuable shall be fully paid and non-assessable. The shares of Capital Stock, if any, of Piedmont held in the treasury of Piedmont shall be retired and canceled.

(b) Upon and after the effective date of the Plan and upon presentation and surrender by any holder of Capital Stock of Piedmont to the Surviving Corporation for cancellation and extinguishment, of the certificate or certificates representing the share or shares of Piedmont held by such holder, but subject to the provisions set forth in subparagraph (c) of this Paragraph THIRD, there shall be delivered to such holder a certificate or certificates (in definitive form or in temporary form exchangeable without charge for definitive certificates when prepared) representing the number of full shares of fully paid and non-assessable stock to which such holder is entitled and a scrip certificate (to the extent and in the manner hereinafter described) for any fractional shares resulting upon the conversion, at the rate hereinbefore in this Paragraph THIRD provided. Anything in this Paragraph THIRD to the contrary notwithstanding, no fractional shares of stock of the Surviving Corporation will be delivered upon any such conversion or exchange; but, in lieu thereof, fractional rights shall be provided for as stated in sub-paragraph (c) of this Paragraph THIRD.

(c) Fractional rights to Common Stock of the Surviving Corporation resulting from the conversion of Capital Stock of Piedmont into Common Stock of the Surviving Corporation shall be provided for in the following manner:

(i) For a period of two years next following the effective date of the Plan, scrip certificates in bearer form shall be issued for such fractional rights. At any time within such two-year period, the Surviving Corporation, upon surrender to it of such scrip certificates in amounts representing in the aggregate one or more full shares of stock, shall issue a certificate or certificates for such number of full shares of stock, together with a new scrip certificate for any remaining fractional right, and pay over the amount of any dividends declared and payable upon such full shares subsequent to the effective date of the Plan. In the event of a change in the Common Stock of the Surviving Corporation during such two-year period by a stock dividend, split-up, combination or reclassification, an appropriate adjustment shall be made by the Board of Directors of the Surviving Corporation in the ratio at which such scrip certificates are exchangeable for full shares and in the amount of dividends payable upon such exchange. The right to exchange scrip certificates for certificates representing full shares, as aforesaid, shall expire at the end of such two-year period. Scrip certificates shall not entitle the holder thereof to vote or to receive dividends (except upon surrender and exchange as provided above) or to any of the rights, powers, or privileges of a stockholder of the Surviving Corporation, and the holder thereof shall have only such rights and privileges as are expressly provided for herein.

(ii) As soon as may be practicable after the expiration of two years next following the effective date of the Plan, the Surviving Corporation shall cause to be sold for cash,

at public or private sale, the aggregate number of shares of its Common Stock deliverable up the surrender of all scrip certificates outstanding at the end of such two-year period, together with an additional number of shares of its Common Stock equal to the aggregate of the fractional rights to its Common Stock in respect of all certificates of stock of Piedmont shown by its stock record as outstanding and not surrendered for exchange during such two-year period as hereinbefore provided. To the sum of money realized from the sale of all such shares, there shall be added the amount of all dividends declared and payable on said shares between the effective date of the Plan and the date of such sale, and the aggregate sum of money applicable to all such shares shall be held by the Surviving Corporation or an agent to be appointed by it, as a fund for the benefit of holders of scrip certificates for, and of fractional rights to, such shares. From and after the expiration of such two year period, and until the expiration of six years next following the effective date of the Plan, each holder of a scrip certificate for, or of a fractional right to, such shares of stock, upon surrender of the scrip certificate, or of a certificate of stock of Piedmont evidencing such fractional right, shall be entitled to receive his pro rata share of the fund applicable to such stock, without interest, and he shall have no other or further rights in respect of said scrip certificates or of such fractional share right. After the expiration of the six-year period hereinabove set forth, all such scrip certificates and fractional share rights shall be void for all purposes, and any undistributed portion of the fund shall become the absolute property of the Surviving Corporation, free of all claims of holders of scrip certificates and of stock certificates of Piedmont.

(iii) The Board of Directors of the Surviving Corporation is authorized to make and enforce any and all reasonable regulations, not inconsistent herewith, governing the issue and manner of exchange of scrip certificates and the sale, at the then prevailing market prices, of shares in accordance with the foregoing provisions, as it in its discretion may deem advisable, including the appointment of an agent or agents for the purpose of exchanging stock certificates for scrip certificates and for the purpose of paying to bears of scrip certificates or the registered holders of stock certificates, the cash proceeds of the sales of stock as hereinabove provided.

(d) If any certificates representing shares of stock of the Surviving Corporation are to be issued in a name other than that appearing upon the certificates of Capital Stock of Piedmont surrendered for exchange as herein provided, it shall be a condition of such issuance that the certificates so surrendered shall be properly endorsed for transfer and that the person requesting such exchange shall pay to the Surviving Corporation, or its transfer agent, any transfer or other taxes required by reason thereof, or establish to the satisfaction of the Surviving Corporation, or its transfer agent, that such taxes have been paid or are not payable.

(e) From and after eighteen months after the effective date of the Plan, the holders of certificates for Captical Stock of Piedmont shall not be entitled to vote at any meeting of stockholders of the Surviving Corporation and shall not be entitled to receive any dividends unless and until they shall have exchanged their certificates of stock for temporary or definitive certificates of stock of the Surviving Corporation, issuable in exchange therefor, as herein provided, together with dividends which would otherwise have been payable on such stock of the Surviving Corporation. The Surviving Corporation shall however during such period of eighteen months treat the outstanding certificates for Capital Stock of Piedmont as evidencing respectively the ownership of the number of full shares of Common Stock of the Surviving Corporation into which such outstanding Capital Stock of Piedmont shall have been converted, notwithstanding the failure of any stockholders of Piedmont to exchange their certificates for certificates of stock of the Surviving Corporation in accordance with the foregoing provisions. After the effective date of the Plan there shall be no further issue or transfer of certificates of Capital Stock of Pied-

mont and as such certificates are presented to the Surviving Corporation, they shall be canceled and certificates of Common Stock of the Surviving Corporation shall be issued in exchange therefor in accordance with the terms and conditions hereinbefore set forth.

(f) Each share of the Common Stock of Seaboard outstanding (including shares held in the treasury of Seaboard) on the effective date of the Plan shall continue to be a share of Common Stock of the Surviving Corporation and the presently issued certificates for such stock shall continue to be valid certificates therefor without surrender or exchange thereof.

FOURTH: The number of Directors of the Surviving Corporation shall be twenty-six (26). The names and residences of the person who will be the first Directors of the Surviving Corporation are:

Name	Address
Gerald H. Achenbach	Rocky Creek Farm, Vidalia, Ga.
Harry H. Bassett	1801 W. 27th St., Sunset Island #2, Miami Beach, Fla.
Kenneth E. Black	7 Harwood Drive, Madison, N. J.
Thos. B. Butler	10 Whitfield Road, Baltimore, Md.
Alexander Calder, Jr.	18 Heller Drive, Upper Montclair, N. J.
J. Crossan Cooper, Jr.	915 West Lake Ave., Baltimore, Md.
J. J. Daniel	4985 Morven Road, Jacksonville, Fla.
William H. Dial	1132 Country Club Drive, Orlando, Fla.
Armand G. Erpf	550 Park Avenue, New York, N. Y.
W. Howard Frankland	1040 Frankland Road, Tampa, Fla.
Floyd D. Gottwald, Jr.	201 Westham Parkway, Richmond, Va.
Edwin I. Hatch	3425 Wood Valley Road, N.W., Atlanta, Ga.
Robert Lassiter, Jr.	2848 Bartram Road, Winston-Salem, N. C.
John H. Lumpkin	3642 Tomaka Road, Columbia, S. C.
Charles P. Lykes	5418 Lykes Lane, Tampa, Fla.
William E. McGuirk, Jr.	Marylea, R.D. 1, Box 426, Bel Air, Md.
Buck Mickel	201 Boxwood Lane, Greenville, S. C.
William F. Morton	38 Arlington Street, Winchester, Mass.
Prime F. Osborn	4905 Prince Edward Drive, Jacksonville, Fla.
W. Thomas Rice	8739 Riverside Drive, Richmond, Va.
Edward C. Roe	3795 Ortega Boulevard, Jacksonville, Fla.
Peter B. Ruffin	539 Forest Hills Drive, Wilmington, N. C.
Robert E. Slater	12 Columbine Road, Weston, Mass.
John W. Smith	8916 Tresco Road, Richmond, Virginia
J. R. Thorne	1878 Avondale Circle, Jacksonville, Fla.
William W. Wolbach	185 Sargent Road, Brookline, Mass.

If any such person shall at the effective date of the Plan have died or be otherwise incapable of acting as aforesaid, or shall not be a Director of Seaboard at the effective date of the Plan, his place shall be filled by the Board of Directors of Seaboard; *provided however*, that if his place on the Board of Seaboard shall have been filled before the effective date of the Plan by the election of another Director by the stockholders of Seaboard, the Director so elected in his place shall be a Director of the Surviving Corporation in lieu of said Director above named, unless the Director so elected shall not be a Director of Seaboard at the effective date of the Plan or shall be unable or unwilling to serve as a Director of the Surviving Corporation.

FIFTH: The number of Officers of the Surviving Corporation shall be eighteen (18). The names and residences of the persons who will be the first Officers of the Surviving Corporation are:

Office	Name	Address
Chairman of the Board	John W. Smith	8916 Tresco Road Richmond, Virginia
President	W. Thomas Rice	8739 Riverside Drive Richmond, Virginia
Vice President—Law	Prime F. Osborn	4905 Prince Edward Drive Jacksonville, Florida
Vice President—Traffic	Philip J. Lee	1560 Lancaster Terrace Jacksonville, Florida
Vice President—Operations	J. R. Thorne	1878 Avondale Circle Jacksonville, Florida
Vice President— Transportation & Maintenance	D. C. Hastings	4605 Argonne Lane Jacksonville, Florida
Vice President—Accounting	W. E. Hand	7204 San Carlos Road Jacksonville, Florida
Vice President—Finance	R. E. Moore	8005 Thom Road Richmond, Virginia
Vice President— Freight Traffic	H. P. Toxey	2521 Traymore Road Richmond, Virginia
Vice President—Staff	W. V. Lawrence	16 Chatham Square 6161 River Road Richmond, Virginia
Vice President— Passenger Traffic	J. R. Getty	15 Summit Drive Richmond, Virginia
Vice President	C. R. Yates	993 Stovall Boulevard, N.W. Atlanta, Georgia
Vice President	Franklin Way	1910 Wendover Road Charlotte, N. C.
Asst. Vice President— Traffic	T. G. Lynch	1332 Biltmore Drive Charlotte, N. C.
Comptroller	E. A. Anderson	2941 Amellia Drive Jacksonville, Florida
Treasurer	W. B. Pope	8519 Academy Road Richmond, Virginia
Asst. Treasurer	A. C. Moore, Jr.	2225 Malvern Road Charlotte, N. C.
Secretary	E. L. Lash, Jr.	8910 Brieryle Road Richmond, Virginia

If any such person shall at the effective date of the Plan have died or be otherwise incapable of acting as aforesaid, or shall not be an officer of the Seaboard or Piedmont at the effective date of the Plan, his place shall be filled by the Board of Directors of the Seaboard or Piedmont; *provided however*, that if his place as officer of the Seaboard or Piedmont shall have been filled before the effective date of the Plan by the election of another officer by the Board of Seaboard or Piedmont, the officer so elected in his place shall be an officer of the Surviving Corporation in lieu of said officer above named, unless the officer so elected shall not be an

officer of the Seaboard or Piedmont at the effective date of the Plan or shall be unable or unwilling to serve as an officer of the Surviving Corporation.

SIXTH: Anything herein or elsewhere to the contrary notwithstanding, this Plan and the Articles of Merger herein referred to may be terminated and the merger hereby provided for abandoned:

(a) By mutual consent of the Boards of Directors of each of the Constituent Corporations at any time prior to the effective date of the Plan; or

(b) By the Board of Directors of either of the Constituent Corporations, acting alone, but in any such case only prior to the effective date of the Plan and only

(i) if prior to such action by a Board of Directors there shall have occurred any breach by such other Constituent Corporation of any of its covenants in Parapraph NINTH hereof; or

(ii) if the Interstate Commerce Commission shall impose any terms or conditions to its approval of the plan which shall be unacceptable to a majority of the Board of Directors of either Constituent Corporation; or

(iii) at the option of Seaboard, in the event that Seaboard shall be unable to obtain, on or prior to the efffective date of the Plan, a ruling of the Internal Revenue Service, or an opinion of its General Counsel or other counsel satisfactory to it, that under the Internal Revenue Code, as in effect on the effective date of the Plan, no gain or loss or taxable income will be recognized to Seaboard, to Piedmont or to the stockholders of Seaboard as a result of the merger herein provided for; or

(iv) at the option of Piedmont, in the event that Piedmont shall be unable to obtain, on or prior to the effective date of the Plan, a ruling of the Internal Revenue Service, or an opinion of its General Counsel or other counsel satisfactory to it, that under the Internal Revenue Code, as in effect on the effective date of the Plan, no gain or loss or taxable income will be recognized to Piedmont or to the stockholders of Piedmont as a result of the merger herein provided for and the conversion or exchange of their stock into Common Stock of the Surviving Corporation.

In the event of the termination of the Plan or Articles of Merger as aforesaid by the Board of Directors of either of the Constituent Corporations pursuant to this Paragraph SIXTH, written notice thereof shall forthwith be given to the other Constituent Corporation and the Interstate Commerce Commission and to any other person entitled to notice thereof and thereupon the Plan and the Articles of Merger as then entered into shall become wholly void and of no effect, and there shall be no liability on the part of either Constituent Corporation or their respective Boards of Directors or stockholders to the other Constituent Corporation.

SEVENTH: Each of the Constituent Corporations shall use its best efforts to take any and all action reasonably necessary or appropriate to be taken to effectuate the consummation of the Plan and the merger of the Constituent Corporations as provided therein, including any action further to evidence or assure the succession of the Surviving Corporation and the acquisition by it of its right, title and interest in the property and assets of the Constituent Corporations upon the Plan becoming effective.

EIGHTH: Each Constituent Corporation shall pay any and all expenses incurred by it in fulfilling its obligations hereunder and to effectuate the Plan and merger of the Constituent Corporations as provided thereunder, and shall not be entitled to reimbursement in respect of any thereof from the other Constituent Corporation, regardless of whether or not the Plan or Articles of Merger shall have been terminated pursuant to Paragraph SIXTH hereof.

NINTH: Unless and until the Plan or the Articles of Merger herein provided for shall have been terminated as provided in Paragraph SIXTH hereof, each of the Constituent Corporations will use its best efforts to maintain its financial position and net assets in at least as good position as existed on August 31, 1967, and will not, except with the consent of the other Constituent Corporation, after November 1, 1967:

(a) Declare or pay, between November 1, 1967, and the effective date of the Plan any dividends on its Common Stock for any calendar year (including the calendar year 1967) other than cash dividends aggregating not more than 65% of its net income for such calendar year or make any other distribution of assets to stockholders or acquire any shares of its stock at a price in excess of the then market price thereof on the New York Stock Exchange as to Seaboard and the average of the most recent published bid and asked prices Over the Counter as to Piedmont;

(b) Incur, or permit any subsidiary to incur, any liability, obligation or indebtedness other than (i) in the ordinary course of business or (ii) for acquisition of rolling stock, or make any change in its capital structure except as contemplated by the Plan, or dispose, or permit any subsidiary to dispose, of any substantial or material assets other than in the ordinary course of business; for the purpose of this subparagraph (b) the term "subsidiary" shall mean any corporation more than 50% of the voting stock of which is owned directly or indirectly by either of the Constituent Corporations; or

(c) Issue any shares of any class of its capital stock or give options to purchase or accept subscriptions for any such shares except to the extent provided in presently existing restricted stock option plans.

TENTH: If the Interstate Commerce Commission shall impose any terms or conditions to its approval or authorization of the Plan, not contained herein, such terms and conditions, if first accepted by each of the Constituent Corporations by resolutions of their respective Boards of Directors, shall become and be deemed to be a part hereof without any further vote or approval of stockholders unless the same shall result in a change in the ratio of conversion of shares of Capital Stock of Piedmont into shares of Common Stock of Seaboard as provided in Paragraph THIRD hereof.

The Board of Directors of each of the Constituent Corporations has duly adopted and approved the foregoing Plan of Merger.

Adopted and Approved by the Board of Directors of SEABOARD COAST LINE RAILROAD COMPANY on October 19, 1967

(SEAL) Attest:

ELDER L. LASH, JR.

(Elder L. Lash, Jr.) *Secretary*

Adopted and Approved by the Board of Directors of PIEDMONT AND NORTHERN RAILWAY COMPANY on October 19, 1967

(SEAL) Attest:

STEVE C. GRIFFITH, JR.

(Steve C. Griffith, Jr.) *Secretary*

SCC 9B—2M—7-16-65

BOOK 289 PAGE 608

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,
July 1, 1969

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Piedmont and Northern Railway Company (a S.C. Corp.)
Seaboard Coast Line Railroad Company (a Va. Corp.)

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF MERGER be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that

Piedmont and Northern Railway Company (a S.C.Corp.)

be merged into

Seaboard Coast Line Railroad Company (a Va. Corp.)

the surviving corporation, which shall continue to be a corporation existing under the laws of the State of

Virginia

with the corporate name

Seaboard Coast Line Railroad Company

and that the separate existence of the corporations parties to the plan of merger, except the surviving corporation, shall cease.

STATE CORPORATION COMMISSION

By _____
Chairman

[CONFORMED COPY]

EXHIBIT NO. 1

BOOK 289 PAGE 609

PLAN OF MERGER

of

ATLANTIC COAST LINE RAILROAD COMPANY

and

SEABOARD AIR LINE RAILROAD COMPANY
(Under the name of Seaboard Coast Line Railroad Company)

PLAN OF MERGER

of

ATLANTIC COAST LINE RAILROAD COMPANY

and

SEABOARD AIR LINE RAILROAD COMPANY

(Under the name of Seaboard Coast Line Railroad Company)

FIRST: The names of the corporations proposing to merge are SEABOARD AIR LINE RAILROAD COMPANY (herein sometimes called "Seaboard") and ATLANTIC COAST LINE RAILROAD COMPANY (herein sometimes called "Coast Line"), both organized and existing under the laws of the Commonwealth of Virginia, and herein collectively called the "Constituent Corporations". It is proposed that Coast Line merge into Seaboard, which shall be the "Surviving Corporation" and shall continue its corporate existence under the laws of the Commonwealth of Virginia exclusively, and under the name of Seaboard Coast Line Railroad Company, as herein provided.

SECOND: The terms and conditions upon which the merger is to become effective are as follows:

(a) Each of the Constituent Corporations shall cause this Plan of Merger (herein sometimes called the "Plan") to be submitted to its stockholders, entitled to vote thereon, to obtain such authorizations by them as may be necessary or desirable under applicable law in connection with the adoption and consummation of the Plan and the merger of the Constituent Corporations.

(b) Each of the Constituent Corporations, individually or jointly as may be appropriate, shall make applications to all governmental and regulatory bodies having jurisdiction to obtain such orders, consents or approvals as may be necessary or desirable in connection with the adoption and consummation of the Plan and the merger of the Constituent Corporations. For the purposes of the Plan, any such order, consent or approval shall be deemed not to have been obtained until either (i) such order, consent or approval shall have been sustained on final appeal therefrom or review thereof, or (ii) all rights of appeal or review shall have expired, or (iii) the Boards of Directors of each of the Constituent Corporations shall have determined to proceed with putting the Plan into effect prior to such expiration or final determination.

(c) When each of the Constituent Companies shall have received a legal opinion satisfactory to it from its General Counsel or other counsel satisfactory to it to the effect that all necessary corporate and other consents, authorizations and approvals of the Plan have been obtained, that the supplemental indenture referred to in Paragraph SEVENTH hereof has been duly authorized, executed and delivered, and that this Plan has not been terminated, the Constituent Corporations will cause to be executed Articles of Merger in accordance with the Plan and the Virginia Stock Corporation Act; and said Constituent Corporations will then cause said Articles of Merger to be delivered to the State Corporation Commission of Virginia and will take any and all action necessary to cause to be issued by such Commission a Certificate of Merger of the Constituent Corporations pursuant to this Plan.

(d) Upon the issuance of the Certificate of Merger, the merger of the Constituent Corporations shall become effective, and the date and time of the merger so becoming effective is sometimes hereinafter referred to as the "effective date of the Plan".

(e) Upon and as of the effective date of the Plan and without any further act or deed:

(i) Coast Line shall be merged into Seaboard, the Surviving Corporation, which shall continue its corporate existence under the laws of the Commonwealth of Virginia exclusively, and under the name of Seaboard Coast Line Railroad Company as herein provided.

(ii) Except as herein otherwise specifically set forth, the corporate identity, existence, purposes, powers, franchises, rights and immunities of Seaboard shall continue unaffected and unimpaired by the merger, and the corporate identity, existence, purposes, powers, franchises, rights and immunities of Coast Line shall be merged into the Surviving Corporation which shall be fully vested therewith. The separate corporate existence of Coast Line (except insofar as the same may be continued by the statutes of the Commonwealth of Virginia) shall cease upon the effective date of the Plan, and thereupon the

Constituent Corporations shall become a single corporation, to wit, the Surviving Corporation, which shall survive such merger and continue its corporate existence exclusively under, and continue to be governed by, the laws of the Commonwealth of Virginia. Notwithstanding anything contained herein or in the laws or the constitution of any state in which the Surviving Corporation shall own or operate lines of railroad, the Surviving Corporation shall be, and continue to be, a corporation organized and existing only under the laws of, and domesticated only in, the Commonwealth of Virginia, and the Surviving Corporation shall not be or be deemed to be subject to, or required to comply with, any statutory or other requirements applicable to a domestic corporation of any state other than the Commonwealth of Virginia, and the existing corporate status of Seaboard shall continue as a domestic corporation organized and existing solely under the laws of the Commonwealth of Virginia but qualified to carry on its business in the states of North Carolina, South Carolina, Georgia, Florida and Alabama.

(iii) The Surviving Corporation shall have and thereafter possess all the rights, privileges, immunities, powers and franchises, public and private, of each of the Constituent Corporations and of a corporation organized under the laws of the Commonwealth of Virginia and shall be subject to all the duties and liabilities of a corporation organized under such laws. All property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to either of the Constituent Corporations, shall be deemed to be and thereupon be transferred to and vested in such Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in either such Constituent Corporation shall not revert or be in any way impaired by reason of such merger.

(iv) The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each Constituent Corporation; and any claim existing or action or proceeding pending by or against any such Constituent Corporation may be prosecuted as if such merger had not taken place, or the Surviving Corporation may be substituted in its place; and neither the rights of creditors nor any liens upon the property of either Constituent Corporation shall be impaired by such merger; and nothing herein is intended to extend or enlarge the lien of any indenture, agreement, or other instrument executed by either of the Constituent Corporations;

(v) The holders of the shares of the capital stock of Coast Line outstanding on the effective date of the Plan shall be entitled to shares of capital stock of the Surviving Corporation as provided in Paragraph THIRD hereof.

(vi) The amount of stated capital which the Surviving Corporation shall have on and immediately after the effective date of the Plan shall be the aggregate amount of (a) the stated capital of Seaboard immediately preceding the effective date of the Plan (being $20 per issued share) and (b) $20 per share in respect of each share of Common Stock of the Surviving Corporation issuable in conversion of capital stock of Coast Line as described in Paragraph THIRD hereof.

(vii) Each class of surplus of each Constituent Corporation at the effective date of the Plan, except to the extent expressly transferred to stated capital by the Board of Directors of the Surviving Corporation either upon the issuance of shares or otherwise, shall continue without change as such surplus of the Surviving Corporation and available for the payment of dividends, except that any amount by which the stated capital represented by shares of Coast Line issued and outstanding at the effective date of the Plan shall exceed the par value of the shares of the Surviving Corporation issuable therefor shall be credited to capital surplus.

THIRD: The manner and basis of converting the shares of capital stock of Coast Line and Seaboard into shares of the Surviving Corporation, upon the merger becoming effective as aforesaid and as of the effective date of the Plan, are as follows:

(a) Each share of Original Preferred Stock of Coast Line of the par value of $100 per share issued and outstanding (other than shares, if any, held in the treasury of Coast Line) shall become and be converted

into 3 fully paid and non-assessable shares of the presently authorized Common Stock of the par value of $20 per share (herein called "Common Stock") of the Surviving Corporation. The shares of Original Preferred Stock, if any, of Coast Line held in the treasury of Coast Line shall be retired and canceled. Dividends, at the regular rate of 5% per annum, shall accrue on shares (other than treasury shares, if any) of Original Preferred Stock of Coast Line to the effective date of the Plan.

(b) Each share of the Common Stock of Coast Line which is

(i) issued and outstanding (other than shares held in its treasury), or

(ii) reacquired and held in its treasury, and called for by unexercised options granted prior to the effective date of the Plan pursuant to Coast Line's Restricted Stock Option Plan, approved at Coast Line's annual stockholders' meeting on April 15, 1958,

shall become and be converted into 1.42 shares of Common Stock of the Surviving Corporation. All shares of Common Stock of the Surviving Corporation so issuable shall be fully paid and non-assessable. The shares of Common Stock, if any, of Coast Line held in the treasury of Coast Line (except any treasury shares referred to in the second preceding sentence) shall be retired and canceled. If the shares of Common Stock of Coast Line reacquired and held in its treasury shall not aggregate the full number called for by the Coast Line options above described, the Surviving Corporation shall reserve for that purpose such number of shares of its authorized and unissued Common Stock as will be adequate for such purpose on the basis of the above ratio.

(c) Upon and after the effective date of the Plan and upon presentation and surrender by any holder of stock of Coast Line to the Surviving Corporation for cancellation and extinguishment, of the certificate or certificates representing the share or shares of Coast Line held by such holder, but subject to the provisions set forth in subparagraph (d) of this Paragraph THIRD, there shall be delivered to such holder a certificate or certificates (in definitive form or in temporary form exchangeable without charge for definitive certificates when prepared) representing the number of full shares of fully paid and non-assessable stock to which such holder is entitled and a scrip certificate (to the extent and in the manner hereinafter described) for any fractional shares resulting upon the conversion, at the respective rates hereinbefore in this Paragraph THIRD provided, and, in the case of the surrender of certificates for shares of Original Preferred Stock of Coast Line, there shall be paid to the holders thereof the accrued unpaid dividends to which they are entitled as hereinabove provided in this Paragraph THIRD. Anything in this Paragraph THIRD to the contrary notwithstanding, no fractional shares of stock of the Surviving Corporation will be delivered upon any such conversion or exchange; but, in lieu thereof, fractional rights shall be provided for as stated in sub-paragraph (d) of this Paragraph THIRD.

(d) Fractional rights to Common Stock of the Surviving Corporation resulting from the conversion of stock of Coast Line into Common Stock of the Surviving Corporation shall be provided for in the following manner:

(i) For a period of two years next following the effective date of the Plan, scrip certificates in bearer form shall be issued for such fractional rights. At any time within such two-year period, the Surviving Corporation, upon surrender to it of such scrip certificates in amounts representing in the aggregate one or more full shares of stock, shall issue a certificate or certificates for such number of full shares of stock, together with a new scrip certificate for any remaining fractional right, and pay over the amount of any dividends declared and payable upon such full shares subsequent to the effective date of the Plan. The right to exchange scrip certificates for certificates representing full shares, as aforesaid, shall expire at the end of such two-year period. Scrip certificates shall not entitle the holder thereof to vote or to receive dividends (except upon surrender and exchange as provided above) or to any of the rights, powers, or privileges of a stockholder of the Surviving Corporation, and the holder thereof shall have only such rights and privileges as are expressly provided for herein.

(ii) As soon as may be practicable after the expiration of two years next following the effective date of the Plan, the Surviving Corporation shall cause to be sold for cash, at public or private sale,

the aggregate number of shares of its Common Stock deliverable upon the surrender of all scrip certificates outstanding at the end of such two-year period, together with an additional number of shares of its Common Stock equal to the aggregate of the fractional rights to its Common Stock in respect of all certificates of stock of Coast Line shown by its stock record as outstanding and not surrendered for exchange during such two-year period as hereinbefore provided. To the sum of money realized from the sale of all such shares, there shall be added the amount of all dividends declared and payable on said shares between the effective date of the Plan and the date of such sale, and the aggregate sum of money applicable to all such shares shall be held by the Surviving Corporation or an agent to be appointed by it, as a fund for the benefit of holders of scrip certificates for, and of fractional rights to, such shares. From and after the expiration of such two year period, and until the expiration of six years next following the effective date of the Plan, each holder of a scrip certificate for, or of a fractional right to, such shares of stock, upon surrender of the scrip certificate, or of a certificate of stock of Coast Line evidencing such fractional right, shall be entitled to receive his pro rata share of the fund applicable to such stock, without interest, and he shall have no other or further rights in respect of said scrip certificate or of such fractional share right. After the expiration of the six-year period hereinabove set forth, all such scrip certificates and fractional share rights shall be void for all purposes, and any undistributed portion of the fund shall become the absolute property of the Surviving Corporation, free of all claims of holders of scrip certificates and of stock certificates of Coast Line.

(iii) The Board of Directors of the Surviving Corporation is authorized to make and enforce any and all reasonable regulations, not inconsistent herewith, governing the issue and manner of exchange of scrip certificates and the sale of shares in accordance with the foregoing provisions, as it in its discretion may deem advisable, including the appointment of an agent or agents for the purpose of exchanging stock certificates for scrip certificates and for the purpose of paying to bearers of scrip certificates or the registered holders of stock certificates, the cash proceeds of the sales of stock as hereinabove provided.

(e) If any certificates representing shares of stock of the Surviving Corporation are to be issued in a name other than that appearing upon the certificates of capital stock of Coast Line surrendered for exchange as herein provided, it shall be a condition of such issuance that the certificates so surrendered shall be properly endorsed for transfer and that the person requesting such exchange shall pay to the Surviving Corporation, or its transfer agent, any transfer or other taxes required by reason thereof, or establish to the satisfaction of the Surviving Corporation, or its transfer agent, that such taxes have been paid or are not payable.

(f) From and after eighteen months after the effective date of the Plan, the holders of certificates for capital stock of Coast Line shall not be entitled to vote at any meeting of stockholders of the Surviving Corporation and shall not be entitled to receive any dividends unless and until they shall have exchanged their certificates of stock for temporary or definitive certificates of stock of the Surviving Corporation, issuable in exchange therefor, as herein provided, together with dividends which would otherwise have been payable on such stock of the Surviving Corporation. The Surviving Corporation shall however during such period of eighteen months treat the outstanding certificates for capital stock of Coast Line as evidencing respectively the ownership of the number of full shares of Common Stock of the Surviving Corporation into which such outstanding capital stock of Coast Line shall have been converted, notwithstanding the failure of any stockholders of Coast Line to exchange their certificates for certificates of stock of the Surviving Corporation in accordance with the foregoing provisions. After the effective date of the Plan there shall be no further issue or transfer of certificates of capital stock of Coast Line and as such certificates are presented to the Surviving Corporation, they shall be canceled and certificates of capital stock of the Surviving Corporation shall be issued in exchange therefor in accordance with the terms and conditions hereinbefore set forth.

(g) Each share of the Common Stock of Seaboard outstanding (including shares held in the treasury of Seaboard) on the effective date of the Plan shall continue to be a share of Common Stock of the Surviving Corporation and the presently issued certificates for such stock shall continue to be valid certificates therefor without surrender or exchange thereof.

FOURTH: Pursuant to Section 13.1-68(d) of the Virginia Stock Corporation Act the Articles of Incorporation of the Surviving Corporation shall, from and after the effective date of the Plan, be as set forth in the Restated Articles of Incorporation annexed as Annex A to this Plan of Merger.

FIFTH: (a) Except as amended as herein provided, and unless and until further amended or repealed as therein provided, the By-laws of Seaboard, as they shall exist on the effective date of the Plan, shall continue to be the By-laws of the Surviving Corporation.

(b) The second and third sentences of Paragraph 8 of the By-laws of Seaboard are hereby amended as of the effective date of the Plan to read as follows:

"The Board shall consist of 26 directors, but the number of directors may be decreased to any number not less than 7 or increased to any number not exceeding 26 directors, by amendment of these By-laws from time to time."

(c)(i) Paragraphs 15 to 18 inclusive, of the By-laws of Seaboard are hereby deleted, and new Paragraphs 15 to 18C inclusive are hereby added, as of the effective date of the Plan, to read as follows:

"15. *Executive Committee.* The Board of Directors by a majority vote of the whole Board, shall appoint annually from among the Directors an Executive Committee, consisting of the Chairman of the Board and the President and four (4) other directors, who shall hold office until their successors are elected and shall qualify. The Board of Directors shall promptly fill all vacancies in the Executive Committee as they occur.

"16. The Executive Committee shall have such duties and powers as may be assigned to it by the Board of Directors in the resolution designating the Committee and may make recommendations to the Board concerning the general business of the Company.

"17. The Executive Committee shall elect a Chairman to serve for such term as it may determine, shall fix its own rules of procedure, and shall meet where and as provided by such rules, but in every case the presence of at least a majority of the members shall be necessary to, and shall constitute, a quorum, and the affirmative vote of a majority of the members present at a meeting shall be necessary to, and shall constitute, action by the Executive Committee. All action taken by the Executive Committee shall be reported to the Board of Directors at the meeting of such Board next succeeding such action.

"17A. Each member of the Executive Committee shall be entitled to receive reimbursement for his reasonable expenses incurred in attending meetings or otherwise in connection with his attention to the affairs of the Company and to such compensation as may be fixed from time to time by the Board of Directors.

"18. *Finance Committee.* The Board of Directors by a majority vote of the whole Board, shall appoint annually from among the Directors a Finance Committee, consisting of the Chairman of the Board and the President and four (4) other directors, who shall hold office until their successors are elected and shall qualify. The Board of Directors shall promptly fill all vacancies in the Finance Committee as they occur.

"18A. The Finance Committee shall have such duties and powers as to the financial affairs of the Company as the Board may assign to it and may make recommendations to the Board in relation thereto.

"18B. The Finance Committee shall elect a Chairman to serve for such term as it may determine, shall fix its own rules of procedure, and shall meet where and as provided by such rules, but in every case the presence of at least a majority of the members shall be necessary to and shall constitute a quorum, and the affirmative vote of a majority of the members present at a meeting shall be necessary to, and shall constitute, action by the Finance Committee. All action taken by the Finance Committee shall be reported to the Board of Directors at the meeting of such Board next succeeding such action.

"18C. Each member of the Finance Committee shall be entitled to receive reimbursement for his reasonable expenses incurred in attending meetings or otherwise in connection with his attention to the affairs of the Company and to such compensation as may be fixed from time to time by the Board of Directors."

(c) (ii) At the first meeting of the Board of the Surviving Corporation on or after the effective date of the Plan, appropriate action shall be taken to the end that, until subsequent action in accordance with the By-laws, (a) three members of the Executive Committee, including the person who immediately prior to the effective date of the Plan was chairman of the Executive Committee of Coast Line (who shall be designated as chairman of the Executive Committee of the Surviving Corporation) shall be persons who were directors of Coast Line immediately prior to the effective date of the Plan, and the other three members shall be persons who were directors of Seaboard immediately prior to the effective date of the Plan and (b) three members of the Finance Committee, including the person who immediately prior to the effective date of the Plan was the chairman of the Executive Committee of Seaboard (who shall be designated as chairman of the Finance Committee of the Surviving Corporation) shall be persons who were directors of Seaboard immediately prior to the effective date of the Plan and the other three members shall be persons who were directors of Coast Line immediately prior to the effective date of the Plan.

(d) Paragraph 20 of the By-laws of Seaboard is hereby amended as of the effective date of the Plan to read as follows:

"20. *Number.* The executive officers of the Company shall be a Chairman of the Board and a President, who shall be members of the Board, one or more Vice-Presidents, a Comptroller and a Secretary and a Treasurer; and there may be, in addition, such other officers, agents and employees as shall be appointed in accordance with the provisions of paragraph 23 of these By-laws. The offices of Vice-President, Secretary and Treasurer, or any two offices, except those of President and Secretary, may be held by the same person. The Board may require any such officer, agent or employee to give security for the faithful performance of his duties."

(e) Paragraph 26 of the By-laws of Seaboard is hereby amended, and a new Paragraph 26A is hereby added, as of the effective date of the Plan to read as follows:

"26. *The Chairman.* The Chairman shall be the Chief Executive Officer of the Company and subject to control of the Board of Directors, shall have general authority over all the Company's affairs and over all officers, agents and employees of the Company.

"Subject to the provisions of these By-laws, or except as the Board shall otherwise direct, he shall fix the compensation of all officers, employees and agents of the Company, or may delegate that authority to the President.

"He shall keep the Board informed from time to time regarding the condition and business of the Company and its properties and recommend such measures as he may deem necessary or desirable.

"He shall preside at all meetings of the Board of Directors. He shall, unless otherwise directed by the Board, attend in person, or by proxy appointed by him, and act and vote on behalf of the Company at all meetings of the stockholders of any corporation in which the Company holds stock.

"26A. *The President.* The President shall have the general management and direction, subject to the control of the Board of Directors, and the Chairman, of the affairs of the Company, including the power, which he may delegate to the extent he deems desirable, to appoint and discharge any and all agents and employees of the Company not elected or appointed directly by the Board of Directors. He shall report to the Chairman, and, at the request of the Chairman or in the case of his absence or inability to act, shall perform the duties of the Chairman, and when so acting shall have all the powers of, and be subject to, all the restrictions upon the Chairman. He shall, whenever it may be in his opinion necessary, prescribe the duties for officers and employees of the Company if their duties are not otherwise defined.

"He may sign, with the Treasurer, certificates of stock of the Company, and he may sign, execute and deliver, in the name of the Company, all deeds, mortgages, bonds, contracts or other instruments authorized by the Board, except in cases where the signing, execution or delivery thereof shall be expressly delegated by the Board or these By-laws to some other officer or agent of the Company, or where any thereof shall be required by law otherwise to be signed, executed or delivered. The President may delegate this signing of all deeds, mortgages, bonds, contracts or other instruments to any Vice

President. In general, he shall perform all duties incident to the office of President of a corporation, and such other duties as may from time to time be assigned to him by the Board of Directors.

(f) The By-laws of Seaboard are hereby amended as of the effective date of the Plan by adding a new Paragraph 37A to read:

"37A—No investment in any affiliated company or any portion of any such investment shall be sold, pledged, or in any other manner incumbered or disposed of except by the affirmative vote of at least two-thirds of the whole Board of Directors. Notwithstanding any other provisions in these By-laws to the contrary this Paragraph 37A may be altered, amended, or repealed, at any annual or special meeting by the stockholders having voting power or at any regular or special meeting of the Board by vote of not less than two-thirds of the whole Board, provided that the proposed action in respect thereof shall be stated in the Notice of such meeting or in the Waiver of Notice thereof."

(g) The number of Directors of the Surviving Corporation shall be 26. The names and addresses of the persons who are to serve as initial directors of the Surviving Corporation, each of whom is presently a Director of one of the Constituent Corporations, and who will hold office in the Surviving Corporation from the effective date of the Plan and until their successors are duly elected and qualified are as follows:

Name	Address
Geo. D. Aldrich	200 Berkeley Street, Boston, Mass.
Linton E. Allen	First National Bank, Orlando, Fla.
Hyman L. Battle	Rocky Mount Mills, Rocky Mount, N. C.
Kenneth E. Black	59 Maiden Lane, New York, N. Y.
Henry C. Breck	65 Broadway, New York 6, N. Y.
Daniel L. Brown	60 State Street, Boston 9, Mass.
Thos. B. Butler	13 South Street, Baltimore, Md.
Paul F. Clark	200 Berkeley Street, Boston, Mass.
Alexander E. Duncan	300 St. Paul Place, Baltimore 2, Md.
Armand G. Erpf	42 Wall Street, New York 5, N. Y.
W. Howard Frankland	First National Bank of Tampa, Tampa, Fla.
Bradley Gaylord	Box 643, Chatham, Mass.
Fred N. Harrison	201 South Third Street, Richmond, Va.
Robert Lassiter, Jr.	1015 Johnston Building, Charlotte 2, N. C.
J. T. Lykes	P. O. Box 2879, Tampa 1, Fla.
Geo. W. McCarty	601 Trust Company of Georgia Building, Atlanta 3, Ga.
Wm. F. Morton	140 Federal Street, Boston 10, Mass.
Prime F. Osborn	Atlantic Coast Line Railroad Company, Wilmington, N. C.
W. T. Rice	Atlantic Coast Line Railroad Company, Wilmington, N. C.
Edward C. Roe	P. O. Box 4640, Jacksonville 1, Fla.
Buford Scott	P. O. Box 1575, Richmond, Va.
Henry O. Shaw	P. O. Box #52-306, Biscayne Annex, Miami 52, Fla.
John W. Smith	3600 W. Broad Street, Richmond 13, Va.
Samuel H. Swint	Graniteville Company, Graniteville, S. C.
A. L. M. Wiggins	Atlantic Coast Line Railroad Company, Hartsville, S. C.
Ed. C. Wright	P. O. Box 24, St. Petersburg, Fla.

If any such person shall at the effective date of the Plan have died or be otherwise incapable of acting as aforesaid, or shall not be a director of Seaboard or Coast Line at the effective date of the Plan, his place shall be filled by the Board of Directors of Seaboard if he is now a director of Seaboard, or by the Board of Directors of Coast Line if he is now a director of Coast Line; *provided however,* that if his place on the Board of Seaboard or Coast Line, as the case may be, shall have been filled before the effective date of the Plan by the election of another director by the stockholders of Seaboard or Coast Line, as the case may be, the director so elected in his place shall be a director of the Surviving Corporation in lieu of said director above named,

unless the director so elected shall not be a director of Seaboard or Coast Line at the effective date of the Plan or shall be unable or unwilling to serve as a director of the Surviving Corporation.

(h) The Chairman of the Board and President of the Surviving Corporation from and after the effective date of the Plan, who shall hold office, subject to the provisions of the By-laws of the Surviving Corporation, until their respective successors shall have been chosen or appointed as provided in the By-laws, shall be as follows:

Office	Name	Address
Chairman of the Board	John W. Smith	Seaboard Air Line Railroad Bldg. 3600 West Broad Street Richmond, Virginia
President	W. Thomas Rice	Atlantic Coast Line Railroad Wilmington, North Carolina

If either such person at the effective date of the Plan shall have died or be otherwise incapable or unavailable, the person who, immediately prior to the effective date of the Plan, was President of Seaboard shall be Chairman of the Board of the Surviving Corporation and the person who, immediately prior to the effective date of the Plan, was President of Coast Line shall be President of the Surviving Corporation.

(i) The remaining executive officers and the several departmental and staff officers of the Constituent Corporations on the effective date of the Plan shall be continued, subject to the provisions of the By-laws of the Surviving Corporation, as officers of the Surviving Corporation with such changes in title and duties as other officers superior in rank or the Board of Directors may determine.

(j) Holders of options under the Coast Line's Restricted Stock Option Plan shall be entitled, subject to appropriate authorization by the Interstate Commerce Commission and to the terms and conditions of their options, to purchase 1.42 shares of Common Stock of the Surviving Corporation after the effective date of the Plan in lieu of each share of Coast Line Common Stock which was called for by the terms of such option.

SIXTH: Anything herein or elsewhere to the contrary notwithstanding, this Plan and the Articles of Merger herein referred to may be terminated and the merger hereby provided for abandoned:

(a) By mutual consent of the Boards of Directors of each of the Constituent Corporations at any time prior to the effective date of the Plan; or

(b) By the Board of Directors of either of the Constituent Corporations, acting alone, but in any such case only prior to the effective date of the Plan and only

(i) if prior to such action by a Board of Directors there shall have occurred any breach by such other Constituent Corporation of any of its covenants in Paragraph NINTH hereof; or

(ii) if the Interstate Commerce Commission shall impose any terms or conditions to its approval of the Plan which shall be unacceptable to a majority of the Board of Directors of either Constituent Corporation; or

(iii) at the option of Seaboard, in the event that Seaboard shall be unable to obtain, on or prior to the effective date of the Plan, a ruling of the Internal Revenue Service, or an opinion of its General Counsel or other counsel satisfactory to it, that under the Internal Revenue Code, as in effect on the effective date of the Plan, no gain or loss or taxable income will be recognized to Seaboard, to Coast Line, or to the stockholders of Seaboard as a result of the merger herein provided for; or

(iv) at the option of Coast Line, in the event that Coast Line shall be unable to obtain, on or prior to the effective date of the Plan, a ruling of the Internal Revenue Service, or an opinion of its Vice President and General Counsel or other counsel satisfactory to it, that under the Internal Revenue Code, as in effect on the effective date of the Plan, no gain or loss or taxable income will be recognized to Coast Line or to the stockholders of Coast Line as a result of the merger herein provided for and the conversion or exchange of their stock into Common Stock of the Surviving Corporation.

(v) at the option of Seaboard, in the event that Coast Line shall be unable to effect on or prior to August 30, 1960 (or such later date as the Board of Directors of Seaboard shall approve as being consistent with the best interests of Seaboard), arrangements satisfactory in form and substance to the Board of Directors of Seaboard whereby the total annual sinking fund requirements on Coast Line's presently outstanding General Mortgage Bonds of Series A, B, C and D, after the effective date of the Plan, shall be in form and substance satisfactory to the Board of Directors of Seaboard, and such shall be evidenced by a supplemental indenture as shall be in form and substance satisfactory to the Board of Directors of Seaboard.

In the event of the termination of the Plan or Articles of Merger as aforesaid by the Board of Directors of either of the Constituent Corporations pursuant to this Paragraph SIXTH, written notice thereof shall forthwith be given to the other Constituent Corporation and the Interstate Commerce Commission and to any other person entitled to notice thereof and thereupon the Plan and the Articles of Merger as then entered into shall become wholly void and of no effect, and there shall be no liability on the part of either Constituent Corporation or their respective Boards of Directors or stockholders to the other Constituent Corporation.

SEVENTH: Each of the Constituent Corporations shall use its best efforts to take any and all action reasonably necessary or appropriate to be taken to effectuate the consummation of the Plan and the merger of the Constituent Corporations as provided therein, including any action further to evidence or assure the succession of the Surviving Corporation and the acquisition by it of its right, title and interest in the property and assets of the Constituent Corporations upon the Plan becoming effective.

Coast Line shall arrange for the holding of meetings of holders of its General Mortgage Bonds, Series A, B, C and D, to authorize the execution of a supplemental indenture modifying the provisions of and the rights of the holders of bonds issued under such General Mortgage with respect to the amount of sinking fund payments to be made with respect to such series of General Mortgage Bonds by the Surviving Corporation, as referred to in Paragraph SIXTH hereof.

EIGHTH: Each Constituent Corporation shall pay any and all expenses incurred by it in fulfilling its obligations hereunder and to effectuate the Plan and merger of the Constituent Corporations as provided thereunder, and shall not be entitled to reimbursement in respect of any thereof from the other Constituent Corporation, regardless of whether or not the Plan or the Articles of Merger shall have been terminated pursuant to Paragraph SIXTH hereof.

NINTH: Unless and until the Plan or the Articles of Merger herein provided for shall have been terminated as provided in Paragraph SIXTH hereof, each of the Constituent Corporations will use its best efforts to maintain its financial position and net assets in at least as good position as existed on April 30, 1960, and will not, except with the consent of the other Constituent Corporation, after May 1, 1960:

(a) Declare or pay, between May 1, 1960 and the effective date of the Plan any dividends on its Common Stock for any calendar year (including the calendar year 1960) other than cash dividends aggregating not more than 65% of its net income after preferred stock dividends for such calendar year or make any other distribution of assets to stockholders or acquire any shares of its stock at a price in excess of the then market price thereof on the New York Stock Exchange (except that Coast Line without such consent may acquire shares of its Original Preferred Stock of the par value of $100 per share from holders other than The Atlantic Coast Line Company or Mercantile-Safe Deposit and Trust Company); or

(b) Incur, or permit any subsidiary to incur, any liability, obligation or indebtedness other than (i) in the ordinary course of business or (ii) for acquisition of rolling stock, or make any change in its capital structure except as contemplated by the Plan, or dispose, or permit any subsidiary to dispose, of any substantial or material assets other than in the ordinary course of business; for the purposes of this subparagraph (b) the term "subsidiary" shall mean any corporation more than 50% of the voting stock of which is owned directly or indirectly by either of the Constituent Corporations; or

(c) Issue any shares of any class of its capital stock or give options to purchase or accept subscriptions for any such shares except to the extent provided in its presently existing Restricted Stock Option Plan.

TENTH: If the Interstate Commerce Commission shall impose any terms or conditions to its approval or authorization of the Plan, not contained herein, such terms and conditions, if first accepted by each of the Constituent Corporations by resolutions of their respective Boards of Directors, shall become and be deemed to be a part hereof without any further vote or approval of stockholders unless the same shall result in (a) a material change in the rights, preferences or privileges of the Common Stock of the Surviving Corporation, or (b) a change in the relative treatment of any of the classes of stock of the Constituent Corporations in shares of stock of the Surviving Corporation as now provided for in Paragraph THIRD hereof.

The Board of Directors of each of the Constituent Corporations has pursuant to the provisions of Section 13.1-68 of the Virginia Stock Corporation Act, duly adopted and approved the foregoing Plan of Merger.

Adopted and Approved by the Board of Directors of SEABOARD AIR LINE RAILROAD COMPANY on May 19, 1960

Attest:

ELDER L. LASH, JR.

(ELDER L. LASH JR.) *Secretary*

Adopted and Approved by the Board of Directors of ATLANTIC COAST LINE RAILROAD COMPANY on May 19, 1960

Attest:

F. J. PRIMOSCH

(F. J. PRIMOSCH) *Secretary*

ANNEX A

RESTATED ARTICLES OF INCORPORATION

of

SEABOARD COAST LINE RAILROAD COMPANY

ARTICLE I.

The name of the Corporation (hereinafter called the "Corporation") shall be:

SEABOARD COAST LINE RAILROAD COMPANY

ARTICLE II.

The purposes for which the Corporation is organized are to conduct the business of a railroad anywhere in the United States of America and elsewhere; to engage generally in the business of transportation as a common carrier of passengers, mail, express and all kinds and classifications of freight, petroleum, natural gas, and all other things of every kind and nature, by means of railroad, motor vehicle, ship, airship, pipe lines, conveyors, and other means of transportation or facilities of any and all kinds with any and all types of motive power, on, under or above land, water or air, anywhere in the United States and elsewhere. The Corporation shall have all the powers conferred by the laws of Virginia.

ARTICLE III.

The aggregate number of shares which the Corporation is authorized to issue is 10,000,000 shares of Common Stock of the par value of $20 each.

ARTICLE IV.

The Board of Directors of this Corporation from time to time in its discretion and for such consideration and in such manner as it may lawfully determine without first offering the same to any of the then existing stockholders, may offer for sale any shares of stock of the Corporation then owned by the Corporation, or which the Corporation may have been lawfully authorized to issue, or any part-paid receipts or allotment certificates in respect of any such shares, or any securities convertible into or exchangeable for any such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire any such shares or securities, and no holder of any shares of stock of the Corporation, as such holder, shall have any preferred or preemptive right to purchase, subscribe for, or otherwise acquire from the Corporation any such shares of stock, part-paid receipts, allotment certificates, warrants, or other instruments.

ARTICLE V.

(1) The directors, by resolution adopted by a majority of the whole number fixed for the Board of Directors, may designate two or more directors to constitute an Executive Committee, which, to the extent provided in such resolution or in the By-laws, shall, when the Board shall not be in session, have and may exercise all of the authority of the Board of Directors except to approve an amendment of the Articles of Incorporation or a plan of merger or consolidation.

(2) A director of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any director or any firm of which any director is a

member or any corporation of which any director is a shareholder or director is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified or approved either (a) by a vote of a majority or a quorum of the Board of Directors or of the Executive Committee without counting in such majority or quorum any director so interested or member of a firm so interested or shareholder or director of a corporation so interested, or (b) by a vote at any stockholders' meeting of the holders of record of a majority of all the outstanding shares of stock of the Corporation entitled to vote or by writing or writings signed by a majority of such holders; nor shall any director be liable to account to the Corporation for any profits realized by him from or through any such transaction or contract of the Corporation authorized, ratified or approved as aforesaid by reason of the fact that he or any firm of which he is a member or any corporation of which he is a shareholder or director, was interested in such transaction or contract. Nothing herein contained shall create any liability in the events above described or prevent the authorization, ratification or approval of such contract in any other manner provided by law; nor shall anything herein be considered as in any way affecting the rights of the Corporation or of any person interested, on account of any fraud in connection with any such transaction.

(3) The Corporation shall indemnify each director and officer of the Corporation, his heirs, executors, administrators and personal representatives, against any and all liabilities, judgments, fines, penalties and claims (including amounts paid in settlement) imposed upon or asserted against him by reason of his being or having been an officer or director of the Corporation or of any other corporation in which he served or serves as a director or officer pursuant to the written request of the Corporation (whether or not he continues to be an officer or director at the time of such imposition or assertion), and against all expenses (including counsel fees) reasonably incurred by him in connection therewith, except in respect of matters as to which he shall have been finally adjudged to be liable by reason of having been guilty of gross negligence or wilful misconduct in the performance of his duty as such director or officer. In the event of any other judgment against such officer or director or in the event of a settlement, the indemnification shall be made only if the Corporation shall be advised (a) by the Board of Directors, in case none of the persons involved shall then be a director of the Corporation, or (b) by independent counsel appointed by the Board of Directors, in case any of the persons involved shall then be a director of the Corporation, that in its or his opinion, as the case may be, such director or officer was not guilty of gross negligence or wilful misconduct in the performance of his duty, and, in the event of a settlement, that such settlement was, or, if still to be made, would be, in the best interests of the Corporation. If the determination is to be made by the Board of Directors, it may rely, as to all questions of law, upon the advice of independent counsel. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law or otherwise.

ARTICLE VI.

The number of directors shall, unless otherwise fixed by the By-laws, be twenty-six (26). Any vacancy occurring in the Board of Directors after these Restated Articles of Incorporation become effective and until the next annual meeting of the stockholders for the purpose of electing directors, shall be filled by such person as shall be designated by the surviving directors who prior to the effective date of these Restated Articles of Incorporation were directors of the constituent company of which the former director whose vacancy is being filled was also director; constituent company for this purpose shall mean one of Seaboard Air Line Railroad Company or Atlantic Coast Line Railroad Company, parties to the Plan of Merger of this Corporation.

ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS:
ATLANTIC COAST LINE RAILROAD COMPANY
INTO
SEABOARD AIR LINE RAILROAD COMPANY
(Name changed to Seaboard Coast Line Railroad Company)

Pursuant to the provisions of Section 13.1-72 of the Virginia Stock Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into a single corporation:

ARTICLE ONE: The Plan of Merger (hereinafter called the "Plan"), hereto attached as Exhibit I, was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Virginia Stock Corporation Act.

ARTICLE TWO: The Plan was approved by the Board of Directors of Seaboard Air Line Railroad Company on May 19, 1960, and by the Board of Directors of Atlantic Coast Line Railroad Company on May 19, 1960. Notice was given to each stockholder of record of each of the aforesaid corporations on July 1, 1960, in the manner provided in the Virginia Stock Corporation Act and was accompanied by a copy of the Plan. The Plan was adopted by the stockholders of Seaboard Air Line Railroad Company on August 18, 1960, and by the stockholders of Atlantic Coast Line Railroad Company on August 18, 1960.

ARTICLE THREE: As to each of the undersigned corporations, the number of shares outstanding and entitled to vote on the Plan, and the designation and number of outstanding shares of each class entitled to vote

as a class on such Plan, are as follows:

Name of Corporation	Number of Shares Outstanding and Entitled to Vote	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
Seaboard Air Line Railroad Company	4,835,980	Common Stock	4,835,980
Atlantic Coast Line Railroad Company	2,636,335	Common Stock	2,634,781
		Original Preferred Stock	1,554

ARTICLE FOUR: As to each of the undersigned corporations, the total number of shares voted for and against the Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

Name of Corporation	Number of Shares				
			Entitled to Vote as a Class		
	Voted For	Voted Against	Class	Voted For	Voted Against
Seaboard Air Line Railroad Company	4,274,608	17,115	Common Stock	4,274,608	17,115
Atlantic Coast Line Railroad Company	2,458,747	3,846	Common Stock	2,457,652	3,846
			Original Preferred Stock	1,095	0

ARTICLE FIVE: The amount of stated capital of the Surviving Corporation on the effective date of the Plan shall be $174,765,900. The

Surviving Corporation is to be a domestic corporation.

Dated: June 20, 1967.

SEABOARD AIR LINE RAILROAD COMPANY

By _____
President

and _____
Secretary

ATLANTIC COAST LINE RAILROAD COMPANY

By _____
President

and _____
Secretary

SCC 9B—1M—9-28-62

BOOK 289 PAGE 625

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, July 1, 1967

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Atlantic Coast Line Railroad Company
Seaboard Air Line Railroad Company (both Va. corp.) under the name
Seaboard Coast Line Railroad Company

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF MERGER be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that

Atlantic Coast Line Railroad Company

be merged into

Seaboard Air Line Railroad Company

the surviving corporation, which shall continue to be a corporation existing under the laws of the State of

Virginia with the corporate name

Seaboard Coast Line Railroad Company

and that the separate existence of the corporations parties to the plan of merger, except the surviving corporation, shall cease.

STATE CORPORATION COMMISSION

By [signature]

Chairman

Commonwealth of Virginia

State Corporation Commission

I, George W. Bryant, Jr., First Assistant Clerk of the State Corporation Commission, do hereby certify that the foregoing is a true copy of all documents constituting as of this date the charter of Seaboard System Railroad, Inc.

In Testimony Whereof I hereunto set my hand and affix the Official Seal of the State Corporation Commission, at Richmond this 19th *day of* January *A.D.* 83

George W. Bryant, Jr.

First Assistant Clerk of the Commission

State of Mississippi

Office of Secretary of State

Jackson

I, EDWIN LLOYD PITTMAN, Secretary of State of the State of Mississippi, do hereby certify that the DECREE OF THE CHANCERY COURT OF FIRST JUDICIAL DISTRICT OF HINDS COUNTY, MISSISSIPPI, DISSOLVING

MISSISSIPPI FOUNDATION FOR ALCOHOL AND NARCOTICS EDUCATION, INC.

hereto attached was, pursuant to the provisions of the Laws of the State of Mississippi, filed in my office this the 24th day of January, 19 83, and recorded in this office in Record of Incorporations Photostat Book No. 289, at pages 627 - 628.

Given under my hand and Seal of office hereunto affixed this 27th day of January, 19 83.

Edwin Lloyd Pittman

Secretary of State.

BOOK 289 PAGE 628

THE CHANCERY COURT OF THE FIRST JUDICIAL DISTRICT

OF HINDS COUNTY, MISSISSIPPI

FILED

JAN 24 1983

MISSISSIPPI FOUNDATION FOR ALCOHOL AND NARCOTICS EDUCATION, INC. EX PARTE

ATTEST A TRUE COPY
PETE McGEE, Chancery Clerk
BY D. C.

CAUSE NO. 121,130

DECREE DISSOLVING NONPROFIT CORPORATION

Upon the petition of Mississippi Foundation for Alcohol and Narcotics Education, Inc., requesting the dissolution thereof pursuant to Miss. Code Ann. § 79-11-15, and

This Court having found that:

1. Mississippi Foundation for Alcohol and Narcotics Education, Inc. owes no debts of any kind whatsoever;

2. Mississippi Foundation for Alcohol and Narcotics Education, Inc. has no assets of any kind whatsoever;

3. The petition sets forth the names, residences, and post office addresses of the members, officers, and directors of the corporation;

4. The petition has attached thereto as an exhibit a certified copy of the resolution of more than two-thirds (2/3rds) of the members and directors of Mississippi Foundation for Alcohol and Narcotics Education, Inc. directing that it be dissolved together with the certificate of the secretary of the corporation that said resolution was duly adopted by a vote of more than two-thirds of the members of the corporation;

5. The petition was signed and sworn to by all of the officers and all of the directors of the corporation.

NOW, THEREFORE, BE IT ORDERED, ADJUDGED AND DECREED that Mississippi Foundation for Alcohol and Narcotics Education, Inc. be hereby dissolved without appointment of liquidators, as provided by law.

THIS the 24th day of January 1983.

Signed JAMES ARDEN BARNETT

CHANCELLOR

BOOK 289 PAGE 629

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MISSISSIPPI EDUCATIONAL RESEARCH FOUNDATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 28th day of January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF The **Mississippi Educational Research Foundation** an Unincorporated Association, To Incorporate, Designating the incorporators, The name of the proposed corporation and authorizing the expenditure of the funds of the association necessary to do so.

Be it resolved by the members of the **Mississippi Educational Research Foundation** an unincorporated association of individuals, that it is 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 **Morris Kinsey, Tyrone Ellis and Tracy McGee** are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named **Mississippi Educational Research Foundation, Inc.**; that they are fully empowered to do so and perform any and all acts necessary to secure said charter and authorize the expenditure 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, Clark R. Arrington, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the day of December 3, 1982 at Columbus, 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 5th day of December, 1982.

SECRETARY

CHARTER OF INCORPORATION OF THE MISSISSIPPI EDUCATIONAL RESEARCH FOUNDATION, INC.

ARTICLE I

The name of the corporation shall be the Mississippi Educational Research Foundation, Inc.

ARTICLE II

The names and street addresses of the incorporators of said corporation are as follows:

Dr. Morris Kinsey
4-C Wood Manner
Starkville, MS 39759

Tyrone Ellis
Route 5, Box 100
Starkville, MS 39759

Tracy McGee
Route 2, Apartment 2-A
Murdock Lane
Starkville, MS 39759

all of whom are adult resident citizens of the State of Mississippi.

ARTICLE III

The domicile of said corporation shall be:

P. O. Box 869
4-C Wood Manner
Starkville, MS 39759

ARTICLE IV

Said corporation shall be and is a non-profit charitable corporation and shall issue no shares of stock.

ARTICLE V

The duration of said corporation shall be perpetual.

ARTICLE VI

Said corporation is organized pursuant to Chapter 11, Non Profit Non Share Corporations and Religious Societies of Title 79 of the Mississippi Code of 1972, as amended, exclusively, for the following scientific, educational and charitable purposes:

A. Conducting and disseminating research concerning the improvement of teach and learning in preschools, elementary schools, high schools, universities and vocational schools.

B. Assisting parents and students to become more responsive participants in the education process.

C. Providing scholarships and grants to students to cover the expense of educational costs.

D. Providing grants to individuals and organizations engaged in research concerning the improvement of teaching and learning;

E. Providing research, and other types of technical support to individuals, municipal, county, state, federal and other government entities and to private and public organizations for the purpose of improving the quality of public and private educational institutions; and

F. To engage in all other lawful activities that are incident to or are in futherance of any of the purposes above stated.

No part of any of the net earning of the corporation shall inure to the benefit of any member or individual and no substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation.

Said corporation shall have all powers necessary to accomplish its stated purposes that are authorized by Title 79 of the Mississippi Code of 1972, as amended except those powers which are inconsistent with and or violative of the provisions of Section 501(c) (3) of the Internal Revenue Code of 1954 governing the affairs powers, and functions of charitable and educational corporations.

ARTICLE VII

Membership in said corporation shall be open to the public and membership fees and other aspects of the internal affairs of the corporation shall be determined by the corporation's bylaws. Notwithstanding, said corporation 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 of 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. In the event of dissolution, the residual assets of the organization will be turned over to Mary Holmes College of West Point, Mississippi if such organization is exempt under I. R. C. 501 (C)(3) or to one or more other 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.

IN WITNESS WHEREFORE, WE, THE INCORPORATORS HEREIN, have made, subscribed and acknowledged this Charter of Incorporation of the Mississippi Educational Research Foundation.

DR. MORRIS KINSEY

SWORN TO BEFORE ME the 21st day of January, 1983.

NOTARY PUBLIC

(S E A L)

MY COMMISSION EXPIRES:
May 13, 1986

TYRONE ELLIS

SWORN TO BEFORE ME the 21st day of January, 1983.

NOTARY PUBLIC

(S E A L)

MY COMMISSION EXPIRES:
May 13, 1986

TRACY MCGEE

SWORN TO BEFORE ME the 21st day of January, 1983.

NOTARY PUBLIC

(S E A L)

MY COMMISSION EXPIRES:
May 13, 1988

BOOK 289 PAGE 635

Received at the office of the Secretary of State, this the 27th day of January A. D., 19 83, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

January 28, 1983

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

Bill Allain
ATTORNEY GENERAL.

By Richard M. Allen
Assistant Attorney General.

BOOK 289 PAGE 636

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

VOICE OF CALVARY RURAL SERVICES, INC.

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 31st day of January, A. D., 1983.

William F. Winter

Governor.

Attest:

Edwin Lloyd Pittman

Secretary of State.

CERTIFIED COPY OF RESOLUTION
ADOPTED BY

Voice of Calvary Rural Services Incorporated
AT A MEETING OF THE MEMBERS HELD ON

January 8, 1983
AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF

Voice of Calvary Rural Services, Inc.

WHEREAS, Voice of Calvary Rural Services, 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 Voice of Calvary Rural Services, Inc. that its charter is amended as follows:

1) Amend Article 3 to read: "The domicle of the Corporation shall be P.O. Box 217, New Hebron, Mississippi 39140"

(see attached pages)

CERTIFICATE

I, Wille B. Davis, President or Secretary of Voice of Calvary Rural Services, Inc. do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by Voice of Calvary Rural Services, Inc. in a meeting assembled on the 8th day of January, 19 83, in New Hebron, Mississippi.

WITNESS MY SIGNATURE, this 11th day of January, 19 83.

Wille B. Davis
President ~~or Secretary~~

C-30A-2

3) Amend Article 6, Section (b) by deleting the entire paragraph and adding in its stead the following paragraph such that Article 6, Section (b) shall read:
"Notwithstanding any other provision of these articles, the purposes for which the corporation is organized are exclusively charitable, religious and educational within the meaning of section 501 (c) (3) of the Internal Revenue Code."

4) Amend Articel 6, Section (c) by deleting the entire paragraph such that Article 6, Section (c) shall be non-existent.

5) Ament Article 6, Section (e) by deleting the second sentence of section (e) such that Article 6, Section (e) shall read:
"Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted by an organization exempt under 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."

6) Amend Article 6, Section (f) by adding a ninth sentence such that the Charter of Incorporation Article 6, Section (f) 9 reads:
"To receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitation hereinafter set forth, to use and apply the whole or any part of the income therefrom or the principal thereof, exclusively for religious, charitable and educational purposes, directly or by contributions to organizations that qualify as exempt

organizations under the Internal Revenue Code and its regulations.

7) Amend Article 6, Section (f) by adding a tenth sentence such that the Charter of Incorporation reads: Article 6, Section (f) 10, "Specifically, to coordinate, and supplement existing charitable, social, civic, educational, agriculture and religious services in the State of Mississippi, and especially in Hinds, Simpson, Lawrence, Jefferson Davis, and Copiah Counties and to provide additional charitable, low-cost housing, dental, medical, and surgical services, institutions of learning, gymnasiums, schools, scholarships, and agricultural services in the State of Mississippi, and especially in the aforesaid counties."

8) Amend Article 6, by adding an additional paragraph under the title section (g) such that the Articles of Incorporation reads: Article 6, Section (g), "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 code, or to the Federal, State, or Local government for exclusive public purposes."

BOOK 289 PAGE 640

ARTICLES OF AMENDMENT TO THE
CHARTER OF INCORPORATION
OF

Voice of Calvary, Rural Services, 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: 1) Amend Article 3 to read: "The domicle of the Corporation shall be P.O. Box 217, New Hebron, Mississippi 39140"

(See attached pages)

SECOND: The amendment of the Charter of Incorporation was adopted by the members of the corporation on January 8, 19 83, at a regular meeting of the members of the corporation at New Hebron, Mississippi.

DATED: This the 11th day of January, 19 83

SIGNED: Voice of Calvary Rural Services, Inc.
(Name of Corporation)

BY: Willie B. Davis
President ~~or Secretary~~

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF Lawrence

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Willie B. Davis,

President ~~or Secretary~~ of Voice of Calvary Rural Services Inc., who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of the members of Voice of Calvary Rural Services Inc., on this the 11th day of January, 19 83

Thomas E. Jolly
NOTARY PUBLIC

My Commission expires: 1-30-84

THOMAS E. JOLLY, LAWRENCE COUNTY, MISS. NOTARY PUBLIC

C-30A-1

3) Amend Article 6, Section (b) by deleting the entire paragraph and adding in its stead the following paragraph such that Article 6, Section (b) shall read: BOOK 289 PAGE 641
"Notwithstanding any other provision of these articles, the purposes for which the corporation is organized are exclusively charitable, religious and educational within the meaning of section 501 (c) (3) of the Internal Revenue Code."

4) Amend Articel 6, Section (c) by deleting the entire paragraph such that Article 6, Section (c) shall be non-existent.

5) Ament Article 6, Section (e) by deleting the second sentence of section (e) such that Article 6, Section (e) shall read: "Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted by an organization exempt under 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."

6) Amend Article 6, Section (f) by adding a ninth sentence such that the Charter of Incorporation Article 6, Section (f) 9 reads: "To receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitation hereinafter set forth, to use and apply the whole or any part of the income therefrom or the principal thereof, exclusively for religious, charitable and educational purposes, directly or by contributions to organizations that qualify as exempt

organizations under the Internal Revenue Code and its regulations.

7) Amend Article 6, Section (f) by adding a tenth sentence such that the Charter of Incorporation reads: Article 6, Section (f) 10, "Specifically, to coordinate, and supplement existing charitable, social, civic, educational, agriculture and religious services in the State of Mississippi, and especially in Hinds, Simpson, Lawrence, Jefferson Davis, and Copiah Counties and to provide additional charitable, low-cost housing, dental, medical, and surgical services, institutions of learning, gymnasiums, schools, scholarships, and agricultural services in the State of Mississippi, and especially in the aforesaid counties."

8) Amend Article 6, by adding an additional paragraph under the title section (g) such that the Articles of Incorporation reads: Article 6, Section (g), "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 code, or to the Federal, State, or Local government for exclusive public purposes."

Received at the office of the Secretary of State, this the 26th day of January A. D., 1983, together with the sum of $ N.D. deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE.

Jackson, Miss.,

January 28, 1983

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

Bill Allain
ATTORNEY GENERAL.

By Richard W. Allen
Special Assistant Attorney General.

C 54

BOOK 289 PAGE 644

State of Mississippi

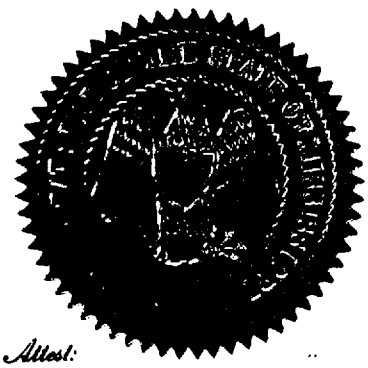
EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

PARENT'S ASSOCIATION OF SOUTH MISSISSIPPI
RETARDATION 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* 31st day of January, A. D., 1983.

William F. Winter
Governor.

Attest:

Edwin Lloyd Pittman
Secretary of State.

CERTIFIED COPY OF RESOLUTION

OF

PARENT'S ASSOCIATION OF SOUTH MISSISSIPPI RETARDATION CENTER, INC.

ADOPTING AND APPROVING PROPOSED CHARTER AMENDMENT

RESOLVED, that the Charter of Incorporation of Parent's Association of South Mississippi Retardation Center, Inc., which was issued by the State of Mississippi on January 1, 1980, be amended by deleting Paragraph 6 thereof in its entirely and by substituting in lieu thereof the following new Paragraph 6:

6. This corporation is organized and shall be operated exclusively for religious and charitable purposes which are beneficial to the general public. In furtherance of its religious and charitable 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 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 purposes of this corporation and in connection therewith, are as follows:

(a) To 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, take, receive, lease or otherwise acquire, own, hold, improve and use 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, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

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

(h) To sponsor, engage in, conduct and carry on any and all types and kinds of fund-raising solicitations, programs, activities and events which are in furtherance of its charitable purposes;

(i) To elect or appoint officers and agents of the corporation;

(j) To make and alter by-laws, not inconsistent with its character of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation;

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

(l) To have and exercise all powers necessary or convenient to effect the charitable 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 charitable 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).

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 therefor, all of the remaining assets of this corporation shall be distributed exclusively for the religious and charitable purposes of the corporation in such manner as the members thereof may determine by appropriate vote, or to and among such organization or organizations, as the members may determine, which are 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). Any such assets not so disposed of shall be disposed of by the Chancery Court of the First Judicial District of Harrison 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.

RESOLVED FURTHER, that the appropriate officers of this corporation be and each of them hereby is authorized and directed to sign and execute all instruments and documents, and to do and perform any and all other acts and deed that may in their discretion be necessary or convenient to perfect the foregoing amendment to the Charter of Incorporation of Parent's Association of South Mississippi Retardation Center, Inc.

CERTIFICATION

I, JOYCELYN PARKMAN, do hereby certify that I am the duly elected secretary of Parent's Association of South Mississippi Retardation Center, Inc., a non-profit Mississippi corporation, and that the foregoing resolution approving and adopting certain amendments to the said corporation's Charter

of Incorporation was duly adopted by the members thereof in the manner prescribed by the by-laws at a regular meeting held on this 16th day of December, 1982.

WITNESS my signature this 16th day of December, 1982.

Joycelyn Parkman

JOYCELYN PARKMAN, Secretary

AMENDMENT TO CHARTER OF INCORPORATION

OF

PARENT'S ASSOCIATION OF SOUTH MISSISSIPPI RETARDATION CENTER, INC.

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

I.

Article 6 is amended by deleting Paragraph 6 of the Articles of Incorporation and adding the following:

6. This corporation is organized and shall be operated exclusively for religious and charitable purposes which are beneficial to the general public. In furtherance of its religious and charitable 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 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 purposes of this corporation and in connection therewith, are as follows:

(a) To 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, take, receive, lease or otherwise acquire, own, hold, improve and use 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, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

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

(h) To sponsor, engage in, conduct and carry on any and all types and kinds of fund-raising solicitations,

programs, activities and events which are in furtherance of its charitable purposes;

(i) To elect or appoint officers and agents of the corporation;

(j) To make and alter by-laws, not inconsistent with its character of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation;

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

(l) To have and exercise all powers necessary or convenient to effect the charitable 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 charitable 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 interevene 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).

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 therefor, all of the remaining assets of this corporation shall be distributed exclusively for the religious and charitable purposes of the corporation in such manner as the members thereof may determine by appropriate vote, or to and among such organization or organizations, as the members may determine, which are 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). Anysuch assets not so disposed of shall be disposed of by the Chancery Court of the First Judicial District of Harrison 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.

RESOLVED FURTHER, that the appropriate officers of this corporation be and each of them hereby is authorized and directed to sign and execute all instruments and documents, and to do and perform any and all other acts and deed that may in their discretion be necessary or convenient to perfect the foregoing amendment to the Charter of Incorporation of Parent's Association of South Mississippi Retardation Center, Inc.

II.

The Amendment of the Charter of Incorporation was adopted by the members

of the corporation on the 16th day of December, 1982, at a special meeting of the members of the corporation at 1913 15th Street, Gulfport, Mississippi

WITNESS my signature this 16th day of December, 1982.

PARENT'S ASSOCIATION OF SOUTH
MISSISSIPPI RETARDATION CENTER, INC.

Joycelyn Parkman Moody
JOYCELYN PARKMAN MOODY, Secretary

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF HARRISON

This day personally appeared before me, the undersigned authority, Joycelyn Parkman Moody, Secretary of the corporation known as Parent's Association of South Mississippi Retardation Center, Inc., who acknowledges that she signed and delivered the above and foregoing Amendment to Charter of Incorporation as her act and deed on this the 16th day of December, 1982.

Wanda M. West
NOTARY PUBLIC

My Commission Expires:

Sept. 10, 1983

WANDA M. WEST ★ NOTARY PUBLIC ★ HARRISON COUNTY

Received at the office of the Secretary of State, this the 28th 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.,

January 27, 1983

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

SAV-A-LIFE OF TUPELO, 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 31st day of January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

R E S O L U T I O N

RESOLUTION OF SAV-A-LIFE OF TUPELO, AN UNINCORPORATED ASSOCIATION, TO INCORPORATE, DESIGNATING THE INCORPORATORS, THE NAME OF THE PROPOSED CORPORATION AND AUTHORIZING THE EXPENDITURE OF FUNDS OF THE ASSOCIATION, NECESSARY SO TO DO.

WHEREAS, the Sav-A-Life Association of Tupelo is a non-profit association organized by interested citizens of Lee County, Mississippi.

WHEREAS, the Sav-A-Life Association of Tupelo is organized for the purpose of establishing a charitable association to meet the physical, emotional, moral, social and spiritual needs of women facing the crisis of pregnancy.

WHEREAS, Sav-A-Life (SAL) will uphold the laws of God and the gospel of the Lord Jesus Christ in word as well as in deed.

WHEREAS, SAL will seek to secure practical solutions to pregnancies by arranging medical, legal and all manner of social services, excluding abortion.

WHEREAS, SAL will seek to develop Christian values in love, marriage, sex and the family.

WHEREAS, all the members of the SAL Association are desirous of forming a non-profit corporation to carry out the aforesaid purpose.

WHEREAS, this corporation will not carry on any activities not committed 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 any other corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provisions of these Articles, the purposes are limited to the described in Section 501(c)(3) of the Internal Revenue Code of 1954 or any other corresponding provisions of any future United States Internal Revenue Code.

NOW, THEREFORE, BE IT RESOLVED that the Sav-A-Life Association of Tupelo does hereby unanimously authorize, direct and empower Kathy Coats, Cathy Wikle and Jenny Field to make application to the Secretary of State for the State of Mississippi, for the grant of a non-profit organization charter to the Sav-A-Life Association of Tupelo.

BE IT FURTHER RESOLVED that the members of the Sav-A-Life Association of Tupelo, an unincorporated association of individuals, that it is to the best interest of said association that it be forthwith incorporated as a non-profit corporation under the laws of the State of Mississippi applicable thereto. That all the incorporators are adult resident citizens of the State of Mississippi, to-wit: Kathy Coats, Route #1, Box 196, Tupelo, Mississippi 38801; Cathy Wikle, 103 Northwood Drive, Tupelo, Mississippi 38801; and Jenny Field, 848 South Madison Street, Tupelo, Mississippi 38801. That these are duly elected, appointed and designated, and given full authorization to act as incorporators in applying for a charter of this association, and that the name, Sav-A-Life Association of Tupelo, Inc., and that said parties are fully empowered to do and perform any and all other acts necessary to secure said non-profit charter and authorize the expenditure of such funds of the association as may be necessary to accomplish these means.

BE IT FURTHER RESOLVED that upon the dissolution of this corporation, the assets, if any, are to be delivered over to Sav-A-Life of Birmingham, Alabama, a ministry of Wales Goebel Ministries, Inc.

CERTIFICATE

I, CATHY WIKLE, do 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 Resolution duly and properly adopted by a meeting heretofore held on the 1st day of December, 19 82, at Tupelo, Lee County, Mississippi, and that a majority of the members were present, and that said meeting was duly and properly called and held.

WITNESS MY SIGNATURE, this the 12th day of January, 1983.

Cathy W. Wikle, Sec.
CATHY WIKLE, Secretary

THE CHARTER OF INCORPORATION OF

SAV-A-LIFE OF TUPELO, INC.

1. The corporation title of said company is: SAV-A-LIFE OF TUPELO, INC.

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

NAME	ADDRESS		
Kathy Coats	Route #1, Box 196	Tupelo	Mississippi
Cathy Wikle	103 Northwood Drive	Tupelo	Mississippi
Jenny Field	838 South Madison	Tupelo	Mississippi

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

3. The domicile is at Suite 200, Liberty Plaza, 210 West Main Street, Tupelo, Lee County, Mississippi 38801.

4. Sav-A-Life of Tupelo, Inc. is a non-profit corporation and no shares of stock are to be issued. Sav-A-Life of Tupelo, Inc. is a non-profit charitable corporation as provided for in Section 79-11-1, et al, of the Mississippi Code of 1972, Annotated.

5. The period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated: the purpose of this non-profit corporation is to counsel with and seek to meet the physical, emotional, moral, social and spiritual needs of women facing the crisis of a problem pregnancy. Sav-A-Life of Tupelo, Inc. will seek to secure medical, legal and all manner of social services and support for women seeking said services. Sav-A-Life of Tupelo, Inc. will not advise, provide or refer for abortion or abortifacients. This non-profit corporation may perform any and all business related duties necessary to accomplish said purpose.

The non-profit corporation may also be involved in

the acquiring, purchasing, leasing or in any manner holding real or personal property, entering into contracts or agreements necessary to lawfully accomplish the stated purpose of this non-profit corporation, which is not contrary to the laws of the State of Mississippi. 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 this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in Paragraph 4 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 this charter, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively to Sav-A-Life of Birmingham, Alabama, provided that it is at that time operated exclusively for non-profit purposes and shall qualify as an exempt organization 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 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 religious 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.

SIGNATURES:

Kathy Coats
KATHY COATS

Cathy Wikle
CATHY WIKLE

Jenny Field
JENNY FIELD

ACKNOWLEDGMENT

STATE OF MISSISSIPPI)
)
COUNTY OF LEE)

This day personally appeared before me, the undersigned authority, Kathy Coats, Cathy Wikle and Jenny Field, incorporators of the corporation known as Sav-A-Life of Tupelo, Inc., who acknowledged that they signed and delivered the above and foregoing charter of incorporation as their act and deed on this the 18th day of January, 19 83.

Barbara M. Lucas
NOTARY PUBLIC

MY COMMISSION EXPIRES:
(4/14/84)

Received at the office of the Secretary of State, this the 18th day of January, 1983, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
SECRETARY OF STATE

I have examined this application for a charter of incorporation, and I am of the opinion that it is not violative of the Constitution and laws of the State or of the United States.
This January 27th, 1983

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

THE LADIES OF DISTINCTION, 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 31st day of January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman

Secretary of State

RESOLUTION OF The Ladies of Distinction, Incorporated

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 Ladies of Distinction, Incorporated 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 Faye O. Jones, Billie B. Thompson, Queene E. Paige are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named The Ladies of Distinction, 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 to do so.

CERTIFICATE

I, Shirlyeen D. Unger, 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 13, 1982, at Lodge Apartments T-105 at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 13th day of November, 1982.

Shirlyeen D. Unger
Secretary

se this form and acknowledgment in making application for Charter of Incorporation in Mississipp

BOOK 289 PAGE 662 NON-PROFIT

THE CHARTER OF INCORORATION OF

1. The corporation title of said company is: The Ladies of Distinction, 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
Faye O. Jones	6348 Ashley Circle	Jackson	MS 39213
Billie B. Thompson	6364 Ashley Circle	Jackson	MS 39213
Queene E. Paige	3218 Ashley Circle	Jackson	MS 39213

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

3. The domicile is at 6348 Ashley Circle, Jackson MS 39213
(Street and No.) (City) (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.)

This is a non-profit civic improvement organization and no shares of stock shall be issued.

5. Period of existence shall be perpetual. Indefinite

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 Serve the Community and promote education.

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:

Billie B. Thompson — 6364 Ashley Cir, Jackson

Faye O. Jones — 6348 Ashley Cir, Jackson, MS

Lucene E. Paige — 3218 Ashley Cir. Jackson

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
COUNTY OF Hinds

This day personally appeared before me, the undersigned authority, Lucene E. Paige, Billie B. Thompson, Faye O. Jones, incorporators of the corporation known as the Ladies of Distinction Civic Club who acknowledged that (he)(they) signed and delivered the above and foregoing charter of incorporation as (his)(their) act and deed on this the 5th day of December, 1982.

Goldie M. Reeves

By Commission Expires July 1, 1984

Received at the office of the Secretary of State this the 24th day of January, A.D., 1983, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman
Secretary of State

Jackson, Mississippi, January 26 1983

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

HIBERNIA MARCHING SOCIETY, 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 31st day of January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF HIBERNIA MARCHING 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 HIBERNIA MARCHING SOCIETY an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that Dean D. Keating, Windell D. Norris, and Newton W. Carr, Jr. are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named HIBERNIA MARCHING SOCIETY, 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, Beverly Beggs Kay, 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. 23, 1982 at Biloxi, Mississippi at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 17th.

day of January, 1983

Secretary Beverley Beggs Kay

Beverly Beggs Kay

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.

BOOK 289 PAGE 666 NON-PROFIT

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is:

HIBERNIA MARCHING SOCIETY, 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
Dean D. Keating	4710 Kendall Avenue,	Gulfport, Mississippi	39501
Windell D. Norris	129 Walda Drive,	Biloxi, Mississippi	39531
Newton W. Carr, Jr.	Box 198, West Beach	Biloxi, Mississippi	39531

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

3. The domicile is at 4710 Kendall Avenue, (Street and No.) Post Office Box 896, (Street and No.) Gulfport, (City) Mississippi (State) 39501 (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 a Non-Profit Corporation; and no shares of stock are to be issued. This is a fraternal and Civic 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:

1. The purpose of said Corporation shall be to foster, promote, and perpetuate Irish traditions and heritage along the Mississippi Gulf Coast.
2. The Officers of the Corporation will be determined soley by the annual election by the general membership of the Hibernia Marching Society.
3. The Future Board of Directors will be elected annually by the general membership to serve for a period of one year; unless said period is extended by re-election by the general membership. Each Board Member shall have one vote.

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.

BOOK 289 PAGE 667.

Signatures: Dean D. Keating --- Dean D. Keating

[signature] --- Windell D. Norris

Newton W. Carr Jr --- Newton W. Carr, Jr.

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of HARRISON

This day personally appeared before me, the undersigned authority Dean D. Keating, Newton W. Carr, Jr., Windell D. Norris, incorporators of the corporation known as the HIBERNIA MARCHING SOCIETY who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 24TH day of JANUARY, 1983

[signature] NOTARY PUBLIC
MY COMMISSION EXPIRES: 15 FEBRUARY 1985

Received at the office of the Secretary of State this the 26th day of January A.D., 1983 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

[signature]
Secretary of State

Jackson, Miss., January 28, 1983

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

WEST SHADY GROVE BAPTIST CHURCH
CEMETERY ASSN., 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 31st day of January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF WEST SHADY GROVE BAPTIST CEMETERY ASSOCIATION, AN UNINCORPORATED ASSOCIATION, TO INCORPORATE, DESIGNATING THE INCORPORATORS, THE NAME OF THE PROPOSED CORPORATION AND AUTHORIZING THE EXPENDITURE OF THE FUNDS OF THE ASSOCIATION NECESSARY TO DO SO

WHEREAS, the West Shady Grove Baptist Cemetery Association was organized and begun many years ago and has continued as an active corporation to provide a hallowed resting place for the members and loved ones of the West Shady Grove Community for well over one hundred years, and

WHEREAS, during these years the loved ones of several hundred families have been interred in the West Shady Grove Baptist Cemetery as their final resting place on earth, and

WHEREAS, it is the sincere desire of the relatives and close friends of the aforementioned deceased loved ones to care for and maintain an attractive cemetery for years to come, and

WHEREAS, the most effective and practical method seems to be the establishment of a fund from contributions of all interested persons and the election of a sufficient and appropriate number of officers to administer the funds for the sole and express purpose of caring for the West Shady Grove Baptist Cemetery.

THEREFORE, BE IT RESOLVED by the members of the West Shady Grove Baptist Cemetery Association, an unincorporated association of individuals, that it is to the best interest of the aforementioned association that it be forthwith incorporated as a non-profit corporation under the laws of the State of Mississippi applicable thereto, and

That the undersigned individuals and members of said association hereby organize and effectuate said association for the purpose of administering, operating and maintaining the perpetual care funds for the reasons and purposes above stated, and that Marion Hodges, George Salley, Larry Atkins, John Leslie Pearson, and Sam Bailey are hereby elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named the West Shady Grove Baptist Church Cemetery Assn., Inc.; that they are fully empowered

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

RESOLVED this the 12th day of January, 1983.

SIGNED:

Marcia Hodges	Willadeen Robinson
Jimmie T. Hodges	Sue Salley
George C. Salley	Lou Bailey
Larry Atkins	Sue Rowe
Jimmy Farley	Jean Ann Atkins
John F. Pearson	Becky Hodges
Vernon White Sr	Dianne McGarr
Sam Bailey	Anita Denley
Harold Rowe	Buffy Bailey
John V Bailey	Tim Stafford
B F Putnam	
Preston Pearson	
Fred McGarrh	
Edna McGarrh	
Barney O'Neal	
Nancy White	
Mrs. Vernon White	
Jean Atkins	

I, Larry Atkins, 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 12th day of January, 1983, at the West Shady Grove Baptist Church at which a majority of the members were present and said meeting was duly and properly called and held.

WITNESS MY SIGNATURE this the 12th day of January, 1983.

Larry Atkins

BOOK 289 PAGE 672

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

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

THE CHARTER OF INCORPORATION OF

WEST SHADY GROVE BAPTIST CHURCH CEMETERY ASSN., INC.

1. The corporate title of said company is: West Shady Grove Baptist Church Cemetery Assn., 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
Marion Hodges	101 Gifford	Eupora	MS
George Salley	Rt. 1, Box 40	Eupora	MS
Larry Atkins	211 Walnut	Eupora	MS
John Leslie Pearson	Route 1	Eupora	MS
Sam Bailey	Route 1	Eupora	MS

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

3. The domicile is at Route 1 (Street and No.) Eupora (City) Mississippi (State)

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

The corporation is non-profit, no shares of stock are to be issued, and it is a cemetery corporation as set forth in Section 79-11-1 Subsection 1 of the Mississippi Code of 1972 as amended.

5. Period of existence shall be perpetual.

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

The purpose of the corporation is to administer, operate and maintain the perpetual care funds available to the corporation to care for and maintain an attractive cemetery for years to come, and the rights and powers to be exercised by said corporation are all rights and powers not contrary to law which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the corporation.

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

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

Signatures: Marion Hodges
George Salley
Larry Atkins
John Leslie Pearson
Sam Bailey

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of WEBSTER

This day personally appeared before me, the undersigned authority Marion Hodges, George Salley, Larry Atkins, John Leslie Pearson, Sam Bailey, incorporators of the corporation known as the West Shady Grove Baptist Church Cemetery Assn., 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 19th day of January, 1983.

My Commission Expires July 10, 1985 Buchanan Theel, Jr. Notary Public

STATE OF MISSISSIPPI
County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the

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

Received at the office of the Secretary of State this the 25th day of January A.D., 1983, 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., January 26, 1983

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

DESK AND DERRICK CLUB OF LAUREL, 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 31st day of January, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF DESK AND DERRICK CLUB OF LAUREL, 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 Desk and Derrick Club of Laurel, 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 Connie Jackson, Diane Smith and Jerrie Zahn

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Desk and Derrick Club of Laurel, 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, Evelyn McCurley, 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 January 11, 1983, at 102 Ellisville Boulevard, Laurel, Mississippi at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 12th
day of January 1983

Secretary Evelyn McCurley

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

DESK AND DERRICK CLUB OF LAUREL, INC.

1. The corporation title of said company is: Desk and Derrick Club of Laurel, 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) Connie Jackson	1250 Hillcrest Drive	Laurel,	Mississippi 39440
(2) Diane Smith	907 Fridge St.	Ellisville,	Mississippi 39437
(3) Jerrie Zahn	Post Office Box 2627 102 Ellisville Blvd.	Laurel,	Mississippi 39440

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

3. The domicile is at 102 Ellisville Blvd. (Street and No.) Laurel, (City) Mississippi 39440 (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, and this corporation is a fraternal, civic improvement and charitable corporation.

5. Period of existence shall be perpetual.

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

The purpose of this club shall be to promote among the women employed in the petroleum and allied industries through informative and education programs, a clearer understanding of the industry which they serve, to the end that the enlightenment gained thereby may increase their interest and enlarge their scope of service.

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:

Connie Jackson — Connie Jackson

Diane Smith — Diane Smith

Jerrie Zahn — Jerrie Zahn

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of JONES

This day personally appeared before me, the undersigned authority

Connie Jackson, Diane Smith, Jerrie Zahn

incorporators of the corporation known as the Desk and Derrick Club of Laurel, 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 21st day of January, 1983

Sarah M. Pickering

Notary Public

My Commission Expires: December 2[illegible]

Received at the office of the Secretary of State this the 26th day of January A.D., 1983 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman

Secretary of State

Jackson, Miss., January 28, 1983

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

C-30-2

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

NATIONAL FIRE SAFETY 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 31st day of January, A. D., 1983.

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

January 26, 1983

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

Re: Application for Domestication of
National Fire Safety Council, Inc.

Dear Ms. Evans:

In accordance with your request of January 25, 1983, 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

FOR LAWYERS

EXECUTIVE OFFICES
SEVENTY PINE STREET, NEW YORK, N. Y. 10270

SINCE 1902

BOOK 289 PAGE 680

UNITED STATES CORPORATION COMPANY

33 NORTH LA SALLE STREET
CHICAGO, ILLINOIS 60602

(312) 372-3332

January 20, 1983

Office of the Governor
New Capitol Building
Jackson, MS 39205

Re: NATIONAL FIRE SAFETY COUNCIL, INC.

Dear Sir:

In order that the above-captioned Delaware non-profit corporation may qualify in Mississippi, it is our understanding that the application must first be approved for domestication by your office.

Would you please examine the enclosed documents and, if they meet with your approval, please forward same to the Corporation Department so that NATIONAL FIRE SAFETY COUNCIL, INC., may be qualified in your State.

If you have any questions, please don't hesitate to call our toll-free number: 1/800-621-6526.

Thanks very much.

Sincerely,

Susan Prevost

SMP/ms
enclosures

CERTIFIED COPY OF

APPOINTMENT OF REGISTERED AGENT

NATIONAL FIRE SAFETY COUNCIL, INC.

THIS IS TO CERTIFY, That at a meeting of the Board of Directors of NATIONAL FIRE SAFETY COUNCIL, INC.

properly convened and held on the 25th day of June, 1982, the following r
tion was duly adopted:

"RESOLVED, that United States Corporation Company (Name of registered agent), 506 South President St (Street Address)

Jackson (City), Mississippi 39205 (Zip Code); be and ~~that~~ (it) hereby is designated an
pointed registered agent of this corporation in the State of Mississippi upon whom service of pr
against this corporation may be had in the event of any suit against this corporation in said S
and that all prior designations and appointments of registered agents, if any, be and the sam
hereby revoked."

That the address of its present registered office is 506 South President Stree (Street Address)

Jackson (City), Mississippi 39205 (Zip Code); and that address of its registered offic
the address of the business office of its registered agent, will be identical.

WITNESS my signature, and the Seal of said Company, at Jackson, Michigan,

the 25th day of June A.D., 1982

Carl J. Benes
Secretary
Carl J. Benes

(Impress Seal Here)

ACCEPTANCE BY AGENT

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

Dated at Chicago, IL, ~~Mississippi~~, the 6th day of January, 19

The filing fee is the sum of $5.00.

C-6

BOOK 289 PAGE 682

State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware, do hereby certify that the attached is a true and correct copy of Certificate of Restated Certificate of Incorporation filed in this office on August 10, 1982.

Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: M. Todd

DATE: January 3, 1983

Form 130

FILED

AUG 10 1982

RESTATED CERTIFICATE OF INCORPORATION

OF

NATIONAL FIRE SAFETY COUNCIL, INC.

Adopted in accordance with the provisions of Section 245 of the General Corporation Law of the State of Delaware

We, Glennis D. Wilkinson, President, and Carl J. Benes, Secretary, of NATIONAL FIRE SAFETY COUNCIL, INC., a corporation existing under the laws of the State of Delaware, do hereby certify as follows:

FIRST: That the name of the corporation is NATIONAL FIRE SAFETY COUNCIL, INC.

SECOND: That the Certificate of Incorporation of the corporation was filed by the Secretary of State of Delaware on the 7th day of December, 1979.

THIRD: That the text of the Certificate of Incorporation of said NATIONAL FIRE SAFETY COUNCIL, INC., as amended, is hereby restated, without further amendment or change, to read as follows:

CERTIFICATE OF INCORPORATION

OF

NATIONAL FIRE SAFETY COUNCIL, INC.

****

We, the undersigned, in order to form a non-profit, non-stock corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, do hereby certify as follows:

FIRST: The name of the proposed corporation (hereinafter referred to as the "corporation") is:

NATIONAL FIRE SAFETY COUNCIL, INC.

00006

SECOND: The registered office of the corporation is to be located at 306 South State Street, in the City of Dover, in the County of Kent, in the State of Delaware. The name of its registered agent at that address is United States Corporation Company.

THIRD: The purpose of the corporation is to promote fire prevention and fire safety and child safety and prevention of childhood accidents, and all things in connection therewith, primarily through child safety education; to counsel, advise and assist fire department officers and educators in matters pertaining to fire prevention and fire safety education throughout the United States, as a publicly-supported charity, and in general to engage in any lawful act or activity for which a non-stock, non-profit charitable corporation may be organized under the General Corporation Law of Delaware.

Without limiting in any manner the scope and generality of the foregoing, it is hereby provided that the corporation shall function as a non-profit charitable organization and as such shall receive, hold and administer funds, securities, gifts and bequests and use, disburse or donate the income or principal thereof for charitable, religious, education and scientific purposes.

FOURTH: The corporation is organized exclusively for, and will be operated exclusively for, charitable purposes as prescribed in Section 501(c)(3) of the Internal Revenue Code. In furtherance of its charitable purposes, this corporation may receive contributions and pay them over to organizations that are described in Section 501(c)(3) and exempt from taxation under Section 501(a) of the Internal Revenue Code or the corresponding provisions of a future United States Internal Revenue Law. No part of its net earnings will inure to the benefit of any private individual, whether a trustee or officer of this corporation or otherwise. This corporation shall not, as a substantial part of its activities, attempt to influence legislation (unless it shall elect to come under the provisions of the Internal Revenue Code allowing certain lobbying expenditures) nor participate to any extent in any political campaign for or against any candidate for public office. In the event of dissolution, all assets, real and personal, shall be distributed to such organizations as are qualified as tax exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of a future United States Internal Revenue Law.

FIFTH: Except as otherwise provided by law, or in any By-Law of the corporation made by the members, all of

the affairs of the corporation shall be managed and all of the powers of the corporation shall be exercised by the Board of Directors. The number of directors and the manner of their election shall be as provided in the By-Laws, and unless otherwise provided therein, the election of directors need not be by ballot.

Without limiting the generality of the foregoing, the Board of Directors of the corporation is especially authorized to make, alter, amend, change, add to or repeal the By-Laws of the corporation; to borrow money and to give security in the name of the corporation, without limit as to amount, but only in furtherance of the eleemosynary purpose of the corporation; to appoint such Committee or Committees, including an Executive Committee, as in its discretion it shall deem desirable and in the best interests of the corporation, and to delegate through any such committee such powers as, in its discretion, are necessary and desirable, but only to the extent permitted by law; and to authorize any and all donations, gifts, contributions and awards which the corporation is authorized to make.

SIXTH: The corporation shall not have authority to issue any capital stock. The conditions of membership in the corporation, the rights and obligations of its members and the classification of members, if any, shall be as provided in the By-Laws.

SEVENTH: The corporation shall, to the full extent permitted by Section 145 of the Delaware General Corporation Law, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

EIGHTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on members, directors and officers are subject to this reserved power.

FOURTH: That the restatement of the Certificate of Incorporation has been duly adopted by the Board of Directors in accordance with the provisions of Section 245 of the General Corporation Law of the State of Delaware and that the Restated Certificate only restates and integrates and does not further amend the provisions of the corporation's Certificate of

Incorporation as theretofore amended or supplemented, and that there is no discrepancy between those provisions and the provisions of this Restated Certificate of Incorporation.

IN WITNESS WHEREOF, we have signed this Certificate this 9th day of August, 1982.

Glennis D. Wilkinson
President

ATTEST:

Carl J. Benos, Secretary

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 AFFIDAVIT SETTING OUT THE FACT CHARTER IS NULL AND VOID FOR FAILURE TO ORGANIZE WITHIN TWO YEAR PERIOD IN ACCORDANCE WITH SECTION 180, MISSISSIPPI CONSTITUTION, ON

CITIZENS WATCH, INCORPORATED

hereto attached was, pursuant to the provisions of the Laws of the State of Mississippi, filed in my office this the 28th day of February, 19 83, and recorded in this office in Record of Incorporations Photostat Book No. 289, at pages 687 - 688

Given under my hand and Seal of office hereunto affixed this 28th day of February, ~~19~~ 83

Edwin Lloyd Pittman

Secretary of State.

101578

AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF HINDS

Come now J. Jerry Langford, Roland D. Marble and John E. Hughes, III, who, first having been sworn, deposeth and sayeth of their own personal knowledge:

1. We were the incorporators of Citizens Watch, Incorporated, a non-profit corporation for which a Charter of incorporation was issued in 1974, and recorded in Photostat Book, Number Two Hundred Twelve, Pages 98-101, office of the Secretary of State, in Jackson, Mississippi.

2. Organization of the aforesaid non-profit corporation was never completed after issuance of the aforesaid Charter, and corporate directors and/or officers were never elected.

3. The Charter of said non-profit corporation is now believed to be invalid, and the original of said Charter is attached hereto for return to the Secretary of State, so that the records in the office of the Secretary of State may accurately reflect the fact that said corporation is inactive.

Sworn to this the 28th day of January, 1983.

J. Jerry Langford

J. Jerry Langford

Roland D. Marble

Roland D. Marble

John E. Hughes III

John E. Hughes, III

SWORN to before me, this the 28th day of January, 1983.

NOTARY PUBLIC

My Commission Expires:

1-12-86

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

FAYETTE-JEFFERSON COUNTY HEALTH SERVICES 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 3rd day of February, A. D., 1983.

William F. Winter
Governor

By the Governor

Edwin Lloyd Pittman
Secretary of State

RESOLUTION OF FAYETTE - JEFFERSON COUNTY HEALTH SERVICES 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 FAYETTE-JEFFERSON COUNTY HEALTH SERVICES 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 Rogers King, Clyde Cadney, Jr., Albert Z. Johnson and Howard Chambliss are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named FAYETTE - JEFFERSON COUNTY HEALTH SERVICES CORPORATION; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, ALBERT Z. 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 true and correct copy of a Resolution duly adopted at a meeting thereof held on the day of January 28, 1983 at Fayette, Jefferson 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 28TH day of January, 1983

Secretary Albert Z. Johnson

C-30-3

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

BOOK 289 PAGE 691

* 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:

FAYETTE - JEFFERSON COUNTY HEALTH SERVICES CORPORATION

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
Rogers King	P. O. Box 554	Fayette, Mississippi	39069
Clyde Cadney, Jr.	P. O. Box 444	Fayette, Mississippi	39069
Albert Z. Johnson	P. O. Box 243	Fayette, Mississippi	39069
Howard Chambliss	P. O. Box 491	Fayette, Mississippi	39069

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

3. The domicile is at P. O. Box 554 (Street and No.) Fayette, (City) Mississippi 39069 (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.)

Said Corporation is a NON-PROFIT medical purposes and civic improvement and no shares of stock will be issued

5. Period of existence shall be perpetual.

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

The purpose and purposes for which this corporation created is to provide skilled nurshing and other therapeutic services needed to postpone or prevent hospitalization, treatment and preventive procedures and to enhance the health and welfare of the aged and medically indigent in Fayette, Jefferson County, Mississippi and surounding areas.

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 289 PAGE 692

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:

ROGERS KING

ALBERT Z. JOHNSON

CLYDE CADNEY, JR

HOWARD CHAMBLISS

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of JEFFERSON

This day personally appeared before me, the undersigned authority

Rogers King, Clyde Cadney, Jr., Albert Z. Johnson

and Howard Chambliss, , ,

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 28th day of January, 1983

Arthur E. Bingham

My Commission Expires Dec. 4, 1

Received at the office of the Secretary of State this the 2nd day of February A.D., 1983 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Edwin Lloyd Pittman

Secretary of State

Jackson, Miss., February 2, 1983

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