State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MIDSOUTH BASS ANGLERS, 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 March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dave Molpus

Secretary of State

RESOLUTION OF MIDSOUTH BASS ANGLERS

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 MIDSOUTH BASS ANGLERS an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that JERRY SCOTT, C. W. MOORE and FLOYD BEARD are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named MIDSOUTH BASS ANGLERS, 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, C. W. MOORE, 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 March 11, 1985 at Jackson, Mississippi at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 13th day of March, 1985

Secretary C. W. Moore

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

MIDSOUTH BASS ANGLERS

1. The corporation title of said company is: MIDSOUTH BASS ANGLERS, 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
JERRY SCOTT	103 HILDA DRIVE	VICKSBURG	MS.
C. W. MOORE	502 OLD RICE ROAD	MADISON	MS.
FLOYD BEARD	1924 WINGFIELD	JACKSON	MS.

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

3. The domicile is at 103 Hilda Drive (Street and No.) Vicksburg (City) Ms. (State)

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

This is a non-profit corporation, and no share of stock will be issued. It is a charitable organization and a civic improvement society as authorized by Section 79-11-1, Ms. Code of 1972, as amended, Ann.

5. Period of existence shall be perpetual.

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

The Corporation is organized exclusively for charitable and charitable civic improvement purposes including: (a) To promote and encourage the developement of the sport of bass fishing within the State of Mississippi through the sponsership of bass fishing tournaments and other activities designed to promote the sport of fresh water bass fishing; (b) to promote and encourage the developement of suitable habitat within the State of Mississippi for the sponing and growth of fresh water bass; and (c) to promote scientific research concerning the growth and developement of fresh water bass.

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: Jerry Scott

Floyd Beard

C W Moore

Incorporators

STATE OF MISSISSIPPI

ACKNOWLEDGMENT

County of MADISON

This day personally appeared before me, the undersigned authority JERRY SCOTT, C. W. MOORE AND FLOYD BEARD

incorporators of the corporation known as the MIDSOUTH BASS ANGLERS, 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 March, 1985

My Commission Expires My Commission Expires Sept. 22, 1986 Monica D Williams

(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 19th day of March A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mangum

Secretary of State

Jackson, Miss., March 19, 1985

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.

Edwin Lloyd Pittman

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

BIBLE ECHOES MINISTRIES, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 19th day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF THE

MEMBERS OF BIBLE ECHOES MINISTRIES

BE IT RESOLVED that an application be made to incorporate Bible Echoes Ministries, an unincorporated non profit association, under the laws of the State of Mississippi under the corporate name of Bible Echoes Ministries, Inc. and that Earl L. Rounsaville, Louise M. Rounsaville and Candis L. Rounsaville, all being members of the association and adult resident citizens of the State of Mississippi, be, and they are, hereby designated incorporators of Bible Echoes Ministries and are hereby authorized and directed to execute an application for such Charter of Incorporation and to do any an all other things necessary and convenient to the obtaining of said Charter.

CERTIFICATE

I, Louise M. Rounsaville, Secretary of Bible Echoes Ministries, an unincorporated association, hereby certify that the above and foregoing is a true and correct copy of a Resolution unanimously passed by all of the members of the association at a meeting of said members held on March 18, 1985, as the same appears on the minutes of the association, of which I am the official custodian.

WIENESS MY SIGNATURE on this, the 18th day of March, A.D., 1985.

Louise M. Rounsaville
SECRETARY

THE CHARTER OF INCORPORATION

OF

BIBLE ECHOES MINISTRIES, INC.

(A Mississippi Nonprofit Corporation)

I.

The name of the corporation is Bible Echoes Ministries, Inc.

II.

The names, street addresses and post office addresses of the incorporators are as follows, to-wit:

NAME	ADDRESS
Earl L. Rounsaville	Route 5 Box 323 Hattiesburg, Mississippi 39401
Louise M. Rounsaville	Route 5 Box 323 Hattiesburg, Mississippi 39401
Candis L. Rounsaville	Route 5 Box 117 Hattiesburg, Mississippi 39401

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

III.

The domicile of the corporation is Route 5, Box 323, Hattiesburg, Forrest County, Mississippi, 39401.

IV.

The corporation is a nonprofit, religious society, and no shares of stock shall be issued.

V.

The period of existence shall be perpetual.

VI.

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

(a) To furnish preaching and musical leadership, songs and instrumentalists at Christian evangelical meetings, to purchase and sell music, literature, tapes, books and other materials related to Christian evalgelical activities, to record music and produce tapes and records, to publish music and to conduct music schools as the same relate to Christian evangelical activities, to use all available communication agencies and instrumentalities such as public meetings, gospel concerts, letters, radio, television, publishing, cassette recordings, records, video cassette recordings, satellite transmissions, and all other communication avenues as well as counseling centers, to solicit and receive free will offerings, contributions, and other gifts and use such funds to promote the work throughout the United States and other countries.

(b) In the event of dissolution of the corporation, all of the remaining assets of the corporation shall be distributed to such Christian evengelical organizations as have been determined tax exempt under Section 501(c)(3) of the Internal Revenue Code of the United States of 1954, as amended, or any similar provision to be hereinafter enacted; the particular organization or organizations to which distribution is to be made hereunder are to be selected by a majority vote of the entire Board of Directors of the corporation.

(c) To have and exercise all of the powers permitted by the laws of the State of Mississippi, provided, however, that the exercise of such powers conferred by said statutes is restricted to those powers which it is reasonably necessary for the corporation to exercise in the furtherance of the purposes of the corporation as set forth hereinabove.

VII.

This corporation is organized and shall be operated exclusively for religious purposes; no part of the earnings shall inure to the benefit of any individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth hereinabove; and, notwithstanding any other provision of this Charter, this corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax or a corporation, contributions to which are deductible under the Internal Revenue Code.

VIII.

The corporation shall not be required to make publication of its Charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for nonpayment of dues, shall vest in each member the right to one (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 dreditors.

IX.

There shall be on class of members of the corporation. Upon becoming a director of the corporation, a person shall automatically become a voting member of the corporation, and upon ceasing to be a director of the corporation, a person shall automatically cease to be a member. Each member shall be entitled to one vote on each issue to come before a meeting of the members.

SIGNATURES OF INCORPORATORS

Earl L. Rounsaville
EARL L. ROUNSAVILLE

Louise M. Rounsaville
LOUISE M. ROUNSAVILLE

Candis L. Rounsaville
CANDIS L. ROUNSAVILLE

STATE OF MISSISSIPPI

COUNTY OF FORREST

Personally appeared before me, the undersigned authority in and for the above jurisdiction, the within named Earl L. Rounsaville, Louise M. Rounsaville and Candis L. Rounsaville, incorporators of Bible Echoes Ministries, Inc., who acknowledged that they signed and executed the above and foregoing Charter of Incorporation as their act and deed on this the 14 day of March, A.D., 1985.

NOTARY PUBLIC

My Commission Expires:

1-1-88

Received at the office of the Secretary of State, this the 19th day of March A.D., 1985, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mayhew
SECRETARY OF STATE

Jackson, Mississippi

March 19, 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.

Edwin Lloyd Pittman
ATTORNEY GENERAL

By Richard M. Allen
Special Assistant Attorney General

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

CT 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 19th day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF CT HUNTING CLUB

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

Be it resolved by the members of CT 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 Charles Taylor and W. C. Taylor and Donald J. Barlow are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named CT HUNTING CLUB, INC.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, DONALD BARLOW, 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 7th, _____, at February, 1985 at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 19th

day of February 1985

Secretary [signature]
DONALD BARLOW

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 307 PAGE 14 NON-PROFIT

THE CHARTER OF INCORPORATION OF

CT HUNTING CLUB, INC.

1. The corporation title of said company is: CT 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
Charles Taylor	4 David Street	Natchez	MS 39120
W. C. Taylor	720 Morgan Avenue	Natchez	MS 39120
Donald J. Barlow	Rt. 1, Box 81	Roxie	MS 39661

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

3. The domicile is at 4 David Street (Street and No.) Natchez (City) MS (State)

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

No shares of stock are to be issued, the Corporation being non-profit and also being a fraternal type organization as authorized by the provisions of Section 79-11-1, Mississippi Code of 1972, Annotated.

5. Period of existence shall be perpetual.

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

The purpose of the corporation shall be to foster and perpetuate the practice of outdoor recreation in the form of hunting, fishing and the conservation and propagation of game and fish. The Corporation shall have the right and power to lease lands to promote the purpose of the corporation and shall adopt by-laws, in conformity with the laws of the State of Mississippi, in order that the Corporation might be properly managed. The Corporation shall have all rights and powers within the laws of this State, to achieve the purpose of its creation.

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:

Donald J. Barlow
DONALD J. BARLOW

Charles Taylor
CHARLES TAYLOR

W. C. TAYLOR

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of ADAMS

This day personally appeared before me, the undersigned authority CHARLES TAYLOR and W. C. Taylor and Donald J. Barlow incorporators of the corporation known as the CT 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 19th day of FEBRUARY, 1985

My Commission Expires: 6-9-86 Carolyn A. Bradley

Received at the office of the Secretary of State this the 11th day of March A.D., 1985, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mayhew
Secretary of State

Jackson, Miss., March 14, 1985

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.

Edwin Lloyd Pittman
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

D-L 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 19th day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dave Molpus

Secretary of State

RESOLUTION OF D-L 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 D-L 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 Rex Yancy, Harold Sumrall and Mack Stevens are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named D-L 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, Harold Sumrall, 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 March 4, 1985 at Quitman, Mississippi, 39355 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 March 1985

Secretary Harold Sumrall

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 307 PAGE 18

NON-PROFIT

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is: D-L 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
Rex Yancy	413 East Franklin Street	Quitman	MS
Harold Sumrall	Rt. 4, Box 318, Ridgewood Dr.	Quitman	MS
Mack Stevens	200 Betty Circle	Quitman	MS

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

3. The domicile is at 113 Main Street (Street and No.) Quitman (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.)

No shares of stock are to be issued being a non-profit and also being a fraternal type organization as authorized by the provisions of Section 79-11-1, Mississippi Code of 1972, Annotated.

5. Period of existence shall be perpetual.

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

The purpose of the corporation is for outdoor recreation in the form of hunting, fishing, conservation, and propagation of game and fish. The corporation shall have the right and power to lease land to promote the purpose of the corporation and shall adopt by laws, and conform to the laws of the State of Mississippi, in order that the corporation might be properly managed. The corporation shall have all rights and powers, within the laws of this State, to achieve the purpose of its creation.

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:

Rex Yancy
REX YANCY

Harold Sumrall
HAROLD SUMRALL

Mack Stevens
MACK STEVENS

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of CLARKE

This day personally appeared before me, the undersigned authority Rex Yancy, Harold Sumrall, Mack Stevens, _____, _____, _____

incorporators of the corporation known as the D-L Club

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 6th day of March, 1985.

My Commission Expires Feb. 8, 1987. Kathy H. Evans

Received at the office of the Secretary of State this the 11th day of March A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Molpus
Secretary of State

Jackson, Miss., March 14th, 1985

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.

Edwin Lloyd Pittman
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

COTTON TAIL 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 19th day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dine Morgan

Secretary of State

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

Be it resolved by the members of Catton Tail 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 Odell Joyner, Glen Rigdon, Charles Logan are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Catton Tail Hunting 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, Charles Logan, 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 March 1 1985 at R# 3 Union, 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 First day of March 1985

Secretary Charles Logan

C-30-3

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

BOOK 307 PAGE 22

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

COTTON TAIL HUNTING CLUB

1. The corporation title of said company is:

COTTON TAIL 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
Odell Joyner	Rt. 3, Box 169	Union,	Mississippi 39365
Glen Rigdon	Rt. 2, Box 223	Little Rock,	Mississippi 39337
Charles Logan	Rt. 2, Box 249	Little Rock,	Mississippi 39337

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

3. The domicile is at Route 3, Box 169 (Street and No.) Union, (City) Mississippi 39365 (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.)

It is a non-profit fraternal corporation as authorized by §79-11-1, et seq, Mississippi Code of 1972, 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: as a hunting club.
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 §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.

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:

Odell Joyner

Glen Rigdon

Charles Logan

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Neshoba

This day personally appeared before me, the undersigned authority Odell Joyner, Glen Rigdon, Charles Logan

incorporators of the corporation known as the

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 1st day of March 1985

My Commission Expires My Commission Expires August 20, 1987 Mary L. Houston

(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 11th day of March A.D., 1985 together with the sum of $200.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mayhew

Secretary of State

Jackson, Miss., March 14 1985

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.

Edwin Lloyd Pittman

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

ETHRIDGE BLUFF 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 19th day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dave Molpus

Secretary of State

RESOLUTION OF Ethridge Bluff Hunting Club

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

Be it resolved by the members of Ethridge Bluff 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 Grady J. Scarbrough, T. J. Archie, Thomas Kittrell and Mary Kittrell are elected, appointed, designated and authorized to act as incorporators in applying for a charter of thi association to be named Ethridge Bluff Hunting Club, Inc.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Mary E. Kittrell, 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. 12, 1984 at Rt. 2, Box 124-A, Collinsville, Ms 39325 at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the Ninth

day of March 1985

Secretary Mary E. Kittrell

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 307 PAGE 26 NON-PROFIT

THE CHARTER OF INCORPORATION OF

ETHRIDGE BLUFF HUNTING CLUB

1. The corporation title of said company is: ETHRIDGE BLUFF 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
Grady J. Scarbrough	Route 2, Box 124-A	Collinsville,	Mississippi
T. J. Archie	Route 1,	Chunky,	Mississippi
Thomas Kittrell	Route 2, Box 124	Collinsville,	Mississippi
Mary Kittrell	Route 2, Box 124	Collinsville,	Mississippi

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

3. The domicile is at Route Two, Box 124-A, Collinsville, Mississippi
(Street and No.) (City) (State)

4. (Here set out that the corporation is NonProfit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 79-11-1, Code of Mississippi fo 1972, and amendments thereto.)
non-profit
It is a/fraternal corporation, 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:

For hunting and wildlife management

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-20-1

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:

Grady J. Scarbrough — Mary Kittrell

T. J. Ritchie

Thomas Kittrell

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Lauderdale

This day personally appeared before me, the undersigned authority

Grady J. Scarbrough, Thomas Kittrell,

T. J. Ritchie, Mary Kittrell,

incorporators of the corporation known as the Pithridge Bluff 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 18th day of January, 1985

My Commission Expires

(NOTARIAL SEAL) Faye R. Houston

My Commission Expires August 20, 1987

Received at the office of the Secretary of State this the 11th day of March A.D., 1985, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Molpus

Secretary of State

Jackson, Miss., March 14, 1985

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.

Edwin Lloyd Pittman

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

GRENADA COUNTY COMMUNITY FUND, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 19th day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dave Molpus

Secretary of State

BOOK 307 PAGE 29

RESOLUTION OF Grenada County Community Fund

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

Be it resolved by the members of Grenada County Community Fund an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that Homer Harrison, Mrs. Nellie C. Hooker, and Reginald M. Spears are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Grenada County Community Fund; 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, Nellie Clay Hooker, 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 1-31-1985 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 Jan. 1985

Secretary Nellie Clay Hooker

1/31/85

My Commission Expires Nov. 20, 1986

Harris M. Stewart

C-30-3

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

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is: Grenada County Community Fund, 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
Mr. Homer Harrison	1054 Fox Street	Grenada	Miss.
Mrs. Nellie C. Hooker	504 Plum Street	Grenada	Miss.
Mr. Reginald M. Spears	830 W. Pearl Street	Grenada	Miss.

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

3. The domicile is at 1054 Fox Street (Street and No.) Grenada (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.)

This is a non-profit corporation and no shares of stock shall be issued. It is a civic improvement, charitable corporation.

5. Period of existence shall be perpetual.

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

To provide assistance to those in need in cases of emergency, such as fires, floods, hunger, transportation to medical facilities, and stranded persons.

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:

Homer Harrison — Chairman

[illegible] — [illegible]

Reginald M. Spears — Treasurer

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Grenada

This day personally appeared before me, the undersigned authority Homer Harrison, Nellie C. Hooker, Reginald M. Spears, incorporators of the corporation known as the Grenada County Community Fund, Inc. who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 7th day of March, 1985

My Commission Expires My Commission Expires Nov. 20, 1986 [illegible]

(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 11th day of March A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Morgan

Secretary of State

Jackson, Miss., March 14th, 1985

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.

Edwin Lloyd Pittman

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 WARREN COUNTY HOMEOWNERS, 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 March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Morgan

Secretary of State

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

Be it resolved by the members of Northeast Warren County Homeowners Association an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that John W. Redditt, Charles Hintson, Frances Grey, Jimelle Mathes

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Northeast Warren County Homeowners, 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.

John W. Redditt	Rt. 3, Box 313, Vicksburg, MS 39180
Charles Hintson	Rt. 3, Box 33, Redwood, MS 39156
Frances Grey	Rt. 3, Box 311A, Vicksburg, MS 39180
Jimelle Mathes	Rt. 3, Box 304, Vicksburg, MS 39180

CERTIFICATE

I, Frances Grey, 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. 4th, 1984 at Oak Ridge, Warren 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 19th day of February

Secretary X Frances Grey
Frances Grey

C-30-3

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

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is:
   Northeast Warren County Homeowners, Inc.

2. The names and post office address of the incorporators are: P. O. Box 1668, Vicksburg, MS 39180
   (The application must show affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
John W. Redditt	Rt. 3, Box 313	Vicksburg, MS 39180	
Charles Hintson	Rt. 3, Box 33	Redwood, MS 39156	
Frances Grey	Rt. 3, Box 311A	Vicksburg, MS 39180	
Jimelle Mathes	Rt. 3, Box 304	Vicksburg, MS 39180	

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

3. The domicile is at Oak Ridge Church, Oak Ridge Rd, Warren Co., Vicksburg, MS 39180
   (Street and No.) P. O. Box 1668 (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 to 1972, and amendments thereto.)

This shall be a non-profit corp, and no shares are to be issued. It is a fraternal, civic improvement and charitable corporation. as authorized by §79-11-1, Mississippi Code of 1972.

5. Period of existence shall be perpetual.

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

   Shall be to promote but no limited to the support of a volunteer firemen organization or auxilary; community recreational facilities (park, playground, etc.); boys club, little league, etc; non profit business leagues dedicated to the betterment of our community invironment, educating our people through participating in values of interest and having speakers to inform us of community, county state awareness.

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:

x John W. Redditt, President

x Charles Hinton, Vice-President

x Frances Grey, Secretary

x Jimelle Mathes, Treasurer

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of _____

This day personally appeared before me, the undersigned authority John W. Redditt, Charles Hintson, Frances Grey, Jimelle Mathes, Northeast Warren County Homeowners, Inc. incorporators of the corporation known as the who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 19th day of February, 1985

My Commission Expires 5/20/87

(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 11th day of March A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mayhew
Secretary of State

Jackson, Miss., March 14, 1985

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.

Edwin Lloyd Pittman
Attorney General

By Richard M. Allen
Assistant Attorney General
Special

C-30-2

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

CHAPTER #17, DISABLED AMERICAN VETERANS
DEPARTMENT OF OCEAN SPRINGS, MS, 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 19th day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF Chapter #17, Disabled American Veterans Department of Ocean Springs, MS, 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 Chapter #17, Disabled American Veterans 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 Hubert D. Kirk, Sr., Lonnie Arnold and Howard Alexander are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Chapter #17, Disabled American Veterans, Department of Ocean Springs, MS, 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, _____, 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 _____, _____, at _____ at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the _____

day of _____, _____

Secretary _____

C-30-3

Filed by Secretary of State, State of Mississippi, Jackson

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

BOOK 307 PAGE 38 NON-PROFIT

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is:
   Chapter #17, Disabled American Veterans, Department of Ocean Springs, MS, 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	
Hubert D. Kirk, Sr.	6336 Malory Drive	Ocean Springs	MS	39564
Lonnie Arnold	16000 Racetrack Rd.	Biloxi	MS	39532
Howard Alexander	6120 Garraway Circle	Ocean Springs	MS	39564

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

3. The domicile is at Rose Farm Community Center
   Rose Farm Road (Street and No.) Ocean Springs (City) MS 39564 (State)
   P.O. Box 714 Ocean Springs MS 39564
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 NonProfit and no shares of stock shall be issued. It is a civic improvement and charitable and fraternal association designed to help its member as set forth in item 6. below.

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 uphold the Constitution and laws of the United States, to realize the true American ideals and aims for which those eligible to membership fought, to advance the interest and work for the betterment of all wounded, gassed, injured and disabled veterans, to cooperate with the United States Veterans Administration and all other public and private agencies devoted to the cause of improving and advancing the condition, health and interest of all wounded, gassed, injured and disabled veterans, to stimulate a feeling of mutual devotion, helpfulness and comradeship among all wounded, gassed, injured and disabled veterans, to serve our comrades, our communities and our country

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

and to encourage in all people that spirit of understanding which will guard against future wars. This corporation is limited to such as will qualify it as an exempt organization under Internal Revenue Section 501 (c) (4). This corporation will not, as a substantial part of its activities carry on propaganda or otherwise attempt to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

BOOK 307 PAGE 40

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:

Hubert D. Kirk Sr.
Hubert D. Kirk, Sr.

Lonnie Arnold
Lonnie Arnold

Howard Alexander
Howard Alexander

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of JACKSON

This day personally appeared before me, the undersigned authority HUBERT D. KIRK, SR. LONNIE ARNOLD, HOWARD ALEXANDER, incorporators of the corporation known as the Chapter #17, Disabled American Veterans, Dept. of Ocean Springs, MS 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 8th day of March, 1985

My Commission Expires: 8/5/87 Cindy R. Murry - Notary Public

Received at the office of the Secretary of State this the 11th day of March A.D., 1985, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mayhew
Secretary of State

Jackson, Miss., March 14th, 1985

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.

Edwin Lloyd Pittman
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

PINE FOREST COMMUNITY 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 19th day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION

WHEREAS, Pine Forest Community Hunting Club, a non-profit fraternal organization was heretofore formed and organized at Pine Forest Community in Webster County, Mississippi; and,

WHEREAS, the members of said organization met in a meeting duly called for the purpose of authorizing the incorporation of the organization, an unincorporated association, on the 8th day of October, 1983, in Stewart, Mississippi, and empowered, directed and authorized the members hereinafter named to apply for a Charter of Incorporation for said organization in the State of Mississippi under the name of "Pine Forest Community Club, Inc."

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

CERTIFICATE

We hereby certify that the above and foregoing is a true and correct copy of a resolution adopted by Pine Forest Community Hunting Club, an organization, had and done on the 8th day of October, 1983, at a duly convened meeting and duly recorded in the official minutes of said organization.

WITNESS our signatures, the 8th day of October, 1983.

Sidney H Castle
Sidney Castle, President

Kenny May
Kenny May, Vice President

Emmett L. May
Emmett May, Secretary & Treasurer

THE CHARTER OF INCORPORATION
OF
PINE FOREST COMMUNITY HUNTING CLUB

I.

The corporate title of said Company is PINE FOREST COMMUNITY HUNTING CLUB, INC.

II.

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

NAME	ADDRESS	CITY	STATE
Sidney Castle	Rt. 1,	Stewart	Mississippi
Kenny May	Rt. 1, Box 86	Stewart	Mississippi
Emmett May	Rt. 1, Box 218	Stewart	Mississippi

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

III.

The domicile and address of the corporation is at Pine Forest Community, in Webster County, Mississippi.

IV.

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

V.

The period of existence shall be perpetual.

VI.

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

A. An incorporated fraternal organization to promote friendship and brotherhood among its members including the managing, supervising, operating or otherwise engaging in any and all form of legitimate indoor or outdoor recreational activities, entertainments, amusements, sports,

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

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

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

VII.

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

Signatures of the incorporators:

Sidney H Castle
Sidney Castle

Kenny May
Kenny May

Emmett L. May
Emmett May

STATE OF MISSISSIPPI
COUNTY OF WEBSTER

This day personally appeared before me, the undersigned authority in and for the county and state aforesaid, the within named, Sidney Castle, Kenny May, Emmett May, incorprators of the corporation known as Pine Forest Community Club, Inc., each and all of whom acknowledged that they each signed and executed the above and foregoing Charter of Incorporation as their act and deed on the 10th day of October, 19 83.

June L. Castle, Circuit Clerk
NOTARY PUBLIC
By Christine N. May
Deputy Circuit Clerk

My commission expires:
1-4-88

STATE OF MISSISSIPPI

COUNTY OF WEBSTER

This day personally appeared before me, the undersigned authority in and for the county and state aforesaid, the within named, Emmett L. May, incorprator of the corporation known as Pine Forest Community Club, Inc. who acknowledged that he signed and executed the above and foregoing charter of incorporation as his act and deed on the 10th day of October, 1983.

Signature of the incorporator:

Emmett L. May

Emmett L. May

Given under my hand and seal of office, this 10th day of October, 1983.

June L. Castle, Circuit Clerk
Notary Public

By Christina N. May
Deputy Circuit Clerk

My commission expires:
1-4-88

Received at the office of the Secretary of State this the 14th day of March, A. D., 1985, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mayhew
SECRETARY OF STATE

Jackson, Mississippi
March 14 A.D., 1985

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.

Edwin Lloyd Pittman
ATTORNEY GENERAL

By Richard M. Allen
Special Assistant Attorney General

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

DON WARD MINISTRIES, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 19th day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

CERTIFIED COPY OF RESOLUTION
ADOPTED BY
DON WARD MINISTRIES, INC.

At a duly called and legally held meeting of DON WARD MINISTRIES, INC. organization held on 22 day of February, 1985, at which a quorum of the members were present, upon motion duly made and seconded and unanimously adopted, it was:

RESOLVED, that the DON WARD MINISTRIES, INC. file an application with the Secretary of State of the State of Mississippi to apply for a charter as a nonprofit corporation, to be named DON WARD MINISTRIES, INC., as provided by law and that the purpose of filing said application is that the following persons, all of whom are adult resident citizens of the State of Mississippi over the age of twenty-one years and members of DON WARD MINISTRIES, INC., may be authorized to execute an application for the Charter of Incorporation of the DON WARD MINISTRIES, INC., said persons being:

DON WARD
P.O. Box 1953, 2317 19th Ave.
Gulfport, Mississippi 39501

PAT WARD
P.O. Box 1953, 2317 19th Ave.
Gulfport, Mississippi 39501

DAVID HODGES
607 Gardendale
Long Beach, Mississippi 39560

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

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

I, PAT WARD, Secretary of the DON WARD MINISTRIES, INC. organization, hereby certify that the foregoing is a true and correct copy of certain resolutions adopted by the DON WARD MINISTRIES, INC., organization which are now in full force and effect and have not been amended or rescinded by any action of said organization.

CERTIFIED this, Feb. 22 1985

Patricia Ward
SECRETARY (PAT)

THE CHARTER OF INCORPORATION
OF
DON WARD MINISTRIES, INC.

I

THE CORPORATE TITLE OF SAID COMPANY IS:
DON WARD MINISTRIES, INC.

II

THE names and Post Office addresses of the incorporators are:

DON WARD	P.O. BOX 1953 , 2317 19th Ave. Gulfport, Mississippi 39501
DAVID HODGES	607 Gardendale Long Beach, Mississippi 39560
Pat Ward	P.O. BOX 1953, 2317 19th Ave. Gulfport, Mississippi 39501

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

III

The domicle of the corporation is P.O. Box 1953, 2317 19th Ave. Gulfport, Mississippi 39620. It is a charitable and religious corporation.

IV

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

V

The period of existance shall be perpetual.

VI

The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are

to be exercised by said corporation, which said rights and powers shall be limited to those reasonable necessary to accomplish the stated purpose of the association being incorporated are:

A. To engage in a preaching and teaching ministry of promoting and spreading the full gospel of Jesus Christ. To use any and all types of media in furthering this ministry, which would include but not be limited to radio, television, and news publications. To utilize the services of those called by God to preach and teach. This would include both Ordained Ministers of God and laymen. To pay salaries to full time employees and to provide necessary transportation for employees and workers.

B. To publish and distribute magazines, books, and other literature and to make and distribute audio and video tapes which promote the Gospel of Jesus Christ.

C. To solicit and receive free will offerings and contributions and to use such funds to promote the work of this ministry throughout the United States and other Countries. To set up teaching seminars, crusades and revivals to further the work of this ministry in winning the lost for Christ.

D. To share with religious believers everywhere the full gospel of Jesus Christ, including Jesus as the baptiser in the Holy Spirit and as healer and provider, and deliverer from all evil.

E. To work and promote spiritual unity among Christian believers, to foster fellowship among all demonations, to encourage every individual reached to be a member of and to participate in a local church.

F. To help people recognize their role and relationship according to the Holy Scriptures.

G. To construct, operate, maintain, and improve and to buy, own, sell, convey, assign, mortgage, or lease any real

estate and any personal property necessary for the attainment of this corporation's purposes and objectives.

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

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

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

K. As a branch and partial objective of the ministry of DON WARD MINISTRIES, INC., to establish churches and faith teaching centers, Christian Schools, and Bible Schools throughout the United States and other countries.

L. To license and ordain others into the Ministry of preaching and teaching the Gospel of the Living Word.

M. 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 dirtributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Not withstanding any other provision of these articles, the cor-

poration 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 Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) is a corporation, contribution to such 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).

N. Upon 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 the corporation in such a manner or to such organization or organizations organized and operated exclusively for such pruposes or to organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

VII

This corporation shallnot be required to make publications or its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expusion the 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 member in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

Dated Feb 22 ,A.D., 1985

Donald H Ward

David Hedges

Pat Ward

STATE OF MISSISSIPPE

COUNTY OF Panola

This day personally appeared before me, the undersigned authority in and for said county and state, DON WARD, DAVID HODGES, and PAT WARD, incorporators of the corporation known as DON WARD MINISTRIES, INC., who acknowledged that they signed and delivered the above and forgoing Charter of Incorporation as their act and deed on this the 22nd day of February, A.D., 1985

Debra W. Garley

NOTARY PUBLIC

MY COMMISSION EXPIRES My Commission Expires Feb. 19, 1987

The DON WARD MINISTRIES, INC., organization has projected an extimated income of $10,000 for the next two (2) years.

The coroporation does not do any commerical selling through the DON WARD MINISTRIES, INC., organization.

Let it be here-by known that there will be other members of the board of directors other than faimly in the DON WARD MINISTRIES, INC., organization as the ministry grows.

Donald Ward
President

County of Panola

This day personally appeared before me, the undersigned authority in and for the State and County aforesaid, the within named Donald Ward

Given under my hand and official seal of office, This the 22nd day of February 1985.

My commission Expires My Commission Expires Feb. 14, 1988

Debra W. Dailey
Notary Public

Received at the office of the Secretary of State, this the 11th day of Mar A.D. 1985 together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mayhew
SECRETARY OF STATE

Jackson, Miss.,
March 14, 1985

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.

Edwin Lloyd Pittman
ATTORNEY GENERAL

By Richard M. Allen
Special Assistant Attorney General

BOOK 307 PAGE 58

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

PEARL RIVER VALLEY CHAPTER
RAILWAY HISTORICAL SOCIETY

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 19th day of March, A. D., 1985.

Attest:

Dick Molpus
Secretary of State.

William A. Allain
Governor.

CERTIFIED COPY OF RESOLUTION
ADOPTED BY

BOOK 307 PAGE 59

AT A MEETING OF THE MEMBERS HELD ON

AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF

WHEREAS, Pearl River Valley Chapter, National Railway Historical Soc. 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 Pearl River Valley Chapter, National Railway Historical Society that its charter is amended as follows:

Item #6 changed to read: The purpose for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization 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.

CERTIFICATE

I, Christopher V. Matthews, President or Secretary of Pearl River Valley Chapter, National Railway Hist. Soc. do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by the members of Pearl River Valley Chapter, National Railway Historical Soc. in a meeting assembled on the 4th day of March, 19 85, in Poplarville, Mississippi.

WITNESS MY SIGNATURE, this 7th day of March, 19 85

Christopher V. Matthews
President or Secretary

C-30A-2

ARTICLES OF AMENDMENT TO THE
CHARTER OF INCORPORATION
OF

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

FIRST: Change item #6 to read:
The purpose for which the corporationx is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these articles, this organization shall not carry on by any other activities not permitted to be carried on by an organization 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.

SECOND: The amendment of the Charter of Incorporation was adopted by the members of the corporation on March 4th, 19 85, at a regular meeting of the members of the corporation at Poplarville, Mississippi.

DATED: This the 7th day of March, 19 85

SIGNED: Pearl River Valley Chapter-NRHS
(Name of Corporation)
Christopher V. Matthews, Pres.
BY: Christopher V. Matthews, Pres.
President or Secretary

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF PEARL RIVER

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Christopher V. Matthews,

President or Secretary of Pearl River Valley Chapter-NRHS, who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of Pearl River Valley Chapter-NRHS, on this the 7th day of March, 19 85

Ona L. Berger
NOTARY PUBLIC

My Commission expires: July 11, 1987

C-30A-1

Received at the office of the Secretary of State, this the 14th day of Mar. A.D., 1985 together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Molpus
SECRETARY OF STATE

Jackson, Mississippi

March 14, 1985

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.

Edwin Lloyd Pittman
ATTORNEY GENERAL

By Richard M. Allen
Special Assistant Attorney General

BOOK 307 PAGE 62

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

COLUMBUS-LOWNDES ASSOCIATION FOR HANDICAPPED CITIZENS

changed from:

LOWNDES COUNTY ASSOCIATION FOR RETARDED CITIZENS

is hereby 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* 19th day of March, A. D., 1985.

Attest:

Dick Molpus

Secretary of State.

William A. Allain

Governor.

CERTIFIED COPY OF RESOLUTION
ADOPTED BY

Lowndes County Association for Retarded Citizens

AT A MEETING OF THE MEMBERS HELD ON

May 21, 1984

AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF

Lowndes County Association for Retarded Citizens

WHEREAS, Lowndes County Association for Retarded Citizens 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 Lowndes County Association for Retarded Citizens that its charter is amended as follows:

The corporate name is amended to read as follows:
"Columbus-Lowndes Association for Handicapped Citizens."

CERTIFICATE

I, Milton B. Fields, President ~~or~~ ~~Secretary~~ of Lowndes County Association for Retarded Citizens do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by the members of Lowndes County Association for Retarded Citizens in a meeting assembled on the 21st day of May, 1984, in Columbus, Mississippi.

WITNESS MY SIGNATURE, this 19 day of December, 1984

x _____
President ~~or Secretary~~
Milton B. Fields

C-30A-2

BOOK 307 PAGE 64

ARTICLES OF AMENDMENT TO THE
CHARTER OF INCORPORATION
OF

Lowndes County Association for Retarded Citizens

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

FIRST: The name of the organization is hereby changed to COLUMBUS-LOWNDES ASSOCIATION FOR HANDICAPPED CITIZENS.

SECOND: The amendment of the Charter of Incorporation was adopted by the members of the corporation on May 21, 19 84, at a regular meeting of the members of the corporation at Columbus, Mississippi.

DATED: This the 19th day of December, 19 84

SIGNED: LOWNDES COUNTY ASSOCIATION FOR RETARDED CITIZENS
(Name of Corporation)

X BY: [signature]
President ~~or Secretary~~
Milton B. Fields

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF Lowndes

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Milton B. Fields,

President ~~or Secretary~~ of Lowndes County Association for Retarded Citizens, who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of Lowndes County Association of Retarded Citizens, on this the 19 day of December, 19 84

[signature]
NOTARY PUBLIC

My Commission expires:
1/21/88

C-30A-1

Received at the office of the Secretary of State, this the 11th day of March A.D., 1985, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Molpus
SECRETARY OF STATE

Jackson, Mississippi

March 14, 1985

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.

Edwin Lloyd Pittman
ATTORNEY GENERAL

By Richard M. Allen
Special Assistant Attorney General

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

BELHAVEN 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 20th day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF Belhaven Arts,

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 Belhaven Arts, 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 Loy Moncrief, Alex A. Alston, Jr., Sarah J. Alston are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Belhaven Arts, 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 F. Nichols, 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 March 11, 1985 at 121 North State Street, Jackson, Mississippi at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 11th

day of March 1985

Secretary Mary F. Nichols

C-30-3

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

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is:

   Belhaven Arts, Inc.

2. The names and post office address of the incorporators are:
   (The application must show affirmatively that all incorporators are adult residents 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
Loy Moncrief	1032 Riverview Drive	Jackson	MS 39202
Alex A. Alston, Jr.	1304 Poplar Boulevard	Jackson	MS 39202
Sarah J. Alston	1304 Poplar Boulevard	Jckson	MS 39202

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

3. The domicile is at 121 North State Street, P.O. Drawer 1532, Jackson MS 39215-1532
   (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.)

   See Exhibit "A" attached hereto

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 Exhibit "B" attached hereto

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"

This civic improvement society to promote and further the arts and crafts in the Belhaven area shall be incorporated as a non-profit civic improvement corporation and shall issue no shares of stock. The officers of the corporation, as provided by the By-Laws of the corporation, shall be elected by its members, in the manner therein set out, and shall serve until their successors are elected and have qualified. The officers shall be elected at the organizational meeting to serve until their successors are elected and qualified as provided by the By-Laws of said corporation. The annual meeting of the corporation shall be held on the second Tuesday of February of each year, and all other meetings shall be held at such time and place as may be fixed by the officers and directors of said corporation. The officers shall serve without compensation but shall be entitled to the necessary expenses, including travel expenses, incurred in the discharge of their duties.

EXHIBIT "B"

(A) To foster the growth of arts and crafts in the Belhaven area;

(B) To sponsor exhibits and art events of various kinds, including art sales;

(C) To construct, operate, maintain and improve, and to buy, own, sell, convey, assign, mortgage or lease any real estate and any personal property necessary or incident to the growth and promotion of arts and crafts in the Belhaven area;

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

(E) To enter into any kind of activity, and to perform and carry out contracts of any kind necessary to, or in connection with, or incidental to accomplishment of the non-profit purposes of the corporation.

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

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:

Loy Moncrief

Mrs Sarah Jane Givens Alston

Alex A. Alston Jr.

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Hinds

This day personally appeared before me, the undersigned authority Loy Moncrief, Alex A. Alston, Jr. Sarah J. Alston

incorporators of the corporation known as the Belhaven Arts, 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 March 1985

My Commission Expires June 10, 1987 Pauline Hand Cochran

(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 12th day of March A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Molpus

Secretary of State

Jackson, Miss., March 18th, 1985

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.

Edwin Lloyd Pittman

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

DIAMONDHEAD ACADEMY, 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 20th day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dave Mayhew

Secretary of State

RESOLUTION OF DIAMONDHEAD ACADEMY

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

Be it resolved by the members of Diamondhead Academy 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 Talbot Steel, Diana Bennett, Peggy Ladner and Bonnie King are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Diamondhead Academy, 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, Peggy Ladner, 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 March 5 at 7600 Fairway Drive, Bay St. Louis, Miss. 39520 at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 12th day of March, 1985

Secretary Peggy Ladner

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

DIAMONDHEAD ACADEMY, INC.

1. The corporation title of said company is:

   Diamondhead Academy, 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
Talbot Steel	7600 Fairway Drive	Bay St. Louis	Miss. 39520
Diane Bennett	666 Ahiahi Place	Bay St. Louis	Miss. 39520
Peggy Ladner	98165 Golf Club Drive	Bay St. Louis	Miss. 39520
Bonnie King	8703 Pine Ridge	Bay St. Louis	Miss. 39520

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

3. The domicile is at 98165 Golf Club Drive (Street and No.) Bay St. Louis (City) Miss. 39520 (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.)

   Diamondhead Academy, Inc. is a NonProfit corporation and no shares of stock shall be issued. The type of organization is a school. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizatons 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.

5. Period of existence shall be perpetual.

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

   To perform all acts necessary for the establishment and furtherance of a school of 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 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: Talbot Steel, Bonnie King, Diane Bennett, Peggy Ladner

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of HANCOCK

This day personally appeared before me, the undersigned authority

Talbot Steel, Diane Bennett, Peggy Ladner, Bonnie King

incorporators of the corporation known as the Diamondhead Academy, 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 March, 1985

My Commission Expires (NOTARIAL SEAL) My Commission Expires July 2, 1988

Jeanette R. Bell

Received at the office of the Secretary of State this the 13th day of March A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dine Mangum

Secretary of State

Jackson, Miss., March 18, 1985

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.

Edwin Lloyd Pittman

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

HANCOCK 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 20th day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

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

Be it resolved by the members of HANCOCK 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 BW Whittington, Rod Sterling John Williams are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named HANCOCK HUNTING Club, INC; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, John Williams, 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 15, 1985 at HANCOCK HUNTING Club at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 11th day of March 1985

Secretary John Williams

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 307 PAGE 78 NON-PROFIT

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is:
HANCOCK HUNTING CLUB, INC.

2. The names and post office address of the incorporators are:
(The application must also 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
B.W. WHITTINGTON	Rt 2 BOX 198	GLOSTER	MS
ROD STERLING	Rt 2	GLOSTER	MS
JOHN WILLIAMS	Rt 6 BOX 404	NATCHEZ	MS

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

3. The domicile is at CASTON CREEK ROAD (Street and No.) GLOSTER (City) MS (State)

4. (Here set out that the corporation is NonProfit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 79-11-1, Code of Mississippi to 1972, and amendments thereto.)
THIS IS A NON-PROFIT CORPORATION AND THERE ARE NO SHARES OF STOCK AVAILABLE.
THIS IS A FRATERNAL ORGANIZATION.

5. Period of existence shall be perpetual.
yes

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:
TO LEASE, POLICE, AND SUPERVISE LANDS FOR HUNTING PRIVILEGES. TO BUILD, MAINTAIN, RENT OR LEASE LIVING ACCOMODATIONS FOR PERSONS ENGAGED IN HUNTING.

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:

Bw Whittington

Rod Sterling

John Williams

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Amite

This day personally appeared before me, the undersigned authority BW Whittington Rod Sterling John Williams

incorporators of the corporation known as the Hancock 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 11 day of MARCH 1985 19

My Commission Expires 1985 Sam M. Hand

(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 13th day of March A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Morgan

Secretary of State

Jackson, Miss., March 18th 1985

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.

Edwin Lloyd Pittman

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 PINEY WOODS 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 20th day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dave Molpus

Secretary of State

RESOLUTION OF The Piney Woods Hunting Club

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

Be it resolved by the members of The Piney Woods 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 Dale Hughes, Billy Bean, Ray Hughes, and E.D. Marsh.

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named The Piney Woods Hunting Club, Inc.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Dale Hughes, 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 Febuary, 27, at 1:30 pm at the resident of Ray Hughes at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 27th

day of Febuary 1985

Secretary Dale Hughes

C-30-3

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

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is: The Piney Woods 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
Dale Hughes	633 Beech St.	McComb	Miss.
Billy Bean Jr.	Route 2	Liberty	Miss.
E. D. Marsh	Route 2 Box 143 A	Liberty	Miss.
W. Ray Hughes	Route 2 Box 109	Liberty	Miss.

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

3. The domicile is at Route 2 Box 109 (Street and No.) Liberty (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.)

This corporation is non-profit, no shares of stock will be issued, and this is a hunting club. It is a fraternal corporation.

5. Period of existence shall be perpetual.

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

This corporation is a non-profit hunting club. The purpose for which it is created is to create a hunting club and to lease land for hunting purposes only. This corporation and every member will obey all laws and regulations of the State of Mississippi. It will support efforts which can assure good hunting for present and future generations.

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:

Dale Hughes — Billy Bean Jr.

E. D. Marsh

Ray Hughes

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Amite

This day personally appeared before me, the undersigned authority Dale Hughes, E. D. Marsh, Ray Hughes, Billy Bean Jr.

incorporators of the corporation known as the The Mt. Vernon 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 27th day of February, 1985

My Commission Expires July 31, 1987 (NOTARIAL SEAL)

Dennis Wilson
NOTARY PUBLIC

Received at the office of the Secretary of State this the 13th day of March A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Morgan
Secretary of State

Jackson, Miss., March 18th, 1985

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.

Edwin Lloyd Pittman
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

SHERROD SMITH CEMETARY 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 20th day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF SHERROD SMITH CEMETARY 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 Sherrod Smith Cemetary 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 Biser Smith, Michael D. Smith, Wilson Smith, Lonis Harriel, Pinkie Smith, John W. Peterson, Billy Royce Ladner & Darryl Marion Smith, are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Sherrod Smith Cemetary 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, BISER SMITH, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the day of September 27/1984, at Steephollow Community, Pearl River Co. 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 27th

day of September 1984.

Secretary Biser Smith

C-30-3

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

BOOK 307 PAGE 86

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

SHERROD SMITH CEMETARY ASSOCIATION, INC.

1. The corporation title of said company is: Sherrod Smith Cemetary 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
Biser Smith	Route 4	Poplarville,	Mississippi 39470
Michael D. Smith	Route 4	Poplarville,	Mississippi 39470
Wilson Smith	Route 4	Poplarville,	Mississippi 39470
Lonis Harriel	Route 4	Poplarville,	Mississippi 39470
Pinkie Smith	Route 4	Poplarville,	Mississippi 39470
John W. Peterson	Route 4	Poplarville,	Mississippi 39470
Billy Royce Ladner	Route 4	Poplarville,	Mississippi 39470
Darryl Marion Smith	Route 4	Poplarville,	Mississippi ;39470

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

3. The domicile is at Route 4, Steephollow Community, Poplarville, Mississippi
(Street and No.) (City) (State)

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

The corporation is a nonprofit/cemetery corporation, organized for the purpose of owning and operating a cemetary or cemetaries and shall not issue shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for nonpayment of dues, and shall vest in each member the right to one vote in the election of officers.

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 own, operate and maintain the cemetary now situated in the Steephollow Community in Pearl River County, Mississippi, and any other cemetary which it may acquire, and to do any and all acts relating to and necessary in the operation and maintenance of said cemetary or cemetaries, and to do any and all acts in the general management of the affairs and business of the 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

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

Signatures:

Michael D. Smith — Biser Smith
Wilson Smith — Lonis Harriel
Pinkie Smith — John W. Peterson
Billy Royce Ladner — Darryl Marion Smith

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Pearl River

This day personally appeared before me, the undersigned authority Michael D. Smith, Wilson Smith, Pinkie Smith, Billy Royce Ladner, Biser Smith, Lonis Harriel, John W. Peterson, Darryl Marion Smith incorporators of the corporation known as the Sherrod Smith Cemetary 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 27 day of September, 1984.

My Commission Expires 7/25/87 Alice Faye Amacker
(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 14th day of March A.D., 1985, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Molpus
Secretary of State

Jackson, Miss., March 18, 1985

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.

Edwin Lloyd Pittman
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

BUSH-WACKERS SPORTSMAN 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 20th day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dave Mayhew

Secretary of State

CERTIFIED COPY OF RESOLUTION OF
UNINCORPORATED ASSOCIATION OF INDIVIDUALS
AUTHORIZING APPLICATION FOR CHARTER OF INCORPORATION
AND DESIGNATING INCORPORATORS

This is to certify that the following Resolution was adopted by the members attending a meeting of Bush-Wackers Sportsman Club, an unincorporated association of individuals formed for the sole purpose of incorporating Bush-Wackers Sportsman Club at P. O. Box 40, corner of Railroad Avenue and Clermont Boulevard, Clermont Harbor, Mississippi 39551, on the 9th day of March, 1985.

RESOLVED, that the following were elected officers of Bush-Wackers Sportsman Club:

NAME	OFFICERS
Joseph A. Vizinni	President
Kelly Adams	Vice President
Nancy Adams	Secretary
Kathy Vizzini	Treasurer

RESOLVED FURTHER, that Joseph A. Vizzini, Kelly Adams, Nancy Adams and Kathy Vizzini of Bush-Wackers Sportsman Club be, and they hereby are, authorized, directed and empowered to apply to the Secretary of State of the State of Mississippi for a Charter of Incorporation of this Association as a non-profit, non-share corporation under the provisions of Section 79-11-1 et seq., of the Mississippi Code of 1972, as amended, and to take all actions and do all things necessary and advisable in connection therewith, including, but not limited to the expenditure of such funds of Bush-Wackers Sportsman Club as may be necessary, for and as its act and deed.

RESOLVED FURTHER, Joseph A. Vizzini, Kelly Adams, Nancy Adams and Kathy Vizzini are elected, appointed, designated and authorized to act as incorporators in applying to the Secretary of State of the State of Mississippi for a Charter of Incorporation of the Association as a non-profit, non-share corporation under the provisions of Section 79-11-1 et seq., of the Mississippi Code of 1972, as amended.

RESOLVED FURTHER, that the name of the corporation herein authorized shall be "BUSH-WACKERS SPORTSMAN CLUB, INC."

ADOPTED this the 9th day of March, 1985.

CERTIFICATE

I, JOSEPH A. VIZZINI, do hereby certify that I am the duly elected, qualified and acting President 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 9 day of March, 1985, at the corner of Railroad Avenue and Clermont Boulevard, Clermont Harbor, Mississippi 39551, 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 March, 1985.

Joseph A. Vizzini
JOSEPH A. VIZZINI, President

P. O. Box 40
Clermont Harbor, Mississippi 39551

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

BUSH-WACKERS SPORTSMAN CLUB, INC.

1. The corporation title of said company is:

   Bush-Wackers Sportsman 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
Joseph A. Vizzini	P.O. Box 40 Corner R.R. Ave. & Clermont Blvd.	Clermont Harbor	Miss.
Kelly Adams	Rt. 2, Box 451E	Bay St. Louis	Miss.
Nancy Adams	Rt. 2, Box 451E	Bay St. Louis	Miss.
Kathy Vizzini	P. O. Box 40 Corner R.R. Ave. & Clermont Blvd.	Clermont Harbor	Miss.

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

3. The domicile is at P.O.Box 40 Corner R.R. Ave. & Clermont Blvd., (Street and No.) Clermont Harbor, (City) Mississippi (State)

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

   Said corporation is a non-profit organization and no shares of stock shall issue and is charitable, civic improvement association. It is also 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:

   Said corporation is for the purpose of promoting hunting opportunities, help foster and improve the knowledge necessary to promote safety in hunting, to aid in the conservation and future propagation of wild game and to encourage the sense of sportsmanship among its members of the community. Said corporation shall have the power specifically, but not limited to, to buy, sell, lease and mortgage property both real and personal, to enter into contracts, to hold a variety of functions, and to do any and all things reasonably necessary to accomplish the stated purposes of the association.

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: Joseph A. Vizzini
Kelly Adams
Nancy Adams
Kathy Vizzini

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of HANCOCK

This day personally appeared before me, the undersigned authority Joseph A. Vizzini, Kelly Adams, Nancy Adams, Kathy Vizzini, incorporators of the corporation known as the Bush-Wackers Sportsman Club, Inc. who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 9th day of March, 19 85

My commission expires: 12/30/85 John L. Dei

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 14th day of March A.D., 1985, together with the sum of $ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mayhew
Secretary of State

Jackson, Miss., March 18, 1985

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.

Edwin Lloyd Pittman
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

HOPEWELL/McEACHERN 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 20th day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF HOPEWELL/McEACHERN 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 SO TO DO.

BE IT RESOLVED by the members of the Hopewell/McEachern Cemetery Association, an unincorporated association of individuals, that it is to the best interests of this Association that it be forthwith incorporated as a non-profit corporation under the laws of the State of Mississippi applicable thereto and that J. L. Whitehead, Mrs. Mattie McEachern, and Ken McDougal are elected, appointed, designated, and authorized to act as incorporators in applying for a charter of this corporation to be named HOPEWELL/McEACHERN CEMETERY ASSOCIATION, INC.; that they are fully empowered to do and perform any and all other acts necessary to secure said Charter and authorize the expenditure of such funds of the Association as may be necessary so to do.

CERTIFICATE

I, MRS. MATTIE McEACHERN, 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 7th day of March, 1985, at Vaiden, Mississippi, at which a majority of the members were present, and said meeting was duly and properly called and held.

WITNESS my signature, this the 7th day of March, 1985.

Mattie McEachern
SECRETARY

STATE OF MISSISSIPPI

THE CHARTER OF INCORPORATION

OF

HOPEWELL/McEACHERN CEMETERY ASSOCIATION, INC.

The undersigned, who are adult resident citizens of the United States and of the State of Mississippi, pursuant to Section 79-11-1 et seq. of the Mississippi Code of 1972 Annotated, do hereby apply for a Charter of Incorporation for

HOPEWELL/McEACHERN CEMETERY ASSOCIATION, INC.

a nonprofit, nonshare corporation, and do hereby certify that:

ARTICLE I.

The name of the corporation is HOPEWELL/McEACHERN CEMETERY ASSOCIATION, INC.

ARTICLE II.

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

NAME	STREET ADDRESS AND POST OFFICE ADDRESS
J. L. Whitehead	Powell St. at Whitehead Dr., Winona, MS 38967
Mrs. Mattie McEachern	Vaiden, MS 39176
Ken McDougal	Vaiden Bank, Vaiden, MS 39176

all of whom are adult resident citizens of the State of Mississippi.

ARTICLE III.

The domicile of the corporation shall be Vaiden, Carroll County, Mississippi.

ARTICLE IV.

The corporation is organized nonprofit and shall not issue shares, and no part of the income or profits of said corporation shall ever be distributed to any members, directors, or officers thereof. The corporation is of a type which is charitable and for preservation and perpetual maintenance of the Hopewell/McEachern Cemetery located in Carroll County, Mississippi, for historical and genealogical purposes.

ARTICLE V.

The period of duration of this corporation shall be perpetual.

ARTICLE VI.

The purpose or purposes for which this corporation is formed are to be purely charitable and nonprofit with the ultimate aim of preserving, protecting, and maintaining the Hopewell/McEachern Cemeteries located in Carroll County, Mississippi, which cemeteries have been in existence for over a century and which provide valuable historical information concerning the history of Carroll County, Mississippi and its environs, and also provides valuable genealogical data for the preservation of family records of the descendents of those persons interred in said cemeteries. Said Corporation will provide a service of advice, direction, and assistance to persons interested in the history of Carroll County, Mississippi, and to promote the common good and welfare and historical and genealogical significance of Carroll County, Mississippi, its inhabitants, both past, present, and future, the surrounding territories and its inhabitants by providing the aforesaid services.

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 purpose 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 by the provisions of all applicable laws of the State of Mississippi pertaining to nonprofit corporations and any additions or amendments thereto.

ARTICLE VII.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described

in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding Sections to any prior or future Internal Revenue Code, or to the Federal, State, or Local government for exclusive public purpose.

ARTICLE VIII.

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.

ARTICLE IX.

This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one (1) vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

IN WITNESS WHEREOF, we have hereunto subscribed our names on this the 8th day of March, 1985.

APPLICANT-INCORPORATOR

Mattie McEachern
APPLICANT-INCORPORATOR

APPLICANT-INCORPORATOR

STATE OF MISSISSIPPI

COUNTY OF Carroll

Personally appeared before me, the undersigned authority in and for said county and state, the within named J. L. WHITEHEAD, MRS. MATTIE McEACHERN, and KEN McDOUGAL, incorporators of the corporation known as HOPEWELL/McEACHERN CEMETERY ASSOCIATION, INC., who acknowledged that they signed and delivered the above and foregoing Charter of Incorporation as their own voluntary act and deed.

WITNESS my hand and official seal, this the 8th day of March, 1985.

Joyce D. Tate
NOTARY PUBLIC

My Commission Expires:

My Commission Expires Nov. 12, 1988

****

Received at the Office of the Secretary of State, this the 14th day of March, A.D., 1985, together with the sum of $20.00 deposited to cover the recording fee and referred to the Attorney General for his opinion.

Dave Mayhew
SECRETARY OF STATE

****

JACKSON, MISSISSIPPI March 18, 1985

I have examined this Charter of Incorporation and am of the opinion that it does not violate the constitution and the laws of this State, or of the United States.

Edwin Lloyd Pittman
ATTORNEY GENERAL

by Richard M. Allen
Special Assistant Attorney General

State of Mississippi

Office of Secretary of State

Jackson

I, DICK MOLPUS, Secretary of State of the State of Mississippi, do hereby certify that the ORDER OF THE CHANCERY COURT OF LINCOLN COUNTY, MISSISSIPPI, DISSOLVING

THE BROOKHAVEN CENTER FOR LEADERSHIP AND CAREER DEVELOPMENT

hereto attached was, pursuant to the provisions of the Laws of the State of Mississippi, filed in my office this the 7th day of March, 19 85, and recorded in this office in Record of Incorporations Photostat Book No. 307, at pages 99 - 105.

Given under my hand and Seal of office hereunto affixed this 21st day of March, 19 85

Dick Molpus

Secretary of State.

SECRETARY OF STATE OFFICIAL STATE OF MISSISSIPPI

IN THE CHANCERY COURT OF LINCOLN COUNTY, MISSISSIPPI

IN THE MATTER OF THE DISSOLUTION OF
THE BROOKHAVEN CENTER FOR LEADERSHIP
AND CAREER DEVELOPMENT NO. 25,016

ORDER DISSOLVING THE BROOKHAVEN
CENTER FOR LEADERSHIP AND
CAREER DEVELOPMENT

The above styled and numbered cause came on to be heard this day on Petition for Dissolution of the Brookhaven Center for Leadership and Career Development by and through its officers and directors and the Court having read and considered said petition together with the exhibits annexed thereto and having heard and received evidence in support thereof and now being fully advised in the premises doth hereby find, adjudicate and order as follows:

1. The Brookhaven Center for Leadership and Career Development is a nonprofit-nonshare corporation organized, existing and chartered under the laws of the State of Mississippi, domiciled in the City of Brookhaven, Lincoln County, Mississippi.

2. The names, residences and post office addresses of the members, officers and directors are as follows:

(a) Reverend Jack S. Ross, an adult resident citizen of the State of Georgia, whose post office address is P.O. Box 1743, Bainbridge, GA 31717, President and Director.

(b) Reverend Norman Bagby, an adult resident citizen of Harrison County, State of Mississippi, whose post office address is P.O. Box 81, Biloxi, MS 39530, Secretary and Director.

(c) Rea Godbold, an adult resident citizen of Lincoln County, State of Mississippi, whose post office address is P.O. Box 535, Brookhaven, MS 39601, Director.

(d) Jack Seavey, an adult resident citizen of Lincoln County, State of Mississippi, whose post office address is P.O. Box 347, Brookhaven, MS 39601, Director.

(e) Reverend John Reeves, an adult resident citizen of Hinds County, State of Mississippi, whose post office address is

1230 Huntcliff, Clinton, MS 39056, Director.

(f) James Moreton, an adult resident citizen of Lincoln County, State of Mississippi, whose post office address is P.O. Box 537, Brookhaven, MS 39601, Chairman of the Board of Directors and Director.

(g) Dr. Richard Fuller, an adult resident citizen of Lincoln County, State of Mississippi, whose post office address is 1036 Biglane Dr., Brookhaven, MS 39601, Director.

That the petition filed herein has been signed and sworn to by all of the above named members, officers and directors.

3. Petitioner was originally chartered on December 8, 1960, as "Whitworth College", said charter being of record in Book 111 at pages 577-581 of the records of incorporation in the office of the Secretary of State of the State of Mississippi, and recorded in Book 6 at page 75, et seq., of the records in the office of the Chancery Clerk of Lincoln County, Mississippi.

Whitworth College's charter was amended January 3, 1977 by amendment recorded in Photostat Book 230, pages 522-529 of the records of incorporation in the office of the Secretary of State of the State of Mississippi, and of record in Book 10, page 619, et seq., in the office of the Chancery Clerk of Lincoln County, Mississippi.

Whitworth College's charter was again amended by changing its name to "Whitworth Bible College" by amendment dated December 20, 1977, said amendment being recorded in Photostat Book 240, pages 441-444 of the records of incorporation in the office of the Secretary of State of the State of Mississippi, and of record in Book 11, page 35, et seq., of the records in the office of the Chancery Clerk of Lincoln County, Mississippi.

Whitworth Bible College's charter was amended by changing its name to "The Brookhaven Center for Leadership and Career Development" and otherwise by amendment dated July 1, 1983, said amendment being recorded in Photostat Book 293, pages 393-398 of the records of incorporation in the office of the Secretary of

State of the State of Mississippi, and of record in Book 14, page 710, et seq., in the office of the Chancery Clerk of Lincoln County, Mississippi.

And was finally amended on November 3, 1983 by amendment recorded in Photostat Book 295, pages 662-667 of the records of incorporation in the office of the Secretary of State of the State of Mississippi, and of record in Book 15, page 117, et seq., of the records in the office of the Chancery Clerk of Lincoln County, Mississippi.

4. That on December 12, 1984, a special meeting of the Board of Directors of the Brookhaven Center for Leadership and Career Development was held at 303 West Cherokee, Brookhaven, Mississippi, at 10:30 a.m. pursuant to call and waiver of notice.

A copy of the minutes of said special meeting and call and waiver of notice duly certified to by the Secretary of the corporation is attached to the petition filed herein as Exhibit "A".

At said meeting the following resolution was unanimously adopted by the Directors of the corporation:

"Resolved, that in the opinion of the Board of Directors, it is advisable to dissolve this corporation forthwith, and that a meeting of the members of this corporation be held at 303 West Cherokee, Brookhaven, Mississippi, at 10:00 o'clock a.m. on January 9, 1985, for the purpose of voting upon the proposition that the corporation be forthwith dissolved and that the Secretaty shall cause notice of such meeting to be published as prescribed by law."

5. That acting in accordance with said resolution and as mandated by Section 79-11-13, Mississippi Code of 1972, as recompiled and amended, notice of members meeting called to consider dissolution of corporation was duly published in the Daily Leader, a newspaper published in the County of the domicile of the corporation once each week for at least three consecutive weeks, said publication being on December 20, 1984, December 27, 1984 and January 3, 1985, proof of publication of said notice being attached to the petition filed herein as Exhibit "B".

6. That acting in accordance with the aforesaid resolution and aforesaid notice, a special meeting of the Board of Directors of the Brookhaven Center for Leadership and Career Development was held at 303 West Cherokee, Brookhaven, Mississippi, at 10:00 o'clock a.m. on the 9th day of January in 1985, being the date, time and place designated in said resolution and notice at which meeting the following resolution was offered, seconded and unanimously adopted:

RESOLVED, that The Brookhaven Center for Leadership and Career Development be concluded and dissolved as follows:

(a) Retain the sum of $600.00 to take care of the following items:

1. End of year tax reports
2. W-2 forms for 1984
3. Academic record disposition
4. NDSL loose-ends

(b) Retain $1,000.00 to cover legal expenses and other costs of dissolution.

(c) Donate $3,000.00 to the Lincoln County Public Library to be designated for the preservation of a Whitworth College Museum.

(d) That the balance of the funds be paid over and delivered to French Camp Academy, French Camp, Mississippi, a non-profit corporation or association organized and operated exclusively for educational purposes, as provided by Article II, Section I, of the corporation's by-laws.

(e) Instruct and authorize the corporation's attorney to forthwith prepare and file all papers necessary to effect legal dissolution of the corporation.

A copy of said resolution, duly certified by the secretary of the corporation, together with the certificate of the secretary of the corporation, that said resolution was duly adopted by a vote of 2/3rds of the members, is attached to the petition filed herein as Exhibit "C".

7. The corporation owes no debts and the assets of the corporation consist solely of the following:

Checking Account No. 04-0797-3 Brookhaven Bank and Trust Company	$ 397.60
Savings Account No. 20-0334-1 Brookhaven Bank and Trust Company	16,347.92
TOTAL	$16,745.52

8. That acting in accordance with the resolution of dissolution (Exhibit "C"), the following distribution has been made of the corporate assets:

(a) The sum of $600.00 has been retained to take care of the following items:

1. End of year tax reports
2. W-2 forms for 1984
3. Academic record disposition
4. NDSL loose-ends

(b) $1,000.00 retained to cover legal expenses and cost of dissolution.

(c) $3,000.00 has been donated to the Lincoln County Public Library to be designated for the preservation of a Whitworth College Museum.

(d) The balance of said funds have been paid over and delivered to French Camp Academy, French Camp, Mississippi, a non-profit corporation or association organized and operated exclusively for educational purposes, as provided by Article II, Section I, of the corporation's by-laws.

9. That by virtue of the above and foregoing, this Court should now enter a decree in term time or vacation dissolving The Brookhaven Center for Leadership and Career Development without appointment of liquidators, as provided by Section 79-11-15, Mississippi Code of 1972, as recompiled and amended.

10. IT IS, THEREFORE, ORDERED, ADJUDGED AND DECREED that The Brookhaven Center for Leadership and Career Development, a non-profit, non-share corporation, organized, existing and chartered under the laws of the State of Mississippi, domiciled in the City of Brookhaven, Lincoln County, Mississippi, be, and the same is, hereby dissolved without appointment of liquidators and the Chancery Clerk of Lincoln County shall enter notice of the dissolution thereof upon the margin of the charter of said corporation recorded in his office and that all costs herein, be, and the same, are hereby taxed to the petitioner.

SO ORDERED, ADJUDGED AND DECREED, this the 4th day of March, A. D. 1985.

FILED
DATE 3/4/85
J. RONNY SMITH
CHANCERY CLERK

Chancellor

STATE OF MISSISSIPPI
LINCOLN COUNTY

I, J. RONNY SMITH, Clerk of the Chancery Court in and for the above mentioned County and State do hereby certify that the foregoing Order is a true and correct copy as appears on record in my office in Chancery Minute Book 96, page 366.

Given under my hand and official seal of office this the 6th day of March, 19 85.

J. RONNY SMITH, CHANCERY CLERK

BY Janice Doling, D. C.

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

CITY OF INDIANOLA

INDIANOLA, 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 March, A. D., 1985.

Attest:

Dick Molpus
Secretary of State.

William A. Allain
Governor.

AMENDMENT TO CHARTER OF THE CITY OF
INDIANOLA, MISSISSIPPI

"The first paragraph of Sec. 2 of the Charter of the City of Indianola, Mississippi, (Chapter 298 of the Laws of the State of Mississippi for the year 1890) is hereby amended so as to read as follows:

"Sec. 2. OFFICERS GENERALLY.

The officers of this municipality shall be a Mayor and five Aldermen. The Mayor shall be elected at large. The municipality shall be divided into five wards with one Alderman to be selected from each ward. Each Alderman shall be a resident of the ward which he purports to represent. The general municipal election shall be held in this municipality on the second Tuesday of December, A. D., 1949, and every four years thereafter, for the election of a Mayor and five Aldermen. The officers elected shall qualify and enter upon the discharge of their duties on the first Monday of January after such election, and shall hold their offices for four years and until their successors are duly elected and qualified." [New material underlined]

I, PAUL PRESSGROVE, City Clerk, do hereby certify that the above and foregoing is a true and correct copy of an ordinance duly passed and adopted by the Mayor and Board of Aldermen of the City of Indianola, Mississippi, at a meeting held on January 28, 1985; that the authority therein granted has not been rescinded and remains in full force and effect.

DATED this the 18th day of February, 1985.

PAUL PRESSGROVE

NOTICE OF PROPOSED AMENDMENT TO CHARTER
OF THE CITY OF INDIANOLA

Notice is hereby given that the Mayor and Board of Aldermen of the City of Indianola, Mississippi, desire to amend its charter and have unanimously adopted the following amendment thereto:

"The first paragraph of Sec. 2 of the Charter of the City of Indianola, Mississippi, (Chapter 298 of the Laws of the State of Mississippi for the year 1890) is hereby amended so as to read as follows:

"Sec. 2. OFFICERS GENERALLY.

The officers of this municipality shall be a Mayor and five Aldermen. The Mayor shall be elected at large. The municipality shall be divided into five wards with one Alderman to be selected from each ward. Each Alderman shall be a resident of the ward which he purports to represent. The general municipal election shall be held in this municipality on the second Tuesday of December, A. D., 1949, and every four years thereafter, for the election of a Mayor and five Aldermen. The officers elected shall qualify and enter upon the discharge of their duties on the first Monday of January after such election, and shall hold their offices for four years and until their successors are duly elected and qualified." [New material underlined]

Pursuant to §21-17-9 of the Mississippi Code of 1972, this amendment shall be published in the Indianola Enterprise Tocsin for three weeks - that is, in its issues to be dated January 31, February 7 and February 14, 1985, after which the proposed amendment shall be submitted to the Governor who shall submit the same to the Attorney General for his opinion. If the Attorney General is of the opinion that the proposed amendment is consistent with the Constitution and the Laws of the United States and Constitution of this State, the Governor shall approve the proposed amendment. If, after publication is made, one-tenth (1/10th) of the qualified electors of the City of Indianola shall protest against the proposed amendment, the Governor shall not approve said amendment until it shall have been submitted to and ratified by a majority of the electors of the City of Indianola voting in a special election.

DATED this the 28th day of January, 1985.

PAUL PRESSGROVE, City Clerk

I, PAUL PRESSGROVE, City Clerk, do hereby certify that the above and foregoing is a true and correct copy of a Notice of Proposed Amendment to Charter of the City of Indianola which was published in the Indianola Enterprise Tocsin in its issues dated January 31, February 7 and February 14, 1985; that there have been no protests against the proposed amendment filed with the City of Indianola.

DATED this the 18th day of February, 1985.

PAUL PRESSGROVE

BOOK 307 PAGE 103

AFFIDAVIT OF PUBLICATION

STATE OF MISSISSIPPI

COUNTY OF SUNFLOWER

CITY OF INDIANOLA:

Personally appeared before me, a Notary Public in and for said County and State, Dean, Bookkeeper of Enterprise-Tocsin, a newspaper published in said City, County and State, who upon being duly sworn, deposes and says:

The notice, of which a true copy is hereunto annexed, was published in said newspaper 3 consecutive weeks, as follows:

31	Day of	January	19 85	Vol. XCIX	No.	5
7	Day of	February	19 85	Vol. XCIX	No.	6
14	Day of	February	19 85	Vol. XCIX	No.	7
	Day of		19	Vol.	No.	
	Day of		19	Vol.	No.	
	Day of		19	Vol.	No.	
	Day of		19	Vol.	No.	

Signed: Debbie Dean

And I further certify that I have examined the several copies of the Enterprise-Tocsin, above referred to, and find that the said notice has been published as stated.

Subscribed and sworn to, before, me, this 18 day of February, 19 85.

Cost: $

NOTICE OF PROPOSED AMENDMENT TO CHARTER OF THE CITY OF INDIANOLA

Notice is hereby given that the Mayor and Board of Aldermen of the City of Indianola, Mississippi, desire to amend its charter and have unanimously adopted the following amendment thereto:

"The first paragraph of Sec. 2 of the Charter of the City of Indianola, Mississippi, (Chapter 298 of the Laws of the State of Mississippi for the year 1899) is hereby amended so as to read as follows:

"Sec. 2. OFFICERS GENERALLY. The officers of this municipality shall be a Mayor and five Aldermen. The Mayor shall be elected at large. The municipality shall be divided into five wards with one Alderman to be selected from each ward. Each Alderman shall be a resident of the ward which he purports to represent. The general municipal election shall be held in this municipality on the second Tuesday of December, A.D., 1989, and every four years thereafter, for the election of a Mayor and five Aldermen. The officers elected shall qualify and enter upon the discharge of their duties on the first Monday of January after such election, and shall hold their offices for four years and until their successors are duly elected and qualified."

Pursuant to §21-17-9 of the Mississippi Code of 1972, this amendment shall be published in the Indianola Enterprise Tocsin for three weeks - that is, in its issues to be dated January 31, February 7 and February 14, 1985, after which the proposed amendment shall be submitted to the Governor who shall submit the same to the Attorney General for his opinion.

If the Attorney General is of the opinion that the proposed amendment is consistent with the Constitution and the Laws of the United States and Constitution of this State, the Governor shall approve the proposed amendment. If, after publication is made, one-tenth (1/10th) of the qualified electors of the City of Indianola shall protest against the proposed amendment, the Governor shall not approve said amendment until it shall have been submitted to and ratified by a majority of the electors of the City of Indianola voting in a special election.

DATED this the 28th day of January, 1985.

s-Paul Prosgrove, City Clerk.

31 1-31 2-7,14

STATE OF MISSISSIPPI

EDWIN LLOYD PITTMAN
ATTORNEY GENERAL

OFFICE OF THE ATTORNEY GENERAL

OFFICIAL ATTORNEY GENERAL'S OPINION

February 27, 1985

Honorable William A. Allain
Governor of the State of Mississippi
Post Office Box 139
Jackson, Mississippi 39205

Dear Governor Allain:

Your office, by and through Honorable Carmen Gettis Castilla, Legal Counsel, has submitted for the Attorney General's consideration under the provisions of §21-17-9, Mississippi Code of 1972, Annotated, (the Code), a proposed amendment to the Private Charter of the City of Indianola, more particularly §2 of said Charter which provides for the election of a Mayor and five (5) Aldermen. Said proposed amendment would require that the City of Indianola be divided into five (5) wards with one Alderman to be selected from each ward and that each Alderman be a resident of the ward he or she purports to represent.

The proposed amendment is set out in the attached certified copy of an ordinance duly passed and adopted by the Mayor and Board of Aldermen of the City of Indianola at a meeting held on January 28, 1985.

The attached documents show that the proposed amendment was published in the Enterprise-Tocsin, a newspaper published in the City of Indianola, on January 31 and February 7 and 14, 1985. The City Clerk of the City of Indianola certified on February 18, 1985 that there was no protest by the municipal electors to the proposed amendment.

Based on the above information, the attachments to this letter, and a review of the proposed charter amendment under the provisions of §21-17-9 of the Code, it is the opinion of this office that such amendment is consistent with the Constitution and laws of the United States and the Constitution of the State of Mississippi.

Should you approve this amendment, it appears that thereafter the governing authorities of the City of Indianola would be required to submit said amendment to the Attorney General of the United States for his review under the provisions of §5 of the Voting Rights Act of 1965.

Very truly yours,

EDWIN LLOYD PITTMAN, ATTORNEY GENERAL

By Phillip C. Carter
Phillip C. Carter
Special Assistant Attorney General

PCC:a

Enclosures

OFFICIAL OPINION

LAW OFFICES
CLARK, DAVIS & BELK, P. A.
A PROFESSIONAL CORPORATION
300 SECOND STREET
INDIANOLA, MISSISSIPPI 38751

ARTHUR B. CLARK (1914-1968)
HOWARD Q. DAVIS (RETIRED)
W. DEAN BELK
HOWARD Q. DAVIS, JR.

P. O. BOX 229
TELEPHONE (601) 887-3312

February 18, 1985

Governor Bill Allain
Post Office Box 220
Jackson, Mississippi 39205

Re: CITY OF INDIANOLA
Amendment to Private Charter

Dear Governor Allain:

Pursuant to the provisions of §21-17-9 of the Mississippi Code of 1972, I enclose the following:

1. Certified copy of amendment to corporate charter of the City of Indianola
2. Certified copy of notice with certificate of no objections
3. Affidavit of publication

We shall appreciate your handling this matter on an expedited basis, as elections for the city are scheduled in the fall of this year.

In an effort to speed the matter, I am providing a copy of the enclosures to the Attorney General.

Thank you very much for your cooperation.

Very truly yours,

W. DEAN BELK

WDB:erh

Enclosures

cc with copy of enclosures:
Edwin Lloyd Pittman
Post Office Box 220
Jackson, MS

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

EPISCOPAL HOUSING DEVELOPMENT CORPORATION OF GRENADA

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 22nd day of March, A. D., 1985.

Attest:

Secretary of State.

Governor.

CERTIFIED COPY OF RESOLUTION
ADOPTED BY
EPISCOPAL HOUSING DEVELOPMENT CORPORATION OF GRENADA
AT A MEETING OF THE MEMBERS HELD ON
MARCH 22, 1985
AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF
EPISCOPAL HOUSING DEVELOPMENT CORPORATION OF GRENADA

WHEREAS, Episcopal Housing Development Corporation of Grenada 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 Episcopal Housing Development Corporation of Grenada that its charter is amended as follows:

(See attached pages for text of amendment).

CERTIFICATE

I, Donald Vaughn, President of Episcopal Housing Development Corporation of Grenada to hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by the members of the corporation in a meeting assembled on the 22nd day of March, 1985, in ~~Jackson~~, Grenada, Mississippi.

Donald Vaughn

Donald Vaughn

Article VII of the original charter is amended to read as follows:

ARTICLE VII

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 reasonable and necessary to accomplish the stated purpose of the association being incorporated:

(a) the purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it are to provide elderly persons and handicapped persons and persons of moderate or low incomes with housing facilities and services specially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness and longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a non-profit basis.

Notwithstanding anything contained herein to the contrary, 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, or corresponding section of any future federal tax code.

(b) 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 paragraph (a) 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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(c) the Corporation is empowered:

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

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

the Corporation's property.

3. to do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing under the Housing Act of 1959. Such Regulatory Agreement and other instruments and undertaking shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.

4. In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for non-profit purposes similar to those of the Corporation: PROVIDED, however, that the Corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development. If this paragraph Article VII (c)(4) conflicts with the below paragraph Article VII (d), paragraph Article VII (d) shall control.

(d) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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.

This Amendment of the Charter of Incorporation was adopted by

ARTICLES OF AMENDMENT TO THE CHARTER OF INCORPORATION OF EPISCOPAL HOUSING DEVELOPMENT CORPORATION OF GRENADA

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:

Article VII of the original charter is amended to read as follows:

ARTICLE VII

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 reasonable and necessary to accomplish the stated purpose of the association being incorporated:

(a) the purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it are to provide elderly persons and handicapped persons and persons of moderate or low incomes with housing facilities and services specially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness and longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a non-profit basis.

Notwithstanding anything contained herein to the contrary, 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, or corresponding section of any future federal tax code.

(b) 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 paragraph (a) 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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(c) the Corporation is empowered:

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

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

the Corporation's property.

3. to do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing under the Housing Act of 1959. Such Regulatory Agreement and other instruments and undertaking shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.

4. In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for non-profit purposes similar to those of the Corporation: PROVIDED, however, that the Corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development. If this paragraph Article VII (c)(4) conflicts with the below paragraph Article VII (d), paragraph Article VII (d) shall control.

(d) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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.

This Amendment of the Charter of Incorporation was adopted by the members of the Corporation on the 22nd day of March, 1985, at a regular meeting of the Corporation at ~~Jackson~~ Grenada, Mississippi.

Dated: March 22, 1985

EPISCOPAL HOUSING DEVELOPMENT OF GRENADA

By: Donald Vaughn
President

STATE OF MISSISSIPPI
COUNTY OF GRENADA

Personally came and appeared before me, the undersigned authority in and for said county and state, Donald Vaughn, who by me first duly sworn on oath states that he is the President of Episcopal Housing Development Corporation of Grenada, a corporation, and acknowledged that acting for and in behalf of said corporation and being duly authorized thereto, signed, sealed, and delivered the above and foregoing instrument as the act and deed of the corporation.

WITNESS my signature and seal of office on this ____ day of _____, 1985.

_____
Notary Public

My commission expires: My Commission Expires March 23, 1988

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

A. D., 1985, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Molpus
SECRETARY OF STATE.

Jackson, Miss.,

March 22, 1985

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.

Edwin Lloyd Pittman
ATTORNEY GENERAL.

By Richard W. Allen
Special Assistant Attorney General.

C-54

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

CLARENCE MATHENY 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 22nd day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dine Morgan

Secretary of State

RESOLUTION OF Clarence Matheny 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 Clarence Matheny Ministries an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that Clarence Matheny, Jewel Matheny, and Murphy Matheny are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Clarence Matheny 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, Murphy Matheny, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the day of January 10, 1985 at Rt. 3 Box 831 Sumrall, Mississippi 39482 at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the _____

day of January 12, 1985

Secretary _____

C-30-3

BOOK 307 PAGE 122

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:

Clarence Matheny Ministries, 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
Clarence Matheny, an adult resident citizen of Mississippi	Rt. 3 Box 831	Sumrall	Mississippi 39482
Jewel Matheny, an adult resident citizen of Mississippi	Rt. 3 Box 831	Sumrall	Mississippi 39482
Murphy Matheny, an adult resient citizen of Mississippi	4300 Hardy St. Apt. 11	Hattiesburg	Mississippi 39201

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

3. The domicile is at Rt. 3 Box 831 Sumrall, Mississippi 39482
(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 Corporation is a non-profit corporation whose existence will be perpetual, with no shares being issued and is a religious organization as authorized by the provisions of Section 79-11-1, Code of Mississippi of 1972,

5. Period of existence shall be perpetual.

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

The Purpose of Clarence Matheny Ministries is to conduct, encourage and promote the ministries of Jesus Christ as is commanded of his disciples through the preaching and teaching of the written Word of God and to show forth Jesus Christ as the Savior of all mankind.

The proclamation of this message of hope will be accomplished by using all available communication agencies and instrumentalities such as public meetings, letters, radio, television, publishings, cassette recordings, records, video cassette recordings, satellite transmissions, and all other communication avenues. (See back for continuance

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

(continuance of purposes)

All of the assets of the corporation shall be dedicated to its stated pruposes. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Not withstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific pruposes 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 pruposes.

Notwithstanding any other provisions of these articles, the purposes for which this corporation is organized are exclusively religious, charitable and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

BOOK 307 PAGE 124

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

Signatures:

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

x Jewel Matheny
Jewel Matheny, an adult resient citizen of Mississippi

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

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Forrest

This day personally appeared before me, the undersigned authority Clarence Matheny, Jewel Matheny, Murphy Matheny, incorporators of the corporation known as the Clarence Matheny Ministries, Inc. who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as ~~(his)~~ (their) act and deeds on this the ____ day of February 25, 1985

My Commission Expires 6-1-88
(NOTARIAL SEAL)

Susan C. Prather
Notary Public in and for Forrest County, Mississippi

Received at the office of the Secretary of State this the 19th day of March A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Morgan
Secretary of State

Jackson, Miss., March 22nd, 1985

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.

Edwin Lloyd Pittman
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

BEAGLE RUN HUNTING CLUB, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 22nd day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

STATE OF MISSISSIPPI

COUNTY OF FRANKLIN

RESOLUTION OF BEAGLE RUN HUNTING CLUB
AUTHORIZING, DIRECTING AND EMPOWERING
THE OFFICER"S TO APPLY FOR A CHARTER OF
INCORPORATION OF THE BEAGLE RUN HUNTING CLUB
AS A NON-PROFIT CORPORATION UNDER AND BY VIRTUE
OF THE LAWS OF THE STATE OF MISSISSIPPI

WHEREAS, on the 28th day of February, 1985, at a duly called membership meeting of the Beagle Run Hunting Club, there came on for action by a majority of the clubmembers the proposition that a Charter of Incorporation of the Beagle Run Hunting Club would be requested of the State of Mississippi, as a Non - Profit Corporation, to be named Beagle Run Hunting Club, Inc. and the existing Beagle Run Hunting Club, after having assembled, with the majority of the membership present, did pass a resolution authorizing, directing and empowering the persons hereinafter named to submit an application for incorporation to the Secretary of State of the State of Mississippi, as follows, to-wit:

Motion made by GEORGE E. HUNTER, and seconded by PAUL GILL, and having been duly passed by the majority of the general membership properly assembled, in accord with the rules and By-Laws, the following, to-wit:

NOW, THEREFORE, BE IT RESOLVED, that GEORGE E. HUNTER, President, PAUL GILL, Vice President, HANK SMITH, First Vice President, and DAVID GILL, Secretary & Treasurer as Officer's of Beagle Run Hunting Club, be and they are hereby authorized, directed and empowered to submit to the Secretary of State, the State of Mississippi, an application for a Charter of Incorporation of BEAGLE RUN Hunting Club, as a Non-Profit Corporation, with no shares of stock to be issued, and for the purpose of dedicating itself by a social and educational means, to the conservation and propagation of the game laws and wildlife of the State of Mississippi, and for the purposes of leasing lands for hunting, and for the purposes of supporting and encouraging a close and friendly relationship between property owner's from whom these lands are leased and the members of this club, and for said hunting club to be incorporated as a Non-Profit Corporation with all

the powers; duties and responsibilities provided by law for a Non-Profit Corporation chartered and existing under the laws of the State of Mississippi.

RESOLVED, on this the 28th day of February, 1985.

George E. Hunter
GEORGE E. HUNTER, PRESIDENT

ATTESTED:

_____

CERTIFICATE

I, David Gill, Secretary & Treasure of Beagle Run Hunting Club, do herby certify that the above and foregoing Resolution is a true and correct copy of the Resolution of the Beagle Run Hunting Club as duly adopted by a majority of It's Members, properly assembled, on the 28th day of February, 1985.

Wm. David Gill
DAVID GILL, SECRETARY & TREASURE

BOOK 307 PAGE 128

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:

   BEAGLE RUN 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
GEORGE E. HUNTER	RT.5, BOX 843	BROOKHAVEN,	MS.
PAUL GILL	RT.7, BOX 499	BROOKHAVEN,	MS.
HANK SMITH		WESSON,	MS.
DAVID GILL	RT.5 BOX 804	BROOKHAVEN,	MS.

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

3. The domicile is at Rt. 5 Box 843, Brookhaven, Ms. 39601
   Franklin, County (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 Beagle Run Hunting Club is a non-profit Corporation and no shares of stock shall be issued and shall be governed by a majority vote and shall dedicate itself to conservation and propagation of the game laws and wildlife for the State of Ms.
   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 this non-profit corporation is to enter into contractural agreements with land owners for the leasing of lands for hunting purposes and for the buildings, operations and maintenance of a hunting camp thereon. It is a fraternal 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

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

Signatures:

George E. Hunter
Paul Gill
Hank Smith
Wm. David Gill

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of FRANKLIN

This day personally appeared before me, the undersigned authority GEORGE E. HUNTER, PAUL GILL, HANK SMITH, DAVID GILL

incorporators of the corporation known as the BEAGLE RUN 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 28 day of February, 1985

My Commission Expires 1-1-88 Jerry Crane
(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 18th day of March A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Molpus
Secretary of State

Jackson, Miss., March 22, 1985

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.

Edwin Lloyd Pittman
Attorney General

By Richard M. Allen
Special Assistant Attorney General

C-30-2

BOOK 307 PAGE 130

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

SHELTON HUNTING CLUB, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 22nd day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF Shelton Hunting Club

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

Be it resolved by the members of Shelton 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 Samuel Shelton, James Shelton, and Robert Ott are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Shelton Hunting Club, INC.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Robert F. Ott, 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 Feb 16 at Shelton Hunting Club at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 20th day of Feb 1985

Secretary Robert F. Ott

C-30-3

BOOK 307 PAGE 132

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

Skelton Hunting Club

1. The corporation title of said company is:

Skelton 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
Samuel Skelton	Rt. 1 Box 62	Pattison, miss.	39144
James Skelton	Rt. 1 Box 62	Pattison, miss.	39144
Robert F. Ott	Rt. 1 Box 61A	Pattison, miss.	39144

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

3. The domicile is at Rt. 1 Box 62 (Street and No.) Pattison (City) miss. 39144 (State)

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

This is a non profit organization, it is used for deer hunting for 15 members only.

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 is for deer hunting only. The camp isn't used for anything else

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:

Samuel Shelton — President

James Shelton — Vice President

Robert F. Ott — Secretary

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Hinds

This day personally appeared before me, the undersigned authority Samuel Shelton, James Shelton, Robert Ott, incorporators of the corporation known as the Shelton 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 20th day of February, 1985

My Commission Expires 5/27/87 Paula Sullivan

(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 18th day of March A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Morgan

Secretary of State

Jackson, Miss., March 22, 1985

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.

Edwin Lloyd Pittman

Attorney General

By Richard M. Allen

Special Assistant Attorney General

C-30-2

BOOK 307 PAGE 134

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MISSISSIPPI INSTITUTE FOR
LEARNING AND EDUCATIONAL SYSTEMS, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 22nd day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF Mississippi Institute for Learning and Educational Systems

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 Institute for Learning and Educational Systems 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 Patricia Butler, Frank Mickens and Linda Hickman are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Mississippi Institute for Learning and Educational Systems, Inc.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Linda Hickman, 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 ~~Feb. 28th~~, 1985, at 932 Palmyra at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 15th day of March, 1985

Secretary Linda J. Hickman

C-30-3

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

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is:

   Mississippi Institute for Learning and Educational Systems, 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
Patricia Butler	*227 Grover Cleveland Circle*	*Jackson*	*Miss.*
Frank Mickens	*108 Iris Avenue*	*Jackson*	*Miss.*
Linda Hickman	*3175 Robinson Road*	*Jackson*	*Miss.*

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

3. The domicile is at *227 Grover Cleveland Circle* (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.)

   This is a non-profit organization and no shares of stock shall be sold.
   Type of organization: fraternal and charitable.

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 develop, create and enhance learning, educational and training opporutnities throughout the state of Mississippi, with emphasis on job training, system analysis and economic development

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:

Patricia Butler
Patricia Butler, President

Frank Mickens
Frank Mickens, Vice President

Linda K. Hickman
Linda Hickman, Secretary-Treasurer

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of HINDS

This day personally appeared before me, the undersigned authority Patricia Butler, Frank Mickens, Linda Hickman, _____, _____, incorporators of the corporation known as the Miss. Institute for Learning and Educational Systems, 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 15th day of March, 1985.

My Commission Expires: My Commission Expires Feb. 21, 1989
(NOTARIAL SEAL)

Carolyn Burnett

Received at the office of the Secretary of State this the 22nd day of March A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Molpus
Secretary of State

Jackson, Miss., March 22, 1985

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.

Edwin Lloyd Pittman
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

BEAUTY FANCY MODELING, INCORPORATED

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 22nd day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF Beauty Fancy Modeling, 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 Beauty Fancy Modeling, 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 Macy L. Wooden, Mary Ann Smith and Lenora Smith are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Beauty Fancy Modeling, 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, Lenora Smith, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the 15th Day of February, 1985, at Stone Street Auditorium, Greenwood, 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 _____ day of February 27, 1985

Secretary Lenora Smith

F. Dishner, 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:

   BEAUTY FANCY MODELING, 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
Macy L. Wooden	517 Avenue J	Greenwood, Mississippi	38930
Mary Ann Smith	1000 Aven Ave. Box 3-F	Greenwood, Mississippi	38930
Lenora Smith	809 W. Henry Street	Greenwood, Mississippi	38930

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

3. The domicile is at 517 Ave J Post Office Box 1124 (Street and No.) Greenwood, Mississippi (City) 38930 (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.)

   Pursuant to 79-11-1 this is a non-profit and no shares of stock shall be issued and the type of organization is fraternal and charitable.

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 become a better model through educational, professional and personality development.

   B. To carry on a modeling program for the furtherance of education of members in modeling to stimulate a high order of professional standard and ethics among members and community.

   C. Develop initiative and leadership abilities through participation in various modeling association projects and other educational activities.

   D. To establish good fellowship among members and the community.

   E. Share companionship with models locally and internationally.

   F. To purchase, take, receive, subscribe for; and lease said facility and necessary equipment solely for use of the organization.

   G. To acquire other organizations of like purpose powers and limitations and to create subsidiaries or related organizations of like purpose powers and limitations.

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

BOOK 307 PAGE 141

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: Macy L. Wooden
Mary Ann Smith
Lenora Smith

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Leflore

This day personally appeared before me, the undersigned authority Mary Ann Smith, Macy L. Wooden, Lenora Smith

incorporators of the corporation known as the Beauty Fancy Modeling, 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 27th day of February, 1985

My Commission expires June 23, 1987

STATE OF MISSISSIPPI

County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the

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

Received at the office of the Secretary of State this the 15th day of March A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Molpus

Secretary of State

Jackson, Miss., March 22, 1985

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.

Edwin Lloyd Pittman

Attorney General

By Richard M. Allen

Special

Assistant Attorney General

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

BOOK 307 PAGE 142

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

HINDS GENERAL HOSPITAL AUXILIARY, INC.

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 22nd day of March, A. D., 1985.

Attest:

Dick Molpus

Secretary of State.

William A. Allain

Governor.

CERTIFIED COPY OF RESOLUTION
ADOPTED BY

HINDS GENERAL HOSPITAL AUXILIARY, INC.

AT A MEETING OF THE MEMBERS HELD ON

FEBRUARY 14, 1985

AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF

HINDS GENERAL HOSPITAL AUXILIARY, INC.

WHEREAS, HINDS GENERAL HOSPITAL AUXILIARY, 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 HINDS GENERAL HOSPITAL AUXILIARY, INC. that its charter is amended as follows:

Article Six of the Charter of Incorporation is hereby amended to read as follows: (See Attached Sheet)

CERTIFICATE

I, Alvia Akerberg, President ~~or Secretary~~ of the members of Hinds General Hospital Auxiliary, Inc. do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by Hinds General Hospital Auxiliary, Inc. in a meeting assembled on the 14th day of February, 19 85 in Jackson, Hinds County, Mississippi.

WITNESS MY SIGNATURE, this 8th day of March, 19 85

Alvia Akerberg
President ~~or Secretary~~

The purposes for which the Corporation is formed are exclusively charitable and educational, including, for such purposes, establishing, maintaining, equipping, and operating a hospital auxiliary for the purpose of promoting the health of the area served by the hospital through the rendering of services to the patients of Hinds General Hospital, a community hospital, without regard to race, color, or creed, which shall include but not be limited to the initiation and organization of various fund raising efforts and activities, the proceeds of which shall be distributed to Hinds General Hospital, a charitable organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code; and, performing support services as are needed throughout the hospital and performing services in departments of the hospital which shall include but not be limited to the following departments: Intensive Care, Coronary Care, Radiology, Out-Patient, Dietary Counseling, Labor and Delivery, Pharmacy, Laboratory, and Information Desk. The Corporation shall also perform those services for the patients' families which will contribute to their comfort and recovery and operate those community involvement programs which aid in the achievement of these goals; 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).

BOOK 307 PAGE 146

ARTICLES OF AMENDMENT TO THE
CHARTER OF INCORPORATION
OF

HINDS GENERAL HOSPITAL AUXILIARY, 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 Six of the Charter of Incorporation is hereby amended to read as follows: (See Attached Sheet)

SECOND: The amendment of the Charter of Incorporation was adopted by the members of the corporation on February 14, 19 85, at a regular meeting of the members of the corporation at Jackson, Hinds County, Mississippi.

DATED: This the 8th day of March, 19 85

SIGNED: Hinds General Hospital Auxiliary, Inc.
(Name of Corporation)

BY: Alvia Akerberg
President or Secretary

Title: President

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF Hinds

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Alvia Akerberg,

President ~~or Secretary~~ of Hinds General Hospital Auxiliary, Inc.,
who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of Hinds General Hospital Auxiliary, Inc., on this the 8th day of March, 19 85

James D. Parker
NOTARY PUBLIC

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

C-30A-1

The purposes for which the Corporation is formed are exclusively charitable and educational, including, for such purposes, establishing, maintaining, equipping, and operating a hospital auxiliary for the purpose of promoting the health of the area served by the hospital through the rendering of services to the patients of Hinds General Hospital, a community hospital, without regard to race, color, or creed, which shall include but not be limited to the initiation and organization of various fund raising efforts and activities, the proceeds of which shall be distributed to Hinds General Hospital, a charitable organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code; and, performing support services as are needed throughout the hospital and performing services in departments of the hospital which shall include but not be limited to the following departments: Intensive Care, Coronary Care, Radiology, Out-Patient, Dietary Counseling, Labor and Delivery, Pharmacy, Laboratory, and Information Desk. The Corporation shall also perform those services for the patients' families which will contribute to their comfort and recovery and operate those community involvement programs which aid in the achievement of these goals; 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).

Received at the office of the Secretary of State, this the 18th day of June A.D., 1985, together with the sum of $10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Molpus
SECRETARY OF STATE

Jackson, Mississippi

March 22, 1985

I have examined this amendment 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.

Edwin Lloyd Pittman
ATTORNEY GENERAL

By Richard M. Allen
Special Assistant Attorney General

State of Mississippi

Office of
Secretary of State
Jackson

I, Dick Molpus, Secretary of State, do certify that the Charter of Incorporation hereto attached entitled the Charter of Incorporation of

DELTA TRANSPORTATION CO.

(A Mississippi Railroad)

was, pursuant to the provisions of Title 79, Code of Mississippi of 1972, as amended, Recorded in the Records of Incorporations in this office, in PHOTOSTAT BOOK 307, Pages 150 - 167.

SECRETARY OF STATE · STATE OF MISSISSIPPI · OFFICIAL

Given under my hand and the Great Seal of the State of Mississippi hereto affixed this

25th Day of March, 1985.

Dick Molpus

Secretary of State

C-53

Mississippi
Executive Department
Jackson

A PROCLAMATION

BY THE

GOVERNOR

WHEREAS, persons desiring to create and organize a railroad corporation to be known as Delta Transportation Co. have presented to the Governor of the State of Mississippi an application therefor, in writing, pursuant to the provisions of Section 77-9-101, Mississippi Code of 1972; and

WHEREAS, upon receipt of said application, the Governor submitted the same to the Attorney General of Mississippi, and requested his opinion thereon, in writing, whether or not it be in conformity to law; and

WHEREAS, the Attorney General indorsed on said application his opinion that the same conforms to the law as set forth in Sections 77-9-101, et. seq., Mississippi Code of 1972, and that nothing contained in said application is violative of Mississippi law; and

WHEREAS, the Governor believes that said application is made in good faith and with bona fide intention on the part of the projectors to construct or cause to be constructed or to operate a railroad, as defined in the said application; and

WHEREAS, the Governor believes that there are no valid objections to the organization of Delta Transportation Co., and that this proclamation should be issued authorizing the organization of said railroad corporation:

NOW, THEREFORE, I, William A. Allain, Governor of the State of Mississippi, pursuant to the authority vested in me by Section 77-9-103, Mississippi Code of 1972, and other provisions of law, do hereby proclaim that Sam Y. Wilhite, 705 East Main Street, West Point, Mississippi, 39773, Robert E. Ross, 2607 Boyd Road, Columbus, Mississippi, 39701, and Dorothy H. Dale, 1118 11th Street North, Columbus, Mississippi, 39701, be, and they hereby are, authorized to organize a railroad corporation known as "Delta Transportation Co.", in accordance with the aforesaid Application therefor, and that upon the organization thereof said Delta Transportation Co. shall have and possess all corporate powers permitted by law.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed.

DONE at the Capitol in the City of Jackson the 25th day of March in the year of our Lord nineteen hundred and eighty-five and of the Independence of the United States of America the two hundred and ninth.

William A. Allain

GOVERNOR

BY THE GOVERNOR

Dave Mabry

SECRETARY OF STATE

APPLICATION FOR CREATION AND ORGANIZATION OF
DELTA TRANSPORTATION CO.

TO THE HONORABLE WILLIAM ALLAIN,
GOVERNOR OF THE STATE OF MISSISSIPPI:

The undersigned, desiring the creation and organization of the Delta Transportation Co., as a railroad corporation under the terms and provisions of, and with the powers provided in Title 77, Article 3, Chapter 9, of the Mississippi Code of 1972, Annotated, being Sections 77-9-101 et seq. of said Mississippi Code of 1972, hereby make application therefor, and do hereby expressly declare the following:

I.

The name, place of residence and post office address of each of the applicants is:

(1) Sam Y. Wilhite
705 East Main Street
West Point, MS 39773

(2) Robert E. Ross
2607 Boyd Road
Columbus, MS 39701

(3) Dorothy H. Dale
1118 11th Street North
Columbus, MS 39701

II.

The terminal points of the proposed railroad are from (1) Greenville Airport Switch (milepost LR 145.13) through Metcalfe to Greenville (milepost LR 152.50), (2) Metcalfe (milepost LA 4.71) to Leland (milepost LA 12.02), and (3) Cleveland (milepost L 109.22) to Hollandale (milepost L 158.44).

III.

The amount of authorized capital stock of said railroad corporation is and shall be 10,000 shares, all being common stock and having a par value of Ten Dollars ($10.00) per share.

IV.

The initial sales price of said stock is and shall be the sum of Ten Dollars ($10.00) per share, but the Board of Directors of said railroad corporation shall be authorized to fix, designate or change such sales price, provided the same shall not be less than Ten Dollars ($10.00) per share.

V.

One Hundred shares (100) of common stock having a sales price of $1,000.00 shall be subscribed and paid for before said railroad corporation shall commence business.

VI.

The line of the proposed railroad in this state shall extend 7.37 miles from the Greenville Airport Switch through Metcalfe to Greenville; 7.31 miles from Metcalfe to Leland; and 49.22 miles from Cleveland to Hollandale; being the line, together with rights-of-way, roadbeds, switches, sidetracks, turntables and other facilities and appurtenances thereto belonging to the Illinois Central Gulf Railroad Company, as the same now runs.

VII.

The name by which said railroad corporation shall be known is Delta Transportation Co.

VIII.

The railroad line and all other appurtenances necessary for operation of the same as a railroad is presently in existence, and the applicants, acting by and through a corporation known as the Columbus and Greenville Railway Company, have heretofore on January 4, 1985, entered into a formal Purchase and Sale Agreement for purchase of said line of railroad, together with all real estate, rights-of-way, side tracks and turnouts, rails, tracks, buildings, machinery, furniture, fixtures, equipment, franchises, leases and easements, and certain other personal property. Pursuant to the terms of the Agreement, it will be assigned to Delta Transportation Co. at or before closing. Said Purchase and Sale Agreement, a true and correct copy of which is attached hereto marked EXHIBIT "A" and is hereby incorporated herein by this reference thereto, provides that said assets shall be acquired upon entry of a final and effective order by the Interstate Commerce Commission approving the application for conveyance of said railroad properties by said Illinois Central Gulf Railroad Company. Said Purchase and Sale Agreement provides for

an aggregate purchase price of $3,500,000.00, a down payment of $350,000 having been made with the remaining balance to be paid at the time of closing. The real value of said property and assets to be acquired is equal to and commensurate with the purchase price to be paid therefor.

WHEREFORE, applicants respectfully petition and request that this their application for the creation and organization of said Delta Transportation Co. may be duly approved, and that the proclamation of the Governor may issue authorizing the creation and organization of said Delta Transportation Co. as a railroad corporation with all rights, powers and privileges authorized and provided by law.

Respectfully submitted,

Sam Y. Wilhite

Sam Y. Wilhite
705 East Main Street
West Point, MS 39773

Robert E. Ross

Robert E. Ross
2607 Boyd Road
Columbus, MS 39701

Dorothy H. Dale

Dorothy H. Dale
1118 11th Street North
Columbus, MS 39701

STATE OF MISSISSIPPI)
)
COUNTY OF LOWNDES)

This day personally appeared before me, the undersigned authority in and for said county and state, SAM Y. WILHITE, ROBERT E. ROSS and DOROTHY H. DALE, being the applicants in the foregoing application, who being by me first duly sworn, stated and deposed on their oaths that the matters and things alleged and set forth in the foregoing application for the creation and organization of the DELTA TRANSPORTATION CO. are true and correct as therein stated and averred to the best of their knowledge, information and belief.

Sam Y. Wilhite
SAM Y. WILHITE

Robert E. Ross
ROBERT E. ROSS

Dorothy H. Dale
DOROTHY H. DALE

SWORN TO AND SUBSCRIBED before me, on this the 12th day of March, 1985.

Marjorie C. Impiletti
NOTARY PUBLIC

(SEAL)

My Commission Expires: MY COMMISSION EXPIRES JULY 27, 1989.

ENDORSEMENT

JACKSON, MISSISSIPPI
March 22, 1985

I have examined this application for Charter of Incorporation of Delta Transportation Co., and I am of the opinion that it is in conformity with the provisions of Section 77-9-101, et. seq., Mississippi Code of 1972.

Edwin Lloyd Pittman
EDWIN LLOYD PITTMAN,
ATTORNEY GENERAL

STATE OF MISSISSIPPI
By: W. H. Coleman
Deputy Attorney General

PURCHASE AND SALE AGREEMENT

THIS AGREEMENT made and entered into as of the 4th day of January, 1985, by and between ILLINOIS CENTRAL GULF RAILROAD COMPANY, a Delaware corporation, 233 North Michigan Avenue, Chicago, Illinois 60601 (hereinafter referred to as "ICG") and COLUMBUS & GREENVILLE RAILWAY COMPANY, a Mississippi corporation, 201 19th Street North, Columbus, Mississippi 39701 (hereinafter referred to as "BUYER");

W I T N E S S E T H:

WHEREAS, ICG owns and operates certain lines of railroad, including lines in Mississippi from (1) Greenville Airport Switch (milepost LR 145.13) through Metcalfe to Greenville (milepost LR 152.50), (2) Metcalfe (milepost LA 4.71) to Leland (milepost LA 12.02), and (3) Cleveland (milepost L 109.22) to Hollandale (milepost L 158.44) (hereinafter these four lines taken together will also be referred to as "Rail Line"), and

WHEREAS, BUYER seeks to acquire the Rail Line;

NOW, THEREFORE, in consideration of the mutual covenants and agreements hereinafter contained it is hereby understood and agreed as follows:

EXHIBIT "A"

1. ICG agrees to assign and convey to BUYER by Quitclaim Deed all its rights, title and interest in and to Rail Line including all tracks (including sidings, industry tracks and connecting tracks), land, trestles, bridges, culverts, pole lines, signals, appurtenances, buildings, turnouts, roadbeds, depots, and railroad yards (Exhibit A depicts the extent of the Rail Line), except that this Purchase and Sale Agreement does not include the microwave towers and related equipment at Cleveland, Leland, and Greenville, provided that ICG must remove all of the towers and related equipment within one hundred eighty (180) days of Closing. ICG shall give C&G prior notice of its intent to enter upon C&G's property after Closing to effect such removal and C&G shall not unreasonably deny access to ICG. If ICG does not commerce removal operations within the stated time period, the microwave towers and related equipment shall become the property of C&G.

2. The Purchase Price for Rail Line shall be three million five hundred thousand dollars ($3,500,000). Such Purchase Price shall be payable in cash or by certified check as follows: (i) three hundred fifty thousand dollars ($350,000) Earnest Money upon execution of this contract by BUYER, and (ii) three million one hundred fifty thousand dollars ($3,150,000) at "Closing" (see Section 3 below).

3. "Closing" shall occur when the sum set forth in Section 2 has been paid by BUYER to ICG at which time ICG shall deliver the Quitclaim Deed covering the Rail Line. It is the intention of the parties to describe, and the deed delivered pursuant hereto shall convey, the Rail Line and all property owned by ICG that is contiguous to said Rail Line, consisting of all property between the specified mile post in Cleveland and the specified mile post in Hollandale, and all property between the specified mile post in Metcalfe and the specified mile post in (1) Greenville, (2) Leland, and (3) Greenville Airport Switch. The Earnest Money (plus any accrued interest at the rate and in the manner set forth in this Section) will be applied toward the Purchase Price at Closing. ICG shall provide Release of all liens covering the Rail Line within 30 days following Closing, which Release will be in recordable form.

Closing shall be contingent upon satisfaction of the following conditions precedent:

an order or orders by the Interstate Commerce Commission approving or exempting (1) purchase of the Rail Line by BUYER; (2) BUYER's issuance of securities in connection with the financing of such acquisition and operation of

the Rail Line*; and (3) changes in BUYER's corporate structure as reflected in BUYER's filings with the Interstate Commerce Commission;

the procurement by BUYER of financing for at least 90 percent of the Purchase Price for a period of at least ten (10) years, at a rate less than or equal to 15 percent, on or before Friday, March 1, 1985.

approval on or before Friday, March 1, 1985 as may be required under the covenants of existing agreements between BUYER and the Federal Railroad Administration identified as the November 10, 1981 Agreement; and

that no damage has occurred after execution of this Agreement and prior to Closing to either the Rail Line or any loss to the property on Rail Line due to fire, flood, accident or other calamity of such a magnitude as to interfere materially with the operation of the Rail Line provided, however, that if such damage or loss occurs, ICG and BUYER shall each have the right to terminate this Agreement if ICG and BUYER cannot reach

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* BUYER shall timely provide ICG's Counsel with a copy of all papers, filings, notices, rulings, etc. it files or receives in this proceeding.

agreement on how ICG is to repair or restore said Rail Line.

ICG and BUYER shall each make a diligent and good faith effort to satisfy the foregoing conditions precedent. Closing shall occur within thirty (30) days of the date that the order of the Interstate Commerce Commission referred to in the first condition precedent becomes effective provided that said order is consistent with the terms of this Agreement. However, if such an order is not obtained on or before April 1, 1985, or if said order does not have an effective date of April 1, 1985 or earlier, or if any of the conditions precedent were not satisfied within the deadlines prescribed in the sentences immediately preceding this paragraph, then this Agreement shall terminate and all Earnest Money paid to ICG shall be returned to BUYER with interest at a rate based on Donoghue's Money Fund Average for the applicable time period. If BUYER is unable or unwilling to close for any other reason by May 1, 1985, this Agreement shall terminate and ICG shall retain all Earnest Money (and accrued interest) paid to it by BUYER.

ICG shall provide C&G's Counsel with a working draft of the Quitclaim Deed within 21 days of notification from C&G that its financing for this Agreement has been approved.

ICG agrees to make reasonable efforts between January 1, 1985 and Closing to maintain the Rail Line in its current condition.

4. Upon Closing, ICG shall assign its rights, title and interest in and to all agreements covering Rail Line, including leases, licenses, easements and all other assignable interests. ICG shall diligently search its records for all such documents and shall deliver each said document to BUYER at or before Closing. In addition, ICG and BUYER agree that the trackage rights agreement dated December 4, 1980 (ICG Archive No. 10945) between the parties covering ICG's operations between Greenwood and Elizabeth, Mississippi will be deemed cancelled immediately after Closing occurs. All other agreements between ICG and BUYER, i.e., other than those applicable only to this Rail Line or ICG Archive No. 10945, shall not be affected by this Closing and shall remain in full force and effect. However C&G's earnings solely attributable to the operation of the Rail Line shall not be included in determining ICG's share of C&G's earnings pursuant to the agreement between ICG and C&G dated August 2, 1974 (ICG Archive No. 3017).

5. (a) ICG shall pay any and all special taxes and/or assessments attributable to improvements to the Rail Line that are payable as of the Closing Date when said taxes and/or assessments become due.

(b) ICG shall pay taxes, if any, attributable to the Rail Line for the tax year prior to the year in which

the deed is delivered and its pro rata share of taxes for the tax year during which the deed is delivered. Taxes for the tax year during which the deed is delivered shall be prorated as of the Closing Date on the basis of the most recent tax bills but ICG shall pay the actual amount of these taxes when same become due. C&G's pro rata share of these taxes shall be reduced to reflect the discounted value of the taxes based on their due date and the presiding rate in Donahue's Money Fund Average for the week ending immediately prior to the date of Closing and shall be paid to ICG by C&G at Closing.

6. Concurrent with execution of this Purchase and Sale Agreement, ICG and BUYER shall also execute the following:

(i) an agreement on division and rates, a copy of which is attached as Exhibit B; and

(ii) an interchange agreement, a copy of which is attached as Exhibit C.

7. The parties agree that interline freight settlements, associated freight adjustments, and overcharge claim matters will be handled in accordance with the AAR Mandatory Accounting Rules and revisions thereof.

8. Nothing contained herein shall in any manner restrict or prohibit ICG from abandoning or otherwise

disposing of any portion of its remaining properties or lines of railroad, including such properties or lines of railroad adjacent to or connecting with Rail Line.

9. ICG agrees to reimburse BUYER, to the extent permitted by applicable law, for all reasonable attorneys fees which BUYER may incur as a result of any legal action BUYER takes against ICG as a result of any breach of this Agreement by ICG, provided that BUYER is successful in obtaining final judgment against ICG.

BUYER agrees to reimburse ICG, to the extent permitted by applicable law, for all reasonable attorneys fees which ICG may incur as a result of any legal action ICG takes against BUYER as a result of any breach of this Agreement by BUYER, provided that ICG is successful in obtaining final judgment against BUYER.

10. All notices, demands, requests and other communications under this Agreement shall be in writing and shall be deemed properly served if delivered by hand to the party to whose attention it is directed or, when received, if sent, postage prepaid, by United States registered or certified mail, return receipt requested, addressed as follows:

A. If intended for ICG:

Vice President-Real Estate
Illinois Central Gulf Railroad Company
233 North Michigan Avenue
Chicago, Illinois 60601

B. If intended for BUYER:

Chairman and Chief Executive Officer
Columbus & Greenville Railway
201 19th Street North
Columbus, Mississippi 39701

*with copies to:

Mr. William J. Threadgill
Threadgill, Smith, Sanders & Jolly
P. O. Box 1366
Columbus, Mississippi 39703-1366

Mr. Burgess A. Levin
Burgess Levin & Company, Ltd.
11713 Bowman Green Drive
Reston, Virginia 22090

or at such other address or to such other party which any party entitled to receive notice hereunder may designate to the other party in writing.

11. This Agreement may not be assigned by BUYER without ICG's consent except that no such consent shall be required or needed in the event that BUYER transfers its rights and obligations under this Agreement at any time prior to Closing to any company (i) that is a wholly-owned subsidiary of BUYER, (ii) of which C&G is a wholly-owned subsidiary, or (iii) any company that is a wholly-owned subsidiary of the same company that owns C&G, provided that BUYER gives ICG prior notice of such transfer.

12. As a part of the consideration hereof, and in accepting this conveyance, BUYER agrees and binds itself to

purchase, affix and cancel any and all documentary stamps of every kind and nature in the amount prescribed by statute, and to pay any and all required transfer taxes and fees incidental to recordation of the quitclaim deed.

13. This Agreement is binding on ICG, its successors, and assigns.

14. ICG agrees to hold BUYER harmless with respect to any litigation at law or in equity or any proceeding before any commission or regulatory/administrative authority that is pending against ICG involving the Rail Line at Closing.

15. Upon execution of this Agreement by both parties ICG agrees to make available to the extent that it legally may for inspection by BUYER's representatives all documents in ICG's possession relating to the Rail Line during normal business hours at ICG's corporate offices in Chicago. The parties agree that representatives of the C&G will be allowed access to the Rail Line between execution of this Agreement and Closing provided that such access not be permitted until ICG's Operating Department has approved each particular access.

16. ICG shall notify BUYER of any freight transportation contracts it enters into involving the Rail Line during the time beginning upon execution of this

Agreement by both parties and ending with the date of Closing. Such contracts will expire on or before May 1, 1985 or be subject to cancellation by ICG upon thirty (30) days notice.

17. ICG shall provide C&G with a copy of every agreement covering Rail Line, including leases, licenses, maintenance agreements, and the like but excluding freight transportation contracts that have confidentiality clauses in which case ICG shall, to the extent it legally may, furnish a summary of these contracts to C&G, on or before February 1, 1985. C&G shall have until March 1, 1985 to advise ICG in writing that it has decided to terminate this Agreement based on its review of these agreements in which case it will receive its Earnest Money plus interest back.

18. This Agreement is contingent upon the approval of this Agreement by the Board of Directors of both the ICG and the C&G on or before January 19, 1985.

19. This Agreement shall be construed in accordance with the laws of the State of Mississippi.

20. This Agreement contains the entire agreement between the parties relating to the transactions contemplated hereby, and all prior or contemporaneous agreements, understandings, representations and statements, oral or

written concerning the transactions covered by said Agreement, are merged herein.

IN WITNESS WHEREOF, the parties have caused this Agreement to be duly executed in duplicate, by their duly authorized officers or officials as of the date first set forth above.

ILLINOIS CENTRAL GULF RAILROAD COMPANY

By _____
Vice President-Real Estate

Attest:

_____
Secretary

COLUMBUS & GREENVILLE RAILWAY COMPANY

By _____
Chairman and Chief Executive Officer

Attest:

_____
Secretary

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

BROOKHAVEN AND LINCOLN COUNTY ASSOCIATION
SERVING THE HANDICAPPED, 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 March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF BROOKHAVEN & LINCOLN CO. ASSOC. SERVING THE HANDICAPPED
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.

DANNY V. SMITH T.S. WEBB GARY HUTCHERSON

Be it resolved by the members of BROOKHAVEN & LINCOLN CO. ASSOC. SERVING THE HANDICAPPED 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 DANNY V. SMITH, T.S. WEBB, AND GARY HUTCHERSON

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named BROOKHAVEN & LINCOLN CO. ASSOC. SERVING THE HANDICAPPED, 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, FAYE SMITH, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the day of NOV. 5, 1984, at 113 LAKEVIEW ARMS APTS., BROOKHAVEN, MS 39601 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 March, 1985

Secretary Faye Smith

C-30-3

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

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is: BROOKHAVEN AND LINCOLN COUNTY ASSOCIATION SERVING THE HANDICAPPED ,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
DANNY V. SMITH	RT. 4, BOX 47	BOGUE CHITTO	MS
T.S. WEBB	RT. 2,	BROOKHAVEN	MS
GARY HUTCHERSON	KINGSBOROUGHS APT. F-118	BROOKHAVEN	MS

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

3. The domicile is at 113 LAKEVIEW ARMS (Street and No.) BROOKHAVEN (City) MS (State)

4. (Here set out that the corporation is NonProfit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 79-11-1, Code of Mississippi fo 1972, and amendments thereto.)
THE CORPORATION IS A NON-PROFIT CORPORATION, AND NO SHARES OF STOCK SHALL BE ISSUED.
It is a civic improvement and charitable corporation.

5. Period of existence shall be perpetual.

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

The purpose of this association shall be for social, economical and vocational betterment of all hanidcapped individuals and other persons who have demonstrated a need for special services and care due to their being handicapped or retarded in some manner, thereby assisting them in being able to contribute to the betterment of the community and their families. To specifically engage in: promoting public education and awareness, providing transportation, overcoming environmental barriers, developing gainful employment opportunities, helping and assisting handicapped individuals and others, who are in need of special individual services, or both, to become more useful citizens: to assist them to use their minds and bodies to help themselves and others.

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:

Danny V. Smith
DANNY V. SMITH

T.S. Webb
T.S. WEBB

Gary P. Hutcherson
GARY HUTCHERSON

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of LINCOLN

This day personally appeared before me, the undersigned authority DANNY V. SMITH, T.S. WEBB, GARY HUTCHERSON, incorporators of the corporation known as the BROOKHAVEN & LINCOLN CO. ASSOC. INCORPORATED SERVING THE HANDICAPPED who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 5th day of March, 1985

My Commission Expires 10/21/88 Katrina M. O'Neal
(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 21st day of March A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Morgan
Secretary of State

Jackson, Miss., March 22, 1985

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.

Edwin Lloyd Pittman
Attorney General

By Richard M. Allen
Special Assistant Attorney General

C-30-2

BOOK 307 PAGE 172

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

HUDNALL & HUDNALL 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 March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF HUDNALL & HUDNALL HUNTING CLUB

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

Be it resolved by the members of HUDNALL & HUDNALL 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 Henry C. Hudnall, Joe L. Buie, Jr. and Kay N. Hudnall are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named HUDNALL & HUDNALL 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, Kay N. Hudnall, 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 March 6, 1985 at Route # 3 DeKalb, 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 14th day of March 1985.

Secretary Kay N. Hudnall

Kay N. Hudnall

BOOK 307 PAGE 174

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

HUDNALL & HUDNALL HUNTING CLUB

1. The corporation title of said company is:

Hudnall & Hudnall, Hunting Club, 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
Henry C. Hudnall	Route # 3, Box 125	DeKalb,	Miss
Joe L. Buie, Jr.	2519 34th Ave.	Meridian, Miss.	
Kay N. Hudnall	Route # 3, Box 123	DeKalb,	Miss.

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

3. The domicile is at Route # 3 (Street and No.) DeKalb, (City) Miss. (St

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

The corporation shall be a NON-PROFIT/fraternal corporation, with no issuanc of stock or shares of stock, and shall be locally owned and operated by members for the recreational purpose of organized hunting of wild game animals and fowl, in compliance with the game and fish laws of Mississip

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 exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary accomplish the stated purpose of the association being incorporated:

This association is being incorporated for the purpose of leasing land for hunting rights and for the purpose of organized hunting of wild game animals and fowl, and for the purpose of all rights granted to such corporations pursuant to statute, including the right to borrow money, l lend, sell, and operate as any other Non-Profit Corporation under the la of the State of Mississippi.

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 vest each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwi the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities agai 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 la acknowledgment. The signatures of the incorporators must agree with their names as they appear in t resolution, article 2 of the charter and in the acknowledgment.

Signatures:

Henry C. Hudnall — President, and Incorporator

Henry C. Hudnall

Joe L. Buie, Jr. — Vice-President, and Incorpora

Joe L. Buie, Jr.

Kay N. Hudnall — Secretary, and Incorporator

Kay N. Hudnall

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of KEMPER

This day personally appeared before me, the undersigned authority HENRY C. HUDNALL, Joe L. Buie, Jr., Kay N. Hudnall

incorporators of the corporation known as the HUDNALL & HUDNALL 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 7th day of March, 1985

My Commission Expires 3/23/86

(NOTARIAL SEAL) Lenny C. Edwards

Received at the office of the Secretary of State this the 19th day of March A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Molpus

Secretary of State

Jackson, Miss., March 22, 1985

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.

Edwin Lloyd Pittman

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

O'NEIL VOLUNTARY FIRE DEPARTMENT INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 25th day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF O'NEIL VOLUNTARY 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 O'NEIL VOLUNTARY 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 Denis Mizell, President------Leonard Whittington, Vice-President------Darlene Brantley, Secretary are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named O'NEIL VOLUNTARY 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, DARLENE BRANTLEY, 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 March 12, 1985 at O'Neil Voting Precinct 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 March 1985

Secretary Darlene Brantley

C-30-3

BOOK 307 PAGE 178

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: O'NEIL VOLUNTARY 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
DENIS MIZELL	Rt. 2, Box 157	Gloster	Ms.
LEONARD WHITTINGTON	Rt. 2	Gloster	Ms.
DARLENE BRANTLEY	Rt. 2, Box 157	Gloster	Ms.

Board Members are: Larry Whittington, Keith Ravencraft, Ross Thomas, & Tommy Williams

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

3. The domicile is at Rt. 2, Box 157 (Street and No.) Gloster (City) Ms. (State)

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

Non-Profit Organization, No shares of stock will be issued,
Fire Department is a voluntary organization. It is a fire company.

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:

Voluntary Fire Department
Will set by laws according to the State Fire Department codes
To interest and unite and train persons in fire fighting and
those subjects that will be necessary to fire fighting.
To acquire real and personal property to use exclusively for
the operation and betterment of the organization as a whole.

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:

Denis Mizell — President
Leonard Whittington — Vice President
Darlene Brantley — Secretary

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Amite

This day personally appeared before me, the undersigned authority Denis Mizell, Leonard Whittington, Darlene Brantley, _____, _____, _____, _____, _____, incorporators of the corporation known as the O'NEIL VOLUNTARY 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 13th day of March, 1985

My Commission Expires August 23, 1988 (NOTARIAL SEAL)

Darlene Brantley

Received at the office of the Secretary of State this the 20th day of March A.D., 1985, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Molpus

Secretary of State

Jackson, Miss., March 22, 1985

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.

Edwin Lloyd Pittman

Attorney General

By Richard M. Allen, Special

Assistant Attorney General

C-30-2

BOOK 307 PAGE 180

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

WALLACE MILLCREEK 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 March, A.D., 1985.

William A. Allain
Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF WALLACE MILLCREEK HUNTING CLUB

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

Be it resolved by the members of Wallace Millcreek 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 Ronnie Longmire, Onnie Longmire, Hilda Gauthier are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Wallace Millcreek Hunting Club, Inc.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Hilda Gauthier, 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 March 11, 1985 at Meadville, 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 March, 1985

Secretary Hilda Gauthier

C-30-3

BOOK 307 PAGE 182

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

WALLACE MILLCREEK HUNTING CLUB

1. The corporate title of said company is: WALLACE MILLCREEK HUNTING CLUB, INC.

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

Name	Street & No.	City	State
Ronnie Longmire	P. O. Box 359	Bude	MS 39630
Onnie Longmire	P. O. Box 359	Bude	MS 39630
Hilda Gauthier	P. O. Box 481	Bude	MS 39630

3. The domicile is at Railroad Ave. P. O. Box 359 (Street and No.) Bude (City) MS 39630 (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 Wallace Millcreek Hunting Club is a non-profit fraternal corporation and no shares of stock shall be issued, and the type of origination shall be governed by a majority vote and shall dedicate itsdelf by social and educational means to conservation and propagation of the game laws and wildlife for the State of Mississippi, and shall promote and encourage laws for the protection of the forest and the game therein, in particularly in the County of Franklin, State of Mississippi.

5. Period of existence shall be perpetual.

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

To secure leases or title to lands suitable for hunting and to promote and encourage laws for protection of forest and the game therein; to promote, encourage and educate its members in the general public in the principles of safety and the use of firearms; to dedicate itself by social and educational means to the conservation and propagation of the wildlife on the hunting lands in Franklin County, Mississippi, and to promote true sportmanship among those to hunt in a lawful and legal manner; to promote and encourage field sports and good fellowship among sportsmen; to encourage support of the game laws of this State; to work for the respect and acknowledgement of just rights of property owners; to work for, support, and encourage a close and friendly relationship between property owners and sportsmen, and in particularly between the members of this club and the Lessors of property acquired by this club for the purpose of hunting in a sportsman like manner in accord with the laws of the State of Mississippi.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall 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: Ronnie Longmire
Ronnie Longmire, President
Onnie Longmire
Onnie Longmire, Vice President
Hilda Gauthier
Hilda Gauthier, Secretary & Treasurer

My Commission Expires June 9, 1986

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of FRANKLIN

This day personally appeared before me, the undersigned authority Ronnie Longmire, President, Onnie Longmire, Vice President Hilda Guathier, Secretary & Treasurer, incorporators of the corporation known as the WALLACE MILLCREEK HUNTING CLUB, INC. who acknowledged that (he) (they) signed and executed the above and foregoing articles of incorporation as (his) (their) act and deed on this the 11th day of March, 1985

N. Maxwell Evans, Jr.

STATE OF MISSISSIPPI
County of

This day personally appeared before me, the undersigned authority

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

Received at the office of the Secretary of State this the 20th day of March A.D., 1985, together with the sum of $ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Morgan
Secretary of State

Jackson, Miss., March 22, 1985

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.

Edwin Lloyd Pittman
Attorney General

By Richard M. Allen
Special Assistant Attorney General

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

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE HEART OF JESUS CHRIST MINISTRY, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 27th day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF The Heart of Jesus Christ Ministry, Inc.
An Unincorporated Association. To Incorporate. Designating the incorporators. The name of the proposed corporation and authorizing the expenditure of the funds of the association necessary to do so.

Be it resolved by the members of The Heart Of Jesus Christ Ministry 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 Cornelius Walker, Teresa Walker, Marvin Young are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named The Heart of Jesus Christ Ministry; 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, Teresa Walker, 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 March 5, 1985 at 4444 Bullard St. 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 March 1985

Secretary Teresa Walker

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

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is: The Heart of Jesus Christ Ministry, 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
Cornelius Walker	4444 Bullard Street	Jackson	MS
Teresa Walker	4444 Bullard Street	Jackson	MS
Marvin Young	4444 Bullard Street	Jackson	MS

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

3. The domicile is at 4444 Bullard Street (Street and No.) Jackson (City) MS (State)

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

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

The corporation is a religious ~~organization.~~ 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:

SEE THE PURPOSE NUMBER 6 ATTACHED ON THE BACK OF THIS FORM.

SEE EXHIBIT A ATTACHED ON BACK

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

C-30-1

The purpose of the corporation is to sponsor religious functions for members, their families, and friends, and the community; to sponsor philanthropic functions within the community such as helping the needy, working with senior citizens, counseling lost souls; to promote the value of Christian living; and to encourage and promote interest in improving the spiritual, social, educational and civic conditions of the community. Available services are counseling, teaching, preaching, and evangelism.

The corporation shall have the power to make contracts, to conduct fund raisers, to hold property (real and personal) and to transfer and convey such property.

In the event of dissolution, the residual asset of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(C) (3) and 170(C) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to federal, state, or local government for exclusive public purposes.

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:

Cornelius Walker	President
Marvin Young	Vice-president
Teresa Walker	Secretary

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Hinds

This day personally appeared before me, the undersigned authority Cornelius Walker Teresa Walker, Marvin Young

incorporators of the corporation known as the The Heart of Jesus Christ Ministry, 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 26 day of March, 1985

My Commission Expires Ecul S Barbs Notary Public

(NOTARIAL SEAL) My Commission Expires July 11, 1987

Received at the office of the Secretary of State this the 27th day of March A.D., 1985 together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Morgan

Secretary of State

Jackson, Miss., 3-27, 1985

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.

Edwin Lloyd Pittman

Attorney General

By Phillip C. Carter

Special Assistant Attorney General

C-37-2

State of Mississippi

Office of Secretary of State

Jackson

I, DICK MOLPUS, Secretary of State of the State of Mississippi, do hereby certify that the DECREE CONFIRMING ENLARGEMENT AND EXTENSION OF BOUNDARIES OF THE

CITY OF BOONEVILLE, MISSISSIPPI

hereto attached was, pursuant to the provisions of the Laws of the State of Mississippi, filed in my office this the 28th day of March, 19 85, and recorded in this office in Record of Incorporations Photostat Book No. 307, at pages 190 - 196.

Given under my hand and Seal of office hereunto affixed this 28th day of March, 19 85

Dick Molpus

Secretary of State.

SECRETARY OF STATE OFFICIAL STATE OF MISSISSIPPI

March Vacation
1985

IN THE CHANCERY COURT OF PRENTISS COUNTY, MISSISSIPPI

IN RE: THE MATTER OF THE EXTENSION OF THE BOUNDARIES OF THE CITY OF BOONEVILLE, MISSISSIPPI

NO. 14,306

DECREE CONFIRMING ENLARGEMENT AND EXTENSION OF BOUNDARIES OF THE CITY OF BOONEVILLE, MISSISSIPPI

This cause came on to be heard and was heard at 10:00 o'clock a.m., on Friday, February 22, 1985, at the courthouse in the City of Fulton, Mississippi, pursuant to order previously entered herein, on petition for decree to confirm enlargement and extension of the boundaries of the City of Booneville, Mississippi, decree fixing date certain for hearing of said petition, public notice to all parties interested, publication of notice and ordinance in the Banner-Independent, proof of publication of same being on file in this cause, and certificate of the Chancery Clerk that copies of such notice was posted in three public places as required by law, and on oral and documentary proof;

2-22 1985
PHILLIP COLE, Clerk
D.C.

It appearing to the satisfaction of the Court that no objections have been filed to the proposed extension of the boundaries of the City of Booneville, Mississippi, as prayed for herein, that said City of Booneville is located in Prentiss County, Mississippi, is duly chartered and existing as a municipality under Code Charter as provided by the laws of the State of Mississippi; that the Mayor and Board of Aldermen of said City of Booneville, Mississippi, being the duly qualified municipal authorities of said City, did at a regular session of said Board duly and legally convened and held on December 4, 1984, legally adopt an ordinance to enlarge the boundaries of said City by adding thereto adjacent unincorporated territory, defining with certainty the territory which the said Board proposed to include within the corporate limits of said City and also defining the entire boundary of said City as changed; that the said ordinance is properly recorded in both the Minute Book

MB# 54 page 95-99

and the Ordinance Book of said City and describes in general terms the improvements to be made in the annexed territory, the manner of extension thereof, the approximate time in which said improvements are to be made, and a statement of the municipal services which the City proposes to render in such annexed territory;

If further appearing to the satisfaction of the Court from the proof that the said ordinance was duly published as required by law, that public notice to all interested parties concerned of the hearing of any objections to the proposed extension and enlargement, including a complete description of the adjacent territory to be embraced, and a description of the boundaries of said City, after including within the corporate limits the said adjacent territory, was duly published as required by law, in the Banner-Independent, a legal newspaper having a wide circulation in the City of Booneville, Prentiss County, Mississippi, proof of publication of same being on file herein, that copies of said notice were posted in three public places as required by law, and proper certificate of the Chancery Clerk is on file as to the posting thereof, and that a map of the boundaries of the proposed enlargement is on file herein;

If further appearing to the satisfaction of the Court from the proof that the proposed enlargement of the boundaries of the City of Booneville is suitable and is required by the public convenience and necessity, affecting both the said City and the adjacent territory which is to annexed and added to said City by said ordinance; that the said City can furnish reasonable public and municipal services within a reasonable time, that the public interest could best be served by the approval, ratification and confirmation of said ordinance extending and enlarging the boundaries of said City, that no part of the territory proposed to be annexed is located within three miles of the corporate limits of any other existing municipality, but all said territory proposed to be included is unincorporated and is adjacent to the

present and existing boundaries of said City of Booneville:

IT IS THEREFORE ORDERED, ADJUDGED, AND DECREED that the ordinance extending and enlarging the boundaries of the City of Booneville, Mississippi, adopted by the Mayor and Board of Aldermen of the City of Booneville on December 4, 1984, which is recorded in Minute Book 36 at pages 25-29 of the minutes of the meetings of the Mayor and Board of Aldermen of said City, and in Ordinance Book No. 3 at pages 180-186 of the Ordinance Book of said City, be and the same is hereby approved, ratified and confirmed.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the boundaries of the City of Booneville, Mississippi, are hereby enlarged and extended so as to add to and include within the boundaries and corporate limits of said City the following described adjacent unincorporated territory, to-wit:

> Beginning at the Southwest corner of the Southeast Quarter of Section 3, Township 5 South, Range 7 East, in Prentiss County, Mississippi, and run thence North along the existing Booneville City Limits two hundred thirty (230) rods, more or less, to the East right-of-way of the railroad; thence Northeast with said right-of-way to a point that is twenty-seven and a half (27½) rods North of the South line of the Southeast Quarter of Section 34, Township 4 South, Range 7 East; thence West one hundred seventeen (117) rods, more or less, to the East line of said Southeast Quarter; thence South with said East line twenty-seven and a half (27½) rods to the Northeast corner of the Northeast Quarter of Section 3, Township 5 South, Range 7 East; thence South with said East line one hundred (100) rods; thence West two thousand two hundred thirty point five (2,230.5) feet, more or less, to the East right-of-way line of the Industrial Park Access Road; thence South with said East right-of-way two thousand eighty-four point sixty-five (2,084.65) feet; thence with said East right-of-way and a curve with the following characteristics: chord bearing=South 24° West, radius=479.99 feet, tangent=213.71 feet, delta=48°, for a length of four hundred two point twelve (402.12) feet; thence South 48°00' West with said East right-of-way one hundred ten (110) feet; thence with said East right-of-way and a curve with the following characteristics: chord bearing=South 24° West, radius=419.99 feet, tangent=186.99 feet, delta=48°, for a distance of three hundred fifty-one point eighty-five (351.85) feet; thence South with said East right-of-way eight hundred thirteen (813) feet to the South line of the Southeast Quarter of said Section 3 and the existing Booneville City Limits; thence West with said line thirty (30) feet to the point of beginning.

The above description includes the following parcels of land:

Part of the South 27½ rods, Southeast Quarter, Section 34, Township 4 South, Range 7 East

Part of the Northeast Quarter, Section 3, Township 5 South, Range 7 East

Part of the Southeast Quarter, Section 3, Township 5 South, Range 7 East.

IT IS ALSO ORDERED, ADJUDGED AND DECREED that the entire boundary of the City of Booneville, Mississippi, as changed after adding to and including within the corporate limits of said City the above described adjacent unincorporated territory, shall be as follows, to-wit:

Beginning at the Northeast corner of Section 10, Township 5 South, Range 7 East, in Prentiss County, Mississippi, and run thence South three hundred twenty (320) rods to the Southeast corner of Section 10, thence East one hundred sixty (160) rods to the Northeast corner of the Northwest Quarter of Section 14, thence South four thousand one hundred twenty-two (4,122) feet; thence West eighty (80) rods, thence South one thousand eight hundred eighteen (1,818) feet, thence West eighty (80) rods to a point on the West boundary of Section 23, forty (40) rods South of the Northwest corner of said Section, thence West two hundred forty (240) rods to a point forty (40) rods South of and eighty (80) rods East of Northwest corner of Section 22, thence North one hundred sixty (160) rods, thence West eighty (80) rods, thence north forty (40) rods to the Southeast corner of the Northeast Quarter of Section 16, thence West one hundred sixty (160) rods to the Southwest corner of the Northeast Quarter of Section 16, thence South three hundred twenty (320) rods to the Southeast corner of the Northwest Quarter of Section 21, thence West two hundred forty (240) rods to the Southwest corner of the East One-half (½) of the Northeast Quarter of Section 20, thence North three hundred twenty (320) rods to the Southwest corner of the East One-Half (½) of the Northeast Quarter of Section 17, thence West eighty (80) rods to the Southwest corner of the Northeast Quarter of Section 17, thence North five hundred forty (540) rods to a point sixty (60) rods North of the Southwest corner of the Southeast Quarter of Section 5, thence East four hundred (400) rods to a point sixty (60) rods North of and eighty (80) rods East of the Southwest corner of the Southeast Quarter of Section 4, thence North three hundred forty (340) rods to the Northwest corner of the Southeast Quarter of the Southeast Quarter of Section 33, Township 4 South, Range 7 East; thence East two hundred forty (240) rods to the Northeast corner of the South One-Half (½) of the Southwest Quarter of Section 34, thence South one hundred seventy (170) rods, more or less to the East right-of-way of the railroad; thence Northeast with said East right-of-way to a point that is twenty-seven and a half (27½) rods North of the South line of the Southeast Quarter of Section 34, Township 4 South, Range 7 East; thence West one hundred seventeen (117)

rods, more or less, to the East line of the said Southeast Quarter; thence South with said East line twenty-seven and a half (27½) rods to the Northeast corner of the Northeast Quarter of Section 3, Township 5 South, Range 7 East; thence South with said East line one hundred (100) rods; thence West two thousand two hundred thirty point five (2,230.5) feet, more or less, to the East right-of-way line of the Industrial Park Access Road; thence South with said East right-of-way two thousand eighty-four point sixty-five (2,084.65) feet; thence with said East right-of-way and a curve with the following characteristics: chord bearing=South 24° West, radius=479.99 feet, tangent=213.71 feet, delta=48°, for a length of four hundred two point twelve (402.12) feet; thence South 48°00' West with said East right-of-way one hundred ten (110) feet; thence with said East right-of-way and a curve with the following characteristics: chord bearing=South 24° West, radius=419.99 feet, tangent=186.99 feet, delta=48°, for a distance of three hundred fifty one point eighty-five (351.85) feet; thence South with said East right-of-way eight hundred thirteen (813) feet to the South line of the Southeast Quarter of said Section 3; thence East two thousand six hundred ten (2,610) feet to the Northeast corner of Section 10 and the point of beginning.

IT IS ALSO ORDERED, ADJUDGED AND DECREED that the Petitioner be taxed with all costs of this proceeding for which execution shall issue.

ORDERED, ADJUDGED AND DECREED in the City of Booneville, Mississippi, on this the 22d day of February, 1985.

James E. Bost
CHANCELLOR

STATE OF MISSISSIPPI
COUNTY OF PRENTISS

I, PHILLIP COLE, Chancery Clerk for said state and county do hereby certify that the foregoing is a true and correct copy of same as it appears of record in this office.

Given under my hand and seal of office, this the 19 day of March 1985

Phillip Cole
Chancery Clerk

By: Shirley Cole D. C.

State of Mississippi

Office of Secretary of State

Jackson

I, DICK MOLPUS, Secretary of State of the State of Mississippi, do hereby certify that the AFFIDAVIT STATING CORPORATION WAS NEVER ORGANIZED, NEVER ISSUED STOCK AND NEVER COMMENCED BUSINESS UNDER SECTION 180 OF THE MISSISSIPPI CONSTITUTION -

YAZOO RIVER HUNTING CLUB, INCORPORATED

hereto attached was, pursuant to the provisions of the Laws of the State of Mississippi, filed in my office this the 27th day of March, 19 85, and recorded in this office in Record of Incorporations Photostat Book No. 307, at pages 197-198.

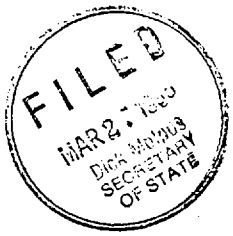
Given under my hand and Seal of office hereunto affixed this 27th day of March, 19 85

Dick Molpus

Secretary of State.

SECRETARY OF STATE OFFICIAL STATE OF MISSISSIPPI

BOOK 307 PAGE 198



AFFIDAVIT

A Charter was granted by the State of Mississippi to Yazoo River Hunting Club, Incorporated on May 24, 1982.

The Corporation never issued stock, never organized and never commenced business, therefore, the Charter is void under Section 180 of the Mississippi Constitution.

Signed _____
S. N. Robinson, Incorporator

Signed _____
K. M. Heckman, Incorporator

Sworn to and subscribed this 21st day of March, 1985.

WITNESS my hand and seal of office this 21st day of March, 1985.

STATE OF MISSISSIPPI

County of Rankin

_____ Notary Public

My Commission Expires Aug. 14, 1985

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

SHADOWOOD CONDOMINIUM ASSOCIATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 27th day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF INCORPORATION OF SHADOWOOD CONDOMINIUM ASSOCIATION, AN UNINCORPORATED ASSOCIATION, DESIGNATING THE INCORPORATORS, THE NAME OF THE PROPOSED CORPORATION AND AUTHORIZING THE EXPENDITURE OF THE FUNDS OF THE ASSOCIATION NECESSARY SO TO DO.

RESOLVED, by the members of Shadowood Condominium Association, an unincorporated association of individuals, that it is in the best interest of this association that it be forthwith incorporated as a nonprofit, nonshare corporation under the laws of the State of Mississippi applicable thereto and that Beulah Boots Smith, Pat Alford and B. Richard Alford, Jr., are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Shadowood Condominium Association, Inc.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and to authorize the expenditure of such funds as may be necessary so to do.

CERTIFICATE

I, Beulah Boots Smith, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is a true and correct copy of a resolution duly adopted at a meeting thereof held on the 15th day of March, 1985, in 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 15 day of March, 1985.

Beulah Boots Smith
Beulah Boots Smith, Secretary

CHARTER OF INCORPORATION OF SHADOWOOD CONDOMINIUM ASSOCIATION, INC.

1. The corporate title of this corporation is Shadowood Condominium Association, Inc.

2. The names and street addresses of the incorporators are as follows:

NAME	STREET ADDRESS
1. Beulah Boots Smith	14 Pebble Hill Brandon, MS 39042
2. Pat Alford	1101 Post Road Clinton, MS 39056
3. B. Richard Alford, Jr.	1101 Post Road Clinton, MS 39056

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

3. The domicile of this corporation is at 425 Beasley Road, Jackson, Mississippi 39206. Shadowood Condominium Association, Inc. is a nonprofit real estate apartment owners and managers association by and under the provisions of Section 79-11-1 of the Mississippi Code of 1972, as amended, and no shares of stock shall be issued.

4. The period of existence shall be perpetual.

5. The primary purposes for which Shadowood Condominium Association, Inc. is to be formed is the management, maintenance and care of the Shadowood Condominium, pursuant to the Declaration Establishing Shadowood Condominium, which is to be filed of record in the office of the Chancery Clerk of the First Judicial District of Hinds County, State of Mississippi, and the

By-Laws and Rules and Regulations of Shadowood Condominium and Shadowood Condominium Association, Inc. attached thereto. This corporation shall have the right, power and privilege to do everything necessary, suitable, or proper for the accomplishment of the management, maintenance and care of Shadowood Condominium, or for any objective incidental to, or connected with, such purpose, and to have, enjoy and exercise all of the rights, powers and privileges that are now, or that may hereafter be, conferred upon nonprofit, nonshare corporations organized under the laws of the State of Mississippi, but limited to such rights, powers and privileges reasonably necessary to accomplish the management, maintenance and care of Shadowood Condominium. This corporation may elect, at such time and in such manner as the Secretary of the Treasury of the United States shall by regulations prescribe, to have Section 528 of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue Law, apply for any taxable year.

6. 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 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.

7. Membership in this corporation, as well as all rights, privileges, liabilities and duties of the members, shall be governed by the Declaration Establishing Shadowood Condominium, which is to be filed of record in the office of the Chancery Clerk of the First Judicial District of Hinds County, Mississippi, and the By-Laws and Rules and Regulations of Shadowood Condominium and Shadowood Condominium Association, Inc. attached thereto.

8. No part of the net earnings of this corporation shall inure, other than by providing management, maintenance and care of the Condominum or other than by a rebate of excess assessments, to the benefit of any individual.

INCORPORATORS

Beulah Boots Smith

Beulah Boots Smith

Pat Alford

Pat Alford

B. Richard Alford Jr.

B. Richard Alford, Jr.

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Beulah Boots Smith, Pat Alford and B. Richard Alford, Jr., incorporators of the association known as Shadowood Condominium Association, Inc., who acknowledged that they signed and delivered the above and foregoing charter of incorporation as their act and deed on this the 15th day of March, 1985.

Sarah G. Burkett
Notary Public

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

Received at the office of the Secretary of State, this the 18th day of March, 1985, together with the sum of $20.00, as a deposit to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mayhew
Secretary of State

JACKSON, MISSISSIPPI

DATED: March 22nd 1985.

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

Edwin Lloyd Pittman
EDWIN L. PITTMAN
Attorney General

BY: Richard M. Allen
Special Assistant Attorney General

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

SOUTH MISSISSIPPI PRISON MINISTRY ASSOCIATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 27th day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF South Mississippi Prison Ministry Association, Inc.
An Unincorporated Association, To Incorporate, Designating the incorporators, The name of the proposed corporation and authorizing the expenditure of the funds of the association necessary to do so.

Be it resolved by the members of South Mississippi Prison Ministry Association, Inc. an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that K.J. Patterson, Sue Patterson, and William Parker

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named South Mississippi Prison Ministry 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, Sue Patterson, 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 March 1985 at RT. 1 Box 85, Brooklyn, MS. 39425 at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 12

day of March 1985

Secretary Sue Patterson
Sue Patterson

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 307 PAGE 208

NON-PROFIT

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is:

   South Mississippi Prison Ministry Association, Inc.

2. The names and post office address of the incorporators are:
   (The application must show affirmatively that all incorporators are adult residents 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
K. J. Patterson	RT.1 Box 85	Brooklyn	Ms. 39425
Sue Patterson	RT.1 Box 85	Brooklyn	MS. 39425
William Parker	% General Delivery	New Augusta	MS. 39462

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

3. The domicile is at ~~RT. 1~~ Box 85 (Street and No.) Brooklyn (City) MS. 39425 (State)

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

   This Corporation is non-profit, and shall issue no shares of stock, as per Section 79-11-1 of the Mississippi Code 1972, as Annotated and Amended. It is a religious society.

5. Period of existence shall be perpetual.

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

   To engage in prison ministry in the State of Mississippi, ministering to the religious needs of inmates in the Mississippi Department of Corrections, system, County and City jails, as well as all other interrelated ministry to the less fortunate.
   In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations, which themselves sre exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, or corresponding sections or any prior, or future law, or to the Federal, State, or local government for exclusive public 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:

K.J. Patterson — K.J. Patterson

Sue Patterson — Sue Patterson

William Parker — William Parker

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of _____

This day personally appeared before me, the undersigned authority K.J. Patterson, Sue Pattersom, William Parker

incorporators of the corporation known as the South Mississippi Prison Ministry Association, Inc.

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 12th day of March, 19 85

My Commission Expires 1-3-88

(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 22nd day of March A.D., 19 85 together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Molpus

Secretary of State

Jackson, Miss., March 25, 19 85

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.

Edwin Lloyd Pittman

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 AMERICAN VETERINARY
COMPUTER 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 27th day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF The American Veterinary Computer 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 The American Veterinary Computer 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 Dr. Philip A. Bushby, Dr Stephen J. Waldhalm and Dr David P Jennings are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named The American Veterinary Computer 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, Stephen J. Waldhalm, 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 May 25 1984 at Mississippi State University at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the fifteenth day of March 1985

Secretary Stephen J Waldhalm

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

THE AMERICAN VETERINARY COMPUTER SOCIETY

1. The corporation title of said company is: The American Veterinary Computer 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
Philip A. Bushby	2020 Pinoak	Starkville, Mississippi	
Stephen J. Waldhalm	Drawer V (Spring Street)	Mississippi State, Mississippi	
David P. Jennings	31 Cardinal Lane (Rt.#3)	Starkville, Mississippi	

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

3. The domicile is at Drawer V (Spring Street) (Street and No.) Mississippi State, Mississippi (City) (State)

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

It is a fraternal, civic improvement and charitable corporation, as authorized by §79-11-1, et seq., Mississippi Code of 1972.

5. Period of existence shall be perpetual.

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

The corporation is to be operated exclusively for one of the purposes specified in §501(c)(6) of the Internal Revenue Code 1954 (or the corresponding provision of any future United States Internal Revenue Law). Its purpose is to extend the uses of computers in veterinary medicine, to provide a forum for the exchange of ideas about the uses of computers in veterinary medicine and to provide educational material about the uses of computers in veterinary medicine.

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:

Philip A. Bushby

Stephen J. Waldhalm

David P. Jennings

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Oktibbeha

This day personally appeared before me, the undersigned authority Philip A. Bushby Stephen J. Waldhalm David P. Jennings

incorporators of the corporation known as the The American Veterinary Computer Society, 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 March, 1985

My Commission Expires (NOTARIAL SEAL) My Commission Expires Nov. 14, 1987

Barbara B. Rhoade

Miss State, Md 39762

Received at the office of the Secretary of State this the 22nd day of March A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Morgan

Secretary of State

Jackson, Miss., March 25, 1985

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.

Edwin Lloyd Pittman

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

PANHANDLE 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 27th day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF Panhandle Hunting Club

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

Be it resolved by the members of Panhandle 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 Hervie Stevenson, Floyd Morgan, Travis Hutchinson and R. C. Ingram are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Panhandle Hunting 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, Hervie Stevenson, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the day of 2-23- 1985 at Club Site 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 March 1985

Secretary Hervie Stevenson
Hervie Stevenson

C-30-3

BOOK 307 PAGE 216

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: PANHANDLE 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
Hervie Stevenson	Route 2,	McCool,	MS 39108
Floyd Morgan	Route 1,	McCool,	MS 39108
Travis Hutchinson	Route 1,	McCool,	MS 39108
R. C. Ingram	Route 6,	Louisville,	MS 39339

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

3. The domicile is at Route 2, (Street and No.) McCool, (City) MS 39108 (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/fraternal organization. There will be no shares of stock issued. The organization will be a hunting club.

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 organization shall be for the pleasure and enjoyment of its members in hunting. The corporation shall be able to lease and post land in the name of the hunting club.

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:

Hervie Stevenson
Hervie Stevenson

Floyd Morgan
Floyd Morgan

Travis Hutchinson
Travis Hutchinson

R. C. Ingram
R. C. Ingram

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of OKTIBBEHA

This day personally appeared before me, the undersigned authority Hervie Stevenson, Floyd Morgan, Travis Hutchinson, R. C. Ingram

incorporators of the corporation known as the PANHANDLE 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 20th day of MARCH, 19 85

My Commission Expires 8-5-87

(NOTARIAL SEAL)

Charlene V. Peeler, Notary Public

Received at the office of the Secretary of State this the 22nd day of March A.D., 19 85, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Molpus
Secretary of State

Jackson, Miss., March 15th, 19 85

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.

Edwin Lloyd Pittman
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 EDUCATIONAL AND ECONOMICAL PROJECTS, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 27th day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF Black Educational and Economical Projects

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 Educational and Economical Projects 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 Roosevelt Yarbrough, James Green, Roosevelt Sanders

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Black Educational and Economical Projects, Inc.

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

CERTIFICATE

I, James Green, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the day of March 13 at Pattison, 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 14th

day of March 1985

Secretary James Green

C-30-3

BOOK 307 PAGE 220

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

BLACK EDUCATIONAL AND ECONOMICAL PROJECTS

1. The corporation title of said company is: Black Educational and Economical Projects, 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
Roosevelt Yarbrough	P. O. Box 141	Pattison, MS	39154
James Green	P. O. Box 258	Greenville, MS	38701
Roosevelt Sanders	802 North State St.	Jackson, MS	39205

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

3. The domicile is at Post Office Box 141, Pattison, MS 39144
(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 shall be non-profit and no shares of stock shall be issued. The organization shall be a civic improvement organization.

5. Period of existence shall be perpetual.

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

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 corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

C-30-1

The Corporation is organized and shall be operated exclusively for the following purposes:

To eliminate the paradox of poverty by opening to everyone opportunities for education and training, the opportunity to live in decency and dignity as envisioned by developing a "COMMUNITY ACTION PROGRAM". The Corporation is empowered, and authorized:

To either itself make provisions for implementing, operating, and/or administering such programs as it may consider desirable in order to accomplish its purpose as defined herein; and/or to otherwise delegate authority to, or contract with, or make provisions whereby such programs, services, and activities may be activated, operated, administered, or supervised by local governmental or quasi-governmental departments, voluntary organizations, and other as it deems advisable making such financial arrangements for allocation of funds for this purpose as it considers desirable.

To support any benevolent or charitable undertaking.

To support any literary or scientific undertaking.

To support and encourage agriculture, horticulture, mechanical arts, public highways, parks, recreational areas, and any other public undertaking that will promote the betterment of improverished groups.

To make application for, receive, expend, or otherwise dispose of such funds and property (real or personal) as may be available from federal, State, County, Municipal or other governmental authority of same, including such funds and properties which might be contributed or made available by foundations, business concerns, individuals or others; so long as the expenditure and/or the disposal of such funds or properties are for the purposes which the Corporation is established to perform.

To employ and/or discharge under such terms and conditions as they consider desirable an Executive Director and other staff required for its proper operation. The Corporation will be impowered and authorized to contract with such other organizations, business concerns and services as may be required.

To have and exercise all powers necessary or convenient to affect any or all of the purposes for which the Corporation is organized, but subject to the limitation in all events that the Corporation shall not engage, otherwise than as an insubstantial part of its activities, in activities which in themselves are not in furtherance of one or more of the above stated purposes of the Corporation.

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:

Roosevelt Yarbrough
James Green
Roosevelt Sanders

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Claiborne

This day personally appeared before me, the undersigned authority Roosevelt Yarbrough, James Green, Roosevelt Sanders

incorporators of the corporation known as the Black Educational and Economical Projects, 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 14th day of March, 1985

My Commission Expires 1-4-1988 Stella H. Jennings

(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 21st day of March A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mayhew

Secretary of State

Jackson, Miss., March 25, 1985

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.

Edwin Lloyd Pittman

Attorney General

By Richard M. Allen

Assistant Attorney General

C-30-2

BOOK 307 PAGE 224

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

THE FIRST PRESBYTERIAN CHURCH
OF CHARLESTON, MISSISSIPPI, INC.

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 5th day of March, A. D., 1985.

Attest:

Secretary of State

William A. Allain

Governor

ARTICLES OF AMENDMENT TO THE
CHARTER OF INCORPORATION
OF

BOOK 367 PAGE 225

THE FIRST PRESBYTERIAN CHURCH OF CHARLESTON, MISSISSIPPI, INC.

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

FIRST: See Attachment

SECOND: The amendment of the Charter of Incorporation was adopted by the members of the corporation on January 23, 19 85, at a regular meeting of the members of the corporation at Charleston, Mississippi.

DATED: This the 20th day of February, 19 85

SIGNED: The First Presbyterian Church of Charleston, MS, Inc.
(Name of Corporation)

BY: Iva Brown
President or Secretary

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF TALLAHATCHIE

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Miss Iva Brown

President or Secretary of The First Presbyterian Church of Charleston, MS, Inc.
who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of The First Presbyterian Church of Charleston, Mississippi, Inc., on this the 20th day of February, 19 85

NOTARY PUBLIC

My Commission expires:

C-30A-1

CERTIFIED COPY OF RESOLUTION
ADOPTED BY

The First Presbyterian Church of Charleston, Mississippi, Inc.

AT A MEETING OF THE MEMBERS HELD ON

January 25, 1985

AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF

The First Presbyterian Church of Charleston, Mississippi, Inc.

WHEREAS, The First Presbyterian Church of Charleston, Mississippi, 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 The First Presbyterian Church of Charleston, Mississippi, Inc. that its charter is amended as follows:

SEE ATTACHMENT

CERTIFICATE

I, Iva Brown, President or Secretary of The First Presbyterian Church of Charleston, MS Inc. do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by The First Presbyterian Church of Charleston, Mississippi, Inc. in a meeting assembled on the 25th day of January, 19 85, in Charleston, Mississippi.

WITNESS MY SIGNATURE, this _____ day of _____, 19____.

Iva Brown
President or Secretary

RESOLUTION OF The First Presbyterian Church of Charleston, Mississippi
An Unincorporated Association, To Incorporate, Designating the Incorporators, The name of the proposed corporation and authorizing the expenditure of the funds of the association necessary to do so.

Be it resolved by the members of The First Presbyterian Church of Charleston, Miss 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 Miss Iva Brown, Dr. W. W. Anderson, Don Allison, Julian Allison, Frank Sayle, Issac E. Sayle, Otey Sherman, Jr. and Mac Venable are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named The First Presbyterian Church of Charleston, Mississippi, Inc.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Miss Iva 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 August, 5, at Charleston, 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 August 1984

Secretary Iva Brown

C-30-3

BOOK 307 PAGE 228

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

BOOK 307 PAGE 101

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

THE FIRST PRESBYTERIAN CHURCH OF CHARLESTON, MISSISSIPPI

1. The corporation title of said company is:

The First Presbyterian Church of Charleston, Mississippi, Inc.

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

Name	Street & No.	City	State
Miss Iva Brown	201 N. Franklin St,	Charleston	MS
Dr. W. W. Anderson	P. O. Box 136	Charleston	MS
Mr. Don Allison	P. O. Box 306	Charleston	MS
Mr. Julian Allison	Route 2	Cascilla	MS
Mr. Frank Sayle	Route 1	Charleston	MS
Mr. Issac E. Sayle	303 N. Waverly	Charleston	MS
Mr. Otey Sherman, Jr.	Route 1	Charleston	MS
Mr. Mac Venable	205 N. Church	Charleston	MS

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

3. The domicile is at 201 East Gay St. (Street and No.) Charleston, (City) Mississippi (State)

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

The corporation is non-profit; no shares of stock shall be issued, and the type of organization is a church

5. Period of existence shall be perpetual.

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

a) To accomplish the stated purpose of and maintain the property of the particular Presbyterian Church named above, in accordance with the Constitution of the Presbyterian Church (U.S.A), Part II, Book of Order, as it shall be amended from time to time, a true copy of which, for the years 1983-1985, is attached hereto and make a part hereof. Provided that however said corporation has elected under G-8.0700, paragraph 7, of said Book of Order to be exempt from provision of G-8-0700, paragraph 1 through and including paragraph 6 of said Book of Order , and in lieu thereof said omitted provisions, shall be governed by all applicable SEE ATTACHMEN

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.

provisions of Chapter 6 of the Book of Order of the Presbyterian Church in the United States, 1983 Edition, a true copy of which is attached hereto and made a part hereof by reference.

b) 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 organizaitons described in Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal,State or local government for exclusive public purpose.

BOOK 307 PAGE 230 BOOK 302 PAGE 199

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:

Iva Brown — Otey Sherman Jr.
Don Allison — Julian Allison
Hubbert Anderson — Issac E. Sayle
Frank Sayle
Mac Venable

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Tallahatchie

This day personally appeared before me, the undersigned authority Miss Iva Brown, Mr. Frank Sayle, Dr. W. W. Anderson, Mr. Don Allison, Mr. Julian Allison, Mr. Issac E. Sayle, Mr. Otey Sherman, Jr., Mr. Mac Venable incorporators of the corporation known as the First Presbyterian Church of Charleston, MS, Inc. who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 5th day of August, 1984

My Commission Expires Sept 26 1986 (NOTARIAL SEAL) Thomas U. Rigelda

Received at the office of the Secretary of State this the 13th day of September A.D., 1984 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Molpus

Secretary of State

Jackson, Miss., September 20, 1984

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.

Edwin Lloyd Pittman

Attorney General

By Richard M. Allen

Special Assistant Attorney General

State of Mississippi
Tallahatchie County
First Judicial District

I, Nick Denley, Clerk of Chancery Court, Tallahatchie County, Mississippi, do hereby certify that the annexed instrument was filed in my office at 2:23 p M. on 5 day of Nov 1984 and recorded in 4 Page 67 my hand and seal, 5 day of Nov 1984

C-30-2

1984 NOV -5 PM 3:23

BOOK 307 PAGE 231

THE CONSTITUTION

PRESBYTERIAN CHURCH (U.S.A.)

PART II

BOOK OF ORDER

1983-85

BOOK 307 PAGE 232

THE CONSTITUTION
OF THE
PRESBYTERIAN CHURCH (U.S.A.)

PART II
BOOK OF ORDER

PUBLISHED BY
OFFICES OF THE GENERAL ASSEMBLY

475 Riverside Drive
Room 1201
New York, NY 10115

Suite 514
341 Ponce de Leon Ave., NE
Atlanta, GA 30365

BOOK 307 PAGE 233

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EXPLANATION OF THE REF
OF T
BOOK OF

The three parts of the Book of Orde
letters:

G- Form of Gover
D- Rules of Disci
S- Directory for th

Each reference in the text begins wit
pearing after the letter, and to the le
number. There are four numerals to th
cate the number of a section. The se
subsection.

Each page is noted in numerals pre
material that appears on it. For exam
page of Chapter VI bears the notation
G-6.0000-6.0106

This indicates that Chapter VI of the
page includes Section 1 with six ti
6.0104, 6.0105, and 6.0106.

The chapters and sections of the B
ble for chapters and sections to be ad
changing any of the present notation

BOOK 307 PAGE 234

EXPLANATION OF THE REFERENCE NUMBER SYSTEM OF THE BOOK OF ORDER

The three parts of the Book of Order are abbreviated by the use of capital letters:

G- Form of Government
D- Rules of Discipline
S- Directory for the Service of God

Each reference in the text begins with the appropriate letter. The numeral appearing after the letter, and to the left of the decimal, indicates the chapter number. There are four numerals to the right of the decimal. The first two indicate the number of a section. The second two indicate the number of a titled subsection.

Each page is noted in numerals preceded by the proper letter to identify the material that appears on it. For example, in the Form of Government, the first page of Chapter VI bears the notation:

G-6.0000-6.0106

This indicates that Chapter VI of the Form of Government begins here and the page includes Section 1 with six titled subsections: 6.0101, 6.0102, 6.0103, 6.0104, 6.0105, and 6.0106.

The chapters and sections of the Book of Order are so notated that it is possible for chapters and sections to be added by amendment without changing any of the present notations.

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The FORM OF GOVERNMENT

[TEXT]

BOOK 307 PAGE 237

1. The Head of the Church

G-1.0100

Christ is Head of the Church

All power in heaven and earth is given to Jesus Christ by Almighty God, who raised Christ from the dead and set him above all rule and authority, all power and dominion, and every name that is named, not only in this age but also in that which is to come. God has put all things under the Lordship of Jesus Christ and has made Christ Head of the church, which is his body.

Christ calls the church into being, giving it all that is necessary for its mission to the world, for its building up and for its service to God. Christ is present with the church in both Spirit and Word. It belongs to Christ alone to rule, to teach, to call, and to use the church as he wills, exercising his authority by the ministry of women and men for the establishment and extension of his Kingdom.

Christ gives to his church its faith and life, its unity and mission, its officers and ordinances. Insofar as Christ's will for the church is set forth in Scripture, it is to be obeyed. In the worship and service of God and the government of the church, matters are to be ordered according to the Word by reason and sound judgment, under the guidance of the Holy Spirit.

In affirming with the earliest Christians that Jesus is Lord, the church confesses that he is its hope and that the church, as Christ's body, is bound to his authority and thus free to live in the lively, joyous reality of the grace of God.

2. The Great Ends of the Church

G-1.0200

The Great Ends of the Church

The great ends of the church are the proclamation of the gospel for the salvation of humankind; the shelter, nurture, and spiritual fellowship of the children of God; the maintenance of divine worship; the preservation of the truth; the promotion of social righteousness; and the exhibition of the Kingdom of Heaven to the world.[2]

---

[1]The following abbreviations are used throughout:
G - Form of Government
D - Rules of Discipline
S - Directory for the Service of God

[2]This statement of the great ends of the church, slightly edited here, came from the United Presbyterian Church of North America, which

BOOK 367 PAGE 288

Principles of Church Order

discipline, and service, the Presbyterian Church (U.S.A.) reaffirms the historic principles of church order which have been a part of our common heritage in this nation and which are basic to our Presbyterian concept and system of church government, namely:

G-1.0301 Right of Judgment

(1) That "God alone is Lord of the conscience, and hath left it free from the doctrines and commandments of men[4] which are in anything contrary to his Word, or beside it, in matters of faith or worship."[5]

Therefore we consider the rights of private judgment, in all matters that respect religion, as universal and unalienable: We do not even wish to see any religious constitution aided by the civil power, further than may be necessary for protection and security, and at the same time, be equal and common to all others.

G-1.0302 Corporate Judgment

(2) That, in perfect consistency with the above principle of common right, every Christian church, or union or association of particular churches, is entitled to declare the terms of admission into its communion, and the qualifications of its ministers and members, as well as the whole system of its internal government which Christ hath appointed; that in the exercise of this right they may, notwithstanding, err, in making the terms of communion either too lax or too narrow; yet, even in this case, they do not infringe upon the liberty or the rights of others, but only make an improper use of their own.

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united with the Presbyterian Church in the United States of America in 1958. The statement was then made a part of the Constitution of The United Presbyterian Church in the United States of America, as the united body was called. This now classic statement was adopted by the United Presbyterian Church of North America in 1910, following various actions between 1904 and 1910 looking forward to the revision of that church's Constitution.

[3]This section, with the exception of the first paragraph, was first drawn up by the Synod of New York and Philadelphia, and prefixed to the Form of Government as published by that body in 1788. In that year, the synod was divided into four synods and gave place to the General Assembly of the Presbyterian Church in the United States of America, which held its first meeting the following year. The four synods formed were the Synod of New York and New Jersey, the Synod of Philadelphia, the Synod of Virginia, and the Synod of the Carolinas. The presbyteries of these four synods were represented in the first General Assembly, which met in Philadelphia on May 21, 1789. The general plan drawn up in 1788 became that by which the Presbyterian Church in the United States and The United Presbyterian Church in the United States of America were subsequently governed.

[4]The words "men" and "man's" throughout this quotation from the eighteenth century should be understood as applying to all persons.

[5]This quotation may be found in The Westminster Confession of Faith, XXII, 2 (edition of the Presbyterian Church in the United States) and at XX, 2 (6.101), in the Book of Confessions of The United Presbyterian Church in the United States of America.

also to exercise discipline, for the preservation
and duty; and that it is incumbent upon these officers, and
upon the whole church, in whose name they act, to censure
or cast out the erroneous and scandalous, observing, in all
cases, the rules contained in the Word of God.

G-1.0304 Truth and Goodness

(4) That truth is in order to goodness; and the great touchstone of truth, its tendency to promote holiness, according to our Savior's rule, "By their fruits ye shall know them." And that no opinion can be either more pernicious or more absurd than that which brings truth and falsehood upon a level, and represents it as of no consequence what a man's opinions are. On the contrary, we are persuaded that there is an inseparable connection between faith and practice, truth and duty. Otherwise, it would be of no consequence either to discover truth or to embrace it.

G-1.0305 Differences of Views

(5) That while under the conviction of the above principle we think it necessary to make effectual provision that all who are admitted as teachers be sound in the faith, we also believe that there are truths and forms with respect to which men of good characters and principles may differ. And in all these we think it the duty both of private Christians and societies to exercise mutual forbearance toward each other.

G-1.0306 Election by the People

(6) That though the character, qualifications, and authority of church officers are laid down in the Holy Scriptures, as well as the proper method of their investiture and institution, yet the election of the persons to the exercise of this authority, in any particular society, is in that society.

G-1.0307 Church Power

(7) That all church power, whether exercised by the body in general or in the way of representation by delegated authority, is only ministerial and declarative; that is to say, that the Holy Scriptures are the only rule of faith and manners; that no church governing body ought to pretend to make laws to bind the conscience in virtue of their own authority; and that all their decisions should be founded upon the revealed will of God. Now though it will easily be admitted that all synods and councils may err, through the frailty inseparable from humanity, yet there is much greater danger from the usurped claim of making laws than from the right of judging upon laws already made, and common to all who profess the gospel, although this right, as necessity requires in the present state, be lodged with fallible men.

G-1.0308 Church Discipline

(8) Lastly, that if the preceding scriptural and rational principles be steadfastly adhered to, the vigor and strictness of its discipline will contribute to the glory and happiness of

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any church. Since ecclesiastical discipline must be purely moral or spiritual in its object, and not attended with any civil effects, it can derive no force whatever but from its own justice, the approbation of an impartial public, and the countenance and blessing of the great Head of the church universal.

G-1.0400

Historic Principles of Church Government

4. The Historic Principles of Church Government

The radical[6] principles of Presbyterian Church government and discipline are:

That the several different congregations of believers, taken collectively, constitute one Church of Christ, called emphatically the Church; that a larger part of the church, or a representation of it, should govern a smaller, or determine matters of controversy which arise therein; that, in like manner, a representation of the whole should govern and determine in regard to every part, and to all the parts united: that is, that a majority shall govern; and consequently that appeals may be carried from lower to higher governing bodies, till they be finally decided by the collected wisdom and united voice of the whole Church. For these principles and this procedure, the example of the apostles and the practice of the primitive church are considered as authority.

G-1.0500

Definition of the Constitution

5. The Constitution Defined

The Constitution of the Presbyterian Church (U.S.A.) consists of the Book of Confessions and the Book of Order.

G-1.0501

a. The Book of Confessions includes:

The Nicene Creed
The Apostles' Creed
The Scots Confession
The Heidelberg Catechism
The Second Helvetic Confession
The Westminster Confession of Faith
The Larger Catechism
The Shorter Catechism
The Theological Declaration of Barmen
The Confession of 1967.

[6] The text of this section was adopted in 1797 by the General Assembly of the Presbyterian Church in the United States of America. In this quotation the word "radical" is used in its primary meaning of "fundamental and basic," and the word "appeals" is used in a general sense rather than with reference to a case involved in judicial process

b. The Book of Order includes: G-1.0502

Form of Government
Rules of Discipline
Directory for the Service of God.

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G-2.0000

CHAPTER II: THE CHURCH AND ITS CONFESSIONS

G-2.0100 Purpose of Confessional Statements

The Presbyterian Church (U.S.A.) states its faith and bears witness to God's grace in Jesus Christ in the creeds and confessions in the Book of Confessions. In these confessional statements the church declares to its members and to the world

who and what it is,
what it believes,
what it resolves to do.

These statements identify the church as a community of people known by its convictions as well as by its actions. They guide the church in its study and interpretation of the Scriptures; they summarize the essence of Christian tradition; they direct the church in maintaining sound doctrines; they equip the church for its work of proclamation.

G-2.0200 Confessional Statements as Subordinate Standards

These confessional statements are subordinate standards in the church, subject to the authority of Jesus Christ, the Word of God, as the Scriptures bear witness to him. While confessional standards are subordinate to the Scriptures, they are, nonetheless, standards. They are not lightly drawn up or subscribed to, nor may they be ignored or dismissed. The church is prepared to counsel with or even to discipline one ordained who seriously rejects the faith expressed in the confessions. Moreover, a more exacting amendment process is required to change the confessions of the church than is required to change the Constitution in matters of government, discipline, or service. Yet the church, in obedience to Jesus Christ, is open to the reform of its standards of doctrine as well as of governance. The church affirms "Ecclesia reformata, semper reformanda," that is, "The church reformed, always reforming," according to the Word of God and the call of the Spirit.

G-2.0300 Faith of the Church Catholic

In its confessions, the Presbyterian Church (U.S.A.) gives witness to the faith of the church catholic. The confessions express the faith of the one, holy, catholic, and apostolic church in the recognition of canonical Scriptures and the formulation and adoption of the ecumenical creeds, notably the Nicene and Apostles' Creeds with their definitions of the mystery of the triune God and of the incarnation of the eternal Word of God in Jesus Christ.

G-2.0400 Faith of the Protestant Reformation

In its confessions, the Presbyterian Church (U.S.A.) identifies with the affirmations of the Protestant Reformation. The focus of these affirmations is the rediscovery of God's grace in Jesus Christ as revealed in the Scriptures. The Protestant

watchwords—grace alone, faith alone, Scripture alone—embody principles of understanding which continue to guide and motivate the people of God in the life of faith.

G-2.0500 Faith of the Reformed Tradition

In its confessions the Presbyterian Church (U.S.A) expresses the faith of the Reformed tradition. Central to this tradition is the affirmation of the majesty, holiness, and providence of God who creates, sustains, rules, and redeems the world in the freedom of sovereign righteousness and love. Related to this central affirmation of God's sovereignty are other great themes of the Reformed tradition:

The election of the people of God for service as well as for salvation;

Covenant life marked by a disciplined concern for order in the church according to the Word of God;

A faithful stewardship that shuns ostentation and seeks proper use of the gifts of God's creation;

The recognition of the human tendency to idolatry and tyranny, which calls the people of God to work for the transformation of society by seeking justice and living in obedience to the Word of God.

Thus, the creeds and confessions of this church reflect a particular stance within the history of God's people. They are the result of prayer, thought, and experience within a living tradition. They serve to strengthen personal commitment and the life and witness of the community of believers.

G-3.0000

CHAPTER III. THE CHURCH AND ITS MISSION

G-3.0100

1. The mission of the church is given form by God's activity in the world as told in the Bible and understood by faith.

G-3.0101
God's Activity

God created the heavens and the earth and made human beings in God's image, charging them to care for all that lives; God made men and women to live in community, responding to their Creator with grateful obedience. Even when the human race broke community with its Maker and with one another, God did not forsake it, but out of grace chose one family for the sake of all, to be pilgrims of promise, God's own Israel.

God liberated the people of Israel from oppression; God covenanted with Israel to be their God and they to be God's people, that they might do justice, love mercy, and walk humbly with the Lord; God confronted Israel with the responsibilities of this covenant, judging the people for their unfaithfulness while sustaining them by divine grace.

G-3.0102
God in Christ

God was incarnate in Jesus Christ, who announced good news to the poor, proclaimed release for prisoners and recovery of sight for the blind, let the broken victims go free, and proclaimed the year of the Lord's favor. Jesus came to seek and to save the lost; in his life and death for others God's redeeming love for all people was made visible; and in the resurrection of Jesus Christ there is the assurance of God's victory over sin and death and the promise of God's continuing presence in the world.

G-3.0103
The Holy Spirit

God's redeeming and reconciling activity in the world continues through the presence and power of the Holy Spirit, who confronts individuals and societies with Christ's Lordship of life and calls them to repentance and to obedience to the will of God.

G-3.0200
The Church as the Body of Christ

2. The church of Jesus Christ is the provisional demonstration of what God intends for all of humanity. As such, the church is called to be a sign in and for the world of the new reality which God has made available to people in Jesus Christ.

The new reality revealed in Jesus Christ is the new humanity, a new creation, a new beginning for human life in the world:

Sin is forgiven.
Reconciliation is accomplished.
The dividing walls of hostility are torn down.

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The church is the body of Christ, both in its corporate life and in the lives of its individual members, and is called to give shape and substance to this truth.

G-3.0300
The Church's Calling

3. The church is called to tell the good news of salvation by the grace of God through faith in Jesus Christ as the only Savior and Lord, proclaiming in Word and Sacrament:

the new age has dawned.
God who creates life, frees those in bondage, forgives sin, reconciles brokenness, makes all things new, is still at work in the world.

The church is called to present the claims of Jesus Christ, leading persons to repentance, acceptance of him as Savior and Lord, and new life as his disciples.

The church is called to be Christ's faithful evangelist:

going into the world, making disciples of all nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit, teaching them to observe all he has commanded;

demonstrating by the love of its members for one another and by the quality of its common life the new reality in Christ; sharing in worship, fellowship, and nurture, practicing a deepened life of prayer and service under the guidance of the Holy Spirit;

participating in God's activity in the world through its life for others by:

healing and reconciling and binding up wounds,

ministering to the needs of the poor, the sick, the lonely, and the powerless,

engaging in the struggle to free people from sin, fear, oppression, hunger, and injustice,

giving itself and its substance to the service of those who suffer,

sharing with Christ in the establishing of his just, peaceable, and loving rule in the world.

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G-3.0400 Called to Risk and Trust

4. The church is called to undertake this mission even at the risk of losing its life, trusting in God alone as the author and giver of life, sharing the gospel, and doing those deeds in the world that point beyond themselves to the new reality in Christ.

G-3.0401 Called to Openness

The church is called:

to a new openness to the presence of God in the church and in the world, to more fundamental obedience and to a more joyous celebration in worship and work;

to a new openness to its own membership, by affirming itself as a community of diversity, becoming in fact as well as in faith a community of women and men of all ages, races, and conditions, and by providing for inclusiveness as a visible sign of the new humanity;

to a new openness to the possibilities and perils of its institutional forms in order to ensure the faithfulness and usefulness of these forms to God's activity in the world;

to a new openness to God's continuing reformation of the church ecumenical, that it might be a more effective instrument of mission in the world.

CHAPTER IV. THE CHURCH AND ITS UNITY G-4.0000

1. The Church—Universal and Particular G-4.0100

G-4.0101 Universal Church

The church universal consists of all persons in every nation, together with their children, who profess faith in Jesus Christ as Lord and Savior and commit themselves to live in a fellowship under his rule.

G-4.0102 Universal and Particular

Since this whole company cannot meet together in one place to worship and to serve, it is reasonable that it should be divided into particular congregations. The particular church is, therefore, understood as a local expression of the universal church.

G-4.0103 Particular Church

A particular church consists of those persons in a particular place, along with their children, who profess faith in Jesus Christ as Lord and Savior and who have been gathered for the service of God as set forth in Scripture, subject to a particular form of church government.

G-4.0104 A Particular Presbyterian Church

Each particular church of the Presbyterian Church (U.S.A.) shall be governed by this Constitution. Its officers are ministers of the Word, elders, and deacons. Its government and guidance are the responsibility of the session. It shall fulfill its responsibilities as the local unit of mission for the service of all people, for the upbuilding of the whole church, and for the glory of God.

2. The Unity of the Church G-4.0200

G-4.0201 Unity in Mission

The unity of the church is a gift of its Lord and finds expression in its faithfulness to the mission to which Christ calls it. The church is a fellowship of believers which seeks the enlargement of the circle of faith to include all people and is never content to enjoy the benefits of Christian community for itself alone.

G-4.0202 Oneness

There is one church. As the Bible speaks of the one body which is the church living under the one Spirit of God known through Christ, it reminds us that we have "one Lord, one faith, one baptism, one God and Father of us all." (Ephesians 4:5-6.)

G-4.0203 Visible Oneness

Visible oneness, by which a diversity of persons, gifts, and understandings is brought together, is an important sign of the unity of God's people. It is also a means by which that unity is achieved. Further, while divisions into different denominations do not destroy this unity, they do obscure it for both the church and the world. The Presbyterian Church (U.S.A.), affirming its historical continuity with the whole church of Jesus Christ, is committed to the reduction of that

obscurity and is willing to seek and to maintain communion and community with all other branches of the one, catholic church. (G-15.0000.)

G-4.0300

3. Principles of Presbyterian Government

G-4.0301 Presbyterian Polity

The Presbyterian Church (U.S.A.) reaffirms, within the context of its commitment to the church universal, a special commitment to basic principles of Presbyterian polity:

a. The particular churches of the Presbyterian Church (U.S.A.) wherever they are, taken collectively, constitute one church;

b. This church shall be governed by presbyters (elders and ministers of the Word);

c. These presbyters shall come together in governing bodies (traditionally called judicatories or courts) in regular gradation;

d. Presbyters are not simply to reflect the will of the people, but rather to seek together to find and represent the will of Christ;

e. Decisions shall be reached in governing bodies by vote, following opportunity for discussion, and a majority shall govern;

f. A higher governing body shall have the right of review and control over a lower one and shall have power to determine matters of controversy upon reference, complaint, or appeal;

g. Presbyters are ordained only by the authority of a governing body;

h. Ecclesiastical jurisdiction is a shared power, to be exercised jointly by presbyters gathered in governing bodies.

G-4.0302 Presbyterian Unity

The nature of Presbyterian order is such that it shares power and responsibility. The system of governing bodies, whether they have authority over one or many churches, sustains such mutual relationships within the structures as to express the unity of the church.

G-4.0303 Historical Awareness

The Presbyterian system of government calls for continuity with and faithfulness to the heritage which lies behind the contemporary church. It calls equally for openness and faithfulness to the renewing activity of the God of history.

G-4.0304 Ecumenical Awareness

This form of government is established in the light of Scripture to give order to this church, but is not regarded as essential to the existence of the church of Jesus Christ nor to be required of all Christians.

G-4.0400

4. Diversity and Inclusiveness

G-4.0401 Variety of Forms

The church in its witness to the uniqueness of the Christian faith is called to mission and must be responsive to diversity in both the church and the world. Thus the fellowship of Christians as it gathers for worship and orders its corporate life will display a rich variety of form, practice, language, program, nurture, and service to suit culture and need.

G-4.0402 Openness to Others

Our unity in Christ enables and requires the church to be open to all persons and to the varieties of talents and gifts of God's people, including those who are in the communities of the arts and sciences.

G-4.0403 Full Participation

The Presbyterian Church (U.S.A.) shall give full expression to the rich diversity within its membership and shall provide means which will assure a greater inclusiveness leading to wholeness in its emerging life. Persons of all racial ethnic groups, different ages, both sexes, various disabilities, diverse geographical areas, and different theological positions consistent with the Reformed tradition shall be guaranteed full participation and access to representation in the decision-making of the church. (G-9.0104ff.)

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G-5.0000

CHAPTER V. THE CHURCH AND ITS MEMBERS

G-5.0100

1. The Meaning of Membership

G-5.0101 Membership through Faith

The incarnation of God in the life, death, and resurrection of Jesus Christ gives to the church not only its mission but also its understanding of membership. One becomes an active member of the church through faith in Jesus Christ as Savior and acceptance of his Lordship in all of life. Baptism and a public profession of faith in Jesus as Lord are the visible signs of entrance into the active membership of the church.

G-5.0102 Membership as Ministry

A faithful member accepts Christ's call to be involved responsibly in the ministry of his church. Such involvement includes:

proclaiming the good news,

taking part in the common life and worship of a particular church,

praying and studying Scripture and the faith of the Christian church,

supporting the work of the church through the giving of money, time, and talents,

participating in the governing responsibilities of the church,

demonstrating a new quality of life within and through the church,

responding to God's activity in the world through service to others,

living responsibly in the personal, family, vocational, political, cultural, and social relationships of life,

working in the world for peace, justice, freedom, and human fulfillment.

G-5.0103 Inclusiveness

The congregation shall welcome all persons who respond in trust and obedience to God's grace in Jesus Christ and desire to become part of the membership and ministry of his church. No persons shall be denied membership because of race, ethnic origin, worldly condition, or any other reason not related to profession of faith. Each member must seek the grace of

openness in extending the fellowship of Christ to all persons. (G-9.0104.) Failure to do so constitutes a rejection of Christ himself and causes a scandal to the gospel.

G-5.0200

2. Categories of Membership

The membership of a particular church of the Presbyterian Church (U.S.A.) includes baptized members, active members, inactive members, and affiliate members.

G-5.0201 Baptized Member

A baptized member of a particular church is a person who has received the Sacrament of Baptism and who has been enrolled as a baptized member by the session but who has not made a profession of faith in Jesus Christ as Lord and Savior. Such baptized members are entitled to the pastoral care and instruction of the church, and to participation in the Sacrament of the Lord's Supper.

G-5.0202 Active Member

An active member of a particular church is a person who has made a profession of faith in Christ, has been baptized, has been received into membership of the church, has voluntarily submitted to the government of this church, and is active in the church's work and worship. An active member is entitled to all the rights and privileges of the church, including the right to participate in the Sacrament of the Lord's Supper, to present children for baptism, to take part in meetings of the congregation, and to vote and hold office. Other conditions of active membership that meet the needs of the particular church and are consistent with the order and confessions of the Presbyterian Church (U.S.A.) may be adopted by the session after careful study and discussion with the congregation.

G-5.0203 Inactive Member

An inactive member of a particular church is a member who does not participate actively in the church's work and worship. An inactive member is entitled to all the rights and privileges of an active member except the right to speak in the meetings of the congregation and to vote and hold office.

G-5.0204 Affiliate Member

An affiliate member of a particular church is an active member of another church of this denomination or of another denomination or Christian body, who has temporarily moved from the community where the church of active membership is situated, has presented a certificate of good standing from the appropriate governing body of that church, and has been received by the session as an affiliate member. An affiliate member is entitled to all the rights and privileges of an active member except the right to vote and hold office.

G-5.0300

3. Nonmember Privileges

G-5.0301 Nonmember

Persons not members of the Presbyterian Church (U.S.A.) are entitled to the following privileges:

a. All persons are welcome to participate in the life and worship of this church.

b. All baptized persons, whether children or adults, even though they have made no profession of their faith in Christ, are entitled to participation in the Lord's Supper, to pastoral care and instruction of the church.

c. Confessing members of other Christian churches may participate in the Sacrament of the Lord's Supper and may present children for baptism.

G-5.0400 **4. Preparation for Membership**

G-5.0401 Session's Duty — The session shall have responsibility for preparing those who would become members of the congregation.

G-5.0402 Profession — While the preparation is a part of the continuing nurture of the congregation, particular care shall be taken to prepare children of members for public profession of faith in Jesus Christ. Instruction shall be given in the meaning of this profession, the responsibilities of membership, and the faith and order of the Presbyterian Church (U.S.A.).

Similar instruction shall be given to others who make a profession of faith. The session shall determine whether this instruction shall be given before or after the public profession.

G-5.0403 Reaffirmation, Transfer — Appropriate instruction shall be offered to those who unite with a particular congregation by reaffirmation of faith or by transfer of certificate of church membership.

G-5.0500 **5. Review of Membership**

G-5.0501 By the Member — Accepting the privilege and responsibility of membership in the church is a commitment to Jesus Christ that binds the individual to fulfillment of the obligations of membership. Members shall, when encouraged by the session, regularly review and evaluate the integrity with which they are involved in the ministry of the church and consider ways in which their participation in the worship and service of the church may be increased and made more meaningful.

G-5.0502 By the Session — The session shall review the roll of members at least annually, and shall counsel with those who have neglected the responsibilities of membership.

CHAPTER VI. THE CHURCH AND ITS OFFICERS G-6.0000

1. Offices of Ministry G-6.0100

G-6.0101 Christ's Ministry — All ministry in the church is a gift from Jesus Christ. Members and officers alike serve mutually under the mandate of Christ who is the chief minister of all. His ministry is the basis of all ministries; the standard for all offices is the pattern of the one who came "not to be served but to serve." (Matt.20:28.)

G-6.0102 Offices of Ministry — One responsibility of membership in the church is the election of officers who are ordained to fulfill particular functions. The existence of these offices in no way diminishes the importance of the commitment of all members to the total ministry of the church. These ordained officers differ from other members in function only.

G-6.0103 Offices Named — The church offices mentioned in the New Testament which this church has maintained include those of presbyters (ministers of the Word and elders) and deacons.

G-6.0104 Variety of Forms — While the ministry is one, specific forms of ministry may emphasize special tasks and skills and the ordering of the offices of ministry shall reflect this variety. There may be forms of ministry in which primary emphasis is given to proclamation of the Word and the celebration of the Sacraments, forms that stress deeds of love and mercy, forms that are primarily educational, administrative, legislative, or judicial, and forms that are primarily prophetic.

G-6.0105 Called to Ministry — Both men and women shall be eligible to hold church offices. When women and men, by God's providence and gracious gifts, are called by the church to undertake particular forms of ministry, the church shall help them to interpret their call and to be sensitive to the judgments and needs of others. As persons discover the forms of ministry to which they are called, and as they are called to new forms, they and the church shall pray for the presence and guidance of the Holy Spirit upon them and upon the mission of the church.

G-6.0106 Gifts and Requirements — To those called to exercise special functions in the church—deacons, elders, and ministers of the Word—God gives suitable gifts for their various duties. In addition to possessing the necessary gifts and abilities, natural and acquired, those who undertake particular ministries should be persons of strong faith, dedicated discipleship, and love

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of Jesus Christ as Savior and Lord. Their manner of life should be a demonstration of the Christian gospel in the church and in the world. They must have the approval of God's people and the concurring judgment of a governing body of the church.

G-6.0107 Election by the People

The government of this church is representative, and the right of God's people to elect their officers is inalienable. Therefore, no person can be placed in any permanent office in a congregation or governing body of the church except by election of that body.

G-6.0108 Freedom of Conscience—Individual and Corporate

It is necessary to the integrity and health of the church that the persons who serve in it as officers shall adhere to the essentials of the Reformed faith and polity as expressed in the Book of Confessions and the Form of Government. So far as may be possible without serious departure from these standards, without infringing on the rights and views of others, and without obstructing the constitutional governance of the church, freedom of conscience with respect to the interpretation of Scripture is to be maintained.

It is to be recognized, however, that in becoming a candidate or officer of the Presbyterian Church (U.S.A.) one chooses to exercise freedom of conscience within certain bounds. His or her conscience is captive to the Word of God as interpreted in the standards of the church so long as he or she continues to seek or hold office in that body. The decision as to whether a person has departed from essentials of Reformed faith and polity is made initially by the individual concerned but ultimately becomes the responsibility of the governing body in which he or she serves. (G-1.0301; G-1.0302.)[1]

Persons seeking to be received as candidates for ministry in the Presbyterian Church (U.S.A.) shall have their attention drawn to the constitutional documents of the church including its statement on freedom of conscience. (G-14.0304.)

G-6.0200

2. Ministers of the Word

G-6.0201 Ministers and Presbytery

As the Lord has set aside through calling and training certain members to perform a special ministry of the Word and has committed to them a variety of work to do, the church through the presbytery calls them to the responsibility and office of

[1]Very early in the history of the Presbyterian Church in the United States of America, even before the General Assembly was established, the plan of reunion of the Synod of New York and Philadelphia contained the following sentences: "That when any matter is determined by a major vote, every member shall either actively concur with or passively submit to such determination; or if his conscience permit him to do neither, he shall, after sufficient liberty modestly to reason and remonstrate, peaceably withdraw from our communion without attempting to make any schism. Provided always that this shall be understood to extend only to such determination as the body shall judge indispensable in doctrine or Presbyterian government." (Hist. Dig. [illegible])

ministers of the Word. Such ministers shall be members of presbytery which shall designate them to such work as may be helpful to the church in mission, in the performance of which they shall be accountable to the presbytery. They shall be responsible for participation in the larger ministry of the church, in addition to the duties to which they are called and designated by the presbytery. Ministers of the Word have membership in presbytery by action of the presbytery itself, and maintain their membership in accordance with G-11.0000.

G-6.0202 Pastors, Associate Pastors, Assistant Pastors

The permanent pastoral offices of ministers of the Word are pastors, associate pastors, and assistant pastors. When a minister of the Word is called as pastor, associate pastor, or assistant pastor of a particular church or churches, she or he is to be responsible for a quality of life and relationships that commend the gospel to all persons and that communicate its joy and its justice. The pastor is responsible for studying, teaching, and preaching the Word, for administering Baptism and the Lord's Supper, for praying with and for the congregation. With the elders, the pastor is to encourage the people in the worship and service of God; to equip and enable them for their tasks within the church and their mission in the world; to exercise pastoral care, devoting special attention to the poor, the sick, the troubled, and the dying; to participate in governing responsibilities, including leadership of the congregation in implementing the principles of participation and inclusiveness in the decision-making of the church, and its task of reaching out in concern and service to the life of the human community as a whole. With the deacons the pastor is to share in the ministries of sympathy, witness, and service. In addition to these pastoral duties, he or she is responsible for sharing in the ministry of the church in the governing bodies above the session and in ecumenical relationships.

A particular church, with the consent of presbytery, may elect pastors to serve as co-pastors in exercising the responsibility of minister of the Word for the congregation.

G-6.0203 Teachers, Chaplains, and Others

When ministers are designated as educators, chaplains, missionaries, partners in mission, evangelists, administrators, social workers, consultants, or in other specific tasks appropriate to the ministry of the church, they shall evidence a quality of life which helps to share the good news. They shall exercise pastoral care of those for whom they are responsible and shall seek to fulfill their ministry by serving Christ and their fellow men and women, strengthening the church and equipping it for concern and service to the life of the human community. In addition to fulfilling the particular responsibilities to which they are called, they shall participate in a congregation, in their presbytery, and

in ecumenical relationships, and shall be eligible for election to the higher governing bodies of the church and to the boards and agencies of those governing bodies.

G-6.0300

3. Elders

G-6.0301 Scriptural Practice

As there were in Old Testament times elders for the government of the people, so the New Testament church provided persons with particular gifts to share in governing and ministry.

G-6.0302 Governmental Responsibilities

Elders are chosen by the people. Together with ministers of the Word, they exercise leadership, government, and discipline and have responsibilities for the life of a particular church as well as the church-at-large, including ecumenical relationships. They shall serve faithfully as members of the session. (G-10.0102.) When elected commissioners to higher governing bodies, elders participate and vote with the same authority as ministers of the Word, and they are eligible for any office.

G-6.0303 Gifts and Requirements

Elders should be persons of faith, dedication, and good judgment. Their manner of life should be a demonstration of the Christian gospel, both within the church and in the world. (G-6.0106.)

G-6.0304 Specific Responsibilities

It is the duty of elders, individually and jointly, to strengthen and nurture the faith and life of the congregation committed to their charge. Together with the pastor, they should encourage the people in the worship and service of God, equip and renew them for their tasks within the church and for their mission in the world, visit and comfort and care for the people, with special attention to the poor, the sick, the lonely, and those who are oppressed. They should inform the pastor and session of those persons and structures which may need special attention. They should cultivate their ability to teach the Bible and may be authorized to supply places which are without the regular ministry of the Word. Those duties which all Christians are bound to perform by the law of love are especially incumbent upon elders because of their calling to office and are to be fulfilled by them as official responsibilities.

G-6.0400

4. Deacons

G-6.0401 The Ministry and Gifts of Deacons

The office of deacon as set forth in Scripture is one of sympathy, witness, and service after the example of Jesus Christ. Persons of spiritual character, honest repute, exemplary lives, brotherly and sisterly love, warm sympathies, and sound judgment should be chosen for this office.

G-6.0402 Responsibilities

It is the duty of deacons, first of all, to minister to those who are in need, to the sick, to the friendless, and to any who may be in distress. They shall assume such other duties as may be delegated to them from time to time by the session.

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G-6.0403 Organization as a Board

The deacons of a particular church shall organize as a board, of which the pastor, co-pastors, associate pastors, and assistant pastors shall be advisory members. The board of deacons shall elect a moderator and a secretary from among its members. The secretary shall keep a record of the board's proceedings.

G-6.0404 Supervised by Session

As the whole church is under the jurisdiction of the session, the board of deacons shall be under its supervision and authority. The records of the board of deacons shall be submitted to the session at least annually and at other times upon the request of the session. The session may void or amend any action of the board of deacons, or direct the board to reconsider such action.

G-6.0405 Meetings

The board shall meet regularly, or upon the call of its moderator, or when directed to meet by the session, but it shall meet at least quarterly. The board shall determine its own quorum. A joint meeting of the session and board of deacons shall be held at least annually to confer on matters of common interest, with the moderator of the session presiding. No binding decision may be reached in such joint meeting, but the session and the board may act separately on matters committed to their care.

G-6.0406 Related Service

Deacons may be appointed by governing bodies to serve on committees or as trustees. The session may select and appoint other members of the congregation to assist the deacons in their ministry of compassion.

G-6.0407 Decision Not to Use Deacons

A congregation by a majority vote may elect not to use the office of deacon. In such a case, or in the case where deacons cannot be secured, the function of the office shall always be preserved and shall devolve upon the elders and the session.

5. Renunciation of Jurisdiction

G-6.0500

G-6.0501 Renunciation of Jurisdiction

When a church officer, whether a minister, elder, or deacon, renounces the jurisdiction of this church in writing to the clerk or stated clerk of the governing body of jurisdiction, the renunciation shall be effective upon receipt. Renunciation of jurisdiction shall remove the officer from membership and ordained office and shall terminate the exercise of office.

G-6.0502 Persistence in Disapproved Work

When a church officer, after consultation and notice, persists in a work disapproved by the governing body having jurisdiction, the governing body may presume that the officer has renounced the jurisdiction of this church.

G-6.0503 Effect of Renunciation

The renunciation shall be reported by the clerk or stated clerk at the next meeting of the governing body, which shall record the renunciation, delete the officer's name from the appropriate roll, and take such other actions of an administrative character as may be required by the Constitution

CHAPTER VII. THE PARTICULAR CHURCH

G-7.0000

1. Organization, Mission, and Government

G-7.0100

G-7.0101 Organized by Presbytery as Part of the Whole

The church is both catholic and particular. Both characteristics are to be found in a particular church. A particular church in the Presbyterian Church (U.S.A.) can be organized only by the authority of a presbytery and shall function under the provisions of this Constitution.

G-7.0102 Ministry

The particular church carries a vital responsibility in the mission of the church. There God's people perform especially the ministries of worship, proclamation, sharing the Sacraments, evangelism, nurture, counseling, personal and social healing and service. Without this basic ministry to persons, neighborhoods, and communities, and the support given at the congregational level through prayer, personnel, and money, any other significant ministry of the church becomes impossible. Congregations serve as essential mission arms of the presbytery and of the larger church.

G-7.0103 Government

The members of a particular church voluntarily put themselves under the leadership of their officers, whom they elect. The session, which consists of the pastor or co-pastors, the associate pastors, and the elders in active service, is the governing body in a particular church. The law and government of the Presbyterian Church (U.S.A.) presuppose the fellowship of women and men with their children in voluntary covenanted relationship with one another and with God through Jesus Christ. The organization rests upon the fellowship and is not designed to work without trust and love.

G-7.0200

2. Organizing a Particular Church

G-7.0201 Constituting Covenant

In organizing a particular church, presbytery, proceeding directly or through a commission, shall receive applications for membership in the church—whether by profession of faith, reaffirmation, or transfer of membership—from persons wishing to unite in forming a new congregation. These persons shall covenant together as follows:

> We, the undersigned, in response to the grace of God, desire to be constituted and organized as a church to be known as _____. We promise and covenant to live together in unity and to work together in ministry as disciples of Jesus Christ, bound to him and to one another as a part of the body of Christ in this place according to the principles of faith, mission, and order of the Presbyterian Church (U.S.A.).
>
> (Signatures)

G-7.0202 Presbytery Relationship

They shall be declared a constituted congregation of the presbytery and shall proceed to the election of elders and deacons, making provision in cooperation with the presbytery for their preparation, examination, ordination, and installation.

Presbytery shall continue to work closely with the congregation in securing pastoral leadership, in plans for the service and witness of the particular church, in coordinating its work with other churches, in counseling concerning bylaws for the congregation conforming to the Constitution of the Presbyterian Church (U.S.A.), and in giving other forms of support and encouragement that will strengthen the mission of the congregation in the larger life of the denomination.

3. Meetings of the Congregation

G-7.0300

G-7.0301 Congregation

The congregation is made up of all members on the active roll of a particular church. All such members who are present at a congregational meeting are entitled to vote.

G-7.0302 Annual and Special Meetings

The congregation shall hold an annual meeting and may hold other meetings as necessary. The annual meeting may consider such business as electing officers, receiving reports of the session along with plans for the coming year, receiving reports from the board of deacons and other organizations of the church, and transacting other business as is appropriate. It shall review the adequacy of the compensation of the pastor or pastors upon report of the prior review by the session. (G-10.0102m.)

Special meetings may be called for any or all of the purposes appropriate to an annual meeting or to conduct such other business as may be proper for congregational consideration. (G-7.0304.) The business to be transacted shall be limited to items specifically listed in the call for the meeting.

G-7.0303 Call of the Meeting

Meetings of the congregation shall be called:

a. By the session whenever it determines such a meeting is necessary,

b. By the presbytery whenever it determines such a meeting is necessary,

c. By the session when requested in writing by one fourth of the members on the active roll of the particular church.

Public notice of the meeting shall be given on two successive Sundays.

G-7.0304 Business

Business to be transacted at meetings of the congregation may be of two kinds: ecclesiastical and corporate. Wherever permitted by civil law, both kinds of business may be conducted at the same congregational meeting. Business shall be limited to the following:

a. matters related to the electing of elders, deacons, and trustees;

b. matters related to the calling of a pastor or pastors;

c. matters related to the pastoral relationship, such as changing the call, or requesting or consenting or declining to consent to dissolution;

d. matters related to buying, mortgaging, or selling real property;

e. matters related to the permissive powers of a congregation, such as the desire to lodge all administrative responsibility in the session, or the request to presbytery for exemption from one or more requirements because of limited size.

G-7.0305 Quorum

The quorum of a meeting of the congregation shall be as follows:

If the number of members is one hundred or less, one fourth of the members; or

If the number of members is more than one hundred, twenty-five members or one tenth of the members, whichever is greater.

G-7.0306 Moderator

The pastor shall be the moderator of all meetings of the congregation. In congregations where there are co-pastors, they hall, when present, alternately preside at meetings. When the church is without a pastor, the moderator of the session appointed by the presbytery shall preside at all congregational meetings. If it is impractical for the pastor or the moderator of session appointed by presbytery to preside, he or she shall invite, with the concurrence of the session, another minister of the presbytery to preside.

G-7.0307 Secretary

The clerk of the session shall be secretary of meetings of the congregation. If the clerk is unable to serve, the congregation shall elect a secretary. The minutes of each meeting of the

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congregation shall be attested by the moderator and the secretary and shall be entered in the minute book of the session.

G-7.0308 In Case of a Tie

Since a minister is not a member of the congregation she or he may not vote in the meeting of the congregation. When there is a tie vote, a minister presiding shall put the question a second time. If there is a tie vote again, the motion is lost.

4. Incorporation and Trustees G-7.0400

G-7.0401 Incorporation and Trustees

Whenever permitted by civil law, each particular church shall cause a corporation to be formed and maintained. Only members on the active roll of the particular church shall be members of the corporation and eligible for election as trustees (subject to civil law regarding age requirements). The elders in active service in a church shall, by reason of their office, be the trustees of such corporation, unless the corporation shall determine another method for electing its trustees. Any particular church which is not incorporated may select trustees from the members on the active roll of the church. Any such alternate method shall provide for a nominating committee elected by the corporation, and for terms for trustees the same as are provided for elders. The power and duties of such trustees shall not infringe upon the powers and duties of the session or of the board of deacons. (G-10.0102, G-6.0402.)

G-7.0402 Powers

The corporation so formed, or the individual trustees, shall have the following powers: to receive, hold, encumber, manage, and transfer property, real or personal, for the church; to accept and execute deeds of title to such property; to hold and defend title to such property; to manage any permanent special funds for the furtherance of the purposes of the church, all subject to the authority of the session and under the provisions of the Constitution of the Presbyterian Church (U.S.A.).

G-7.0403 Separate Corporate Meetings

Where civil law requires that corporate business be conducted in a separate corporate meeting of the congregation, the provisions of G-7.0300 shall apply, except:

a. Such a meeting shall be called by the trustees at their discretion, or when directed by the session or by the presbytery.

b. Unless the civil law provides otherwise, the trustees shall designate from among members on the active roll of the particular church a presiding officer and a secretary for such meeting.

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G-7.0403

c. The minutes of each such meeting shall be attested by the presiding officer and the secretary and shall be entered in the minute book of the trustees.

CHAPTER VIII. THE CHURCH AND ITS PROPERTY G-8.0000

1. Decisions Pertaining to Property G-8.0100

The provisions of G-1.0400 and other provisions of this Constitution prescribing the manner in which decisions are made, reviewed, and corrected within this church are applicable to all matters pertaining to property. G-8.0101 Decisions Regarding Property

2. All Property Held in Trust G-8.0200

All property held by or for a particular church, a presbytery, a synod, the General Assembly, or the Presbyterian Church (U.S.A.), whether legal title is lodged in a corporation, a trustee or trustees, or an unincorporated association, and whether the property is used in programs of a particular church or of a more inclusive governing body or retained for the production of income, is held in trust nevertheless for the use and benefit of the Presbyterian Church (U.S.A.). G-8.0201 Property Is Held in Trust

3. Property Used Contrary to Constitution G-8.0300

Whenever property of, or held for, a particular church of the Presbyterian Church (U.S.A.) ceases to be used by that church as a particular church of the Presbyterian Church (U.S.A.) in accordance with this Constitution, such property shall be held, used, applied, transferred, or sold as provided by the presbytery. G-8.0301 Property Used Contrary to Constitution

4. Property of Church Dissolved or Extinct G-8.0400

Whenever a particular church is formally dissolved by the presbytery, or has become extinct by reason of the dispersal of its members, the abandonment of its work, or other cause, such property as it may have shall be held, used, and applied for such uses, purposes, and trusts as the presbytery may direct, limit, and appoint, or such property may be sold or disposed of as the presbytery may direct, in conformity with the Constitution of the Presbyterian Church (U.S.A.). G-8.0401 Property of Church Dissolved or Extinct

5. Selling, Encumbering, or Leasing Church Property G-8.0500

A particular church shall not sell, mortgage, or otherwise encumber any of its real property and it shall not acquire real property subject to an encumbrance or condition without the written permission of the presbytery transmitted through the session of the particular church. G-8.0501 Selling or Encumbering Church Property

G-8.0502 Leasing Church Property

A particular church shall not lease its real property used for purposes of worship, or lease for more than five years any of its other real property, without the written permission of the presbytery transmitted through the session of the particular church.

G-8.0600

G-8.0601 Property of Church in Schism

6. Property of Church in Schism.

The relationship to the Presbyterian Church (U.S.A.) of a particular church can be severed only by constitutional action on the part of the presbytery (G-11.0103i). If there is a schism within the membership of a particular church and the presbytery is unable to effect a reconciliation or a division into separate churches within the Presbyterian Church (U.S.A.), the presbytery shall determine if one of the factions is entitled to the property because it is identified by the presbytery as the true church within the Presbyterian Church (U.S.A.). This determination does not depend upon which faction received the majority vote within the particular church at the time of the schism.

G-8.0700

G-8.0701 Exceptions

7. Exceptions

The provisions of this chapter shall apply to all particular churches of the Presbyterian Church (U.S.A.) except that any church which was not subject to a similar provision of the Constitution of the church of which it was a part, prior to the reunion of the Presbyterian Church in the United States and The United Presbyterian Church in the United States of America to form the Presbyterian Church (U.S.A.), shall be excused from that provision of this chapter if the congregation shall, within a period of eight years following the establishment of the Presbyterian Church (U.S.A.), vote to be exempt from such provision in a regularly called meeting and shall thereafter notify the presbytery of which it is a constituent church of such vote. The particular church voting to be so exempt shall hold title to its property and exercise its privileges of incorporation and property ownership under the provisions of the Constitution to which it was subject immediately prior to the establishment of the Presbyterian Church (U.S.A.). This paragraph may not be amended.

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CHAPTER IX. GOVERNING BODIES

G-9.0000

1. General

G-9.0100

G-9.0101 Definition

The Presbyterian Church (U.S.A.) shall be governed by representative bodies composed of presbyters, both elders and ministers of the Word. These governing bodies shall be called:

session
presbytery
synod
General Assembly.

G-9.0102 Ecclesiastical Jurisdicton

Governing bodies of the church are distinct from the government of the state and have no civil jurisdiction or power to impose civil penalties. They have only ecclesiastical jurisdiction for the purpose of serving Jesus Christ and declaring and obeying his will in relation to truth and service, order and discipline.

They may frame symbols of faith, bear testimony against error in doctrine and immorality in life, resolve questions of doctrine and of discipline, give counsel in matters of conscience, and decide issues properly brought before them under the provisions of the Book of Order. They may authorize the serving of the Lord's Supper in accordance with the principles of the Directory for the Service of God. They have power to establish plans and rules for the worship, mission, government, and discipline of the church and to do those things necessary to the peace, purity, unity, and progress of the church under the will of Christ. They have responsibility for the leadership, guidance, and government of that portion of the church which is under their jurisdiction.

G-9.0103 Unity of Governing Bodies

All governing bodies of the church are united by the nature of the church and share with one another responsibilities, rights, and powers as provided in this Constitution. The governing bodies are separate and independent, but have such mutual relations that the act of one of them is the act of the whole church performed by it through the appropriate governing body. The jurisdiction of each governing body is limited by the express provisions of the Constitution, with the acts of each subject to review by the next higher governing body.

G-9.0104 Participation and Representation

Governing bodies of the church shall be responsible for implementing the church's commitment to inclusiveness and participation as stated in G-4.0403. All governing bodies shall work to become more open and inclusive and to correct patterns of discrimination on the basis of race, sex, age, or disability.

In implementing this commitment, consideration should be given to the gifts and requirements for ministry (G-6.0106) in persons elected or appointed to particular offices or tasks, and to the right of the people to elect their officers. (G-6.0107.)

G-9.0105 Committee on Representation

Each governing body above the session shall elect a committee on representation, whose membership shall consist of equal numbers of men and women. A majority of the members shall be selected from the racial ethnic groups within the governing body and the total membership shall include persons from each of the following categories:

a. majority male membership
b. majority female membership
c. racial ethnic male membership
d. racial ethnic female membership
e. youth male and female membership

Its main function shall be to advise the governing bodies with respect to their membership and to that of their committees, boards, agencies, and other units in implementing the principles of participation and inclusiveness to ensure fair and effective representation in the decision-making of the church.

The committee on representation shall serve both as an advocate for the representation of racial ethnic members, women, different age groups, and persons with disabilities; and as a continuing resource to the particular governing body in these areas. The committee on representation shall review the performance of its own governing body in these matters and shall report annually to it and to the next higher governing body with recommendations for any needed corrective action. The committee on representation shall consult with the nominating committee of its own governing body.

Prior to nomination or appointment of racial ethnic members to committees, boards, agencies, or other units, the committee on representation shall consult with the appropriate racial ethnic membership through a person or persons designated by that racial ethnic membership. In situations where racial ethnic membership is low, the committee on representation of each governing body shall consult with racial ethnic members, sessions, nominating committees, and persons designated by national racial ethnic membership to discover potential racial

ethnic members of such body and to determine achievable representation. Prior to nomination or appointment of women to the above agencies, the committee on representation shall consult with the appropriate constituencies of women through a person or persons designated by those constituencies.

The committee on representation shall advise the governing body on the employment of personnel, in accordance with the principles of participation and representation (G-4.0403), and in conformity with a churchwide plan for equal employment opportunity. (G-13.0201b.)

G-9.0106 Exceptions

Exceptions to the above provisions shall be allowed by a governing or electing body only if it is unable to secure the participation or representation of the necessary persons, and this fact shall be made a part of the official record of the governing, electing, or appointing body.

2. Officers

G-9.0200

G-9.0201 Officers

Officers of each of the governing bodies shall be a moderator and a clerk. Governing bodies may provide additional officers as required.

G-9.0202 Moderator

The moderator possesses the authority necessary for preserving order and for conducting efficiently the business of the governing body. He or she shall convene and adjourn the governing body in accordance with its own action. The moderator may, in an emergency, convene the governing body by written notice at a time and place different from that previously designated by the body.

The pastor of a particular church shall be the moderator of the session of that church. In congregations where there are co-pastors, they shall, when present, alternately preside in the session. The moderator of a presbytery shall be elected for such term as the presbytery may determine, not exceeding one year. The moderator of a synod and of the General Assembly shall be elected at each stated meeting. The moderator of a presbytery, a synod, or the General Assembly must be a member of the governing body over which he or she is elected to preside.

G-9.0203 Clerk

The clerk shall record the transactions of the governing body, keep its rolls of membership and attendance, preserve its records carefully, and furnish extracts from them when required by another governing body of the church. Such extracts, verified by the clerk, shall be evidence in any governing body of the church.

The clerk of the session shall be an elder elected by the session for such term as it may determine. The clerk of a presbytery, a synod, and the General Assembly shall be

called stated clerk, shall be elected by the governing body for a definite term as it may determine, and must be eligible for membership in the governing body.

G-9.0300

3. Meetings

G-9.0301 Opening of Meetings

The moderator of a governing body beyond the session shall open the next stated meeting and shall preside until a new moderator is elected. If the moderator is absent at the opening of the next meeting, the next previous moderator shall perform these duties.

All meetings of governing bodies shall be opened and closed with prayer. Presbytery shall designate one stated meeting each year which shall include preaching the Word and sharing the Lord's Supper. Stated meetings of the synod and the General Assembly shall include a time for the preaching of the Word and the celebration of the Lord's Supper.

G-9.0302 Parliamentary Procedure

Meetings of governing bodies, commissions, and committees shall be conducted in accordance with the most recent edition of *Robert's Rules of Order*, except in those cases where this Constitution provides otherwise.

G-9.0303 Expenses

The expenses of elders and ministers attending governing bodies shall be defrayed either by the governing body which elects them or by that which they are attending. The General Assembly shall pay the expenses of commissioners who are elected by the presbyteries to attend the meetings of the General Assembly.

G-9.0400

4. Principles of Administration

G-9.0401 Definition of Administration

Administration is the process by which a governing body implements decisions. It involves working with and through persons to accomplish goals and includes developing leadership, planning, communicating, organizing, budgeting, supervising, and evaluating.

G-9.0402 Structure of Administration

Mission determines the form of structure and administration. All structures should enable the church to give effective witness to the Lordship of Christ in the contemporary world.

The administration of mission should be performed by the governing body nearest the congregation that can most effectively and efficiently accomplish it.

All structures shall be open to the possibility of change and new forms of ecumenical cooperation.

G-9.0403 Accountability to Governing Body

A governing body may delegate particular aspects of its task to councils, boards, agencies, commissions, and committees, but always on the basis of accountability to the governing body.

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G-9.0404 Nature of Presbyterian Polity

In order to give meaning to the interdependent nature of Presbyterian polity:

a. Each governing body shall participate through its representatives in the planning and administration of the next higher body.

b. Each governing body shall consult through appropriate representatives with governing bodies below and above it concerning mission priorities, program, budgeting, and the establishment of administrative staff positions.

c. Each governing body shall employ its staff in accordance with the principles of inclusiveness and diversity found in G-9.0104.

G-9.0405 Manual of Operations

Each governing body above the session shall, in consultation with the governing body above and below it, develop a manual of administrative operations.

G-9.0500

5. Committees and Commissions

G-9.0501 Committee

A committee is appointed either to study and recommend appropriate action or to carry out directions or decisions already made by a governing body. It shall make a full report to the governing body that created it and its recommendations shall require action by the governing body.

Committees shall consist of laypersons and ministers with at least one half the members being laypersons.

G-9.0502 Commission

A commission is empowered to consider and conclude matters referred to it by a governing body. The appointing body shall state specifically the scope of power given to a commission. A commission shall keep a full record of its proceedings, which shall be submitted to its governing body to be incorporated in its minutes and to be regarded as the actions of the governing body itself.

G-9.0503 Administrative and Judicial

Commissions appointed by sessions, presbyteries, synods, or the General Assembly may be either administrative or judicial, except in the case of sessions, which may appoint only administrative commissions. The functions ordinarily entrusted to an administrative commission are:

a. To ordain ministers and to install them in permanent pastoral relations;

b. To organize or merge churches;

c. To visit particular churches, governing bodies, or other organizations of the church reported to be affected with disorder, and to inquire into and settle the difficulties therein;

d. To receive candidates under the care of presbytery (G-14.0301);

e. In the case of administrative commissions appointed by sessions, to ordain and install elders and deacons, and to visit organizations within a particular church and settle differences therein.

The functions of a judicial commission are to consider and decide a case of process for the governing body according to the Rules of Discipline. (See D-4.0000 on Permanent Judicial Commissions.)

A commission may be assigned additional duties as a committee, the reporting of which shall be handled as is a committee's report.

G-9.0504 Membership

Commissions shall consist of elders and ministers in the following minimum membership:

a. In a session, at least two elders and the moderator of the session or other minister installed in a permanent relationship within the particular church governed by the session;

b. In a presbytery, at least three elders and two ministers;

c. In a synod, at least seven elders and six ministers;

d. In the General Assembly, at least eight elders and seven ministers.

The appointing governing body shall determine the quorum, which shall be at least two thirds of the membership of the commission.

G-9.0505 Decisions

The decision of an administrative commission shall be the action of the appointing governing body from the time of its completion by the commission and the announcement, where relevant, of the action to parties affected by it. Such decision shall be transmitted in writing to the stated clerk of the governing body, who shall report it to the governing body at its next meeting.

6. Special Organizations G-9.0600

Members of a particular church or particular churches may associate together to conduct special tasks of witness, service, nurture, or other appropriate endeavors. Where such special organizations exist in a particular church, they shall be under the direction, control, and oversight of the session; where they cover the territory included within a presbytery or synod, they shall be responsible to the governing body having jurisdiction and where they cover territory larger than a synod, they shall be responsible to the General Assembly. G-9.0601 Right to Organize

The names or titles of special organizations may be self-determined and they may adopt their own bylaws and elect their own officers, subject always to the power of review and control vested by the Constitution in the several governing bodies of the church. Such organizations shall give an annual report to the governing body having jurisdiction. Whenever the functions of special organizations include the collecting and distributing of money, this shall be done subject to the oversight and direction of the appropriate governing body, to which an annual accounting shall be made. G-9.0602 Review and Control

7. Administrative Staff G-9.0700

The executives of the presbyteries and synods shall be the administrators of those governing bodies, accountable to the governing bodies, through their councils, for the implementation of decisions and matters of strategy, program, and resources. They shall also provide staff services for the agencies and committees of the governing bodies. Additional responsibilities, along with the process of calling, the method of annual review of work, and the matter of reelection or termination of employment, shall be set forth clearly in the manuals called for in G-9.0405, above. G-9.0701 Executives

Each presbytery may elect an executive presbyter in consultation with synod council and may do so jointly with other presbyteries if program and resources make that necessary. Each synod may elect an executive in consultation with the General Assembly Council.

Other administrative staff positions in presbyteries may be authorized by the presbytery in consultation with the synod council. Other administrative staff positions in synod may be authorized by the synod in consultation with the General Assembly Council. G-9.0702 Other Administrative Staff

General Assembly agencies shall elect, with the concurrence of the General Assembly Council, an executive or executives. Other administrative staff positions for General Assembly agencies may be authorized by those agencies with concurrence of the General Assembly Council. G-9.0703 General Assembly Agency Staff

G-9.0704 Participation and Representation

All administrative staff positions in all governing bodies above the session shall be filled in accordance with the principles of participation and representation found in G-9.0104.

G-9.0800

8. Nominating Committee

G-9.0801 Nominating Committee

Each presbytery and synod shall elect a nominating committee broadly representative of the member churches of the presbytery or presbyteries, with a membership of one third ministers, one third laywomen, and one third laymen. The nominating committee shall consist of three classes, each serving for a three-year term except where initial classes of one- and two-year terms are necessary to establish regular rotation.

The nominating committee shall nominate persons to fill all vacancies on continuing committees, councils, boards, and other bodies that require election by the presbytery or synod. Consideration shall be given to the nomination of equal numbers of ministers, laymen, and laywomen (i.e., one third each). (G-11.0501, G-12.0102d, G-13.0111, G-13.0202.)

In nominating persons to particular responsibilities the nominating committee shall observe the relevant provisions of G-6.0106, G-9.0104, G-11.0103d, G-11.0302, G-12.0102d, G-13.0108, and G-13.0202.

G-9.0900

9. Summary of Structures

G-9.0901 Councils, Commissions, Committees

Within this Constitution, it has been assumed that the governing bodies beyond the session will delegate particular aspects of their task to councils, commissions, and committees. The references made to such agencies are for clarification of organizing for mission, of establishing offices, and of administering the program of the church. Reference to these is given without formally entitling them wherever possible so that governing bodies may have freedom in structuring themselves and in naming their agencies. In several instances—such as the committees on representation, the General Assembly Council, and the presbytery's committee on ministry — definite titles are given in order to regularize the procedures that shall enable the governing bodies to work together in joint mission. Reference to such agencies, designated by functions or by formal titles, is not intended to limit the governing bodies to these structures but to describe those which will expedite the mutual work of the whole church.

Structures specified within this Constitution are:

G-9.0902 Structures Listed

a. In the Presbytery

Presbytery

A council for the coordination of mission and program (G-11.0103v)

Presbyteries' Cooperative Committee on Ordination Examinations (G-11.0103m)

Committee on Representation (G-9.0105, G-11.0302)

Committee on Ministry (G-11.0500, G-14.0502)

Committee on Candidates (G-14.0300)

Nominating Committee (G-9.0800, G-11.0103w)

Permanent Judicial Commission (D-4.0000)

b. In the Synod

Synod

A council for the coordination of mission and program (G-12.0102r)

Committee on Representation (G-9.0105, G-12.0301)

Nominating Committee (G-9.0800, G-12.0102s)

Permanent Judicial Commission (D-4.0000)

c. In the General Assembly

General Assembly

General Assembly Council (G-13.0200)

Committee on Representation (G-9.0105, G-13.0108)

Nominating Committee (G-13.0111)

Advisory Committee on the Constitution (G-11.0103m)

Board responsible for pensions (G-14.0506, G-16.0201p, G-17.0201j)

Permanent Judicial Commission (D-4.0000)

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G-10.0000

CHAPTER X. THE SESSION

G-10.0100

1. General

G-10.0101
Membership

The session of a particular church consists of the pastor or co-pastors, the associate pastors, and the elders in active service. All members of the session, including the pastor, co-pastors, and associate pastors, are entitled to vote.

G-10.0102
Responsibilities

The session is responsible for the mission and government of the particular church. It therefore has the responsibility and power:

a. To receive members into the church upon profession of faith, upon reaffirmation of faith in Jesus Christ, or upon satisfactory certification of transfer of church membership, provided that membership shall not be denied any person because of race, economic or social circumstances, or any other reason not related to profession of faith;

b. To lead the congregation in participation in the mission of the whole church in the world, in accordance with G-3.0000;

c. To provide for the worship of the people of God, including the preaching of the Word, the sharing of the Sacraments, and for the music program, in keeping with the principles in the Directory for the Service of God;

d. To provide for the growth of its members and for their equipment for ministry through personal and pastoral care, educational programs including the church school, sharing in fellowship and mutual support, and opportunities for witness and service in the world;

e. To develop and supervise the church school and the educational program of the church;

f. To lead the congregation in ministries of personal and social healing and reconciliation in the communities in which the church lives and bears its witness;

g. To challenge the people of God with the privilege of responsible Christian stewardship of money and time and talents, developing effective ways for encouraging and

gathering the offerings of the people and assuring that all offerings are distributed to the objects toward which they were contributed;

h. To establish the annual budget, determine the distribution of the church's benevolences, and order offerings for Christian purposes, providing full information to the congregation of its decisions in such matters;

i. To lead the congregation continually to discover what God is doing in the world and to plan for change, renewal, and reformation under the Word of God;

j. To engage in a process for education and mutual growth of the members of the session;

k. To instruct, examine, ordain, install, and welcome into common ministry elders and deacons on their election by the congregation and to inquire into their faithfulness in fulfilling their responsibilities;

l. To delegate and to supervise the work of the board of deacons and the board of trustees and all other organizations and task forces within the congregation, providing for support, report, review, and control;

m. To provide for the administration of the program of the church, including employment of nonordained staff, with concern for equal employment opportunity and the annual review of the adequacy of compensation for all staff;

n. To provide for the management of the property of the church, including determination of the appropriate use of church buildings and facilities;

o. To maintain regular and continuing relationship to the higher governing bodies of the church, including:

(1) Electing representatives to presbytery and receiving their reports;

(2) Nominating to presbytery elders who may be considered for election to synod or General Assembly;

(3) In both the above responsibilities, implementing the principles of participation and inclusiveness to ensure fair representation in the decision-making of the church;

(4) Observing and carrying out the instructions of the higher governing bodies consistent with the Constitution of the Presbyterian Church (U.S.A.);

(5) Welcoming representatives of the presbytery on the occasions of their visits;

(6) Proposing to the presbytery and, through it, to the synod and the General Assembly such measures as may be of common concern to the mission of the whole church.

p. To establish and maintain those ecumenical relationships necessary for the life and mission of the church in its locality;

q. To serve in judicial matters in accordance with the Rules of Discipline;

r. To keep an accurate roll of the membership of the church, in accordance with G-10.0302, and to grant certificates of transfer to other churches, which when issued for parents shall include the names of their children specifying whether they have been baptized, and which when issued for an elder or deacon shall include the record of ordination.

G-10.0103
Moderator

The pastor of the church shall be the moderator of the session and the session shall not meet without the pastor except as hereunder provided. In congregations where there are co-pastors, they shall, when present, alternately preside in the session. When it may appear advisable for prudential reasons that some minister other than the pastor should preside, the pastor may, with the concurrence of the session, invite a minister of the same presbytery to do so. In the case of the sickness or absence of the pastor the same expedient may be adopted; or the session, after having obtained the approval of the pastor, may convene and elect another of its own members to preside.

When a church is without a pastor, the moderator of the session shall be the minister appointed for that purpose by the presbytery, or a minister of the same presbytery invited by the session to preside on a particular occasion. When it is impossible for such a minister to attend, the session may elect one of its own members to preside.

In all judicial cases, the moderator of the session shall be a minister of the presbytery to which the church belongs.

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2. Meetings

G-10.0200

G-10.0201
Meetings

The session shall hold stated meetings at least quarterly. The pastor may call a special meeting of the session when he or she judges it necessary and shall do so when requested in writing by any two members of the session. The session shall also meet when directed to do so by presbytery. Reasonable notice of all special meetings must be given when other than routine business is to be transacted. The session may invite members of the congregation to attend and observe its meetings if it so desires, without restricting its right to meet in executive session whenever circumstances indicate the wisdom of doing so.

G-10.0202
Quorum

A quorum of the session shall be the pastor or other presiding officer and one third of the elders, except for the reception and dismission of members, when the quorum shall be the moderator and two members of the session. The session may fix its own quorum at any higher number.

3. Minutes and Records

G-10.0300

G-10.0301
Minutes

Each session shall keep a full and accurate record of its proceedings which shall be submitted at least once each year to the presbytery for its general review and control. (G-11.0103x, D-3.0300.) The minutes shall state the composition of the session with regard to racial ethnic members, women, men, and age groups, and how this corresponds to the composition of the congregation. Minutes and other official records of the session, which shall include minutes of congregational meetings and records of the board of deacons and the board of trustees of the particular church, are the property of the session and the clerk shall be responsible for their preservation. They shall be available to the presbytery upon request and may be stored with the denomination's historical agency.

G-10.0302
Rolls and Registers

Every session shall maintain rolls of members as defined by G-5.0200, and registers as provided below.

a. Membership Rolls. The names of the members shall be placed upon, removed, or deleted from the rolls of the church only by order of the session whenever the session is fully satisfied that such action is justified.

Baptized Members

(1) Baptized Members' Roll. The baptized members' roll shall list the names of those persons baptized in the particular church who have not made a profession

of faith in Jesus Christ as Lord and Savior, and active members' children who were baptized elsewhere.

Active Members

(2) Active Members' Roll. The active members' roll shall list the names of those who have been received into the membership of the church and who are active in the church's work and worship. The number of members on this roll shall be reported to the General Assembly annually.

Affiliate Members Certified

An active member who has temporarily moved from the community may become an affiliate member of another church of this denomination or of a denomination in correspondence with the General Assembly, in which case the session may issue a certificate of good standing. (G-15.0201.) The certificate shall be directed to a particular church named therein, shall commend the member to its pastoral care, and shall be valid for two years. Upon the issuance of the certificate, the session shall retain the name of the member on the active roll of the church until the person is received into membership in the other church.

When Active Members Move

When a member moves and can no longer be active in the work and worship of the church of membership, it shall be that person's duty to become an active member of a church in the community where that person is living. The session of the church of membership shall inform the person of this duty as soon as practicable and shall notify a church in the new community and request it to provide pastoral care with a view to membership. In the event the session cannot determine which church to notify, the notice may be sent to the stated clerk of the presbytery.

Inactive Members

(3) Inactive Members' Roll. The inactive members' roll shall list the names of those who have been removed from the active members roll because of their failure, in the judgment of the session, to participate in the church's work and worship. No member shall be transferred from the active to the inactive roll until that member shall have failed intentionally to participate in the work and worship of the church for a period of one year and until the session shall have made diligent effort to discover the cause of the member's nonparticipation and to restore the member to activity in the church's work and worship. Any member whose name is so transferred shall be noti-

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A nonresident member to whom the notice required above has been given may after one year be placed on the inactive members' roll. The session shall then advise the person at the last known address to request a certificate of transfer to a Christian church in the community of residence.

Affiliate Members Received

(4) Affiliate Members' Roll. The affiliate members' roll shall list the names of those who have been received into affiliate membership by the session and who are active in the church's work and worship. Affiliate membership must be renewed every two years.

Deletion from Rolls

b. The session may delete names from the rolls of the church in the following circumstances:

(1) When requested, the session shall issue a certificate of transfer to a particular church setting forth the membership status of the person. The church receiving the certificate shall determine whether to receive the person as a member and the conditions upon which that person shall be received. When a certificate of transfer has been issued, the name of the member shall be retained on the appropriate roll by the church issuing the certificate until the person is received into membership in the other church. As soon as the person is received, the receiving church shall notify the session issuing the certificate of the member's reception, whereupon the session shall delete the name.

(2) When a church is dissolved, the presbytery of jurisdiction shall take possession of its records, have jurisdiction over its members, and grant them certificates of transfer to other churches.

(3) When a member, whether active or inactive, requests that membership be terminated, the session, after making diligent effort to persuade the member to retain membership, may delete that person's name from the active or inactive roll.

(4) When a member joins another church without a regular transfer or renounces the jurisdiction of this church, the session shall delete the member's name from any rolls on which it has been listed.

(5) When a nonresident member has been given the notices required above, and that member's name has been on the inactive roll for one year, the session may delete that person's name from the roll without further notice.

(6) When a member moves and the session is unable, after due and diligent search, to ascertain the member's place of residence, the session, after one year of absence, may delete that person's name from any roll on which it has been listed.

(7) When a resident church member has been transferred from the active to the inactive roll, it shall be the duty of the session to provide that member pastoral care. If pastoral care for a period of two years fails to accomplish that person's restoration as an active member, the session may without further notice delete the person's name from the roll.

(8) When a member dies, the session shall record the date of death and delete the name from the roll.

Registers of Marriages, Baptisms, Officers

c. Registers. The session shall keep complete registers of:

(1) Marriages, including marriages of all members of the church, all marriages conducted by the ministerial staff of the church, and all marriages performed on church property.

(2) Baptisms

(a) Infant Baptisms. Include name, parents' names, and date of birth of those being baptized and the names of persons presenting the children for baptism.

(b) Adult Baptisms. Include name, parents' names, and date of birth of those being baptized.

(3) Elders, with the name of the church in which each was ordained, the date of ordination, terms of active service, and the record of removals.

(4) Deacons, with the name of the church in which each was ordained, the date of ordination, terms of active service, and the record of removals.

(5) Pastors, co-pastors, associate pastors, assistant pastors, interim pastors, stated supplies, and parish associates serving the church, with dates of service.

4. Church Finances G-10.0400

G-10.0401 Finances

The work of the treasurer (or treasurers) shall be supervised by the session, or by specific assignment to the board of deacons or trustees. Those in charge of the various funds in the church shall report at least annually to the session, and more often when requested. The following minimum standards of financial procedure shall be observed:

a. The counting and recording of all offerings by at least two duly appointed persons, or a fidelity bonded person;

b. The keeping of adequate books and records to reflect all financial transactions, open to inspection by authorized church officers at reasonable times;

c. Periodic reporting of the financial activities to the board or boards vested with financial oversight at least annually, preferably more often;

d. Complete audit of all books and records relating to finances once each year by a public accountant or public accounting firm or a committee of members versed in accounting procedures. Such auditors should not be related to the treasurer (or treasurers).

G-11.0000 **CHAPTER XI. THE PRESBYTERY**

G-11.0100 **1. General**

G-11.0101 Membership

Presbytery is a corporate expression of the church consisting of all the churches and ministers of the Word within a certain district. When a presbytery meets, each church shall be represented by an elder commissioned by the session with the following additional provisions:

a. churches with membership over 500 shall be represented as follows:

501-1000 —	2 elders
1001-1500 —	3 elders
1501-2000 —	4 elders
2001 + — — —	5 elders

b. Annually, during the first week of January, the stated clerk of each presbytery shall ascertain the number of resident ministers who are members of the presbytery and the number of elders which the churches are entitled to send as commissioners to presbytery meetings. When the number of ministers is larger, the stated clerk shall bring the imbalance to the attention of the presbytery at its first meeting of the year. The presbytery shall redress the imbalance by inviting sessions of particular churches to elect additional elder commissioners, with special attention to the concerns of G-9.0104.

c. Each elder elected moderator shall be enrolled as a member of the presbytery for the term of office, whether or not commissioned by his or her session.

G-11.0102 Minimum

In each presbytery the minimum number of ministers shall be twelve and the minimum number of churches shall likewise be twelve. In an isolated area, upon recommendation of the synod, the General Assembly may permit a presbytery to be organized with fewer than these minimums, provided that there shall be at least five ministers in each presbytery.

G-11.0103 Responsibilities

The presbytery is responsible for the mission and government of the church throughout its geographical district. It therefore has the responsibility and power:

a. To develop strategy for the mission of the church in its area consistent with G-3.0000;

b. To coordinate the work of its member churches, guiding them and mobilizing their strength for the most effective witness to the broader community for which it has responsibility;

c. To initiate mission through a variety of forms in light of the larger strategy of the synod and the General Assembly;

d. To implement, consistent with G-9.0104, the principles of participation and inclusiveness in employing its personnel and in establishing the membership of its committees, councils, boards, and other policymaking and policy-recommending bodies, in order to assure fair representation in its decision-making and in the election of commissioners to synod and the General Assembly. Its committee on representation shall report directly to the presbytery, and shall be empowered to make recommendations to correct situations of unbalanced representation, including the recommendation that the nominating committee reconsider its nominations;

e. To counsel with a particular church where the various constituencies of the congregation are not represented on a session;

f. To provide encouragement, guidance, and resources to its member churches in the areas of leadership development, church officer training, worship, nurture, witness, service, and stewardship;

g. To provide pastoral care for the churches and members of presbytery, visiting sessions, and ministers on a regular basis (G-11.0502c);

h. To organize new churches and to receive and unite churches in consultation with their members;

i. To divide, dismiss, or dissolve churches in consultation with their members;

j. To control the location of new churches and of churches desiring to move;

k. To take special oversight of churches without pastors;

l. To receive under its care candidates for the ministry and to dismiss them to other presbyteries;

m. To elect readers of examinations for candidates for ordination at the request of the Presbyteries' Cooperative Committee on Examinations for Candidates;

n. To ordain, receive, dismiss, install, remove, and discipline ministers;

o. To establish the pastoral relationship and to dissolve it at the request of one or both of the parties, or when it finds that the church's mission under the Word imperatively demands it;

p. To designate ministers to work as teachers, evangelists, administrators, and in other forms of ministry recognized as appropriate by the presbytery;

q. To receive under its care persons preparing for professional service in the church, and to commission them when appropriate (G-14.0102);

r. To serve in judicial matters in accordance with the Rules of Discipline;

s. To assume original jurisdiction in any case in which it determines that a session cannot exercise its authority;

t. To maintain regular and continuing relationship to the higher governing bodies of the church, including:

Electing commissioners to the synod and to the General Assembly and receiving their reports,

Seeing that the orders of higher governing bodies are observed and carried out,

Proposing to the synod or the General Assembly such measures as may be of common concern to the mission of the whole church;

u. To establish and maintain those ecumenical relationships which will enlarge the life and mission of the church in its district;

v. To establish and superintend the agencies necessary for its work, including a presbytery council, providing for the regular review of the functional relationship between presbytery's structure and its mission;

w. To establish a nominating committee composed of equal numbers of ministers, laymen, and laywomen (i.e., one third each);

x. To review session minutes and records at least once each year;

y. To consider and act upon requests from congregations for permission to take the actions regarding real property as described in G-8.0000.

2. Meetings G-11.0200

G-11.0201 Meetings

The presbytery shall hold stated meetings at least twice each year. The moderator shall call a special meeting at the request, or with the concurrence, of two ministers and two elders, the elders being of different churches. Should the moderator be unable to act, the stated clerk shall, under the same conditions, issue the call. If both moderator and stated clerk are unable to act, any three ministers and three elders, the elders being of different churches, may call a special meeting. The synod may direct the presbytery to convene a special meeting for the transaction of designated business. Notice of a special meeting shall be sent not less than ten days in advance to each minister and to the session of every church. The notice shall set out the purpose of the meeting and no other business than that listed in the notice shall be transacted.

G-11.0202 Quorum

A quorum of the presbytery shall be any three minister members and the elder members present, provided that at least three churches are represented by elders. The presbytery may fix its own quorum at any higher number.

G-11.0203 Corresponding Members

Presbyters (ministers of the Word or elders) in good standing in other governing bodies of this church or in any other Christian church, who are present at any meeting of the presbytery, may be invited to sit as corresponding members, with voice but without vote.

3. Other Provisions G-11.0300

G-11.0301 Participation

In electing members to its council and permanent committees, the presbytery shall adhere to the principle of participation and representation expressed in G-9.0104, et seq.

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G-11.0302 Committee on Representation

The presbytery's committee on representation shall advise presbytery's nominating committee of any need for nominations in particular categories needing increased representation and shall regularly inform the presbytery of its progress toward fair representation of racial ethnic members, women, different age groups, and persons with disabilities.

G-11.0303 Staff

The presbytery may authorize the administrative staff services of an executive presbyter and other staff as needed. For purposes of coordination the presbytery council shall consult with the synod council concerning the overall mission needs of synod, as well as the need for financial assistance in maintaining presbytery staff services. (G-12.0302.) In the employment of all personnel, including administrative staff, the presbytery shall observe the practice of consultation set forth in G-9.0404, and the provisions of the churchwide plan for equal employment opportunity. (G-13.0201b.)

G-11.0304 Budget

The presbytery shall have a presbytery general mission budget to support the church's mission within its area. As the presbytery raises and expends these funds, it shall do so in light of the priorities of the whole church. The presbytery shall make its plans and determine its general mission budget after receiving recommendations from the synod and in light of the comprehensive strategy of the whole church as represented in the synod and the General Assembly.

G-11.0305 Records

The presbytery shall keep a full and accurate record of its proceedings which shall be submitted at least once each year to the synod for its general review and control. It shall report to the synod and to the General Assembly every year the condition and progress of the church within its bounds during the year and all important changes which have taken place including ordinations; the receiving, dismissing, and deaths of ministers; and the organizing, uniting, dividing, or dissolving of churches.

Minutes and other official records of the presbytery are the property of the presbytery, and the stated clerk is responsible for their preservation.

G-11.0306 Annual Report

The presbytery shall send annually to the Stated Clerk of the General Assembly lists of its ministers and churches and statistical and other information according to the requirements of the General Assembly.

4. Minister Members

G-11.0400

G-11.0401 Membership of Ministers

Every minister shall ordinarily be a member of the presbytery where his or her work is situated. A minister called to work not under the jurisdiction of a presbytery may apply for reception to the presbytery in which he or she will be resident, or to another presbytery, or retain membership in the presbytery where he or she was formerly a member. The presbytery may grant a minister permission to engage in work which is outside its geographic bounds or which is not under its jurisdiction, but no presbytery shall permit a minister to engage in work which is within the geographic bounds of another presbytery and which is properly within the responsibility of another presbytery without consent of that presbytery. A minister who is serving as a minister in a church outside the United States may, with the approval of presbytery, accept ministerial membership in that church for the period of such service without affecting his or her membership in the presbytery of this church. (G-11.0410.)

G-11.0402 Minister Seeking Membership

The presbytery, through its appropriate committee, shall examine each minister or candidate who seeks membership in it on his or her Christian faith and views in theology, the Sacraments, and the government of this church. (G-14.0301.) Every minister seeking membership in a presbytery shall have a call to a pastoral relation within the presbytery, or from a governing body or agency as defined in G-11.0410, or be entering a work defined in G-11.0411, for which the receiving presbytery shall give its permission.

G-11.0403 Criteria for Membership

A presbytery shall determine the ministers of the Word who shall be its continuing members. In making this determination the presbytery shall be guided by all the following criteria:

a. The ministry of continuing members shall be in demonstrable conformity with the mission of God's people in the world as set forth in Holy Scripture, the Book of Confessions, and the Book of Order of this church.

b. The ministry shall be one that serves others, aids others, and enables the ministries of others.

c. The ministry shall give evidence of theologically informed fidelity to God's Word. This will normally require the Master of Divinity degree or its equivalent and the completion of the requirements for ordination set forth in G-14.0402.

d. The ministry shall be carried on in accountability for its character and conduct to the presbytery and to other organizations and agencies, where appropriate.

e. The ministry shall include responsible participation in the deliberations and work of the presbytery and in the worship and service of a congregation.

G-11.0404 Ministers of Other Denominations

Ministers of other denominations may be received by the presbytery as follows:

a. Ministers of Reformed churches holding the Presbyterian Order in correspondence with the General Assembly shall, when applying for membership in a presbytery, furnish satisfactory credentials of (1) ordination by a presbytery or classis, (2) present good standing, and (3) dismissal to the particular presbytery. They shall also submit satisfactory evidence of possessing the qualifications of character and scholarship required of candidates of this church and shall be examined in theology, and at the discretion of the presbytery in other subjects, and shall answer in the affirmative questions *a* to *i* contained in G-14.0405.

b. When a minister of another denomination, which is judged by the presbytery to hold the Word and Sacraments in their fundamental integrity, has evidence of a call to a work properly under the jurisdiction of the presbytery, presents a proper dismissal from the ecclesiastical body to which the minister belongs, and requests to be received by that presbytery as a minister, the presbytery shall, after the constitutional conditions have been satisfied, recognize the minister's previous ordination to the office of minister upon the expression of the minister's acceptance of the obligation in the ordination vows required of a minister in the Constitution of this church. (G-14.0405.)

G-11.0405 Enrollment

When a minister of another church seeks membership in a presbytery of this church, that person shall, before being enrolled, furnish the presbytery with satisfactory evidence of having been removed from the roll of ministers of any and all other denominations with which the minister has previously been associated.

G-11.0406 Continuing Members

The ministers of the Word who are continuing members of a presbytery of the Presbyterian Church (U.S.A.) include active members, members-at-large, and inactive members.

Active Member

a. An active member is a minister of the Word who has been admitted to the presbytery in accordance with G-11.0401, and is now engaged in ministry that complies with all of the criteria in G-11.0403 without exception. An active member

may be engaged in a validated ministry within congregations of the church (G-11.0409), in a validated ministry in other service of this church (G-11.0410), in a validated ministry in service beyond the jurisdiction of this church (G-11.0411), or may be honorably retired (G-11.0412). An active member is entitled to take part in the meetings of the presbytery and to speak, vote, and hold office.

Member-at-Large

b. A member-at-large is a minister of the Word who has previously been admitted to the presbytery or another presbytery as an active member, and who now, without intentional abandonment of the exercise of ministry, is no longer engaged in a ministry that complies with all the criteria in G-11.0403. The status of member-at-large may be granted by the presbytery upon the minister's application, and may be granted to a minister who does not qualify for the status of active member solely because of family responsibilities. A member-at-large shall comply with as many of the criteria in G-11.0403 as possible. A member-at-large is entitled to take part in the meetings of the presbytery and to speak, vote, and hold office. The continued status of each member-at-large shall be reviewed annually.

Inactive Member

c. An inactive member is a minister of the Word who has previously been admitted to the presbytery or another presbytery as an active member, but is now voluntarily engaged in an occupation that does not comply with all of the criteria in G-11.0403. The presbytery may, at the minister's request or on its own initiative after notifying the minister in person or by certified mail at the last known address, determine that the minister's category of membership is that of inactive member. An inactive member is not entitled to take part in the meetings of the presbytery or to speak, vote, or hold office, except that the inactive member may speak when the matter under consideration concerns that minister. The continued status of each inactive member shall be reviewed annually.

G-11.0407 Rolls

The stated clerk shall maintain three rolls listing the names of all of the ministers of the Word who are continuing members of the presbytery and who are active members, members-at-large, and inactive members and a fourth roll listing those who have been deleted from the other rolls. On or before December 31 of each year, the presbytery shall determine the category of membership of each continuing member in accordance with the relevant sections of this chapter and cause appropriate record of such determination to be made.

G-11.0408 Validated Ministry

A minister of the Word who is an active member of presbytery may be engaged (1) in a validated ministry within congregations of this church, (2) in a validated ministry in

other service of this church, (3) in a validated ministry in service beyond the jurisdiction of this church, or may be (4) honorably retired.

G-11.0409 Service in Congregations of This Church

An active member engaged in a validated ministry within congregations of this church shall serve a particular church or churches as pastor, co-pastor, associate pastor, assistant pastor, stated supply, temporary supply, or interim pastor, as provided in G-6.0202 and G-14.0513.

G-11.0410 In Other Service of This Church

An active member engaged in a validated ministry in other service of this church shall serve as a staff member of a presbytery, a synod, or the General Assembly of this church or of an organization related to one of these governing bodies; as a minister serving an organization sponsored by two or more denominations, one of which is this church, such as a federated church, a specialized ministry, an administrative office, or an interdenominational agency; or as a partner in mission in connection with a church outside the United States of America. Before entering upon such service, the minister shall request and obtain the approval of the presbytery of membership. Changes in the terms of the call or dissolution of the relationship shall be reported to the presbytery.

G-11.0411 In Service Beyond the Jurisdiction of the Church

An active member engaged in a validated ministry in service beyond the jurisdiction of the church may be engaged in a ministerial calling within a nondenominational religious organization in which this church has no official participation or may serve temporarily as pastor or in some other capacity in another denomination. Before entering upon such service the minister shall request permission of the presbytery of membership. The committee on ministry of the presbytery shall make a thorough review of the proposed ministerial function and report its recommendations to the presbytery. The committee shall determine and report whether the service complies with all of the criteria enumerated in G-11.0403, without exception. If the presbytery grants the permission requested, such permission shall be subject to review and renewal annually.

G-11.0412 Honorably Retired

An active member who is honorably retired is a minister of the Word retired because of physical or mental disability or age, who was in good and regular standing at the time of retirement or who was granted that status by the presbytery of membership at that time.

G-11.0413 Members-at-Large and Inactive Members

Members-at-large and inactive members remain under the care, oversight, and discipline of the presbytery. They may be transferred in their current category of membership to another presbytery with the permission of both presbyteries. All of the minister's records shall be transmitted to the receiving presbytery. The committee on ministry shall confer with each [illegible] inactive member annually and make a

recommendation to the presbytery as to whether the member should continue in the present category, be assigned another category, or be released from the exercise of ordained office. Such action may be initiated by the presbytery or at the request of the minister.

G-11.0414 Release from the Exercise of Ordained Office

If a minister concerning whom no inquiry has been initiated pursuant to D-7.0200 and D-7.0800, against whom no charges have been filed, and who otherwise is in good standing, shall make application to be released from the exercise of the ordained ministry, the presbytery shall delete that person's name from the appropriate roll of presbytery and give that person a certificate of membership to a particular church. The presbytery shall retain a roll of persons so deleted with date of deletions, date of ordination, and place of ordination. No judgment of failure on the part of the minister is implied in this action.

Release from the exercise of the ordained office of a minister of the Word requires a discontinuance of all functions of that office. The designations reverend, minister, pastor, or other similar term shall not be used. The status of a minister who has been so released shall be the same as any church member.

Should a person released under this section later desire to be restored to continuing membership in presbytery, that person shall make application to the presbytery that granted the release, and upon approval of that presbytery, the reaffirmation of ordination vows, and resumption of a ministry that qualifies that person for continuing membership in presbytery, the person shall be restored to the exercise of the ordained office without reordination.

G-11.0415 Minister to Be Placed on Inactive Roll

If a minister shall be absent from the sessions of the presbytery of membership for a period of one year and shall neglect to report to that presbytery concerning residence and work, the presbytery, after making an effort to locate and counsel with the minister, shall then, without prejudice to the minister, place that minister's name on the inactive roll.

A minister of the Word who has received permission to labor outside the bounds of the presbytery of membership but has not received permission to labor within the bounds of the presbytery of labor shall, after a period of two years, be placed on the inactive roll.

G-11.0416 Minister Joining Another Denomination

When a minister of this church continues or accepts membership of any character in another denomination, except as provided in G-11.0411, the presbytery shall record the fact, delete the minister's name from the roll, and take such other action of an administrative character as may be required by the Constitution.

G-11.0500

5. Committee on Ministry

G-11.0501
Nature and Membership

Each presbytery shall elect a committee on ministry to serve as pastor and counselor to the ministers of the presbytery, to facilitate the relations between congregations, ministers, and the presbytery, and to settle difficulties on behalf of presbytery when possible and expedient.

This committee shall consist of equal numbers of elders and ministers with a membership of at least six. Its quorum shall be two thirds of the members. Membership shall be for a term of three years and replacement of a member whose term has not expired shall be for the remainder of that term. Members shall be ineligible to serve more than two consecutive terms or consecutive portions of terms.

G-11.0502
Responsibilities

The committee shall serve the presbytery in the following ways:

a. It shall visit regularly and consult with each minister of the presbytery. It shall report to the presbytery annually the type of work in which each minister of the presbytery is engaged. It shall require an annual report from every minister performing work which is not under the jurisdiction of the presbytery or a higher governing body of the church.

b. It shall make recommendations to presbytery regarding calls for the services of its ministers. Every call for the services of a minister or candidate in a pastoral relationship shall be placed in its hands and presented by it to the presbytery, with a report as to the call being in order and recommendation as to whether the call shall be placed in the hands of the minister or candidate. Every request by a minister or candidate for the presbytery's approval of a task appropriate to the ministry, though not a pastoral relationship to a particular church, shall be made by the minister or candidate through the committee and shall be reported by it to the presbytery with recommendation for presbytery's action.

c. It shall visit with each session of the presbytery at least biennially, discussing with them the mission and ministry of the particular church and encouraging the full participation of each session and congregation in the life and work of presbytery and of the larger church.

d. It shall counsel with churches regarding calls for permanent pastoral relations, visiting and counseling with every committee elected to nominate a pastor or associate pastor. It shall advise with the committee regarding the merits, availability, and suitability of any candidate or

minister whose name is contemplated for nomination to the congregation, and shall have the privilege of suggesting names to the committee. No call to a permanent pastoral relationship shall be in order for consideration by the presbytery unless the church has received and considered the committee's counsel before action is taken to issue a call. (G-14.0502.) A call to a permanent pastoral relationship shall not be issued until it has been approved by the presbytery. In the case of a church receiving aid in supporting a pastor, it shall confer with both the church and that agency of presbytery charged with arranging such aid before it shall recommend to the presbytery that a call to such a church be placed in the hands of a minister. The proper agency of the presbytery shall present to the committee a statement of the presbytery's anticipated support of a pastor, which shall be attached to the call of the church.

e. It shall counsel with sessions regarding stated supplies, interim supplies, and temporary supplies when a church is without a pastor, and it shall provide lists of pastors and qualified laypersons to supply vacant pulpits. (G-14.0513.)

f. It shall provide for the implementation of equal opportunity employment for ministers and candidates without regard to race, ethnic origin, sex, age, or marital status. In the case of each call, it shall report to the presbytery the steps in this implementation taken by the calling group.

g. It may be given authority by the presbytery to dissolve the pastoral relationship in cases where the congregation and pastor concur, and so to inform the presbytery. (G-14.0602.)

h. It shall serve as an instrument of presbytery for promoting the peace and harmony of the churches, especially in regard to matters arising out of the relations between ministers and churches. Its purpose shall be to mediate differences and reconcile persons, to the end that the difficulties may be corrected by the session of the church if possible, that the welfare of the particular church may be strengthened, that the unity of the body of Christ may be made manifest.

i. It shall exercise wise discretion in determining when to take cognizance of information concerning difficulties within a church, proceeding with the following steps:

It may take the initiative to bring the information which has come to it to the attention of the session of the church involved, counseling with the session as to the appropriate actions to be taken in correcting the reported difficulties.

It may offer its help as a mediator in case the session either finds itself unable to settle the problems peaceably or takes no steps toward settlement.

It may act to correct the difficulties if requested to do so by the parties concerned, or if this authority is granted by the presbytery for the specific case. When so doing, the committee shall always hold hearings which afford procedural safeguards as in cases of process, following the procedures outlined in the Rules of Discipline.

G-11.0503 Open Communication

The committee shall be open to communication at all times with the ministers, elders who are members of sessions, and sessions of the presbytery.

G-11.0504 Synod and General Assembly Agencies

The presbytery's committee on ministry may look to synod and the General Assembly for information and assistance in the matter of ministers and pastoral relations. Synods shall create the necessary agency to coordinate the work of presbytery committees. The General Assembly shall create the necessary agency to facilitate and support the work of the presbyteries and the synods in this matter.

CHAPTER XII. THE SYNOD

G-12.0000

I. General

G-12.0100

G-12.0101 Membership

Synod is the unit of the church's life and mission which consists of not fewer than three presbyteries within a specific geographic region. When a synod meets it shall be composed of commissioners elected by the presbyteries. The synod shall determine, with the consent of a majority of its presbyteries, the basis of election and the ratio of commissioners to members represented in the presbyteries, as well as its method to fulfill the principles of participation and representation found in G-9.0104 and G-9.0105. The commissioners from each presbytery shall be divided equally between elders and ministers of the Word.

G-12.0102 Responsibilities

Synod is the intermediate governmental unit responsible for the mission of the church throughout its region. It therefore has the responsibility and power:

a. To develop, in conjunction with its presbyteries, a broad strategy for the mission of the church within its bounds in accord with G-3.0000;

b. To initiate mission through a variety of forms in light of the larger strategy of the General Assembly;

c. To develop, in conjunction with its presbyteries, joint plans and objectives for the fulfillment of mission, providing encouragement and guidance to its presbyteries and overseeing their work;

d. To implement, consistent with G-9.0104, the principles of participation and inclusiveness in employing its personnel and in establishing the membership of its committees, councils, boards, and other policymaking and policy-recommending bodies, in order to assure fair representation in its decision-making;

e. To develop and provide resources as needed to facilitate the mission of its presbyteries, as well as guidelines and criteria for evaluation;

f. To consult with its member presbyteries with regard to their general mission budgets and the establishment of administrative staff positions;

g. To coordinate the work of presbyteries' committees on ministry and assist its member presbyteries in matters related to the calling, ordaining, and placement of ministers;

h. To facilitate communication among its presbyteries and between its presbyteries and the General Assembly;

i. To facilitate joint action in mission with other denominations and agencies in its region;

j. To provide services and programs for presbyteries, sessions, congregations, and members within its area that can be performed more effectively from a broad regional base;

k. To organize new presbyteries and to divide, unite, or otherwise combine presbyteries or portions of presbyteries previously existing, subject to the approval of the General Assembly;

l. To serve in judicial matters in accordance with the Rules of Discipline;

m. To warn or bear witness against error in doctrine or immorality in practice in the area of its jurisdiction;

n. To review the records of its presbyteries and to take care that they observe the Constitution of the church;

o. To maintain regular and continuing relationship to the General Assembly, including:

Seeing that the orders and instructions of the General Assembly are observed and carried out,

Proposing to the General Assembly such measures as may be of common concern to the mission of the whole church.

p. To establish and maintain those ecumenical relationships which will enlarge the life and mission of the church in its region;

q. To provide a system of administrative services to fulfill its objectives and programs;

r. To establish and superintend the agencies and task forces necessary for its work, including a synod council providing for the regular review of the functional relationship between synod's structure and its mission;

s. To establish a nominating committee composed of equal numbers of ministers, laywomen, and laymen (i.e., one third each). (G-9.0801, G-11.0501, G-12.0102d, G-13.0111, G-13.0202.)

G-12.0200 **2. Meetings**

G-12.0201 The synod shall hold a stated meeting at least biennially. The moderator shall call a special meeting at the request or with the

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concurrence of ten ministers and ten elders, representing at least three presbyteries, all of whom must have been commissioners to the last preceding stated meeting of the synod. Should the moderator be unable to act, the stated clerk shall, under the same conditions, issue the call. If both the moderator and the stated clerk are unable to act, the most recent moderator shall, under the same conditions, issue the call. The General Assembly may direct the synod to convene a special meeting for the transaction of designated business. Commissioners to the special meeting shall be the commissioners elected to the last preceding stated meeting of the synod or their alternates. A presbytery may, however, elect a commissioner or alternate to replace one who has died or changed presbytery membership. Notice of a special meeting shall be sent not less than fifteen days in advance to each commissioner elected to the last preceding stated meeting of the synod and to the stated clerk of each presbytery. The notice shall set out the purpose of the meeting and no other business than that listed in the notice shall be transacted.

G-12.0202 Quorum

A quorum of the synod shall be twenty commissioners, at least ten of whom shall be elders and at least ten of whom shall be ministers representing at least three presbyteries. The synod may fix its own quorum at any higher number.

G-12.0203 Corresponding Members

Presbyters in good standing in other governing bodies of this church or in any other Christian church, who are present at any meeting of the synod, may be invited by the synod to sit as corresponding members, with voice but without vote.

G-12.0204 Participation

Each presbytery shall have a part in the synod's responsibilities and service through its elected commissioners in the synod, and through the membership of at least one elder or minister from each presbytery, nominated by the presbytery and elected by the synod, on the synod council and, where feasible, on each permanent committee of the synod. The synod may provide that the members from the presbytery on the council and permanent committees shall alternate, with a minister succeeding an elder and vice versa. The synod's nominating committee shall coordinate this process, keeping in mind the need for presbytery representatives and members from the church-at-large, and seeing that adherence is given to the principles of participation and representation expressed in G-9.0104.

3. Other Provisions G-12.0300

G-12.0301 Commitee on Representation

Each synod shall establish a committee on representation as required by G-9.0105, which shall advise synod's nominating committee of any need for nominations in

particular categories needing increased representation. The committee on representation shall report to each meeting of synod (other than special or adjourned meetings) progress toward fair representation of racial ethnic members, women, different age groups, and persons with disabilities.

G-12.0302 Staff

The synod may authorize the administrative staff services of a synod executive and may establish other staff positions as needed. The executive shall be nominated to the synod by its council. In the employment of all personnel, including administrative staff, the synod shall observe the principles of fair representation and consultation set forth in G-9.0404, and the provisions of the churchwide plan for equal employment opportunity. (G-13.0201b.) The synod may authorize synod administrative staff services for a presbytery at the request of the presbytery. (G-11.0303.)

G-12.0303 General Mission Budget

The synod shall have a synod general mission budget to support the church's mission within its region. As the synod raises and expends those funds, it shall do so in the light of the priorities of the whole church. The synod shall make its plans and determine its general mission budget after receiving recommendations from the General Assembly and in light of the comprehensive strategy of the whole church.

G-12.0304 Records

The synod shall keep a full and accurate record of its proceedings which shall be submitted biennially to the next succeeding meeting of the General Assembly for its general review and control. It shall report to the General Assembly the number of its presbyteries and, in general, all important changes that have occurred within its bounds.

CHAPTER XIII. THE GENERAL ASSEMBLY G-13.0000

1. The General Assembly G-13.0100

G-13.0101 Definition

The General Assembly is the highest governing body of this church and is representative of the unity of the synods, presbyteries, sessions, and congregations of the Presbyterian Church (U.S.A.).

G-13.0102 Membership

The General Assembly shall consist of equal numbers of elders and ministers from each presbytery, in the following proportion: Each presbytery consisting of not more than 10,000 members shall elect one elder and one minister; and each presbytery consisting of more than 10,000 members shall elect one elder and one minister for each additional 10,000 members, or for each additional fractional number of members not less than 5,000; and these persons, so elected, shall be called commissioners to the General Assembly.

G-13.0103 Responsibilities

The General Assembly constitutes the bond of union, community, and mission among all its congregations and governing bodies. It therefore has the responsibility and power:

a. To set priorities for the work of the church in keeping with the church's mission under Christ as described in G-3.0000;

b. To develop overall objectives for mission and a comprehensive strategy to guide the church at every level of its life;

c. To provide the essential program functions that are appropriate for overall balance and diversity within the mission of the church;

d. To establish and administer national and worldwide ministries of witness, service, growth, and development;

e. To provide a system of administrative services to fulfill its objectives and program;

f. To provide services for the whole church that can be performed more effectively from a national base;

g. To establish and maintain an office of the General Assembly;

h. To establish and superintend the agencies and task forces necessary for its work, including a General Assembly Council, providing for the regular review of the functional relationship between the General Assembly's structure and its mission;

i. To provide for communication within the church;

j. To oversee the work of the synods and to facilitate their participation in the mission of the church;

k. To review the records of the synods and to take care that they observe the Constitution of the church;

l. To organize new synods and to divide, unite, or otherwise combine synods or portions of synods previously existing;

m. To approve the organization, division, uniting, or combining of presbyteries or portions of presbyteries by synods;

n. To serve in judicial matters in accordance with the Rules of Discipline;

o. To warn or bear witness against error in doctrine or immorality in practice in or outside the church;

p. To decide controversies brought before it and to give advice and instruction in cases submitted to it, in conformity with the Constitution;

q. To establish and maintain those ecumenical relationships that will enlarge the life and mission of the church;

r. To correspond with other churches;

s. To receive under its jurisdiction, with the consent of two thirds of the presbyteries, other ecclesiastical bodies whose life is consistent with the faith and order of this church;

t. To authorize synods to exercise similar power in receiving ecclesiastical bodies suited to become constituents of those governing bodies and lying within their geographic bounds;

u. To unite with other churches in accordance with the procedures set forth in this Constitution. (G-15.0300.)

G-13.0104. Meetings

The General Assembly shall hold a stated meeting at least biennally. The Moderator shall call a special meeting at the request or with the concurrence of twenty-five elders and twenty-five ministers, representing at least fifteen presbyteries, under the jurisdiction of at least five synods, all of whom must have been commissioners to the last preceding stated meeting of the General Assembly. Should the Moderator be unable to act, the Stated Clerk shall, under the same conditions, issue the call. If both the moderator and the Stated Clerk are unable to act, the most recent Moderator shall, under the same conditions, issue the call. Commissioners to the special meeting shall be the commissioners elected to the last preceding stated meeting of the General Assembly or their alternates. A presbytery may, however, elect a commissioner or alternate instead of one who

has died or changed presbytery membership. Notice of a special meeting shall be sent not less than sixty days in advance to each commissioner elected to the last preceding stated meeting of the General Assembly and to the stated clerk of each presbytery. The notice shall set out the purpose of the meeting and no other business than that listed in the notice shall be transacted.

G-13.0105 Quorum

A quorum of the General Assembly shall be one hundred commissioners, fifty of whom shall be elders and fifty of whom shall be ministers, representing presbyteries of at least one fourth of its synods.

G-13.0106 Corresponding Members

The General Assembly may by its own rules determine whom it will invite to sit as corresponding members.

G-13.0107 Synod Participation

Each synod shall have part in the General Assembly's mission structure through the membership of at least one elder or minister from each synod, nominated by the synod and elected by the General Assembly, on the General Assembly Council and on each permanent committee of the General Assembly. The General Assembly shall provide that the members from the synod on the council and permanent committees shall alternate, with a minister succeeding an elder and vice versa. The General Assembly's Nominating Committee shall coordinate this process, keeping in mind the need for synod representatives and members-at-large, and seeing that special attention is given to the principles of participation and representation expressed in G-9.0104.

G-13.0108 Committee on Representation

The General Assembly shall establish a permanent Committee on Representation as required by G-9.0104, which shall advise the General Assembly's Nominating Committee of any need for nominations in particular categories needing increased representation. The Committee on Representation shall report to each meeting of the General Assembly (other than special or adjourned meetings) regarding progress toward fair representation of racial ethnic members, women, various age groups, and persons with disabilities.

G-13.0109 Staff

The General Assembly may authorize the administrative staff services of one or more executives. These persons shall be nominated to the General Assembly by the appropriate council, board, or agency in accordance with the provisions of G-9.0404, and those of the churchwide plan for equal employment opportunity. (G-13.0201b.) Provision shall be made for the regular review of each administrative staff member.

G-13.0110
Records

The General Assembly shall keep a full and accurate record of its proceedings.

G-13.0111
General Assembly's Nominating Committee

To ensure careful nomination of members of such boards, agencies, and committees as the General Assembly shall from time to time designate, the General Assembly's Nominating Committee shall propose nominees to the General Assembly for such bodies. Consideration shall be given to the nomination of equal numbers of ministers (both women and men), laymen, and laywomen. The committee shall consist of members equal in number to the synods of the church, each member resident in a different synod, and members distributed so that there are one third ministers (both women and men), one third laymen, and one third laywomen. (G-9.0801, G-11.0501, G-12.0102d, G-13.0202.) Members shall be appointed for a term of five years, and the terms shall be so arranged as to provide that one fifth of the members shall complete their service at the conclusion of each regular meeting of the General Assembly. Within thirty days prior to the regular meeting of the General Assembly, the Moderator of the preceding General Assembly shall appoint persons to fill the vacancies occurring at the adjournment of the ensuing General Assembly. The Moderator shall also appoint persons to fill vacancies during the year caused by death, resignation, or inability to act. Such appointments shall be limited to the unexpired portion of the term of the original appointee and shall not prevent appointment of the same person to a full term. No person who has served a full term of five years on the committee shall be eligible for reappointment or for appointment or nomination to a body for which the committee has submitted nominations to the General Assembly during that person's term until four years have passed since the expiration of the person's term on the committee.

The committee shall elect its own officers at the last meeting prior to the regular meeting of the General Assembly. The existence of this committee shall not limit or abridge the right of any commissioner to the General Assembly to nominate any eligible person in addition to the nominees presented by the committee.

G-13.0112
Advisory Committee on the Constitution

The General Assembly shall establish an Advisory Committee on the Constitution composed of six persons, three ministers and three elders, with the Stated Clerk of the General Assembly a member ex officio without vote. The six voting members shall be former members of the Permanent Judicial Commission of the General Assembly.

The Advisory Committee on the Constitution shall meet at least annually in time to submit its report and recommendations no later than sixty days prior to the convening of the next session of the General Assembly.

All questions requiring an interpretation by the General Assembly of the Book of Order arising from governing bodies of the church or from individuals shall be communicated in writing to the Stated Clerk of the General Assembly no later than 120 days prior to the convening of the next session of the General Assembly.

The Stated Clerk shall refer all such questions of interpretation to the Advisory Committee on the Constitution, which shall report its findings to the General Assembly along with its recommendations. Such recommendations may include proposals for constitutional change. The General Assembly shall vote on the recommendations, and may amend or decline to approve them.

Three members of the Advisory Committee on the Constitution, appointed by the moderator of the committee, shall be present at the session of the General Assembly. All items introduced as new business that touch upon constitutional matters, including requesting rulings by the Moderator on questions of order involving constitutional matters, shall be referred in writing to these persons. They shall act as the full committee and shall consider each matter referred to them and make recommendations directly to the General Assembly through the Moderator.

2. General Assembly Council

G-13.0200

G-13.0201
Responsibilities

The General Assembly shall create an Assembly Council which shall have the following responsibilities:

a. To cultivate and promote the spiritual welfare of the whole church;

b. To institute and coordinate a churchwide plan for equal employment opportunity for members of racial ethnic groups, for women, for various age groups, and for persons with disabilities;

c. To engage in churchwide planning to propose for General Assembly determination the goals, objectives, and priorities of the church;

d. To coordinate the work of General Assembly agencies, synods, and presbyteries in light of these directions and priorities;

e. To review the work of General Assembly agencies in light of General Assembly goals, objectives, and priorities;

f. To prepare and submit a comprehensive mission budget to the General Assembly;

g. To correspond or consult with presbyteries, synods, and their councils in matters relating to churchwide planning, budget development, and the coordination of the work of the church;

h. To act, in matters of administrative staff, with synod councils and General Assembly agencies, as provided in G-9.0701 and G-9.0702;

i. To review the work of the Office of the General Assembly in consultation with the Stated Clerk of the General Assembly;

j. To act on behalf of the General Assembly according to previously enacted General Assembly policies between meetings of the General Assembly, reporting fully to each subsequent General Assembly its actions.

G-13.0202
Membership

The General Assembly Council shall consist of the Moderator of the General Assembly and the Moderator's two most recent living predecessors; one member nominated by each synod, elected by the General Assembly for a three-year term, and eligible to serve two successive terms; one member nominated annually by each of those agencies that the General Assembly on recommendation of the General Assembly Council may from time to time designate, elected by the General Assembly for a one-year term and eligible to serve not more than six successive terms; and fifteen members from the church-at-large, nominated by the General Assembly's Nominating Committee, elected by the General Assembly for a three-year term, and eligible to serve two successive terms. The nominations of the synods and agencies shall be presented through the General Assembly's Nominating Committee. In making its own nominations and in forwarding the nominations of other bodies, this committee shall follow the provisions of G-9.0104 and G-9.0105, and shall assure that one third of the members are ministers of the Word, both women and men; one third laymen; and one third laywomen. In the event that a member nominated by a synod moves beyond the geographical boundaries of that synod, that person's membership terminates.

In addition to the voting members, the Stated Clerk of the General Assembly and such staff persons as the General Assembly, on the recommendation of the General Assembly Council, may from time to time designate shall be corresponding members with the right to speak but not to vote.

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The most recent living predecessor to the Moderator of the General Assembly shall be the vice-moderator of the General Assembly Council, and the next most recent living predecessor of the Moderator of the General Assembly shall be the moderator of the General Assembly Council. These persons shall enter upon these duties immediately after the election of the new members of the General Assembly Council by the General Assembly.

The Stated Clerk of the General Assembly shall be the recording secretary of the General Assembly Council.

G-13.0203
Manual of Operations

The council shall develop, in consultation with the synods, a manual of operations that shall include design for administrative staff and provisions for size, and for specific representation of council membership, providing for diversity and inclusiveness. (G-9.0104.) The manual shall be approved by the General Assembly.

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G-14.0000 **CHAPTER XIV. ORDINATION**

G-14.0100 **1. Ordination for Church Office**

G-14.0101 Ordination

The persons elected by the church to service in the offices of the church (G-6.0000) shall be ordained to these offices by the church. Ordination is the act by which the church sets apart persons to be presbyters (ministers of the Word or elders) or deacons, and is accompanied with prayer and the laying on of hands. Ordination to the office of minister of the Word is an act of the presbytery. Ordination to the offices of elder and deacon is an act of the session, except in the case of the organization of a new church. (G-7.0202.)

G-14.0102 Commissioning

Other persons called to perform special services in the church or in the world may be commissioned by the appropriate governing body of the church through a service of dedication.

G-14.0103 Servant Style

The purpose and pattern of leadership in the church in all its forms of ministry shall be understood not in terms of power but of service, after the manner of the servant ministry of Jesus Christ.

G-14.0200 **2. Electing and Ordaining Elders and Deacons**

G-14.0201 Election Provisions

Every congregation shall elect men and women from among its active members, giving fair representation to persons of all ages and of all racial ethnic members of that congregation, to the office of elder and to the office of deacon, or either of them, in the mode most approved and in use in that congregation, subject, however, to the following provisions:

Terms

a. No elder or deacon shall be elected for a term of more than three years, nor shall an elder or deacon serve for consecutive terms, either full or partial, aggregating more than six years. An elder or deacon having served a total of six years shall be ineligible for reelection for a period of at least one year. A particular church may provide for a period of ineligibility after one full term. There shall always be three classes of elders in the session and three classes of deacons on the board of deacons if the congregation chooses to have deacons. The classes shall be as nearly equal in number as possible, of which only one shall expire each year. Terms shall ordinarily be for three years, except when it is necessary to elect some elders or deacons for shorter terms in order to equalize the numbers in the classes or to fill vacancies. Terms of elders or deacons shall expire when their successors have been ordained and installed.

Nominations

b. Nominations shall be made by a representative nominating committee of active members of the church, which shall

itself include both women and men, giving fair representation to persons of all age groups and of all racial ethnic members of that congregation. At least two members of this committee shall be designated by and from the session, one of whom shall be named by the session as moderator. At least one member of this committee shall be designated by and from the board of deacons, if the church has deacons. Other members of the committee, in sufficient number to constitute a majority thereof (exclusive of the pastor), shall be chosen by the congregation or by such organizations within the church as the congregation may designate, none of whom may be in active service in the session. The pastor shall be a member of this committee, serving ex officio and without vote. The nominating committee shall be chosen annually and no member of the committee shall serve more than three years consecutively.

c. All nominating procedures shall be subject to the principles of participation and representation as stated in G-4.0403 and G-9.0104.

d. Full opportunity shall always be given to the congregation for nominations by any active member of the church.

G-14.0202 Exemption for Certain Congregations

There may be exemptions for certain congregations as follows:

a. If in any church the nomination and election process results in the choice of elders or deacons that does not conform to the above requirement of the election of "men and women from among its active members, giving fair representation of all ages and of all racial ethnic members of that congregation" (G-14.0201), the church shall apply for a waiver of the requirements. Presbytery shall satisfy itself that effort is being made to move toward compliance. A three-fourths vote of the presbytery is required to grant exemption. Such exemption shall be granted for not more than three years at a time but shall be subject to renewal by a three-fourths vote and to revocation at any time by a majority vote.

b. Any congregation which, prior to the reunion of the Presbyterian Church in the United States and The United Presbyterian Church in the United States of America to form the Presbyterian Church (U.S.A.), was not subject to the requirements of G-14.0201 that both men and women must be elected as officers, or that elders and deacons must be elected for limited terms of active service, may be exempt from those requirements and may deter-

mine its own practice regarding the election or terms of office of elders and deacons by so voting annually in a regularly called and conducted meeting held at a time other than that for the election of officers. Any such meeting shall be held only after consultation with the presbytery to which that particular church belongs, and subsequent to the meeting a report concerning decisions reached shall be made to the presbytery. The vote in meetings held for this purpose shall be by secret ballot.

Paragraph b above may not be amended within fifteen years following the establishment of the Presbyterian Church (U.S.A.).

G-14.0203 Office is Perpetual

The limitations placed by G-14.0201a, upon the period for which elders or deacons may be elected and may serve, apply to active service in the session or board of deacons. In all other respects the office of elder or deacon is perpetual and no one can lay it aside at pleasure or be divested of it except as provided in the Rules of Discipline. Elders or deacons being once ordained are not divested of office by the circumstance of not being reelected to serve in the session or board of deacons of a particular church, or by ceasing to be a member of that church. Elders shall be entitled to represent in presbytery the particular church of which they are members if appointed by its session, and to serve as a member of the synod or the General Assembly when duly elected whether or not they are in active service in the session.

G-14.0204 Congregational Meeting

The election of elders and deacons shall ordinarily take place at the annual meeting of the congregation called for that purpose by the session. (G-7.0302.)

The moderator shall explain the purpose of the meeting and then put the question: "Are you now ready to proceed to the election of elders and deacons?" If it is ready, the election may proceed, by ballot. In every case, procedures must allow for nominations from the floor by any member present. A majority of all the voters present and voting shall be required to elect.

G-14.0205 Preparation for Office

When persons have been elected to the office of elder or deacon, the session shall confer with them as to their willingness to undertake the office. After a period of study and preparation, the session shall examine them as to their personal faith; knowledge of the doctrine, government, and discipline contained in the Constitution of the church; and the duties of the office. Following the examination, the session shall appoint a day for the service of ordination and installation.

G-14.0206 Service of Ordination and Installation

The service of ordination and installation shall focus upon Christ and the joy and responsibility of serving him through the mission and ministry of the church, and shall include a sermon appropriate to the occasion. The minister presiding [illegible] the nature of the offices of elder and deacon

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G-14.0207 Constitutional Questions to Officers

The minister shall ask those preparing to be ordained or installed to stand before the congregation and to answer the following questions:

a. Do you trust in Jesus Christ your Savior, acknowledge him Lord of all and Head of the church, and through him believe in one God, Father, Son, and Holy Spirit?

b. Do you accept the Scriptures of the Old and New Testaments to be, by the Holy Spirit, the unique and authoritative witness to Jesus Christ in the church universal, and God's Word to you?

c. Do you sincerely receive and adopt the essential tenets of the Reformed faith as expressed in the confessions of our church as authentic and reliable expositions of what Scripture leads us to believe and do, and will you be instructed and led by those confessions as you lead the people of God?

d. Will you fulfill your office in obedience to Jesus Christ, under the authority of Scripture, and be continually guided by our confessions?

e. Will you be governed by our church's polity, and will you abide by its discipline? Will you be a friend among your colleagues in ministry, working with them, subject to the ordering of God's Word and Spirit?

f. Will you in your own life seek to follow the Lord Jesus Christ, love your neighbors, and work for the reconciliation of the world?

g. Do you promise to further the peace, unity, and purity of the church?

h. Will you seek to serve the people with energy, intelligence, imagination, and love?

i. (For elder) Will you be a faithful elder, watching over the people, providing for their worship, nurture, and service? Will you share in government and discipline, serving in governing bodies of the church, and in your ministry will you try to show the love and justice of Jesus Christ?

j. (For deacon) Will you be a faithful deacon, teaching charity, urging concern, and directing the people's help to the friendless and those in need? In your ministry will you try to show the love and justice of Jesus Christ?

G-14.0208 Constitutional Questions to

The elders- and deacons-elect having answered in the affirmative, an elder shall stand with them before the congregation and shall ask the congregation to answer the following questions:

a. Do we, the members of the church, accept (names) _____ as elders or deacons, chosen by God through the voice of this congregation to lead us in the way of Jesus Christ?

b. Do we agree to encourage them, to respect their decisions, and to follow as they guide us, serving Jesus Christ, who alone is Head of the church?

G-14.0209
Prayer and Laying on of Hands

The members of the church having answered these questions in the affirmative, those to be ordained shall kneel for prayer and the laying on of hands by the session. Those previously ordained shall stand, along with the congregation, for the prayer of ordination and installation.

The moderator shall say to those who have thus been ordained and installed:

> You are now elders and deacons in the church of Jesus Christ and for this congregation. Whatever you do, in word or deed, do everything in the name of the Lord Jesus, giving thanks to God the Father through him. Amen.

Then the members of the session, and others as may be appropriate, shall welcome the newly ordained and installed, or newly installed, elders and deacons into their fellowship in ministry.

After the service, it is appropriate for the members of the congregation to greet their new elders and deacons, showing affection and support.

G-14.0210
Dissolution of Relationship

An elder or deacon may resign from the session or board of deacons for good cause, with the session's consent. On ceasing to be an active member of a particular church, an elder or deacon ceases to be a member of its session or board. When an elder or deacon, because of change of residence or disability, is unable to perform the duties of the office for a period of one year, the active relationship shall be dissolved by the session unless there is good reason not to do so, which reason should be recorded.

G-14.0300

3. Candidates for the Office of Minister of the Word

G-14.0301
Presbytery Responsibility

It is important that those who are to be ordained as ministers of the Word receive full preparation for their task. For this purpose, presbyteries shall take under their care candidates for the ministry. After having received persons as candidates and after a competent testing of their call and of their gifts, the presbytery may ordain them to the office of minister of the Word.

G-14.0302
Candidates Defined

Candidates must be active members of the church who believe themselves called by God to the ministry of the Word and who accept the care and guidance of the presbytery in the course of study and practical training in preparation for the

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G-14.0303
Procedure for Applications

Applicants must fulfill the following steps in seeking to be taken under the care of a presbytery as a candidate:

a. The applicant shall have been an active member of a particular church subject to the jurisdiction of that presbytery for at least six months.

b. The applicant shall apply to the presbytery through the session of his or her church and the session shall interview the applicant and make recommendations to the presbytery with respect to the application.

c. The presbytery shall have at least three months to consider the application, during which time the responsible committee of presbytery through personal interview or interviews shall make close examination of the character and conduct of the applicant, of the spiritual, emotional, physical, intellectual, and educational qualifications, and of the motives that have influenced the desire to seek the office of the ministry.

d. The committee of presbytery should make use of the guidance and counseling services provided by the church, or by some other qualified professional counselors approved by presbytery.

e. The committee must make a definite recommendation with respect to whether the applicant should, or should not, be received under the care of presbytery and the presbytery must make some disposition of every application made.

f. The presbytery shall receive the report and recommendation of its committee and shall examine the applicant in person with respect to her or his Christian faith, forms of Christian service undertaken, and motives for seeking the ministry.

g. If the examination is approved, the presbytery shall receive the applicant under its care as a candidate after the following manner. The moderator shall propose the following questions:

> (1) Do you believe yourself to be called by God to the ministry of the Word?
>
> (2) Do you promise in reliance upon the grace of God to maintain a Christian character and conduct, and to be diligent and faithful in making full preparation for the ministry?
>
> (3) Do you accept the proper supervision of the presbytery in matters that concern your preparation for the ministry?

(4) Do you desire now to be received by this presbytery as a candidate for the ministry of the Word in the Presbyterian Church (U.S.A.)?

h. If these questions are answered in the affirmative, a brief charge shall be given, the candidate's name shall be recorded on the presbytery's roll of candidates, and the proceedings shall close with prayer.

i. A presbytery may provide, at the request of the applicant and her or his session, for the service of reception (i.e., *g* and *h* above) to be conducted by a commission of the presbytery in the presence of the candidate's home congregation.

G-14.0304 Duties of Presbytery to Candidate

The candidate continues to be an active member of his or her particular church and subject to the concern and discipline of its session. In matters relating to preparation for the ministry, the candidate is under the oversight of the presbytery. It shall be the duty of the presbytery to support the candidate with an understanding and sympathetic interest and to give guidance in regard to courses of study, familiarity with the Bible and with the confessions, practical training and plans for education, including the choice of institutions and the candidate's financial need. The presbytery shall also seek to give guidance and instruction to the candidate in the faith and polity of the church. (G-6.0108.) The appropriate committee of presbytery shall meet with the candidate as soon as practicable after reception under the presbytery's care in order to express the presbytery's interest and concern and to inquire into its areas of special responsibility.

G-14.0305 Candidate's Service

The candidate shall be encouraged to engage in some form of service to the church with the approval and under the direction of the presbytery. A candidate shall not undertake to serve a church, even as temporary supply, without the approval of the presbytery having jurisdiction over the church as well as the approval of the candidate's presbytery. Under no circumstances may a candidate serve as moderator of a session, administer the Sacraments, or perform a marriage ceremony.

G-14.0306 Annual Report

The presbytery shall require the candidate to make an annual written report concerning progress in studies and service to the church, including a report from the candidate's institution of learning.

G-14.0307 Consultation and Guidance

The committee charged by presbytery with the care and supervision of candidates shall provide for an annual consultation with each person on the roll of candidates. Such consultation shall be held by the entire committee, or may be carried out by a person selected by the committee who serves on a body with similar responsibilities in a presbytery, or other comparable

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governing body, within which the candidate is pursuing a course of study or engaged in other approved service. Presbytery shall bear the necessary expense of the consultation, which shall be concerned with the spiritual growth and needs of the candidate, the financial planning for his or her educational program, and with his or her relation to the church and progress in the program of study leading to ordination for ministry. There shall be a written report of each annual consultation prepared jointly by the committee or its representative and the candidate. These reports shall be submitted to the presbytery, the candidate's sponsoring session, and to the theological seminary. The content of these annual consultations shall include, but need not be limited to, the following in the appropriate years:

a. In the years prior to entering seminary, discussion of the candidate's preparation for seminary and for personal growth; — Prior to Seminary

b. In the first year of seminary, a general assessment of her or his experience and the implications this has for her or his future professional ministry. The primary focus of this consultation shall not be one of formal examination but of guidance and counseling with the candidate. At this consultation the student may ask the committee to present to the presbytery any request she or he may have for an exception to requirements for ordination, such as language provisions. Should the presbytery be willing to make such an exception, the procedure described in G-14.0403 shall be followed; — First Year of Seminary

c. In the second year of seminary, an assessment of the candidate's experience similar to that held in the previous year or years. In addition, the consultation shall include a discussion with the candidate on his or her progress in preparation for ordination, including a review of all grades, field education reports, and other appropriate evaluations. The presbytery also shall satisfy itself of the candidate's thorough knowledge of the Bible. To this end the presbytery shall accept a certificate of a passing grade in an examination in Bible content that shall be prepared and administered by the Presbyteries' Cooperative Committee on Examinations for Candidates. There shall be no other formal examination at this time. The candidate and the presbytery representative shall discuss the means by which any deficiencies are to be removed. — Second Year of Seminary

In no case shall a candidate be excused from these annual consultations. Prior to the second-year consultation, no candidate shall enter into negotiation with a church for his or

her ministerial services except by a three-fourths vote of the members of presbytery present with the reasons therefor spread upon the minutes of the presbytery.

G-14.0308 Extraordinary Applicant

If the presbytery judges that there are good and sufficient reasons why the requirements for candidacy should not be met by an extraordinary applicant, it shall make an exception only by a three-fourths vote of the members of the presbytery present, and a full account of the reasons for such an exception shall be included in the minutes of the presbytery.

G-14.0309 Transfer of Records

A presbytery may transfer the care of a candidate to another presbytery, but only with the approval of the receiving presbytery and the candidate. A candidate shall not transfer her or his membership to a particular church under the jurisdiction of another presbytery without the approval of the presbytery responsible for the candidate's care. Whenever a presbytery approves such a transfer of candidacy or of church membership, it shall send to the other presbytery a certificate of its approval, its records concerning the candidate, and the reasons for the request for transfer. Failure of a candidate to follow this procedure shall result in the forfeiture of standing as a candidate for the ministry. No presbytery may restore the candidate's status except by beginning again under the provisions of G-14.0303.

G-14.0310 Removal of Candidates

A candidate may, upon request, withdraw from the care of the presbytery. The presbytery may also, for sufficient reason, remove the name of a candidate from its roll; but in such case it shall report its action and the reasons to the candidate, to the session of the candidate's church, and, if appropriate, to the educational institution in which the candidate is enrolled.

G-14.0311 Transfer of Candidate

When a candidate has been extended a call within the jurisdiction of another presbytery, his or her records may be transferred to that presbytery, so that the candidate may be examined for ordination. When a candidate is called to work under the jurisdiction of some other Reformed body, he or she may be dismissed as a candidate by certificate. Likewise, candidates may be received for this purpose from other Reformed bodies by transfer of certificate. No presbytery shall ordain a candidate to work within the bounds of another presbytery, but shall dismiss the candidate to the presbytery within whose bounds he or she expects to work, except as provided in G-14.0404.

4. Ordination for the Ministry of the Word G-14.0400

Ordination for the office of minister of the Word is an act of the whole church carried out by the presbytery, setting apart a person to the ministry of the Word. Such a person shall have been under the care of a presbytery as a candidate for at least a year, met the educational and examination requirements listed below, and received a call for service to a church or other work in the mission of the church that is acceptable to the candidate and the presbytery. Further graduate study, beyond that required for ordination, may be judged by the presbytery to be an acceptable form of service within the mission of the church.

G-14.0401 Ordination of Candidates

The presbytery shall require a candidate to fulfill the following five requirements of preparation for ordination:

G-14.0402 Requirements for Ordination

a. Presentation of a transcript showing satisfactory grades at a regionally accredited college or university, together with a diploma;

Transcripts

b. Presentation of a transcript showing satisfactory grades at a theological institution accredited by the Association of Theological Schools and acceptable to the presbytery, together with a diploma;

c. A certificate of satisfactory grades together with the examination papers in the five areas covered by the Presbyteries' Cooperative Commitee on Examinations for Candidates.

Examinations

These areas are:

(1) *Biblical Exegesis.* This examination shall assess the candidate's ability to find and state the meaning of an assigned passage of Scripture, demonstrating working knowledge of Hebrew and Greek and ability in applying his or her interpretation both to the historical situation and to the contemporary life of the church.

(2) *English Bible.* This examination shall assess the candidate's knowledge of the form and content of the Bible.

(3) *Theological Competence.* This examination shall assess the candidate's capacity to make effective use of the classical theological disciplines and of the confessional documents of the church in relating the gospel to the faith and life of the church in the contemporary world.

(4) *Worship and Sacraments.* This examination shall assess the candidate's understanding of the meaning and purpose of corporate worship, including familiarity with the Directory for the Service of God and its appli-

(5) *Polity and Program.* This examination shall assess the candidate's working knowledge of the constitutional structure of the Presbyterian Church (U.S.A.) and the method by which differences are properly resolved and programs to fulfill the mission of the church are determined.

The examinations required in the five specified areas shall be graded by representatives of the presbyteries under the supervision of the Presbyteries' Cooperative Committee on Examinations for Candidates as provided in G-11.0103m.

Appearance Before Committee

d. An appearance by the candidate before the responsible committee of presbytery, which shall satisfy itself as to the candidate's readiness in all respects for ordination to the ministry of the Word. The committee's inquiry shall include but not be limited to the following:

(1) discussion with the candidate of the results of the prior steps toward ordination;

(2) the candidate's plans for continuing study and growth;

(3) the compatibility of the candidate's theological views with the confessional documents of the church;

(4) the candidate's understanding of the meaning of the questions required for ordination (G-14.0405);

(5) the candidate's commitment to the ministry of the Word within the discipline of the Presbyterian Church (U.S.A.);

(6) the presentation to the committee of a written sermon, together with a description of the contemporary need to which it was addressed and an exegetical interpretation of the biblical material out of which the sermon arose. This sermon shall be preached before presbytery as a part of the appearance of the candidate as set forth in G-14.0402e, or before a committee of presbytery.

Appearance Before Presbytery

e. An appearance before the presbytery in which the candidate shall make a brief statement of personal faith and of commitment to the ministry of the Word. The presbytery, having heard the candidate and having received the recommendation of its responsible committee, shall conduct any further examination desired. If the presbytery is fully satisfied of the candidate's qualifications, it shall vote to proceed to his or her ordination, appointing a time and place for the service of ordination.

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G-14.0403 Extraordinary Candidates

The presbytery shall not omit any of the requirements for ordination set forth in G-14.0400, except in the case of an extraordinary candidate, in which case the presbytery may waive the formal educational requirements of G-14.0402a and b and, after consultation with its synod or a committee of synod authorized to consult in such cases, may waive the examination requirements of G-14.0402c. If the synod or its committee approves, the presbytery may authorize ordination in such cases by a majority vote of the members present. A full record of such action and the reasons for it shall be recorded in the minutes of the presbytery. If the synod (or its committee) does not approve the proposed ordination, it shall transmit to the presbytery in writing a report of its reasons. After hearing and considering such report, presbytery may authorize the proposed ordination by a three-fourths vote of the members present, the vote being taken at a meeting subsequent to the one at which the motion to proceed to ordain is made. The minutes of the presbytery shall contain a full record of such action, including the reasons against ordination received from the synod and the presbytery's answer to such reasons.

G-14.0404 Time and Place of Ordination

The ordination of candidates to the ministry of the Word shall ordinarily take place in the presence of the congregation in which the candidate is called to minister, at the time and in the place for the regular worship of that congregation.

Upon request by the candidate, the presbytery within which she or he has been called to minister may grant permission for the candidate's former presbytery to conduct the service of ordination in its behalf. When the former presbytery ordains the candidate, a service of installation (G-14.0510) shall be held by the presbytery within whose bounds the candidate has been called to minister.

G-14.0405 Ordination Service

The presbytery or commission appointed for this purpose shall convene and shall call the congregation to worship. The service shall focus upon Christ and the joy and responsibility of the mission and ministry of the church, and shall include a sermon appropriate to the occasion. The member named to preside shall state briefly the proceedings of the presbytery preparatory to the ordination and shall point out its nature and importance.

Constitutional Questions

The member presiding shall then ask the candidate to answer the following questions:

a. Do you trust in Jesus Christ your Savior, acknowledge him Lord of all and Head of the church, and through him believe in one God, Father, Son, and Holy Spirit?

b. Do you accept the Scriptures of the Old and New Testaments to be, by the Holy Spirit, the unique and authoritative witness to Jesus Christ in the church universal, and God's Word to you?

c. Do you sincerely receive and adopt the essential tenets of the Reformed faith as expressed in the confessions of our church as authentic and reliable expositions of what Scripture leads us to believe and do, and will you be instructed and led by those confessions as you lead the people of God?

d. Will you be a minister of the Word in obedience to Jesus Christ, under the authority of Scripture, and continually guided by our confessions?

e. Will you be governed by our church's polity, and will you abide by its discipline? Will you be a friend among your colleagues in ministry, working with them, subject to the ordering of God's Word and Spirit?

f. Will you in your own life seek to follow the Lord Jesus Christ, love your neighbors, and work for the reconciliation of the world?

g. Do you promise to further the peace, unity, and purity of the church?

h. Will you seek to serve the people with energy, intelligence, imagination, and love?

i. Will you be a faithful minister, proclaiming the good news in Word and Sacrament, teaching faith, and caring for people? Will you be active in government and discipline, serving in the governing bodies of the church; and in your ministry, will you try to show the love and justice of Jesus Christ?

When installation is held in connection with the service of ordination, the service shall continue with the elements indicated in G-14.0510.

Prayer and Laying on of Hands

The candidate, having answered the questions in the affirmative, shall kneel and the presbytery shall, with prayer and the laying on of hands, ordain the candidate to the office of minister of the Word. The member presiding shall then say:

> (Name) ....., you are now ordained a minister of the Word in the church of Jesus Christ. Whatever you do, in word or deed, do everything in the name of the Lord Jesus, giving thanks to God the Father through him. Amen.

Then the members of the presbytery, and others as may be appropriate, shall welcome the new minister into the ministry of the Word. At the conclusion of the ordination service [illegible] statement and shall propose

G-14.0406 Ordination Recorded

The presbytery shall record the ordination as a part of its official records along with the acceptance and subscription of the new minister to the obligations undertaken in the ordination vows. It shall also be the duty of the stated clerk of the presbytery to enroll the newly ordained minister as a member of the presbytery and to notify the session of the particular church of which the candidate has been a member so that the session may record the fact that the candidate is now ordained and has been transferred to the roll of the presbytery.

5. Calling and Installing Ministers of the Word

G-14.0500

G-14.0501 Pastors, Co-Pastors, Associate Pastors, and Assistant Pastors

Every church should have the pastoral services of a minister of the Word. The permanent pastoral relations which may exist between a particular church and a minister of the Word are those of pastor, co-pastor, associate pastor, and assistant pastor.

A pastor or associate pastor shall be elected by the vote of the congregation and the relationship between them shall be established by the presbytery. The call extended to a pastor or associate pastor shall be approved by the presbytery and cannot be changed except by consent of the presbytery, at the request of the pastor or associate pastor or at the request of the church by action of the congregation.

Co-pastors are ministers who are called and installed with equal responsibility for pastoral ministry. Each shall be considered a pastor and they may share duties within the congregation as agreed upon by the session and approved by the presbytery.

An assistant pastor shall be nominated by the pastor and invited by the session to assist the pastor. The relation shall be established among the assistant pastor, the session, and the presbytery, by reception into membership in the presbytery and installation. Any formal change in the relationship must be approved by presbytery, and the relationship may be dissolved by presbytery on its own initiative or upon the request of the assistant pastor or of the session.

Assistant Called as Associate

An assistant pastor shall be eligible to serve as associate pastor within the same congregation. When a minister has served in a church as assistant pastor for at least one year, that person may be called as an associate pastor in the following manner:

> The session, in consultation with the committee on ministry of the presbytery, may nominate the assistant pastor as an associate pastor at a meeting of the congregation called for that purpose. The action of the congregation, if favorable, shall be presented to the presbytery for its concurrence. The presbytery may concur in the call if the minister is [illegible]

responsibility. Upon its concurrence, the presbytery shall make arrangements for the installation of the minister as associate pastor.

The official relationship of an associate or assistant pastor to a church is not dependent upon that of a pastor, but an associate or assistant pastor is not eligible to succeed immediately the pastor in a church which they have served together. The call to an associate or assistant pastor shall specify the particular functions to be fulfilled. An associate or assistant pastor shall be directed in his or her work by the pastor in consultation with the session.

G-14.0502
Calling
a Pastor

When a church is without a pastor, it shall, with the guidance of the committee on ministry, G-11.0502d, proceed to elect one in the following manner. The session shall call a congregational meeting to elect a nominating committee, which shall be representative of the whole congregation. This committee's duty shall be to nominate a minister to the congregation for election as pastor. Public notice of the time, place, and purpose of the meeting shall be given at least ten days in advance, in accordance with G-7.0303. The nominating committee shall confer with the committee on ministry as provided in G-11.0502d. Care must be taken to consider candidates without regard to race, ethnic origin, sex, or marital status.

When the committee is ready to report, it shall notify the session, which shall call a congregational meeting, giving the required public notice, for the purpose of acting on the report of the nominating committee. The same procedure shall be followed in the selection of an associate pastor. The action of the congregation, if favorable, shall be presented to the presbytery for its concurrence. If the presbytery concurs, it shall make arrangements for the minister's installation. A call to a permanent pastoral relationship shall not be issued until it has been approved by the presbytery. (G-11.0502d.)

G-14.0503
Congregational
Meeting

When a congregation is convened for the election of a pastor or an associate pastor, the moderator of the session appointed by presbytery or some other minister of the presbytery shall preside. (G-7.0303.)

Following prayer for the guidance of God, the moderator shall call for the report of the nominating committee. Following the report, the moderator shall then put the question: "Are you ready to proceed to the election of a pastor (associate pastor)?" If they are ready the moderator shall declare the name submitted by the nominating committee to be in nomination. The vote shall be upon the question whether the congregation, under the will of God, shall call the person nominated to be its pastor (or associate pastor), and it shall be taken by ballot. In every case a majority of the voters present is required to elect.

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G-14.0504
Larger
Parish

When two or more churches established by presbytery as a larger parish unite in calling a pastor, the call must specify the support promised by each church. With the approval of presbytery, such a call may be issued by a larger parish council providing for the approval of the churches given in properly called meetings of their congregations, for payment of a total salary from a common parish treasury along with an explanation of the financial agreement between the churches of the parish, and for the annual review of the pastor's salary by the parish council with provision for a vote thereon by each congregation. When such a call has been issued by a parish council, and approved by the presbytery, each participating church shall be obligated to continue its financial support of the parish for the duration of the pastorate, unless excused by the other participating churches with the approval of the presbytery. The call shall specify that the minister is called to be pastor (or associate pastor) of the churches constituting the parish.

G-14.0505
Dissent

On the election of a pastor (or associate pastor), if it appears that a substantial minority of the voters are averse to the nominee who has received a majority of the votes, and that they cannot be persuaded to concur in the call, the moderator shall recommend to the majority that they not prosecute the call. If the congregation is nearly unanimous, or if the majority insist upon their right to call a pastor (or associate pastor), the moderator shall forward the call to the presbytery, certifying the number of those who do not concur in the call and any other facts of importance. The moderator shall also inform the person being called of the nature and circumstances of the decision.

G-14.0506
The Call

Persons shall be elected by the vote of the congregation to sign the call and to present and prosecute the call before the presbytery. The moderator of the meeting shall certify to the presbytery that those signing the call were properly elected and that the call was in all other respects prepared as constitutionally required.

The call shall be in the following or like form:

The _____ Presbyterian Church (U.S.A.) of
(Location) _____ belonging to
_____ Presbytery, being well satisfied with your qualifications for ministry and confident that we have been led to you by the Holy Spirit as one whose service will be profitable to the spiritual interests of our church and fruitful for the Kingdom of our Lord, earnestly and solemnly calls you, (Name)_____, to undertake the office of pastor (or associate pastor) of this congregation, promising you in the discharge of your duty all proper support, encouragement, and allegiance in the Lord.

That you may be free to devote yourself full time (part time) to the ministry of the Word among us, we promise and obligate ourselves to pay you the sum of $_____ a year in regular monthly payments. Further, we promise to provide you the following (those agreed upon are to be filled in):

Use of the manse	_____
Housing allowance	$_____
Utilities allowance	$_____
Automobile allowance	$_____
Expense allowance	$_____
Book allowance	$_____
Medical insurance	$_____
Moving costs	$_____
Study leave allowance	$_____
Other (specify)	$_____
Vacation of (time period)	_____
Study leave of (time period)	_____

and we will pay regularly in advance to the board responsible for pensions a sum equal to that requisite percent of your salary which may be fixed by the General Assembly of the Presbyterian Church (U.S.A.) for participation in its pension plan, during the time of your being and continuing in the pastoral relationship set forth in this call to this church. We further promise and obligate ourselves to review with you annually the adequacy of this compensation. In testimony whereof we have subscribed our names this _____day of_____, A.D._____.

(Signatures)

The call shall specify all and only those allowances and amounts which are undertaken as part of the call. If the call is for less than full time, the precise terms of the contract shall be indicated.

The certification by the moderator shall be as follows:

Having moderated the congregational meeting which extended a call to _____ for ministerial services, I do certify that the call has been made in all respects according to the rules laid down in the Form of Government, and that the persons who signed the foregoing call were authorized to do so by vote of the _____ Presbyterian Church (U.S.A.).

(Signed)_____
Moderator of the Meeting

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G-14.0507 Call Presented and Received

If the presbytery finds the call in order and determines that it is for the good of the whole church, it shall inform the person being called of its decision and shall proceed to present the call through the presbytery having jurisdiction over the minister or candidate.

No minister or candidate shall receive a call except through the hands of his or her own presbytery. When a church in one presbytery extends a call to a minister or candidate of another presbytery, the stated clerk of the calling presbytery shall transmit the call to the stated clerk of the other presbytery, with certification that the call has been found in order by the presbytery. The stated clerk of the minister's or candidate's presbytery shall deliver the call to the committee on ministry (G-11.0502b), which shall inform the presbytery of the receipt of the call and shall recommend to presbytery what action should be taken with respect to it. If the presbytery thinks it wise to release the minister or candidate from the present charge, it may present the call to her or him with permission to transfer to the presbytery having jurisdiction over the church, there to be examined and received. The presbyteries shall deal directly with each other in certifying both the call of the church and the credentials of the minister or candidate.

G-14.0508 Call to a Minister of Another Denomination

When a church extends a call to a minister of another denomination, the minister shall apply for membership in the presbytery, requesting the denominational body of jurisdiction to send his or her credentials of good standing to the presbytery. Such a minister shall be required:

a. To have been called to appropriate work in this church;

b. To present a baccalaureate degree or its equivalent from an accredited college or university and a theological degree from an institution acceptable to the presbytery and requiring not less than three years' residence;

c. To answer satisfactorily the questions on the examinations required of candidates for ordination. (G-14.0402c.) (Required only of persons ordained within the preceding five years);

d. To demonstrate an acceptable knowledge of the system of government of this church;

e. To answer in the affirmative before the presbytery the questions asked of candidates at their ordination. (G-14.0405.)

The presbytery shall not waive any of the foregoing requirements except in extraordinary cases, in which the presbytery shall follow the same procedure required in G-14.0403, for extraordinary candidates.

G-14.0509 Installation of Minister

When a call is presented to a minister or candidate, it shall be viewed as a sufficient petition from the congregation for his or her installation.

The acceptance of a call by a minister or candidate shall likewise be considered a request to be installed. The presbytery shall, therefore, appoint a time and place for the service of installation.

G-14.0510 Installation Service

On the day designated for the installation, the presbytery or commission appointed for this purpose shall convene and shall call the congregation gathered to worship. The service shall have the same focus and form as the service of ordination and the person being installed shall be asked to answer the questions asked at the time of ordination. (G-14.0405.) Following the affirmative answers to the questions asked of the person being installed, an elder shall face the congregation along with the pastor-elect (associate or assistant pastor-elect) and shall ask them to answer the following questions:

a. Do we, the members of the church, accept (Name) _____ as our pastor or associate pastor *(assistant pastor)*, chosen by God through the voice of this congregation *(through the voice of the session)* to guide us in the way of Jesus Christ?

b. Do we agree to encourage him (her), to respect his (her) decisions, and to follow as he (she) guides us, serving Jesus Christ, who alone is Head of the church?

c. Do we promise to pay him (her) fairly and provide for his (her) welfare as he (she) works among us; to stand by him (her) in trouble and share his (her) joys? Will we listen to the word he (she) preaches, welcome his (her) pastoral care, and honor his (her) authority as he (she) seeks to honor and obey Jesus Christ our Lord?

The members of the congregation having answered these questions in the affirmative, a candidate being ordained and installed shall kneel and the presbytery shall, with prayer and the laying on of hands, ordain the candidate to the office of minister of the Word and install him or her in the particular pastoral responsibility. A minister, previously ordained, who is being installed may kneel for the prayer of installation.

The member presiding shall then say:

(Name) _____, you are now a minister of the Word in the church of Jesus Christ and for the congregation. Whatever you do, in word or deed, do everything in the name of the Lord Jesus, giving thanks to God the Father through him. Amen.

(For a minister previously ordained say only: You are now a minister of the Word in and for this congregation. Whatever you do, ... etc.)

Then the members of the presbytery, and others as may be appropriate, shall welcome the newly ordained and installed or newly installed minister into their fellowship in the ministry of the Word.

Persons invited by the presbytery may then give brief charges to the pastor, associate pastor, or assistant pastor and to the congregation to be faithful in their relationship and in their reciprocal responsibilities.

At the conclusion of the service, the newly ordained and installed or newly installed minister may make a brief statement and shall pronounce the benediction.

The presbytery shall duly record the service of installation.

G-14.0511 Welcome

After the installation service, the officers and members of the church should come forward to their pastor, associate pastor, or assistant pastor, and give him or her an appropriate expression of cordial reception and affectionate regard.

G-14.0512 More than One Church

The installation of a minister as pastor, associate, or assistant pastor of more than one church may take place in a joint service, provided each church is present and answers for itself the constitutional questions set forth in G-14.0510.

G-14.0513 Temporary Pastoral Relations

When a church does not have a pastor, or while the pastor is unable to perform her or his duties, the session should obtain the services of a minister of this denomination in a temporary pastoral relation. Temporary pastoral relations are those of stated supply, interim supply, or temporary supply:

Stated Supply

a. A stated supply is a minister appointed by the presbytery, after consultation with the session, to perform the functions of a pastor in a church. The relation shall be established only by the presbytery and shall extend for a period not to exceed twelve months at a time. A stated supply shall not be reappointed until the presbytery, through its committee on ministry, has reviewed her or his effectiveness. No formal call shall be issued by the congregation and no formal installation shall take place. A stated supply who is a member of the presbytery may, with presbytery's approval, serve as moderator of the session.

Interim Supply

b. An interim supply is a minister invited by the session to preach the Word, administer the Sacraments, and fulfill pastoral duties for a specified period not to exceed twelve months at a time, while the church is seeking a

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pastor. The session may not secure an interim supply without seeking the counsel of presbytery through its committee on ministry. A minister may not be called to be a pastor or associate pastor of a church served as interim supply, unless six months have elapsed since the end of the temporary relationship.

Temporary Supply

c. A temporary supply may be a minister, a candidate, or an elder secured by the session to conduct services when the pastor is unable to perform pastoral duties. The session shall seek the counsel of presbytery through its committee on ministry before securing a temporary supply.

G-14.0514 Ministers of Other Churches

Ordained ministers of other Christian churches may be employed by the session of a particular church in a temporary pastoral relationship, provided that such ministers present to the presbytery credentials of good standing in the ecclesiastical body to which they belong, and provided that presbytery gives its approval to the temporary pastoral relationship.

G-14.0515 Parish Associate

A parish associate is a minister who serves in some validated ministry other than the local parish, or is retired, but who wishes to maintain a relationship with a particular church or churches in keeping with ordination to the ministry of the Word and Sacraments. Such persons, already qualified as continuing members of presbytery, may serve as parish associates. The relation shall be established, upon nomination by the pastor, between the parish associate, the session, and the presbytery. The parish associate shall be responsible to the pastor, as head of staff, on an "as needed, as available" basis and with or without remuneration.

The designation of parish associate shall be made under the supervision of the committee on ministry at the request of the session of a particular church, the consent of the parish associate, and the approval of the presbytery. No formal call shall be involved. Any change in relationship must be approved by the presbytery. Ordinarily no more than one parish associate will be related to a particular church.

The committee on ministry shall review the designation once each year to insure:

a. that the time and energy required as a parish associate will not interfere unduly with the work of the person in his or her principal function.

b. that installed leadership of the particular church be protected in its effective functioning.

c. that the parish associate continue to meet the criteria for continuing membership in the presbytery based on other than this relationship to a particular church.

The agreement between the session and the parish associate shall, whenever a pulpit becomes vacant, be terminated upon due notice by the session or the parish associate with the approval of the presbytery.

6. Dissolution of Pastoral Relationships

G-14.0600

The pastoral relationship between a pastor, associate pastor, or assistant pastor and a church may be dissolved only by presbytery.

G-14.0601 By Presbytery

The minister may request the presbytery to dissolve the pastoral relationship. The minister must also state her or his intention to the session. In the case of a pastor or associate pastor, the session shall call a congregational meeting to act upon the request and to make recommendations to presbytery. The presbytery may grant authority to its committee on ministry to dissolve the pastoral relationship and to inform the presbytery in cases in which the congregation and the pastor concur. If the congregation does not concur, the presbytery shall hear from the church, through the congregation's elected commissioners, the reasons why the presbytery should not dissolve the pastoral relationship. If the church fails to appear, or if its reasons for retaining the relationship are judged insufficient, the request of the minister may be granted and the pastoral relationship dissolved.

G-14.0602 Request by Minister

If any church desires the pastoral relationship to be dissolved, a similar procedure shall be observed. A congregation, after a duly called congregational meeting, may request presbytery to dissolve its relationship with its pastor. The pastor shall moderate the congregational meeting (in accordance with G-7.0306) unless he or she deems it to be impractical. The presbytery may grant authority to its committee on ministry to dissolve the relationship and to inform the presbytery in cases in which the pastor and the congregation concur. If the pastor does not concur, the presbytery shall hear from him or her the reasons why the presbytery should not dissolve the relationship. If the pastor fails to appear, or if the reasons for maintaining the relationship are judged insufficient, the relationship may be dissolved.

G-14.0603 Request by Congregation

When a minister reaches the age of seventy years, the pastoral relationship between the minister and the church or churches served shall automatically terminate. The minister shall notify the presbytery, through its committee on ministry, six months before the date of her or his seventieth birthday.

G-14.0604 Termination by Age

A minister serving as pastor, associate pastor, assistant pastor, or stated supply at the date of the seventieth birthday

is eligible for reelection in the same relationship for a term of one year at a time. In the reelection of pastors and associate pastors, a congregational meeting shall be called for that purpose by the session, after it has consulted with the committee on ministry of the presbytery. No installation is necessary when a minister is thus reelected by the same church or churches.

G-14.0605 Pastor Emeritus

When any pastor or associate pastor shall terminate a pastorate because of age or incapacity, and the congregation shall be moved by affection and gratitude to continue an association in an honorary relationship, it may, at a regularly called congregational meeting, elect him or her as pastor emeritus or emerita, with or without honorarium, but with no pastoral authority or duty. This action shall be taken only after consultation with the committee on ministry of the presbytery concerning the wisdom of this relationship for the peace of the church. This action shall be subject to the approval of presbytery, and shall take effect upon the formal dissolution of the pastoral or associate pastoral relationship.

G-14.0606 Activities Following Termination

A minister may serve as parish associate, stated supply, interim supply, or temporary supply in a church or churches other than that being served when the age of seventy was reached, but he or she may not serve as pastor or associate pastor.

Former pastors of a congregation may officiate at services for members of the church, or at services within its properties, only upon invitation from the moderator of the session or, in case of the inability to contact the moderator, from the clerk of session.

G-14.0607 Termination for Nonpastors

The provisions of G-14.0604 relating to termination of relationship because of age shall apply also to all ministers serving the church, its governing bodies, and its agencies.

CHAPTER XV. RELATIONSHIPS

G-15.00[illegible]

1. Ecumenical Commitment

G-15.0100

G-15.0101 Openness

The Presbyterian Church (U.S.A.) seeks to manifest more visibly the unity of the church of Jesus Christ and will be open to opportunities for conversation, cooperation, and action with other ecclesiastical bodies and secular groups.

G-15.0102 Other Christian Bodies

The Presbyterian Church (U.S.A.) will seek to initiate, maintain, and strengthen its relations to, and to engage in mission with, other Presbyterian and Reformed bodies and with other Christian churches, alliances, councils, and consortia.

G-15.0103 All Levels

All governing bodies of the church, in consultation with the next higher governing body, shall be authorized to work with other Christian denominations in the creation and strengthening of effective ecumenical agencies for common mission.

G-15.0104 Non-Christian Religious Bodies

The Presbyterian Church (U.S.A.) will seek new opportunities for conversation and understanding with non-Christian religious bodies in order that interests and concerns may be shared and common action undertaken where compatible means and aims exist.

G-15.0105 Secular Groups

The Presbyterian Church (U.S.A.) will initiate and respond to approaches for conversation and common action with movements, organizations, and agencies of the business, educational, cultural, and civic communities that give promise of assistance toward accomplishing the mission of the church in the world.

2. Relations with Other Denominations

G-15.0200

G-15.0201 Churches in Correspondence

The General Assembly of the Presbyterian Church (U.S.A.) is in correspondence with the highest governing body of those churches with which it has had historical relations outside the United States, and of those churches that are members of the ecumenical bodies in which the Presbyterian Church (U.S.A.) holds membership.

G-15.0202 Recognition of Ordination

When a minister of another Christian denomination is called to a work properly under the jurisdiction of a presbytery, the presbytery, after the constitutional conditions (G-14.0508) have been met, shall recognize the minister's previous ordination to the office of the ministry. Similar procedures shall be followed in dismissing a minister from this denomination to another.

G-15.0203 Reception and Dismissal of Churches

When a particular church of another denomination requests that it be received by a presbytery of this denomination, the presbytery shall verify that the church has been regularly dismissed by the governing body of jurisdiction, and the advice of the highest governing body of that denomination dealing with relations between denominations has been received, and shall then receive the church in accord with its responsibilities and powers. (G-11.0103h.)

Similar procedures shall be followed in dismissing a particular church from this denomination to another. (G-11.0103i.)

G-15.0204 Federated or Union Churches

A presbytery may authorize a particular church to form a federated or union church with a church or churches of another denomination or denominations, or may organize a federated or union church acting in concert with a comparable governing body of another denomination or denominations. For the formation of a union church see G-16.0000.

A federated church shall conduct its life and work under a plan of agreement between the presbytery and the other governing body or bodies. This plan shall follow provisions of G-16.0000 as clearly as is practicable, and it shall be subject to the constitutions (disciplines or other organic documents) of each church involved. Whenever the constitutions differ, the mandatory provisions of one shall apply in all cases when the others are permissive. Whenever there are conflicting mandatory provisions, petition shall be made to the appropriate governing bodies of the denominations to resolve the conflict either by authoritative interpretation or by constitutional amendment.

G-15.0300

3. Church Union

G-15.0301 Organic Union

Full organic union of this church with any other ecclesiastical body can be effected in the following manner:

a. The approval of the proposed union by the General Assembly and its recommendation to the presbyteries;

b. The approval in writing of two thirds of the presbyteries;

c. The approval and consummation by the next ensuing General Assembly, or other General Assembly specified in the proposed plan of union.

CHAPTER XVI. UNION CHURCHES

G-16.0000

1. Particular Churches of Reformed Churches

G-16.0100

A particular church of this Church may unite to form a union church with one or more particular churches which are members of other Reformed churches.

G-16.0101 Union with Other Reformed Bodies

2. Plan of Union

G-16.0200

These provisions shall be included in the Plan of Union with such churches:

G-16.0201 Plan of Union

a. The following Plan of Union is adopted by the _____ Presbyterian Church of _____ and the _____ Church of _____ effective as of the date when each of the congregations has approved the plan by a two-thirds majority of those present at a regularly called congregational meeting with such notice and quorum as is required by the Constitution of each Church, and when the presbytery (or comparable governing body) of each church has approved the particular union and this Plan of Union.

General

b. The purpose of this union is to provide for the worship of Almighty God, instruction in the Christian religion, and participation in the mission of the church in the world, by a union congregation which will share the property, real and personal, of the uniting churches and provide for the services of a minister or ministers for the union church.

c. The union church shall be known as the _____ church of _____.

d. The union church shall be subject to the Constitution of each church involved as set forth in subsections r, s, u, and v below.

e. The session (or comparable governing body) shall submit its records annually, and whenever requested, to each governing body of jurisdiction.

Review of Records

f. The membership of the union church shall consist of those who were members of the uniting churches, plus those received by the session of the union church.

Membership

g. The session of the union church shall report an equal share of the total membership to each governing body of jurisdiction and such membership shall be published in the Minutes of the General Assembly (or comparable governing body) with a note to the effect that the report is that of a union church, and with an indication of the total actual membership [illegible]

Report of Membership

school members, baptisms, etc., and financial expenditures shall be made by the session and noted by each General Assembly in its Minutes.

Officers

h. Initially the officers of the union church, elders and deacons, shall be those officers in active service of the uniting churches who will undertake to perform their ordination responsibilities under the Constitution of each church as indicated in subsections d above and r, s, u, and v. below.

Election of Officers

i. At the first annual meeting subsequent to the effective date of the union, new classes of officers, to replace the officers noted in subsection h above, shall be elected by the union congregation according to the constitutional procedures in force as a consequence of subsection v below.

Ministers of Union Churches

j. The pastoral relations of the ministers of the uniting churches shall be dissolved automatically by the action of the presbytery in approving this plan, but they may be eligible to be ministers (pastors, associate pastors, or assistant pastors) of the union church according to the will of the union church and subject to the approval of the governing bodies.

k. The minister or ministers of the union church shall be full and responsible members of each governing body of immediate jurisdiction and shall be subject to discipline as provided below in subsection s.

Incorporation

l. The union church shall cause a corporation to be formed under the appropriate laws of the state where permissible. That corporation shall include in its articles or charter the substance of subsections b, c, and d above.

Property

m. All property of the uniting churches, real and personal, shall be transferred to the corporation formed in subsection l above. The new corporation shall be the legal successor of the corporations, if any, of the uniting churches, and it shall be bound to administer any trust, property, or moneys received in accordance with the provisions of the original establishment of the trust. All liabilities of the uniting churches shall be liabilities of the union church. In any state where a church corporation is forbidden, the purposes of this paragraph shall be achieved in harmony with the law of the state.

Trustees

n. Trustees of the corporation (or the unincorporated body) shall be elected in harmony with civil law according to the constitutional provisions outlined in subsection d interpreted by subsection v below.

Benevolences

o. While recognizing the basic right of any giver to designate the cause or causes to which personal gifts shall go, the session of the union church shall annually propose to the congregation a general mission or benevolence program which shall be divided equitably among the officially ap- [illegible] of each denomination. The proportions shall be as the session shall decide in response to the requests of the higher governing bodies.

Per Capita Apportionments

p. Per capita apportionments or assessments shall be paid to each governing body of jurisdiction on the basis of the total active membership of the union church, equally divided among the denominations involved.

Session

q. All members of the union church shall be under the discipline of the session according to rules agreed upon in harmony with the Constitution of each denomination where they coincide, and in harmony with the mandatory provisions of the Constitution of one denomination where the others are permissive, and at the choice of the session where they may be contradictory.

Appeals or Complaints

r. Appeals or complaints against the actions of the session shall be made to one higher governing body only (presbytery or comparable governing body) at the choice of the members and all subsequent appeals or complaints shall be in the governing bodies of the members' original choice, and decisions so finally made shall be binding on the session and on the member.

Judicial Cases

s. The minister or ministers shall be subject to the discipline of the presbyteries or comparable governing body provided that when either shall begin an action it shall invite a committee from the others to join the commissioner, prosecutor, or prosecuting committee in formulating and pressing the charges. In the event of appeal the case shall be finally decided by the highest governing body to which the appeal is taken in the church which commenced the action, and that decision shall be equally binding on the governing bodies of jurisdiction.

Pension

t. The minister or ministers shall participate in the denominational pension plan of one of the churches. If the minister is already participating in one plan, membership in that plan shall be retained. If the minister is not a member of any plan, one or the other of the churches' plans shall be chosen.

Administrative Complaints

u. Complaints against the administrative acts of the session may be taken under the constitutional provisions of only one denomination, according to the choice of the complainant, and once being complained to one higher governing body, no other denomination shall accept jurisdiction in the same matter.

Conflict of Constitutions

v. Wherever the Constitutions of the denominations differ, the mandatory provisions of one shall apply in all cases when the others are permissive. Wherever there are conflicting mandatory provisions (except as provided in subsection q above), the session of the union church shall petition the next higher governing bodies to overture their highest governing bodies to resolve the conflict either by authoritative interpretation or by constitutional amendment.

Dissolution

w. A union church may be dissolved by a two-thirds vote of two congregational meetings, held not less than one year and not more than two years apart, subject to the concurrence of the governing bodies involved. In case of dissolution of a union church, all property of the union church, real and personal, shall be divided equally between the next higher governing bodies.

G-16.0300 **3. Particular Churches of Other Christian Bodies**

G-16.0301 Union with Other Christian Churches

With the approval of the presbytery, and the consent of the General Assembly, particular churches of this church may unite to form union churches with one or more particular churches of churches other than those of the Reformed faith but which recognize Jesus Christ as Lord and Savior, accept the authority of Scripture, and observe the Sacraments of Baptism and the Lord's Supper.

G-16.0400 **4. Plan of Union**

G-16.0401 Plan of Union

The following Plan of Union shall be adopted by the union church so formed:

General

a. The union church shall be subject to the Constitutions of each church involved, as set forth in subparagraphs l, m, o, and p below.

Government of Church

b. The union church shall be governed by a representative body elected by the congregation from among its members. This governing body shall have the powers of the session. The members of the governing body need not be elders, but if the Plan of Union provides for elders, the governing body shall consist of elders.

Membership

c. Members of the governing body of the union church shall be eligible to membership and office in the higher governing bodies.

d. The governing body of the union church shall report an equal share of the total membership to each governing body of jurisdiction, and such membership shall be published in the minutes of each church involved with a note to the effect that the report is that of a union church, and with an indication of the total actual membership. A similar report of church school members, baptisms, etc., and financial expenditures shall be made by the governing body and noted by each involved church in its minutes.

Ministers

e. The minister or ministers of the union church shall be full and responsible members of each governing body of immediate jurisdiction and shall be subject to discipline as provided below in subparagraph m.

Incorporation

f. The union church shall cause a corporation to be formed under the appropriate laws of the state where permissible. That corporation shall include in its articles or charter the substance of subparagraph a above.

Property

g. All property of the uniting churches, real and personal, shall be transferred to the corporation formed in subparagraph f above. The new corporation shall be the legal successor of the corporations, if any, of the uniting churches, and it shall be bound to administer any trust property or moneys received in accordance with the provisions of the original establishment of the trust. All liabilities of the uniting churches shall be liabilities of the union church. In any state where a church corporation is forbidden, the purposes of this subparagraph shall be achieved in harmony with the law of that state.

Trustees

h. Trustees of the corporation (or the unincorporated body) shall be elected in harmony with civil law according to constitutional provisions outlined in subparagraph a above as interpreted by subparagraph p below.

Benevolences

i. While recognizing the basic right of any giver to designate the cause or causes to which a personal gift shall go, the governing body of the union church shall annually propose to the congregation a general mission or benevolence program which shall be divided equitably among the officially approved causes of each denomination. The proportions shall be as the governing body shall decide in response to the requests of the higher governing bodies.

Per Capita Apportionments

j. Per capita apportionments or assessments shall be paid to each governing body of jurisdiction on the basis of the total active membership of the union church, equally divided among the denominations involved.

Discipline

k. All members of the union church shall be under the discipline of the governing body according to rules agreed upon in harmony with the Constitution of each denomination where they coincide, and in harmony with the mandatory provisions of the Constitution of one denomination where the others are permissive, and at the choice of the governing body where they may be contradictory.

Appeals or Complaints

l. Appeals or complaints against the actions of the governing body shall be made to one higher governing body only at the choice of the members and all subsequent appeals or complaints shall be in the governing bodies of the members' original choice, and decisions so finally made shall be binding on the governing body and on the members.

Judicial Cases

m. The minister or ministers shall be subject to the discipline of the governing body of jurisdiction provided that when one shall begin an action, it shall invite a committee from the others to join the commissioner, prosecutor, or

prosecuting committee in formulating and pressing the charges. In the event of appeal the case shall be finally decided by the highest governing body to which the appeal is taken in the church which commenced the action and that decision shall be equally binding on the governing bodies of jurisdiction.

Pension

n. The minister or ministers shall participate in the denominational pension plan of one of the several churches. If the minister is already participating in one plan, membership in that plan shall be retained. If the minister is not a member of any plan, one or the other of the churches' plan shall be chosen.

Administrative Complaints

o. Complaints against the administrative acts of the governing body may be taken under the constitutional provisions of only one denomination, according to the choice of the complainant, and once being complained to one denomination, no other denomination shall accept jurisdiction in the same matter.

Conflict of Constitutions

p. Wherever the Constitutions of the denominations differ, the mandatory provisions of one shall apply in all cases when the others are permissive. Wherever there are conflicting mandatory provisions (except as provided in subparagraph k above), the governing body of the union church shall petition the governing bodies of immediate jurisdiction to overture their highest governing bodies to resolve the conflict either by authoritative interpretation or by constitutional amendment.

Dissolution

q. A union church may be dissolved by a two-thirds vote of two congregational meetings, held not less than one year and not more than two years apart, subject to the concurrence of the governing bodies involved. In case of dissolution of a union church, all property of the union church, real and personal, shall be divided equally between the governing bodies of jurisdiction.

G-16.0500

5. Exception

G-16.0501 No Change in Constitution

No provision in Sections 1, 2, 3, and 4 above shall be construed as modifying or amending the Constitution of this church in its application to any but union churches organized under this chapter, their members, officers, or ministers.

CHAPTER XVII. UNION GOVERNING BODIES

G-17.0000

1. Authorization

G-17.0100

A presbytery of this church may unite to form a union presbytery with one or more comparable governing bodies, each of which is a member of another Reformed body, with the approval of the synod or comparable governing body of which each is a part.

G-17.0101 Authorization

2. Plan of Union

G-17.0200

The following Plan of Union shall be adopted by each presbytery (or comparable governing body) involved:

G-17.0201 Plan of Union

General

a. This plan of union is adopted by the presbytery of _____ and the presbytery of _____ effective as of _____ (date), the presbyteries having each approved the plan by a two-thirds majority of those present at a stated meeting of the presbytery, the matter having been published beforehand on its docket and the union and this plan having been approved by the synod (or comparable governing body) of jurisdiction over each.

Purpose

b. The purpose of the union shall be the furtherance of a united witness and mission, the administration of a single program of nurture, sustenance, and growth of the church within the union presbytery, and the oversight of all churches within its bounds by a union presbytery that will hold title to the properties of the uniting governing bodies and provide the functions and fulfill the duties of a presbytery as specified in the Constitution of each church.

Constitutional Requirements

c. The union presbytery shall be subject to the Constitution of each denomination as set forth below:

Records

(1) The presbytery shall submit its records annually and whenever requested to each synod (or comparable governing body) of jurisdiction.

Benevolences

(2) The presbytery shall be fully and equally responsible to each church . The presbytery shall adjust its benevolence or general mission askings of the particular churches annually, to the end that the presbytery shall equitably support the program of each denomination.

Per Capita Apportionments

(3) Per capita apportionments or assessments shall be paid to each governing body of jurisdiction on the basis of the active member strength of the union presbytery, equally divided among the denominations involved. In the event that such a procedure proves inequitable, an alternative basis may be [illegible]

the governing body of jurisdiction of each denomination. Such an alternative if adopted shall be subject to periodic review.

Standing Rules

(4) The union presbytery shall be under the discipline of the synods and General Assemblies (or comparable governing bodies) according to standing rules agreed upon in harmony with the Constitutions of the denominations where they coincide, and in harmony with the mandatory provisions of the laws of each church where the others are permissive, and at the choice of the presbytery where they may be contradictory.

Appeals or Complaints

(5) Appeals or complaints against the actions of the presbytery shall be made only to the synod of one denomination. That denomination shall be determined by the presbytery, and all subsequent appeals or complaints in the same action shall be in the governing bodies of the original determination, and decisions so reached shall be binding on all the parties to such action.

Administrative Complaints

(6) Complaints against administrative acts of the presbytery may be taken under the constitutional provisions of only one denomination, according to the determination of the presbytery; and, once being complained to one governing body, governing bodies of the other denomination may not accept jurisdiction in the same matter.

Conflict of Constitutions

(7) Wherever the Constitutions of the denominations differ, any mandatory provisions of one shall apply in all cases where the others are permissive. Where there are conflicting mandatory provisions (except as provided in *(4)* above), the union presbytery shall overture the highest governing body of the denominations involved to resolve the conflict either by authoritative interpretation or by constitutional amendment.

Exemption

(8) The provision of G-8.0500 of the Presbyterian Church (U.S.A.) shall apply only to a union church organized subsequent to the formation of a union presbytery, and to a union church entering the union governing body, which church had previously been under a similar explicit constitutional provision.

Membership of Union Presbytery

d. The membership of the union presbytery shall consist of all minister members of each uniting presbytery and all the churches (elder or lay representatives thereof) of the uniting presbyteries, plus all others received by the union presbytery, subsequent to the effective date of this union. When the Constitutions of the churches vary as to elder or lay representation, that provision which confers the largest representation shall apply.

Membership

e. The churches of a union presbytery shall be considered union churches belonging to each denomination. Each particular church shall be reported to each General Assembly

and synod of jurisdiction on the basis of an equal division of its total membership, with a notation to the effect that this has been done.

Ministers

f. Ministers of the union presbytery shall be full and responsible members of each denomination. They shall be subject to the jurisdiction and discipline of the denominations as provided in this plan. Ministers and elders or lay delegates shall be eligible to serve as commissioners to any General Assembly, as provided in the Constitution of each denomination. Commissioners to the General Assembly shall be elected on the basis of an equal division of the total active membership of the presbytery.

General Mission and Benevolence

g. The union presbytery shall be responsible to propose to all its churches a general mission and benevolence program which it judges to be an adequate and equitable response to the requests of the General Assemblies, the synods, and to its own needs. Each session shall give the members of its congregation opportunity to support this general mission and benevolence program.

Incorporation

h. The union presbytery shall cause a corporation to be formed under the appropriate laws of the state. This corporation shall include in its articles or charter the substance of subsections b and c above. All property of the uniting presbyteries, real and personal, shall be transferred to the corporation or corporations formed under this section. The new corporation shall be the legal successor of the corporations, if any, of the uniting presbyteries and it shall be bound to administer any trust property or moneys received in accordance with the provisions of the original establishment of the trust. All liabilities of each uniting presbytery shall be the liabilities of the union presbytery. In any state where a church corporation is forbidden, the purpose of this paragraph shall be achieved in harmony with the laws of the state.

Standing Rules

i. The union presbytery shall draw up standing rules which shall define the operation of presbytery in such a manner as to fulfill all the functions of a presbytery, as defined in the Constitution of each denomination. (G-17.0201c(4).)

Pension Plan

j. Each minister who may be subject to the call of presbytery or any of its constituent churches in the exercise of that minister's vocation, or who may be an employee of presbytery, shall participate in the denominational pension plan of one of the churches. If the minister is already participating in one plan, membership shall be retained in that plan. If the minister is not a member of any plan, membership shall be chosen in one of the churches' plans.

Dissolution

k. A union presbytery may be dissolved by a two-thirds vote at two stated meetings of presbytery, not less than one year and not more than two years apart, subject to the

(1) In case of dissolution of a union presbytery, all the property, real and personal, of the union presbytery shall be divided between the denominations or their governing bodies of jurisdiction on the basis of the origin of the property, if such is determinable. If the origin is not determinable, then the property shall be divided equally between the denominations or their governing bodies of jurisdiction, as may be proper.

(2) The particular churches within the dissolved union presbytery shall retain their status as union churches, unless they vote to change that status under the provisions of G-16.0201w.

G-17.0300

G-17.0301
No Change in Constitution

3. Exception

No provision in this plan of union shall be construed as modifying or amending the Constitution of this church in its application to any but union presbyteries organized under this chapter, their churches, or ministers.

CHAPTER XVIII. AMENDMENTS

G-18.0000

1. Reform

G-18.0100

The Presbyterian Church (U.S.A.) would be faithful to the Lordship of Christ and to its historic tradition of the church reformed always reforming, by the Spirit of God. In this faith, amendment procedures are understood as a means to faithfulness as God breaks forth yet more light from his Word.

G-18.0101
Reform by Amendment

2. Confessional Documents

G-18.0200

Amendments to the confessional documents of this church may be made only in the following manner:

G-18.0201
Amendments to Confessional Documents

a. The approval of the proposed amendment by the General Assembly and its recommendation to the presbyteries;

b. The approval in writing of two thirds of the presbyteries;

c. The approval and enactment by the next ensuing General Assembly.

Before such amendments to the confessional documents shall be transmitted to the presbyteries, the General Assembly shall appoint a committee of elders and ministers, numbering not less than fifteen, to consider the proposal, of whom not more than two shall be from any one synod. This committee shall consult with the committee or governing body (or in the latter case an agent thereof) in which the amendment originated, and report its recommendation to the next ensuing General Assembly.

3. Book of Order

G-18.0300

Amendments to the Book of Order may be made only in the following manner:

G-18.0301
Amendments to the Book of Order

a. All proposals requesting amendment of the Book of Order shall be communicated in writing to the Stated Clerk of the General Assembly no later than 120 days prior to the convening of the next session of the General Assembly.

b. The Stated Clerk shall refer all such proposed amendments to the Advisory Committee on the Constitution (G-13.0112), which shall examine the proposed amendment for clarity and consistency of language and for compatibility with other provisions of the Constitution of the Presbyterian Church (U.S.A.). The advisory committee shall report its findings to the General Assembly along with its recommendations, which may include an amended version of any proposed constitutional changes as well as advice to accept or decline the proposals referred to the committee. The General Assembly shall not consider any amendment until there has been opportunity for a report from the Advisory Committee on the Constitution.

c. Proposed amendments must be approved by the General Assembly and transmitted to the presbyteries for their vote.

d. When the next ensuing General Assembly shall have received written advice that a proposed amendment to the Book of Order has received the affirmative votes of a majority of all the presbyteries, the General Assembly shall declare the amendment made.

e. If the General Assembly shall fail to declare such amendment or amendments made after they have received the affirmative vote of a majority of all the presbyteries, such amendments shall nonetheless take effect upon the adjournment of the General Assembly to which the affirmative votes of a majority of all the presbyteries were reported.

G-18.0302 Provisions Not to be Amended

The following limitations on amendment apply as indicated.

a. The following paragraph of the Form of Government may not be amended:

G-8.0701

b. The following paragraph of the Form of Government may not be amended within fifteen years following the establishment of the Presbyterian Church (U.S.A.):

G-14.0202b.

G-18.0400

4. Amending the Special Provisions

G-18.0401 Amending the Special Provisions

The special provisions for amending the confessional documents and for effecting full organic union (G-15.0300) can be amended only by the same method which they prescribe.

The RULES OF DISCIPLINE [TEXT]

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RULES OF DISCIPLINE[1]

Preamble

Church discipline is the church's exercise of authority given by Christ, both in the direction of guidance, control, and nurture of its members and in the direction of constructive criticism of offenders. Thus, the purpose of discipline is to honor God by making clear the significance of membership in the body of Christ, to preserve the purity of the church by nourishing the individual within the life of the believing community, to correct or restrain wrongdoing in order to bring members to repentance and restoration, to restore the unity of the church by removing the causes of discord and division, and to secure the just, speedy, and economical determination of proceedings. In all respects, members are to be accorded procedural safeguards and due process, and it is the intention of these Rules to so provide.

The power that Jesus Christ has vested in his church, a power manifested in the exercise of church discipline, is one for building up the body of Christ, not for destroying it, for redeeming, not for punishing. It should be exercised as a dispensation of mercy and not of wrath so that the great ends of the church may be achieved, that all children of God may be presented faultless in the day of Christ.

[1]The following abbreviations are used throughout:

G - Form of Government
D - Rules of Discipline
S - Directory for the Service of God

CHAPTER 1. CHURCH DISCIPLINE: NATURE AND DEFINITIONS

D-1.0000

1. Church discipline, as set forth in the Constitution of the Presbyterian Church (U.S.A.), is the orderly exercise of authority resulting from the application of principles and laws which this church has derived from the Scriptures for the instruction, training, and correction of its members, officers, congregations, and governing bodies. Church discipline is exercised within the context of pastoral care and oversight by means of administrative review or judicial process.

D-1.0100 Church Discipline

2. Administrative review is the supervision of lower governing bodies by higher governing bodies within the whole system of government of the church for the maintenance of its peace, unity, and purity. (D-3.0000, G-11.0103, G-12.0102, G-13.0103.)

D-1.0200 Administrative Review

3. Judicial process is the exercise of authority by the governing bodies of the church for:

a. The prevention and correction of irregularities and delinquencies by governing bodies, or by a council or an agency of the General Assembly (remedial cases, D-6.0500);

b. The prevention and correction of offenses by persons (disciplinary cases, D-7.0000).

D-1.0300 Judicial Process

4. The governing bodies of the church for judicial process are the session, the presbytery, the synod, and the General Assembly. The session itself conducts trials. The presbytery, the synod, and the General Assembly conduct trials and hearings through permanent judicial commissions.

D-1.0400 Governing Bodies of the Church

5. Judicial process consists of two types of cases, remedial and disciplinary:

a. A remedial case is one in which an irregularity or a delinquency of a lower governing body or other party identified in D-6.0500 may be corrected by a higher governing body.

b. A disciplinary case is one in which a church member or officer may be censured for an offense.

D-1.0500 Types of Cases

6. An irregularity is an erroneous decision or action.

D-1.0600 Irregularity

7. A delinquency is an omission or failure to act.

D-1.0700 Delinquency

D-1.0800
Offense

8. An offense is any act or omission by a member or officer of the church that is contrary to the Scriptures or the Constitution of the Presbyterian Church (U.S.A.).

D-1.0900
Church Officers

9. Church officers are ministers, elders, and deacons.

CHAPTER II. DISSENTS AND PROTESTS

D-2.0000

D-2.0100
Dissent

1. A dissent is a declaration expressing disagreement with the action or decision of a governing body. A dissent shall be made at the particular session of the governing body during which the action or decision dissented from is taken. The name or names of the members dissenting shall be recorded.

D-2.0200
Protest

2. A protest is a written declaration, supported by reasons, expressing disagreement with what is believed by one or more members of a governing body to be an irregularity or a delinquency.

a. Written notice of the protest shall be given at the particular session of the governing body during which it arose. The protest shall be filed with the clerk or stated clerk before adjournment.

b. If a protest is expressed in decorous and respectful language, the governing body shall enter it in its minutes in recognition of the person's right of conscience. That entry does not justify disobedience.

c. A governing body against which a protest is taken may prepare an answer that shall be entered in its minutes. This shall terminate the protest.

D-2.0300
Who May Dissent or Protest

3. Only a person who voted against the decision, except the moderator if unable to vote, shall be allowed to dissent or protest.

D-2.0400
Dissent or Protest of Permanent Judicial Decision

4. When a case has been decided by a permanent judicial commission, any member of the governing body to which the decision is reported may enter a dissent or protest.

D-2.0500
Judicial Process not Initiated or Prevented

5. A dissent or a protest does not initiate or prevent judicial process.

D-3.0000

CHAPTER III. ADMINISTRATIVE REVIEW

D-3.0100 General Administrative Review

1. a. The congregation of a particular church and the committees, bodies, and organizations of that church shall report annually all proceedings and actions to the session, which shall review and summarize them and incorporate the summary in its minutes.

b. The moderator, the stated clerk, the councils, commissions, committees, boards, agencies, and organizations of every governing body above a session shall report annually all proceedings and actions to that governing body, which shall review them.

c. At least once a year every governing body above a session shall review the records of the proceedings of the next lower governing body. If any lower governing body shall fail to send up its records for this purpose, the higher governing body shall order them to be produced at a specified time.

D-3.0200 Special Administrative Review

2. If a higher governing body learns at any time of any irregularity or delinquency by a lower governing body, it may require the governing body to produce any records and take appropriate action. (G-12.0102n, G-12.0304, G-13.0103, k and n.)

D-3.0300 Manner of Review

3. In reviewing the proceedings of a lower governing body, the higher governing body shall determine, either from the records of those proceedings or from any other information as may come to its attention, whether:

a. The proceedings have been correctly recorded;

b. The proceedings have been regular and in accordance with the Constitution;

c. The proceedings have been prudent and equitable;

d. The proceedings have been faithful to the mission of the whole church;

e. The lawful injunctions of a higher governing body have been obeyed.

When the proceedings of a lower governing body are being reviewed by a higher governing body, the members of the higher governing body who are also members of the lower governing body may participate in discussion but shall not vote.

D-3.0400 Action of Higher Governing Body

4. It is ordinarily sufficient for the higher governing body to record in its own proceedings, and in those under review, its approval, disapproval, or correction. If necessary, the higher governing body may direct the lower governing body to reconsider and correct an irregularity or cure a delinquency.

D-3.0500 Review and Correction by Judicial Process

5. In addition to administrative review, review and correction of a lower governing body and of a council or an agency of the General Assembly (see D-6.0500g) may be obtained by judicial process by one or more persons or governing bodies filing a complaint in accordance with the provisions of D-6.0000.

D-4.0000

CHAPTER IV. PERMANENT JUDICIAL COMMISSIONS

D-4.0100
Election

1. a. The General Assembly, each synod, and each presbytery shall elect a permanent judicial commission from the ministers and elders subject to its jurisdiction. Each commission shall be composed of ministers and elders in numbers as nearly equal as possible. When the commission consists of an odd number of members, the additional member may be either a minister or an elder. The General Assembly commission shall be composed of not less than fifteen members with at least one member from each of its constituent synods. The synod commission shall be composed of not less than eleven members. Insofar as practicable, not more than one of its members shall be from any one of its constituent presbyteries. The presbytery commission shall be composed of not less than seven members with not more than one of its elder members from any one of its constituent churches.

b. The term of each member of a permanent judicial commission shall be six years, except that membership on the Permanent Judicial Commission of the General Assembly shall end when that member transfers membership to a church or presbytery outside the synod from which nominated. In each odd-numbered year, the General Assembly shall elect five members for a term of six years to fill the vacancies then occurring, their terms of office to begin with the dissolution of the General Assembly at which they are elected.

c. In synods and presbyteries, commissioners shall be elected in three classes, not more than one half of the members to be in one class. When established for the first time, one class shall serve for two years, the second class for four years, and the third class for six years.

d. Any vacancy due to resignation, death, or any other cause may be filled by the electing governing body at any meeting thereof by the election of a person to fill the unexpired term.

e. No person who has served on a permanent judicial commission for a full term of six years shall be eligible for reelection until after four years have elapsed. No person shall serve on more than one permanent judicial commission at the same time. No person shall serve on the Permanent Judicial Commission of the General Assembly who is a member of any other commission, committee, agency, or council of the General Assembly, until that person shall have resigned such membership. The moderator, stated clerk, or any member of the staff of a governing body or any of its agencies or councils shall not serve on its permanent judicial commission.

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f. All necessary expenses of a permanent judicial commission shall be paid by the electing governing body.

D-4.0200
Powers

2. a. Each permanent judicial commission shall meet and elect from its members a moderator and a clerk.

b. In the cases transmitted to it, the permanent judicial commission shall have the powers prescribed by and conduct its proceedings according to the Constitution of the Presbyterian Church (U.S.A.) and rules governing the procedure in such cases.

c. When a case, either remedial or disciplinary, has been transmitted to a permanent judicial commission, the electing governing body shall take no further action on the case.

D-4.0300
Meetings

3. The meetings of the permanent judicial commission shall be held at such times and places as the electing governing body shall direct, or, if no directions are given, at such times and places as the commission shall determine.

D-4.0400
Quorum

4. a. The quorum of a permanent judicial commission for the trial or hearing and decision of a case shall be one more than one half of the members.

b. When a church or lower governing body is a party to a case, members of a permanent judicial commission who are members of that church, or who reside within the geographical bounds of that lower governing body, shall not participate in the trial or appeal of that case.

D-4.0500
Lack of Quorum

5. a. If, through absence, disqualification, or disability, a sufficient number of the members of a permanent judicial commission are not present to constitute a quorum, the permanent judicial commission shall adjourn until a quorum can be obtained.

b. If a quorum cannot be obtained within two months after the date set for trial or hearing, the permanent judicial commission shall report its inability to try the case to the stated clerk of the governing body that elected it.

c. The stated clerk of the governing body shall keep a current roster of names of those members of the permanent judicial commission whose terms have expired within the past six years. The names shall be arranged alphabetically within classes beginning with the most recent class. Whenever the permanent judicial commission reports its inability to obtain a quorum, the stated clerk shall immediately select by rotation from that roster a sufficient number of names to constitute a quorum. The stated clerk shall report the roster annually to the governing body.

d. If a permanent judicial commission is unable to try a case for lack of a quorum, the governing body shall pay the expenses of persons inconvenienced by that inability.

D-5.0000

CHAPTER V. JURISDICTION IN JUDICIAL PROCESS

D-5.0100 Jurisdiction

1. In judicial process, each of the several governing bodies shall exercise original jurisdiction as defined in these Rules of Discipline.

a. The presbytery, the synod, and the General Assembly have jurisdiction in remedial cases (D-6.0000) and in appeals (D-13.0000).

b. The session of a church has original jurisdiction in disciplinary cases involving members of that church.

c. The presbytery has original jurisdiction in disciplinary cases involving ministers of the presbytery. (G-11.0103n.)

d. When a church is dissolved, the presbytery of jurisdiction shall determine any case of discipline begun by the session and not concluded.

e. When a lower governing body fails to act in a particular remedial or disciplinary case for a period of ninety days after the initiation of the case, the higher governing body may assume jurisdiction in the case. It may either issue specific instructions to the lower governing body as to its disposition or conclude the matter itself.

D-5.0200 Jurisdiction of Transferred Ministers

2. A minister transferred from one presbytery to another presbytery shall be subject to the jurisdiction of the first until received by the second. A minister transferred by a presbytery to the governing body of another church shall be subject to the jurisdiction of the presbytery until received by that body.

D-5.0300 When Jurisdiction Ends

3. Jurisdiction in judicial process ends when a church officer or a member renounces the jurisdiction of the church in writing to the clerk or stated clerk of the governing body of jurisdiction.

CHAPTER VI. REMEDIAL CASES

D-6.0000

1. A remedial case is initiated by the filing of a complaint.

D-6.0100 Method of Initiation

D-6.0200 Parties

2. In a remedial case the party or parties filing the complaint shall be known as the complainant or complainants and the party or parties against whom the complaint is made shall be known as the respondent or respondents.

D-6.0300 Definition of Complaint

3. A complaint is a written statement alleging an irregularity in a particular decision or action or alleging a delinquency by a respondent. A complaint of a delinquency may be filed only after written request of the respondent to act and the respondent has not acted.

D-6.0400 Statements in Complaint

4. A complaint shall state:

a. The name of the party filing the complaint who shall be called the complainant and the party against whom the complaint is made who shall be called the respondent;

b. The particular irregularity or delinquency including the date, place, and circumstances thereof;

c. The reasons for complaint of the irregularity or delinquency;

d. The interest or relationship of the complainant, showing why that party has a right to file the complaint;

e. The relief requested;

f. That a copy of the complaint has been delivered to the respondent by certified or registered mail or by personal delivery or service. The complainant shall file with the stated clerk a receipt signed by the addressee or an affidavit of personal service.

D-6.0500 Who May File Complaint

5. A complaint may be filed by one or more persons or governing bodies subject to and submitting to the jurisdiction of a governing body as follows:

a. By a member of a particular church against the session of that church with the presbytery, after making a written request of the session to reconsider and correct an irregularity or cure a delinquency;

b. By a minister or by an elder enrolled as a member of a presbytery concerning an irregularity or a delinquency during that period of enrollment, against the presbytery, with the synod;

c. By a member of a synod, concerning an irregularity or a delinquency during that member's period of [illegible] against the [illegible]

d. By a session against the presbytery, with the synod;

e. By a presbytery against the synod, with the General Assembly;

f. By any governing body against any other governing body of the same level, with the governing body immediately higher than the governing body complained against and to which the latter governing body is subject;

g. By a person claiming to have sustained injury or damage to person or property, or by a session, a presbytery, or a synod against the General Assembly Council or an agency of the General Assembly, with the General Assembly, after making a written request of the council or agency to reconsider and correct an irregularity or cure a delinquency.

D-6.0600 Filing a Complaint

6. a. A complaint of an irregularity shall be filed within thirty days after the irregularity has occurred. A complaint of a delinquency shall be filed within thirty days after failure or refusal of the respondent to act at its next meeting when so requested pursuant to D-6.0300.

b. A complaint by a governing body against another governing body at the same level shall be filed within one year from the times set forth above. (D-6.0500f.)

D-6.0700 Committee of Counsel

7. a. In a remedial case when a governing body, agency, or council becomes either a complainant or a respondent, it shall designate no more than three persons to be a committee of counsel. This committee shall represent the governing body in that case until final decision is reached in the highest governing body to which the case is appealed.

b. The clerk of session, the stated clerk, or executive of presbytery or synod shall not serve on a committee of counsel.

D-6.0800 Answer to Complaint

8. The committee of counsel shall file with the stated clerk of the higher governing body a concise answer within thirty days after receipt of the complaint, and shall furnish a copy of the answer to the complainant. The answer shall admit those facts alleged in the complaint that are true, deny those allegations that are not true or are mistakenly stated, and allege other facts that may explain the alleged irregularity or delinquency. The answer may also raise any issues mentioned in D-6.1200.

D-6.0900 Duty of Respondent

9. a. Within thirty days after the receipt of a complaint, the clerk or stated clerk of the respondent governing body or the respondent agency or council shall file with the stated clerk of the higher governing body of jurisdiction all the minutes and papers pertaining to the case and furnish a copy thereof to the complainant.

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b. Within ten days thereafter, the complainant may request in writing that the respondent file additional minutes or papers, which if available shall be filed without delay with the stated clerk of the higher governing body.

D-6.1000 Procedure Prior to Hearing

10. When the minutes and papers in a remedial case have been filed with the stated clerk of the higher governing body, the stated clerk shall transmit them at once to the permanent judicial commission of the governing body which shall, within ten days of their receipt, give notice to the parties that the case has been received, together with notice of an estimated date for trial.

D-6.1100 Trial Briefs

11. The permanent judicial commission may require either party in an original proceeding to file a trial brief outlining the evidence to be produced and the theory upon which the evidence is considered to be relevant.

D-6.1200 Motions and Pretrial Proceedings

12. a. Upon receiving the papers in a new case, the moderator and the clerk of the permanent judicial commission of the governing body that will try the case shall promptly examine the papers to determine whether:

(1) The complaint was timely filed;

(2) The governing body has jurisdiction;

(3) The complainant has standing to file the case;

(4) The complaint states a claim upon which relief can be granted.

b. If any question arises on any point listed in *a* above, either upon motion by a party or by the permanent judicial commission upon the suggestion of its moderator or clerk or any member, the permanent judicial commission shall schedule a pretrial conference at which all such preliminary questions will be resolved by agreement or will be reduced to writing and submitted to the permanent judicial commission for resolution, if possible, upon the written record. If the trial of any preliminary question is necessary, that trial shall be scheduled at least thirty days prior to the trial upon the merits, unless the circumstances, including monetary considerations, render advisable the disposition of the preliminary questions immediately before the trial.

c. At any time after a case is received by a permanent judicial commission, the commission may appoint one of its members to meet with the parties or their counsel, if any, in a pretrial conference to explore settlement possibilities, to seek an agreed statement of facts, to exchange documents and other evidence, and to take any other action that will reasonably and impartially narrow the dispute and [illegible]

D-6.1300
Stay of
Enforcement

13. a. Any person or governing body qualified to file a complaint or appeal may stay the enforcement of a decision or action of a governing body, its permanent judicial commission, or of a respondent named in D-6.0500g, by filing with that governing body, commission, or respondent before enforcement, but not later than thirty days after the decision or action:

(1) A stay of enforcement signed by at least one third of the members recorded as present when the decision or action was made by the governing body; or

(2) A stay of enforcement signed by at least one third of the members of the permanent judicial commission who decided the case; or

(3) A stay of enforcement signed by at least three of the members of the permanent judicial commission having jurisdiction to hear the complaint or appeal on the decision or action, provided there has been submitted to such members of the judicial commission either the complaint or appeal, or the substance of the complaint or appeal to be filed, with the reasons therefor, and that such members certify that in their judgment probable grounds exist for finding the decision or action erroneous.

b. The stay of enforcement shall be effective until the time for filing a complaint or appeal shall have expired or, if timely filed, until final decision of the case in the highest governing body in which the case is tried or to which it is appealed.

CHAPTER VII. DISCIPLINARY CASES

D-7.0000

D-7.0100
Method of
Initiation

1. A disciplinary case is initiated by the filing of charges.

D-7.0200
Preliminary
Procedure

2. a. Preliminary procedure in a disiplinary case against an accused may be initiated if:

(1) A person under jurisdiction of a governing body of the Presbyterian Church (U.S.A.) undertakes to sustain an accusation as provided in D-7.0300;

(2) A governing body finds it necessary for the purpose of discipline to investigate an alleged offense as provided in D-7.0400;

(3) A person comes forward in self-accusation.

b. An inquiry shall be made by a special disciplinary committee designated by the governing body for that purpose as provided in D-7.0800, to determine whether charges should be filed.

c. When inquiry reveals that an offense has been committed but circumstances such as the unavailability of evidence make it impossible for the accused to be prosecuted, a disciplinary case shall not be initiated.

d. If charges are to be filed, the special disciplinary committee shall prepare and file charges and specifications, and shall prosecute the case as the committee of counsel. (D-7.1200.)

D-7.0300
Individual
Accusation

3. a. In the case of an accusation by an individual against another, or of self-accusation, no preliminary procedure shall be instituted and no charges shall be filed against the alleged offender until a statement of an alleged offense, together with supporting information, shall have been submitted in writing to the clerk or stated clerk of the governing body.

b. The clerk or stated clerk shall then report to the governing body only that an offense has been alleged without naming the alleged offender, or the nature of the alleged offense, and refer the statement immediately to a special disciplinary committee designated by the governing body.

c. The committee shall review the statement and information filed, make the inquiry to ascertain the facts and circumstances concerning the alleged offense, and proceed as provided in D-7.0800 and D-7.1200.

D-7.0400 Judicatory Inquiry

4. If a governing body finds it necessary for the purpose of discipline to investigate an alleged offense, the governing body shall designate a special disciplinary committee to make the inquiry and ascertain the facts and circumstances concerning the alleged offense and proceed as provided in D-7.0800 and D-7.1200.

D-7.0500 Request for Vindication

5. a. A person who feels injured by rumor or gossip may request an inquiry for vindication. If a governing body finds it proper to grant the request, it shall designate a special disciplinary committee to make the inquiry and ascertain the facts and circumstances concerning the alleged offense and report in writing to the governing body. That report shall conclude the matter, unless the committee reports that charges are being filed.

b. When charges are to be filed, the special disciplinary committee shall prepare and file the charges and specifications and prosecute the case as provided in D-7.1200 and D-7.1400.

D-7.0600 Transfer Prohibited

6. A presbytery shall not grant a certificate of transfer to a minister while an inquiry or charges against the minister are pending. The reasons for not granting transfer may be communicated by the stated clerk to the appropriate persons.

D-7.0700 Effect of Renunciation

7. Should the accused renounce the jurisdiction of the church as provided in G-6.0501, the clerk or stated clerk shall report to the governing body the renunciation and the status of the matter at that time.

D-7.0800 Special Disciplinary Committee

8. a. In every instance of preliminary procedure for discipline, the governing body shall designate a special disciplinary committee of not more than five nor less than three members.

b. This committee shall:

(1) Make a thorough inquiry into the facts and circumstances of the alleged offense;

(2) Examine all relevant papers, documents, and records available to it;

(3) Ascertain all available witnesses and inquire of them;

(4) Determine whether there are probable grounds or cause to believe that an offense was committed by the accused;

(5) Decide whether charges filed on the basis of the papers, documents, records, testimony, or other evidence can reasonably be proved, having due regard for the character, availability, and credibility of the witnesses and evidence available;

(6) Report to the governing body whether or not it will

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(7) If charges are to be filed, prepare and file them in accordance with the provisions of D-7.1400, and prosecute the case.

c. All necessary expenses of a special disciplinary committee shall be paid by the electing governing body.

D-7.0900 Rights of the Accused

9. Before each and every conference with the accused, the special disciplinary committee shall inform the accused of the right to remain silent and to be represented by counsel.

D-7.1000 Final Conference with the Accused

10. As the final step in its inquiry before determining whether or not to file charges, the special disciplinary committee shall confer with the accused, discuss the options before the committee and the accused, and ascertain if the filing of charges can be avoided. The committee shall inform the accused whether or not it will file charges.

D-7.1100 Time Limit

11. No charges shall be filed later than three years from the time of the commission of the alleged offense, nor later than one year from the time preliminary procedure commenced, whichever occurs first.

D7.1200 Prosecution of Case

12. When a disciplinary case is initiated by the filing of charges, the special disciplinary committee shall conduct the prosecution of the case in all its stages, including appeals, until the final decision is reached, provided however, that the judicial commission or any appellate governing body before whose permanent judicial commission the case is pending may, if requested by the special committee, appoint or engage one or more persons who are members of the Presbyterian Church (U.S.A.) to assist in the prosecution or appeal.

D-7.1300 Parties

13. a. All disciplinary cases shall be filed and prosecuted by a governing body in the name of the Presbyterian Church (U.S.A.). The prosecuting governing body is the representative of the church and, as such, has all of its rights in the case.

b. The only parties in a disciplinary case are the prosecuting governing body and the accused.

D-7.1400 Filing of Charge

14. a. Every charge shall be prepared in writing and filed with the clerk or stated clerk of the governing body.

b. Upon receipt of a charge, the clerk of a session shall present the charge to the session at its next meeting. The session shall determine whether it will try the case or refer it to the next higher governing body.

c. Upon receipt of a charge, the stated clerk of the presbytery shall immediately forward it to the clerk of the permanent judicial commission of that presbytery.

D-7.1500 Form of Charge

15. a. A charge shall not allege more than one offense.

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b. Several charges against the same person, with the specifications under each of them, may be filed with the governing body at the same time.

c. Every charge shall set forth the alleged offense with the specification of the facts relied upon to sustain the charge. Each such specification shall state, as far as possible, the time, place, and circumstances of the commission of the alleged offense, and shall be accompanied by a list of the names and addresses of the witnesses for the prosecution and a description of the records and documents to be cited for its support.

d. Several charges against the same person may, in the discretion of the session or permanent judicial commission, be tried together.

D-7.1600 Preliminary Hearing

16. a. The session or permanent judicial commission, if it is to try the case, shall set a time for a preliminary hearing not later than ninety days after receipt of the charge.

b. The moderator and the clerk of session or the permanent judicial commission shall notify the accused, the committee of counsel, and the special disciplinary committee of the time and place of the preliminary hearing, and shall furnish the accused a copy of the charge.

c. At the time set for the preliminary hearing, the moderator, the clerk, and the accused shall be present. The moderator shall:

(1) Read the charges and specifications to the accused;

(2) Inform the accused of the right to counsel;

(3) Furnish the accused with a copy of the charges and specifications, together with the names and addresses of all the witnesses then known, and a description of the records and documents that may be offered to support each specification;

(4) Set a date for a subsequent meeting of the governing body to be held not less than ten days thereafter;

(5) Order all parties to appear.

d. Nothing more shall be done at that meeting.

e. The accused shall not be required to disclose the names of witnesses or evidence in advance of the trial.

CHAPTER VIII. TRIALS

D-8.0000

D-8.0100 Trial

1. a. The trial of a remedial case shall be conducted by a permanent judicial commission.

b. The trial of a disciplinary case shall be conducted by a session or by a permanent judicial commission.

c. If a permanent judicial commission lacks a quorum, the provisions of D-4.0500 shall apply.

D-8.0200 Conduct of Trial

2. The trial shall be conducted formally with full decorum in a neutral place suitable to the occasion.

D-8.0300 Announcement by the Moderator

3. When a trial is about to begin, the moderator shall read aloud the second paragraph of the Preamble to the Rules of Discipline, shall announce that the governing body is about to proceed to trial, and shall enjoin the members to recollect and regard their high character as judges of a governing body of the Church of Jesus Christ and the solemn duty in which they are about to act.

D-8.0400 Disqualification and Challenges

4. a. A member of a session or permanent judicial commission is disqualified if the member is personally interested in the case, is related by blood or marriage to any party, has been active for or against any party, or is ineligible under the provisions of D-4.0400b.

b. Any member of a session or permanent judicial commission may be challenged by any party, and the validity of the challenge shall be determined by the remaining members of the session or permanent judicial commission.

D-8.0500 Citation of Parties and Witnesses

5. a. Citations for parties or such witnesses as either party shall request shall be issued only to members of the Presbyterian Church (U.S.A.) and signed by the moderator or clerk of the session or permanent judicial commission. Any witness cited shall be entitled to receive from the party calling the witness all necessary expenses incurred in attendance at the trial.

b. Other persons can only be requested to attend.

c. When it is necessary in the trial to summon witnesses who are under the jurisdiction of another governing body of the church, the moderator or clerk or stated clerk of the other governing body shall, on the application of the session or permanent judicial commission trying the case, issue a citation to the witnesses to appear at the place of trial and give evidence as may be required.

D-8.0600 Limitation on Travel

6. If a witness, whose testimony is considered necessary by any party, must travel more than 250 miles to the place of trial, that person's testimony may be taken and received in accordance with the provisions of D-9.1200

D-8.0700 Service of Citation

7. A citation shall be served by personally delivering it to the person cited. The moderator or clerk of the session or permanent judicial commission trying the case shall designate some suitable person to serve the citation, who shall, after doing so, certify the fact and date thereof.

D-8.0800 Second Citation

8. a. If a party or a witness who is a member of the church fails to obey a citation, a second citation shall be issued accompanied by a notice that if the party or witness does not appear at the time appointed, unless excused for good cause shown, the party or witness shall be considered guilty of disobedience and contempt, and for such offense may be censured.

b. If a defendant in a disciplinary case does not appear after a second citation, the session or permanent judicial commission, after having appointed some person or persons to represent the defendant as counsel, may proceed to trial and judgment in the defendant's absence. The time allowed for appearance on any citation subsequent to the first shall be determined by the session or permanent judicial commission.

D-8.0900 Refusal of Witness to Testify

9. A member of this church, who is summoned as a witness and, having appeared, refuses without good cause to testify and, after warning, continues to refuse, may be censured immediately.

D-8.1000 Counsel

10. a. Each of the parties in a remedial or disciplinary case shall be entitled to appear and be represented by counsel, provided however that no person shall act as counsel who is not a member of the Presbyterian Church (U.S.A.). No member of a permanent judicial commission shall appear as counsel before that commission while a member or for a period of four years thereafter.

b. If the accused in a disciplinary case is unable to employ counsel, the session or permanent judicial commission shall, at that person's request, appoint counsel for the accused. Reasonable legal fees and other expenses thereby incurred shall be borne by the governing body in which the case originated.

D-8.1100 Procedure in a Remedial Case

11. The trial of a remedial case shall proceed as follows:

a. The moderator shall make the announcement required by D-8.0300.

b. The parties or their counsel may object and be heard on the organization of the permanent judicial commission, on the eligibility of any member to sit in the trial of the case, or on any other substantial objection affecting the order and regularity of the proceedings.

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c. The complainant shall be permitted to amend the complaint at the time of the trial, provided that the amendment does not change the substance of the complaint or prejudice the respondent.

d. Evidence as is deemed necessary or proper, if any, shall be presented on behalf of the complainant and the respondent.

e. The parties shall be given an opportunity to make oral arguments, the complainant having the right of opening and closing the argument.

f. The permanent judicial commission shall then go into closed session. The parties, their counsel, and all other persons not members of the commission shall be excluded. After careful deliberation the commission shall vote on each irregularity or delinquency assigned in the complaint and record the vote in its minutes.

g. The permanent judicial commission shall then decide the case and prepare a written decision. (D-8.1400.)

D-8.1200 Procedure in a Disciplinary Case

12. The trial of a disciplinary case shall proceed as follows:

a. The moderator shall make the announcement required by D-8.0300.

b. The parties or their counsel may object and be heard on the organization and jurisdiction of the session or permanent judicial commission, on the eligibility of any member to sit in the trial of the case, on the sufficiency of the charges and specifications in form or in legal effect, or on any other substantial objection affecting the order or regularity of the proceedings.

c. The session or permanent judicial commission shall determine all preliminary objections, and may dismiss the case or permit amendments to the specifications or charges in the furtherance of justice, provided that such amendments do not change the substance of the charges or specifications or prejudice the accused.

d. If the proceedings are found to be in order, and the charges and specifications are considered sufficient, the accused shall be called upon to plead "guilty" or "not guilty" to each charge and specification, which plea shall be entered on the record. If the plea be "guilty," the governing body shall proceed in accordance with paragraph j below. If the plea be "not guilty," or if the accused declines to answer, a plea of "not guilty" shall be entered

e. The special disciplinary committee shall present its evidence in support of the charges and specifications, subject to objection and cross-examination by the accused.

f. The defense shall present its evidence, subject to objection and cross-examination by the prosecution.

g. The special disciplinary committee then may introduce additional evidence, but only to rebut evidence introduced on behalf of the accused.

h. The parties shall be given an opportunity to make oral arguments. The special disciplinary committee shall have the right of opening and closing the argument.

i. The session or permanent judicial commission shall then go into closed session. The parties, their counsel, and all other persons not members of the session or commission shall be excluded. After careful deliberation, the session or commission shall vote on each specification and charge separately, and record the vote in its minutes. In order to find the accused guilty of the charge, the session or permanent judicial commission must find the accused guilty of one or more charges.

j. If the accused is found guilty, or after the guilty plea, the session or permanent judicial commission may hear evidence as to mitigation, rehabilitation, and redemption and shall then determine the degree of censure to be imposed.

D-8.1300
Voting

13. a. No judgment of guilt may be found on any specification of a charge or on a charge unless at least two thirds of the members of the session or permanent judicial commission eligible to vote agree on the judgment.

b. Except for a judgment of guilt, any other question before the session or permanent judicial commission during the course of the trial shall be decided by a majority of those eligible to vote.

c. The absence of any member of the session or permanent judicial commission after a trial has commenced shall be recorded. That person shall not thereafter vote on any question or upon the final judgment in that case.

d. Loss of a quorum shall terminate the case in a mistrial and the case shall be tried again from the beginning.

e. An accused cannot be found guilty of the charge unless the accused has been found guilty on one or more of the specifications of the charge.

D-8.1400
Decision in a

14. a. If the permanent judicial commission finds an irregularity or a delinquency of the lower governing body or other respondent, on the basis of the record before it, and

the complaint is therefore sustained either in whole or in part, the commission shall either order such action as is appropriate or direct the lower governing body to conduct further proceedings in the matter.

b. The decision shall be made by a written opinion promptly transmitted to the parties and to the stated clerk of the governing body that appointed the permanent judicial commission.

D-8.1500
Announcement of Decision in a Disciplinary Case

15. a. When a session or permanent judicial commission has arrived at a decision, the moderator shall in open meeting announce the verdict for each specification and charge separately. If the accused has been found guilty, the moderator shall announce the degree of censure to be imposed by the governing body.

b. The moderator or clerk shall give such further publicity to this announcement as the session or commission may direct.

D-8.1600
Final Judgment

16. a. The decision of a session or of a permanent judicial commission becomes a final judgment when a copy of the written decision is signed by the clerk or moderator of the session or commission.

b. The judgment shall be filed promptly by the clerk or stated clerk of the governing body.

c. If the parties are not present at a meeting of the governing body or cannot otherwise receive a copy of the judgment in person, the clerk or stated clerk of the governing body shall deposit in the United States Postal Service copies of the judgment properly addressed for delivery by registered or certified mail, with postage prepaid, directed to each party named in the judgment.

d. Appeal time shall run from:

(1) The date of delivery in person; or

(2) The date of the deposit of the copies of the judgment in the mail pursuant to paragraph c above.

D-8.1700
Enforcement

17. When a session has completed the trial and found the accused guilty and the judgment has been pronounced or when a higher governing body has received the judgment of its permanent judicial commission in which the accused was found guilty, the session or higher governing body shall proceed to enforce the judgment, provided, however, that no judgment shall be enforced pending an appeal or until after the time for appeal has expired.

D-8.1800
Record of Proceedings

18. In every disciplinary case and in those remedial cases in which evidence is received, whether at the trial or on appeal, the clerk shall:

a. Arrange in advance for the accurate verbatim recording of all testimony in question and answer form;

b. Preserve and note upon all exhibits offered in evidence whether or not the exhibit was received and keep a list of all exhibits;

c. Record minutes of the proceedings as follows:

(1) In a remedial case the minutes shall include the complaint, a list of all minutes and papers filed in the case, the decision, and any actions or orders of the governing body relating to the case with the vote thereon;

(2) In a disciplinary case the minutes shall include the charges and specifications, the plea, the judgment, and any actions or orders of the governing body relating to the case with the vote thereon;

d. Preserve all original papers filed and all exhibits, minutes, orders, and decisions. These shall be the record of the case;

e. Deliver immediately upon the decision of each case a certified copy of the decision to each party in the case, and to counsel if the party is represented by counsel. Proof of delivery and of the date thereof shall be an acknowledgment of receipt signed by the party or counsel;

f. Preserve the original of all records;

(1) The clerk of session shall, after the judgment becomes final, retain all original copies of exhibits, papers, minutes, orders, and decisions in the case for at least two years.

(2) The clerk of the permanent judicial commission shall, within fourteen days after the judgment becomes final, certify and transmit a true and complete copy of all exhibits, papers, minutes, orders, and decisions in the case to the stated clerk of the electing governing body, who shall preserve the original of all such records for at least two years.

g. Upon the request, and at the expense of any requesting party, cause to be prepared, as promptly as circumstances permit, a true and complete transcript of all the testimony and oral proceedings during the course of the trial. A copy of this transcript, when certified by the person making the same to be true and complete, shall be delivered to each party requesting the same upon satisfactory arrangement for payment, and one additional copy shall be made for inclusion in the record to be sent forward upon any appeal pursuant to D-13.0000.

D-8.1900 Duty of the Stated Clerk

19. a. If the governing body is in session at the time, its stated clerk, upon receipt from the clerk of the permanent judicial commission of the decision and the certified record, shall report the decision immediately.

b. If the governing body is not in session, the stated clerk of the governing body shall report to the governing body at its first meeting thereafter, stated, adjourned, or called for that purpose.

D-8.2000 Questions as to Procedure

20. a. Questions as to procedure or the admissibility of evidence arising in the course of a trial shall be decided by the moderator after the parties have had an opportunity to be heard. A party or a member of the session or permanent judicial commission may appeal from the decision of the moderator to the session or commission.

b. The session or permanent judicial commission shall have full authority and power to control the conduct of the trial and of all parties, witnesses, and counsel, including removal of them, to the end that proper dignity and decorum shall be maintained.

D-8.2100 Closed Proceedings

21. In any disciplinary case at the request of any party, or on its own initiative, the session or permanent judicial commission may determine at any stage of the proceedings, by a vote of two thirds of the members present, to exclude persons other than the parties and their counsel.

D-8.2200 Circulation of Materials

22. a. No party to a remedial or disciplinary case or any other person shall circulate or cause to be circulated among the members of the session or permanent judicial commission any written, printed, or visual materials of any kind upon any matter pertaining to the case before the final disposition thereof.

b. Notwithstanding the preceding prohibition, the session or permanent judicial commission may request, or grant leave to file, additional materials.

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D-9.0000

CHAPTER IX. EVIDENCE IN REMEDIAL OR DISCIPLINARY CASES

D-9.0100 Evidence Defined

1. Evidence, in addition to testimony of witnesses who testify orally, may include records, writings, material objects, or other things presented to prove the existence or nonexistence of a fact. Evidence must be relevant to be received.

D-9.0200 Kinds of Evidence

2. a. Evidence may either be direct or circumstantial.

(1) Direct evidence proves a fact without inference, and if itself true, establishes that fact.

(2) Circumstantial evidence proves a fact from which inference of the existence of another fact may be drawn.

(3) An inference is a deduction of fact that may logically and reasonably be drawn from another fact or group of facts established by the evidence.

b. No distinction should be made between direct and circumstantial evidence as to the degree of proof required.

D-9.0300 Competence of Witnesses

3. a. Competence means ability to testify. All persons, including the parties, who have sufficient intelligence to understand the obligation of an affirmation or an oath, are competent witnesses.

b. Any party may challenge the competence of a witness and the session or permanent judicial commission shall determine the competence of the witness so challenged.

c. A husband or wife, otherwise competent to testify, may be a witness for or against the other, but neither shall be compelled to testify against the other.

d. A person duly appointed by a governing body to provide counseling services for persons within the jurisdiction of the governing body shall not testify before a session or permanent judicial commission, except that the restriction may be waived by the party or witness about whom the testimony is sought.

e. Neither the counsel for the special disciplinary committee nor the counsel for the accused may be compelled to testify, nor may they testify, without the express permission of the party they represent.

D-9.0400 Credibility of Witnesses

4. Credibility means the degree of belief which may be given to the testimony of a witness. The session or permanent judicial commission may consider, in determining the credibility of a witness, any matter that bears upon the accuracy or truthfulness of the witness's testimony, including but not limited to,

a. The witness's demeanor while testifying and the manner in which the witness testifies;

b. The extent of the witness's capacity to perceive, to recollect, or to communicate any matter about which the witness testifies;

c. The extent of the witness's opportunity to perceive any matter about which the witness testifies;

d. The witness's character for honesty or veracity or their opposites;

e. The existence or nonexistence of a bias, interest, or other motive, including the witness's relationship, if any, to either party;

f. Statements previously made by the witness that may be either consistent or inconsistent with any part of the witness's testimony;

g. The existence or nonexistence of any fact testified to by the witness;

h. The witness's attitude toward the action in which the witness testifies or toward the giving of testimony;

i. The witness's admission of untruthfulness;

j. The witness's being under church censure.

D-9.0500 Proof of Complaint

5. No complaint shall be sustained unless it has been proved by a preponderance of the evidence. Preponderance means such evidence as, when weighed with that opposed to it, has more convincing force and the greater probability of truth.

D-9.0600 Proof of Charge

6. a. No person shall be found guilty of an offense in a disciplinary case unless it has been proved beyond a reasonable doubt. Reasonable doubt does not mean mere possible doubt, because everything relating to human affairs is open to some possible or imaginary doubt. Reasonable doubt does mean that state of the case which, after comparison and consideration of all the evidence, leaves the minds of the members of the governing body in such condition that they cannot say they have an abiding conviction of the truth of the charge.

b. The accused in a disciplinary case is presumed to be innocent until the contrary is proved, and unless guilt is established without reasonable doubt, the accused is entitled to be exonerated.

D-9.0700 Separate Examination of

7. No witness other than the accused shall be present during the examination of another witness if any party objects to such presence.

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D-9.0800 Examination of Witnesses

8. Witnesses in either disciplinary or remedial cases shall be examined first by the party producing them, and then they may be cross-examined by the opposing party. Thereafter, any member of the session or permanent judicial commission may ask additional questions.

D-9.0900 Leading Questions Prohibited

9. Leading questions that suggest the answer shall not be asked by the party producing the witness.

D-9.1000 Oath or Affirmation

10. a. The oath to a witness shall be administered by the moderator in substantially the following form:

> Do you solemnly swear that the evidence you will give in this matter shall be the truth, the whole truth, and nothing but the truth, so help you God?

b. If a witness has conscientious scruples against taking an oath, the witness shall affirm in the following form:

> Do you solemnly affirm that you will declare the truth, the whole truth, and nothing but the truth in the matter in which you are called to testify?

D-9.1100 Record of Testimony

11. The testimony of each witness shall be accurately and fully recorded in question and answer form by a qualified reporter or equally efficient means, unless this requirement is waived in writing by the parties.

D-9.1200 Admissibility of Records of a Governing Body or Permanent Judicial Commission

12. a. The records of a governing body or permanent judicial commission, or any part of them, whether original or transcribed, when regularly authenticated by the moderator or clerk or stated clerk of the governing body or the moderator or clerk of the commission, shall be admissible in evidence in any proceeding.

b. A record or transcript of testimony taken by one governing body or permanent judicial commission and regularly authenticated shall be admissible in any proceeding in another governing body.

D-9.1300 Testimony Taken by Deposition

13. a. Any session or permanent judicial commission before which a case may be pending shall have power, whenever the necessity or convenience of the parties or of witnesses shall so require, to appoint on the application of any party one or more persons to take and record testimony in the form of a deposition.

b. When necessary, the person or persons so appointed may be from within the geographical bounds of another govern-

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c. Any person so appointed shall take the testimony offered by either party after notice has been given to all parties of the time and place where the witnesses are to be examined. All parties shall be entitled to be present and be permitted to cross-examine.

d. This testimony, properly authenticated by the signature or signatures of the person or persons so appointed, shall be transmitted promptly to the clerk of the session or permanent judicial commission before which the case is pending, and may be offered in evidence by any party.

e. All questions concerning the admissibility of deposition testimony shall be determined by the session or permanent judicial commission when the record of such testimony is offered.

f. Nothing herein shall prevent the appointment of a certified governing body reporter for the purpose of taking the testimony of witnesses.

D-9.1400 Member as Witness

14. A member of the session or permanent judicial commission before which the case is pending may testify but, after doing so, shall not participate in consideration or decision of the case.

D-9.1500 Newly Discovered Evidence

15. a. Prior to filing notice of appeal, any person convicted of an offense, or any party against whom an order or judgment has been entered in a remedial case, may apply for a new trial on the ground of newly discovered evidence. The session or permanent judicial commission, when satisfied that such evidence could reasonably have resulted in a different decision and which, in the exercise of reasonable diligence, could not have been produced at the time of trial, may grant such application.

b. If, subsequent to the filing by any party of a notice of appeal, new evidence is discovered, which in the exercise of reasonable diligence could not have been discovered prior to the filing of the notice of appeal, the appellate governing body may, in its discretion, receive the newly discovered evidence and proceed to hear and determine the case, provided, however, that no newly discovered evidence may be admitted unless the party seeking to introduce it shall have made application, with copies to the adverse party, at least thirty days prior to the hearing. That application shall be accompanied by a summary of the evidence.

CHAPTER X. CHURCH CENSURES

D-10.0000

D-10.0100 Degrees of Church Censure

1. In a disciplinary case the degrees of church censure are rebuke, temporary exclusion from exercise of ordained office or membership, and removal from ordained office or membership.

D-10.0200 Rebuke

2. a. Rebuke is the lowest degree of censure for an offense and consists of setting forth the character of the offense, together with reproof, which shall be pronounced in the following form:

> Whereas, you, (Name)_____, have been found guilty of the offense of_____(here insert the offense), and by this offense you have acted contrary to the Constitution of the Presbyterian Church (U.S.A.) ; now, therefore, the Presbytery (or Session) of_____, in the name and authority of the Presbyterian Church (U.S.A.) , expresses its condemnation of this offense, and rebukes you. You are enjoined to be more watchful and avoid such offense in the future. We urge you to use diligently the means of grace to the end that you may be more obedient to our Lord Jesus Christ.

b. This formal rebuke shall be followed by intercessory prayer to Almighty God.

D-10.0300 Temporary Exclusion

3. a. Temporary exclusion from the exercise of ordained office or membership is a higher degree of censure for a more aggravated offense and shall be for a definite period not to exceed two years. This censure shall be pronounced in the following form:

> Whereas, you, (Name)_____, have been found guilty of the offense of_____(here insert the offense), and by this offense you have acted contrary to the Constitution of the Presbyterian Church (U.S.A.) ; now, therefore, the Presbytery (or Session) of _____, in the name and by the authority of the Presbyterian Church (U.S.A.) , does now declare you temporarily excluded from _____for a period of_____.

b. This formal declaration shall be followed by intercessory prayer to Almighty God.

c. During the period of temporary exclusion from ordained office the offender shall refrain from the exercise of any function of ordained office.

d. During the period of temporary exclusion from membership, the offender shall refrain from participating and voting in meetings and from holding or exercising any office.

D-10.0400 Effect of Temporary Exclusion of a Minister

4. If a pastor is temporarily excluded from the exercise of the office of ordained minister, the presbytery may, if no appeal from the case is pending, declare the pulpit vacant.

D-10.0500 Removal from Office or Membership

5. a. Removal from office or membership is the highest degree of censure.

(1) Removal from office is the censure by which the offender's ordination and election are set aside, and the offender is removed from all offices without removal from membership.

(2) Removal from membership is the censure by which the membership of the offender is terminated, is removed from all rolls, and the offender's ordination and election to all offices are set aside. This censure shall be pronounced in the following form:

> Whereas, you, (Name)_____, have been found guilty of the offense of_____(here insert the offense), and by this offense you have acted contrary to the Constitution of the Presbyterian Church (U.S.A.) ; now, therefore, the Presbytery (or Session) of _____, acting in the name and under the authority of the Presbyterian Church (U.S.A.), does hereby set aside and remove you from _____(here state whether removal is from all ordained and elected offices or from membership, which includes removal from all offices).

b. This formal declaration shall be followed by intercessory prayer to Almighty God.

D-10.0600 Effect on a Minister of Removal from Office

6. If a minister is removed from office without removal from membership, the presbytery shall give the minister a certificate of membership to a Christian church of the minister's choice. If the minister is a pastor, the pastoral relation is dissolved and the pulpit is vacant.

D-10.0700 Notice of Temporary Exclusion or Removal

7. When the censure of temporary exclusion or removal has been pronounced with respect to a minister, the stated clerk of that presbytery shall immediately send the information of the action taken to the Stated Clerk of the General Assembly, who shall make a quarterly report of all such information to every presbytery of the church.

D-11.0000

CHAPTER XI. TERMINATION OF CENSURE AND RESTORATION

D-11.0100 Termination of Censure, of Rebuke, and Temporary Exclusion

1. a. The censure of rebuke terminates when imposed and the offender is in good and regular standing in relationship to the church.

b. The censure of temporary exclusion terminates upon the expiration of the period pronounced and the offender is then in good and regular standing in relationship to the church.

D-11.0200 Authority of Governing Body

2. a. Persons under the censure of temporary exclusion from the exercise of ordained office or from membership may be restored prior to the expiration of the period fixed in the censure by the governing body which imposed the censure, or by a coordinate governing body, after securing the consent of the former governing body.

b. Persons under the censure of removal from office or from membership may be restored by the governing body which imposed the censure, or by a coordinate governing body, after securing the consent of the former governing body.

D-11.0300 Application

3. A person desiring to be restored by a governing body shall apply in writing to its clerk or stated clerk with an expression of repentance.

D-11.0400 Action of Governing Body

4. a. When the applicant requests restoration after temporary exclusion from the exercise of ordained office or from membership prior to the period fixed by censure, the governing body may restore that person whenever fully satisfied that the action is justified.

b. When the applicant requests restoration after removal from office or from membership by censure, the governing body may restore that person whenever fully satisfied that the action is justified and the person makes a reaffirmation of faith or is reordained.

D-11.0500 Form of Restoration to Office After Removal

5. a. The restoration of a minister, elder, or deacon shall be announced by the moderator in the following form:

Whereas, you, (Name)_____, have manifested such repentance as satisfies the church, the Presbytery of _____(or Session of this church), does now restore you to the office of _____and authorize you to perform the functions of that office in accordance with the Constitution of this church by this act of ordination.

b. Thereafter, the act of ordination shall take place and the name shall be restored to the appropriate roll.

D-11.0600 Form of Restoration to Membership after Removal

6. a. The restoration to membership shall be announced by the moderator in a meeting of the governing body in the following form:

Whereas, you, (Name)_____, have manifested such repentance as satisfies the church, the Presbytery (or Session) of _____, does now restore you to full membership in the church by this act of reaffirmation.

b. Thereafter, the act of reaffirmation shall take place and the name of the person shall be restored to the appropriate roll or a certificate of membership shall be issued to a Christian church of that person's choice.

c. If the the member is also to be restored to an ordained office, the procedure prescribed in D-11.0500 shall be followed.

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CHAPTER XII. REFERENCE

D-12.0000

D-12.0100 Definition

1. A reference is a request in writing, made by a session or a permanent judicial commission of a presbytery or synod to the permanent judicial commission of the next higher governing body, for hearing or trial and decision in a remedial or disciplinary case not yet decided. Generally, however, it is more conducive to orderly judicial process for each governing body to fulfill its duty by exercising its own judgment.

D-12.0200 Proper Subject

2. A proper subject of reference is either a remedial or disciplinary case involving matters or questions which are new, important, difficult, or of peculiar delicacy, or the decision of which may establish principles or precedents of extensive influence, or on which, for any reason, it is desirable or necessary that a higher governing body should decide the matter or question.

D-12.0300 Duty of Lower Governing Body

3. With its written request for reference to a higher governing body, the lower governing body shall transmit the whole record of proceedings in the case and shall take no further action thereon. If the reference is accepted, all proceedings, including the hearing or trial, shall thereafter be held in the higher governing body.

D-12.0400 Duty of Higher Governing Body

4. a. Upon receipt of a request for reference, the stated clerk of the higher governing body shall transmit the request to the permanent judicial commission for a decision whether or not to accept the case.

b. If the permanent judicial commission decides to accept the reference, it shall proceed to hearing or trial and decision.

c. The permanent judicial commission may refuse to accept the case for reference and return it to the lower governing body, stating its reasons for refusal.

d. The lower judicatory shall then conduct the hearing or trial and decision as provided in D-8.0000.

CHAPTER XIII. APPEALS

D-13.0000

D-13.0100 Definition

1. a. An appeal is the transfer to the next higher governing body of a remedial or disciplinary case, in which judgment has been rendered in a lower governing body, for the purpose of obtaining a review of the proceedings and judgment to correct, modify, vacate, or reverse the proceedings and judgment.

b. An appeal may be initiated only by one or more of the original parties in a remedial case or by the accused in a disciplinary case and is accomplished by the filing of written notice of appeal.

c. Filing of the written notice of appeal suspends the jurisdiction of the governing body from which the appeal has been taken.

D-13.0200 Withdrawal of Appeal

2. An appeal may be withdrawn at any time after filing of the written notice of appeal unless, in the opinion of the appellate governing body, the withdrawal would defeat the ends of justice.

D-13.0300 Grounds of Appeal

3. The grounds of appeal may include, but are not limited to, the following:

a. Irregularity in the proceedings;

b. Refusing a party reasonable opportunity to be heard or to obtain or present evidence;

c. Receiving improper, or declining to receive proper, evidence or testimony;

d. Hastening to a decision before the evidence or testimony is fully received;

e. Manifestation of prejudice in the conduct of the case;

f. Mistake or injustice in the decision;

g. Undue severity of censure.

D-13.0400 Time for Filing Written Notice of Appeal

4. Written notice of appeal shall be filed with the clerk or stated clerk or, in the case of death, absence, or disability of the clerk or stated clerk, with the moderator of the lower governing body from whose judgment the appeal is taken or which appointed the permanent judicial commission that rendered the judgment, within thirty days after a copy of the judgment has been delivered by certified or registered mail or personal service to the party appealing. The party appealing shall furnish each of the other parties a copy of the notice of appeal.

D-13.0500 Content of Written Notice

5. The written notice of appeal shall state and include:

a. The name of the party or parties filing the appeal, called the appellant or appellants;

b. The name of the other party or parties, called the appellee or appellees;

c. The governing body from whose judgment the appeal is taken;

d. The judgment or decision, and date and place thereof, from which the appeal is taken;

e. A certification that a copy of the notice of appeal was furnished to or served upon each of the other parties and their counsel and the stated clerk of the higher governing body by certified or registered mail or by personal delivery or service.

D-13.0600 Effect of Appeal

6. a. In a disciplinary case, the notice of appeal, if properly and timely filed, shall suspend all further proceedings, except that, in the case of temporary exclusion from exercise of ordained office or membership or removal from office or membership, the person against whom the judgment has been pronounced shall refrain from the exercise of office or from participating and voting in meetings, as the case may be, until the appeal is finally decided.

b. In a remedial case, the notice of appeal shall not suspend or stay further proceedings unless a stay of enforcement has been obtained in accordance with the provisions of D-6.1300.

D-13.0700 Record on Appeal

7. a. Within thirty days after the receipt of a written notice of appeal, the clerk or stated clerk of the lower governing body shall designate in writing to the parties all records, proceedings, evidence, documents, and papers received from the session or permanent judicial commission to be filed with the stated clerk of the higher governing body.

b. Within ten days thereafter, any party may designate in writing to the clerk or stated clerk of the lower governing body additional records, proceedings, evidence, documents, and papers, including the verbatim transcript, to be included in the record.

c. Within ten days after the last designation, the clerk or stated clerk of the lower governing body shall assemble all designated records, proceedings, evidence, documents, and papers pertaining to the case, or authenticated copies thereof, and file them with the stated clerk of the higher governing body. The papers so filed shall constitute the record on appeal.

d. The clerk or stated clerk of the lower governing body shall notify the parties of the date of filing the record on appeal with the stated clerk of the higher governing body.

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e. Upon written request, the stated clerk of the higher governing body shall furnish any party to the appeal, at the cost of that party, a copy of the record on appeal.

f. For good cause shown, the stated clerk of the higher governing body may extend the time limits set in this section for a reasonable time.

D-13.0800 Filing of Appellant's Brief

8. a. Within thirty days after the date of the filing of the record on appeal, the appellant shall file with the stated clerk of the higher governing body a written brief containing specifications of the errors alleged and arguments, reasons, and citations of authorities in support of the appellant's contentions as to the alleged errors specified.

b. The brief shall be accompanied by a certification that a copy has been furnished to the other party.

c. Failure of appellant to file a brief within the time allowed, without good cause, shall be deemed by the permanent judicial commission an abandonment of the appeal.

d. For good cause shown, the stated clerk of the higher governing body may extend the time limit set in this section for a reasonable time.

D-13.0900 Filing of Appellee's Brief

9. a. Within thirty days after the filing of appellant's brief, the appellee shall file a written brief responding thereto.

b. The brief shall be accompanied by a certification that a copy has been furnished to the other party.

c. Failure by appellee to file a brief, without good cause, shall constitute waiver of the rights to file a brief, to appear, and to be heard.

d. For good cause shown, the stated clerk of the higher governing body may extend the time limit set in this section for a reasonable time.

D-13.1000 Transmittal to Permanent Judicial Commission

10. Upon filing the record and the briefs, or upon the expiration of the time for filing them, the stated clerk of the higher governing body shall transmit the records and brief to the clerk of the permanent judicial commission.

D-13.1100 Notice of Hearing on Appeal

11. The moderator or clerk of the permanent judicial commission shall notify the parties of the date when they may appear in person or by counsel before the permanent judicial commission to present the appeal. To the extent that they may apply to an appeal, the pretrial provisions of D-6.1200 for remedial cases may be invoked by the permanent judicial commission in the interest of expediting the work of the commission. Failure of a party to appear in person or by counsel shall constitute a waiver of participation in the hearing on appeal.

D-13.1200
Hearing on
Appeal

12. At the hearing the permanent judicial commission shall:

a. Determine whether it has jurisdiction, whether the appellant has standing to appeal, whether the appeal papers were properly and timely filed, and whether the appeal is in order. If not, the appeal shall be dismissed;

b. If the appeal is found in order, read, review, or examine the notice of appeal, the record on appeal, and the briefs of the parties, including the specifications of error;

c. Determine whether to receive newly discovered evidence, under the provisions of D-9.1500, and if so determined, to receive the evidence;

d. Give opportunity to be heard to any parties who have not waived that right, the appellant having the right of opening and closing the argument.

D-13.1300
Decision of
Permanent
Judicial
Commission

13. a. After the hearing and after deliberation, the permanent judicial commission shall vote separately on each specification of error alleged, the question being in the form:

Shall the specification of error be sustained?

b. If no one of the specifications is sustained, and no other error is found, the judgment of the lower governing body shall be affirmed.

c. If one or more errors are found, the permanent judicial commission shall determine whether the judgment of the lower governing body shall be set aside, reversed, or modified, or the case remanded for a new trial.

d. The decision ordinarily shall include a recital of the determination as to each error specified, and state the remedy as provided in D-8.1400. In the case of a complaint that is clearly answered by the decision on one specification of error, or where the complaint contains surplus and prolix specifications, the permanent judicial commission may prepare its decision in a manner that will dispose of all substantive questions without redundancy. It may include an explanatory minute.

D-13.1400
Effect of
Reversal on
Appeal in
Disciplinary
Case

14. a. When a permanent judicial commission in an appeal in a disciplinary case reverses a judgment of "guilty," it is in effect an acquittal, and the defendant is automatically restored to good and regular standing in the church. This declaration shall be made in the lower governing body.

b. When a censure of removal is reduced on appeal to a censure of temporary exclusion, the defendant is automatically restored upon the expiration of the period of temporary

THE DIRECTORY FOR THE SERVICE OF GOD

DIRECTORY FOR THE SERVICE OF GOD[1]

CHAPTER I. IN THE SERVICE OF GOD S-1.0000

God binds together as a family those who have been called through faith in Jesus Christ. This body of believers is the church, whose life is sustained by the power of the Holy Spirit and is lived out in the service of God.

Responding to God's sovereign love, Christians acknowledge their own sin and the power and grace of God in overcoming sin by the gift of Jesus Christ, and offer their lives in thankful devotion to God's service.

Service Through Worship

Christian worship is a part of that service. Worship depends upon and is a response to the presence of God, the Creator, Redeemer, and Comforter, and to what God has done for the salvation of all who believe. Christians affirm God's presence and saving activity by acts of adoration, confession, thanksgiving, supplication, intercession, and communion with the saints.

While Christians worship God as individuals, as families, and always as members of the body of Christ, they especially worship God when they assemble for common public worship in the community of faith where they share a common life of faith and hope, of love and commitment.

Service To Others

This service to God also becomes service to others as believers act as God's agents of reconciliation, declaring in deeds and words the wonderful works of the One who calls people out of darkness into marvelous light and who reaches out in grace to pardon, redeem, and reconcile undeserving humanity through Jesus Christ. Thus the ministry of the church to others is service to God, a response to grace, done in obedience to the will of God made known in Scripture. In this ministry to others on God's behalf, the church seeks to be an instrument of God in the fulfillment of divine purposes in society and in history.

Through this service believers participate in the ministry of Jesus Christ, God's work of revelation and of reconciliation. The ministry of the church is one with the

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[1] The following abbreviations are used throughout:

G - Form of Government

D - Rules of Discipline

S - Directory for the Service of God

ministry of its Lord, who is Head of the church and calls it to be the body of Christ. The church universal, the church particular, and the members of the church are called to follow Christ and to minister to others in witness to the Word of God and in deeds of love and mercy. To be in Christ involves participation in the body of Christ, both to build its inner life and to extend its service to the world, to the end that every knee shall bow and every tongue confess that Jesus Christ is Lord.

CHAPTER II. THE SERVICE OF GOD IN WORSHIP S-2.0000

1. Worship S-2.0100

In worship the initiative lies with God, as it does in all of God's dealings with people. Thus it is God who creates, seeks, pardons, and empowers; and so likewise it is God who draws people into the divine presence, that they may serve God. In worship God makes known among people the holy love in Jesus Christ, the claim upon their lives, the abiding presence with them, and the eternal concern for all creation, in order that they may be one in Jesus Christ unto the day of Christ's appearing.

Worship

Christian worship, then, is the action of the community of faith corporately responding to God's mighty act of redemption in Jesus Christ. In worship the Christian gospel in its fullness and simplicity is to be expressed. The sufficiency of God's grace, the helplessness of people when left to their own resources, and God's unlimited capacity to conquer the power and guilt of their sin and to make them new creatures in Jesus Christ should be set forth. Thus, God's redemption of humanity is declared in Scripture, sermon, and Sacrament. Corporately and individually, Christians are to respond in gratitude to the acts of God, to live in obedience to God's commandments, and to express loving concern for all people by caring for their needs and sharing with them the deeds of God on their behalf.

2. The Lord's Day S-2.0200

The Lord's Day

It is possible for Christians to worship God at any time, for all time has been redeemed by God. However, from the days of the apostles, Christians have observed the first day of the week as the Lord's Day, because on that day the Lord Jesus Christ was raised from the dead. Sunday is a day for remembering and affirming Christ's resurrection, and the public service of the community of faith is a witness to God's continuing power over sin and death.

Since God has apoointed one day in seven to be kept holy to the Lord, Christians should abstain from all unnecessary labor and from recreation that violates or interferes with the character of the day. In the observance of the Lord's Day, believers are to be guided by the Word of God as illumined by the Holy Spirit and as interpreted by the standards of the church.

It is possible for Christians to worship in any place, for God is not confined to temples made with human hands. Christians also worship God in places set apart particularly

to that end and in doing so, they do not make the rest of creation less sacred or the places of worship more holy. By using every gift of creation in God's service and to God's glory, they demonstrate more clearly in one place what is true in all places, that God is Lord of all creation.

It is the privilege and obligation of all the people of God on the Lord's Day to participate in the public and corporate worship of God. The church should make special provision for the worship and spiritual welfare of those whose situation prevents their participation in the regular services of the Lord's Day. No one shall be excluded from participation or leadership in public worship in the Lord's house on the grounds of race, color, class, age, sex, or disability.

S-2.0300

3. Preparation for Worship

Preparation

The worship of God requires preparation by prayer, meditation, study of the Bible, and physical rest, so that body and mind may be alert to the privileges and responsibilities of the Lord's Day. Church members are urged to pray for the minister and to ask God's blessing on the congregation.

In response to the call of God, the people are to assemble at the appointed time and unite with one heart in all parts of public worship.

Since the gathered community of believers represents the family of God, it is also appropriate for family members, especially including the children, to be with one another in worship.

S-2.0400

4. The Ordering of Worship

For the right ordering of corporate worship the church is obliged to remember both that people are to stand fast in the liberty with which Christ has set them free and that all things are to be done decently and in order. Public worship need not follow prescribed forms. However, careless public worship may be both an offense to God and a stumbling block to the people.

Responsibility for Worship

The session has the responsibility for the sequence and the proportion of various parts of public worship. However, both the pastor and the elders should be mindful of scriptural guidance for worship, of the heritage of the Presbyterian Church, of the needs and particular circumstances of the congregation, as well as of the provisions of this Directory for the Service of God. The ordering of public worship shall maintain fidelity to the Scriptures and the practices of the New Testament Church, taking account of and utilizing the historical experiences of the universal church that continue to be relevant and that are consistent with a right demonstration of the gospel.

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Participation

The service of worship is to be ordered so that all participate. Worshipers should not be mere spectators, but participants who, together with the minister, are engaged in a joint ministry of service to God through corporate worship. Consequently, it is appropriate for members of the congregation to assist in the conduct of worship. Their participation bears witness that leadership in public worship is delegated as a principle of order by the church and that leadership in worship is not the exclusive privilege of those set apart by ordination.

The Liturgical Year

Although the fullness of the gospel should be expressed in every service of worship, there are some seasons that are appropriate for special observance in the public worship of God. These are: the season of Advent, when the church remembers the coming of Christ and looks forward to the second coming; Christmas, when the incarnation is celebrated in the festival of the birth of Christ; the season of Epiphany, when God's manifestation to all of humanity is commemorated; the season of Lent, culminating in Holy Week, when the church, in joy, sorrow, and repentance, proclaims, remembers, and responds to the atoning death of Christ; Easter, when the resurrection of Christ from the dead is celebrated; Ascension, when the church affirms that Jesus Christ is Lord of all times and of all places; Pentecost, when Christians rejoice in the gift of the Holy Spirit to the church; and Trinity, when the church affirms the fullness and unity of God as creator, redeemer, and comforter.

Additional days and seasons may be celebrated that are observed by other parts of the universal church, provided that their basis and celebration are kept in conformity with the Reformed faith. The session also may determine days to be celebrated that recall the heritage of the church, proclaim its mission, and forward its work, or recognize the civic responsibilities of the people.

5. The Scripture

S-2.0500

Scripture as the Word of God is a source of the creative and redemptive power of God which draws humanity into relationship with God. Jesus Christ is supremely the Word of God who became flesh and dwelt among people, full of grace and truth. All the various acts of worship receive their significance as they relate to what God has done, is doing, and will do in Jesus Christ. In worship, therefore, it is essential for believers to hear the Scriptures in order that they may hear and obey Christ.

Reading of Scripture

The reading of Scripture should be done by the minister or some other person properly invited. Preceding the reading of the Scripture the reader may pray that the Holy Spirit, who empowered those who wrote the words of Scripture, also will empower those present to hear [illegible]

BOOK 307 PAGE 315

As the Scripture is read and heard, it not only recounts God's gracious love for humanity but is a means by which God communicates and conveys gracious love to reader and hearer. Thus the written Word points to the incarnate Word, and shows forth the presence of Jesus Christ in redemptive power.

Breadth of Readings

The minister shall have discretion in the choice and length of the passages of Scripture read. In making these selections the minister should exercise care, so that over a period of time the people shall hear the full message of Scripture. It is appropriate that there be reading from Old and New Testaments, that all present may understand the Old Testament as the preparation for the New, and the New Testament as the fulfillment of the Old, so that the unity and completeness of God's revelation may continually be set forth in the midst of the people. It is appropriate also that the readings follow, with such latitude as may be proper in varying situations, a set order or lectionary designed to assure that the fullness of God's Word is declared.

S-2.0600

6. Preaching and Hearing

To signify the close relationship between the written and preached Word, it is appropriate that the sermon, based on one of the lessons, follow upon the reading of Scripture.

Preaching the Word

The preaching of the Word is for the salvation of persons. Ministers should be faithful in preaching and prove themselves workers who need not be ashamed, rightly interpreting the Word of truth. As the instrument through whom the Word of God incarnate in Jesus Christ may be heard in the life of the church and in the lives of all present, the preacher is called upon to relate the eternal gospel of the living God as set forth in Scripture to the life of the particular congregation and the lives of the various individuals.

The Word as preached is not only based upon the written Word but is properly and regularly an exposition of Scripture. Through the sermon God uses the words of humans to comfort believers with the saving Word, who is Jesus Christ. The preaching of the Word is that act of worship through which Jesus Christ is manifested anew to the people of God both in the promises the gospel offers them and in the demands it lays upon them.

Hearing the Word

The worshipers also have a duty in preaching, because preaching calls for hearing as well as speaking. In order for preaching to become a means whereby God reconciles people, unites them more firmly in the body of Christ, builds them up in faith, and guides them in the Christian life, it must be rightly heard. Thus, each member of the community of faith has a responsibility in worship to pray for ears to hear and a heart to understand, that each might receive God's revelation. As the

preacher has obligations in sermon preparation, so the hearer must also prepare to listen responsibly.

Because of the significant place of preaching in the life of believers, no person shall be permitted to preach in any church except by invitation from both minister and session, unless sent by presbytery. When there is no minister, the invitation of the session alone is adequate.

7. Music

S-2.0700

Songs of Worship

One way that people may give God glory is in corporate singing. The hymns, psalms, and spiritual songs are the prayers and praises of the entire congregation, and thus all present should participate as the true choir. The congregation should be informed as to the content of the songs of worship so that they may be sung with understanding.

Choir

All music in worship should serve the purposes of worship and should represent the best that Christians have to offer God. Where there is a choir it is auxiliary to the congregation, and its members should be drawn as far as practicable from the community of faith. When the choir sings it is not performing for the worshipers but is representing them before God, even as the minister may represent them when praying. A primary function of an auxiliary choir is to act as a part of the congregation, offering its special gifts to God so that the full congregation may sing more faithfully and share more fully in the service.

Director, Minister, and Session

Where there is a choir director or other musical leader who may bring to the task special gifts of competence and training, that person will consult with the pastor who, representing the session, is responsible for the direction and leading of the service. Hymns and other music should center upon God and not upon the worshiper. It is appropriate that the language for worship be meaningful and that the singing of praise be in celebrative language that is understood and commonly used by the community of believers. Hymns should include both old and new songs of praise and offer a latitude of selections, so that all may find an acceptable means of expressing glory to God through singing. Choir and musical instruments are aids to and not substitutes for the participation of the congregation. The session shall have responsibility for the choir and the persons leading music, and it shall seek to have the entire congregation participate fully in worship.

As the people have come to praise God, it is appropriate that they depart with the singing of a psalm or hymn fitting for the occasion.

S-2.0800

Public Prayer

8. Prayer

At appropriate times in the service all present are to pray together. Certain prayers, particularly those offered by all the people, may be drawn from Scripture and the liturgical heritage of the universal church and made the people's own. The leader of prayer may bid the people pray in litanies, in responses, and in silent prayer. At the conclusion of prayer spoken only by the leader, the people's response is a spoken "Amen," which is an affirmation that the prayers are their own to which they give common assent before God.

Minister's Responsibility

It is the duty of the minister to become prepared and qualified for leading the congregation in public prayer. The minister by a life of communion with God, by a thorough acquaintance with the Holy Scriptures, by the study of the best writers on prayer, and by meditation, should endeavor to acquire the gift of prayer. Moreover, when offering prayer in public worship, the minister should compose his or her spirit and so order thoughts that this privilege may be performed with dignity and relevancy, and with profit to the worshipers. The worshipers are to participate fully in the prayers even when such participation is limited to silent assent.

Elements of Prayer

The prayers of God's people in public worship, in addition to the Lord's Prayer, should embrace the elements of adoration, confession, thanksgiving, supplication, intercession, and communion with the saints. In adoration the people are to adore the glory and perfection of God as they are made known in God's works of creation and providence, in the clear and full revelation God has made in Jesus Christ, and in the work of the Holy Spirit. In confession of sin it is appropriate that such confession be made by all the people together and that occasion be provided within the prayer for confession of both individual and corporate sin. The people are humbly to acknowledge their sinfulness in nature and in act and their sins both of omission and of commission, with a deep sense of the evil of all sin committed against God, neighbors, and themselves. God's people dare to approach God with such confession and repentance, asking for forgiveness and the gift of newness of life, making ready to receive by faith that which they have asked, because God is holy and redeeming love, who in Jesus Christ has condemned sin by conquering its power. Following the confession of sin, a declaration shall be made to the people of the assurance of their forgiveness in Christ. This declaration is not to be made in words that seek to procure forgiveness but rather in words that strongly affirm the reality of the divine mercy proclaimed in Holy Scripture and assured through Jesus Christ to all who come in penitence and faith. Following such assurance of [illegible] it is fitting that there be some expression of gratitude [illegible] either said or sung. In thanksgiving [illegible] for all God's

mercies, general and particular, spiritual and temporal; above all, for Christ Jesus, Savior and Lord, and for the life eternal which is in Christ. In supplication the people are to ask earnestly through Jesus Christ for the outpouring of the Holy Spirit, for peace with God accompanied by all the fruits of that peace, for abundant supplies of the grace necessary to enable them to be obedient to God, for support and comfort under trials, and for needed temporal blessings. In intercession the people are to offer petition on behalf of others; for the visible Kingdom of Christ, the church universal; for the interest and welfare of human society; and for all to whom God has given civil authority. In communion with the saints the people are to remember with gratitude before God those faithful servants of times past who ran with patience the race set before them and who left us a goodly heritage. The people are to be reminded to be faithful as they were, and to anticipate with joy that day when Jesus will come again and join together in the holy catholic church believers of all ages.

9. Offerings

S-2.0900

The Holy Scripture teaches that God is the owner of all persons and all things, and that people are but stewards of life and possessions; that God's ownership and their stewardship should be acknowledged; that this acknowledgment should take the form, in part, of giving a worthy proportion of their income to the church of Jesus Christ, of giving themselves in dedication to God, of giving service to others in God's behalf, thus worshiping the Lord with all they have and are. Furthermore, all not given more directly to God should be used as a Christian testimony to God and to the world.

Gifts

During the service the people should offer their gifts to God in response to God's great gift to them, and a time should be appointed in the order of public worship for the reception of such gifts with appropriate prayer.

Selves

The people should have an opportunity to give themselves to the Lord. An invitation may be given for individuals to respond to the gospel by making renewed vows of obedience to Christ and the church or by making a profession of faith in Christ.

Service

During the worship service the people should be given an opportunity to give themselves to the Lord through service to others. This may include times of special commitment to various forms of service in Christian ministry through the church. It may also include the announcements which are designed to acquaint the people with the common life and ministry of the congregation and with the whole mission of the church universal. For that reason, announcements may have a special place in public worship, but they should not be trifling, irrelevant, or [illegible]

S-3.0000

CHAPTER III. THE SACRAMENTS

S-3.0100

1. In General

Instituted by Christ

As in the written and preached Word, so in the Sacraments, Jesus Christ is present with believers. In the Sacraments, instituted by Christ, the Church commemorates the redemptive acts by which believers are united to Jesus Christ and made one. These Sacraments, instituted in water and in bread and wine, are to be received in faith as the exhibiting and offering of the saving grace of Jesus Christ. Although for the sake of order the Sacraments ordinarily are to be administered only by those duly ordained to the ministry of Word and Sacraments, it should be recognized that such ministers act not in their own right but on behalf of Christ and the church. The Sacraments are an essential part of the public ministry of the church, in which all Christians are expected to participate. However, salvation is not limited to those who have received them.

Baptism and the Lord's Supper, the two Sacraments instituted by Christ, are part of the full expression of the Word of God. Public worship includes the written and the preached Word, and the visible Word of the Sacraments. Both Sacraments point to the incarnate Word and declare that Jesus Christ is present.

S-3.0200

2. Baptism

Some Meanings

Baptism, as ordained by Christ, is the Word made visible. It sets forth the grace of God in Jesus Christ and affirms that believers and their children are heirs of the covenant of grace. It is a consecration to the new life in Christ, which means faithful service, obedience, and participation in the joy and victory of the resurrection. Baptism is both God's act and the people's response. In it God proclaims again the gospel and reassures the community of faith of the judging, forgiving, and redeeming love in Christ. By the work of the Holy Spirit God marks as adopted children those who are baptized, enabling them to accept forgiveness through repentance, to affirm their new identity as members of Christ's body, and to show themselves to be the Lord's in ministry to others.

A Person's Response

The Sacrament is a means of testifying to and receiving the reality of God's grace, and also a means by which all faithful members of the church show forth publicly their own faith and trust in God. It heralds a new beginning of participation in the ministry of Christ for all who are baptized. Such participation initiated in Baptism then becomes an ever-expanding process, setting Christians on a journey which lasts the whole course of their lives. As the baptism of Jesus anticipated the whole course of his obedience, so the meaning of one's own baptism

becomes apparent only through the subsequent course of one's life as one practices what it means to be the Lord's in changing situations and in new relationships.

Administered Once

Baptism is a sign that we are a part of the community of the universal church. Thus, no single tradition of the baptismal form can exhaust the great variety and depth of the meaning of Baptism. Since Baptism signals our membership in the universal church and since its reality does not depend upon the tradition or form in which it was administered, it shall be administered only once to each person. A congregation is enriched by the administration of Baptism both to infants and to consenting believers upon public confession of faith. These complementary emphases of both practices exhibit the meaning of Baptism more fully and with less misunderstanding than if either is exclusively observed.

Time and Place

Baptism is an act of the whole church and a sign of entrance into it. Therefore, it regularly should be administered in the presence of the worshiping congregation. Since the Sacrament cannot be separated from the Word, it ordinarily is administered at a service at which the written Word has been expounded, setting forth the promises and benefits the Sacrament proclaims. All those present are to recall their dependence on God's grace and the common need in which they all stand, praying that God will fulfill the promises sealed to the persons being baptized, that they will be enabled to walk in newness of life, exercise the gifts of the Spirit, and be drawn closer to one another through their common acknowledgment of the need in which they stand. However, if in the judgment of the minister, circumstances justify the administration of the Sacrament apart from public worship, the congregation should be represented by at least one member of the session in addition to the minister, thereby manifesting the communal nature of Baptism. In such event, the minister shall remind all present that the Sacrament is not administered as an emergency measure to ensure salvation, but is a means of showing forth the redemptive power of the Word of God in Jesus Christ.

3. Baptism of Infants

S-3.0300

Its Meaning

Christian parents have the right to present their infant children for baptism as a sign and seal of God's promise to them as heirs of the covenant. In presenting a child for baptism parents affirm in public their duty to bring up the child to love and serve God. The congregation, too, promises to surround the child with their love and concern in Christ, that the child may continue in the community of the church, confess Jesus Christ as Savior and Lord, and live in God's eternal Kingdom.

Who May Present Children

a. The parents or those persons rightly exercising parental authority, if members of the congregation, may present infants for baptism. The session may grant permission to Christian parents or guardians who are not members of the congregation to present infants for baptism provided they are members in good standing in some other congregation of believers. In order to ensure accurate record-keeping and to encourage proper pastoral oversight and care, the session shall notify the governing body of the congregation in which the parents or guardians hold membership that the Sacrament has been administered. The session ordinarily shall take appropriate action to authorize and approve the baptism of children.

Prior Instruction

b. Ordinarily, the session shall instruct and discuss with the parents, guardian, or others exercising parental responsibility, acquainting them with the significance of what God is doing in this act and with the responsibility it lays upon them. They should be instructed that baptism of infants is not to be practiced out of fear for the condition of the soul of an unbaptized child, that the aim and goal of baptism includes the personal confession of faith and commitment to be the Lord's, and that baptism of infants places special responsibilities on parents and congregations for education and witness in the life of the church.

The Service

c. Baptism of infants should be preceded by appropriate words of instruction as to the institution and meaning of the Sacrament. It is fitting that the congregation and parents should confess the faith in which the child is baptized, using a proper symbol, such as the Apostles' or Nicene Creed.

Parents' Obligation

d. The parents, or the persons rightly exercising parental authority, should be reminded of their obligation for the Christian nurture of the child, including instruction in the Bible, the church's doctrine, the Christian life, and the church's mission. The minister shall propose to them the following or like questions:

> Do you reaffirm your own faith in Jesus Christ as Savior and Lord?
>
> Do you claim God's covenant promises on your child's behalf, and do you look in faith to the Lord Jesus Christ for his (her) salvation, as you do for your own?
>
> Do you now unreservedly promise, in humble reliance upon God's grace, to set before (Name) _____ an example of the new life in Christ?
>
> Do you promise to pray with and for him (her) and to bring him (her) up in the knowledge and love of God?

Other Questions

Or these questions may be used:

> Friends, in presenting your child for baptism, you announce your faith in Jesus Christ, and show that you want your child to study him, know him, love him, and serve him as a chosen disciple.
>
> Show your purpose by answering these questions.
>
> Who is your Lord and Savior?
>
> *Jesus Christ is my Lord and Savior.*
>
> Do you trust in him?
>
> *I do.*
>
> Do you intend your child to be his disciple, to obey his word and show his love?
>
> *I do.*

Congregation's Obligation

e. The congregation in some appropriate manner shall signify that it assumes responsibility along with the parents for the Christian nurture of the child. In so doing, the congregation acts on behalf of the whole church of Christ. Thus, the minister shall propose to them the following or like questions:

> Do you, the members of this congregation, in the name of the whole church of Christ, undertake with these parents the Christian nurture of this child, so that in due time she (he) may confess faith in Jesus Christ as Lord and Savior?
>
> Will you endeavor by your example and fellowship to strengthen her (his) family ties with the household of God?

Another Question

Or this question may be used:

> Our Lord Jesus Christ ordered us to teach those who are baptized. Do you, the people of the church, promise to tell this child the good news of the gospel, to help her (him) know all that Christ commands, and by your fellowship, to strengthen her (his) family ties with the household of God?
>
> *We do.*

Administration of Baptism

f. The minister shall pray for a blessing to attend this ordinance after which, calling the child by his or her full name, the minister shall say:

> (Name) _____, child of the covenant, I baptize you in the name of the Father and of the Son and of the Holy Spirit.

While saying these words, the minister shall [illegible]

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Following Baptism

g. Following baptism the minister may then charge all present to be faithful in their response to God through the Sacrament just administered. The minister shall declare that the child is a member of the household of faith and that both parents and congregation are faithfully to provide spiritual nurture for the child in the belief and confidence that God will bring the child to accept Jesus Christ as Lord and Savior. The service is to be concluded with an appropriate prayer for the child and for all the children and families of the congregation.

Continuing Duty of Session

h. At the time of baptism the child shall be recorded as a baptized member of the church, and shall be numbered among those for whom the session has responsibility. The session shall offer continuing counsel, encouragement, and aid to the families under its care, nurturing their children in the Christian faith and, at the appropriate time, receiving them as active church members. Furthermore, the session shall counsel the families under its care to prepare their baptized children for participation in the Lord's Supper. It shall advise families that baptized children who do participate in the Sacrament should do so with an understanding of the significance of the invitation to the Lord's Table and of their response in faith.

S-3.0400

4. Baptism of Believers

Definition

When persons who have not been baptized as children desire to profess their faith in Christ and become incorporated into the membership of the church as believers, they shall do so by receiving the Sacrament of Baptism.

Prior Instruction

a. Before the Sacrament is administered, such persons shall receive instruction from the session and the minister concerning the meaning of the Sacrament, the nature of the church and the Christian faith, and the privileges and responsibilities of membership in the church. Only after the session has been fully satisfied as to such persons' Christian purpose, and a profession of faith has been made, shall they be presented for baptism.

Minister's Role

b. The minister shall declare the meaning of the Sacrament and the gifts of God which it exhibits and offers to all. The minister should affirm that the water of the Sacrament symbolizes that in Christ God washes away the sin which is inseparable from the human condition, and this sign shows to whom the baptized persons now belong. It also signifies that as they die with Christ to sin they are raised with Christ to new life. God gives the baptized ones the Holy Spirit, whose life within them enables them to share the reconciling work of Christ, and finally to share with him the victory.

The Recipient's Role

c. In response to the questions in S-4.0600, persons to be baptized shall first publicly profess their faith in Jesus Christ as Lord and Savior and in God's power and readiness in Christ to forgive their sins. They shall promise in dependence on the grace of God to live as faithful members of the church.

The Congregation's Role

d. In Baptism, a congregation accepts the obligation to act as a true household and family of God made up of loving individuals with mutual concern for each other. Inasmuch as the Lord Jesus Christ ordered the members of the church to teach those who are baptized, the people of the church shall publicly promise to continue to tell the baptized persons the good news of the gospel, to help them know all that Christ commands, and to strengthen their family ties with the household of God. The minister shall propose to them the following or like question:

> Do you, the members of this congregation, and in the name of the whole church of Christ, undertake the responsibility for the continued Christian nurture of this person (these persons), promising to be an example of the new life in Christ and to pray for him (her, them) in this new life?

Administration of Baptism

e. After prayer, the minister shall baptize such persons with water alone without adding any other ceremony, declaring:

> (Name) _____, I baptize you in the name of the Father and of the Son and of the Holy Spirit.

Following prayer on their behalf, the minister shall declare that they are now admitted to the community, mission, and governance of the church and to the Sacrament of the Lord's Supper. The minister shall charge them to be faithful in their response to God and then shall dismiss them with the blessing of God.

5. The Lord's Supper

S-3.0500

Many Meanings

Whereas in the Sacrament of Baptism, God receives persons once for all into the household of faith, in the Sacrament of the Lord's Supper, God offers them continued spiritual nourishment and sustains them in the communion of the body of Christ. Christians have differing names for this holy meal, but all of these signify the one Sacrament. It is sometimes called the Lord's Supper, recalling its institution by Christ when the apostles were eating with Christ in the upper room. It is sometimes called the Breaking of Bread, a name that describes the sacramental action by which Christ is known to disciples. It is sometimes called Holy Communion, as a reminder of the communion of believers with their Lord and with one another. It is sometimes called

the Eucharist or thanksgiving, in which God's people receive with grateful joy the gifts God has prepared for them. In the sacramental action designated by all these names, the Word of God is exhibited and offered to believers.

Words of Institution

The Words of Institution set forth the Sacrament as originating in Christ's command, and make plain that those worshiping do so in obedience to God's will. Hereby they participate in the continuing history of the people of God until Christ comes again.

The participation of the entire congregation in the service, as they sing psalms and hymns, offer prayers, and receive the elements, demonstrates that God has redeemed a people and that individuals come to the Table as members of a corporate body.

The Service of Communion

The prayers and responses witnessing to the communion of saints testify that the church includes all the faithful everywhere, both in heaven and on earth, and not simply those visibly assembled. The invocation of the Holy Spirit signifies and seeks to ensure that what takes place in the Sacrament is not accomplished by human endeavor, but is done by the grace of God.

The breaking of the bread and the pouring of the wine show that Christ gave his own body to be broken and his life to be poured out on behalf of humanity, in the offering of himself on the cross. The distribution and partaking of the elements show the reality of believers' union with Christ by faith and their willingness that Christ's presence should abide in them.

The prayers of thanksgiving, the singing of psalms and hymns, and the people's offering of themselves show the response in the praise and self-giving of those who receive the Sacrament.

Let no one presume that words can exhaust the meaning of the Sacrament, but let each one search in the light of the Word of God for further truth God may reveal.

Time, Place and Frequency

a. The session shall determine how often the opportunity to partake of the Sacrament may be provided in each church. It is fitting to celebrate the Sacrament as frequently as each Lord's Day, and at least as often as quarterly. Observance should be regular enough that it is seen as a proper part of and not an addition to the worship of God.

Climax of Public Worship

Since the Sacrament is an action in which the whole church participates and is a part of the public witness of the church to the power of the Word, it is normally to be celebrated in the regular place of worship as the culmination of the public worship of God. It should not be isolated from the acts of worship which precede and follow it. Thus, it will be preceded properly by the reading and preaching of the Word, during

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which the people may prepare themselves to receive and appropriate the Word of God offered to them in the Sacrament, that the sacramental Word may be shown forth in full unity with the written and preached Word.

Special Observances

b. The session may authorize that the Sacrament be celebrated in connection with the visitation of the sick of that congregation. On such an occasion at least one member of the session, representing the congregation, shall be present in addition to the minister. A brief exposition of the Word applicable to the circumstances shall be given by the minister so that the Sacrament may be received with understanding.

The session also may authorize the celebration of the Sacrament at other times and places. Such special celebration should be understood to be a part of the public worship of the whole people of God and not a private ceremony. Thus, officers and other members of the congregation should be present along with the minister to demonstrate the communal nature of the Sacrament.

Higher governing bodies of the church also may appoint times for the celebration of the Lord's Supper, either during their sessions or in connection with some gathering of believers which is under their jurisdiction.

Preparation

c. Public notice should be given to the congregation at least one week before the celebration of this Sacrament. Either then, or on some other day prior to the administration, the people should be reminded of the nature of the Sacrament and urged to make preparation for it, that all may come in a faithful manner to this Holy Feast.

Invitation

d. The minister shall invite to partake of the Sacrament all those who are active church members or communicants in good standing in some Christian church, who trust in the Lord Jesus Christ and repent of their sins, and who covenant anew to live as followers of Christ. The invitation shall include baptized children who are being nurtured and instructed to participate with an understanding of the significance of the invitation to the Lord's Table and of their response in faith.

Participation

Participation in the Sacrament is to be understood as a privilege given to the undeserving rather than a right conferred upon the worthy. Yet, those who are unprepared, who are self-sufficient and unrepentant, should be warned not to come to the Holy Table.

The Elements of the Sacrament

e. The bread and wine should be made ready well in advance of the celebration. If available, a large piece of bread suitable for breaking and a cup and vessel for pouring the wine should be provided for the minister to use during the Words of Institution. The elements may be placed on the

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Table and properly covered, or they may be brought forward by members of the church at the appropriate moment during the service.

Setting Apart

f. As the Sacrament begins, the minister should set the elements apart by prayer and thanksgiving, which shall include remembrance of the death and resurrection of Christ, and shall ask that the Holy Spirit sanctify the Sacrament to the people's benefit.

Administration of the Sacrament

g. When the time for the administration of the Sacrament has come the minister shall show:

1. By reading the Words of Institution, either from the Gospels or from First Corinthians, that our Lord Jesus has commanded this Sacrament to be observed in the church, thereby showing the Lord's death till he comes;

2. That it is for the perpetual remembrance of the sacrifice of Jesus Christ, for the sealing of all the benefits of Christ's death and resurrection to all true believers, for their spiritual nourishment and growth and for their further dedication to the loving service which they owe to God;

3. That it is a bond and pledge of their communion with Christ and with each other, as members of Christ's body.

The minister shall take bread and break it in the view of the people, saying:

> Our Lord Jesus Christ, on the same night in which he was betrayed, having taken bread, and blessed and broken it, gave it to his disciples; as I, ministering in his name, give this bread to you; saying, "Take, eat; this is my body, which is broken for you; this do in remembrance of me." (Here the bread is to be distributed.)

Following the giving of the bread, the minister shall take the cup, pour wine into it, and say:

> After the same manner our Savior also took the cup, and having given thanks, as has been done in his name, he gave it to the disciples, saying, "This cup is the New Testament in my blood, which is shed for many, for the remission of sins: all of you drink of it." (Here the wine is to be distributed.)

Distribution

h. If the people do not gather at the Table, the elements are to be taken to them in their pews by elders. Inactive elders may be invited to serve, and when there is an insufficient number of elders available, deacons or other church members may be invited by the minister and session to serve in distributing the elements.

Personal Communion

Since believers are to act personally in their commitment to the Lord, it is proper that a part of the time occupied in the distribution of the elements should be spent by all in communion with God, confession, thanksgiving, intercession, and in renewing the believer's personal covenant with the Lord.

Conclusion of the Sacrament

i. After the distribution and partaking of the elements, the service may continue with prayers which include thanks to God for the great gifts received in the Sacrament, and prayers for the church and for communion with the saints, that all who truly are Christ's may one day join together in giving Christ all praise and honor. The congregation should sing a psalm or hymn, and be dismissed with a benediction.

Offering

j. It is appropriate, in connection with the celebration of the Lord's Supper, to receive an offering designated for some special purpose. These offerings shall be received at such times as ordered by the session.

S-4.0000

CHAPTER IV. ADMISSION TO ACTIVE MEMBERSHIP

S-4.0100

Becoming Active Members

1. In General

Persons may become active church members in the following ways: by profession of faith, reaffirmation of faith in Jesus Christ, or transfer of certificate from some other church. Thus, active church membership includes those who have made a profession of faith in Christ, who have been baptized, who have been received into membership of the church, and who are active in the church's work and worship. This Directory for the Service of God is designed to give guidance concerning the procedures and the responsibilities of the session for receiving persons into active church membership during corporate worship.

S-4.0200

Those Baptized as Infants

2. Persons Baptized as Infants

When persons baptized as infants reach an age when they are ready to participate by their own decision in the total life of the church, the session should invite, encourage, and help them prepare for this greater responsibility as active church members. The age at which young persons come to years of discretion is not precisely fixed. It is left to the prudence of the session to judge, after careful examination, the readiness of those who apply for active membership. However, parents and session should remind such persons that while they became members of the church when they were baptized as infants, it is their duty and privilege personally to profess before others their faith in Christ and to seek admission to active church membership in a particular church.

Public Profession

Since the church always should make decisions on the basis of its faith, it is desirable and necessary for a person seeking active church membership to make a personal, public profession of faith. This profession shall be made in the presence of the congregation unless there are extraordinary reasons to the contrary.

Preparation

Preparation for this public profession should be given such persons by the session. It should include suitable instruction in the faith, worship, and mission of the church. The new rule for which they are being prepared is that of participation in the worship, mission, governing, and decision-making life of the congregation.

S-4.0300

Those Not Baptized

3. Persons Not Baptized

When persons who have not been baptized apply for active membership in a church, it is appropriate for the session to offer such persons instruction and preparation for full participation in the worship, mission, governing, and decision-making

life of the congregation. The session should satisfy itself with respect to their faith, commitment, and intention of obedience to God in Jesus Christ. When fully satisfied, the session shall provide opportunity for such persons to make their profession, which shall ordinarily be done in the presence of the congregation. Following profession of faith, such persons shall be baptized in accordance with the section on the baptism of believers. (S-3.0400.)

S-4.0400

Those Reaffirming Faith

4. Persons Reaffirming Their Faith

It is sometimes the case that persons who previously made a profession of faith and became active church members and who wish to become active members in a particular church are unable to produce a certificate of transfer or other evidence of church membership. In such cases, it is appropriate for the session to offer these persons instruction and preparation for full participation in the worship, mission, governing, and decision-making life of the congregation. The session shall satisfy itself with respect to their faith, commitment, and intention of obedience to God in Jesus Christ. It shall then provide opportunity for these persons to reaffirm their faith in public as those who make a profession of their faith, except that Baptism shall be omitted.

S-4.0500

Those Received by Transfer

5. Persons Received by Transfer

Persons who have made a profession of faith and who have been received into active membership in a particular church may be received by the session upon receipt of a certificate of transfer. It is appropriate for the session to offer such persons instruction and preparation for full participation in the worship, mission, governing, and decision-making life of the congregation. The session has a duty to satisfy itself with respect to their faith, commitment, and intention of continued obedience to God in Jesus Christ. Thus, it is in order for the session to ask such persons to give before it a testimony of their experience of Christ and growth in grace. The session shall bear in mind that membership shall never be denied because of race, economic or social circumstance, or any other reason not related to profession of faith. The reception of persons by transfer shall be announced to the congregation at public worship, and the persons commended to the congregation for their Christian confidence and affection.

S-4.0600

Profession or Reaffirmation

6. Profession or Reaffirmation of Faith

At the appropriate time for a public profession of faith or for a reaffirmation of faith, the persons who have been approved by the session shall take their places in the presence

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of the congregation. The minister shall then address them, using the following or like forms:

Questions

You who are present to make a public profession (reaffirmation) of your faith are to assent to the following declarations and promises, by which you enter into a solemn covenant with Christ and the church:

a. Do you acknowledge yourselves to be sinners in the sight of God, justly deserving God's displeasure, and without hope except in God's sovereign mercy?

b. Do you believe in the Lord Jesus Christ as the Son of God and Savior of sinners, and do you receive and depend upon Christ alone for your salvation as offered in the gospel?

c. Do you now resolve and promise, in humble reliance upon the grace of the Holy Spirit, that you will endeavor to live as becomes the followers of Christ?

d. Do you promise to serve Christ in the church by supporting and participating in its service to God and its ministry to others to the best of your ability?

e. Do you submit yourselves to the government and discipline of the church and promise to further its purity and peace?

Other Questions

Or other questions may be used:

(Name) _____, who is your Lord and Savior?

Jesus Christ is my Lord and Savior.

Do you trust in him?

I do.

Do you intend to be his disciple, to obey his Word and to show his love?

I do.

Will you be a faithful member of this congregation, giving of yourself in every way, and will you seek the fellowship of the church wherever you may be?

I will.

(Name) _____, you are a disciple of Jesus Christ. He has commissioned you. Live in his love, and serve him.

Be filled with gratitude. Let the message of Christ dwell among you in all its richness. Whatever you are doing, whether you speak or act, do everything in the name of the Lord Jesus, giving thanks to God the Father through him.

Baptism

After these questions have been answered in the affirmative, Baptism may be administered to those professing faith in accordance with S-3.0400e. After appropriate prayer, the minister may declare:

Inasmuch as you have made a profession (reaffirmation) of your faith, have received the Sacrament of Baptism, and have by the session been approved for active church membership, I declare you entitled to all the privileges of this congregation and the church universal, and that you have all the duties and responsibilities incumbent upon those who profess Christ and seek to worship God by service to God and ministry to others.

Congregation's Role

A brief charge as to the importance of the solemn obligations assumed may be given to the new members and to the congregation, or this question may be asked of the congregation:

(For those professing their faith)

Our Lord Jesus Christ ordered us to teach those who are baptized. Do you, the people of the church, promise to tell this new disciple the good news of the gospel, to help him (her) know all that Christ commands, and by your fellowship, to strengthen his (her) family ties with the household of God?

We do.

(For those reaffirming their faith)

Do you, the members of this congregation, welcome this disciple who has reaffirmed his (her) faith in Jesus Christ, and promise by your fellowship to strengthen his (her) ties with the household of God?

We do.

The whole may be concluded with a benediction.

S-5.0000

CHAPTER V. THE SERVICE OF GOD IN OTHER ASSEMBLIES

S-5.0100
On Weekdays

1. Public Worship on Weekdays

Public worship should not be bound by the limitations of time. Although the special time of corporate worship is on the Lord's Day in order to commemorate Christ's resurrection, the session may designate other times during the week for the assembly of the people for corporate worship. Such assemblies may be held at a regular stated time or on special occasions for the celebration of the church's witness to the gospel.

As on the Lord's Day, God should be worshiped through music and singing, prayer, and the hearing of the Word. The order of worship may emphasize specific concerns of the church such as intercessions for people in need, crisis situations, evangelization, stewardship, and celebrations.

S-5.0200
Fasting and Thanksgiving

2. Fasting and Thanksgiving

It is proper and scriptural that the church and also individual Christians observe days of fasting and thanksgiving. Christ set the example, when after baptism and before public ministry, he fasted in the wilderness. Following Christ's example, Christians may practice spiritual and physical discipline and by self-denial and restraint give of themselves to those in need.

It should be left to the judgment and discretion of every individual Christian and family to determine when it is proper to observe a private fast or thanksgiving; and to any of the governing bodies of the church to make the determination for their area of jurisdiction.

There may be corporate worship upon all days of public fasting and thanksgiving. The order of worship should be adapted to the occasion. On days of thanksgiving when there is corporate worship, the Sacrament of the Lord's Supper should be celebrated as the supreme expression of Christian thanksgiving in worship.

S-5.0300
Personal and Family Worship

3. Individual and Family Worship

Each person and every family should practice the discipline and privilege of worshiping God on a daily basis. Individuals should spend some time in prayer, reading the Scripture, meditation, and serious self-examination. Family worship should consist of prayer, reading the Scripture, and singing God's praise.

The individual's and the family's experience of worship should be thought of as a part of the worship of the church, the

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family of God. Christian worship is never a purely private affair. It is always part of the corporate expression of the church, the body of Christ.

S-5.0400
In the Sight of God

4. The Christian Service of Marriage

God has ordained that a man and a woman may enter together into marriage, pledging their love and promising fidelity each to the other, as long as both shall live.

As Jesus Christ has blessed this relationship, and it has been declared holy throughout the life of the church, those who pledge themselves each to the other in the sight of God are promised God's help as they enter into the joys and duties of life together.

Humanly speaking, marriage is a civil contract among a man, a woman, and the state. When a marriage is performed in the context of Christian worship, the proclamation of the gospel of reconciliation in Jesus Christ is a promise of blessing to the marriage. As the man and woman respond affirmatively to this proclamation, their marriage is in the Lord. This applies equally to first marriage, to marriage after the death of a spouse, and to marriage after being divorced.

Instruction

Any minister asked to marry a man and a woman shall participate with them in instruction and discussion of the privileges and obligations they will assume in Christian marriage. The church bears responsibility for providing education and counsel in preparation for marriage.

It is fitting that the minister remind the couple of the meaning of Christian Baptism, for themselves and their families. It will be expected that at least one of the partners is a professing Christian, and that ordinarily both of them will share a common faith. The minister may take this opportunity to instruct the man and the woman on the relationship between Christian faith and marriage.

The state has the authority to dissolve marriage. Recognizing the action of the state as an accomplished fact, the church's responsibility for education and counsel before marriage also extends to any special problems involved in marriage after divorce. Such problems include the competence of persons to enter into and sustain a new marital or familial relationship and to meet obligations to persons involved in a former marriage.

Minister Must Decide

If the minister is convinced that Christian commitment and responsibility are lacking, and the marriage is not one which offers promise of being blessed by God, the minister shall not perform the ceremony. In order to fulfill the corporate responsibilities of the church to divorced persons seeking marriage, a pastor asked to officiate may seek, for advice

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only, the review and counsel of presbytery or its designated representative in determining the readiness of the man and woman for marriage.

In addition, before any man and woman are joined in marriage, they shall fulfill all the lawful requirements of the state in which the marriage is to be performed. They shall be in such health of body and soundness of mind as in the judgment of the minister will enable them to live responsibly within the bonds of marriage. They shall give indication of being prepared to enter upon life together with maturity and wisdom. When, after this discussion, the pastor finds it necessary to refuse to officiate at a marriage ceremony, the pastor shall inform the couple of the church's continuing concern for them and of additional steps they may take if they desire a marriage service in the church.

A Service of Worship

The Christian marriage ceremony is a service of worship before God, normally conducted within the house of God. Reverence shall be expected on the part of all present, and the service shall be under the sole direction of the minister.

Such music as accompanies the ceremony should direct attention to God, who sanctifies marriage, and special care should be taken to assure that it is suitable and reverent. If desired, the congregation may be invited to join in the singing of hymns at the beginning and conclusion of the service.

Flowers, decorations, and other appointments should not be unduly elaborate. In all the activities surrounding the ceremony, excessive expense and ostentation should be avoided.

Elements of the Service

The marriage service shall begin with a brief statement of the meaning of Christian marriage. At appropriate times during the ceremony there shall be prayers for the couple as they enter their new estate. There shall be an exchange of vows between the man and the woman; and if so desired, a ring or rings may be given. Scripture appropriate for the occasion should be read and the minister should deliver a charge to the couple, laying before them the privileges and obligations which they are about to receive and undertake. Before the conclusion of the service the minister shall declare publicly that this man and woman are now joined in marriage according to the ordinance of God and the law of the state. The service shall conclude with a benediction.

Recognition of a Civil Ceremony

If a husband and wife previously married in a civil ceremony so desire, a service for the recognition of a marriage similar to that already specified for a Christian ceremony may be performed.

5. Death and the Service of Witness to the Resurrection S-5.0500

The central doctrine of the Christian faith is the resurrection. Christians affirm their common faith in their attitude toward death and in their witness during the approach and experience of death. The reality of death, with all of its attendant sorrow and sense of loss, must be anticipated for us all, and there must be created the kind of health of mind and spirit that allows Christians to live their faith in this critical area of human existence. Christians should seek to make the occasion of death a time in which they reaffirm with joy the hope of the gospel.

Resurrection and the Christian Community

Those who are bereaved are not called upon to face death in isolation from other Christians. They can and should be sustained and upheld by the Christian community. When a death has occurred the minister should be notified immediately, in order that the minister may help the bereaved in relating the reality of death to the sustaining reality of the Christian community and the hope to which it witnesses. If the minister is not available, then one or more of the elders should be called to serve until the minister arrives.

Arrangements

Christians recognize with all persons the inevitability of death. Because it is difficult under emotional stress to plan or act wisely, the Christian family should make calm appraisal of intents and desires concerning appropriate funeral arrangements before death is imminent.

Christian methods of disposition of the body are interment, cremation, or donation for medical purposes. In the case of interment, ostentation and undue expense are to be avoided in the choice of a casket, flowers, and other appointments.

The Service of Witness

The service of witness to the resurrection ordinarily should be held in the building set apart for the corporate worship of God. The minister and others who may be properly invited to participate shall be in sole charge of the service.

Because the proper object of the service is the worship of God and the consolation of the living, it follows that the body of the deceased is not necessary to the service. The casket, if it be present during the service, shall be closed at all times and should be covered with a white pall in order that the attention of those assembled may be directed to the Author and Finisher of their salvation. The service may be

held before or after the committal of the body. The Christian service of witness to the resurrection shall be considered complete in itself, and another hour and place should be appointed for any fraternal or civic rite.

Elements of the Service

The service, which should be conducted with dignity and simplicity, is a witness to God's love given to all people, a love which strengthens and supports even in the midst of grief. It is a witness to God's promises in Jesus Christ, as attested by Christ's resurrection from the dead, and to the sure and certain hope that Christ has gone to prepare a place for the children of God. Emphasis should be placed upon the readings of Scripture for the declaration of the Christian hope, and any further readings or music should be carefully scrutinized to assure that they are consistent with the biblical affirmations of God's power over death. As an expression of their common faith, it is appropriate that those assembled join in the singing of hymns which declare belief in the life everlasting. A sermon may be preached which likewise bears testimony to the hope and promises set forth in Scripture. Thanks may be offered for the God-given life of the one who has died and intercession for family members and other loved ones who grieve.

The Committal

The Christian service of committal should be conducted with dignity and brevity, in the immediate presence of the members and friends of the family of the deceased. Words of Scripture, prayer, and a blessing are sufficient.

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CHAPTER VI. THE SERVICE OF GOD THROUGH MINISTRY TO OTHERS

S-6.0000

1. The Ministry of Christians in the World

S-6.0100

Christians in the World

God calls persons to worship through Word and Sacrament, to worship on special occasions, to worship in the shared life of the community, and to worship through involvement in the world. What Christians do in the assembled act of praise, prayer, Word, and Sacrament should be continued in what they do in all of life: the presenting of their bodies as living sacrifice. Worship must be related to vocation, and vocation must grow out of worship.

Vocation

The choice of a vocation should be a decision of faith. This decision is based upon a sense of God's call, upon an appraisal of talents and interest, upon the appropriateness of the work to serve God's purposes, and upon the belief that it is part of the goodness of creation. All work, if it be to the glory of God, is neither wholly sacred nor wholly secular.

Christians are sent by the Lord into this world, as the Son of God was sent into this world. They are to work and minister as Jesus worked and ministered to the world; love it because God loves it; serve it because Christ came to serve and redeem it. Through this ministry of service Christians seek the fulfillment of God's purposes in society and history.

2. Christian Nurture

S-6.0200

Learning and Teachin

Christian nurture is the work of instructing and guiding believers and their children in Christian faith and life.

The Bible is the basic textbook of the church and it shall provide the primary teaching material for the educational program. Other teaching materials as approved by the session may be used.

The Home

Christian nurture begins and continues in the Christian home when parents and children live in a continuing community within which, by the aid of the Holy Spirit, the gospel may be so presented that all those involved will respond in faith and commitment to Jesus Christ as Lord and Savior. Parents have first responsibility for Christian nurture and should take part in the formal educational program of their church.

Church's Education Program

The church institutions created for nurture are primarily the church school and other classes and seminars for education. The session shall be responsible for the formal education program and for the provision of adequate space and equipment. Classes of the church school should not be

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limited as to time and place of meeting. The session shall confirm the choice and appointment of all persons who are to serve in the educational program.

Public Worship

Christian parents and their children shall never substitute nurture in the home or in the church school for participation in public worship. The proclamation and hearing of the Word is the very essence of nurture.

S-6.0300

3. Evangelization

Sharing the Gospel

Evangelization, the sharing of the Good News, is at the heart and center of the Christian faith. It is the imperative of the gospel that it be proclaimed to others so that they may know Jesus Christ is Lord. Christians are called to respond to Christ's command, "Go therefore and make disciples of all nations. . ." (Matthew 28:19.)

All governing bodies of the church have the responsibility for leading the church in performing this task. Service is faithfully rendered only as the church keeps this task as the goal of all its work, and as its members are led to witness to Christ by their ministry to humankind.

S-6.0400

4. Ministry to the Sick and Others in Need

Ministering to Those in Need

As Christ visited the sick and the bereaved, fed the hungry and ministered to the poor, so also are Christians to share their gifts of the Spirit, their time, their possessions, and their lives with people in need.

In and Beyond the Congregation

The responsibility of ministers, elders, deacons, and members extends far beyond the limits of any particular congregation. It is their duty in the name of Christ to extend the church's ministry to hospitals, homes for the aged and infirm, children's homes, correctional schools, prisons, and welfare institutions and wherever people in adversity may be found.

Elders and deacons, by the very nature of their office, are charged with responsibility for continuing works of mercy. To them particularly, the church looks for leadership in its ministry of compassion as it seeks to provide comfort, hope, and healing to the lonely, the troubled, the sick, and the poor.

Ministry of Healing

Recognizing that there are many means used by God in the ministry of healing, the minister and others representing the church will seek out physicians, nurses, attendants, and others engaged in ministering to the sick, taking counsel with them, praying with them and for them to the end that all may continually offer themselves to God as instruments of healing.

In their ministry to the sick, the minister and others representing the church will pray with and for the patient. They will bring to the patient assurance of God's healing power, of the

mercy and grace of God, of the presence of God in the midst of pain, and of the victory of God over sin and death. Furthermore, they will help the patient so to live in the time of affliction that this person witnesses to others the power of God's presence in the midst of suffering. They will join the patient in prayers of thanksgiving when recovery is assured and will encourage the patient to engage in a ministry of intercessory prayer for the present calm and the eventual healing of others who are likewise in pain. They will help the patient to discover how God may be discerned in all the events of life, acquainting the patient with those portions of Scripture that speak most directly to the person's condition, and helping the patient, if need be, to approach death with peacefulness and hope, sustained by the knowledge that God in Christ has conquered death.

5. The Church Serving as a Body

S-6.0500

Corporate Service

The church, as the community of God's covenant, is called into the service of God as a body of believers. Just as prayer and worship are to be entered into both individually and corporately, so the service of God in the world is a corporate responsibility as well as one to be undertaken by individuals. The church shall order its life in ways that demonstrate its faithfulness to God's eternal purpose for the world. At every level of the church, it shall seek to live out its corporate faithfulness to Christ in service to others.

The Church to Move Outward

The particular church shall not simply call believers into its fellowship, but shall focus that fellowship outward toward the needs, the injustice, and the hungers that are present in its community, its state, the nation, and the world. The session shall organize the life and work of the congregation in ways that challenge its members to move jointly into witness and service, seeking to discover and employ the diversity of gifts and talents which its members bring to the tasks of serving others and of challenging unjust structures.

All of Life

No sphere of creation or culture is exempt from God's dominion, and in them all God is to be glorified by the obedience of faith and of faithful service. Life in all its dimensions—personal and social, private and public, individual and corporate—is to be lived before God and unto God. It is understood as an expression of gratitude to God for the gospel of redeeming grace. As the covenant community gathers to worship God through the proclamation of the Word and the celebration of the Sacraments, so it disperses to serve God in the world. Family, culture, society, and government, as well as the life of the individual, are

subject to the transforming power of God's work in Jesus Christ. The justified seek justice, the forgiven show compassion, the reconciled pursue peace, and the redeemed advocate freedom.

Order in Society

Concern for order in the church through polity open to the Lordship of Christ is matched by a concern for order in society through politics open to the purposes of God. Not only the church but the world is subject to reform and renewal according to the Word of God. Without utopian illusion that the Kingdom of God is a human creation, the people of God press themselves and the world in the direction of the Kingdom of God that is coming. Here success is measured more by faithfulness than by achievement.

Stewardship of Resources

Likewise, the faithful stewardship of the gospel encourages a corresponding stewardship of the resources that are necessary for life in the world of God's creation. Fidelity to the biblical mandate to subdue the earth in a ministry to human need is manifested in the responsible development of its riches and the equitable distribution of its benefits.

Reformation and Renewal

Ever mindful of the pervasiveness and stubbornness of human sin, the church should be self critical. Every human structure, achievement, or cause, including its own, is subjected to constant examination in the light of the will of God revealed in Jesus Christ. Thus the reformation and renewal of the individual, the church, society, and culture through the gospel continues as an unfinished task. The church, as the body of believers in Christ, participates in the task of reformation and renewal under the conviction that God is to be glorified in all things. It serves in the confidence that the Kingdom of this world is destined to become the Kingdom of God and of the Christ, who shall reign for ever and ever.

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

A. D., 1985, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Molpus
SECRETARY OF STATE.

Jackson, Miss.,

March 4, 1985

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.

Edwin Lloyd Pittman
ATTORNEY GENERAL.

By Richard M. Allen
Special Assistant Attorney General.

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State of Mississippi

Office of Secretary of State

Jackson

I, DICK MOLPUS, Secretary of State of the State of Mississippi, do hereby certify that the CERTIFICATE OF ORGANIZATION OF

DELTA TRANSPORTATION CO.

(A Mississippi Railroad Corporation)

hereto attached was, pursuant to the provisions of the Laws of the State of Mississippi, filed in my office this the 29th day of March, 19 85, and recorded in this office in Record of Incorporations Photostat Book No. 307, at pages 344 - 346.

Given under my hand and Seal of office hereunto affixed this 29th day of March, 19 85

Dick Molpus

Secretary of State.

SECRETARY OF STATE OFFICIAL STATE OF MISSISSIPPI

STATE OF MISSISSIPPI)
)
COUNTY OF LOWNDES)

CERTIFICATE OF ORGANIZATION
OF DELTA TRANSPORTATION CO.

We, the undersigned, hereby certify, as required by Section 77-9-111 of the Mississippi Code of 1972, Annotated, that the DELTA TRANSPORTATION CO., which was authorized to be organized as a railroad corporation by Proclamation of Honorable William Allain, Governor of the State of Mississippi, dated March 25, 1985, and the application for which and said proclamation were duly recorded in Photostat Book 307, at Pages 150-167, in the office of the Secretary of State of the State of Mississippi, was duly organized in the City of Columbus, Mississippi, on March 26, 1985, and the following persons were duly elected as Directors of said railroad corporation:

(1) Sam Y. Wilhite
705 East Main Street
West Point, MS 39773

(2) Robert E. Ross
2607 Boyd Road
Columbus, MS 39701

(3) Dorothy H. Dale
1118 11th Street North
Columbus, MS 39701

The undersigned further certify that the authorized capital stock of said railroad corporation is 10,000 shares, being all common stock, having a par value of $10.00 per share; and that 100 shares of such capital stock, having a sales price of $1,000.00 was actually subscribed and paid for prior to the organization of said corporation.

SO CERTIFIED, in the City of Columbus, Mississippi, on this the 27th day of March, 1985.

Sam Y. Wilhite
SAM Y. WILHITE

Robert E. Ross
ROBERT E. ROSS

Dorothy H. Dale
DOROTHY H. DALE

DIRECTORS

STATE OF MISSISSIPPI)
)
COUNTY OF LOWNDES)

This day personally appeared before me, the undersigned authority of law in and for said county and state, SAM W. WILHITE, ROBERT E. ROSS and DOROTHY H. DALE, being the Directors of the DELTA TRANSPORTATION CO., who being by me first duly sworn, stated and deposed on their oaths that the matters and things alleged and set forth in the foregoing Certificate are true and correct as therein stated and averred.

Sam Y. Wilhite
SAM Y. WILHITE

Robert E. Ross
ROBERT E. ROSS

Dorothy H. Dale
DOROTHY H. DALE

SWORN TO AND SUBSCRIBED before me, on this the 27th day of March, 1985.

Marjorie C. Triplett
NOTARY PUBLIC

(SEAL)

My Commission Expires: MY COMMISSION EXPIRES JULY 27, 1985

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

FIRST PENTECOSTAL CHURCH OF NORTH BILOXI, INC.

changed from:

NORTHGATE PENTECOSTAL CHURCH, INC.

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 29th day of March, A. D., 1985.

Attest:

Dick Molpus

Secretary of State.

William A. Allain

Governor.

MINUTES OF SPECIAL MEETING OF THE TRUSTEES, DIRECTORS
AND CONGREGATION OF
NORTHGATE PENTECOSTAL CHURCH, INC.

A called meeting of the Directors, Trustees and congregation of Northgate Pentecostal Church was held on the 23 day of January, 1985. The Trustees, all of whom signed these minutes, were present and in person at the meeting. The Rev. James H. King took over as moderator of the meeting.

The Rev. King stated that the purpose of this meeting was to consider an amendment to the corporate charter changing the name of the corporation from Northgate Pentecostal Church, Inc. to First Pentecostal Church of North Biloxi, Inc. The Rev. King stated that the church is now known as First Pentecostal Church of North Biloxi, Inc. and the change in corporate name would be in the best interest of the church. After due consideration,

IT WAS RESOLVED THAT the Articles of Incorporation of Northgate Pentecostal Church be amended to change the name of the corporation to First Pentecostal Church of North Biloxi. Upon unanimous vote, after said resolution being duly seconded, the amendment passed as read.

There being no further business to come on before the meeting, the meeting was adjourned.

Wm Earl Echenite
Secretary

Jackie R Lord
Director Trustee

Donivan W. Johnson
Director Trustee

Robert H King
Director Trustee

[illegible]
Director Trustee

[illegible]
Director Trustee

CERTIFIED COPY OF RESOLUTION
ADOPTED BY

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NORTH GATE PENTECOSTAL CHURCH

AT A MEETING OF THE MEMBERS HELD ON

January 23, 1985

AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF

NORTHGATE PENTECOSTAL CHURCH

WHEREAS, NORTHGATE PENTECOSTAL CHURCH 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 The Board of Direcotrs and Trustees and Congregation that its charter is amended as follows:

"The Articles of Incorporation of Northgate Pentecostal Church be amended to change the name of the Corporation to First Pentecostal Church of North Biloxi.

CERTIFICATE

I, Earl Etheridge, President or Secretary of First Pentecostal Church of North Biloxi, formerly North Gate Pentecostal Church, do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by the members and the Board of Directors Trustees and Congregation of said corporation in a meeting assembled on the 23 day of January, 1985, in Ocean Springs, Mississippi.

WITNESS MY SIGNATURE, this 19 day of March, 1985

Earl Etheridge

President or Secretary

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ARTICLES OF AMENDMENT TO THE
CHARTER OF INCORPORATION
OF

NORTHGATE PENTECOSTAL CHURCH, INC.

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

FIRST: THE NAME OF THE CORPORATION SHALL BE:
FIRST PENTECOSTAL CHURCH OF NORTH BILOXI, INC.

SECOND: The amendment of the Charter of Incorporation was adopted by the members of the corporation on January 23, 19 85, at a regular meeting of the members of the corporation at Jackson County, Mississippi.

DATED: This the 19 day of March, 19 85

SIGNED: First Pentecostal Church of North Biloxi, Inc.
(Name of Corporation)

BY: Earl Etheridge
President or Secretary

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF JACKSON

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Earl Etheridge,

President or Secretary of First Pentecostal Church of North Biloxi, Inc., who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of Northgate Pentecostal Church, Inc., on this the 19 day of March, 19 85

NOTARY PUBLIC

My Commission expires:
Oct 15 = 1987

C-30A-1

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

A. D., 1985, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Molpus
SECRETARY OF STATE.

Jackson, Miss.,

March 28, 1985

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.

Edwin Lloyd Pittman
ATTORNEY GENERAL.

By Richard M. Allen
Special Assistant Attorney General.

C-64

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

DELTA ACTS BOARD, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 29th day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dave Molpus

Secretary of State

RESOLUTION

WHEREAS, the members of Delta Acts Board, Inc., deem it to be in the best interest of the organization to incorporate the organization pursuant to the authority of 79-11-1, Mississippi Code Annotated (1972);

NOW, THEREFORE, BE IT RESOLVED that ROBERT L. NANCE, HARRY L. HOWARTH, PERRY L. McCOOL, RICHARD STRAHAN, ODIS HENDERSEN, THOMAS BARRETT, JAMES A. BRELAND, TOMMY E. NARON, and WILLIAM L. JENKINS, JR. are hereby authorized, directed and empowered to take whatever steps are required by the laws of the State of Mississippi to incorporate the organization under the laws of the State of Mississippi, as a Mississippi non-profit corporation.

RESOLVED, this the 21st day of August, 1984.

* * * *

I, the undersigned secretary of Delta Acts Board, Inc., do hereby certify that the above and foregoing is a true and exact copy of a resolution duly adopted pursuant to the vote of the membership of the organization at a regular meeting of the organization held on the 12 day of March, 1985.

Odis Lee Henderson

ODIS HENDERSON

THE CHARTER OF INCORPORATION OF
DELTA ACTS BOARD, INC.

1. The corporate title of said company is: Delta Acts Board, Inc.

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

Name	Street & No.	City	State
Robert L. Nance	210 South Bolivar	Cleveland,	MS 38732
Harry L. Howarth	Route 1, Box 118	Cleveland,	MS 38732
Perry L. McCool	McClain Road	Cleveland,	MS 38732
Richard Strahan	1611 Bellavista	Cleveland,	MS 38732
Odis Hendersen		Merigold,	MS 38759
Thomas Barrett	Highway 8 East	Cleveland,	MS 38732
James A. Breland	200 Sostes Drive	Cleveland,	MS 38732
Tommy E. Naron	508 Johnson Drive	Cleveland,	MS 38732

3. The domicile is at P. O. Box 458, Cleveland, Mississippi 38732; 222 North Fourth Street, Cleveland, Mississippi 38732.

4. The corporation is a religious non-profit organization organized under Section 79-11-1, and no shares of stock are 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:

This organization is form to provide wholesome, Christian and family television programming to the citizens of Bolivar and Sunflower Counties, Mississippi, through the production of local television programming, and through obtaining the programming of the American Christian Television System, Inc.

This organization is also organized to promote, encourage, and foster any other similar charitable, religious, and educational activities; to accept, hold, invest, and reinvest and administer any gifts, legacies, bequests, devices, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the corporation; to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of the corporation. But no act may be performed which would violate section 501(c)(3) of the Internal Revenue Code of 1954 (or successor statute of similar import). In order to carry out the above stated purposes, the corporation shall have all those powers set

forth in §79-11-1, et seq. of the Mississippi Code of 1972. [Insert article and name of state nonprofit corporation act] (or a successor statute of similar import).

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: Robert L. Nance
Harry L. Howarth
Perry L. McCool
Richard Strahan
Odis W. Hendersen
Thomas Barrett
James A. Breland
Tommy E. Naron
William L. Jenkins Jr.

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
COUNTY OF BOLIVAR

This day personally appeared before me, the undersigned authority, Robert L. Nance, Harry L. Howarth, Perry L. McCool, Richard Strahan, Odis Hendersen, Thomas Barrett, James A. Breland, and Tommy E. Naron, incorporators of the corporation known as the Delta Acts Board, 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, 1984.

Bertha Perry
Notary Public

My Commission Expires:
Nov 2 1985

~~Received at the office of the Secretary of State this the day of 1984, together with the sum of $ deposited to cover the recording fee and returned to the Attorney General for his opinion.~~

~~Secretary of State~~

STATE OF MISSISSIPPI
COUNTY OF BOLIVAR

This day personally appeared before me, the undersigned authority, William L. Jenkins, Jr., an incorporator of the corporation known as the Delta Acts Board, Inc., who acknowledged that he signed and delivered the above and foregoing charter of incorporation as his own voluntary act and deed on this, the 31st day of December, 1984.

Bertha Perry
Notary Public

My Commission Expires:
Nov 2, 1985

Received at the office of the Secretary of State, this the 17th day of March, A.D., 1985, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Molpus
Secretary of State

Jackson, Mississippi, March 28th, 1985.

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.

Edwin Lloyd Pittman
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

'27 BREAK 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 29th day of March, A. D. 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF '27 Break 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 CLUB NECESSARY SO TO DO.

BE IT RESOLVED by the members of '27 Break Hunting Club, an unincorporated association of individuals, that it is to the best interests of this club that it be forthwith incorporated as a nonprofit corporation under the laws of the State of Mississippi applicable thereto and that Michael D. Hillis, Robert Gorden Boozer, and Keith R. Jones

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this club to be named '27 Break Hunting Club; 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 club as may be necessary so to do.

CERTIFICATE

I, William P. Arnold, 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 October, 19 84, at Scott, 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 October, 19 84.

William P. Arnold
SECRETARY

CHARTER OF INCORPORATION
OF
'27 BREAK HUNTING CLUB

1. The corporate title of said non-profit, non-share corporation is "'27 Break Hunting Club, Inc."

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

Michael D. Hillis	Post Office Box 274 Scott, Mississippi 38774
Robert Gorden Boozer	Stringtown, Mississippi
Keith R. Jones	Sayle Circle Benoit, Mississippi 38725

all of whom are adult resident citizens of the State of Mississippi.

3. The domicile and post office address of the '27 Break Hunting Club is 100 N. Main Street, Scott, Mississippi, 38772 (domicile) and Post Office Box 245, Scott, Mississippi, 38772 (post office address).

4. This corporation is organized and shall be operated exclusively as a non-profit fraternal organization for the purpose of operating a hunting club for its members and guests. No shares of stock shall be issued.

5. The period of existence shall be perpetual, unless dissolved according to law.

6. The '27 Break Hunting Club is organized exclusively for fraternal purposes including the operation of a hunting club. The club shall have the right and power to do all things necessary and proper to accomplish the

aforementioned purpose. The corporation shall not be operated for profit and the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under §501(a) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent United States Internal Revenue law. If the corporation is dissolved or finally liquidated, the Board of Directors shall, after paying or making provisions for the payment of all lawful debts and liabilities of the corporation, distribute all assets to a public governmental institution or a non-profit organization having similar aims and objectives to the corporation and qualifying as an exempt organization under §501 of the Internal Revenue Code of 1954.

7. The '27 Break Hunting Club shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profit among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make loss of membership by death or otherwise the termination of all interest of such members in the corporation's assets, and there shall be no individual liability against the members for corporate debts but the entire corporate property shall be liable to the claims of creditors.

THIS, the 22nd day of ~~October~~ March, 1985.

Michael D. Hillis

Robert Gorden Boozer

Keith R. Jones

STATE OF MISSISSIPPI

COUNTY OF Bolivar

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said jurisdiction, MICHAEL D. HILLIS, ROBERT GORDEN BOOZER, and KEITH R. JONES, incorporators of the non-profit corporation known as the '27 BREAK HUNTING CLUB, who acknowledged that they signed and delivered the foregoing Articles of Incorporation on the day and year therein mentioned as their own act and deed, having been first duly authorized so to do by the membership of the '27 BREAK HUNTING CLUB.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, this, the 22nd day of ~~October~~ March, 1985.

Notary Public

My Commission Expires:

My Commission Expires December 13, 1987

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

A. D., 1985, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Molpus
SECRETARY OF STATE.

Jackson, Miss.,

March 28, 1985

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.

Edwin Lloyd Pittman
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

MID-SOUTH FLYWHEELERS, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 29th day of March, A. D. 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF Mid-South Flywheelers

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

Be it resolved by the members of Mid-South Flywheelers 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 Tommy Kuntz, E. L. Betz, Sr. and David Rayburn are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named ~~Mid-South Flywheelers, 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 RAYBURN, 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 March, 1985 at Horn Lake, Mississippi at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 2nd. day of March, 1985

Secretary David Rayburn

C-30-3

THE CHARTER OF INCORPORATION

OF

MID-SOUTH FLYWHEELERS INC.

1. The corporate title of said club is: Mid-South Flywheelers Inc.

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

Name	Street & No.	City	State
E. L. Betz, Sr.	5291 Horn Lake Rd.	Horn Lake	Miss.
Tommy Kuntz	7365 Alexander Rd.	Olive Branch	Miss.
David Rayburn	8362 Lakeshore Dr.	Southaven	Miss.

all of whom are adult resident citizens of the State of Mississippi.

3. The domicile is at 5291 Horn Lake Road, Horn Lake, Mississippi, 38637.

4. Non-Profit, no stock will be issued. It is fraternal corporation.

5. Period of existence shall be perpetual.

6. The purpose of the corporation is for the preservation, promotion, saving, keeping, holding, restoring and any other lawful act required in connection with antique engines, equipment, tools, farm, home and commercial related items now or hereafter to be considered antiques, and to maintain a club for social enjoyment of the before mentioned.

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: Tommy Kuntz
E. L. Betz Sr.
David Rayburn
Incorporators

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI
County of Tippah

This day personally appeared before me, the undersigned authority Tommy Kuntz, E. L. Betz, Sr., David Rayburn, incorporators of the corporation known as the Mid-South Flywheelers Inc who acknowledged that they signed and delivered the above and foregoing charter of incorporation as their act and deed on this the 2nd day of March, 1985.

NOTARY PUBLIC

My Commission Expires June 9, 1985

Received at the office of the Secretary of State, this the 25th day of March A. D., 19 75, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Morgan
SECRETARY OF STATE.

Jackson, Miss.,

March 28, 1975

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.

Edwin Lloyd Pittman
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

EAST PIKE WATER ASSOCIATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 29th day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF EAST PIKE WATTER ASSOCIATION, AN UNINCORPORATED ASSOCIATION, TO INCORPORATE, DESIGNATING THE INCORPORATORS, THE NAME OF THE PROPOSED CORPORATION AND AUTHORIZING THE EXPENDITURE OF THE FUNDS OF THE ASSOCIATION NECESSARY SO TO DO.

BE IT RESOLVED by the members of the EAST PIKE WATER ASSOCIATION, an unincorporated association of individuals, that it is to the best interests of this Association that it be forthwith incorporated as a non-profit corporation under the laws of the State of Mississippi applicable thereto and that WAYNE BUSBY, BOB McCULLOUGH, TED THOMPSON and LOUISE SMITH are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this Association to be named EAST PIKE WATER ASSOCIATION INC.; that they are fully empowered to do and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the Association as may be necessary so to do.

CERTIFICATE

I, LOUISE 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 and properly adopted at a meeting thereof held on the 6th day of December, 1984, at Pricedale, Mississippi, at which a majority of the members were present, and said meeting was duly and properly called and held.

WITNESS OUR SIGNATURE, this, the 13 day of March, A.D., 1985.

Louise Smith
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

EAST PIKE WATER ASSOCIATION, INC.

1. The corporation title of said company is: EAST PIKE WATER ASSOCIATION, INC.

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

Name	Street & No.	City	State
Wayne Busby	Rt. 1, Box 186-A	Summit, MS 39666	
Bob McCullough	Rt. 1, Box 97	Jayess, MS 39641	
Ted Thompson	Rt. 1	Summit, MS 39666	
Louise Smith	Highway 98 East	McComb, MS 39648	

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

3. The domicile is at Highway 44, Pricedale, MS.
(Street and No.) (City) (State)

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

This corporation is organized as a non-profit corporation and no shares of stock shall be issued. It is a corporation formed to own and operate rural waterworks system(s).

5. Period of existence shall be perpetual.

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

To associate its members together for their mutual benefit and to further the rehabilitation of said members, and to that end, to construct, maintain and operate a private rural water system for supplying water for domestic livestock and garden purposes, to its members, and for the sale of any surplus water remaining after the needs of its members have been satisfied, and to engage in any activity related thereto, including but not limited to, the acquisition of water by appropriation drilling, pumping and/or purchase, and the purchase, laying, installation operation, maintenance, and repair of wells, pumping equipment, water main, pipe lines, valves, meters and all other equipment necessary to the construction, maintenance and operation of a rural water system.

To borrow from any source, money, goods or services without limitation as to amount of corporate indebtedness or liability; and to pledge or mortgage any of its property as security therefor in any manner permitted by law.

To acquire, and to hold, own and exercise all rights of ownership in, and to sell, transfer or pledge shares of capital stock or bonds, or become a member or a stockholder of any corporation or association engaged in any related activities.

To buy, lease, hold and exercise all privileges of ownership in and to all real or personal property as may be necessary or convenient for the conduct and operation of the business of the corporation or incidental thereto.

To establish reserves and to invest the funds thereof in stocks, bonds and other property as the Board of Trustees may deem satisfactory.

To levy assessments in such manner and in such amount as may be provided in the By-Laws of this corporation.

To have and exercise all powers, privileges and rights conferred on corporations by the laws of the State of Mississippi and all powers and rights incidental in carrying out the purposes for which this corporation is incorporated.

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

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

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

*except as otherwise authorized or required by §79-11-1(3), Mississippi Code of 1972, and any amendments thereto.

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: Wayne Busby
Bob McCullough
Ted Thompson
Louise Smith

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Pike

This day personally appeared before me, the undersigned authority Wayne Busby, Louise Smith, Bob McCullough, Ted Thompson

incorporators of the corporation known as the East Pike Water Association, Inc.

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 6th day of December, 1984

My Comm. Expires: 3-27-87 [signature]

STATE OF MISSISSIPPI

County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the

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

Received at the office of the Secretary of State this the 26th day of March A.D., 1985, 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., March 28th, 1985

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.

Edwin Lloyd Pittman
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

CHRISTIAN FOOD MISSION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 29th day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF CHRISTIAN FOOD MISSION

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 Food Mission, 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 Robert Sault, Jane Winn, Sara Evans and Ruth T. Gavin are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named CHRISTIAN FOOD MISSION, 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, M Dee Wiseman, 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 March 21, 1985, at First Presbyterian Church, Laurel, 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 21 day of March, 1985.

Secretary M Dee Wiseman

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

CHRISTIAN FOOD MISSION, INC.

1. The corporate title of said company is: Christian Food Mission, Inc.

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

Name	Street & No.	City	State
Robert Sault	Route 13 Box 317	Laurel	MS
Jane Winn	310 W. 13th Street	Laurel	MS
Sara Evans	1721 Sherwood Dr.	Laurel	MS
Ruth T Gavin	810 27th Street	Laurel	MS

3. The domicile is at 206 N. 13th Avenue, (Street and No.) Laurel, (City) MS (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, etc.)

The Christian Food Mission, Inc., is a non-profit corporation and no share of stock shall be issued. The organization or mission is formed for Christian and charitable purposes. It is a religious and charitable corporation.

5. Period of existence shall be perpetual.

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

To engage in the gathering and purchasing of food and materials necessary for the distribution of food and meals. To engage in the distribution of food to needy individuals and other charitable organizations. To engage in any legal activities necessary to the gathering of, distribution of and preparation of food and to engage in the preparation of meals and the serving of meals to needy individuals and to further permit individual Christians and ministers of varying denominations to share their Christian beliefs and principles with elderly, shut-in and needy people served by the organization.

Without in any way limiting any of the objectives and the powers of the corporation, it is expressly declared and provided that the corporation shall have the power to borrow money, to issue notes, bonds and other obligations or evidence of indebtedness in payment for property purchased or acquired by it and shall have the power to do any and all other acts and things to carry on its activities or any other lawful acts furthering its activities and to exercise any and all powers which a co-partnership or a natural person could do or exercise, and which now or hereafter may be authorized by law.

To have, exercise and enjoy all of the rights and powers conferred upon it, by the Constitution and laws of the State of Mississippi, and particularly those set out in the Mississippi Code of 1972 as amended, and any further rights that may be hereafter granted unto corporations of the character of this one by the Constitution and laws of the State of Mississippi.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall 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: [illegible]
Jane Winn
Sara Evans
Ruth T. Gavin

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Jones

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, JANE WINN, SARA EVANS and RUTH T. GAVIN, incorporators of the corporation known as the CHRISTIAN FOOD MISSION, INC. who acknowledged that (~~he~~) (they) signed and executed the above and foregoing articles of incorporation as ~~this~~ (their) act and deed on this the 5th day of March, 1985

My Commission Expires April 2, 1986. Karen A. Butler

STATE OF MISSISSIPPI
County of Jones

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, ROBERT SAULT, incorporators of the corporation known as the CHRISTIAN FOOD MISSION, INC. who acknowledged that (he) (~~they~~) signed and executed the above and foregoing articles of incorporation as (his) ~~(their)~~ act and deed on this the 11th day of March, 1985

Karen A. Butler

Received at the office of the Secretary of State this the 26th day of March A.D., 1985, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mayhew
Secretary of State

Jackson, Miss., March 28th, 1985

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.

Edwin Lloyd Pittman
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

STUMP 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 29th day of March, A. D., 1985

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF Stump Hunting Club

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

Be it resolved by the members of Stump 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 Joe Thomas, Lenny Jones, Jack Sullivan, Danny Boney, Pete McCartney are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Stump Hunting Club, Inc.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Danny R. Boney, 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 March 7th at Gloster, 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 7th day of March 85

Secretary Danny Boney

Naomi Campbell Jr.

C-30-3

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

BOOK 307 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: Stump Hunting Club, Inc.

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

Name	Street & No.	City	State
Joe Thomas	Rt. 1 Box 45	Gloster	Miss.
Lenny Jones	Rt. 1 Box 532-A	Centreville	Miss.
Jack Sullivan	P. O. Box 97	Gloster	Miss.
Pete McCartney	P. O. Box 605	Centreville	Miss.
Danny Boney	P. O. Box 433	Gloster	Miss.

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

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

This is a non-profit/fraternal corporation as authorized by Section 70-11-1 code of mississippi of 1972, 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 of this corporation is to form a Hunting Club in accordance with all applicable laws of the State of Mississippi.

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:

Danny Boney
Joe Thomas
Lynn L Jones Jr
Jack Sullivan
Pete McCartney

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Amite

This day personally appeared before me, the undersigned authority Joe Thomas, Jack Sullivan, Danny Boney, Pete McCartney, Lenny Jones, incorporators of the corporation known as the Stump 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 ____ day of March, 1985

My Commission Expires 1-88.
(NOTARIAL SEAL)

Yvonne Champion J.P. Amite Co

Received at the office of the Secretary of State this the 25th day of March A.D., 1985 together with the sum of $2.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mayhew
Secretary of State

Jackson, Miss., March 28, 1985

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.

Edwin Lloyd Pittman
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

BRANDON FRIENDS OF THE LIBRARY, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 29th day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

BOOK 307 PAGE 382

RESOLUTION OF BRANDON FRIENDS OF THE LIBRARY, 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 BRANDON FRIENDS OF THE LIBRARY, 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 CHRIS GORYL, NANCY E. FORGET, MARJORIE W. MURRAY

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named BRANDON FRIENDS OF THE LIBRARY, 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, Elaine A. Strickland, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the day of 2/18 85 at the Brandon Public Library at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 18

day of February 1985

Secretary Elaine A. Strickland

C-30-3

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

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is:

BRANDON FRIENDS OF THE LIBRARY, 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
Chris Goryl	115 Summit Ridge Drive	Brandon	Mississippi
Nancy E. Forget	113 Hickory Hill Place	BRandon,	Mississippi
Marjorie W. Murray	371 Highway 468	Brandon,	Mississippi

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

3. The domicile is at Brandon Public Library 1475 West Government Street, Brandon, MS 39042
(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.)

We are non-profit and no shares will be issued. The organization will be limited to operating and maintaining a public library. We will also sponsor fund raisers and solicit donations to finance said library. It is a charitable and civic improvement corporation and literary institution.

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 maintain an association of persons interested in libraries; to focus public attentjon on the library; to stimulate the use of the librarary's resources and services; to receive and encourage gifts, endowments and bequests to the library; to support and cooperate with the library in developing library services and facilities for the community; and to support the freedom to read as expressed in the American Library Association Bill of Rights. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, official, or individual. The corporation shall not engage in propaganda or intervention in any political campaign on behalf of any candidate for public office. No substantial part of the activities of the corporation shall involve attempts to influence legislation.

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:

Christine M. Lloyd

Nancy E Forget

Marjorie W. Murray

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Hinds

This day personally appeared before me, the undersigned authority Christine M. Lloyd, Nancy E Forget, Marjorie W. Murray, incorporators of the corporation known as the Brandon Friends of the Library, 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 21 day of March, 1985

My Commission Expires 1/4/88 1/4/88 Charles R Shay

(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 25th day of March A.D., 1985 together with the sum of $25.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Molpus

Secretary of State

Jackson, Miss., March 28, 1985

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.

Edwin Lloyd Pittman

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

KEARNEY PARK VOLUNTEER FIRE DEPARTMENT, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 29th day of March, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

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

Be it resolved by the members of Kearney Park Volunteer 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 Albert Oak , David White and Shirley S. Culley

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Kearney Park Volunteer Fire Department, Inc.

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

CERTIFICATE

I, Shirley S. Culley , do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the 15th day of March, 1985 at Flora, Mississippi at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 15th

day of March 1985

Secretary Shirley S. Culley
Shirley S. Culley

C-30-3

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

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is:

KEARNEY PARK VOLUNTEER FIRE DEPARTMENT, INC.

2. The names and post office address of the incorporators are:
(The application must allege 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
Albert Oak	P.O. Box 300 Kearney Park Road	Flora, MS.	39071
David White	P.O. Box 199 Kearney Park Road	Flora, MS.	39071
Shirley S. Culley	P.O. Box 600 Kearney Park Road	Flora, MS.	39071

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

3. The domicile is at Moore Avenue (no number) (Street and No.) Kearney Park, (City) Flora, MS. (State) 39071

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

The corporation is non-profit, no shares of stock are to be issued and said 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 operate and maintain a volunteer fire department in the Kearney Park residential and industrial community of Madison County, Mississippi; to promote and encourage fire prevention; to facilitate the incorporation of its members to their mutual advantage and protection in matters relating to fire and fire control; to maintain a fire station, and to purchase, lease, and improve such real estate or other property as may be necessary for such aforesaid purpose. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

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:

Albert Oak

David White

Shirley S. Culley Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Madison

This day personally appeared before me, the undersigned authority Albert Oak David White Shirley S. Culley

incorporators of the corporation known as the Kearney Park Volunteer Fire Department, Inc.

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 15th day of March, 1985

My Commission Expires 5/16/86 (NOTARIAL SEAL)

Ronald M Kitt

Received at the office of the Secretary of State this the 25th day of March A.D., 1985 together with the sum of $70.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Morgan

Secretary of State

Jackson, Miss., March 28th, 1985

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.

Edwin Lloyd Pittman

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

MISSISSIPPI CHESHIRE HOMES
OF HARRISON COUNTY, INC.

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 1st day of April, A. D., 1985.

Attest:

Secretary of State

Governor.

RESOLUTION

OF

MISSISSIPPI CHESHIRE HOMES OF HARRISON COUNTY, INC.

WHEREAS, the Board of Directors and Members of the non-profit corporation, Mississippi Cheshire Homes of Harrison County, Inc. believe it is in the best interest of the corporation to amend its Articles of Incorporation because the Harrison County Association for Retarded Citizens is no longer in existence. Therefore,

BE IT RESOLVED, that the Board of Directors and members of the Mississippi Cheshire Homes of Harrison County, Inc. hereby amend the Articles of Incorporation as follows:

ARTICLE VI, the third full paragraph which presently states as follows:

> "Membership in the corporation shall, at all times be limited to individuals who are either (1) directors of Harrison County Association for Retarded Citizens or (2) member of Harrison County Association for Retarded Citizens and who have the approval of the Board of Directors of Harrison County Association for Retarded Citizens. In the event that a member of the corporation ceases to be a director of Harrison County Association for Retarded Citizens, or, if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a member and director of the corporation."

Article VI above is hereby deleted and replaced with the following:

> Membership in the corporation shall be any individual over 18 who is nominated by two existing members and approved by a majority of the other members."

That Evelyn Walker is hereby authorized and directed to execute any and all documents required by said corporation to effect said amendment and is authorized to do whatever is required by the Secretary of Housing and Urban Development to have these articles approved.

RESOLVED, this the 15th day of February 1985.

Tommy A. Gollott
PRESIDENT

Debbie S. Thomas
SECRETARY

The undersigned Secretary of Mississippi Cheshire Homes of Harrison County Inc., a corporation, hereby certifies that the above and foregoing is a true and correct copy of the Resolution adopted by the Board of Directors and by the Members of Mississippi Cheshire Homes of Harrison County Inc., at a special meeting held for that purpose on the 15th day of February, 1985, after due notice given and at which a quorum was present and voting.

WITNESS MY SIGNATURE AND SEAL OF SAID CORPORATION, on this the 15th day of February, 1985.

Bobbie S. Thomas
SECRETARY

DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT
JACKSON AREA OFFICE
U.S. FEDERAL BUILDING, ROOM 1016
100 WEST CAPITOL STREET
JACKSON, MISSISSIPPI 39201

REGION IV

MAR 28 1985
BRYAN, NELSON, ALLEN, SCHOEDER & COBB

MAR 26 1985

Mrs. Gail A. Crowell
Bryan, Nelson, Allen, Schoeder and Cobb
Post Office Drawer 4108
Gulfport, MS 39502-0057

Dear Mrs. Crowell:

SUBJECT: Project No. 065-EH004
Cheshire Homes
Gulfport, Mississippi

This letter is to be considered approval of the Resolution dated February 15, 1985, regarding amending Article VI of the Articles of Incorporation.

Sincerely,

Jerry F. Perkins
Director, Housing Management
Division

cc:
Mrs. Evelyn Walker

ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

OF

MISSISSIPPI CHESHIRE HOMES OF HARRISON COUNTY, INC.

Pursuant to the laws of the State of Mississippi the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of this corporation is: MISSISSIPPI CHESHIRE HOMES OF HARRISON COUNTY, INC.

SECOND: The following amendment of the Articles of Incorporation was adopted by Resolution of the Board of Directors and Members of the non-profit corporation on February 15, 1985, in the manner prescribed by the laws of the State of Mississippi:

The third full paragraph of Article VI which states as follows:

"Membership in the corporation shall, at all times be limited to individuals who are either (1) directors of Harrison County Association for Retarded Citizens or (2) member of Harrison County Association for Retarded Citizens and who have the approval of the Board of Directors of Harrison County Association for Retarded Citizens. In the event that a member of the corporation ceases to be a director of Harrison County Association for Retarded Citizens, or, if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a member and director of the corporation."

is hereby deleted and replaced with the following:

Membership in the corporation shall be any individual over 18 who is nominated by two existing members and approved by a majority of the other members."

DATED: April 1-85

MISSISSIPPI CHESHIRE HOMES OF HARRISON COUNTY, INC.

BY: Tommy A. Gollott Pres.
TOMMY A. GOLLOTT, PRES.

BY: Bobbie S Thomas
BOBBIE S. THOMAS, SECRETARY

STATE OF MISSISSIPPI

COUNTY OF

I, Sue Johnsey Denny, a notary public do hereby certify that on this 1st day of April, 1985, personally appeared before me, Tommy A. Gollott who, being by me first duly sworn, declared that he is the President of Mississippi Cheshire Homes of Harrison County, Inc., that he executed the foregoing document as the President of the corporation, and that the statements therein contained are true.

Sue Johnsey Denny
NOTARY PUBLIC

My Commission Expires:
My Commission Expires March 6, 1988

STATE OF MISSISSIPPI

COUNTY OF HARRISON

I, Candis R. Ladner, a notary public do hereby certify that on this 4th day of March, 1985, personally appeared before me, Bobbie S. Thomas, who, being by me first duly sworn, declared that she is the Secretary, of Mississippi Cheshire Homes of Harrison County, Inc., that she executed the foregoing document as the Secretary of the corporation, and that the statements therein contained are true.

Candis R. Ladner
NOTARY PUBLIC

My Commission Expires:
MY COMMISSION EXPIRES MARCH. 15, 1989

Received at the office of the Secretary of State, this the 1st day of April A. D., 1985, together with the sum of $10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Molpus
SECRETARY OF STATE.

Jackson, Miss.,

April 1, 1985

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.

Edwin Lloyd Pittman
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

DEVIL'S DEN HUNTING CLUB, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 1st day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF DEVIL'S DEN 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 DEVIL'S DEN 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 apolicable thereto and that Frank S. Calcote, James V. Calcote, Jr. , Richard L. Brown

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Devil's Den Hunting Club, Inc.

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

CERTIFICATE

I, Richard L. 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 March 23, 1985 at Mc Call Creek, 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 23

day of March 1985

Secretary [signature]

Richard L. Brown

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

DEVIL'S DEN HUNTING CLUB

1. The corporation title of said company is:

DEVIL'S DEN 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
Frank S. Calcote	Rt. 2, Box 99	Mc Call Creek	MS
James V. Calcote, Jr.	2125 Second St.	Natchez	MS
Richard L. Brown	P'O. Box 99	Star	MS

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

3. The domicile is at Rt. 2 (Street and No.) McCall Creek (City) MS (State) 39647

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.)
Corporation is non-profit and no shares of stock shall be issued. Corporation is a non-profit, non-share corporation and the type of organization is a civic improvement and fraternal society as comtemplated by Mississippi Code Annotated Sections 79-11-1 (1972) organized for the promotion of hunting and fishing for recreation & sportsmanship.

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 promote, preserve, and protect wild game of all kinds and to enable the members to enggge in wholesome sport of hunting. To foster cooperation between hunters and land owners and to promote the observation and enforcement of all statutory laws, rules, and regulations of the Game and Fish Commission of the State of Mississippi and other governmental authorities, to assist in preserving the environment and cooperation in preventing fires.To promote the sport of hunting and to do any and all acts and to exercise all rights and powers as may be reasonably necessary to accomplish all of the foregoing 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:

Frank S. Calcote

James V. Calcote, Jr.

Richard L. Brown

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Franklin

This day personally appeared before me, the undersigned authority Frank S. Calcote James V. Calcote, Jr. Richard L. Brown

incorporators of the corporation known as the DEVIL'S DEN 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 25 day of March, 1985

My Commission Expires 1-1-88

(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 27th day of March A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Morgan

Secretary of State

Jackson, Miss., March 29, 1985

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.

Edwin Lloyd Pittman

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

PURDY BEND HUNTING CLUB, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 1st day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF Purdy Bend 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 Purdy Bend 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 Michael D. McDaniel, Olinda McDaniel and J. Paul Reeves are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Purdy Bend Hunting Club, Inc.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Olinda McDaniel, 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 March 21 1985 at Centreville, Mississippi at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 21st

day of March 1985

Secretary Olinda McDaniel

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

Purdy Bend Hunting Club, Inc.

1. The corporation title of said company is:

   Purdy Bend 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
Michael D. McDaniel	P. O. Box 908 666 St. Joseph St.	Centreville	MS 39631
Olinda McDaniel	P. O. Box 908 666 St. Joseph St.	Centreville	MS 39631
J. Paul Reeves	P. O. Box 908 666 St. Joseph St.	Centreville	MS 39631

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

3. The domicile is at Box 908, 666 St. Joseph St. (Street and No.) Centreville (City) MS 39631 (State)

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

   The corporation is non-profit with no shares of stock to be issued. The organization is a fraternal and civic improvement society listed in Section 79-11-1 of the Mississippi Code of 1972.

5. Period of existence shall be perpetual.

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

   The organization is incorporated solely for the purposes of encouraging, promoting and advancing conservation of Wildlife and recreational activities related to hunting and fishing in Franklin County, Wilkinson County, Amite County and Adams County.

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

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:

Michael D. McDaniel
Olinda McDaniel
J. Paul Reeves
Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of WILKINSON

This day personally appeared before me, the undersigned authority Michael D. McDaniel, Olinda McDaniel, J. Paul Reeves, incorporators of the corporation known as the Purdy Bend 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 21st day of March, 1985

My Commission Expires 2/8/88
(NOTARIAL SEAL)

Sharon S. Reid

Received at the office of the Secretary of State this the 27th day of March A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Molpus
Secretary of State

Jackson, Miss., March 29, 1985

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.

Edwin Lloyd Pittman
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

WALL ESTATE HUNTING CLUB, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 1st day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF Wall Estate Hunting Club

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

Be it resolved by the members of Wall Estate 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 Herman R. Wall, Tommy Daniels and Alfred R. Wall are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Wall Estate Hunting Club, Inc.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Pat Pritchard, 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 March 18 at Liberty, 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 18th day of March 1985

Secretary Patrick Pritchard

C-30-3

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

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is: WALL ESTATE 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
HERMAN R. WALL	P.O. BOX 3014	BROOKHAVEN	MISS.
TOMMY DANIELS	ROUTE 5	LIBERTY	MISS.
ALFRED RAY WALL	ROUTE 5	LIBERTY	MISS.

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

3. The domicile is at ROUTE 5 (Street and No.) LIBERTY (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.)

NON PROFIT CORPORATION, NO STOCK ISSUED.
IT IS A FRATERNAL CORPORATION.

5. Period of existence shall be perpetual.

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

TO LEASE LAND FOR HUNTING AND FISHING AND ORGANIZE AND OPERATE A HUNTING AND FISHING CLUB.

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:

Herman R. Wall

Alfred Ray Wall

Tommy Daniels

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Amite

This day personally appeared before me, the undersigned authority Herman R. Wall, Alfred Ray Wall, Tommy Daniels

incorporators of the corporation known as the WALL Estate 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 18 day of March, 1985

My Commission Expires 12-30-87

(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 28th day of March A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mayhew

Secretary of State

Jackson, Miss., March 29, 1985

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.

Edwin Lloyd Pittman

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

SOUTHERN PIONEER BEAGLE 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 1st day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF SOUTHERN PIONEER BEAGLE 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 SOUTHERN PIONEER BEAGLE 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 Fred W. Gray, Jim H. Ellis, and Dennis P. Whitlock are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Southern Pioneer Beagle 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, Dennis P. Whitlock, 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 May 20, 1984 at 3716 26th Street Meridian, MS 39301 at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 21st day of March, 1985

Secretary Dennis P. Whitlock
Dennis P. Whitlock

C-30-3

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

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is:

SOUTHERN PIONEER BEAGLE CLUB, 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
Fred W. Gray	3716 26th Street	Meridian	MS
Jim H. Ellis	Rt. 5 Box 315	Meridian	MS
Dennis P. Whitlock	Rt. 5 Box 202A	Meridian	MS

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

3. The domicile is at 3716 26th Street (Street and No.) Meridian (City) Mississippi (State)

4. (Here set out that the corporation is NonProfit and no shares of stock shall be issued and the type of organization. As authorized by the provisions of Section 79-11-1, Code of Mississippi to 1972, and amendments thereto.)
The corporation shall be a NON-PROFIT corporation with no issuance of stock or shares, and shall be locally owned and operated by members for the recreational purpose to promote pure breed beagles for rabbit hunting, in compliance with the game and fish laws of Mississippi. It is a fraternal corporation.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:
This association is being incorporated for the purpose of leasing land, and promoting the natural qualities of pure breed beagles with the standards adopted by the American Kennel Club as the standard of excellence by which beagles shall be judged; and to promote the pure breed Beagle with sanctioned and licensed field trials under the rules of The American Kennel Club, and for the purpose of all rights granted to such Corporations pursuant to statue, including the right to borrow money, lend, sell, and operate as any other non-profit corporation under the laws of the State of Mississippi

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:

Fred W. Gray — President, and Incorporator

Jim H. Ellis — Vice-President, and Incorporator

Dennis P. Whitlock — Secretary, and Incorporator

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Lauderdale

This day personally appeared before me, the undersigned authority Fred W. Gray, Jim H. Ellis, Dennis P. Whitlock

incorporators of the corporation known as the Southern Pioneer Beagle 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 21st day of March, 19 85

My Commission Expires MY COMMISSION EXPIRES FIRST MONDAY, JANUARY, 1988 [illegible] Circuit Clerk

(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 27th day of March A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dine Mangum

Secretary of State

Jackson, Miss., March 29, 1985

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.

Edwin Lloyd Pittman

Attorney General

By Richard M. Allen

Special Assistant Attorney General

C-30-2

BOOK 307 PAGE 412

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

SOUTHERN MISSISSIPPI ECONOMIC
DEVELOPMENT COMPANY, INC.

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 1st day of April, A. D., 1985.

Attest:

Dick Molpus

Secretary of State.

William A. Allain

Governor.

RESOLUTION NO. _____

RESOLUTION
OF
SOUTHERN MISSISSIPPI ECONOMIC DEVELOPMENT COMPANY, INC.

WHEREAS, Southern Mississippi Economic Development Company, Inc., a Mississippi Corporation, has applied to the Internal Revenue Service for exemption status under Section 501 (c) (3) of the Internal Revenue Code and

WHEREAS, the Internal Revenue Service requires an amendment to the original charter which states that:

The South Mississippi Economic Development Company, Inc. is organized for ex- clusively religious, charitable, scientific, literary, and educational pur- poses within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Rev- enue law, and

WHEREAS, the Internal Revenue Service requires an amendment to the original charter which states that:

Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization 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, and

WHEREAS, the Internal Revenue Service requires an amendment to the original charter which states that:

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

NOW, THEREFORE, BE IT RESOLVED that Southern Mississippi Economic Development Company, Inc. adopts these amendments to the original Charter of Incorporation, and

BE IT FURTHER RESOLVED that no other change be made at this time to the original charter of the Southern Mississippi Economic Development Company, Inc.

(1845P)

CERTIFICATE

I, Robert R. Bourne, Secretary-Treasurer of Southern Mississippi Economic Development Company, Inc., do hereby certify that the above and foregoing is a true and correct copy of a Resolution of the Southern Mississippi Economic Development Company, Inc., unanimously approved by the membership thereof on January 24, 1985, in a regular business meeting as the same now appears of record in the Minute Book of said association. I further certify that the Minute Book of said association is in my custody and that the Resolution as adopted, has not been repealed, amended or modified.

WITNESS my hand and seal on this, the 21 day of February, A.D., 1985.

Secretary-Treasurer,
Southern Mississippi Economic
Development Company, Inc.

SEAL

G. N. Creel, President

(1845P)

AMENDMENT TO
THE CHARTER OF INCORPORATION
OF THE
SOUTHERN MISSISSIPPI ECONOMIC DEVELOPMENT COMPANY, INC.

The Charter of Incorporation of the Southern Mississippi Economic Development Company, Inc. having heretofore been prepared and presented to the Secretary of State of Mississippi and therewith recorded and being of record in the Records of Incorporations Photostat Book Number 285, pages 421-424, and also recorded with the Chancery Clerk of Harrison County, Mississippi, and being of record in Corporations Book Number ----, pages --- et seg., as required by law and all other legal requirements of incorporation having heretofore been satisfied, the Southern Mississippi Economic Development Company, Inc., by and through acknowledgment of G. N. Creel, its president, hereby amends the Charter of Incorporation of the Southern Mississippi Economic Development Company, Inc. in the following matters:

1. The purposes for which the CORPORATION is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

2. Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization 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.

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

G. N. Creel, President

(1845P)

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI

COUNTY OF HARRISON

This day personally appeared before me, the undersigned authority G. N. Creel, President of the Board of Directors of the Southern Mississippi Economic Development Company, Inc. who acknowledged that he signed and executed the above and foregoing amendments to the Charter of Incorporation as his act and deed on this the 1st day of March, A.D., 1985.

F B Cruthirds
NOTARY PUBLIC

My Commission Expires Nov. 19, 1987

(1845P)

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

A. D., 1985, together with the sum of $10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mayhew

SECRETARY OF STATE.

Jackson, Miss.,

March 29, 1985

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.

Edwin Lloyd Pittman

ATTORNEY GENERAL.

By Richard M. Allen

special

Assistant Attorney General.

C-54

State of Mississippi

Office of Secretary of State

Jackson

I, DICK MOLPUS, Secretary of State of the State of Mississippi, do hereby certify that the Amended and Restated Charter of Incorporation to convert from FSLIC insured association to a FSLIC insured savings bank and changing name of

SOUTHEASTERN SAVINGS AND LOAN ASSOCIATION
(A Mississippi Savings and Loan Association)
TO
SOUTHEASTERN SAVINGS BANK

hereto attached was, pursuant to the provisions of the Laws of the State of Mississippi, filed in my office this the 2nd day of April, 19 85, and recorded in this office in Record of Incorporations Photostat Book No. 307, at pages 418 - 434.

Given under my hand and Seal of office hereunto affixed this 2nd day of April, 19 85

Dick Molpus
Secretary of State.

SECRETARY OF STATE
OFFICIAL
STATE OF MISSISSIPPI

STATE OF MISSISSIPPI
DEPARTMENT OF SAVINGS ASSOCIATIONS
Suite 201 - 633 North State Street
Jackson, Mississippi 39201

CASE NO. 189
SOUTHEASTERN SAVINGS AND LOAN ASSOCIATION
810 MISSISSIPPI DRIVE
P. O. BOX 559
WAYNESBORO, MISSISSIPPI 39367

Re: Petition for authority to amend and restate its Charter of Incorporation to convert said FSLIC insured association to a FSLIC insured savings bank and change the name of the association to SOUTHEASTERN SAVINGS BANK, and for approval of its amended and restated By-Laws to conform to its amended and restated Charter of Incorporation

ORDER

CAME ON THIS CAUSE for hearing before the Savings Association Board the matter of a petition of SOUTHEASTERN SAVINGS AND LOAN ASSOCIATION, Waynesboro, Mississippi, filed on March 20, 1985, under the provisions of Chapter Sixteen, Rule 16.1, of Rules and Regulations Governing Savings and Loan Associations, requesting authority to convert from a FSLIC insured association to a FSLIC insured savings bank, to amend and restate its Charter of Incorporation by changing its name to SOUTHEASTERN SAVINGS BANK, and to amend and restate its By-Laws to conform to its amended and restated Charter of Incorporation.

IT APPEARS TO THE BOARD that proper notice as to the change of name was published in THE WAYNE COUNTY NEWS on March 7, 1985 and March 14, 1985, as is required by Section 81-12-43, Savings Association Law of 1977, as amended.

IT FURTHER APPEARS TO THE BOARD that the amended and restated Charter of Incorporation for conversion to a FSLIC insured savings bank and the amended and restated By-Laws did not require public notice.

IT FURTHER APPEARS TO THE BOARD that the proposals for conversion of Southeastern Savings and Loan Association to a FSLIC insured savings bank, the change of the association's name to Southeastern Savings Bank, the amended and restated Charter of Incorporation and the amended and restated By-Laws were carried out in accordance with its current Charter of Incorporation and By-Laws, Rules and Regulations Governing Savings and Loan Associations and the Savings Association Law of 1977, as amended.

IT FURTHER APPEARS TO THE BOARD that no one filed a written protest and no one appeared to protest said petition.

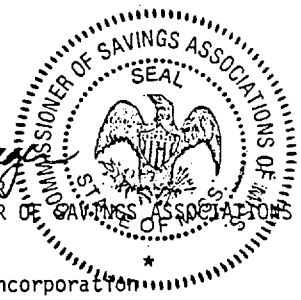
IT FURTHER APPEARS TO THE BOARD, after hearing and considering all the evidence for and in behalf of the petitioner and the findings and recommendation of the Commissioner, that the petition should be granted.

IT IS, THEREFORE, ORDERED that Southeastern Savings and Loan Association is authorized to change its name to SOUTHEASTERN SAVINGS BANK.

IT IS FURTHER ORDERED that the amended and restated Charter of Incorporation and the amended and restated By-Laws be approved and that the Charter of Incorporation and the By-Laws of Southeastern Savings Bank, attached as Addendum "A" and Addendum "B" respectively, be made a part of this order as though copied fully herein in words and figures.

IT IS FURTHER ORDERED that the Commissioner of Savings Associations be and he is hereby authorized and directed to incorporate the above and foregoing findings and determination verbatim in his order to be rendered by him in this cause.

WITNESS my hand and official seal of office this the 26th day of March, 1985.



W. M. YEAGER
COMMISSIONER OF SAVINGS ASSOCIATIONS

Addendum "A" - Amended and Restated Charter of Incorporation
Addendum "B" - Amended and Restated By-Laws

Copy to Larry V. Glorioso, President
Southeastern Savings and Loan Association
Thomas A. Cook, Attorney at Law
Secretary of State, State of Mississippi
Federal Home Loan Bank of Dallas, Supervision
Federal Home Loan Bank Board, Examinations

Addendum "A"

AMENDED AND RESTATED CHARTER OF INCORPORATION OF SOUTHEASTERN SAVINGS BANK

(1)

The corporate title of said company is Southeastern Savings Bank.

(2)

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

Robert E. Joiner
808 Azalea Drive
Waynesboro, Mississippi 39367

G. B. Cole, D.D.S.
802 Azalea Drive
Waynesboro, Mississippi 39367

W. W. Walley, M.D.
606 South Street
Waynesboro, Mississipi 39367

Gene A. Cochran
P. O. Box 533
Waynesboro, Mississippi 39367

Kenneth V. Doby
700 South Street
Waynesboro, Mississippi 39367

Joseph K. Barnett
808 Azalea Drive
Waynesboro, Mississippi 39367

T. O. Massey, D.D.S.
606 Station Street
Waynesboro, Mississippi 39367

Bernard Harford
611 Spring Street
Waynesboro, Mississippi 39367

W. E. Reynolds, Jr.
P. O. Box 32
Waynesboro, Mississippi 39367

T. O. Kelley
P. O. Box 535
Waynesboro, Mississippi 39367

(3)

The domicile of the corporation is Waynesboro, Mississippi.

(4)

The amount of authorized capital stock is 1,000,000 shares at One Dollar ($1.00) par value, being $1,000,000.00 of capital stock consisting of one class of common stock with each share having equal voting rights.

(5)

The period of existence of this company is 99 years.

(6)

The purpose for which the Corporation is created is to conduct the general business of a savings bank as authorized by the laws of the State of Mississippi, and to do all things reasonable, necessary or appropriate thereto. The rights and powers that may be exercised by this Corporation are those conferred on it by the Savings and Loan Act of 1962, as amended and in addition by the Mississippi Business Corporation Act to the extent that such powers are not in conflict with provisions of the Savings and Loan Act of 1962.

(7)

The number of shares of each class to be subscribed and paid for before the corporation may begin business: 50,000 shares of common capital stock of a total par value of $50,000.00. All of said stock to be fully subscribed and fully paid for at a price of $1.25 per share and the entire purchase price totaling $62,500.00 to be paid into this corporation before it may begin business.

(8)

Before issuing any new or additional stock of the corporation, same shall first be offered to all of the existing stockholders in proportion to the number of fully paid shares of stock then held by them respectively.

(9)

This amended and restated Charter of Incorporation correctly sets forth the amendments to the Charter of Incorporation as

herein amended and all other provisions of the Charter of Incorporation and supersedes the original Charter of Incorporation and all amendments thereto.

DATED: March 14, 1985

SOUTHEASTERN SAVINGS BANK
Waynesboro, Mississippi

By: Larry V. Glorioso
President

By: Patricia Evans
Secretary

ATTEST:

Norbert M. Thompson

(Corporate Seal)

STATE OF MISSISSIPPI

COUNTY OF JONES

I, Freda M. Crow, a Notary Public, do hereby certify that on this 14th day of March, 1985, personally appeared before me LARRY V. GLORIOSO, who, being by me first duly sworn, declared that he is the duly elected President of Southeastern Savings & Loan Association, Waynesboro, Mississippi; that he executed the foregoing document as President of the corporation, and that the statements therein contained are true.

Freda M. Crow
NOTARY PUBLIC

My Commission Expires:
My Commission Expires April 27, 1988

Addendum "B"

AMENDED AND RESTATED

BY-LAWS

OF

SOUTHEASTERN SAVINGS BANK
A Capital Stock Deposit Association
Waynesboro, Mississippi

ARTICLE I

Stockholder Meetings

Section I: Annual Meeting. The annual meeting of the stockholders shall be held in the home office of the Savings Bank on the second Tuesday in February at 6:00 p.m., if not a business day, then on the next business day following, or at such other date and time and place as the Board of Directors may determine.

Section II: Special Meeting. Special meetings of the stockholders may be called at the home office of the Savings Bank at any time by a resolution of the Board of Directors, or by the President of the Savings Bank, or upon written request of a majority of the stockholders as herein defined in Section V of Article I of these By-Laws.

Section III: Notice of Meetings. Notice of annual and special meetings, signed by the secretary or other officer, shall be given in writing to the stockholders as shown on the books of the Savings Bank as of the record date which shall be set by the Board of Directors. The record date set by the Board of Directors may not be less than ten (10) days or more than sixty (60) days before the date set for such meeting. The notice shall state the purpose of the meeting, a general statment of the business to be transacted, and the time and place it is to be held. Such notice shall be sufficient for said meeting and any adjournment. Any stockholder may waive notice of any meeting either before or after the meeting.

Section IV: Voting. For the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or stockholders entitled to receive payment of any dividend, or in order to make a determination of stockholders for any other purpose, the Board of Directors shall fix in advance a date as the record date for any such determination of stockholders. Such date in any case shall not be less than ten (10) days and not more than sixty (60) days prior to to the date on which the particular action requiring such determination of stockholders is to be taken.

Section V: Quorum. In the consideration of all questions requiring action by the stockholders, only those stockholders holding common stock shall be entitled to vote. Each stockholder of common stock shall be entitled to one (1) vote for each share held.

A majority of the outstanding common stock shares of the Savings Bank entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders. If less than a majority of the outstanding common stock shares are represented at a meeting, a majority of the shares so represented may adjourn or continue the meeting without further notice.

A majority of the outstanding common stock shares voted at any meeting shall determine any question except in those instances that state law requires otherwise.

Section VI: Proxies. At all meetings of the stockholders, a stockholder may vote by proxy executed in writing by the stockholder or by his duly authorized attorney. Proxies solicited on behalf of the management shall be voted as directed by the stockholder, or in the absence of such direction, as determined by a majority of the Board of Directors.

Section VII: Informal Action by Stockholders. Any action required to be taken at a meeting of the stockholders, or any other action which may be taken at a meeting of the stockholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the stockholders entitled to vote with respect to the subject matter thereof. The signature of any stockholder upon the minutes of a meeting shall be deemed such consent in writing to all action reflected to have been taken at said meeting by said minutes.

Section VIII: Order of Business. The order of business at the annual meeting, and as far as possible, at all other meetings of the stockholders, shall be:

(1) Call of roll.
(2) Proof of due notice of meeting.
(3) Reading and disposal of any unapproved minutes.
(4) Annual report of directors.
(5) Election of directors.
(6) Unfinished business.
(7) New business.
(8) Adjournment or recess.

ARTICLE II

Directors and Directors Meetings

Section I: Central Powers. The business and affairs of the Savings Bank shall be under the direction of its Board of Directors. The Board of Directors shall annually elect a Chairman of the Board and/or a President from among its members and shall designate, when present, either the Chairman of the Board or the President to preside at its meetings.

Section II: Number and Terms. The Board of Directors shall consist of not less than five (5) nor more than fifteen (15) members. The Board of Directors shall fix the number of Directors to be elected annually by the stockholders. At the first meeting of stockholders of the Savings Bank, Directors shall be elected to serve until the first annual meeting and until their successors are duly elected and qualified. Thereafter, Directors shall be elected for periods of one year and until their successors are elected and qualified.

The Board of Directors, by a majority vote, will submit a slate of nominees for the Board to the stockholders at their annual meeting; however, nominations may be made by any stockholder at the annual meeting.

Section III: Qualifications. Each director must be a citizen of the United States and at least three-fifths (3/5) of the directors must have resided in the state at least one (1) year preceding their election and must be residents therein during their term in office. Each director elected must have at least Six Thousand Dollars ($6,000.00) par value unencumbered of his own funds invested in common stock of the Savings Bank.

Section IV: Meetings. The Board of Directors shall establish the meeting dates on a regularly scheduled basis without notice, at the principal office of the Savings Bank, or at such other place as the Board of Directors may designate. The Board of Directors shall specify in its minutes the time and date of its regular meetings. Special meetings may be called by or at the request of the Chairman of the Board, the President, or a majority of the Directors. Members of the Board of Directors may participate in special meetings by means of conference telephone or similar communications by which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person but shall not constitute attendance for the purpose of compensation pursuant to Section IX of this Article.

Section V: Notice. Notices of special meetings, save when held by unanimous consent or participation, shall be called by the secretary to each member of the Board not less than three (3) days before any such meeting.

Section VI: Quorum. A quorum at any meeting shall consist of a majority of the entire membership of the Board. A majority of those in attendance in the presence of a quorum, shall decide any question that may come before the meeting.

Section VII: Action Without Meeting. Any action required to be taken at a meeting of the directors or any other action which may be taken at a meeting of the directors, may be taken without an actual meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. The signature of any director upon the minutes of a meeting shall be deemed such consent in writing to the action reflected to have been taken at such meeting by such minutes.

Section VIII: Resignation and Removal. Any Director may resign at any time by sending a written notice of such resignation to the home office of the Savings Bank addressed to the Chairman of the Board or President. Unless otherwise specified therein, such resignation shall take effect upon receipt thereof by the Chairman of the Board or the President.

Notwithstanding his election for a stated term, any director may be removed by a similar majority vote of the stockholders for cause when it shall be determined by the stockholders that the director whose removal is proposed is guilty of conduct that is not in the best interest of the Association. Such Director shall be given ten (10) days notice of the proposal to remove him. The notice shall state the reasons therefor and he shall be given an opportunity to be heard in his defense prior to such removal taking effect.

Section IX: Compensation. By resolution of the Board of Directors, a reasonable fixed sum and reasonable expenses of attendance, if any, may be allowed for actual attendance at each regular or special meeting of the Board of Directors; however, no officer serving as a Director may be entitled to any compensation for his services other than for reasonable expenses. Members of either standing or special committees may be allowed such compensation for actual attendance at committee meetings as the Board of Directors may determine.

Section X: Assent. A director of the Savings Bank who is present at a meeting of the Board of Directors at which action of any Savings Bank matter is taken shall be presumed to have assented to the action taken unless his dissent or abstention shall be entered in the minutes of the meeting.

Section XI: Associate and/or Advisory Directors. The Board of Directors may elect, from time to time, associate and/or advisory directors to serve a term of one year with duties to be determined by the Board of Directors.

ARTICLE III

Executive and Other Committees

Section I: Appointment. The Board of Directors, by resolution adopted by a majority of the full Board, may designate from among its members, two or more of the directors to constitute an executive committee. The designation of any committee pursuant to this Article III and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any Director, of any responsibility imposed by law or regulation.

Section II: Authority. The executive committee, when the Board of Directors is not in session, shall have and may exercise all of the authority of the Board of Directors; except that no such committee shall have the authority of the Board of Directors in reference to amending the Charter of Incorporation, adopting a plan of merger of consolidation, recommending to the stockholders the sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all the property and assets of the corporation other than in the usual and regular course of its business, or recommending to the stockholders a voluntary dissolution of the Savings Bank or a revocation thereof.

Section III: Tenure. Subject to the provisions of Section VIII of this Article III, each member of the executive committee shall hold office for one year following his designation and until his successor is designated as a member of the executive committee.

Section IV: Meetings. Regular meetings of the executive committee may be held without notice at such times and places as the executive committee may fix from time to time by resolution. Special meetings of the executive committee may be called by any member thereof upon not less than one day's notice stating the place, date and hour of the meeting, which notice may be written or oral. Any member of the executive committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of the meeting of the executive committee need not state the business proposed to be transacted at the meeting.

Section V: Quorum. A majority of the members of the executive committee shall constitute a quorum for the transaction of business at any meeting thereof, and action of the executive committee must be authorized by the affirmative vote of a majority of the members present at which a quorum is present.

Section VI: Action Without a Meeting. Any action required or permitted to be taken by the executive committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the executive committee.

Section VII: Vacancies. Any vacancy in the executive committee may be filled by a resolution adopted by a majority of the full Board of Directors.

Section VIII: Resignation and Removal. Any member of the executive committee may be removed at any time with or without cause by resolution adopted by the majority of the full Board of Directors. Any member of the executive committee may resign from the executive committee at any time by giving written notice to the Chairman of the Board, the President or the Secretary of the Savings Bank. Unless otherwise specified thereon, such resignation shall take effect upon receipt. The acceptance of such resignation shall not be necessary to make it effective.

Section IX: Procedure. The executive committee shall elect a presiding officer from its members and may fix its own rules of procedure which shall not be inconsistent with these By-Laws. It shall keep regular minutes of the proceedings and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken.

Section X: Other Committees. The Board of Directors may by resolution establish an audit committee, a loan committee or other committees composed of directors as they may determine to be necessary or appropriate for the conduct of business of the Savings Bank and may prescribe the duties, constitution and procedures thereof.

ARTICLE IV

Officers

Section I: Positions. The officers of the Savings Bank shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by a Board of Directors. The Board of Directors may also designate the Chairman of the Board as an officer. The President shall be the chief executive officer, unless the Board of Directors designates the Chairman of the Board as chief executive officer. The President shall be a director of the Savings Bank. The Board of Directors may designate one or more Vice Presidents as Executive Vice President or Senior Vice President. The Board of Directors may also elect or authorize the appointment of such other directors as the business of the Savings Bank may require. The officers shall have such authority and perform such duties as the Board of Directors may from time to time authorize or determine. In the absence of action by the Board of Directors, the officers shall have such powers and duties as generally pertain to their respective offices.

Section II: Election and Term of Office. The officers of the Savings Bank shall be elected annually at the first meeting of the Board of Directors held after each annual meeting of the members. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as possible. Each officer shall hold office until his successor shall have been duly elected and qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. Election or appointment of an officer, employee or agent shall not of itself create contract rights. The Board of Directors may authorize the Savings Bank to enter into an employment contract with any officer in accordance with the regulations of the Savings Association Board; but no such contract shall impair the right of the Board of Directors to remove any officer at any time in accordance with Section VIII of Article III.

Section III: Removal. Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Savings Bank will be served thereby, but such removal, other than for cause, shall be without prejudice to the contract rights, if any, of the person so removed.

Section IV: Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section V: Renumeration. The renumeration of the President shall be fixed from time to time by the Board of Directors. The President shall determine the renumeration of all other offices of the Savings Bank.

ARTICLE V

Contracts, Loans, Checks, Savings Accounts and Deposits

Section I: Contracts. To the extent permitted by regulations of the Savings Association Board and except as otherwise prescribed by these By-Laws with respect to certificates for shares, the Board of Directors may authorize any officer, employee, or agent of the Savings Bank to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Savings Bank. Such authority may be general or confined to the specific instances.

Section II: Loans. No loans shall be contracted on behalf of the Savings Bank and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

Section III: Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Savings Bank shall be signed by one or more officers, employees or agents of the Savings Bank in such manner as shall from time to time be determined by the Board of Directors.

Section IV: Deposits. All funds of the Savings Bank not otherwise employed shall be deposited from time to time to the credit of the Savings Bank in any of its duly authorized depositories as the Board of Directors may select.

Section V: Savings Deposits. All savings accounts of this Savings Bank shall be considered to be savings deposits in accordance with the laws of the State of Mississippi.

Priority: No preference shall be made with respect to the distribution of assets upon voluntary of involuntary liquidation, dissolution, or winding up of the institution as between savings deposits and savings accounts of the institution. In any such event, such deposits, certificates and savings accounts outstanding shall have equal priority with each other and shall be paid in full before any distribution to permanent stockholders. As used in this section, the term "savings deposit", "certificate of deposit" and "savings account" have the same meaning as the term "insured account" as defined in the Rules and Regulations for Insurance of Accounts of the Federal Savings and Loan Insurance Corporation. Certificates issued evidencing fixed-rate, fixed-term accounts shall comply with the limitations set forth in Section 563.3-1 of the Insurance Regulations.

Type of Savings Deposits: The following types of savings deposits may be accepted in the discretion of the Board of Directors:

(a) Full-Paid Savings Deposits, when the full value thereof is paid at the time of issuance.

(b) Installment Savings Deposits, on which payments shall be made in the amounts and at the times fixed by the Board of Directors.

(c) Optional Savings Deposits, on which, after the first payment has been made, the account holder may pay any amount at any time.

(d) Short-term Club Savings Deposits, on which payments may be made at the option of the account holder to be withdrawn within 24 months.

(e) Bonus Savings Deposits, which are accepted pursuant to a bonus plan approved by both the Savings and Loan Commissioner of Mississippi and the Federal Savings and Loan Insurance Corporation.

(f) Any other type of savings deposit, the acceptance of which has been approved by both the Savings and Loan Commissioner of Mississippi and the Federal Savings and Loan Insurance Corporation.

Withdrawal and Redemption: Any depositor may withdraw his unpledged savings account, in whole or in part, in accordance with Savings Association Law of 1977 as now or hereafter amended. The institution may require at least 30 days written notice of intention to withdraw.

At any time funds are on hand for the purpose of meeting withdrawals, subject to the terms of any certificate or agreement with the account holder, the Board of Directors may determine to redeem by lot or otherwise, at its discretion, all or part of the institution's savings deposit and savings accounts on an earnings date by giving 30 days notice by registered or certified mail to each affected holder. Upon receipt of notice of redemption, the savings deposit book, certificate or other evidence of the account shall then be surrendered for cancellation and payment. If on or before the redemption date the funds necessary for redemption have been set aside so as

to be and continue to be available therefor, earnings on savings deposits and savings accounts called for redemption shall cease to accrue from and after the earnings date specified as the redemption date.

Holders of Record: The Savings Bank shall treat the holder of record of any type of savings deposit account as the owner in fact thereof and, accordingly, shall not be bound to recognize any equitable or other claim to or interest therein of any other person, whether or not it shall have notice thereof, except as provided by the laws of the State of Mississippi.

Distribution of Earnings: The Savings Bank, by resolution of its Board of Directors, may provide that:

(1) Earnings or interest on savings accounts or designated classes thereof, be distributed as provided by contract, or monthly, quarterly, semi-annually, or annually as of the last day or the last business day of each calendar month, quarter, semi-annual or annual period.

(2) Earnings or interest may be paid on savings accounts for the number of days funds are on deposit. The Board of Directors of an association may provide by appropriate resolution that deposits received by the association on or before the tenth day of the month shall be considered as credited as of the first day of such month. If such resolution is adopted it shall also specify the manner in which deposits received after the tenth shall be credited for the purpose of computing earnings. The Board of Directors may also, by appropriate resolution, provide that total or partial withdrawals from savings accounts made during the last three business days of any earnings period be permitted to receive full earnings the same as if such withdrawals were made immediately after the closing of such period.

(3) The institution shall not be required to credit earnings to savings deposits or savings accounts with a balance of less than five dollars ($5.00) or to savings deposits or savings accounts issued under a Christmas Club, vacation club or other similar plan whereby they shall automatically be listed for withdrawal no later than 24 months after the date of issuance. The Board of Directors may fix a lesser amount than such minimum with respect to the distribution of earnings on savings deposits and savings accounts established in connection with a program offered to children for the encouragement of thrift.

(4) The date of investment shall be the date of the actual receipt by the institution of a payment on a savings deposit or savings account except that the Board of Directors may fix a date, which shall not be later than the tenth day of the month, for determining the date of investment. Provided, however, that the Board of Directors may permit investments of $100.00 or more to receive earnings from the date of investment, in any event. Payments affected by such determination date, received by the institution on or before such determination date, shall receive earnings as if invested on the first of the month during which such payment was made.

(5) The Board of Directors may classify savings deposits and savings accounts as to amount and term, and may determine to pay different

rates of earnings with respect to savings deposits and savings accounts in different clases; subject, however, to any law or regulation governing insurance of accounts by the Federal Savings and Loan Insurance Corporation and Regulations for the Federal Home Loan Bank System.

Prohibition of Shares or Fees on Savings Accounts: Except as permitted or required by the Laws and Rules and Regulations governing Mississippi State-chartered associations, by the Rules and Regulations for Insurance of Accounts and by the Regulations for the Federal Home Loan Bank System, the Savings Bank shall not directly or indirectly charge any membership, admission, repurchase, withdrawal, or any other fee or sum of money for the privilege of becoming, remaining or ceasing to be a depositor or a holder of a savings or deposit account.

ARTICLE VI

Certificates for Shares and Their Transfer

Section I: Certificates of Shares. Certificates representing shares of capital stock of the Savings Bank shall be in such form as shall be determined by the Board of Directors in accordance with the regulations of the Savings Association Board. Such certificates shall be signed by the President or Vice President of the Savings Bank as authorized by the Board of Directors, attested by the Secretary or an assistant secretary, and sealed with the corporate seal or facsimile thereof. The signatures of the officers upon a certificate may be facsmilies if the certificate is manually signed on behalf of a transfer agent or a resistrar, other than the Savings Bank itself or one of its employees. Each certificate for shares of capital stock shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the Savings Bank. All certificates surrendered to the Savings Bank for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in case of a lost or destroyed certificate, a new certificate may be issued therefor upon such terms and indemnity to the Savings Bank as the Board of Directors may prescribe.

Section II: Transfer of Shares. Transfer of shares of capital stock of the Savings Bank shall be made only on its stock transfer books. Authority for such transfer shall be given only by the holder of record thereof or by his legal representative, who shall furnish proper evidence of such authority, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Savings Bank. Such transfer shall be made only on surrender and cancellation of the certificate for such shares. The person in whose name shares of capital stock stand on the books of the Savings Bank shall be deemed by the Savings Bank to the owner thereof for all purposes.

ARTICLE VII

Fiscal Year; Annual Audit

The fiscal year of the Savings Bank shall end on the thirty-first day of December of each year. The Savings Bank shall be subject to an annual audit as of the end of its fiscal year by independent public accountants appointed by and responsible to the Board of Directors.

ARTICLE VIII

Indemnification

Section I: Subject to the provisions of Section II of this Article VIII, any person against whom any action is brought by reason of the fact that such person is or was, at the time of adoption of these By-Laws, a director or officer of the Savings Bank shall be indemnified by such Savings Bank for:

(a) Reasonable costs and expenses, including reasonable attorney's fees, actually paid or incurred by such person in connection with proceedings related to the defense of settlement of such action;

(b) Any amount up to the extent of the capital of the Savings Bank for which such person becomes liable by reason of any judgment in such action; and

(c) Reasonable costs and expenses, including reasonable attorney's fees, actually paid or incurred in any action, to enforce his rights under this section, which results in a final judgment in favor of such person.

Section II: Indemnification provided for in Section I of this Article VIII shall be made to such officer of director only if the requirements of this subparagraph are met:

(a) The Savings Bank shall make the indemnification provided by Section I in connection with any such action which results in a final judgment on the merits in favor of such officer or director.

(b) The Savings Bank shall make the indemnification provided by Section I in case of settlement of such action, final judgment against such director or officer or final judgment in favor of such director or officer other than on the merits except in relation to matters as to which he shall be judged to be liable for negligence or misconduct in the performance of his duty, only if a majority of the directors of the Savings Bank determines that such director or officer was acting in good faith within what he was reasonably entitled to believe under the circumstances was the scope of his employment or authority and for a purpose which he was reasonably entitled to believe under the circumstances was in the best interests of the Savings Bank or its members.

Section III: As used in Article VIII:

(a) "Action" means any action, suit or other judicial or administrative proceedings, whether civil, criminal, or otherwise, including any appeal or other proceeding for review;

(b) "Final judgment" means a judgment, decree or order which is appealable and to which the period for appeal has expired and no appeal has been taken;

(c) "Settlement" includes the entry of a judgment by consent or by confession or upon a plea of guilty or nolo contendre.

ARTICLE IX

Corporate Seal

The Board of Directors shall provide a Savings Bank seal which shall be two concentric circles between which shall be the name of Southeastern Savings Bank. The year of incorporation or an emblem may appear in the center.

ARTICLE X

Amendments

These By-Laws may be altered, amended, or repealed at any regular or special meeting by a two-thirds vote of the full Board of Directors.

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

INDEPENDENT ACTIVITIES ASSOCIATION
OF HINDS COUNTY, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 4th day of April, A. D., 1985.

William A. Allain
Governor

By the Governor

Dick Molpus
Secretary of State

RESOLUTION OF Independent Activities Association of Hinds County
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 Independent Activities Association Of Hinds County an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that Robert E. Thomas, Mary Washington, Annie K. Morgan, Mitchell Burns, Charles Brinson, and Eddie B. Smith are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Independent Activities Association of Hinds County, 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 Washington, 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 February 13 at 3866 California Avenue, 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 13th day of February 1985

Secretary Mary Washington

C-30-3

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

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is:

   Independent Activities Association of Hinds County, 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
Robert E. Thomas	3866 California Avenue	Jackson	MS 39213
Mary Washington	6608 George Washington	Jackson	MS 39213
Annie K. Morgan	4754 Village Drive	Jackson	MS 39206
Mitchell Burns	2941 Angela Circle	Jackson	MS 39209
Charles Brinson	1200-C Handy Avenue	Jackson	MS 39204
Eddie B. Smith	3914 California Avenue	Jackson	MS 39213

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

3. The domicile is at 3866 California Avenue (Street and No.) Jackson (City) MS 39213 (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 organization and no shares of stock shall be issued. The organization can best be typed as community enhancement through organized sports activities and skills training. It is a fraternal, charitable and civic improvement 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:

   See Attached "Summary of Activities and 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

The Independent Activities Association of Hinds County

Summary of Activities and Purpose

The Independent Activities Association of Hinds County will undertake activities to assist youth of the Hinds County area in becoming good citizens and productive adults.

1. Tutoring assistance on a regular basis shall be provided for all youth within the service area showing a need/desire. Tutoring will also be provided in preparation for the GED test.

2. Sewing and quilting classes shall be provided as a hobby as well as as a source of income.

3. In order to provide youth with meaningful ways of participating in competitive activities, in season sports shall be provided.

   a. Baseball-Spring and Summer
   b. Football-Fall
   c. Basketball-Winter

4. Entertainment activities such as dances, picnics and banquets shall be supervised in order to teach ways of learning and developing good character as well as learning to interact with ones peers.

5. On-the-job training will be provided to assist interested youth in developing work related skills as well as learning skills.

6. As the organization grows and finances allow, educational assistance will be provided to any youth within the target area who shows a need in order to further his/her education.

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

Signatures:

Robert E. Thomas
Mary Washington
Annie K. Morgan
Mitchell Burns
Charles Brinson
Eddie B. Smith

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Hinds

This day personally appeared before me, the undersigned authority Robert E. Thomas, Mary Washington, Mitchell Burns, Eddie B. Smith, Annie K. Morgan, Charles Brinson, incorporators of the corporation known as the Independent Activities Association of Hinds County, 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 March, 1985

My Commission Expires June 29, 1988

(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 29th day of March A.D., 1985 together with the sum of $25.00 XX deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Secretary of State

Jackson, Miss., April 1, 1985

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.

Edwin Lloyd Pittman
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

HARRISON COUNTY YOUNG LAWYERS ASSOCIATION

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 4th day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

MINUTES OF REGULAR MEETING OF
YOUNG LAWYERS SECTION OF THE
HARRISON COUNTY BAR ASSOCIATION
JANUARY 4, 1985

The regular meeting of the Young Lawyers Section of the Harrison County Bar Association was held at the Western Sizzlin' Restaurant, Gulfport, Mississippi, on Friday, January 4, 1985 at 12:30 p.m.

Ann Bowden-Hollis, president of the organization, presided at the meeting, and Frederick T. Hoff, Jr., treasurer of the organization, served as acting secretary thereof.

The president declared that a quorum was present and that the meeting was competent to transact business inasmuch as 13 regular members of the association were present.

Due to the absence of the secretary, the reading of the Minutes of the last meeting was deferred.

The treasurer's report was presented by treasurer Frederick T. Hoff, Jr., and a copy of his report is to be inserted in the minute book immediately following these minutes.

The next order of business was a suggestion by Bill McDonough of moving the annual Young Lawyers party from Christmas to summer. Fred Hoff reported that the 1984 Christmas party had 88 in attendance and a total cost of approximately $3,060.00 which translated into an approximate cost per person of $35.00. The consensus was that a notice

of this proposed change be included in the notice of the February, 1985 meeting for comment by the membership.

Ann Bowden-Hollis then advised the meeting of various problems which the officers of the association had encountered as a result of the interest bearing accounts maintained by the association and recent changes in the Federal income tax laws. Ann Bowden-Hollis explained that the executive committee had recommended that the association incorporate as a nonprofit, nonshare corporation to eliminate these problems. Thereupon, after a general discussion and careful deliberation, on motion duly made and seconded, the members of the association unanimously adopted the following resolution:

> RESOLVED, that Ann Bowden-Hollis, Lee N. Perry and Frederick T. Hoff, Jr., all of whom are members of the Young Lawyers Section of the Harrison County Bar Association 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 a nonprofit corporation to be known as "Harrison County Young Lawyers Association", which shall be organized and operated exclusively for civic improvement, fraternal and educational purposes, which charter shall contain such other powers and prohibitions as, in their judgement, may be required for the said corporation to accomplish its purposes and to qualify within the meaning of Internal Revenue Code Sections 501(c)(6) and within the meaning of

Section 27-7-15(4)(f) of the Mississippi Code of 1972, as amended;

RESOLVED FURTHER, that the said Ann Bowden-Hollis, Lee N. Perry and Fredrick T. Hoff, Jr., 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 the Young Lawyers Section of the Harrison County Bar Association.

Wayne Hengen moved that the organization contribute $200.00 toward the expenses for the students of Biloxi High School who are participating in a mock trial competition in Jackson, Mississippi on February 1 and 2, 1985. The motion was seconded, and after a general discussion it passed unanimously.

The last item of business was a discussion of whether to have a meeting in June, 1985 since the regular meeting day in June occurs during the State Bar Convention. The consensus was that there be no June meeting.

There being no further business to come before the meeting, on motion duly made and seconded, the same was duly adjourned at 1 p.m.

Fredrick T. Hoff, Jr.
Acting Secretary

ATTESTS:

Ann Bowden-Hollis
Ann Bowden-Hollis, President

CERTIFICATION

STATE OF MISSISSIPPI

COUNTY OF HARRISON

FIRST JUDICIAL DISTRICT

I, Charlene Roemer, do hereby certify that I am the duly elected, qualified and acting secretary of the Young Lawyers Section of the Harrison County Bar Association located in the First and Second Judicial Districts of Harrison 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 on this, the 31st day of January, 1985.

Charlene Roemer

Charlene Roember, Secretary of the Young Lawyers Section of the Harrison County Bar Association

CHARTER OF INCORPORATION

OF

HARRISON COUNTY YOUNG LAWYERS ASSOCIATION

We, the undersigned adult resident citizens of the State of Mississippi and members of the Young Lawyers Section of the Harrison County Bar Association, under the authority granted to us by the Association, hereby apply for the Charter of Incorporation for such Association and set forth the following information:

FIRST: The corporate title of the company is Harrison County Young Lawyers Association.

SECOND: The names, street address and post office address of the incorporators, each of whom is an adult resident citizen of the State of Mississippi and is a member of the Association duly authorized to act on its behalf, are:

Ann Bowden-Hollis
2300 14th Street
P. O. Drawer H
Gulfport, Mississippi 39502-0024

Lee N. Perry
1 Hancock Plaza, Suite 1209
P. O. Drawer 100
Gulfport, Mississippi 39501

Frederick T. Hoff, Jr.
2416 14th Street
P. O. Box 910
Gulfport, Mississippi 39502

THIRD: The domicile of the corporation in this state is in the First and Second Judicial Districts of Harrison County, Mississippi, and its post office address is 2416 14th Street, P. O. Box 910, Gulfport, Mississippi 39502.

FOURTH: This is a nonprofit civic improvement and fraternal corporation and no shares of stock are to be issued.

FIFTH: The period of existence of this corporation shall be perpetual.

SIXTH: The corporation is organized and shall be operated exclusively for civic improvement, educational and frathernal purposes.

SEVENTH: The purposes for which the corporation is created not contrary to law, are civic improvement, educational and fraternal. To carry out these purposes, the corporation is authorized to accept, hold, administer and disburse such funds as may from time to time be received by it from any person, firm, partnership or corporation, and in general to do and perform all things that may appear necessary and useful in accomplishing the purposes hereinabove set out. All of the assets and earnings shall be used exclusively for the purposes herein set out, including the payment of reasonable and necessary expenses incidental thereto.

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

(a) To establish an organized group of attorneys at law in Harrison County, Mississippi;

(b) To promote and emphasize the positive aspects of the legal profession and judicial system;

(c) To promote among its members higher ethical and professional standards in the practice of law;

(d) To advise, inform and educate its members in all matters relevent to the practice of law;

(e) To present programs and conduct projects to educate the public at large about the judicial system, the role of the attorney, and the rights of the individual under law;

(f) To operate seminars and other educational programs;

(g) To receive gifts, bequests, devises and endowments;

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

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

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

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

(l) 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;

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

(n) To sponsor, engage in, conduct and carry on any and all types and kinds of fundraising solicitations, programs, activities and events which are in furtherance of its civic improvement, educational and fraternal purposes;

(o) To elect or appoint officers and agents of the corporation;

(p) To make and alter by-laws, not inconsistent with its charter of incorporation or with the laws of this state, for

the administration and regulation of the affairs of the corporation;

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

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

NINTH: The members of the corporation shall be those persons interested in furthering the purposes of the corporation and in actively supporting the same who shall be duly admitted to membership, all in accordance with the by-laws, rules and regulations of the corporation.

TENTH: 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 by-laws of the State of Mississippi.

ELEVENTH: 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 if any dues are ever required of its members, shall vest in each member the right to one (1) vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for claims of creditors.

TWELFTH: Upon the dissolution of this corporation, or upon the cessation of its corporate existence, or upon the revocation of its charter, no part of its funds or proper-

ties 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 to and among such organization or organizations as the members may determine; provided, however, that any such organization shall not be organized for profit and shall qualify as an exempt organization or organizations under one of the provisions of Internal Revenue Code Section 501(c) (or the corresponding provisions of any future United States Internal Revenue laws). 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; provided, however, that any such organization shall not be organized for profit and shall qualify as an exempt organization under one of the provisions of Internal Revenue Code Section 501(c) (or the corresponding provisions of any future United States Internal Revenue laws).

THIRTEENTH: Notwithstanding any other provision herein which might be construed to the contrary, it is expressly 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, to make appropriate reimbursement of expenses incurred, and to make other reasonable and necessary payments and distributions in furtherance of its purposes; and,

(b) 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 Internal Revenue Code Section 501(c)(6) (or the corresponding provision of any future United States Internal Revenue law).

DATED: March 26, 1985.

Ann Bowden-Hollis

Lee N. Perry

Frederick T. Hoff, Jr.

INCORPORATORS

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI

COUNTY OF HARRISON

FIRST JUDICIAL DISTRICT

This day personally appeared before me, the undersigned authority in and for the aforesaid state and county, Ann Bowden-Hollis, Lee N. Perry and Frederick T. Hoff, Jr., incorporators of the corporation known as Young Lawyers Section of the Harrison County Bar Association, who acknowledged that they signed and executed the above and foregoing charter of incorporation as their act and deed on this the 26th day of March, 1985.

Sandra W. Floyd
Notary Public

My Commission Expires:

January 22, 1987

SANDRA W. FLOYD, NOTARY PUBLIC

Received at the office of the Secretary of State this the 28th day of March, 1985, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Molpus
Secretary of State

Jackson, Mississippi April 3rd, 1985

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

Edwin Lloyd Pittman
Attorney General

By: Richard M. Allen
Special Assistant Attorney General

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

YELLOW BILL 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 4th day of April, A. D., 1985

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF Yellow Bill 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 Yellow Bill 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 the following adult resident citizens of the State of Mississippi, William Larry Currie, John M. Russum, and Windell T. Traxler are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Yellow Bill Hunting Club, Inc. ; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, John M. Russum, 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 March 20, 1985 at Route 2, Forest, Mississippi 39074 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 March, 1985

Secretary John M. Russum

John M. Russum

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: Yellow Bill 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
William Larry Currie	Route 2, Box 147-A	Forest,	Mississippi 39074
John M. Russum	Route 1, Box 50,	Pulaski,	Mississippi 39152
Windell Traxler	Route 2, Box 143-A	Forest,	Mississippi 39074

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

3. The domicile is at Route Two (Street and No.) Forest (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.)

Yellow Bill Hunting Club, Inc. is a non-profit/fraternal corporation, no shares of stock shall be issued, and it shall be a hunting club for sportsmen.

5. Period of existence shall be perpetual.

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

For members to engage in the lawful hunting and killing of game and further:

To protect the game, livestock, property, and human lives for the benefit of landowners, sportsmen, and the State of Mississippi.

The Corporation shall not discriminate against members or prospective members because of race, creed or color.

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

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

Signatures: ✓ William Larry Currie
✓ Windell T. Traxler
✓ John M. Russum

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of SMITH

This day personally appeared before me, the undersigned authority William Larry Currie, John M. Russum and Windell Traxler

incorporators of the corporation known as the Yellow Bill 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 20th day of March, 19 85

My Commission Expires July 10, 1988

STATE OF MISSISSIPPI

County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the

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

Received at the office of the Secretary of State this the 25th day of March A.D., 1985, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Molpus

Secretary of State

Jackson, Miss., April 1, 1985

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.

Edwin Lloyd Pittman

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

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

LANIER CLASS OF 1965, 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 April, A.D., 1985

William A. Allain
Governor

By the Governor

Dick Molpus
Secretary of State

CERTIFIED COPY OF RESOLUTION AUTHORIZING
APPLICATION FOR CHARTER OF INCORPORATION

OF

LANIER CLASS OF 1965, INC.

The undersigned duly acting Secretary of LANIER CLASS OF 1965 , an unincorporated organization, hereby certified that at a meeting of the members thereof at 440 Bounds Street, Suite C, Jackson, MS 39206, on the 8th day of February, 1985, the following resolutions were unanimously adopted, to-wit:

> RESOLVED, that Evelyn Harrion Silas, Mary Ann Loper Lindsey, Mary Rhodes Braggs, Frances Taylor Kelley, Jacob Smith, Robert Taylor, Hezekiah Watkins, Frank D. Stimley, Nolan Byrd and Mary Gray Lee be and they are hereby authorized to apply to the Secretary of State of the State of Mississippi, for a Charter of Incorporation for this organization as a non-profit, non-share corporation under the provisions of 79-11-1, Mississippi Code of 1972, as amended, and further
>
> RESOLVED, that the corporation shall be named LANIER CLASS OF 1965, INC., that its Charter of Incorporation shall contain such powers and authority and other matters as the above incorporators shall approve by their signature thereon, and the said incorporators be and they are hereby authorized to take all actions and do all things necessary or desirable in connection with the incorporation of LANIER CLASS OF 1965, INC..

I further certify that the above and foregoing resolutions have not been modified or amended and as of the date hereof remain in full force and effect.

THIS the 25th day of March 1985.

ACTING SECRETARY

THE CHARTER OF INCORPORATION

OF

LANIER CLASS OF 1965, INC.

1. The corporation title of said company is:

LANIER CLASS OF 1965, INC.

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

Evelyn Harrion Silas
730 Wingfield Street
Jackson, MS 39209

Mary Ann Loper Lindsey
137 South Denver
Jackson, MS 39209

Mary Rhodes Braggs
5774 Angle Drive
Jackson, MS 39206

Frances Taylor Kelly
815 Rutherford Drive
Jackson, MS 39206

Jacob Smith
151 Broadway Drive,
Apartment D-5
Clinton, MS 39056

Robert Taylor
3725 Northbrook Drive
Apartment #5
Jackson, MS 39206

Hezekiah Watkins
4654 Village Drive
Jackson, MS 39206

Frank D. Stimley
440 Bounds Street
Suite C
Jackson, MS 39206

Nolan Byrd
2044 Ludlow
Jackson, MS 39203

Mary Gray Lee
1651 Forest Avenue
Apartment M-3
Jackson, MS 39206

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

3. The domicile is at 440 Bounds Street, Suite C, Jackson, MS 39206.

4. This is a non-profit corporation and no shares of stock shall be issued. The corporation is created and shall operate and act as a charitable, civic improvement and fraternal organization designed to stimulate education by way of awarding scholarships and otherwise.

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, are as follows:

A. To cause the 1965 graduates of Lanier Junior/Senior High School to come together, to meet, to reunite and hold reunions in an effort to collectively and as a group provide assistance, financially and otherwise including but not limited to the award of scholarships to deserving students of Lanier Junior/Senior High School.

In connection with its principal purpose, the corporation shall enjoy the rights and powers more particularly hereinafter set out.

B. To receive and maintain a fund or funds of real or personal property, or both, and to use and apply the whole or any part of the income therefrom or the principal thereof, in furtherance of the business and purpose of the corporation, and for charitable, educational or civic improvement purposes, whether directly or by contribution to organizations that qualify as exempt organizations under the Internal Revenue Code and its regulations.

C. To coordinate and supplement existing charitable, social, civic and educational services generally supporting, financially and otherwise, the support of the deserving student who seeks to advance his/her education upon graduation from high school.

D. All assets of the corporation shall be principally and directly dedicated exclusively to the above stated educational, civic and cultural improvement work. No part of any net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its 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 part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.

E. 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. Upon dissolution of the corporation, the assets of the corporation shall be distributed exclusively to one or more charitable or educational organizations which would then qualify under 501(c)(3) of said Code and Regulations.

F. As a means of accomplishing the foregoing chartable, educational or civic improvement purposes, the corporation shall have the following additional powers:

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

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

(3) to accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase exchange, lease, transfer, judicial order or decree or otherwise, for any of its objects and purposes, any property, immovable and movable, or whatever kind, nature or description and whatever situated, and to execute and deliver any and all instruments advisable, necessary or expedient in connection with any of the foregoing,

(4) to buy, 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, and to enter into any contract or other instrument necessary, advisable or expedient to accomplish any of the foregoing,

(5) to borrow money and to make, accept, endorse, execute and issue bonds, debentures, promissory notes and other obligations of the corporation for money 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 obligation by mortgage, pledge, deed of trust, indenture, agreement, or other instrument of trust, or by other privilege upon the assignment of, or agreement in regard to, all or any part of property, right or privileges of the corporation, wherever situated, whether now owned or hereafter acquired,

(6) to invest and reinvest its funds in stocks, bonds, debentures, mortgages, or in such other securities and properties as the Board of Directors of the corporation shall approve, subject to the limitations and conditions contained in any limitations and conditions contained in any bequest, devise, grant or gift, provided such limitations and conditions are not in conflict with the provisions of 501-(c)(3) of the

Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

(7) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which are now or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth which are reasonably necessary to the attainment of the purposes of the corporation, subject to the further limitation and condition that notwithstanding any other provision of these articles, only such powers shall be exercised as are in furtherance of the tax exempt purposes of the corporation, and

(8) This corporation shall further be authorized and empowered to do and perform any and all acts of any kind or character associated with the principle purpose for which the corporation has been formed, including in general, to contract with others for the performance of services in connection with the purposes of the corporation, to enter into, make and perform any contract reasonably related thereto, to lend to any person, firm or corporation any of its assets or funds, with or without security, to maintain office space for the performance of its services, and to rent or subsidize other facilities for use in connection with the purpose for which the corporation has been formed.

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.

IN WITNESS WHEREOF, we have hereunto affixed our signatures, this the 25th of March 1985.

Signatures:

Evelyn Harrion Silas

Evelyn Harrion Silas

Mary Ann Loper Lindsey

Mary Ann Loper Lindsey

Mary Rhodes Braggs

Mary Rhodes Braggs

Frances Taylor Kelley

Frances Taylor Kelley

Jacob Smith

Jacob Smith

Robert Taylor

Hezekiah Watkins

Frank D. Stimley

Nolan Byrd

Mary Gray Lee

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me, the undersigned authority Evelyn Harrion Silas, Mary Ann Loper Lindsey, Mary Rhodes Braggs, Frances Taylor Kelley, Jacob Smith, Robert Taylor, Hezekiah Watkins, Frank D. Stimley, Nolan Byrd and Mary Gray Lee incorporators of the corporation known as the LANIER CLASS OF 1965, INC., who acknowledged that they signed and delivered the above and foregoing Charter of Incorporation as their act and deed on this the 25th day of March, 1985.

Given under my hand and official seal, this the 25th day of March, 1985.

Mildred G. Davis
NOTARY PUBLIC

My Commission Expires:

Dec. 2, 1987

Received at the office of the Secretary of State this the 28th day of March A.D., 1985, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Jackson, Mississippi
April 5th 1985

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.

Edwin Lloyd Pittman
Attorney General

By Richard M. Allen
Special Assistant Attorney General
4/5 1985

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

RILEY PROPERTY HOLDING COMPANY

is hereby 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 April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION

BE IT RESOLVED, by the RILEY PROPERTY HOLDING ASSOCIATION, an unincorporated association, that it incorporate as a nonprofit, nonshare corporation under the laws of the State of Mississippi, and that the following members and directors of the Association, namely, Dr. Richard F. Riley, Dr. William G. Riley and R. B. Deen, Jr., be and they are hereby specifically authorized, empowered and directed to make application to the Secretary of State of the State of Mississippi for the incorporation of said Association as a nonprofit, nonshare corporation to be known as "RILEY PROPERTY HOLDING COMPANY", and to execute all instruments and to do all things necessary to effectuate and consummate the incorporation of this Association as aforesaid under the laws of the State of Mississippi.

* * * * * *

CERTIFICATE

I, R. B. Deen, Jr., Secretary of RILEY PROPERTY HOLDING ASSOCIATION, hereby certify that the above and foregoing is a true and correct copy of a Resolution duly passed and adopted by the RILEY PROPERTY HOLDING ASSOCIATION, an unincorporated association, at a meeting of the Association held in Meridian, Lauderdale County, Mississippi, on the 13th day of March, 1985, as the same appears in the minutes of the Association.

R B Deen Jr

R. B. DEEN, JR., SECRETARY
RILEY PROPERTY HOLDING ASSOCIATION

CHARTER OF INCORPORATION
OF RILEY PROPERTY HOLDING COMPANY

1. The corporate title of said company is:

   RILEY PROPERTY HOLDING COMPANY.

2. The names, street addresses and post office addresses of the incorporators of this Corporation are the following individuals (who shall, upon the due incorporation of this Corporation as a nonprofit, nonshare corporation under the laws of the State of Mississippi, become and constitute the initial members of this Corporation and also the initial members of its Board of Directors):

	Name	Street & Number	City	State
(1)	Dr. Richard F. Riley	1805 36th Street	Meridian	Mississippi
(2)	Dr. William G. Riley	3429 18th Avenue	Meridian	Mississippi
(3)	R. B. Deen, Jr.	5010 15th Place	Meridian	Mississippi

   Each of the above incorporators is an adult resident citizen of the State of Mississippi, all of whom as the initial members of the existing Riley Property Holding Association have met, and, as such initial members of the existing Association and of this Corporation, as reflected in the minutes of such meeting, have adopted and attach hereto a certified copy of a resolution authorizing, empowering and directing the incorporators to make application for a grant of charter and the incorporation of this Corporation as herein provided.

3. The domicile and office of the Corporation shall be 1122 22nd Avenue, Meridian, Mississippi 39301, in charge of an officer of the Corporation

4. This Corporation is a nonprofit, nonshare corporation organized as a charitable association for the exclusive purpose of holding title to property consistent with Section 501(c)(2) of the Internal Revenue Code of 1954, as amended, and to carry out the purposes thereunder. This corporation shall issue no shares of stock, shall divide no dividends or profits among its members, and expulsion shall be the only remedy for nonpayment of dues, if any. Each member shall have the right to one vote in the adoption of by-laws, rules and regulations, and in the election of all directors and officers. Loss of membership, by death or otherwise, shall terminate all interest of such member in the corporate assets, and there shall be no individual liabilities against the members for corporate debts.

5. The period of existence of this Corporation shall be perpetual; provided, however, that this charter shall be subject at all times to alteration, amendment or repeal as may be provided by the laws of the State of Mississippi. It is further provided that should statutes be hereafter enacted making unlawful perpetual existence of such Corporation, or should this Corporation be dissolved by operation of law or otherwise, 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,

#2

medical, hospital, 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), or to any federal, state, or local government, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court of competent jurisdiction in 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, or as the laws of the State of Mississippi may provide.

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

A. To hold title to property or to dispose of same; to collect income from and to manage property; to turn over the net income from such property, where appropriate to other organizations which are exempt under Section 501(c) of said Internal Revenue Code.

B. To engage in joint ventures, associations, arrangements and memberships with nonprofit and for-profit corporations and individuals to accomplish and effectuate any of the purposes hereof.

C. This corporation shall have all of the powers, privileges and rights necessary and incidental to or convenient for carrying out the purposes for which this corporation is formed, and without limiting the generality of the foregoing the Board of Directors hereby claim for this Corporation the following rights and powers:

(1) to sue and be sued and complain and defend in its corporate name;

(2) 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;

(3) to purchase, take, receive, or otherwise acquire, own, hold, use and deal in property, or any interest therein, wheresoever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;

(4) to make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other securities and obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, income and revenue;

(5) to lend money for its corporate purposes, to invest and re-invest its funds and take and hold property as security for the payment of funds so loaned or invested;

(6) to elect or appoint officers and agents of the Corporation, define their duties and fix their compensation;

(7) to make and alter by-laws not inconsistent with this Charter of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the Corporation;

(8) to cease its corporate activities and surrender its corporate franchise.

Notwithstanding any other provision of this Charter, the 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)(2) 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. The private property of the members shall be exempt from execution or other liability for any debts of the Corporation, and no member shall be liable or responsible for any debts or liabilities of the Corporation but the entire corporate property shall be liable for the claims of creditors.

8. This Corporation is one which does not contemplate pecuniary gain or profit to the members, officers or directors thereof, and it shall conduct its business and affairs so that no profit or income from the operation thereof shall inure to any of its members, directors or officers. It is intended that this Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(2) of the Internal Revenue Code, as amended from time to time, and which is other than a private foundation within the meaning of Section 509 (a) of the Internal Revenue Code.

9. The members shall have the power to adopt, alter, amend and rescind the By-Laws of the Corporation and to amend the Charter of Incorporation, in each case by the vote of sixty-six and two-thirds percent (66-2/3%) of the members.

10. This Corporation shall not be required to make publication of its charter.

Richard F. Riley
DR. RICHARD F. RILEY

William G. Riley
DR. WILLIAM G. RILEY

R B Deen Jr
R. B. DEEN, JR.

#4

STATE OF MISSISSIPPI)
)
COUNTY OF LAUDERDALE)

This day personally appeared before me, the undersigned authority, DR. RICHARD F. RILEY, DR. WILLIAM G. RILEY, and R. B. DEEN, JR., incorporators of the incorporation known as the RILEY PROPERTY HOLDING COMPANY, who acknowledged that they signed and executed the above and foregoing Charter of Incorporation as their act and deed on this the 19 day of March, 1985.

Sharon Myers
NOTARY PUBLIC

My Commission Expires: 10-7-88

* * * * * * *

Received at the office of the Secretary of State this 29th day of March, 1985, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mayhew
SECRETARY OF STATE

Jackson, Mississippi

* * * * * *

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 of Mississippi, or of the United States.

This the 1st day of April, 1985.

Edwin Lloyd Pittman
EDWIN LLOYD PITTMAN, ATTORNEY GENERAL

BY: Richard M. Allen
SPECIAL ASSISTANT ATTORNEY GENERAL

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

McBOONE 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 4th day of April, A. D., 1985.

Governor

By the Governor

Secretary of State

MINUTES OF ORGANIZATIONAL MEETING
OF McBOONE HUNTING CLUB

There came together BOONE PARKER, JOHN T. McDANIEL and E. HOWARD EATON, three adult residents of the State of Mississippi; the ages and address of each being as follows:

JOHN T. McDANIEL	Age 47	Rt. 1, Mt. Olive, Ms. 39119
E. HOWARD EATON	Age 47	302 Gambrell St. Taylorsville, Ms. 39168
BOONE PARKER	Age 44	Rt. 1, Taylorsville, Ms. 39168

Upon motion made by E. Howard Eaton, Boone Parker was nominated for the office of Chairman of the incorporators, and upon said motion being duly seconded and carried, Boone Parker was named as such Chairman.

Upon motion made by John T. McDaniel, E. Howard Eaton was nominated for the office of Secretary of the organizational meeting, and upon said motion being duly seconded and carried, E. Howard Eaton was named as such Secretary.

There then came on a Resolution offered by John T. McDaniel as follows:

RESOLUTION

WHEREAS, Boone Parker and John T. McDaniel have been operating a hunting and fishing association for several years in Smith County, Mississippi; and

WHEREAS, it would be in the best interest of the association of Boone Parker and John T. McDaniel that the association be incorporated under the name of McBOONE HUNTING CLUB; and

WHEREAS, in order to be granted a Charter of Incorporation as a non-profit corporation, it is necessary that the incorporators be granted the authority to make application for the granting of a Charter to McBOONE HUNTING CLUB; and

WHEREAS, it is the purpose of the incorporators that the non-profit corporation shall have the following rights and powers, to-wit:

The corporation shall have the right and power to own land, to lease land, to obtain hunting rights, and the right to protect and conserve wildlife habitat, and the right to organize hunting and fishing activities in accordance with law. The corporation shall also have the right and power to encourage, train and educate youth and adults in the use of fire arms and game management and to teach the skills of hunting and fishing. It shall have the right to borrow money and buy, sell, and barter real estate and leases and to grow food plots, encourage native habitat, and to protect the natural streams in the area of Smith, Jones, Jasper, and Covington Counties. It shall have the right to bring lawsuits to ensure the protection of wildlife and wildlife habitat, fish and fisheries. It shall have the right to own any and all equipment necessary to carry out the purposes for which the association is being incorporated.

BE IT, THEREFORE, RESOLVED, that the incorporators John T. McDaniel, Boone Parker, and E. Howard Eaton are authorized to file an application for the granting of a Charter for a non-profit corporation as provided for in Section 79-11-1, et. seq., Mississippi Code of 1972, annotated and amended. Said corporation to be named McBoone Hunting Club, Inc.

Upon motion made by E. Howard Eaton that the Resolution be adopted, and upon said motion being duly seconded and carried, the motion was unanimously adopted.

THIS 27th day of March, 1985.

E. Howard Eaton

E. HOWARD EATON, SECRETARY

.....

I, the undersigned, do hereby certify that the above and foregoing is a true and correct copy of the Minutes of the organizational meeting of McBOONE HUNTING CLUB held on the 27th day of March, 1985.

E. Howard Eaton

E. HOWARD EATON, 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: McBOONE 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
JOHN T. McDANIEL	Rt. 1	Mt. Olive	Ms. 39119
BOONE PARKER	Rt. 1	Taylorsville	Ms. 39168
E. HOWARD EATON	302 Gambrell St.	Taylorsville	Ms. 39168

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

3. The domicile is at Rt. 1 (Street and No.) Taylorsville (City) Ms. (State)

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

The corporation is a non-profit corporation with no shares of stock to be issued, organized as a civic improvement organization with emphasis on the conservation and protection of wildlife and authorized hunting and fishing activities. It is a fraternal, charitable and civic improvement corporation.

5. Period of existence shall be perpetual.

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

The corporation shall have the right and power to own land, to lease land, to obtain hunting rights, and the right to protect and conserve wildlife habitat, and the right to organize hunting and fishing activities in accordance with law. The corporation shall also have the right and power to encourage, train and educate youth and adults in the use of fire arms and game management and to teach the skills of hunting and fishing. It shall have the right to borrow money and buy, sell, and barter real estate and leases and to grow food plots, encourage native habitat, and to protect the natural streams in the area of Smith, Jones, Jasper, and Covington Counties. It shall have the right to bring lawsuits to ensure the protection of wildlife and wildlife habitat, fish and fisheries. It shall have the right to own any and all equipment necessary to carry out the purposes for which the association is being incorporated.

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

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

Signatures: John T. McDaniel
JOHN T. McDANIEL
Boone Parker
BOONE PARKER
E. Howard Eaton
E. HOWARD EATON

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of SMITH

This day personally appeared before me, the undersigned authority John T. McDaniel, Boone Parker, and E. Howard Eaton, incorporators of the corporation known as the McBOONE 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 28th day of March, 1985.

Jacqueline A. Long
Notary Public Smith County Mississippi
My Com. Expires May 25, 1988

STATE OF MISSISSIPPI
County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the

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

Received at the office of the Secretary of State this the 29th day of March A.D., 1985, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Morgan
Secretary of State

Jackson, Miss., April 1, 1985

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.

Edwin Lloyd Pittman
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

METRO KARATE CLUB, INC.

changed from:

METRO-JACKSON ATHELETIC ASSOCIATION

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 8th day of April, 1985.

Attest:

Dick Molpus

Secretary of State.

William A. Allain

Governor.

BOOK 307 PAGE 476

CERTIFIED COPY OF RESOLUTION
ADOPTED BY

Metro Jackson Atheletic Association, Inc.

AT A MEETING OF THE MEMBERS HELD ON

March 26, 1985

AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF

Metro Jackson Atheletic Association, Inc.

WHEREAS, Metro Jackson Atheletic 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 Metro Jackson Atheletic Association, Inc. that its charter is amended as follows:

The official name of Metro Jackson Atheletic Association, Inc. shall be changed to " Metro Karate Club, Inc."

CERTIFICATE

I, Robert L. Cook, President or Secretary of Metro Jackson Atheletic 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 Metro Jackson Atheletic Association, Inc. in a meeting assembled on the 26 day of March, 19 85 in Jackson, Mississippi.

WITNESS MY SIGNATURE, this 26 day of March, 19 85

Robert L. Cook
President or Secretary

C-30A-2

BOOK 307 PAGE 477

ARTICLES OF AMENDMENT TO THE
CHARTER OF INCORPORATION
OF

Metro-Jackson Atheletic Association

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 official name of the Metro-Jackson Atheletic Association shall be changed to " Metro Karate Club, Inc."

SECOND: The amendment of the Charter of Incorporation was adopted by the members of the corporation on March 26, 19 85 at a regular meeting of the members of the corporation at Jackson, Mississippi.

DATED: This the 26 day of March, 19 85

SIGNED: Metro Jackson Atheletic Assoc., Inc.
(Name of Corporation)

BY: Robert L. Cook
President or Secretary

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF Hind

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Robert L. Cook,

President or Secretary of Metro Jackson Atheletic Association, Inc.,
who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of Metro Jackson Atheletic Association, INC., on this the 26 day of March, 19 85

Linda M. Stone
NOTARY PUBLIC

My Commission expires:
My Commission Expires June 13, 1988

C-30A-1

Received at the office of the Secretary of State this the 4th day of April A.D., 1985 together with the sum of $10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Molpus

Secretary of State

Jackson, Miss., April 8th, 1985

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.

Edwin Lloyd Pittman

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

MACD ENDOWMENT FUND, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 8th day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF MACD Endowment Fund, 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 MACD Endowment Fund, Inc., 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. C. Sparks, Jr., Sidney Branch and Gale Martin are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named MACD Endowment Fund, Inc.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Gale Martin, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the 20th day of March, 1985 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 20th day of March, 1985.

Gale Martin

GALE MARTIN
Acting Secretary

THE CHARTER OF INCORPORATION

OF

MACD ENDOWMENT FUND, INC.

1. The corporation title of said company is:
MACD Endowment Fund, Inc.

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

NAME:	ADDRESS:
(1) M. C. Sparks, Jr.	1260 Mabry Road Lake Cormerant, Mississippi 38641
(2) Sidney Branch	Route 1, Box 181-A Winona, Mississippi 38967
(3) Gale Martin	239 North Lamar Street Jackson, Mississippi 39201

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

3. The domicile is 239 North Lamar Street, Jackson, Mississippi.

4. The MACD Endowment Fund, Inc. shall exist as a non-profit, non-share, charitable, civic improvement and fraternal corporation as authorized by §79-11-1, Miss. Code Ann. (1972), consisting of dues paying members of the Mississippi Association of Conservation Districts, Inc.

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, are, subject to the foregoing, as follows:

A. To receive donations, gifts, devises, and bequests heretofore and hereafter received by the Mississippi Association of Conservation Districts, Inc. and directed thereto. The donations, gifts, and bequests of

money received by the Mississippi Association of Conservation Districts, Inc. for the MACD Endowment Fund, Inc. and the money received from the sale of other MACD Endowment Fund property shall be considered the cash principal of the MACD Endowment Fund, Inc.

B. The MACD Endowment Fund, Inc. shall be held in trust in perpetuity to assist the Mississippi Association of Conservation Districts, Inc. in accomplishing its purposes and performing its activities according to its policies as they are set forth in its Bylaws and generally set forth below:

(1) To promote soil and water conservation by educating the public as to the wise use and efficient management of land and water resources, by working closely with public and private groups in the conservation and appropriate beneficial use and development of soil and water resources, by seeking public participation and concern in the conservation and wise use of land and water resources, by making the problems, needs and methods of soil and water conservation known to the public, and by generally focusing attention on the needs and benefits of soil and water conservation and management.

(2) To promote civic improvement and social welfare by doing whatever actions are necessary to improve the effective management and conservation of soil and water resources in Mississippi.

(3) To establish and maintain necessary relations with other organizations, individuals or groups so as to bring optimum benefits to the people of Mississippi and of the United States of America by reason of the existence of this corporation.

(4) To accept, buy, sell, own, hold, lease, operate, mortgage, insure, pledge, assign, transfer, or otherwise receive or dispose of real and personal property; provided, however, that any activity authorized by this provision shall not be engaged in any manner

that would jeopardize the federal income tax exemption of this corporation granted pursuant to Section 501(a) of the Internal Revenue Code of 1954, as now in force or as afterwards amended.

(5) To sue or be sued, complain and defend in its corporate name.

(6) To elect officers, appoint agents and define their duties; to make and alter by-laws, not contrary to law or to this charter, governing the affairs of the corporation and the qualifications for membership.

(7) Notwithstanding any other provisions of these articles, these purposes are limited to those described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

7. All of the assets of the corporation shall be dedicated to its stated purposes. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 6 hereof. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding 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, as amended (or the corresponding provision of any future United States Internal Revenue Law).

8. Upon the dissolution of the corporation, the Board of Directors, shall, after paying or making provision for the

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

9. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one (1) vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

10. The governing body and membership of the corporation shall be structured in accordance with provisions contained in the By-Laws of the corporation.

WITNESS the signatures of the Incorporators.

M. C. Sparks Jr.
M. C. SPARKS, JR.

Sidney Branch
SIDNEY BRANCH

Gale Martin
GALE MARTIN

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me, the undersigned authority, M. C. SPARKS, JR., incorporator of the corporation known as the MACD Endowment Fund, Inc., who acknowledged that he signed and delivered the above and foregoing Charter of Incorporation as his act and deed of this the 20 day of March, 1985.

Joanna Hall
NOTARY PUBLIC

My Commission Expires:
My Commission Expires Dec. 5, 1988

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me, the undersigned authority, SIDNEY BRANCH, incorporator of the corporation known as the MACD Endowment Fund, Inc., who acknowledged that he signed and delivered the above and foregoing Charter of Incorporation as his act and deed of this the 20 day of March, 1985.

Joanna Hall
NOTARY PUBLIC

My Commission Expires:
My Commission Expires Dec. 5, 1988

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me, the undersigned authority, GALE MARTIN, incorporator of the corporation known as the MACD Endowment Fund, Inc., who acknowledged that he signed and delivered the above and foregoing Charter of Incorporation as his act and deed of this the 20 day of March, 1985.

Donna Hall
NOTARY PUBLIC

My Commission Expires:

My Commission Expires Dec. 5, 1988

Received at the office of the Secretary of State, this the 1st day of April, A.D., 1985, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Molpus
SECRETARY OF STATE

Jackson, Mississippi, April 8th, 1985

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.

Edwin Lloyd Pittman
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 McMILLON HUNTING CLUB, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 8th day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF The McMillon Hunting Club

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

Be it resolved by the members of The McMillon 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 Freddie L. McMillon, Jerry Clack, and Willard Clack are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named The McMillon Hunting 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, Freddie L. Millon, 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 3/22/85 at 7 p.m. at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the

day of 4/4/85

Secretary WILLARD CLACK

C-30-3

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

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is: The McMillon 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
Freddie L. McMillon	4309 Pyle Ave.	Jackson,	Miss.
Jerry Clack	133 Ann Dr.	Jackson, Ms.	39208
Willard Clack	Hillside Dr.	Jackson, Ms.	39208

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

3. The domicile is at 4309 Pyle Ave., Jackson, Ms. 39209
(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 McMillon Hunting Club is Non-Profit and no shares of stock shall be issued. It is a fraternal corporation.

5. Period of existence shall be perpetual.

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

The McMillon Hunting club - to hunt game in season in accordance with rules and regulations of the Mississippi Game & Fish Commission.

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

Freddie L. McMillon

Willard Clark

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Hinds

This day personally appeared before me, the undersigned authority Freddie L. McMillon, Willard Clark & Jerry Glover

incorporators of the corporation known as the The McMillon 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 2nd day of April, 1985

My Commission Expires 3-1-88

(NOTARIAL SEAL)

E. J. Glover

Received at the office of the Secretary of State this the 5th day of April A.D., 1985, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Molpus

Secretary of State

Jackson, Miss., April 5th, 1985

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.

Edwin Lloyd Pittman

Attorney General

By Richard M. Allen

special Assistant Attorney General

BOOK 307 PAGE 492

State of Mississippi

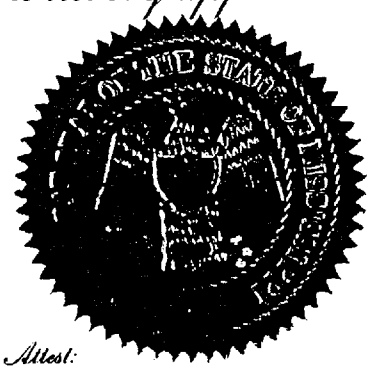
EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

MISSISSIPPI FINANCIAL SERVICES 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* 8th day of April, 1985.

Attest:

Dick Molpus

Secretary of State.

William A. Allain

Governor.

CERTIFIED COPY OF RESOLUTION BOOK 307 PAGE 493
ADOPTED BY

MISSISSIPPI FINANCIAL SERVICES ASSOCIATION, INC.

AT A MEETING OF THE MEMBERS HELD ON

March 21, 1985

AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF

MISSISSIPPI FINANCIAL SERVICES ASSOCIATION, INC.

WHEREAS, MISSISSIPPI FINANCIAL SERVICES 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 MISSISSIPPI FINANCIAL SERVICES ASSOCIATION, INC. that its charter is amended as follows:

Article VI. PURPOSES be amended by deleting the words "making loans" and adding "offering financial services". See attached.

CERTIFICATE

I, Jackie F. Ayers, President or Secretary of MISSISSIPPI FINANCIAL SERVICES 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 MISSISSIPPI FINANCIAL SERVICES ASSOCIATION, INC. in a meeting assembled on the 21st day of March, 19 85 in New Orleans ~~Mississippi~~ Louisiana.

WITNESS MY SIGNATURE, this 21st day of March, 19 85

Jackie F Ayers
President or Secretary

C-30A-2

IV. Type of Organization. This corporation is a non-profit corporation, and no shares of stock shall be issued. The corporation is created and shall act as a corporation authorized by the provisions of Section 79-11-1(1), Mississippi Code Annotated of 1972, and amendments thereto, being specifically an economic and industrial development association, and for the specific purposes hereinafter stated.

V. Period of Existence. The period of its existence shall be perpetual.

VI. Purposes. The purposes for which it is created, not contrary to law, are the following:

To act as a business league to promote the common business interests of the members of the organization of offering financial services in the State of Mississippi, but not to engage in a regular business of a kind ordinarily carried on for profit; to improve the business conditions of the line of business of offering financial services carried on both by members of the organization and by non-members within the State of Mississippi, but not to perform particular services for the members of the organization; and to carry on a non-profit trade or business in direct connection with appearances before, submission of statements to, or transmission of

communications to the committees or individual members of Congress or of any legislative body of any State, a possession of the United States, or a political subdivision of any of the foregoing with respect to legislation or proposed legislation of direct interest to the organizatior or to one or more of the members of the organization and in direct connection with the communication of information between the organization and any member of the organization with respect to legislation or purposed legislation of direct interest to the organization or to one or more members of the organization, but not to participate or intervene in any political campaign on behalf of any candidate for public office or in connection with any attempt to influence the general public or segment thereof with respect to legislative matters, elections, or referendums.

VII. Rights and Powers. The rights and powers that are to be exercised by it, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purposes, are:

(1) To receive, solicit, accept, hold, administer, invest, loan, and disburse funds, upon such terms as may be proper to encourage, promote and develop the purposes

BOOK 307 PAGE 496

ARTICLES OF AMENDMENT TO THE
CHARTER OF INCORPORATION
OF
MISSISSIPPI FINANCIAL SERVICES 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:

Article VI, Purposes, of the Charter of Incorporation is amended to substitute the phrase "offering financial services" for the phrase "making loans" at both places this latter phrase appears. Attached is a copy of Article VI, as amended.

SECOND: The amendment of the Charter of Incorporation was adopted by the members of the corporation on March 21, 19 85, at a regular meeting of the members of the corporation at New Orleans, Louisiana.

DATED: This the 21st day of March, 19 85.

SIGNED: MISSISSIPPI FINANCIAL SERVICES ASSOCIATION, INC.
(Name of Corporation)

BY: Jackie F. Ayers
President or Secretary

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF Morgan, Alabama

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Jackie F. Ayers,

President or Secretary of MISSISSIPPI FINANCIAL SERVICES ASSOCIATION, INC., who acknowledged that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of MISSISSIPPI FINANCIAL SERVICES ASSOCIATION, INC., on this the 21st day of March, 19 85.

Martha C. Hazood
NOTARY PUBLIC

My Commission expires: 6-26-88

NOTARY PUBLIC

C-30A-1

IV. Type of Organization. This corporation is a non-profit corporation, and no shares of stock shall be issued. The corporation is created and shall act as a corporation authorized by the provisions of Section 79-11-1(1), Mississippi Code Annotated of 1972, and amendments thereto, being specifically an economic and industrial development association, and for the specific purposes hereinafter stated.

V. Period of Existence. The period of its existence shall be perpetual.

VI. Purposes. The purposes for which it is created, not contrary to law, are the following:

To act as a business league to promote the common business interests of the members of the organization of offering financial services in the State of Mississippi, but not to engage in a regular business of a kind ordinarily carried on for profit; to improve the business conditions of the line of business of offering financial services carried on both by members of the organization and by non-members within the State of Mississippi, but not to perform particular services for the members of the organization; and to carry on a non-profit trade or business in direct connection with appearances before, submission of statements to, or transmission of

communications to the committees or individual members of Congress or of any legislative body of any State, a possession of the United States, or a political subdivision of any of the foregoing with respect to legislation or proposed legislation of direct interest to the organization or to one or more of the members of the organization and in direct connection with the communication of information between the organization and any member of the organization with respect to legislation or purposed legislation of direct interest to the organization or to one or more members of the organization, but not to participate or intervene in any political campaign on behalf of any candidate for public office or in connection with any attempt to influence the general public or segment thereof with respect to legislative matters, elections, or referendums.

VII. Rights and Powers. The rights and powers that are to be exercised by it, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purposes, are:

(1) To receive, solicit, accept, hold, administer, invest, loan, and disburse funds, upon such terms as may be proper to encourage, promote and develop the purposes

Received at the office of the Secretary of State, this the 15 day of April

A. D., 19 85, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Molpus
SECRETARY OF STATE.

Jackson, Miss.,

April 3, 1985

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.

Edwin Lloyd Pittman
ATTORNEY GENERAL.

By Richard M. Allen
Special Assistant Attorney General.

C-64

BOOK 307 PAGE 500

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

MISSISSIPPI AGRI-SERVICE, 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* 8th day of April, 1985.

Attest:

Dick Molpus

Secretary of State.

William A. Allain

Governor.

CERTIFIED COPY OF RESOLUTION
ADOPTED BY

BOOK 307 PAGE 501

Mississippi Agri-Service, Incorporated

AT A MEETING OF THE MEMBERS HELD ON

March 26, 1985

AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF

Mississippi Agri-Service, Incorporated

WHEREAS, Mississippi Agri-Service, 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.

THEREFORE, BE IT RESOLVED by Mississippi Agri-Service, Incorporated that its charter is amended as follows:

Article IX of the Charter of Incorporation is hereby deleted and the following Article IX is added in lieu thereof:

ARTICLE IX

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

CERTIFICATE

I, Myles A. Frank, President of Mississippi Agri-Service, Inc. do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by the members and the Board of Directors of Mississippi Agri-Service, Incorporated in a meeting assembled on the 26th day of March, 1985, in Meridian, Mississippi.

WITNESS MY SIGNATURE, this the 29th day of March, 1985.

Myles A. Frank

Myles A. Frank

ARTICLES OF AMENDMENT TO THE
CHARTER OF INCORPORATION

OF

MISSISSIPPI AGRI-SERVICE, 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:

Article IX of the Charter of Incorporation is hereby deleted and the following Article IX is added in lieu thereof:

ARTICLE IX

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

The foregoing amendment of the Charter of Incorporation was adopted by the Board of Directors of the corporation on March 26, 1985 at a special meeting of the Board of Directors at Meridian, Mississippi.

DATED: This the 26th day of March, 1985.

MISSISSIPPI AGRI-SERVICE, INC.

Myles A. Frank, President

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI
COUNTY OF LAUDERDALE

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Myles A. Frank, President or Secretary of Mississippi Agri-Service, Inc., who acknowledged that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of Mississippi Agri-Service, Inc. on this 26th day of March, 1985.

Christa H. Foster
NOTARY PUBLIC

My Commission Expires:
My Commission Expires October 23, 1988

Received at the office of the Secretary of State, this the 15 day of April

A. D., 19 85, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dine Mangum
SECRETARY OF STATE.

Jackson, Miss.,

April 4, 1985

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.

Edwin Lloyd Pittman
ATTORNEY GENERAL.

By Gerald W. Allen
Special Assistant Attorney General.

C-54

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE RED HILL HUNTING CLUB
OF JACKSON COUNTY, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 8th day of April, A. D., 1985.

William A. Allain
Governor

By the Governor

Dine Mangum
Secretary of State

RESOLUTION OF The Red Hill Hunting Club of Jackson County, Inc.
An Unincorporated Association, To Incorporate, Designating the incorporators, The name of the proposed corporation and authorizing the expenditure of the funds of the association necessary to do so.

Be it resolved by the members of The Red Hill Hunting Club of Jackson County, 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 Jay Fletcher, Ray Cole and James Hoskins

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named The Red Hill Hunting Club of Jackson County, Inc.

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

CERTIFICATE

I, JAMES HOSKINS, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the day of November 8 84 at 711 Krebs Avenue, Pascagoula, Mississippi at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 8th

day of November 84

Secretary James Hoskins
JAMES HOSKINS

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

THE RED HILL HUNTING CLUB OF JACKSON COUNTY, INC.

1. The corporation title of said company is: The Red Hill Hunting Club of Jackson County, 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
Jay Fletcher	4003 Willow St.	Pascagoula	Mississippi
Ray Cole	2015 Cresent Drive	Pascagoula	Mississippi
James Hoskins	606 Eastwood	Pascagoula	Mississippi

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

3. The domicile is at River Road (Street and No.) Vancleave (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 Red Hill Hunting Club of Jackson County, Inc. is a non-profit/fraternal organization and no shares of stock shall be issued for this corporation as authorized by the provisions of Section 79-11-1, Mississippi Code of 1972, 1977, and amendments thereto.

5. Period of existence shall be perpetual.

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

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

Paragraph 6.

To promote interest in the hunting of game and fishing, to enforce game laws, to procure the stocking of streams, lakes, and woods with fish and game, to fish and hunt game, to acquire property for corporate purposes by grant, gift, purchase, devise or bequest, and to hold and to dispose of same subject to the limitations as prescribed by statute and by laws; to promote and encourage better understanding among the members and the general public as to the proper use of boats, camps, camp furnishings, hunting and fishing equipment; and to engage in any lawful activity permitted by the State of Mississippi.

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

Signatures:

JAY FLETCHER

RAY COLE

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of JACKSON

This day personally appeared before me, the undersigned authority JAY FLETCHER, RAY COLE, James Hoskins

incorporators of the corporation known as the The Red Hill Hunting Club of Jackson County 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 3rd day of March, 1985

My Commission Expires: My Commission Expires September 24, 1985

(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 15 day of April A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Secretary of State

Jackson, Miss., April 3rd, 1985

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

Attorney General

By Richard M. Allen Special Assistant Attorney General

C-30-2

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

PAULDING VOLUNTEER FIRE DEPARTMENT, 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 8th day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF PAULDING
VOLUNTEER FIRE DEPARTMENT INCORPORATED

BE IT RESOLVED by the members of Paulding Volunteer Fire Department, an unincorporated association of individuals, that it is to the best interest of this group that it forthwith be incorporated as a non-profit corporation under the laws of the State of Mississippi applicable thereto and that;

Leo McDevitt, Floyd Hayes, and Elmyra Payton are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this group to be named Paulding Volunteer Fire Department Incorporated, 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 group as may be necessary so to do.

CERTIFICATE

I, ELMYRA PAYTON, do hereby certify that I am 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 2nd day of March, 1985.

Elmyra Payton
ELMYRA PAYTON

STATE OF MISSISSIPPI

COUNTY OF JASPER

Personally appeared before me, the undersigned authority in and for the above named County and State, Elmyra Payton, who acknowledged to me that she signed and executed the above and foregoing instrument in writing on the day and year therein noted.

Given under my hand and official seal, this the 22 day of March, 1985.

DORIS HOLDER THOMAS, Chancery Clerk
~~NOTARY PUBLIC~~
Elizabeth M. Lead D.C.

My Commission Expires:
1-3-1988

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

PAULDING VOLUNTEER FIRE DEPARTMENT, INCORPORATED

1. The corporation title of said company is:
   Paulding Volunteer Fire Department, 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
Leo McDevitt	Star Route Box 74	Vossburg	MS 39366
Floyd Hayes	P. O. Box 455	Paulding	MS 39348
Elmyra Payton	Star Route Box 43	Paulding	MS 39348

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

3. The domicile is at General Delivery Paulding, MS 39348
   (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 Charter is for a non-profit, non-share volunteer fire department. There is no stock issued. 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:

   (SEE REVERSE SIDE)

(a) To own and operate a volunteer fire department for the purpose of preserving and protecting property from and during fires as may occur in Paulding Volunteer Fire Department District*, Jasper County, Mississippi. The corporation is non-political and shall be devoted to the fighting and prevention of fires and to uphold and maintain the Constitution of the United States of America and all the subdivisions thereunder and to assist in the maintaining of law and order.

(b) To borrow from any source, money, good 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 the manner permitted by law.

(c) To buy, lease, hold and exercise all privileges or ownership in and to all real or personal property as may be necessary or convenient for the conduct and operation of the business of the corporation or incidental therein.

(d) To establish reserves and invest the funds thereof in stock, bonds, and other property as the Board of Directors may deem necessary and satisfactory.

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

(f) 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 which are hereby expressly claimed.

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

(h) The corporation shall not be required to make publication of its Charter; shall issue no shares of stock; shall divide no dividends or profits among its members; shall invest 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. No part of the net earnings of the corporation shall inure to the benefits of any Director, officer, member or individual and shall not be used for any other purpose except the operation of a volunteer fire department.

(i) The names and addresses of the initial board of directors who shall hold office until the first annual meeting of the members, and until their successors have been elected and qualified or provided in the by-laws are:

Leo McDevitt, Star Route, Box 74, Vossburg, MS.
Floyd Hayes, P. O. Box 455, Paulding, MS.
Rickey McDevitt, Route 1 box 50, Paulding, MS.
Rose Hill Volunteer Fire Department District
Elmyra Payton Star Rt. Box 43, Paulding, Miss.

*

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

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

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

Signatures: Leo McDevitt
LEO McDEVITT
Floyd Hayes
FLOYD HAYES
Elmyra Payton
ELMYRA PAYTON

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of JASPER

This day personally appeared before me, the undersigned authority Leo McDevitt, Floyd Hayes, Elmyra Payton

incorporators of the corporation known as the Paulding Volunteer Fire Department Incoporated who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 22 day of March, 1985

DORIS HOLDER THOMAS, CHANCERY CLERK by Elizabeth M. Lead

STATE OF MISSISSIPPI
County of

This day personally appeared before me, the undersigned authority

incorporators of the corporation known as the

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

Received at the office of the Secretary of State this the 15 day of April A.D., 1985, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mabus
— Secretary of State

Jackson, Miss., April 3, 1985

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.

Edwin Lloyd Pittman
Attorney General

By Richard M. Allen
Assistant Attorney General
Special

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

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

DELTA HELP GROUP, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 8th day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dave Molpus

Secretary of State

RESOLUTION AUTHORIZING THE WITHIN NAMED PERSONS TO SEEK A CHARTER OF INCORPORATION FOR DELTA HELP GROUP, AN UNINCORPORATED ASSOCIATION

At a meeting of Delta Help Group, an unincorporated association, held at its office in the City of Greenville, Mississippi, on January 10, 1985, pursuant to due notice, at which a majority of its members were present, on motion duly seconded, the following resolution was unanimously adopted:

RESOLVED, that Mrs. Margaret Robinson, Dr. McKinley C. Martin and Mrs. Wendell Hines, all adult resident citizens of the State of Mississippi, and members of Delta Help Group, an unincorporated association, be and they are hereby authorized, directed and empowered to seek and obtain a Charter of Incorporation for Delta Help Group, an unincorporated association. It is further resolved that the name to be used in the application for the charter, shall be Delta Help Group, Inc.

CERTIFICATE OF AUTHENTICITY

I, Margaret Robinson hereby certify that I am the Secretary of Delta Help Group, an unincorporated association and that the above and foregoing resolution is a true and correct copy of a resolution unanimously adopted, on motion duly seconded, at a meeting of Delta Help Group, an unincorporated association, held at its office in the City of Greenville, Mississippi, on January 10, 1985, pursuant to notice, at which meeting a majority of the members was present. I further certify that the above resolution is duly entered upon the minute book of said organization and is in full force and effect.

This 10th day of January, 1985.

Margaret Robinson
MARGARET ROBINSON

THE CHARTER OF INCORPORATION OF DELTA HELP GROUP

1. The corporate title of Delta Help Group shall be Delta Help Group, Inc.

2. The names, street addresses and post office addresses of the incorporators, who are all adult resident citizens of the state of Mississippi, are:

(a) Mrs. Margaret Robinson
403 East Moore Street
Greenville, Mississippi 38701

(b) Dr. McKinley C. Martin
Route 1, Box 616
Clarksdale, Mississippi 38614

(c) Mrs. Wendell Hines
Golding Acres
Greenville, Mississippi 38701

3. The corporation shall be domiciled at 812 Asburn, Post Office Box 5051, Greenville, Mississippi 38701.

4. The corporation shall be a nonprofit, nonshare charitable corporation, and no shares of stock shall be issued.

5. The period of existence shall be perpetual.

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

To provide financial assistance to indigent and/or needy persons of the Mississippi Delta in meeting extraordinary medical and dental expenses;

To provide services, assistance, and other activities of sufficient scope to enable persons from the service area to receive medical, dental and health services which might otherwise be unavailable because of a lack of financial resources;

To make applications for and to accept grants of money or donations and/or property from all sources, public or private, to enable the corporation to carry out such objectives, program, or programs consistent with the purposes enumerated and specified herein and further to otherwise aid families with specific financial or other obligations affecting their mental or physical well being and function; and

To employ technical assistance in developing, conducting, and administering Delta Help Group, Inc., and to train specialized personnel needed to develop, conduct, or administer the plans, objectives and programs of Delta Help Group, Inc.

The Corporation shall have the rights and powers:

(a) To elect a board of directors, officers and agents of the corporation, and to define their duties and fix their compensation;

(b) To make and alter bylaws, not inconsistent with the laws of this state, for the administration and regulation of the affairs of the corporation;

(c) To have offices for the purpose of carrying out its business and affairs or operations;

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

(e) 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;

(f) To make contracts, loans, and incur liabilities in order to effectuate any of the purposes of the corporation;

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

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

(i) To solicit funds or donations, including the sponsoring of fund raising activities, to effect the express purposes of the corporation or those implicit therein;

(j) To organize, administer and operate programs, or activities, to effect the express purpose of the corporation or those implicit therein;

(k) To maintain corporate banks accounts and deposits therein, including accounts in any legal savings institution;

(l) To do all acts and things necessary or convenient to carry out the purposes of the corporation or to give effect to any or all of the rights and powers set forth above;

(m) To do all things and acts which may be lawfully done under the laws and statutes of the state of Mississippi.

7. No dividens or profits shall be divided among the members of the corporation. Each member shall be accorded the right to one vote in the election of all officers of the corporation, which shall not be required to publish its charter.

8. Each member shall be required to pay dues, the frequency and amount of which shall be set by the bylaws of the corporation and each member who fails to pay his/her dues as required shall be expelled from the membership of the corporation, explusion being the only remedy for nonpayment of dues. Loss of membership by death or otherwise shall terminate a member's interest in the corporate assets.

9. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in paragraph number 6, supra. 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, contribution to which are deductible under Section 170(c)(2) of

Internal Revenue Code of 1954 (or the corresponding provision 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 of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any 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. There shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

WITNESS OUR SIGNATURES, this the 16th day of January, 1985.

Mrs. Margaret Robinson
MRS. MARGARET ROBINSON

McKinley C. Martin
Dr. McKinley C. Martin

Mrs Wendell Hines
MRS. WENDELL HINES

STATE OF MISSISSIPPI

COUNTY OF WASHINGTON

This day personally appeared before me the undersigned authority at law in and for the state and county aforesaid, Margaret Robinson, McKinley C. Martin, and Mrs. Wendell Hines, each of whom individually acknowledged that he or she signed and delivered the above and foregoing CHARTER OF INCORPORATION OF DELTA HELP GROUP, as his or her free act and deed on the day and date therein stated.

WITNESS MY SIGNATURE and official seal of office on this 10th day of January, 1985.

Linda J. McMullin
NOTARY PUBLIC

(SEAL)

My Commission Expires:

My Commission Expires Aug. 3, 1985

BOOK 307 PAGE 522

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

A. D., 1985, together with the sum of $ 70.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mayhew
SECRETARY OF STATE.

Jackson, Miss.,

april 3, 1985

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.

Edwin Lloyd Pittman
ATTORNEY GENERAL.

By Richard M. Allen
Special Assistant Attorney General.

C-84

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

LUTHERAN CHURCH EXTENSION FUND-MISSOURI SYNOD

(A Missouri Non-Profit Corporation Domesticated in 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* 8th day of April, A. D., 1985.

Attest:

Secretary of State.

Governor.

BOOK 307 PAGE 526

No. N00021205

STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

Corporation Division

Certificate of Amendment of a General Not For Profit Corporation

WHEREAS, LUTHERAN CHURCH EXTENSION FUND-MISSOURI SYNOD

a corporation organized under The General Not For Profit Corporation Law of Missouri has delivered to me duplicate originals of Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the amendment of Articles of Incorporation under The General Not For Profit Corporation Law of Missouri.

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, do hereby certify that I have filed said Articles of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 11th day of February, 1982.

James C. Kirkpatrick
Secretary of State

RECEIVED OF: LUTHERAN CHURCH EXTENSION FUND-MISSOURI SYNOD

Five dollars and no/1.00 Dollars $ 5.00

For Credit of General Revenue Fund, on Account of Amendment Fee.

No. N00021205

CORP NO 7

State of Missouri . . . Office of Secretary of State

JAMES C. KIRKPATRICK, Secretary of State

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF A
GENERAL NOT FOR PROFIT CORPORATION LAW

(To be submitted in duplicate by an Attorney)

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MISSOURI 65101

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of the "General Not For Profit Corporation Law" of the State of Missouri, hereby executes the following Articles of Amendment:

1. The name of the corporation is Lutheran Church Extension Fund-Missouri Synod

2. There are some members, having voting rights with respect to amendments;
(Insert "no" or "some")

(Strike paragraphs (a), (b) or (c) when not applicable)

3. (a) At a meeting of members, at which a quorum was present, held on November 21, 1981, same receiving at least two-thirds (2/3) of the votes entitled to be cast by the members of the corporation present or represented by proxy at such meeting, the following amendments were adopted.

~~(b) By a consent in writing signed by two-thirds (2/3) of all the members of the corporation entitled to vote with respect thereto, the following amendments were adopted;~~

~~(c) At a meeting of directors (members having no voting rights with respect to amendments) held on _____, 19____, same receiving the votes of a majority of the directors then in office, the following amendment or amendments were adopted;~~

4. Article number SEVENTH is amended to read as follows:

SEE ATTACHED EXHIBIT

(OVER)

BOOK 307 PAGE 528

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its _____ President, and its Asst. Secretary, this 2nd day of February, 1982.

LUTHERAN CHURCH EXTENSION FUND-MISSOURI SYNOD
(Exact Corporate Title)

(CORPORATE SEAL)

By [signature]
Its _____ President

Ruth N. Bodenstedt
Its Asst. Secretary

FILED AND CERTIFICATE ISSUED
FEB 11 1982
[signature]
Corporation Dept. SECRETARY OF STATE

STATE OF MISSOURI
~~COUNTY~~ CITY OF ST. LOUIS } ss.

I, Joane C. Kohlmeier, a Notary Public, do hereby certify that on the 2nd day of February, 1982, Arthur C. Haake (Acknowledgment by other officer in multiform), personally appeared before me and, being first duly sworn by me, acknowledged that he signed as his free act and deed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true, to his knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

(NOTARIAL SEAL)

Joane C. Kohlmeier

My commission expires Nov 15, 1985

JOANE C. KOHLMEIER
NOTARY PUBLIC, STATE OF MISSOURI
MY COMMISSION EXPIRES NOV. 15, 1985
ST. LOUIS COUNTY

EXHIBIT

SEVENTH: The Corporation is a component part of the denomination, The Lutheran Church-Missouri Synod, and as such is subject to the Constitution of The Lutheran Church-Missouri Synod. Moreover, The Lutheran Church-Missouri Synod assembled in convention may determine to liquidate and dissolve the Corporation, and to direct that its assets, subject to its liabilities, be distributed to other component parts of The Lutheran Church-Missouri Synod, including, but not limited to (i) Districts of the Synod from which assets may have originated or to which programs and activities may then be identified, and (ii) such as may be otherwise directed by the Synod in convention. The Corporation shall have Bylaws, which shall be subject to amendment as specified therein, which shall not be inconsistent with the provisions of these Articles of Incorporation. Nothing contained in these Articles of Incorporation or the said Bylaws shall be inconsistent with the Constitution of The Lutheran Church-Missouri Synod (to which they shall be subordinate and which shall prevail in the event of any conflict), or inconsistent with the laws of the United States of America or of the State of Missouri; and the Board of Directors of the Corporation, its officers, employees, agents and all of its activities shall be subject to the duly enacted Bylaws of The Lutheran Church-Missouri Synod, and resolutions duly enacted by the Synod assembled in convention, to the same extent as if all of those individuals and activities were directly those of The Lutheran Church-Missouri Synod.

STATE OF MISSISSIPPI

Office of the Attorney General

Edwin Lloyd Pittman
Attorney General

W. D. Coleman
Deputy Attorney General

Robert M. Arentson
Executive Assistant

DIVISION DIRECTORS
R. Lloyd Arnold
Governmental Affairs
A. Michael Espy
Consumer Protection
J. D. Gardner
Organized Crime
Stephen J. Kirchmayr
Civil Litigation
Glenn L. Smith
Administration
Wayne Snuggs
Criminal Litigation
Frank Spencer
Public Interest Advocacy
Catherine W. Underwood
Opinion Processing

April 4, 1985

Mrs. Carmen Gettis Castilla
Legal Counsel, Office of the Governor
Post Office Box 139
Jackson, Mississippi 39205

Re: Application for Domestication
LUTHERAN CHURCH EXTENSION FUND-MISSOURI SYNOD

Dear Mrs. Castilla:

I have examined the document(s) enclosed herewith and find nothing in said Articles of Incorporation and/or amendment(s) thereto that is violative of the Constitution or laws of this State.

It is understood, of course, that the corporation shall, regardless of any provisions of its charter or amendment(s) of 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 §79-1-23, Mississippi Code of 1972.

Yours very truly,

EDWIN LLOYD PITTMAN, ATTORNEY GENERAL

BY: Richard M. Allen
Richard M. Allen
Special Assistant Attorney General

RMA:dw

Enclosures

STATE OF MISSOURI

ROY D. BLUNT, Secretary of State

CORPORATION DIVISION

Certificate of Corporate Records

I, ROY D. BLUNT, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 6 th *day of* March, *19* 85.

Roy D. Blunt
Secretary of State

Corp 417 (1-85)

BOOK 307 PAGE 530

No. N00021205

STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

Corporation Division

Certificate of Amendment of a General Not For Profit Corporation

WHEREAS, LUTHERAN CHURCH EXTENSION FUND-MISSOURI SYNOD

a corporation organized under The General Not For Profit Corporation Law of Missouri has delivered to me duplicate originals of Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the amendment of Articles of Incorporation under The General Not For Profit Corporation Law of Missouri.

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, do hereby certify that I have filed said Articles of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 11th day of December, 19 84.

James C. Kirkpatrick
Secretary of State

RECEIVED OF: LUTHERAN CHURCH EXTENSION FUND-MISSOURI SYNOD

FIVE DOLLARS---------- Dollars $ 5.00

For Credit of General Revenue Fund, on Account of Amendment Fee.

No. N00021205

CORP NO 7

BOOK 307 PAGE 531

State of Missouri . . . Office of Secretary of State

JAMES C. KIRKPATRICK, Secretary of State

FILED AND CERTIFICATE ISSUED

DEC 11 1984

Corporation Dept. SECRETARY OF STATE

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF A GENERAL NOT FOR PROFIT CORPORATION LAW

(To be submitted in duplicate by an Attorney)

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MISSOURI 65101

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of the "General Not For Profit Corporation Law" of the State of Missouri, hereby executes the following Articles of Amendment:

1. The name of the corporation is Lutheran Church Extension Fund-Missouri Synod

2. There are some members, having voting rights with respect to amendments;
(Insert "no" or "some")

(Strike paragraphs (a), (b) or (c) when not applicable)

3. (a) At a meeting of members, at which a quorum was present, held on November 21, 1984, same receiving at least two-thirds (2/3) of the votes entitled to be cast by the members of the corporation present or represented by proxy at such meeting, with only one vote being cast against the same, the following amendments were adopted.

~~(b) By a consent in writing signed by two-thirds (2/3) of all the members of the corporation entitled to vote with respect thereto, the following amendments were adopted~~;

~~(c) At a meeting of directors (members having no voting rights with respect to amendments) held on ....., 19....., same receiving the votes of a majority of the directors then in office, the following amendment or amendments were adopted~~;

4. Articles number Fourth & Fifth are ~~is~~ amended to read as follows;

SEE ATTACHED EXHIBIT

(OVER)

CORP #84

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its ..... President, and its Assistant Secretary, this 7th day of December 1984

LUTHERAN CHURCH EXTENSION FUND-MISSOURI SYNOD
(Exact Corporate Title)

(CORPORATE SEAL)

By [signature]
Its President

[signature]
Its ASST Secretary

STATE OF MISSOURI
COUNTY OF ST. LOUIS } ss.

I, Lorene Watie, a Notary Public, do hereby certify that on the 7TH day of December, 1984, Arthur C. Haake and George Adams
(Acknowledgment by other officer is sufficient)
personally appeared before me and, being first duly sworn by me, acknowledged that ..... he signed as his free act and deed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true, to his knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

(NOTARIAL SEAL)

Lorene Watie

LORENE WATIE
NOTARY PUBLIC, STATE OF MISSOURI
MY COMMISSION EXPIRES APRIL 5, 1988
ST. LOUIS COUNTY

My commission expires .....

EXHIBIT

FIFTH : This Corporation is formed for religious, educational and charitable purposes, to wit, financing the acquisition of sites and the erection of facilities to aid expansion for effective programs of ministry, witness, outreach, and service, and, in so doing, is organized to:

a. provide funds to assist member congregations of the Lutheran Church-Missouri Synod, incorporated associations of congregations all of which are member congregations, and the Synod itself, including its Colleges, Seminaries and Districts, with loans for sites and facilities in the church's program of expansion, for the renovation and improvement of facilities, for the refinancing of existing capital indebtedness, and to organizations which are not themselves members of the Synod but which have Synod member congregations constituting 80% or more of their members (controlled organizations) and listed service organizations of the Synod provided, however, that any such loans shall be made for the accomplishment of the borrower's exempt purposes which shall not be inconsistent with the exempt purposes of the Corporation and The Lutheran Church-Missouri Synod.

b. aid in motivating individuals, congregations and organizations in acquiring investments for loan fund use in a systematic manner;

c. provide leadership in advance site acquisition for further expansion.

EXHIBIT - Continued

ARTICLE FOURTH- ARTICLES OF INCORPORATION

The affairs of the Corporation shall be managed by a Board of Directors consisting of eleven (11) Directors. Directors shall be elected by the Members of the Corporation in such manner and for terms of such length and number as shall be set forth in the bylaws of the corporation.

No. N00021205

BOOK 307 PAGE 535

STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

Corporation Division

Certificate of Amendment of a General Not For Profit Corporation

WHEREAS, LUTHERAN CHURCH EXTENSION FUND-MISSOURI SYNOD

a corporation organized under The General Not For Profit Corporation Law of Missouri has delivered to me duplicate originals of Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the amendment of Articles of Incorporation under The General Not For Profit Corporation Law of Missouri.

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, do hereby certify that I have filed said Articles of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 26th day of JANUARY, 1981.

James C. Kirkpatrick
Secretary of State

RECEIVED OF: LUTHERAN CHURCH EXTENSION FUND-MISSOURI SYNOD

Five Dollars and no/100---------- Dollars $ 5.00

For Credit of General Revenue Fund, on Account of Amendment Fee.

No. N00021205

Dorothy Mae Miller
Deputy Collector of Revenue

CORP. NO. 7

BOOK 307 PAGE 536

State of Missouri . . . Office of Secretary of State

JAMES C. KIRKPATRICK, Secretary of State

FILED AND CERTIFICATE ISSUED

JAN 26 1981

Corporation Dept. SECRETARY OF STATE

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF A
GENERAL NOT FOR PROFIT CORPORATION LAW

(To be submitted in duplicate by an Attorney)

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MISSOURI 65101

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of the "General Not For Profit Corporation Law" of the State of Missouri, hereby executes the following Articles of Amendment:

1. The name of the corporation is Lutheran Church Extension Fund - Missouri Synod

2. There are some (Insert "no" or "some") members, having voting rights with respect to amendments;

(Strike paragraphs (a), (b) or (c) when not applicable)

3. (a) At a meeting of members, at which a quorum was present, held on November 21 1980 same receiving at least two-thirds (2/3) of the votes entitled to be cast by the members of the corporation present or represented by proxy at such meeting, the following amendments were adopted.

~~(b) By a consent in writing signed by two-thirds (2/3) of all the members of the corporation entitled to vote with respect thereto, the following amendments were adopted~~;

~~(c) At a meeting of directors (members having no voting rights with respect to amendments) held on _____ 19____, same receiving the votes of a majority of the directors then in office, the following amendment or amendments were adopted~~;

4 Article numbers 5, 7, 8 and 9 were amended, and the various articles were renumbered so that, as amended and renumbered, the said Articles of Incorporation read in their entirety in the form attached hereto.

(OVER)

CORP. #7

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its _____ President, and its Asst. Secretary, this 14th day of January, 19 81

Lutheran Church Extension Fund-Missouri Synod
(Exact Corporate Title)

(CORPORATE SEAL)

By [signature]
Its _____ President

[signature]
Its Asst. Secretary

STATE OF Missouri
CITY OF St. Louis } ss.

I, [signature], a Notary Public, do hereby certify that on the 14th day of January, 19 81, _____
(Acknowledgment by either officer is sufficient)
personally appeared before me and, being first duly sworn by me, acknowledged that he signed as his free act and deed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true, to his knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

(NOTARIAL SEAL)

[signature]

My Commission Expires April 22, 1984
My commission expires _____

FILED AND CERTIFICATE ISSUED
JAN 26 1981
[signature]
Corporation Dept. SECRETARY OF STATE

FILED AND CERTIFICATE
ISSUED
JAN 26 1981
Corporation Department of State

ARTICLES OF INCORPORATION

of

LUTHERAN CHURCH EXTENSION FUND - MISSOURI SYNOD

FIRST: The name of the Corporation shall be LUTHERAN CHURCH EXTENSION FUND - MISSOURI SYNOD.

SECOND: Its Registered Office shall be at 500 North Broadway, St. Louis, Missouri. The name of its Registered Agent at such address is Norman D. Sell.

THIRD: Its duration shall be perpetual.

FOURTH: This Corporation is formed for religious, educational and charitable purposes, to wit, financing the acquisition of sites and the erection of facilities to aid expansion for effective programs of ministry, witness, outreach, and service, and, in so doing, is organized to:

a. provide funds to assist member congregations of The Lutheran Church-Missouri Synod, incorporated associations of congregations all of which are member congregations, and the Synod itself, including its Colleges, Seminaries and Districts, with loans for sites and facilities in the church's program of expansion, for the renovation and improvement of facilities, and for the re-financing of existing capital indebtedness;

b. aid in motivating individuals, congregations and organizations in acquiring investments for loan fund use in a systematic manner;

c. provide leadership in advance site acquisition for further expansion.

FIFTH: The affairs of the Corporation shall be managed by a Board of Directors consisting of nine (9) Directors. Directors shall be elected by the Members of the Corporation in such manner and for terms of such length and number as shall be set forth in the Bylaws of the Corporation.

SIXTH: Upon dissolution and liquidation of this Corporation all assets of the Corporation remaining after all liabilities and obligations of the Corporation shall have been paid, satisfied, and discharged, or adequate provision made therefor, shall be transferred, conveyed, and distributed to The Lutheran Church - Missouri Synod, a nonprofit Missouri corporation; provided, however, that if, on the date of such proposed distribution, The Lutheran Church - Missouri Synod shall no longer be in existence or shall not qualify under Section 501(c)(3) of the Internal Revenue Code of 1954 (as the same may hereafter be amended and supplemented) then, in such event, the assets of this Corporation, upon its dissolution and liquidation, shall be transferred, conveyed, and distributed to such other non-profit organization(s) as may be specified in or provided for under the Plan of Distribution adopted by the Corporation pursuant to Chapter 355 of the Revised Statutes of Missouri of 1959, provided, however, that in any event, each such distributee organization shall be exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as the same may be hereafter amended or supplemented. Any reference in these Articles of Incorporation to The Lutheran Church - Missouri Synod shall include the successor(s) and assign(s) thereof and any corporation into which or with which it may be merged or consolidated.

SEVENTH: The Corporation shall have Bylaws, which shall be subject to amendment as specified therein. However, nothing contained in said Bylaws shall be inconsistent with the provisions of these Articles of Incorporation or with the laws of the United States of America or of the State of Missouri.

EIGHTH: The Members of the Corporation shall consist of the following:

Class A Members — one or more individual(s) from each Participating District of The Lutheran Church - Missouri Synod, selected by the Board of Directors, or other appropriate board or committee, of that District, to serve for one-year terms without limitation on the number of successive terms that an individual can serve. The number of Members from each district shall be determined according to the Bylaws of the Corporation. For purposes of this Article, a "Participating District" shall be a district which has elected to transfer its church extension operations to the LCEF.

Class B Members —

a. the President of The Lutheran Church - Missouri Synod or his representative;

b. the Treasurer of The Lutheran Church - Missouri Synod; and

c. additional Class B Members in such number as shall be determined according to a ratio of 1 Class B Member to 10 Class A Members. Any fraction derived by application of the formula shall be disregarded. Class B Members are to be appointed by the Board of Directors of The Lutheran Church-- Missouri Synod to serve for one-year terms without limitation on the number of successive terms that an individual can serve. No director of the Synod (other than the President and Treasurer) may also be a Member of the LCEF.

All Members shall be communicant members of member congregations of The Lutheran Church - Missouri Synod.

NINTH: The Articles of Incorporation may be amended by the Board of Directors adopting a resolution by majority vote approving the proposed amendment(s) and directing that such be submitted to a vote at a meeting of the Members. The Members may also initiate amendments. The proposed amendment(s) shall be adopted in the following manner: A two-thirds (2/3) majority vote of all Members present at such meeting is required to amend the Articles of Incorporation except that a two-thirds (2/3) majority vote of Class A Members present at such meeting, and a two-thirds (2/3) majority vote of Class B Members present at such meeting, each class voting separately, is required to amend Article Fourth (objects and purposes of the corporation), Article Eighth (establishing Members of the corporation), Article Sixth (distribution of net assets in the event of dissolution), and Article Ninth (the procedure for amending the Articles of Incorporation). Written notice of the proposed amendment(s) shall be given to the Members at least ninety days prior to the meeting at which such amendment(s) shall be considered.

Received at the office of the Secretary of State, this the 2 day of March

A. D., 19 75, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Morgan

SECRETARY OF STATE.

Jackson, Miss.,

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

ATTORNEY GENERAL.

By _____
Assistant Attorney General.

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

TONEY BRAKE HUNTING CLUB, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 8th day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF TONEY BRAKE 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 TONEY BRAKE 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 DAN GREATHOUSE, PHILIP L. COOK, W. LESTER AULTMAN are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named TONEY BRAKE HUNTING CLUB, INC.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, DAN GREATHOUSE, 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 March 18, 1985, 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 19th

day of March, 1985

Secretary [signature]

C-30-3

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

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is: TONEY BRAKE 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
Dan Greathouse	257 Magnolia Trail,	Brandon,	Mississippi 39042
Philip L. Cook	804 Audubon Point Drive,	Brandon,	Mississippi 39042
W. Lester Aultman	107 Caroline Cove,	Clinton,	Mississippi 39056

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

3. The domicile is at 257 Magnolia Trail, Brandon, Mississippi 39042
(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.)
Corporation is a non-profit, fraternal organization, as authorized by the provisions of Section 79-11-1, Code of Mississippi of 1972. 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:
Hunting and fishing club for the purpose of leasing lands for hunting and fishing purposes. Corporation is to have all rights and powers to contract and lease lands for hunting and fishing purposes and to hunt and fish thereon.

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:

Dan Greathouse
DAN GREATHOUSE

Philip L. Cook
PHILIP L. COOK

W. Lester Aultman
W. LESTER AULTMAN Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of HINDS

This day personally appeared before me, the undersigned authority DAN GREATHOUSE PHILIP L. COOK, W. LESTER AULTMAN, incorporators of the corporation known as the TONEY BRAKE 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 18th day of March, 1985

My Commission Expires 10-18-86 Mary Ann Strawbridge (Vankendingham)
(NOTARIAL SEAL)

Received at the Office of the Secretary of State this the 3rd day of April A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Morgan
Secretary of State

Jackson, Miss., April 8th, 1985

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.

Edwin Lloyd Pittman
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

TILLATOBA HUNTING CLUB, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 8th day of April, A. D. 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF TILLATOBA HUNTING CLUB

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

Be it resolved by the members of Tillatoba 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 Bill Newton, W. L. McFerrin and Mike Selby are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Tillatoba Hunting Club, Inc.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Bill Newton, 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 Feb. 16 1985 at ENID, 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 20 day of March 1985

Secretary Bill Newton

C-30-3

·nished by, Secretary of State, State of Mississippi, Jackson, Miss.

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

TILLATOBA HUNTING CLUB, INC.

1. The corporation title of said company is:

   Tillatoba Hunting Club

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
Bill Newton	Rt. 1, Box 71	Enid,	MS
W. L. McFerrin	709 E. Main Street,	Charleston	MS
Mike Selby	Rt. 4, Box 27,	Coldwater	MS

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

3. The domicile is at Rt. 1, Box 71 (Street and No.) Enid (City) Mississippi (State)

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

   The corporation is Non-Profit and no shares of stock shall be issued. It is a fraternal corporation.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:
   To purchase or lease real property for the purpose of hunting game of all types and kinds; and for the purpose of managing and conserving wild game in accordance with the game and fish laws and the conservation laws of the State of Mississippi.
   To operate a hunting camp.
   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 orginazations 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.

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:

✓ Charles M Selby

✓ Bill Newton

✓ W L McFerrin

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of TALLAHATCHIE

This day personally appeared before me, the undersigned authority Charles M. Selby, Bill Newton, W. L. McFerrin, incorporators of the corporation known as the Tillatoba 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 2nd day of April, 1985

My Commission Expires 10-15-87

(NOTARIAL SEAL)

George P. Cossar, Jr., Notary Public

Received at the office of the Secretary of State this the 3rd day of April A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dine Morgan

Secretary of State

Jackson, Miss., April 8th, 1985

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.

Edwin Lloyd Pittman

Attorney General

By Richard M. Allen

Special

Assistant Attorney General

C 30-2

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THREE-O-EIGHT (.308) HUNTING CLUB, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 8th day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF THREE-O-EIGHT (.308) 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 THREE-O-EIGHT (.308) 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 DAN GREATHOUSE, DANIEL G. JORDON, JOHN BARRANCO

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named THREE-O-EIGHT (.308) HUNTING CLUB, INC.

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

CERTIFICATE

I, DAN GREATHOUSE, 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 MARCH 18, 1985 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 19th day of March, 1985.

Secretary

Dan Greathouse

C-30-3

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

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is: THREE-O-Eight (.308) 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
Dan Greathouse	257 Magnolia Trail, Brandon, Mississippi 39042
Daniel G. Jordon	416 Shenandoah Road, Brandon, Mississippi 39042
John Barranco	1318 Springdale Drive, Jackson, Mississippi 39211

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

3. The domicile is at 257 Magnolia Trail, Brandon, Mississippi 39042
(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.)
Corporation is a non-profit, fraternal organization, as authorized by the provisions of Section 79-11-1, Code of Mississippi of 1972. 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:

Hunting and fishing club for the purpose of leasing lands for hunting and fishing purposes. Corporation is to have all rights and powers to contract and lease lands for hunting and fishing purposes and to hunt and fish thereon.

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:

Dan Greathouse
DAN GREATHOUSE

Daniel G. Jordon
DANIEL G. JORDON

John Barranco
JOHN BARRANCO

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of HINDS

This day personally appeared before me, the undersigned authority ~~DAN GREATHOUSE~~ DANIEL G. JORDON, JOHN BARRANCO,

incorporators of the corporation known as the THREE-O-EIGHT (.308) 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 18 day of March, 1985

My Commission Expires 4/16/86

(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 3rd day of April A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mayhew
Secretary of State

Jackson, Miss., April 8th, 1985

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.

Edwin Lloyd Pittman
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

BEAVERDAM VOLUNTEER FIRE DEPARTMENT

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 8th day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

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

Be it resolved by the members of BEAVERDAM VOLUNTEER 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 Clarence R. Smith, Sr. President; Charles A. McGee, Jr., Vice-President and Clarence R. Smith, Jr. Secretary are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named BEAVERDAM VOLUNTEER FIRE DEPARTMENT; 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, Clarence R. Smith, Jr, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the day of Oct. 18, 1984 at Route 2 Box 71, Heidelberg, 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 February, 1985

Secretary Clarence R. Smith Jr.

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

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

BEAVERDAM VOLUNTEER FIRE DEPARTMENT

1. The corporation title of said company is:

   BEAVERDAM VOLUNTEER FIRE DEPARTMENT

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
Clarence R. Smith, Sr.	Route 2 Box 71,	Heidelberg,	Ms. 39439
Charles A. McGee, Jr.	Route 2 Box 75,	Heidelberg,	Ms. 39439
Clarence R. Smith, Jr.	Route 2 Box 71,	Heidelberg,	Ms. 39439

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

3. The domicile is at Route 2 Box 71, Heidelberg, Ms. 39439
   (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 to 1972, and amendments thereto.)

   This is a non-profit fire organization, as authorized by Section 79-11-1 of the Miss. Code of 1942, Recomplied and amended and no shares of stock shall be issued. 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 this non-profit corporation will be for fire fighting in the Beaverdam Community and adjacent rural areas along with the maintenance and operations of fire fighting equipment.

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:

Clarence R. Smith Sr.
Charles A. McGee Jr.
Clarence R. Smith Jr.

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of ~~Clarke~~ Jasper

This day personally appeared before me, the undersigned authority Clarence R. Smith, Sr. Charles A. McGee, Jr., Clarence R. Smith, Jr.

incorporators of the corporation known as the Beaverdam Volunteer Fire Department

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 13th day of February, 1985

My Commission Expires 8-7-85 K. H. Stamper Notary Public

(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 4th day of April A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mayhew

Secretary of State

Jackson, Miss., April 8th, 1985

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.

Edwin Lloyd Pittman

Attorney General

By Richard M. Allen

Special

Assistant Attorney General

C-37-2

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

SINGLES HELPING SINGLES 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 8th day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF SINGLES HELPING SINGLES ORGANIZATION 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 SINGLES HELPING SINGLES ORGANIZATION 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 Charles Carter, Vicki Daughtry, Mary McNair, Shelby Glaude, & Claudia Biggs are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named SINGLES HELPING SINGLES ORGANIZATION 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, Shelby Glaude, 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 March 1 1985, at 4125 Griffin St. Moss Point, Ms. 39563 at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 1st day of March

Secretary Shelby Glaude

C-30-3

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

BOOK 307 PAGE 559

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: SINGLES HELPING SINGLES ORGANIZATION 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) Charles Carter Jr.	#145C Lodge Apts.	Pascagoula,	Ms. 39567
2) Vicki Daughtry	4125 Griffin St.	Moss Point,	Ms. 39563
3) Mary McNair	5030 Pine Island Rd.	Moss Point,	Ms. 39563
4) Shelby Glaude	6418 Fernando St.	Moss Point,	Ms. 39563
5) Claudia Biggs	3819 McCall St.	Moss Point,	Ms. 39563

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

3. The domicile is at 4125 Griffin St. (Street and No.) Moss Point (City) Ms. 39563 (State)

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

The corporation is Non-Profit and no share of stock shall be issued. the corporation is a civic improvement, charitable and fraternal association.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated: The objectives of this Organization shall benefit divorced, widowed, and single parent persons who desire to involve themselves in worthwhile activities. Also, to enable them to better adjust and accept their new life as a single person. To plan and involve ourselves in constructive projects and activities to help fulfill the hours of loneliness.
To care and concern ourselves with problems confronting minorities, provide aide and assistance in sickness and distress. And other activities performed to futher the purpose of the club.

This is a Non- Profit Organization. (See attached sheet)

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

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

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 307 PAGE 561

Signatures: Charles A. Carter Jr. Shelby Glaude
Vicki Daughtry Claudia Biggs
Mary McNair

Incorporators

ACKNOWLEDGMENT

ATE OF MISSISSIPPI

nty of Jackson

This day personally appeared before me, the undersigned authority

Charles Carter Jr., Mary McNair, Claudia Biggs
Vicki Daughtry, Shelby Glaude,

orporators of the corporation known as the SINGLES HELPING SINGLES ORGANIZATION, INC.

o acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) t and deeds on this the 09 day of March 1985

MY COMMISSION EXPIRES DECEMBER 13, 1988

Commission Expires:

Received at the office of the Secretary of State this the 4th day of April .D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney eneral for his opinion.

Dave Mayhew
Secretary of State

Jackson, Miss., April 8th, 1985

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.

Edwin Lloyd Pittman
Attorney General

By Richard M. Allen
Special
Assistant Attorney General

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

RANDALL HILL DEER CLUB, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 8th day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dave Molpus

Secretary of State

RESOLUTION OF
RANDALL HILL DEER CLUB, AN UNINCORPORATED ASSOCIATION TO INCORPORATE, DESIGNATING THE INCORPORATION, THE NAME OF THE PROPOSED CORPORATION AND AUTHORIZING THE EXPENDITURE OF FUNDS OF THE ASSOCIATION NECESSARY TO DO SO.

BE IT RESOLVED by the members of the Randall Hill Deer Club, an unincorporated association of individuals, that it is in the best interest of the association that it be forthwith incorporated as a non-profit corporation under the laws of the State of Mississippi, Section 79-11-1 Annotated and Amended, and other laws applicable thereto, and that Randle McCraw, 2639 Highway 15 North, Laurel, Mississippi, Jim McCullum, Route 1, Stringer, Mississippi 39481, Stanley Beech, Route 1, Stringer, Mississippi 39481, and David H. Massey, 3432 Old Bay Springs Road, Laurel, Mississippi 39440, have been elected, appointed, designated, and authorized to act as incorporators in applying for a charter of this association to be named Randall Hill Deer Club, Inc.; that they are fully empowered to do so and to perform any and all of the other acts necessary to secure the said charter and to authorize the expenditure of funds of the association as may be necessary to do so. The resident agent for service of process shall be David H. Massey, 404 Short 7th Avenue, Laurel, Mississippi 39440 (mailing address is P.O. Box 525, Laurel, MS 39441).

CERTIFICATE

I, Stanley Beech, do hereby certify that I am the duly elected, qualified, and acting secretary of the above unincorporated association of individuals, and that the foregoing is a true and correct of the Resolution duly and properly adopted at a meeting heretofore held on the 20th day of March, 1985, at Laurel, Mississippi, at which a majority of the members were present, and that said meeting was duly and properly called and held.

WITNESS MY SIGNATURE on this the 20th day of March, 1985.

Stanley Beech
SECRETARY

CHARTER OF INCORPORATION OF
RANDALL HILL DEER CLUB, INC.

1. The corporate titloe of said company is RANDALL HILL DEER CLUB, INC.

2. The names of the incorporators are:

NAME	ADDRESS
Randle McCraw	2639 Highway 15 North Laurel, MS 39440
Jim McCullum	Route 1 Stringer, MS 39481
Stanley Beech	Route 1 Stringer, MS 39481
David H. Massey	3432 Old Bay Springs Road Laurel, MS 39440

All being adult resident citizens of the State of Mississippi.

3. The domicile of the corporation is at 404 Short 7th Avenue, Laurel, Mississippi.

4. This is a non-profit corporation and no shares of stock shall be issued. It being a civic improvement corporation as authorized by Section 79-11-1 of the Mississippi Code of 1972. It shall be a corporation which shall be organized to be operated exclusively as a non-profit charitable corporation. No shares of stock shall be issued.

5. The period of existence shall be perpetual unless dissolved according to law.

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

The purpose for which this organization is created is for charitable purposes as defined by Section 501(c)(3) of the Internal Revenue Code of 1954; a non-profit project to receive contributions, gifts, bequests, legacies, devises and transfers of every kind and character, and to hold, invest, reinvest, administer, disburse and distribute said property receive and/or other income therefrom as voluntary,

gratuitous and charitable gifts and contributions to and for the benefit and development of the natural habitat for the raising of deer, turkeys, and other animals that inhabit the lands of the State of Mississippi; the corporation shall promote planning of food and other correspondent factors associated with the development of deer, turkey, and other wild life; to make and enter into contracts, guarantees of money, solicit money to invest and reinvest its funds; to elect or appoint officers and agents of the corporation and to define their duties and fix their compensations; to make an alter by-laws, not inconsistent with its articles of incorporation for the administration of the regulations of the affairs of the corporation; in addition to the authority now provided by law, to solicit donations; to cease its corporate activities and to surrender its corporate franchise; to indemnify any director or officer or former directors or officers, of the corporation against any expense incurred with the defense of any actions, suit or other matter brought said corporation, or its directors; to make any other indemnification that shall be authorized by the articles of incorporation, or by any by-laws, or resolutions adopted by the members after proper notice; to have a corporate seal, if necessary, and to use the same by causing it, or other facsimile to be impressed or affixed in any manner reproduced; to have and exercise any and all powers necessary, or convenient, to affect, or any and all purposes for caring on of said corporation after its organization.

Upon dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all 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 a charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under

the Internal Revenue Code of 1954, Annotated, Amended, or any corresponding provisions of any future United States Internal Revenue Code, as the board shall determine. No substantial part of the activities of the corporation shall be used for the carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding any provision in these articles, the corporation shall not carry on any other activity not permitted by the Internal Revenue Code of 1954, or any other corresponding of any future Internal Revenue Code by any law governing contributions by the United States of America or other laws of the State of Mississippi.

7. This corporation shall not be required to make publication of its charter, shares of stock, shall divide no dividends or profit 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 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 all the claims of the creditors, and the expulsion shall be the only remedy for non-payment of dues.

RANDLE McCRAW

JIM McCULLUM

STANLEY BEECH

DAVID H. MASSEY

STATE OF MISSISSIPPI
COUNTY OF JONES

Personally appeared before me, Randle McCraw, Jim McCullum, Stanley Beech, and David H. Massey, incorporators of the corporation known as the Randall Hill Deer Club, Inc., who acknowledged that they signed and executed the above and foregoing Charter of Incorporation as their act and deed on this the 20th day of March, A.D., 1985.

Eleanor J. Childers (Deluen)
NOTARY PUBLIC

My Commission Expires:
6-8-86

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

A. D., 19 85, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dine Mangum
SECRETARY OF STATE.

Jackson, Miss.,

April 8th, 1985

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.

Edwin Lloyd Pittman
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

DESOTO COUNTY LEGAL LIBRARY GROUP, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 9th day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF The DeSoto County Legal Library Group
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.

DeSoto County Legal Library Group, Inc.

Be it resolved by the members of the DeSoto County Legal Library Group, 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 Winn D. Brown, Jr., D. Russell Jones, Jr., and James W. Amos

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named DeSoto County Legal Library Group, Inc.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, D. Russell Jones, 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 day of February 13, 1985, at Hernando, Mississippi at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 15th

day of March, 1985

Secretary D. Russell Jones Jr.

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

DESOTO COUNTY LEGAL LIBRARY GROUP, INC.

1. The corporation title of said company is:

   DeSoto County Legal Library Group, 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
Winn D. Brown, Jr.	1613 State Line Road	Southaven,	MS	38671
D. Russell Jones, Jr.	9215 Millbranch	Southaven,	MS	38671
James W. Amos	11 Commerce Street	Hernando,	MS	38632

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

3. The domicile is at 30 Tara Cove, (Street and No.) Hernando, (City) MS 38632 (State)

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

   The corporation is Non-Profit and no shares of stock shall be issued: The corporation is a literary institution as authorized by the provisions of Section 79-11-1, MCA, 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 a Mississippi Westlaw User Agreement for the benefit of members of the DeSoto County Bar Association who are also members of the corporation. The corporation shall have the power to sue and be sued, make contracts, own or rent property, and to indemnify its officers in its corporate name.

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:

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of DESOTO

This day personally appeared before me, the undersigned authority Winn D. Brown, Jr., D. Russell Jones, Jr., James W. Amos, incorporators of the corporation known as the DeSoto County Legal Library Group, 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 15th day of March, 1985

NOTARY PUBLIC My Commission Expires: 12/12/87

Received at the office of the Secretary of State this the 5th day of April A.D., 1985, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Secretary of State

Jackson, Miss., April 9th, 1985

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

Attorney General

By Special Assistant Attorney General

C-30-2

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

ELWOOD VOLUNTEER FIRE DEPARTMENT

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 9th day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF Elwood Volunteer Fire Dept.
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 Elwood Volunteer Fire Dept. an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that Jack Pogue, Billy J. Ivey & Horace Robinson

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Elwood Volunteer Fire Dept.

; 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, Horace Robinson, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the day of March 2, 1985 at Elwood Community at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 2nd day of March, 1985

Witness: Kay Robison

Secretary Horace Robinson

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

BOOK 307 PAGE 575

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

ELWOOD VOLUNTEER FIRE DEPARTMENT

1. The corporation title of said company is:

Elwood Volunteer Fire Department

2. The names and post office address of the incorporators are: Route 3, Quitman, Miss. 39355
(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
Jack Pogue	Route 3,	Quitman,	Miss. 39355
Billy J. Ivey	Route 3,	Quitman,	Miss. 39355
Horace Robinson	Route 3,	Quitman,	Miss. 39355

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

3. The domicile is at Route 3, Quitman, Ms. 39355
(Street and No.) (City) (State)

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

This is a non-profit fire organization, as authorized by Section 79-11-1 of the Miss. Code of 1942, Recomplied and amended and no shares of stock shall be issued. 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 this non-profit corporation will be for fire fighting in the Beaverdam Community and adjacent rural areas along with the maintenance and operations of fire fighting equipment.

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:

Jack Pogue — Pres.
Billy J. Duey — Vice Pres.
Horace Robinson — Sec.

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Clark

This day personally appeared before me, the undersigned authority Jack Pogue, Billy J. Duey, Horace Robinson

incorporators of the corporation known as the Elwood Volunteer Fire Dept

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 2nd day of March, 1985

My Commission Expires 2/18/87 Cathy Kennedy, Notary Public
(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 5th day of April A.D., 1985, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mayhew
Secretary of State

Jackson, Miss., April 9th, 1985

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.

Edwin Lloyd Pittman
Attorney General

By Richard M. Allen
Special
Assistant Attorney General

C-37-2

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

SUQUALENA VOLUNTEER FIRE DEPARTMENT, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 9th day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dine Mangum

Secretary of State

RESOLUTION OF Suqualena Volunteer Fire Department

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

Be it resolved by the members of Suqualena Volunteer 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 Charles Patch, Bennie G. Campbell, and Richard H. Zeagler are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named the Suqualena Volunteer Fire Department, Inc.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Richard H. Zeagler, 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 February 19, 1985 at Suqualena, 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 19th

day of February 1985

Secretary _____

C-30-3

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

BOOK 307 PAGE 579

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:

   SUQUALENA VOLUNTEER 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
Charles Patch	Route 2, Box 235,	Meridian,	Ms 39305
Bennie G. Campbell	Route 2, Box 337,	Meridian,	Ms 39305
Richard H. Zeagler	Route 2, Box 323,	Meridian,	Ms 39305

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

3. The domicile is at Highways 19 and 494 (P. O. Box 4604) Meridian, Mississippi
   (Street and No.) (City) (State)

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

   This corporation shall be nonprofit and shall issue no shares of stock. The corporation is organized for the purpose of a volunteer fire department. It is a fire company.

5. Period of existence shall be perpetual.

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

   to provide fire protection to the areas of lauderdale county, Mississippi known as Suqualena, Tanglewood, Nellieburg, Woodland Hills and surrounding areas more particularly set out by the Lauderdale County Board of Supervisors, to raise funds for the proper operation of the fire department, recruit and train volunteer firemen, own and maintain suitable facilities to house fire department equipment own and maintain fire trucks and other necessary fire equipment and do and perform those things necessary to accomplish its 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: Charles Patch

B. G. Campbell

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Lauderdale

This day personally appeared before me, the undersigned authority Charles Patch, Bennie G. Campbell, Richard H. Zeagler

incorporators of the corporation known as the Suqualena Volunteer Fire Department, Inc.

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 2 day of April, 1985

My Commission Expires

(NOTARIAL SEAL) Betty M. Lee

Received at the office of the Secretary of State this the 5th day of April A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mayhew

Secretary of State

Jackson, Miss., April 9th, 1985

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.

Edwin Lloyd Pittman

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

LAFAYETTE HEIGHTS ACADEMY, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 9th day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF Lafayette Heights Academy

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.

Larry A Estep Sr.	President
Alberta Sue Estep	Chairman
Larry A Estep Jr.	Secretary and Treasure

Be it resolved by the members of Lafayette Heights Academy 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 Larry A Estep Sr. President--Alberta Sue Estep, ----- Chairman Larry A Estep Jr. Secretary-Treasure are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Lafayette Heights Academy Inc. P.O. Box 485 Magee, Ms. 39111 ; 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, Larry A Estep 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 day of 3/1/85 at R R 2, Box 121-E Mendenhall Ms. 39114 at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the March, 1st.

day of 1985

Secretary [illegible]

C-30-3

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

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is:

Lafayette Heights Academy, 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
Larry A Estep Sr.	R R 2 , Box 121-B	Mendenhall, Ms. 39114	
Alberta Sue Estep	R R# 2 Box 121-B	Mendenhall, Ms. 39114	
Larry A Estep Jr.	R R 2, Box 121-B	Mendenhall, Ms. 39114	

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

3. The domicile is at ~~P.Box 485~~ RR #2, Box 121-B (Street and No.) ~~Magee~~ Mendenhall, Ms. 39114 (City) ~~Mississippi, 39111~~ (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 organization, has no property or any assets And nothing to be transfered upon incorparation. It is a school and a civic improvement corporation.

5. Period of existence shall be perpetual. Perpetual

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

To establish, maintain, and operate a educational and recreational institution.

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:

Larry a Estep Sr. — Larry A. Estep Sr.

Alberta Sue Estep — Alberta Sue Estep

Larry A Estep Jr. — Larry A. Estep Jr.

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Simpson

This day personally appeared before me, the undersigned authority Larry A.Estep,Sr. Alberta Sue Estep, Larry A.Estep,Jr.

incorporators of the corporation known as the Lafayette Heights Academy, Inc.

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 7th day of March, 1985

My Commission Expires 1-4-88 (NOTARIAL SEAL)

Dennis Welch, Chy Clk
By Patricia Posey, D.C.

Received at the office of the Secretary of State this the 5th day of April A.D., 1985, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Morgan

Secretary of State

Jackson, Miss., April 9th, 1985

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.

Edwin Lloyd Pittman

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

GEORGE-TOWN 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 9th day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

BOOK 307 PAGE 586

RESOLUTION OF George-Town 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 George-Town 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 Donald McIntyre, Marshall Halford, Hylan Carraway are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named George-Town Hunting Club Inc.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Hylan Carraway, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the day of March 16, 1985, at George-Town Hunting Club House at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 16th day of March, 1985

Secretary Hylan Carraway

C-30-3

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

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is:

George-Town 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
Donald McIntyre - President	Route 2' Box 124	Gloster	Miss..
Marshall Halford - Vice Pres.	Route 2" Box 126	Gloster	Miss.
Hylan Carraway - Sec.-Treas.	P. O. Box 632	Gloster	Miss.

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

3. The domicile is at P. O. Box 632 (Street and No.) Gloster (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.)

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 sportsmanlike activities.

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

3. This corporation will have organized hunting fishing, and other sports-manlike activites 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 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:

D. McIntyre (Pres)

Marshall Halford (Vice Pres)

Hylan Carraway Sec + Treas

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Amite

This day personally appeared before me, the undersigned authority Donald McIntyre, Marshall Halford, Hylan Carraway, _____, _____, _____, incorporators of the corporation known as the George-Town Hunting Club Inc. who acknowledged that (they) signed and delivered the above and foregoing charter of incorporation as (their) act and deeds on this the 25th day of March, 1985

My Commission Expires June 15, 1988 Kathy Carraway Notary Public

(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 5th day of April A.D., 1985, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Molpus

Secretary of State

Jackson, Miss., April 9th, 1985

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.

Edwin Lloyd Pittman

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

LAUDERDALE COUNTY DEPARTMENT
OF ARCHIVES & HISTORY, INC.

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 11th of April, A.D. 1985.

Attest:

Dick Molpus
Secretary of State.

William A. Allain
Governor.

BOOK 307 PAGE 590

CERTIFIED COPY OF RESOLUTION
ADOPTED BY

LAUDERDALE COUNTY DEPARTMENT OF ARCHIVES & HISTORY, INC.

AT A MEETING OF THE MEMBERS HELD ON

APRIL 8, 1985

AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF

LAUDERDALE COUNTY DEPARTMENT OF ARCHIVES & HISTORY, INC.

WHEREAS, LAUDERDALE COUNTY DEPARTMENT OF ARCHIVES & HISTORY, 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 the members of LAUDERDALE COUNTY DEPARTMENT OF ARCHIVES & HISTORY, INC. that its charter is amended as follows:

ARTICLE VI, paragraph (1) be amended to read as follows:

"To discover and memorialize the history of Lauderdale County, to discover, purchase, commission, or otherwise procure and to publish or otherwise preserve writings, newspapers, journals, and the like, which shed light on the history of the county; to discover, procure and preserve physical objects that may relate to the history of the county; to establish and maintain a museum; and to hold regular meetings and other activities for the education and instruction of the members (below)

CERTIFICATE

I, KIM GIANAKOS, SECRETARY of LAUDERDALE COUNTY DEPARTMENT OF ARCHIVES & HISTORY, 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 LAUDERDALE COUNTY DEPARTMENT OF ARCHIVES & HISTORY, INC. in a meeting assembled on the 8th day of APRIL, 19 85 in MERIDIAN, Mississippi.

WITNESS MY SIGNATURE, this 8th day of APRIL, 19 85

KIM GIANAKOS, SECRETARY

notwithstanding any other provisions of these Articles, the purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law."

C-30A-2

ARTICLES OF AMENDMENT TO THE
CHARTER OF INCORPORATION
OF

BOOK 307 PAGE 591

LAUDERDALE COUNTY DEPARTMENT OF ARCHIVES & HISTORY, 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 VI, paragraph (1) to read as follows:
"To discover and memorialize the history of Lauderdale County, to discover, purchase, commission, or otherwise procure and to publish or otherwise preserve writings, newspapers, journals, and the like, which shed light on the history of the county; to discover, procure and preserve physical objects that may relate to the histor· of the county; to establish and maintain a museum; and to hold regular meetings and other activities for the education and instruction of the members nothwithstanding any other provisions of these Articles, the purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding (below) provisions of any future United States Internal Revenue law."

SECOND: The amendment of the Charter of Incorporation was adopted by the members of the corporation on April 8, 19 85, at a ~~regular~~ duly called special meeting of the members of the corporation at Meridian, Mississippi.

DATED: This the 8th day of April, 19 85

SIGNED: LAUDERDALE COUNTY DEPARTMENT OF ARCHIVES & HISTORY, INC.
(Name of Corporation)

BY: [signature]
KIM GIANAKOS, SECRETARY

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF LAUDERDALE

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, KIM GIANAKOS

SECRETARY OF THE LAUDERDALE COUNTY DEPARTMENT OF ARCHIVES & HISTORY, INC. who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of LAUDERDALE COUNTY DEPARTMENT OF ARCHIVES & HISTORY, INC., on this the 8th day of April, 19 85

Raymond P. Davis Circuit Clerk
NOTARY PUBLIC
By Debbie Smith D.C.

My Commission expires:

MY COMMISSION EXPIRES FIRST MONDAY, JANUARY 1988

C-30A-1

Received at the office of the Secretary of State, this the 11th day of April

A. D., 1985, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Molpus

SECRETARY OF STATE.

Jackson, Miss.,

April 11, 1985

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.

Edwin Lloyd Pittman

ATTORNEY GENERAL.

By Richard M. Allen

Special Assistant Attorney General.

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

BOGUE HOMA BAPTIST CHURCH

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 10th day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

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

Be it resolved by the members of Bogue Homa Baptist Mission 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 [illegible] are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Bogue Homa Baptist Church; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Linda Prine, 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 Feb 14 1985 at Bogue Homa BAPTIST Mission at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 25th day of February 1985

Secretary Linda Prine

witness my Signature & Seal this 25th day of February 1985

Beulah Hudson
Notary Public
My Commission Expires Jan. 23, 1987

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

BOGUE HOMA BAPTIST MISSION

1. The corporation title of said company is: Bogue Homa Baptist Church

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
X Thurman Shaws	Richton miss	Rt 3 Box 106	
William A Spurn	Richton miss	Rt 3 Box 102	Richton
Albert Shaws	Richton miss	Rt. 3 Box 109	
Opie Morgan	Richton Ms	Box 79	
[illegible]	Richton Miss	Rt. 3 Box 146	

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

3. The domicile is at Rt. 3 P. O. Box 79 (Street and No.) Richton (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.)

This is a non profit organization and no shares of stock will be issued. This is a Church.

5. Period of existence shall be perpetual.

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

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

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:

x [illegible] R. Brown — [illegible]

[illegible] Thurman Shaw — [illegible]

[illegible] — [illegible]

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Forrest

This day personally appeared before me, the undersigned authority

x [illegible] R. Brown — [illegible] Shaw — [illegible]

[illegible] — Thurman Shaw

incorporators of the corporation known as the

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 25 day of February, 1985

x My Commission Expires (NOTARIAL SEAL) My Commission Expires Jan. 23, 1987 — Bobbie Hudson

Received at the office of the Secretary of State this the 8th day of April A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Morgan

Secretary of State

Jackson, Miss., April 9th, 1985

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.

Edwin Lloyd Pittman

Attorney General

By Richard M. Allen

Assistant Attorney General

Special

C-30-2

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

4-OAKS 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 10th day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF 4-OAKS HUNTING CLUB

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

Be it resolved by the members of 4-OAKS 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 AARON EMFINGER, A. J. EMFINGER and DOUGLAS EMFINGER are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named 4-OAKS HUNTING CLUB, INC.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, A. J. EMFINGER, 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 March 15, 1985 at Camp House, Route 1, Meadville, Miss. 39653 at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 28

day of March 1985

Secretary A. J. Emfinger
A. J. Emfinger

C-30-3

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

BOOK 307 PAGE 599

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: 4-Oaks 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
Aaron Emfinger	Rt. 1 Box 134-A	Meadville	Miss.
A. J. Emfinger	Rt. 1	Meadville	Miss.
Douglas Emfinger	Rt. 1 Box 133	Meadville	Miss

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

3. The domicile is at Route 1 (Street and No.) Meadville, (City) Mississippi (State)

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

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

The Corporation is to be a civic improvement society.

5. Period of existence shall be perpetual.

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

To participate in all hunting activities, endowed with the power to lease, purchase, sell and otherwise obtain property for hunting activities. Further endowed to enforce its policies, regulating hunting and set forth in the rules and by laws. To promote the conservation of game and other natural resources of Franklin County and of the State of Mississippi. To borrow from any source, money, goods, or services without limitation as to amount of corporate indebtedness or liability. Subject at all times to the Laws of the State of Mississippi and to theRules and Regulations of the State Departmen of Wildlife Conservation.

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 307 PAGE 600

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:

Aaron Emfinger
Aaron Emfinger

A. J. Emfinger
A. J. Emfinger

Douglas Emfinger
Douglas Emfinger

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of FRANKLIN

This day personally appeared before me, the undersigned authority Aaron Emfinger, A. J. Emfinger, Douglas Emfinger

incorporators of the corporation known as the 4-Oaks 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 28 day of March, 1985

My Commission Expires JAN 16 1988
(NOTARIAL SEAL.) Ray Emfinger Jr.

Received at the office of the Secretary of State this the 8th day of April A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mayhew
Secretary of State

Jackson, Miss., April 9th, 1985

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.

Edwin Lloyd Pittman
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

R & L 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 10th day of April, A. D. 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF R & L HUNTING CLUB, an unincorporated association, to incorporate, designating the incorporators, the name of the proposed corporation and authorizing the expenditure of the funds of the association necessary to do so.

Be it resolved by the members of R & L Hunting Club, an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a non-profit corporation under the laws of the State of Mississippi applicable thereto and that Robert E. Wroten, Leroy Wroten and Jesse P. Mabry are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named R & L Hunting Club, Inc.; that they are fully empowered to do so and perform any and all acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Jesse P. Mabry, 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 23rd day of March, 1985, at Route 1, Smithdale, Mississippi at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature this the 23rd day of March, 1985.

Jesse P. Mabry

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

R & L HUNTING CLUB, INC.

1. The corporate title of said company is:

R & L HUNTING CLUB, INC.

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

Name	Street & No.	City	State
Robert E. Wroten	Route 1, Box 191,	Smithdale	Ms. 39664
Leroy Wroten	Route 1	Smithdale	Ms. 39664
Jesse P. Mabry	P. O. Box 38	Liberty	Ms. 39645

3. The domicile is at Route 1, Box 191 (Street and No.) Smithdale (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, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)

This is a Non-Profit fraternal and civic improvement corporation and no shares of stock are to be issued. The corporation is a membership association and is organized to be composed of and to represent hunters of the R & L Hunting Club, Inc. in any and every area deemed for the betterment of hunting conditions and relationships for their good and for the good of Mississippi, and is organized pursuant to Section 79-11-1, Mississippi Code of 1972.

5. Period of existence shall be perpetual.

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

The purpose which it is created is to provide a single medium to handle the leasing of hunting areas and the proper use of said hunting areas for the betterment of hunting conditions. All rules and regulations established will be set forth to help follow the policies of the Gam and Fish Commission and help with their efforts to make hunting better in the State of Mississippi. The dues to be asserted and collected from members shall be used exclusively for the expenses incurred and shall be adjusted from time to time so that no appreciable net revenue will accumulate. No income of profits shall accrue to the benefit of any individual except as is commensurate with services rendered or supplies furnished.

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: Robert E. Wroten
Robert E. Wroten
Leroy Wroten
Leroy Wroten
Jesse P. Mabry
Jesse P. Mabry

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Amite

This day personally appeared before me, the undersigned authority Robert E. Wroten, Leroy Wroten, and Jesse P. Mabry, incorporators of the corporation known as the R & L Hunting Club, Inc. who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 1st day of April, 1985

My Commission Expires:
June 8, 1987

STATE OF MISSISSIPPI
County of

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

Received at the office of the Secretary of State this the 9th day of April A.D., 1985, together with the sum of $70.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Molpus
Secretary of State

Jackson, Miss., April 9th, 1985

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.

Edwin Lloyd Pittman
Attorney General

By Richard M. Allen
Assistant Attorney General

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

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE REDEEMING GOSPEL JAIL MINISTRY

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 11th day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

BOOK 307 PAGE 606

RESOLUTION OF The Redeeming Gospel Jail Ministry

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 Redeeming Gospel Jail Ministry 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 Kimble Hembree, Betty J. Hembree, Sandra J. Hembree

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named The Redeeming Gospel Jail Ministry

; 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, Betty J. Hembree, 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 April 1, 1985 at Hattiesburg, Mississippi at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 3rd

day of April 1985

Secretary Betty Hembree

C-30-3

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

BOOK 307 PAGE 607

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is: The Redeeming Gospel Jail Ministry

2. The names and post office address of the incorporators are:
(The application must also affirmatively state that all incorporators are bona fide 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
Kimble Hembree	103 West Lakeside Drive	Hattiesburg, MS	39401
Betty Hembree	103 West Lakeside Drive	Hattiesburg, MS	39401
Sandra Hembree	103 West Lakeside Drive	Hattiesburg, MS	39401

All the above are adult resident citizens of the State of Mississippi and are over the age of 21.

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

3. The domicile is at 103 West Lakeside Drive - Hattiesburg, Mississippi 39401
(Street and No.) (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 79-11-1, Code of Mississippi fo 1972, and amendments thereto.)
   a. The corporation is non-profit as provided in section 79-11-1 of the Code of Mississippi of 1972 as amended. No shares shall be issued, and the organization qualifies under Section 79-11-1 of the Code of Mississippi 1972 as amended.
   b. This corporation is a religious corporation. (continued on attached page)

5. Period of existence shall be perpetual.
   The period of existance for the corporation shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:
   a. To minister to the spiritual and benevolent needs of inmates in jails and their families by providing Bibles, christian teaching, and teaching materials and to in other institutions. To provide and work with churches in providing spiritual and benevolent help to inmates families.
   b. To receive, administer, account for contributions and annually report to contributors and Federal and State agencies.
   c. To purchase, rent or lease real and chattle property and perform any other business act necessary to accomplish 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

#4. (continued)

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

d. This corporation will not carry on any activities not permitted to be carried on by: (i) a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue law or regulation, and (ii) a corporation, to which contribution or deductable under section 170 (c) (2) of the Internal Revenue Code of 1954 or any future corresponding provision of United States Internal Revenue law or regulation.

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:

Kenneth Hembree

Betty Hembree

Sandra L Hembree

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of _____

This day personally appeared before me, the undersigned authority Kenneth Hembree, Sandra L Hembree, Betty Hembree

incorporators of the corporation known as the _____

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 3RD day of April, 1985

My Commission Expires 11-30-88 Judy McNeill

(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 9th day of April A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mayhew

Secretary of State

Jackson, Miss., April 10th, 1985

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.

Edwin Lloyd Pittman

Attorney General

By Richard M. Allen

Special

Assistant Attorney General

C-30-2

BOOK 307 PAGE 610

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

SUGAR SHACK 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 11th day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF SUGAR SHACK HUNTING CLUB

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

Be it resolved by the members of SUGAR SHACK 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 HOWARD J. ZUMBRO, PERRY D. ZUMBRO & DOUGLAS MACFARLAND are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named SUGAR SHACK HUNTING CLUB, INC.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Howard J. Zumbro, 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 April 4 1985 at Meadville, Ms. at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 4th

day of April 1985

Secretary Howard J. Zumbro

Howard J. Zumbro

C-30-3

BOOK 307 PAGE 612

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

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

SUGAR SHACK HUNTING CLUB, INC.

1. The corporation title of said company is:

SUGAR SHACK 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
HOWARD J. ZUMBRO,	RT #2 BOX 218	MCCALL CREEK,	MS
PERRY D. ZUMBRO	RT #2,BOX 234	ROXIE	MS
DOUGLAS T. MACFARLAND	RT#1 Box 127	MEADVILLE	MS

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

3. The domicile is at Route 1 Box 127 (Street and No.) Meadville, (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.)
Corporation is non-profit and no shares of stock shall be issued.
Corporation is a non-profit, non-share corporation and the type of organization is a civic imporovement and fraternal society as comtemplated by Mississippi Code Annotated Sections 79-11-1 (1972) organized for the promotion of hunting and fishing for recreation and sportsmanship.

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 promote, preserve, and protect wild game of all kinds and to enable the members to engage in wholesome sport of hunting. To foster cooperation between hunters and land owners and to promote the observation and emforcement of all statutory laws, rules, and regulations of the Game and Fish Commission of the State of Mississippi and other governmental authorities, to assist in preserving the environment and cooperation in preventing fires. To promote the sport of hunting and to do any and all acts and to exercise all rights and powers as may be reasonably necessary to accomplish all of the foregoing 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.

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:

HOWARD J. ZUMBRO — Howard J. Zumbro

PERRY D. ZUMBRO — Perry D. Zumbro

DOUGLAS T. MACFARLAND — Douglas T. McFarland

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of FRANKLIN

This day personally appeared before me, the undersigned authority HOWARD J. ZUMBRO PERRY D. ZUMBRO, DOUGLAS T. MACFARLAND,

incorporators of the corporation known as the SUGAR SHACK 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 4th day of April, 1985

My Commission Expires 11-21-86 Marjorie Cuspinger N.P.

(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 9th day of April A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dine McGuire

Secretary of State

Jackson, Miss., April 10th, 1985

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.

Edwin Lloyd Pittman

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

APOOKTA-BIG BLACK 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 11th day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Morgan

Secretary of State

RESOLUTION OF Apookta-Big Black 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 Apookta-Big Black 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 GEORGE HESTER, ELDRIDGE BURRELL AND TONY ALDY are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Apookta-Big Black Hunting Club, Inc.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, GEORGE HESTER, 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 _____ at Rt. 1, Box 4A, Sallis, Mississippi, 39160 at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 26th day of March, 85

Secretary [signature]

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

APOOKTA-BIG BLACK HUNTING CLUB, INC.

1. The corporation title of said company is: Apookta-Big Black Hunting Club, Inc.

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

Name	Street & No.	City	State
George Hester	Rt. 1, Box 4A	Sallis	MS 39160
Eldridge Burrell	P.O. Box 97	Sallis	MS 39160
Tony Aldy	Rt. 2	Sallis	MS 39160

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

3. The domicile is at Rt. 1, Box 4A (Street and No.) Sallis (City) MS 39160 (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 to 1972, and amendments thereto.)
This corporation is a non-profit corporation and no shares of stock shall be issued. The organization is a fraternal organization as authorized by the provisions of Section 79-11-1(1) of the Code of Mississippi of 1972, and amendments thereto.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:
The purpose of the corporation is to establish a fraternal organization whereby the members will fraternize and hunt wild game in accordance with the rules and regulations promulgated by the Game and Fish Commission of the State of Mississippi.

The corporation shall be authorized to do the following: (1) Own and lease real estate for purposes of hunting and for other purposes; (2) To raise, invest, and expend funds necessary for the effective operation of a good hunting club; (3) To carry out the purposes and objectives, whether specified herein or not, which are reasonably necessary and incident to the purpose for which this corporation is formed.

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:

GEORGE HESTER

ELDRIDGE BURRELL

TONY ALDY

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of ATTALA

This day personally appeared before me, the undersigned authority GEORGE HESTER ELDRIDGE BURRELL & TONY ALDY

incorporators of the corporation known as the Apookta-Big Black Hunting Club, Inc.

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 9th day of April, 1985

My Commission Expires May 1988

(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 9th day of April A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Secretary of State

Jackson, Miss., April 10th, 1985

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.

Edwin Lloyd Pittman

Attorney General

By Richard M. Allen

Special

Assistant Attorney General

C-30-2

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MISSISSIPPI YORK RITE COLLEGE NUMBER 83

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 11th day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dave Molpus

Secretary of State

RESOLUTION OF MISSISSIPPI YORK RITE COLLEGE NO. 83

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 YORK RITE COLLEGE NO. 83 an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that THOMAS OLIN GORE, JR., WILLIAM G. COTTON, JAMES F. SNEED, AND LLOYD B TANNER, JR.

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named MISSISSIPPI YORK RITE COLLEGE NUMBER 83 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 B Tanner, 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 day of March 15, 1985 at MERIDIAN, MISSISSIPPI at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 15th day of MARCH, 1985

Secretary Lloyd B Tanner Jr.

C-30-3

BOOK 307 PAGE 620

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

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is: MISSISSIPPI YORK RITE COLLEGE NUMBER 83

2. The names and post office address of the incorporators are:
(The application must state specifically 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
[illegible]	ROUTE 2, BOX 147	WATER VALLEY	MS
[illegible]	ROUTE 2, BOX 33	WEST POINT,	MS
[illegible]	1109 ARMSTRONG LANE	TUPELO,	MS
[illegible] TANNER, JR.	105 ELM COURT	VICKSBURG	MS

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

3. The domicile is at 105 ELM COURT (Street and No.) VICKSBURG (City) MS (State)

4. (Here set out that the corporation is NonProfit and no shares of stock shall be issued and the type of organization. As authorized by the provisions of Section 79-11-1, Code of Mississippi fo 1972, and amendments thereto.)
Mississippi York Rite College Number 83 Shall be a voluntary, nonprofit Masonic Fraternal Corporation. It shall issure no shares of stocks, divides no dividends or profits among its members. It shall be a Fraternal, Benevolent Masonic Body, and not for pucuniary profits, directly or indirectly, as authorized by the provisions of Section 79-11-9 Mississippi Code of 1972 and amendments thereto.

5. Period of existence shall be perpetual.

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

SECTION 1 - The officers and members of Mississippi York Rite College Number 83, in the City of Vicksburg, and all who may hereafter become officers and members thereof be, and they are hereby created a body politic and corporate by the name and style of MISSISSIPPI YORK RITE COLLEGE NUMBER 83 and by such name shall have perpetual sucession, shall sue and be sued, plead and be impleaded, defend and be defended in all courts of law and equity, and may have and use a common seal, and alter and change the same at pleasure; shall have full power and authority to make and enforce such by-laws, rules and regulation as may be agreed upon by the members thereof, and to alter and amend the same at pleasure; provided, the same are not inconsistent with or repugnant to the Constitution and Laws of the State of Mississippi, or of the Constitution and Laws of the United States of America.

SECTION 2 - Mississippi York Rite College Number 83 shall have full power and authority to receive by donation or purchase, and have, hold, use, enjoy, alter, lease, rent, loan, and convey real personal property, and to sell and convey the same at pleasure; also to take, receive and apply such bequests and personal, or mixed estates, or donations as may be made to and for the uses and purposed intended by said instution, and may do and preform all other acts incident to bodies corporate of this nature.

SECTION 3 - In the event of dissolution, the residual assets of the corporation shall be turned over to the York Rite Sovereign College of North America whos domicile is at 500 Temple Avenue, DETROIT, MICHIGAN 48201, which is an exempt orginization described in Section 501 (c) (3) and 170 (c) (7) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future laws, or to the Federal, State, or local government for exclusive [illegible]

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:

x [illegible]

x W G Cotton

x James E. Sneed

Lloyd B Tanner Jr.

Incorporators

STATE OF MISSISSIPPI

ACKNOWLEDGMENT

County of WARREN

This day personally appeared before me, the undersigned authority THOMAS OLIN GORE, JR. WILLIAM G. COTTON JAMES E. SNEED LLOYD B TANNER, JR

incorporators of the corporation known as the MISSISSIPPI YORK RITE COLLEGE NUMBER 83

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 15th day of MARCH, 1985

My Commission Expires My Commission Expires August 18, 1988 Lloyd B Tanner Jr. Notary Public

(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 9th day of April A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mayhew

Secretary of State

Jackson, Miss., April 10th, 1985

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.

Edwin Lloyd Pittman

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

COWPEN CREEK HUNTING 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 15th day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF AUTHORITY

At a meeting of the COWPEN CREEK HUNTING ASSOCIATION, motion was made by A. R. Johnson and seconded by Wayne Pettit that J. D. Watts, an adult resident citizen of Attala County, Mississippi, Route 4, Box 347-A, Mary Dean, an adult resident citizen of Attala County, Mississippi, Route 1, Box 127, and Calvin Rasberry, an adult resident citizen of Attala County, Route 4, all of Kosciusko, Mississippi, be empowered and authorized to apply for a Charter of Incorporation for a non-profit corporation, COWPEN CREEK HUNTING ASSOCIATION, INC. as incorporator of said Association. After discussion all present voted "aye" and Secretary was directed to make a certified copy of said Resolution to attach to the Application for Charter of Incorporation.

It was further resolved that the attached by-laws of said Association be adopted and approved and after discussion said by-laws were approved.

Nominations were made for officers of the Association and the following persons were nominated and elected without opposition:

J. D. Watts, President; Mary Dean, Secretary;

Club Council Members to serve as directors of the Association: Bobby Farrell, Calvin Rasberry, Dale Pickle

WITNESS OUR SIGNATURES on this the 6 day of April, 1985.

J. D. Watts
J. D. WATTS, PRESIDENT

Mary Dean
MARY DEAN, SECRETARY

I, MARY DEAN, Secretary of the COWPEN CREEK HUNTING ASSOCIATION do certify that the foregoing is a Resolution of said Association directing and empowering the Incorporation to make application for a Grant of Charter.

Mary Dean
MARY DEAN, 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: COWPEN CREEK HUNTING ASSOCIATION, INC.

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

Name	Street & No.	City	State
J. D. Watts	Route 4, Box 347-A	Kosciusko,	MS
Mary Dean	Route 1, Box 127	Kosciusko,	MS
Calvin Rasberry	Route 4	Kosciusko,	MS

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

3. The domicile is at Route 4, Box 347-A, Kosciusko, MS 39090
(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.)
There shall be no shares of this non-profit corporation issued. Said organization is an Association authorized by §79-11-1 of Mississippi Code of 1972, as amended, as a civic improvement and fraternal organization.

5. Period of existence shall be perpetual.

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

1) The purpose of Cowpen Creek Hunting Association is to promote the welfare of the community and its members by providing a means by which families and members may in a decent and orderly fashion join together to meet and discuss matters of mutual interest, set forth means, methods, and rules by which members may pursue lawful recreational activities, provide a wholesome sense of community and family and do such other things which shall not be prohibited by law and mutual good judgment.

2) Protection of wildlife and enhancement of wildlife habitat shall be a purpose of this organization.

3) Protection of land and rights of the landowners shall be a purpose of this organization.

4) Reservation of a place for association members to hunt and manage game and game resources in full respect of landowners investment, property and rights shall be a purpose of the Association.

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

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

Signatures: J. D. Watts J. D. Watts
Mary Dean Mary Dean
Calvin Rasberry Calvin Rasberry

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Attala

This day personally appeared before me, the undersigned authority J. D. Watts, Mary Dean, Calvin Rasberry, incorporators of the corporation known as the COWPEN CREEK HUNTING ASSOCIATION, INC., who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 9th day of April, 19 85

My Commission Expires June 11, 1985 — Sara G. Chesnutt, 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 10th day of April A.D., 1985, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mayhew
Secretary of State

Jackson, Miss., April 12th, 1985

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.

Edwin Lloyd Pittman
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

EMERGENCY MEDICAL FUND ASSOCIATION 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 15th day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF Emergency Medical Fund 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 Emergency Medical Fund 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 Evelyn West, Patricia Dunmore, Fred Middleton, Chris Streetman and Lutesia Desue are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Emergency Medical Fund Association 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.

Purpose: To provide medical assistance to the improvised citizens in the community and surrounding area.

CERTIFICATE

I, St. Evelyn R.K. West, 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 March 21 at Alcorn School of Nursing at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 21st day of March 1985

Secretary St. Evelyn R.K. West

C-30-3

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

BOOK 307 PAGE 629

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: Emergency Medical Fund Association 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
Mrs. Evelyn West	1003 Lotus Drive	Natchez	Mississipp
Attorney Patricia Dunmore	P.O. Box 5651 1044 N. Pine St.	Natchez,	Mississipp
Chris Streetman	1821 Wheeler	Natchez,	Mississipp
Fred Middleton	304 Lindberg	Natchez,	Mississipp
Lutesia Desue	P.O. Box 887 B-15 Village Street Apts.	Natchez,	Mississipp

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

3. The domicile is at 245 D'Evereaux Drive (Street and No.) Natchez, (City) Ms 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 to 1972, and amendments thereto.)

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 to 1972, and amendments thereto. It is a civic improvement and medical and surgical purposes 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 medical assistance to the impoverished citizens in the community and surrounding areas of Natchez, Mississippi. This is to include financial assistance as well as otherwise.

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:

St. Evelyn R.K. West

Patricia F. Dunmore

[illegible]

[illegible]

Fred W. Middleton

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Adams

This day personally appeared before me, the undersigned authority Evelyn West, Patricia F. Dunmore, Chris Streetman, Fred Middleton and Lutesia DeSue

incorporators of the corporation known as the Emergency Medical Fund Association Corporation who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as ~~(his)~~ (their) act and deeds on this the 1st day of April, 1985

My Commission Expires 9/8/88 [illegible]

(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 10th day of April A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

[illegible]

Secretary of State

Jackson, Miss., April 12th, 1985

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.

Edwin Lloyd Pittman

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

PRATHER'S 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 15th day of April, A. D. 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF Prather's 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 Prather's 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 Harvey Prather, Jr., Nick Zimmerman, Jr. and Carl Wactor, Jr. are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Prather's Hunting Club, Inc.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Carl Wactor, 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 day of March 25, 1985 at Roxie, 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 2 day of April 1985

Secretary Carl Wactor Jr.

C-30-3

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

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is: PRATHER'S 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
Harvey Prather, Jr.	Rt. 2, Box 168-A	Roxie, MS	39661
Nick Zimmerman, Jr.	Rt. 2	Roxie, MS	39661
Carl Wactor, Jr.	Rt. 2	Roxie, MS	39661

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

3. The domicile is at Rt. 2, Box 168-A (Street and No.) Roxie (City) MS (State)

4. (Here set out that the corporation is NonProfit and no shares of stock shall be issued and the type of organization. As authorized by the provisions of Section 79-11-1, Code of Mississippi fo 1972, and amendments thereto.)
Prather's Hunting Club, Inc. is a non-profit fraternal organization.
No stock will be issued and no dividends divided.

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 charter will be to operate a club to hunt legal game. The Club will have the right and powers to lease suitable lands, post and patrol said lands within the legal limits of local, state game and trespass laws.

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 Prather Jr.

Nick Zimmerman Jr.

Carl Wactor Jr.

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of FRANKLIN

This day personally appeared before me, the undersigned authority Harvey Prather, Jr., Nick Zimmerman, Jr., Carl Wactor, Jr.

incorporators of the corporation known as the Prather's 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 2 day of April, 1985

My Commission Expires Sept. 23, 1985 Johnny C. Cummins

(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 10th day of April A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Molpus

Secretary of State

Jackson, Miss., April 12, 1985

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.

Edwin Lloyd Pittman

Attorney General

By Richard M. Allen

Special Assistant Attorney General

C-37-2

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

AMITE RIVER POSSUM HUNTERS, 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 April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

BOOK 307 PAGE 636

RESOLUTION OF AMITE RIVER POSSUM HUNTERS

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 AMITE RIVER POSSUM HUNTERS an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that Johnny Coleman, Jr., Ed Johnson and Claude Freeman are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named AMITE RIVER POSSUM HUNTERS, 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, CLAUDE FREEMAN, 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 APRIL 1, 1985 at Amite County at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the First

day of April 1985

Secretary Claude Freeman

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

AMITE RIVER POSSUM HUNTERS, INC.

1. The corporation title of said company is: AMITE RIVER POSSUM HUNTERS, 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
JOHNNY COLEMAN, JR.	ROUTE 3,	LIBERTY,	MS. 39645
ED JOHNSON	ROUTE 3,	LIBERTY,	MS. 39645
CLAUDE FREEMAN	ROUTE 3, BOX 73	LIBERTY,	MS 39645

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

3. The domicile is at ROUTE 3, Box 73 (Street and No.) LIBERTY, (City) MISSISSIPPI 39645 (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 fraternal CORPORATION AND NO SHARES OF STOCK SHALL BE ISSUED.

5. Period of existence shall be perpetual.

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

The purpose for which this organization is created is to establish hunting and recreation for members and their families.

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

C-30-1

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

Signatures:

Johnny Coleman Jr.

Ed Johnson

Claude Freeman

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Amite

This day personally appeared before me, the undersigned authority Johnny Coleman, Jr. Ed Johnson, Claude Freeman

incorporators of the corporation known as the Amite River Possum Hunters, Inc

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 1st day of April, 19 85

My Commission Expires 1-1-88 Reece Nunnery by Lucille Bates D.C.

(NOTARIAL SEAL) Chancery Clerk

Received at the office of the Secretary of State this the 17th day of April A.D., 19 85 together with the sum of $25.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mayhew

Secretary of State

Jackson, Miss., April 17, 19 85

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.

Edwin Lloyd Pittman

Attorney General

By Richard W. Allen

Assistant Attorney General

C-30-2

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

THE BANK OF LELAND

LELAND, 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* 16th day of April, 1985.

Attest:

Dick Molpus

Secretary of State.

William A. Allain

Governor.

BOOK 307 PAGE 640

State of Mississippi

Department of Banking and Consumer Finance

JACKSON

The within and foregoing Amendment to the Charter of Incorporation of

THE BANK OF LELAND

LELAND, 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 2nd *day of* April *19* 85

Deputy Commissioner

RESOLUTION

"WHEREAS, THE Charter of Incorporation of The Bank of Leland, Leland, Mississippi, as amended, presently provides that its annual stockholders' meeting shall be held on the second Tuesday in March, annually, for the purpose of electing directors and the transaction of such other business as may be deemed proper and necessary, and

WHEREAS, it is proposed that the date of the annual stockholders' meeting be changed to the last Thursday in March, annually,

NOW, THEREFORE, BE IT RESOLVED, that subject to the approval of the State Comptroller of the proposal and amendment herein contained, Section 6 of the original Charter of Incorporation of The Bank of Leland, Leland, Mississippi, as amended, be further amended to provide that the date of the annual stockholders' meeting shall be on the last Thursday in March, annually, for the purpose of electing directors and the transaction of such other business as may be deemed proper and necessary.

RESOLVED FURTHER, that three (3) copies of this Resolution, duly certified by the President or the Cashier of the Bank, be forthwith forwarded to the State Comptroller for his consideration and approval, the same to there be processed in the manner provided by law, and

RESOLVED FURTHER, that the President or the Cashier of the Bank be authorized to execute in the name of the Bank any and all necessary documents to carry out the mandate of this Resolution."

CERTIFICATE

STATE OF MISSISSIPPI

COUNTY OF WASHINGTON

I, the undersigned, Burrell O. McGee, President of The Bank of Leland, Leland, Mississippi, do hereby certify that at a regular meeting of the shareholders called and held in accordance with the by-laws of the Bank on March 12, 1985, the foregoing Resolution was duly adopted, the vote on the adoption thereof being as follows:

Total number of shares outstanding	42,000
Total number of shares represented at the meeting	33,892
Total number of share voting aye	33,892
Total number of shares voting nay	0
Total number of shares not voting	8,108

I further certify that a complete list of the shareholders of the Bank voting in person or by proxy at the meeting and the number of shares voted by each is on file in the Minute Book of the Bank as part of the minutes of said meeting.

WITNESS MY SIGNATURE and the seal of the Bank, duly attested by the Cashier thereof, this, the 15th day of March, 1985.

Burrell O. McGee, President

(SEAL)

ATTEST:

Patsy A. Turner, Cashier

AMENDMENT TO ARTICLES OF INCORPORATION
OF THE BANK OF LELAND
LELAND, MISSISSIPPI

RESOLVED that subject to the approval of the State Comptroller, the Charter of Incorporation of The Bank of Leland, Leland, Mississippi, as amended, be further amended in the following particulars, to-wit:

Strike out that portion of Section 6 of the original Charter of Incorporation, as amended, insofar as said Section provides for the annual stockholders' meeting to be on the second Tuesday in March, annually, and insert in lieu thereof a new provision in Section 6 readings as follows:

SECTION 6

The stockholders shall meet on the last Thursday in March, annually, for the purpose of electing directors and the transaction of such other business as may be deemed proper and necessary.

STATE OF MISSISSIPPI

COUNTY OF WASHINGTON

I, the undersigned president of The Bank of Leland, Leland, Mississippi, do hereby certify that the above and foregoing is a true and correct copy of the resolution amending the Charter of said Bank and that same was duly adopted at a regular meeting of the stockholders held on the 12th day of March, 1985, in accordance with the by-laws of the Bank. And I do further certify that the said resolution was adopted by a majority in amount of all of the outstanding stock of said Bank.

IN TESTIMONY WHEREOF, witness my signature and seal of The Bank of Leland, Leland, Missisippi, this, the 15th day of March, 1985.

Burrell O. McGee, President

(SEAL)

ATTEST:

Patsy A. Turner

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

A. D., 19 75, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dine McGregor
SECRETARY OF STATE.

Jackson, Miss.,

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.

Edwin Lloyd Pittman
ATTORNEY GENERAL.

By Robert M. Pentecost Jr.
Assistant Attorney General.

C-54

BOOK 307 PAGE 644

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

THE STONEWALL BANK

STONEWALL, MISSISSIPPI

changing domicile to:

THE STONEWALL BANK

QUITMAN, MISSISSIPPI

is hereby approved.

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 16th day of April, 1985.

Attest:

Dick Molpus

Secretary of State.

William A. Allain

Governor.

State of Mississippi

Department of Banking and Consumer Finance

JACKSON

The within and foregoing Amendment to the Charter of Incorporation of

THE STONEWALL BANK

STONEWALL, MISSISSIPPI

Change of Domicile to:

THE STONEWALL BANK
QUITMAN, MISSISSIPPI

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Seal of the Department of Banking and Consumer Finance, State of Mississippi, to be affixed, this the 20th *day of* March *19*85

Alanson V. Turnbough
Deputy Commissioner

Alanson V. Turnbough

ANNUAL MEETING
OF THE STOCKHOLDERS OF
THE STONEWALL BANK
JANUARY 9, 1985

The annual meeting of the stockholders of The Stonewall Bank was held at the banking house in Stonewall, Mississippi, on the 9th day of January, 1984.

The President, Archie R. McDonnell, called the meeting to order. Archie R. McDonnell moved that Bill Barry act as temporary Chairman of the stockholders meeting. This motion was seconded by Richard E. Wilbourn, and was approved by the stockholders present. Richard E. Wilbourn moved that Don O. Rogers act as Secretary. The motion was seconded by Archie R. McDonnell, Jr., and was approved by all the stockholders present.

The Chairman appointed Jessie Johnson to act as Teller and call the roll. Bill Barry gave to the Teller a list of all stockholders. This roll was called by the Teller, revealing 676 shares present personally and 0 shares present by proxy, for a total of 676 shares present. There being a quorum present, the Chairman stated that the meeting could proceed.

Richard E. Wilbourn moved that Archie R. McDonnell act as permanent Chairman. The motion was seconded by Archie R. McDonnell, Jr., and was passed.

The minutes of the annual stockholders meeting held on January 11, 1984, were read and approved.

Bill Barry presented a statement of condition and a statement of the distribution of income of the Bank to the stockholders.

Lavon Redmond moved that all actions taken by the officers, directors, loan committee and finance committee for previous years be approved and ratified. The motion was seconded by Jack Robinson and was passed.

Richard E. Wilbourn moved that the following persons be members of the Board of Directors: Jessie Johnson, Jack Robinson, Archie R. McDonnell, Richard E. Wilbourn, Archie R. McDonnell, Jr., Don O. Rogers and Bill Barry. The motion was seconded by Jack Robinson and was passed.

Archie R. McDonnell gave a report on the banks move into Quitman, Mississippi. He explained the procedural matters involved. The main office of the bank would now be in Quitman and the Stonewall office would become a branch.

Upon motion duly made, seconded and unanimously approved the following resolution was adopted:

Whereas, the Stonewall Bank has previously committed to and obtained authority for the move of it's main office from Stonewall, Mississippi, to Quitman, Mississippi; and,

Whereas, it is necessary to amend it's Articles of Incorporation to reflect this new domicile.

IT IS, THEREFORE, RESOLVED that the paragraph numbered "SECOND" of the Articles of Incorporation be and is hereby amended to read as follows:

"That the main office where the Corporation shall be domiciled and conduct it's business is Quitman, Clarke County, Mississippi. The Corporation shall have the power to establish branch offices and do business in other localities.

There being no further business, the meeting was adjourned.

Archie R. McDonnell
ARCHIE R. McDONNELL, PRESIDENT

Don O. Rogers
DON O. ROGERS, SECRETARY

The undersigned secretary of The Stonewall Bank does hereby certify that the foregoing is a true and correct copy of the minutes of the shareholders meeting held on 1-9-85.

This the 19th day of March 1985.

Dan O. Rogers
Secretary

STOCKHOLDERS' ANNUAL MEETING

The annual meeting of the Stockholders of

THE STONEWALL BANK, Stonewall, Mississippi

for the election of directors and the transaction of any other business that may come before the meeting, will be held at the office of said Bank on Wednesday, the 9th *day of January, 19*85, *at 10:00 o'clock A. M.*

original signed by Bill Barry,
Vice President and cashier.

CASHIER

PROXY

Know all Men by these Presents, That I, _____

of _____ do hereby constitute and appoint

_____ of _____

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

THE STONEWALL BANK, Stonewall, Mississippi

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

In Witness Whereof, I have hereunto set my hand and seal this _____ day of _____ A. D. 19____

IN PRESENCE OF

_____ _____ L. S.

The undersigned secretary of The Stonewall Bank does hereby certify that the foregoing is a true and correct copy of the stockholders annual meeting notice and proxy and that said notice was mailed to shareholders 12-20-85.

This the 19th day of March 1985.

Don D. Rogers
Secretary

AMENDMENT TO ARTICLES OF
INCORPORATION OF THE STONEWALL BANK

The Stonewall Bank, a state banking corporation organized under the laws of the State of Mississippi and duly chartered on May 2, 1925, does hereby amend it's Articles of Incorporation in the following respects:

1. Paragraph numbered "SECOND" is hereby amended to read:

> "That the main office where the Corporation shall be domiciled and conduct it's business is Quitman, Clarke County, Mississippi. The Corporation shall have full power to establish branch offices and do business in other localities."

2. The resolution setting forth the foregoing amendment was duly adopted by a majority vote of all outstanding stock of the Corporation at the regular meeting of the stockholders on January 9, 1985.

WITNESS THE SIGNATURE of the undersigned on this, the 14th day of March, 1985.

Archie R. McDonnell
ARCHIE R. McDONNELL, PRESEDENT

ATTEST:

Don O. Rogers
DON O. ROGERS, SECRETARY

STATE OF MISSISSIPPI

COUNTY OF LAUDERDALE

PERSONALLY appeared before me the undersigned authority in and for the above County and State, ARCHIE R. McDONNELL, President, and DON O. ROGERS, Secretary, of The Stonewall Bank, who acknowledged that they signed the foregoing Amendment for and on behalf of the Corporation after being duly authorized to do so.

THIS, the 14th day of March, 1985.

Beverly B. Isaacs
NOTARY PUBLIC

My Commission Expires:

My Commission Expires August 28, 1988

BOOK 307 PAGE 652

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

A. D., 1985, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Molpus

SECRETARY OF STATE.

Jackson, Miss.,

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.

Edwin Lloyd Pittman

ATTORNEY GENERAL.

By Robert M. Overton Jr.

Assistant Attorney General.

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE POINT CADET DEVELOPMENT 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 19th day of April, A. D., 1985.

William A. Allain
Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF The Point Cadet Development Association, An Unincorporated Association, to incorporate, designating the incorporators, the name of the proposed corporation and authorizing the expenditure of the funds of the association necessary to do so.

Be it resolved by the members of The Point Cadet Development Association, an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a non-profit corporation under the law of the State of Mississippi applicable thereto and that Gerald Blessey, Bobby O'Barr and William A. Pittman are elected, appointed, designated and authorized to act as incorporations in applying for a charter of this association to be named The Point Cadet Development Corporation; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorized the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, William A. Pittman, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the 16th day of April, 1985, at 111 Vieux Marche, Biloxi, MS at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 16th day of April, 1985.

William A. Pittman
Secretary

FILED
APR 19 1985
[illegible]
SECRETARY
OF STATE

THE CHARTER OF INCORPORATION OF

THE POINT CADET DEVELOPMENT CORPORATION

1. The corporation title of said company is:

THE POINT CADET DEVELOPMENT CORPORATION

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

NAME	STREET & NO.	CITY	STATE
Gerald Blessey	216 Lameuse Street	Biloxi	MS
Bobby O'Barr	132 E. Washington Loop	Biloxi	MS
William A. Pittman	112 Vieux Marche' Mali	Biloxi	MS

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

3. The domicile is at 216 Lameuse Street, Biloxi, Mississippi.

4. This corporation is an incorporated economic and industrial development association organized to promote and assist civic improvement and economic and industrial development in and along the waterfront of Biloxi, Mississippi and its environs. This corporation is established as a non-profit corporation, no shares of stock shall be issued and no member of this corporation shall receive any distribution of assets from this corporation.

5. Period of existence shall be perpetual.

6. This corporation is organized to promote and assist civic improvement including health, safety, recreation and historic preservation and economic development by promoting and assisting the growth and development of civic and business concerns, including small-business and housing concerns, in said area; the primary objective of this corporation shall be benefit to the community as measured by increased employment, payroll, business volume, historic preservation, housing preservation and housing development, and corresponding factors of Biloxi, Mississippi, and its environs.

This corporation shall be privileged to receive money, benefits, materials and labor from individuals, private corporations and state, city, county and federal governmental agencies. Such money, benefits, material and services as are received by this corporation may be expended under the direction of the board of directors of said corporation. This corporation may sue and be sued, deal with corporate assets in any manner not contrary to law, and exercise all rights and powers reasonably necessary to accomplish the stated purposes of this corporation as may be permitted by the laws and statutes of the State of Mississippi.

This corporation is formed for the further purposes of receiving all of the benefits, both monetary and otherwise, that might be provided for or made available by the Housing and Community Development Act of 1974, Pub.L. 93-383, as amended, or the corresponding provisions of any future United States Law.

FILED
APR 1 1985
Eric Malous
SECRETARY
OF STATE

If this corporation is dissolved or finally liquidated, the board of directors shall, after paying or making provision for the payment of all of the lawful debts and liabilities of the corporation, distribute all of the assets of the corporation to a non-profit organization or organizations having similar aims and objectives as this corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall qualify as a tax exempt organization described in § 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent United States Internal Revenue Laws), or to the State of Mississippi or any county or local government thereof for exclusively public uses or purposes.

The corporation is further authorized and empowered to do all things necessary to carry on and accomplish the purposes for which it is organized and chartered, including, but not limited to, authority and power:

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

To borrow or raise monies for all 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 nonnegotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes;

To lend to any person, firm or corporation any of its funds, either with or without security;

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

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

The board of directors is expressly authorized to make, alter, or repeal the by-laws of the corporation.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation.

NOTWITHSTANDING any other provision of these articles, this corporation shall not carry on any other activities not permitted to 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 the corresponding provision of any future United States Internal Revenue Law.

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

Signatures:

GERALD BLESSEY, Mayor of the City of Biloxi

BOBBY O'BARR, President of Biloxi Port Commission

WILLIAM A. PITTMAN, President of Greater Biloxi Economic Development Foundation

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI
COUNTY OF HARRISON

This day personally appeared before me, the undersigned authority, GERALD BLESSEY, BOBBY O'BARR and WILLIAM A. PITTMAN, incorporators of the corporation known as the Point Cadet Development Corporation who acknowledged that they signed and delivered the above and foregoing charter of incorporation as their act and deeds on this the 16th day of April, 1985

Notary Public

MY COMM. EXP 9-12-86

Received at the office of the Secretary of State this the 19th day of April, A.D., 1985, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mayhew
Secretary of State

Jackson, Miss., April 19th, 1985

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

Edwin Lloyd Pittman
Attorney General

By: Richard M. Allen
Special Assistant Attorney General

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

JACKSON FRIENDS OF THE LIBRARY

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 22nd day of April, A. D., 1985.

William A. Allain
Governor

By the Governor

Dick Molpus
Secretary of State

4.2285
RNY2/r

RESOLUTION

RESOLUTION OF JACKSON FRIENDS OF THE LIBRARY, An Unincorporated Association, To Incorporate, Designating the Incorporators, the name of the proposed corporation and authorizing the expenditure of the funds of the association necessary to do so.

Be it resolved by the members of Jackson Friends of the Library, an unincorporated association of individuals, that it is in the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the laws of the State of Mississippi applicable thereto and that Pat Ross, Alan Perry and Hollaman M. Raney are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Jackson Friends of the Library; 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, Ollye Shirley, 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 April 22, 1985, 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 22nd day of April, 1985.

Ollye Shirley
Ollye Shirley, Secretary

ARTICLES OF INCORPORATION
OF
JACKSON FRIENDS OF THE LIBRARY

The following Articles of Incorporation are adopted, subject to amendment as provided by law, as the Articles of Incorporation of this nonprofit corporation, to wit:

I. NAME

The corporate title of said organization shall be Jackson Friends of the Library.

II. INCORPORATORS

The full names, street and post office addresses of the original incorporators, each of whom is an adult resident citizen of the State of Mississippi are as follows:

NAME	ADDRESS
Pat Ross	1615 Sheffield Drive Jackson, Mississippi 39211
Alan Perry	2455 Sand Ridge Drive Jackson, Mississippi 39211
Hollaman M. Raney	2428 Culleywood Road Jackson, Mississippi 39211

III. DOMICILE

The corporation's principal domicile shall be 1615 Sheffield Drive, Jackson, Mississippi 39211.

IV. NATURE OF CORPORATION

This corporation shall be a nonprofit corporation; no shares of stock shall be issued; and the corporation is organized as a charitable association, literary institution and lyceum association as authorized by the provision of Section 79-11-1 of the Mississippi Code of 1972, as amended.

V. PERIOD OF EXISTENCE

The period of existence of this corporation shall be perpetual.

VI. PURPOSES

The corporation shall be organized for the following purposes, not contrary to law, and shall exercise the rights and powers hereinafter specified. Said rights and powers shall be limited to those reasonably necessary to accomplish the stated purposes of the association being incorporated, to wit:

(a) to support and cooperate with the library in developing library services and facilities for the community served by the library branches located in the city of Jackson and to support the freedom to read as expressed in the American Library Association Bill of Rights.

(b) to maintain an association of persons interested in the library;

(c) to focus public attention on the library;.

(d) to stimulate the use of the library's resources and services;

(e) to receive and encourage gifts, endowments and bequests to the library; and

VII. POWERS

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 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.

VIII. DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 107(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.

Pat Ross
PAT ROSS

Alan W Perry
ALAN PERRY

Hollaman M. Raney
HOLLAMAN M. RANEY Incorporators

4.2285
RNY2/r

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me, the undersigned authority, Pat Ross, Alan Perry and Hollaman M. Raney, incorporators of the corporation known as the Jackson Friends of the Library who acknowledged that they signed and delivered the above and foregoing charter of incorporation as their act and deed on this the 22nd day of April, 1985.

Elizabeth F. Hardy
Notary Public

My Commission Expires:
10-19-87

Received at the office of the Secretary of State this the 22nd day of April, 1985, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mayhew
Secretary of State

Jackson, Mississippi, April 22, 1985.

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.

Edwin Lloyd Pittman
Attorney General

By Richard M. Allen
Special Assistant Attorney General

BOOK 307 PAGE 664

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

NATCHEZ CHILDREN'S HOME

changed from:

NATCHEZ PROTESTANT HOME

is hereby 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* 19th day of April, 1985.

Attest:

Dave Mayhew

Secretary of State.

William A. Allain

Governor.

RESOLUTION

BE IT RESOLVED that the Articles of Incorporation of Natchez Protestant Home be amended as follows:

"

FIRST

The name of the corporation is hereby changed to Natchez Children's Home.

SECOND

Section 5 of the Charter of Incorporation which reads: "That the said corporation shall not, at any time, own or possess real estate to a greater amount than Five Hundred Thousand ($500,000.00) Dollars, and personal estate more than double that sum, anything hereinbefore contained in anywise not withstanding", is hereby eliminated from the charter.

THIRD

The following Article is hereby added to the Charter of Incorporation: Upon dissolution of the corporation, the Board of Managers shall place all assets of the corporation in a charitable trust to be known as "The Natchez Children's Home Trust for Needy Children". The trust shall be established in such a manner as to comply fully with the then applicable laws of the United States and regulations of the Internal Revenue Service with regard to charitable trusts. The purpose of the trust shall be to provide aid for the educational, physical and medical needs of dependent, neglected and abandoned children. The trust shall be administered and managed by a Board of Trustees consisting of no less than three and no more than nine trustees. The orginal trustees shall be elected by the members and Board of Managers of the Natchez Children's Home, and the trust shall be administered and managed, and the successor trustees elected by the members under such by-laws, rules and regulations as may be adopted by the original trustees."

CERTIFICATE

I, the undersigned, EDNA MAY KENNEDY, Secretary of NATCHEZ PROTESTANT HOME, and as such, the keeper of the Minute Books of the corporation, do hereby certify that the above and foregoing Resolution was unanimously adopted at a meeting of a Board of Directors (Board of Managers) of Natchez Protestant Home duly and legally called and held in the City of Natchez, Mississippi, on February 11, 1985, at which meeting a quorum of the Directors (Managers) were present and voting.

WITNESS MY SIGNATURE this the 20th day of March, 1985.

Edna May Kennedy
EDNA MAY KENNEDY

Received at the office of the Secretary of State, this the 12th day of April

A. D., 1985, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mayhew
SECRETARY OF STATE.

Jackson, Miss.,

April 15, 1985

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.

Edwin Lloyd Pittman
ATTORNEY GENERAL.

By Richard M. Allen
Assistant Attorney General.

ARTICLES OF AMENDMENT
TO THE CHARTER OF INCORPORATION OF
NATCHEZ PROTESTANT HOME

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

FIRST

The name of the corporation is hereby changed to Natchez Children's Home.

SECOND

Section 5 of the Charter of Incorporation which reads: "That the said corporation shall not, at any time, own or possess real estate to a greater amount than Five Hundred Thousand ($500,000.00) Dollars, and personal estate more than double that sum, anything hereinbefore contained in anywise not withstanding", is hereby eliminated from the charter.

THIRD

The following Article is hereby added to the Charter of Incorporation: Upon dissolution of the corporation, the Board of Managers shall place all assets of the corporation in a charitable trust to be known as "The Natchez Children's Home Trust for Needy Children". The trust shall be established in such a manner as to comply fully with the then applicable laws of the United States and regulations of the Internal Revenue Service with regard to charitable trusts. The purpose of the trust shall be to provide aid for the educational, physical and medical needs of dependent, neglected and abandoned children. The trust shall be administered and managed by a Board of Trustees consisting of no less than three and no more than nine trustees. The orginal trustees shall be elected by the members and Board of Managers of the Natchez Children's Home, and the trust shall be administered and managed, and the successor trustees elected by the members under such by-laws, rules and regulations as may be adopted by the original trustees.

WITNESS THE SIGNATURE of the corporation this the 20th day of March, 1985.

NATCHEZ PROTESTANT HOME

By: Louise N. Greenberg
President

Attest:

Edna May Kennedy
Secretary

STATE OF MISSISSIPPI

COUNTY OF ADAMS

PERSONALLY came and appeared before me, the undersigned authority in and for the County and State aforesaid, the within named Louise W. Geisenberger and Edna May Kennedy, President and Secretary respectively of Natchez Protestant Home, a corporation, who acknowledged to me, said authority, that they signed, executed and delivered the foregoing instrument of writing as and for the act and deed of the said corporation, being duly authorized so to do.

GIVEN under my hand and official seal this the 20th day of March, 1985.

Karen C. Morris
NOTARY PUBLIC

My Commission Expires:
My Commission Expires September 14, 1987

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

FRIENDS OF MAGEE LIBRARY, 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 April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF FRIENDS OF MAGEE LIBRARY, an unincoprorated 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 Friends of Magee Library, an unincorporated association of individuals, that it is in the best interest of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that Mrs. Mary Ruth Dickey, Mrs. Kendrick McCarley and George Runnels are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Friends of Magee Library, 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 amy be necessary so to do.

CERTIFICATE

I, Mrs. Mary Ruth Dickey 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 1st day of April, 1985, at Magee, Mississippi, at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 1st day of April, 1985.

Mary Ruth Dickey
SECRETARY

NON-PROFIT

THE CHARTER OF INCORPORATION OF

FRIENDS OF MAGEE LIBRARY, INC.

1. The Corporation title of said company is:

FRIENDS OF MAGEE LIBRARY, INC.

2. The name and post office address of the incorporators are:

Mrs. Mary Ruth Dickey	101 Seventh Ave.	Magee, Ms. 39111
Mrs. Kendrick McCarley	325 S. W. 1st St.	Magee, Ms. 39111
George Runnels	P. O. Box 846	Magee, Ms. 39111

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

3. The domicile is at 120 Northwest 1st Street, Magee, Simpson County, Mississippi 39111.

4. The Corporation shall be a non-profit charitable association to support and promote the Magee Public Library and no shares of stock shall be issued.

5. The period of existence shall be perpetual.

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

(a) To support and promote the Magee Public Library and to receive and administer funds for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Interal Revenue Code of 1954 and to that end to hold any property, or any undivided interest therein, without limitations to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgement of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the Bylaws of the Corporation, or any applicable laws; to do any

other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation, or any 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 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 candidate for public office.

(c) The Corporation shall endever to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954,or corresponding provisions of any subsequent federal taxlaws.

(f) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(g) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(h) Notwithstanding any other provision of this certificate, the Corporation shall not 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 be amended,or

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 be amended.

(i) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

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, 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:

Mary Ruth Dickey Katherine McCarley

George Runnels

Incorporators

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI
COUNTY OF SIMPSON

This day personally appeared before me, the undersigned authority Mrs. Mary Ruth Dickey, Mrs. Kendrick McCarley and George Runnels, Incorporators of the corporation known as Friends of Magee Library, Inc. who acknowledged that they signed and delivered the above and foregoing charter of incorporation as their act and deed on this the 1st day of April, 1985.

Raymond Johnson
NOTARY PUBLIC

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

==========

Received at the office of the Secretary of State this the 12th day of April, 1985, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dine Mazur
SECRETARY OF STATE

==========

Jackson, Ms. April 15th, 1985

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.

Edwin Lloyd Pittman
Attorney General

By: Richard M. Allen
Special Assistant Attorney General

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

HERRING HOLLOW 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 19th day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF Herring Hollow Hunting Club

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

Be it resolved by the members of Herring Hollow 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 Burch Herring, Larry Jones, & Jimmy W. Jones

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Herring Hollow Hunting Club, Inc.

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

CERTIFICATE

I, Jimmy W. Jones, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the day of April 6, 1985 at Route 2 Box 43 McCall Creek, MS 39647 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 April 1985

Secretary Jimmy W Jones

Jimmy W Jones

C-30-3

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

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is: Herring Hollow 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
Burch Herring-President	Route 2 Box 43	McCall Creek,	MS 39647
Larry Jones	Route 2 Box 43	Meadville,	MS 39653
Jimmy W. Jones-Sec./Treas.	Route 2 Box 44-A	McCall Creek,	MS 39647

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

3. The domicile is at Route 2 Box 43 (Street and No.) McCall Creek, (City) MS (State)

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

The Corporation is a non-profit organization and no shares of stock shall be issued and the Corporation is a civic improvement society.

5. Period of existence shall be perpetual.

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

To participate in all hunting and fishing activities, endowed with the power to lease, purchase, sell and otherwise obtain property for hunting and fishing activities. Further endowed to enforce its policies, regulating hunting and set forth in the rules and by-laws. To promote the conservation of fish and game and other natural resources of Franklin County and of the State of Mississippi.

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 307 PAGE 680

RESOLUTION OF EDGEWATER MALL MERCHANTS 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 Edgewater Mall Merchants 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 Carol Elvin, Kay Warr and Roma Graham

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Edgewater Mall Merchants 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, Roma Graham, 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 March 14, 1985 at Edgewater Mall at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 10th day of April 1985

Secretary Roma Rakaim Graham

C-30-3

BOOK 307 PAGE 678

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:

Burch Herring

Burch Herring-President

Larry Jones

Larry Jones-Vice President

Jimmy W. Jones

Jimmy W. Jones-Secretary/Treasurer

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Franklin

This day personally appeared before me, the undersigned authority Burch Herring Larry Jones, Jimmy W. Jones, incorporators of the corporation known as the Herring Hollow 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 6th day of April, 19 85

My Commission Expires MY COMMISSION EXPIRES JUNE 5, 1988

(NOTARIAL SEAL)

Mrs. Bell J. Gilbert, D.C.

Notary Public

Received at the office of the Secretary of State this the 15th day of April A.D., 1985, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Morgan

Secretary of State

Jackson, Miss., April 16, 1985

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.

Edwin Lloyd Pittman

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

EDGEWATER MALL MERCHANTS 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 23rd day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

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

BOOK 307 PAGE 681

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

EDGEWATER MALL MERCHANTS ASSOCIATION

1. The corporation title of said company is:

EDGEWATER MALL MERCHANTS 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
Carol Elvin	211 Edgewater Drive	Biloxi	MS
Kay Warr	407 Evergreen Lane	Biloxi	MS
Roma Graham	33 S. Parkwood Drive	Gulfport	MS

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

3. The domicile is at Edgewater Mall (Street and No.) Biloxi, MS (City) 39530 (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.)
There shall be no shares of stock issued by this organization, and shall be a non-profit corporation. This association is being organized pursuant to the provisions of Mississipp Code Ann. 79-11-1 (1984 Cum. Supp.), as an Economic and Industrial Development Corporation 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:
The purpose of the association is to promote the general business of the merchants in the Edgewater Mall and in pursuit of this objective to engage in and conduct promotional events, benefits, publicity and special events, decoration, cooperative advertising and other joint endeavors in the general interest and for the benefit of the Mall, and the Mississippi Gulf Coast, and to work with local authorities to favorably enhance the reputation of the Gulf Coast Community. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or Local government for exclusive public purpose.

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:

Carol Elvin	Carol Elvin
Kay Warr	Kay Warr
Roma Rabain Graham	Roma Graham

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of HARRISON

This day personally appeared before me, the undersigned authority Carol Elvin, Kay Warr, Roma Graham, _____, _____, _____, incorporators of the corporation known as the EDGEWATER MALL MERCHANTS 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 10 day of April, 1985

My Commission Expires June 10, 1987
(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 17th day of April A.D., 1985 together with the sum of $ 2.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mayhew
Secretary of State

Jackson, Miss., April 19th, 1985

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.

Edwin Lloyd Pittman
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

JOURDAN RIVER RANCHETTES CIVIC ASSOCIATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 23rd day of April, A. D. 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

BOOK 307 PAGE 684

RESOLUTION OF Jourdan River Ranchette Civic Association

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

Be it resolved by the members of Jourdan River Ranchettes 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 Noah Bale, Sr., George Sauzer, and Brigitte Brignac

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Jourdan River Ranchette Civic Association, Inc.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Brigitte Brignac, 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 April 14, 1985 at Sauzer, 94 Ponderosa Trail, Pass Christian, Ms 39571 at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 14th day of April, 1985

Secretary Brigitte Brignac

Susan H. Danko

My Commission Expires July 11, 1987

C-30-3

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

BOOK 307 PAGE 685

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 —

JOURDAN RIVER RANCHETTES CIVIC ASSOCIATION ,INC.

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

Name	Street & No.	City	State

Neah Bale, Sr. (President) - Lot 66 Crazy Horse Dr. - Jourdan River Ranchettes
Pass Christian, Ms. 39571

George Sauzer (Vice President) Lot 94 Ponderosa Trail - Jourdan River Ranchettes
Pass Christian, Ms. 39571

Brigitte Brignac (Secretary) 107 Ponderosa Trail - Jourdan River Ranchettes
Pass Christian, Ms. 39571

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

3. The domicile is at 107 Ponderosa Trail - Jourdan River Ranchettes - Pass Christian, Ms.
(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.)

Jourdan River Ranchettes Civic Association will be a non-profit - no shares of stock will be issued. It is a fraternal and civic improvement corporation.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated: The purpose of this association is to further the cause of all property owners by working as a unit to achieve those things required for the betterment of the development, to promote cooperation among the lot owners and property owners and other persons interested in and who may use the facilities of said association, and generally to provide for the mutual assistance, enjoyment, entertainment and improvement of all such persons.

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 307 PAGE 686

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:

Noah B. Bale Sr.	President
George Sauzer	Vice Predsident
Brigitte Brignac	Secretary

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Hancock

This day personally appeared before me, the undersigned authority Noah B. Bale, Sr., George Sauzer, Brigitte Brignac

incorporators of the corporation known as the Jourdan River Ranchettes Civic 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 14 day of April, 1985

My Commission Expires 7-11-87 Susan H. Danko

(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 19th day of April A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Molpus

Secretary of State

Jackson, Miss., April 19th, 1985

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.

Edwin Lloyd Pittman

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 BOKAYS SOCIAL & 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 23rd day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF BoKAYS Social Civic 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 BAKAYS SOCIAL CIVIC 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 MARGERA JOHNSON Willis, DORA McLAURIN, Eddie Holloway, ETTA THOMAS, ETTA Smith, PATRICIA BLANCHARD are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named BoKAYS 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, PATRICIA BLANCHARD, 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 MARCH 17 1985 at 504 Lexington AVE., JACKSON, MS 39209 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 MARCH 1985

Secretary Patricia Blanchard

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

BOOK 307 PAGE 689

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is: The Bokays Social + Civic Club.

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
Margera Johnson-Willis	Rt. 4 Box 431	Florence,	MS 39073
Dora McLaurin	4602 Belmede Place	Jackson,	MS 39206
Eddie Layce Holloway	504 Lexington Ave.	Jackson,	MS 39209
Etha Mae Thomas	439 Idlewild Sta	Jackson,	MS 39203
Etta D. Smith	504 Lexington Ave.	Jackson,	MS 39209
Jo Ann Lewis	503 Lexington Ave.	Jackson,	MS 39209
Patrica Blanchard	118 Michele Court	Jackson,	MS 39209
		Jackson	MS 39213

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

3. The domicile is at 504 Lexington Ave. (Street and No.) Jackson, (City) MS 39209 (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 Bokays Social + Civic is a non-profit organization, no Shares of Stock will be issued by this organization.

5. Period of existence shall be perpetual. The existence of the Bokays Social and Civic club Shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:
Purpose of the club is as follows;
(1). promote and support the welfare of the underprivileged and the needy.
(2) Show a concern and an awareness for the underprivileged and the needy.
These objectives shall be carried out in the matter of fund raising activities such as, dances, cookouts, bake sales, etc.

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 307 PAGE 690

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:

Margera Johnson Willis — Ethra Mae Thomas
Dora McLaurin — Etta D. Smith
Eddie Laye Holloway — Jo Ann Lewis
Patricia Blanchard — Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Hinds

This day personally appeared before me, the undersigned authority Margera Johnson-Willis, Dora McLaurin, Eddie Laye Holloway, Ethra Mae Thomas, Etta D. Smith, Jo Ann Lewis, Patricia Blanchard incorporators of the corporation known as the BaKayis 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 18 day of MARCH, 19[illegible]

My Commission Expires 3/31/86 Ralph E. Collins
(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 18 day of April A.D., 1985, together with the sum of $25.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Molpus
Secretary of State

Jackson, Miss., April 23rd, 1985

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.

Edwin Lloyd Pittman
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

JOINT HEIRS WITH CHRIST OUTREACH CENTER, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 23rd day of April, A. D, 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

BOOK 307 PAGE 692

RESOLUTION OF JOINT HEIRS OF CHRIST OUTREACH CENTER

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

Be it resolved by the members of JOINT HEIRS OF CHRIST OUTREACH CENTER an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that LOUIZA F. DIXON, PEARL FOSTER, CAROL RILEY & BARBARA FOSTER

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named JOINT HEIRS OF CHRIST OUTREACH CENTER, INC.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Louiza F. Dixon, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the day of April 17 at Attala County at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 19th day of April 1985

Secretary Louiza F. Dixon

C-30-3

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

BOOK 307 PAGE 693

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: JOINT HEIRS WITH CHRIST OUTREACH CENTER, INC.

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

Name	Street & No.	City	State
LOUIZA F. DIXON,	YORKSHIRE APT. D-1	Kosciusko, MS	39090
Pearl Foster	Glendale Apt. L-68	" "	"
Carol Riley	715 North Natchez St.	" "	"
Barbara Foster	604 North Natchez St.	" "	"

The above are all adult residents of the State of Mississippi

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

3. The domicile is at 404 Hwy 12 East (Street and No.) Kosciusko, (City) MS (State)

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

This is a non-profit organization and no shares of stock shall be issued. This corp. is created and shall operate and act as a charitable, civic improvement and religious 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 for which organized are to conduct public worship services and counseling. No part of the net earning of the Joint Heirs with Christ Outreach Center shall inur to the benefit of any private shareholder or individual. Further no substantial part of the activities of said organization shall deal with propagandizing or otherwise attempting to influence legislation, nor shall said organization participate or intervenin including publishing or distributing statements concerning any political campaign on behalf op any candidate for public office. Upon the dissolution of said organization , ect., all assets remaining after the payment of all debts & obligations shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations under § 501 (c) of the IRC as amended.

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 307 PAGE 694

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: Louise F. Dixon, Barbara Foster, Pearl Foster, Carol Riley

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Attala

This day personally appeared before me, the undersigned authority Louise F. Dixon, Pearl Foster, Carol Riley, Barbara Foster, incorporators of the corporation known as the Joint Heirs With Christ Outreach Ctr., 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 April, 1985

My Commission Expires My Commission Expires Sept. 2, 1986 J. W. Winstead

(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 19th day of April A.D., 1985, together with the sum of $25.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mayhew

Secretary of State

Jackson, Miss., April 22nd, 1985

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.

Edwin Lloyd Pittman

Attorney General

By Richard M. Allen

Special Assistant Attorney General

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

CIRCLE S HUNTING CLUB, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 23rd day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF CIRCLE S 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 Circle S 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 W. M. Scarbrough, Norman Crain and Hal Graves are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Circle S Hunting Club, Inc.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Hal Graves, 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 April 8, 1985 at Meadville, Mississippi at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 11th day of April, 1985

Secretary Hal Graves
HAL GRAVES

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

BOOK 307 PAGE 697

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

CIRCLE S HUNTING CLUB, INC.

1. The corporation title of said company is: CIRCLE S HUNTING CLUB, INC.

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

Name	Street & No.	City	State
W. M. Scarbrough	No. 3 South First Street	Meadville,	MS
Norman Crain	No. 2 South First Street	Meadville,	MS
Hal Graves	No. 3 Walnut Street	Meadville,	MS

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

3. The domicile is at No. 3 South First Street (Street and No.) Meadville (City) MS (State)

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

This is a fraternal organization that is non-profit and no shares of stock shall be issued.

5. Period of existence shall be perpetual.

Dick Molpus SECRETARY OF STATE

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

To promote and encourage a promulgation of fish and game in the County of Franklin and State of Mississippi and elsewhere.

To buy, lease, hold and exercise all privileges of ownership in and to all real or personal property as may be necessary or convenient for the conduct and operation of the business of the corporation or incidental thereof.

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 307 PAGE 698

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

Signatures:

W. M. SCARBROUGH

NORMAN CRAIN

HAL GRAVES

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of FRANKLIN

This day personally appeared before me, the undersigned authority W. M. Scarbrough, Norman Crain, Hal Graves, incorporators of the corporation known as the Circle S 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 ____ day of ____, 19__

My Commission Expires

(NOTARIAL SEAL) ~~My Commission Expires Aug. 3, 1988~~

Received at the office of the Secretary of State this the 19th day of April A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Secretary of State

Jackson, Miss., April 22nd, 1985

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.

Edwin Lloyd Pittman

Attorney General

By Richard M. Allen

Special

Assistant Attorney General

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

LAUDERDALE SAFETY 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 23rd day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION

"RESOLVED, that the Lauderdale Safety Organization, an unincorporated association which desires to be incorporated so as to be able to more effectively carry on its various activities, apply to the State of Mississippi for a charter as a non-profit, non-share corporation, which shall be operated exclusively for public charitable uses and purposes, including, but not limited to, all charitable, scientific, literary, educational, cultural and civic purposes, that, in the absolute discretion of the Board of Directors, most effectively will serve the needs and interests of Lauderdale County and the State of Mississippi and benefit and promote the well-being of the people of Lauderdale County and the State of Mississippi; and, in addition, to exercise all other powers and authority now or hereafter conferred upon non-profit, non-share corporations by the laws of the State of Mississippi;

FURTHER RESOLVED, that Patricia L. Berry, Rebecca J. Pate and Francis E. Berry, II be and they are each hereby authorized, directed and empowered, for and on behalf of this association, to apply to the State of Mississippi for a charter as a non-profit, non-share corporation under the name and title of Lauderdale Safety Organization, Inc., and to do any and all other things and to take any and all other actions as may be found necessary and proper to effectuate the incorporation of this association under the laws of the State of Mississippi."

I, the undersigned Ralph Fenner, hereby certify that I acted as Secretary of a meeting of the Lauderdale Safety Organization held in Lauderdale, Lauderdale County, Mississippi at 4:00 o'clock P.M. on Wednesday, March 5, 1985, and that said meeting was duly convened; that the foregoing is a true, correct and complete copy of the Resolution unanimously adopted as the act of the association by the members present at said meeting.

This the 2nd day of April, 1985.

Ralph Fenner
RALPH FENNER

SWORN TO AND SUBSCRIBED before me, this the 2nd day of April, 1985.

L. A. GREEN, LT, JAGC, USN AUTH: 10 USC 936
NOTARY PUBLIC

My Commission Expires:
INDEFINITE

THE CHARTER OF INCORPORATION OF LAUDERDALE SAFETY ORGANIZATION, INC.

ONE: Name

The corporate title of said company is: LAUDERDALE SAFETY ORGANIZATION, INC.

TWO: Incorporators

The name, street address, and post office address of the incorporators are:

Patricia L. Berry, Route 2, Box 210, Lot 116, Lauderdale Mississippi 39335

Rebecca J. Pate, Route 2, Box 210, Lot 91, Lauderdale, Mississippi 39335

Francis E. Berry, II, Route 2, Box 210, Lot 116, Lauderdale, Mississippi 39335

All of the incorporators are adult resident citizens of Lauderdale County, Mississippi, and attached hereto is certified copy of resolution of Lauderdale Safety Organization, Inc., an existing association, authorizing, directing and empowering the incorporators to make application for grant of charter.

THREE: Domicile and Agent

The initial domicile of the corporation shall be Route 2, Box 210, Lot 116, Lauderdale, Mississippi 39335. The initial agent of the corporation at such address shall be Patricia L. Berry.

FOUR: Non-Profit Corporation

This is a non-profit, non-stock corporation organized

as a charitable society under the provisions of Mississippi Code Annotated, Section 79-11-1(1972). This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for claims of creditors.

FIVE: Duration and Dissolution

The period of existence of this corporation shall be perpetual; provided, however, that this charter shall be subject at all times to alteration, amendment or repeal as may be provided by the laws of the State of Mississippi. It is further provided that should statutes be hereafter enacted making unlawful perpetual existence of such organization, or should this corporation be dissolved by operation of law or otherwise, the Board of Directors shall, after paying or making provisions for the payment of all 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, education, religious, or scien-

tific 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), or to any federal, state, or local government, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court of competent jurisdiction in 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.

SIX: Purposes and Powers

The corporation shall be organized and operated exclusively for public charitable uses and purposes, including, but not limited to, all charitable, scientific, literary, educational, cultural and civic purposes, that, in the absolute discretion of the Board of Directors, most effectively will serve the needs and interests of Lauderdale County and the State of Mississippi and benefit and promote the well-being of the people of Lauderdale County and the State of Mississippi. In furtherance of such purposes, the corporation shall have full power and authority:

(a) To acquire or receive from any individual, firm, association, corporation, trust, foundation, or any government or govern-

mental subdivision, unit or agency, by deed, gift, purchase, bequest, devise, appointment, or otherwise, cash, securities and other property, tangible or intangible, real or personal, and to hold, administer, manage, invest, reinvest and disburse the principal and income thereof solely for the charitable purposes hereof;

(b) To distribute property for such charitable purposes in accordance with the terms of gifts, bequests, or devises to the corporation not inconsistent with its purposes, as set forth in this Charter of Incorporation, or in accordance with the determinations made by the Board of Directors pursuant to this Charter of Incorporation;

(c) To distribute property and to extend financial aid and support through grants, gifts, contributions, or other aid or assistance to qualified charitable organizations or directly for charitable purposes;

(d) To modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations, if in the sole judgement of the Baord of Directors (without the necessity of the approval of any trustee, custodian, or agent),

such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the Lauderdale Safety Organization, Inc.;

(e) To engage in charitable functions and activities not inconsistent with its purposes, as set forth in this Charter of Incorporation, and to develop and coordinate the philanthropic resources of Lauderdale County and the State of Mississippi and to promote and imporve philanthropy by exercising philanthropic leadership and by engaging in activities aimed at civic betterment and meeting the needs of the county and state; and

(f) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the corporation, as set forth in this Charter of Incorporation, including the exercise of all other power and authority now and hereafter conferred upon non-profit corporations under the laws of the State of Mississippi.

The corporation shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in this Article Six and as are

exclusively charitable and are entitled to charitable status for tax and other purposes under federal, state and local law.

SEVEN: Publicly Supported Tax-Exempt Non-Profit Corporation

The corporation shall be neither organized nor operated for pecuniary gain or profit.

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the corporation, or any other private person, 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 Six hereof.

(b) The corporation shall not carry on propaganda, or otherwise attempt to influence legislation, to an extent that would disqualify it for tax exemption under Section 501(c)(3) of the Internal Revenue Code by reason of attemption to influence legislation. 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.

(c) Notwithstanding any other provisions of this Charter of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other

than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code; or

(ii) By a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(1) or (2) of the Internal Revenue Code, for federal estate tax purposes under Section 2055(a)(1) or (2) of the Internal Revenue Code, and for federal gift tax purposes under Section 2522(a)(1) or (2) of the Internal Revenue Code.

It is intended that the corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code. It is further intended that the corporation shall have the status of a community foundation which is publicly supported within the meaning of Section 170(b)(1)(A)(vi) of the Internal Revenue Code. All terms and provisions of this Charter of Incorporation and the By-Laws of the corporation, all authority and operations of the corporation, shall be construed, applied and carried out in accordance with such intent.

EIGHT: Members and Directors

Members shall be admitted to the corporation in such manner and upon such terms and conditions and with such rights and privileges as may be provided from time to time in the By-Laws of the corporation and as are not inconsistent with any provision of this Charter of Incorporation. Members may be divided into one or more classes.

There shall not be less than three nor more than nine directors of the corporation, and they shall be elected at the annual meeting of the members of the corporation.

The Board of Directors shall have general charge, management, and supervision of the property and assets of the corporation. It shall be the duty of the directors to carry out the purposes and functions of the corporation. The directors shall have the power and duties set forth in the Charter of Incorporation and in the By-Laws, to the extent that such powers and duties are not inconsistent with the status of the corporation as a community foundation which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code. The powers and duties of the directors shall include but not be limited to the right to adopt such by-laws and rules and regulations as they deem appropriate, to elect and appoint

committees, to fix the tenure of office of the officers and committes, and to determine the powers and responsibilities of the officers and committes. Each member shall have the right to one (1) vote in the election of all officers.

NINE: Definitions

For purposes of this Charter of Incorporation, "charitable purposes" includes educational, scientific, literary, cultural, civic, public and other purposes contributions for which are deductible under Section 170(c)(1) or (2), Section 2055(a)(1) or (2), or Section 2522(a)(1) or (2) of the Internal Revenue Code; and "qualified charitable organization" means an organization

which is described in Section 170(c)(1) or (2), Section 2055(a)(1) or (2), or Section 2522(a)(1) or (2), of the Internal Revenue Code. All references in this Charter of Incorporation to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1954, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

TEN: Amendments

This Charter of Incorporation may be amended at any time and from time to time by the affirmative vote of two-thirds of all members.

Patricia L. Berry
PATRICIA L. BERRY

Rebecca J. Pate
REBECCA J. PATE

Francis E. Berry
FRANCIS E. BERRY, II

STATE OF MISSISSIPPI

COUNTY OF LAUDERDALE

This day personally appeared before me, the undersigned authority, PATRICIA L. BERRY, REBECCA J. PATE and FRANCIS E. BERRY, II, incorporators of the corporation known as the Lauderdale Safety Organization, Inc., who acknowledged that they signed and executed the above and foregoing Charter of Incorporation as their act and deed on this the 2nd day of April, 1985.

L. A. GREEN, LT, JAGC, USN AUTH: 10 USC 936
NOTARY PUBLIC

My Commission Expires:
INDEFINITE

RECEIVED at the office of the Secretary of State this the 4th day of April, A.D., 1985, 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, April 19th, 1985

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

ATTORNEY GENERAL

BY: Richard M. Allen
Special ASSISTANT ATTORNEY GENERAL

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

OAKDALE HOMEOWNERS ASSOCIATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 23rd day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF

OAKDALE HOMEOWNERS ASSOCIATION

The undersigned being the duly elected and serving secretary of OAKDALE HOMEOWNERS ASSOCIATION, a civic improvement society, hereby certifies to the Secretary of State of Mississippi that at a meeting of the members of said association duly called and held on the 2nd day of April, 1985, in the office of the association in Lowndes County, Mississippi, at which meeting a quorum of the members of the association was present at all times, the members of said association by the concurrence of more than a majority thereof properly adopted the resolutions set out below, and the undersigned further certifies that said resolution has not been modified or altered in any manner as of the date of this certificate, and the undersigned further certifies that the resolutions so adopted were as follows, to wit:

> "RESOLVED, that W. Paul McGee, J. Michael Leach, and Rachel G. McGee, all of whom are adult resident citizens of the State of Mississippi, and each of whom are members of Oakdale Homeowners Association, be and they are hereby authorized and directed to make application to the Secretary of State of the State of Mississippi for a charter of incorporation incorporating Oakdale Homeowners Association as a Mississippi,nonprofit, non-share corporation; and
>
> RESOLVED, FURTHER, that said W. Paul McGee, J. Michael Leach and Rachel G. McGee be and they are hereby authorized and directed to execute all appropriate applications and other documents, and to pay all fees, and to do all things which in their discretion are necessary or appropriate to accomplish the incorporation of Oakdale Homeowners Association as a Mississippi nonprofit, non-share corporation in accordance with the applicable laws of the State of Mississippi; and
>
> RESOLVED FURTHER that W. Paul McGee, as secretary of Oakdale Homeowners Association, be and he hereby is authorized and directed to certify the adoption of this resolution to the Secretary of State of the State of Mississippi."

IN WITNESS WHEREOF, I have hereto set my hand as secretary

of Oakdale Homeowners Association on this, the 10th day of April, 1985.

W Paul McGee

W. Paul McGee

THE CHARTER OF INCORPORATION

OF

OAKDALE HOMEOWNERS ASSOCIATION, INC.

(1) The corporate title of said company is: OAKDALE HOMEOWNERS ASSOCIATION, INC.

(2) The names, street addresses and post office addresses of the incorporators are:

W. Paul McGee	1203 Sixth Street North Columbus, MS 39701
J. Michael Leach	1417 Robin Hood Drive Columbus, MS 39701
Rachel G. McGee	1203 Sixth Street North Columbus, MS 39701

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

(3) The domicile of the corporation is Route 5, Box 5, Columbus, Mississippi, 39701.

(4) This corporation is a "civic improvement society" as authorized by Section 79-11-1 of the Mississippi Code of 1972, and amendments thereto. This corporation is a nonprofit corporation, and no shares of stock shall be issued.

(5) The period of existence shall be perpetual, unless dissolved, merged or consolidated according to law.

(6) This corporation is created for the purpose of promoting the common good, the personal and general health and the safety and welfare of all persons now owning or hereinafter acquiring a unit as hereinafter defined, in the subdivision which is being developed and will be developed on lands situated in Lowndes County, Mississippi. This corporation is being created for the further purpose of providing for and directing the operation, management and maintenance of common areas and community facilities of Oak Dale Park, Phase I, and for the

purpose of providing for and directing the enforcement of the provisions of the restrictive covenants and conditions applicable to said lands upon which Oak Dale Park, Phase I, is being and will be developed. The restrictive covenants and conditions have been recorded in Deed Book 742, page 208, in the land records in the office of the Chancery Clerk of Lowndes County at Columbus, Mississippi. All property initially subject to the restrictive covenants and conditions and all property which by annexation in accordance with the terms and provisions of same may later become subject to the restrictive covenants and conditions is referred to herein as the "Property."

It is intended that this corporation shall be deemed a homeowner's association as defined in Section 528 of the Internal Revenue Code of 1954, as amended, and shall be exempt from federal and state income taxation as provided by Section 528 and related applicable Mississippi laws. The provisions of this Charter of Incorporation, the Bylaws of the corporation, and other action taken by the corporation shall be construed as intended at all times to meet the requirements for this tax-exempt status.

This corporation is organized and operated to provide for the management, maintenance and care of association property and no part of the net earnings of such corporation shall inure (other than by acquiring, constructing or providing management, maintenance and care of association property and other than by a rebate of excess membership dues, fees or assessments) to the benefit of any private shareholder, member or individual. The corporation shall not directly or indirectly participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The corporation shall not be operated primarily as a social club for the benefit, pleasure or recreation of its members, nor shall the corporation carry on a

business with the general public in a manner similar to organizations operated for profit.

Should the corporation be dissolved and finally liquidated, the Board of Directors of the corporation (herein referred to as the "Board of Directors"), after first paying or making provision for payment of all lawful debts and liabilities of the corporation, shall distribute all of the remaining assets of the corporation to whichever one or more of the following categories of recipients the Board of Directors in its discretion shall determine, to wit:

(a) to a nonprofit organization or organizations having aims and objectives similar to those of this corporation; or

(b) to the owners of the lots comprising the property in proportion to their rights thereto.

The word lot shall mean and refer to each subdivision lot constituting a part of the property which is improved or will be improved with a residential dwelling and which is not owned in common with the owners of other residential dwellings, and shall be deemed to refer to each separate dwelling located on a subdivision lot, whether or not such dwelling shall have the same or different ownership.

(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 nonpayment of dues; shall vest in each member the right to one vote in the election of all officers; shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets; and there shall be no individual liabilities against the members for corporate debts, but the entire corporate

property shall be liable for the claims of creditors.

(8) The corporation shall have all rights and powers reasonably necessary to accomplish the aforesaid purposes, including, but not limited to, the right and power to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the association as set forth in the restrictive covenants and conditions applicable to the property and as the same may be amended from time to time as therein provided, said restrictive covenants and conditions being incorporated herein as if set forth at length;

(b) to acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use and otherwise dispose of any real or personal property, or any interest, license or easement therein or thereon; and

(c) to borrow money and execute evidences of indebtedness, and to secure any indebtedness by mortgage, deed of trust, pledge, or other lien; and

(d) to enter into and perform any kind of activity or undertaking, contractual or otherwise, incident to the accomplishment of the purposes of the corporation; and

(e) to employ whatever managers, persons or entities as may be appropriate to accomplish the purposes of the

corporation, and to delegate authority to any of same; and

(f) to fix, levy, collect and enforce payment by any lawful means of all charges and assessments imposed pursuant to the restrictive covenants and conditions, and to make patronage refunds of any such charges or assessments if appropriate; and

(g) to pay all expenses and fees incurred in carrying out the purposes of the corporation, including, but not limited to, all license costs, taxes and governmental charges levied or imposed against the corporation or its property; and

(h) to enter into mergers or consolidations with other corporations; and

(i) to regulate and design the appearance of the properties comprising Oak Dale Park, Phase I, and in general to do all things necessary or appropriate to accomplish the purposes set forth in the restrictive covenants and conditions and any amendments or supplements thereto; and

(j) to fix the amount of the dues, if any, to be paid by the members of this corporation, provided that the charges and assessments mentioned in subparagraph (f) of this paragraph 8 shall not be dues and shall not be treated as dues for any purpose; and

(k) to bring or defend any suit,

action or proceeding involving the corporation, and to file and enforce liens, and to suspend membership rights; and

(l) to do any and all things legally necessary or appropriate to effectuate any of the foregoing powers, authorities and purposes, provided that the rights and powers herein set forth shall be exercised only to the extent reasonably necessary to accomplish the purposes of the corporation.

(9) The persons eligible for membership in the corporation shall be and consist of each and every person who is, or who hereafter becomes, an owner of fee title to a lot comprising part of the property. The corporation shall have two classes of members, to wit:

CLASS A members shall be all members with the exception of declarant;

CLASS B members shall be the declarant.

(10) Each member shall have one vote for the election of each officer of the corporation. For all other purposes, the voting rights of the members shall be by class of membership and shall be as follows:

CLASS A members shall be entitled to one vote for each lot in which they hold the interest required for membership. When more than one person holds such an interest or interests in any lot, all such persons shall be members, and the vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any one lot.

CLASS B members shall be entitled to three votes for each lot in which declarant holds the interest required for

membership. When the total votes outstanding in the Class A membership equal the votes outstanding in the Class B membership, then the Class B membership shall cease and be converted into Class A membership. Notwithstanding the foregoing, on January 1, 1990, all Class B memberships shall cease and be converted to Class A memberships.

(11) In every case, membership in the association shall be appurtenant to the ownership of a lot. A membership shall not be held, assigned, transferred, pledged, hypothecated, encumbered, conveyed or alienated in any manner except in conjunction with and as an appurtenance to the ownership, assignment, transfer, pledge, hypothecation, encumbrance, conveyance or alienation of the lot to which the membership is appurtenant.

(12) The affairs of the association shall be managed and controlled by a board of directors consisting of the number of individuals from time to time prescribed by the Bylaws, which number, however, shall not be less than three nor more than nine. Directors need not be members of the association.

Directors shall be elected by the members at annual members' meetings and shall serve until their successors shall be elected and qualified in accordance with the Bylaws.

(13) The members of this corporation shall have no preemptive right to acquire any memberships in the corporation which may be issued or made available at any future time.

(14) The names and addresses of the persons who are to serve as the initial board of directors are as follows, to wit:

W. Paul McGee	1203 Sixth Street North Columbus, MS 39701
J. Michael Leach	1417 Robin Hood Drive Columbus, MS 39701
Rachel G. McGee	1203 Sixth Street North Columbus, MS 39701

(15) This Charter of Incorporation may be amended only

upon the affirmative vote of at least two-thirds (2/3) of the then members.

WITNESS the signatures of the incorporators on this, the 10th day of April, 1985.

W. Paul McGee

J. Michael Leach

Rachel G. McGee

STATE OF MISSISSIPPI

COUNTY OF LOWNDES

On this day, personally appeared before me, the undersigned authority in and for the county and state aforesaid, the above and within named W. PAUL McGEE, J. MICHAEL LEACH and RACHEL G. McGEE, incorporators of the corporation known as Oakdale Homeowners Association, Inc., who acknowledged that they signed and delivered the above and foregoing Charter of Incorporation as their acts and deed.

WITNESS my signature and official seal of office on this, the 10th day of April, 1985.

Notary Public

(S E A L)

My commission expires:

1-7-1989

Received at the office of the Secretary of State this, the 17th day of April, 1985, together with the sum of $20.00, deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dixie McGuire
Secretary of State

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

This, the 19th day of April, 1985.

Edwin Lloyd Pittman
EDWIN LLOYD PITTMAN
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 SUN-HERALD COMMUNITY FUND, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 23rd day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

MINUTES OF A MEETING OF
THE SUN-HERALD COMMUNITY FUND ASSOCIATION

BE IT REMEMBERED, that on the 4th day of March, 1985, a meeting of the members of The Sun-Herald Community Fund Association was held at 10:00 o'clock A. M. at the offices of Gulf Publishing Company, Inc., 320 Debuys Road, Gulfport, Mississippi, at which meeting were present a majority of the members of the said The Sun-Herald Community Fund Association. Roland Weeks, Jr., President, presided and there were also present: Joan Tarrant, Merrit S. Firmin, and Ralph E. Quinn. The purpose of the meeting was to take the necessary action to incorporate. On motion made, duly seconded and, upon a vote, carried, the following resolution was adopted:

RESOLUTION DIRECTING INCORPORATION

WHEREAS, heretofore the purposes of this unincorporated association have been carried out largely through the Gulf Publishing Company, Inc., employer of the members of this association; and

WHEREAS, it is the desire of the association to be incorporated to more effectively further the purposes set out in the draft charter of the proposed corporation which said draft is attached hereto and made a part hereof.

NOW, THEREFORE, BE IT RESOLVED that The Sun-Herald

Community Fund be incorporated under the laws of the State of Mississippi as a non-profit corporation under the name of The Sun-Herald Community Fund, Inc. and that Roland Weeks, Jr., Joan Tarrant, Merrit S. Firmin, and Ralph E. Quinn be and they are hereby authorized, empowered, and directed to proceed to said incorporation and to do any and all things necessary to complete the incorporation process.

There being no further business to come before the meeting, it was on motion made, duly seconded and, upon a vote, carried, adjourned.

29th WITNESS the signature of the secretary, on this the day of March, 1985.

Joan Tarrant
Secretary

I hereby certify that the above and foregoing is a true and correct copy of an extract from the minutes of The Sun-Herald Community Fund Association pertaining to the meeting held on March 4,, 1985.

WITNESS my signature, on this the 29th day of March, 1985.

Joan Tarrant
Secretary

ARTICLES OF INCORPORATION
OF
THE SUN-HERALD COMMUNITY FUND, INC.

1. The corporate title of the corporation is: The Sun-Herald Community Fund, Inc.

2. The domicile of the corporation is 320 Debuys Road, Gulfport, Mississippi 39501.

3. The names and adresses of the incorporators are: Roland Weeks, Jr., 10 Rivers Bend, Gulfport, Mississippi 39501; Joan Tarrant, 1531 Lafayette, Biloxi, Mississippi 39530; Merrit S. Firmin, 90 Fiber Street, Bay St. Louis, Mississippi 39520; Ralph E. Quinn, 102 Sylvan Drive, Gulfport, Mississippi 39503.

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

5. This corporation is a non-profit religious organization or society and no shares of stock shall be issued.

6. The period of existence shall be perpetual.

7. The purposes, not contrary to law, for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law and to operate as a community fund for charitable, scientific, literary, and educational purposes.

The rights and powers of the corporation shall include the right to adopt By-laws not inconsistent with the laws of the State of Mississippi, to sue and be sued, prosecute and be prosecuted to judgment and satisfaction

before any court, to have a corporate seal, to contract and be contracted with within the limits of the corporate powers, to own, purchase or receive gifts of real and personal property or mixed property, to sell, lease and convey real and personal property, to borrow money and secure the same by mortgage or otherwise, to issue bonds, and to secure them, to lend money and to guarantee loans related to its corporate purpose, and to do any and all things permitted by law considered by the Board of Directors to be in keeping with and in furtherance of its stated corporate purpose.

Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization 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.

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

The members of the corporation shall be Roland Weeks, Jr.; Joan Tarrant; Merrit S. Firmin; and Ralph E. Quinn.

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 vest in each member the right to one vote in the

election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

DATED, this 29th day of March, 1985.

Roland Weeks, Jr.

Joan Tarrant

Merrit S. Firmin

Ralph E. Quinn

STATE OF MISSISSIPPI

COUNTY OF HARRISON

I, Jackie L. Lewis, Notary Public, hereby certify that on the 29th day of March, 1985, personally appeared before me, Roland Weeks, Jr., Joan Tarrant, Merrit S. Firmin, and Ralph Quinn, who each being by me first duly sworn declared that they are the incorporators of The Sun-Herald Community Fund, Inc.; that they executed the foregoing document as the incorporators of the corporation, and that the statements therein contained are true.

GIVEN under my hand and official seal on this the 29th day of March, 1985.

Jackie L. Lewis
Notary Public

My Commission Expires:
May 23, 1988

Received at the office of the Secretary of State, this the 12 day of April

A. D., 19 95, together with the sum of $ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Molpus
SECRETARY OF STATE.

Jackson, Miss.,

April 19th

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.

Edwin Lloyd Pittman
ATTORNEY GENERAL.

By Richard M. Allen
Special Assistant Attorney General.

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State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

GULFPORT POWER BOAT 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 23rd day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF Gulfport Power Boat 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 Gulfport Power Boat 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 S. D. "Buddy" Bethea-President, Mark Hathcock-Vice President, and Alisa Bethea - Secretary are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Gulfport Power Boat 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, Alisa Bethea, 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 April 15, 1985 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 16th day of April 1985

Secretary Alisa M. Bethea

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: Gulfport Power Boat 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
S. D. "Buddy" Bethea	13 52nd Avenue	Gulfport	Mississippi
Mark Hatncock	1234 25th Avenue	Gulfport	Mississippi
Alisa Bethea	13 52nd Avenue	Gulfport	Mississippi

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

3. The domicile is at 941 Pass Road (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.)

Gulfport Power Boat Association, Inc. is a non-profit and charitable organization with no shares of stock to be issued and is an organization as authorized by Section 79-11-1, Mississippi Code, (1972), and amendments thereto.

5. Period of existence shall be perpetual.

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

The purpose of the Gulfport Power Boat Association, Inc. is to promote boat races and related activities at Gulfport Lake and in the Harrison County, Mississippi area in order to raise monies for charities such as Harrison County Mental Health Association and The Special Olympics.

The rights and powers of Gulfport Power Boat Association, Inc. shall be those reasonably necessary to accomplish the stated purpose of Gulfport Power Boat Association, Inc.

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: S. D. "Buddy" Bethea
S. D. "Buddy" Bethea - President

Mark Hathcock
Mark Hathcock - Vice President

Alisa M. Bethea
Alisa Bethea - Secretary

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Harrison

This day personally appeared before me, the undersigned authority S. D. "Buddy" Bethea, Mark Hathcock, Alisa Bethea, _____, _____, _____

incorporators of the corporation known as the Gulfport Power Boat 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 16th day of April, 1985

My Commission Expires: 11/30/85

Sheryl R. Harris (Sheryl Boyle)

STATE OF MISSISSIPPI

County of _____

This day personally appeared before me, the undersigned authority _____, _____, _____, _____, _____, _____

incorporators of the corporation known as the _____

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

Received at the office of the Secretary of State this the 18th day of April A.D., 1985, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Molpus
Secretary of State

Jackson, Miss., April 19th, 1985

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.

Edwin Lloyd Pittman
Attorney General

By Richard M. Allen
Assistant Attorney General

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

BOOK 307 PAGE 736

State of Mississippi

EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

QUALITY HOME HEALTH CARE OF THE GULF COAST, INC.

changed from:

QUALITY HOME HEALTH CARE, INC.

is hereby approved.

Attest:

In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 23rd day of April, 1985.

William A. Allain

Secretary of State.

Governor.

Dave Morgan

CERTIFIED COPY OF RESOLUTION
ADOPTED BY

QUALITY HOME HEALTH CARE, INC.

AT A MEETING OF THE MEMBERS HELD ON

February 1, 1985

AUTHORIZING AND DIRECTING THE AMENDMENT OF
THE CHARTER OF INCORPORATION OF

QUALITY HOME HEALTH CARE, INC.

WHEREAS, Quality Home Health Care, 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 Quality Home Health Care, Inc. that its charter is amended as follows:

The name of Quality Home Health Care, Inc., shall be changed to:

QUALITY HOME HEALTH CARE OF THE GULF COAST, INC.

CERTIFICATE

I, Frederic D. Rogers, Jr., President or Secretary of Quality Home Health Care, 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 Quality Home Health Care, Inc. in a meeting assembled on the 1st day of February, 19 85 in Biloxi, Mississippi.

WITNESS MY SIGNATURE, this 16th day of April, 19 85

President or Secretary

C-30A-2

BOOK 307 PAGE 738

ARTICLES OF AMENDMENT TO THE
CHARTER OF INCORPORATION
OF

QUALITY HOME HEALTH CARE, INC.

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

FIRST: The name of Quality Home Health Care, Inc., shall be changed to:

QUALITY HOME HEALTH CARE OF THE GULF COAST, INC.

SECOND: The amendment of the Charter of Incorporation was adopted by the members of the corporation on February 1, 19 85, at a regular meeting of the members of the corporation at Biloxi, Mississippi.

DATED: This the 16th day of April, 19 85.

SIGNED: Quality Home Health Care, Inc.
(Name of Corporation)

BY: [signature]
President or Secretary

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
COUNTY OF Harrison

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Frederic D. Rogers, Jr.,

President or Secretary of Quality Home Health Care, Inc.,
who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Charter of Incorporation of Quality Home Health Care, Inc., on this the 16 day of April, 19 85.

Mary Ellen P. Pack
NOTARY PUBLIC

My Commission expires: My Commission Expires Aug. 13, 1988

C-30A-1

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

A. D., 1985, together with the sum of $ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dine Mangum
SECRETARY OF STATE.

Jackson, Miss.,

April 19th, 1985

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.

Edwin Lloyd Pittman
ATTORNEY GENERAL.

By Richard M. Allen
Special Assistant Attorney General.

C-54

BOOK 307 PAGE 740

State of Mississippi

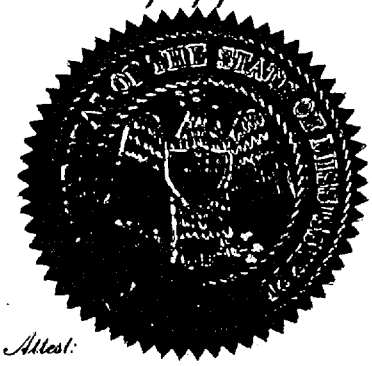
EXECUTIVE OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

INTERNATIONAL ORDER OF TWELVE OF KNIGHTS AND DAUGHTERS OF TABOR, IN MISSISSIPPI

is hereby approved.



In Testimony Whereof, *I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed, this the* 23rd day of April, 1985.

Attest:

Dave Morgan

Secretary of State.

William A. Allain

Governor.

CERTIFIED COPY OF RESOLUTION ADOPTED BY THE INTERNATIONAL ORDER OF TWELVE, OF KNIGHTS AND DAUGHTERS OF TABOR, IN MISSISSIPPI, A NON-PROFIT CORPORATION, BY THE WRITTEN CONSENT AND RATIFICATION OF THE OFFICERS AND MEMBERS OF THE CORPORATION ADOPTING AND APPROVING THE PROPOSED AMENDMENT TO THE CHARTER OF THE CORPORATION.

WHEREAS, The International Order of Twelve of Knights and Daughters of Tabor, in Mississippi, is a non-profit corporation chartered by and under the laws of the State of Mississippi, and

WHEREAS, the members and officers of the International Order of Twelve, of Knights and Daughters of Tabor, in Mississippi, have met and adopted and approved a proposed amendment to the charter of the corporation to specify its charitable and beneficent purposes and provide for the corporation's power and authority to do all things legal and necessary to accomplish its charitable and beneficent purposes and objectives, it is

THEREFORE, RESOLVED, by the members and officers of the International Order of Twelve, of Knights and Daughters of Tabor, in Mississippi, that the charter of the corporation be amended as follows:

That ARTICLE 1 be amended by the addition of the following provisions and statement of purposes and objectives, so that ARTICLE 1 shall read as follows:

ARTICLE 1. R. D. Smith, Sara L. Perkins, H. B. Brown, W. L. Smith, A. T. Hood, Bell Gort, and their successors and associates, are hereby created a body corporate under the name and style of the International Order of Twelve, of Knights and Daugthers of Tabor, in Mississippi. This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempted organizations under §501(c)(3) and (8) of the United States Internal

EXHIBIT "A"

Revenue Code of 1954, of the corresponding provisions of any future United States Internal Revenue Code, and in compliance with the provisions of Miss. Code Ann. §§79-11-1 et. seq. (1972), and any future corresponding provisions of the Mississippi Code. 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 this Charter. No substantial part of the activities of the corporation shall involve 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 activites not permitted to be carried on (a) by a corporation exempted from federal income tax under §501(c)(3) and (8) of the United States 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 §170(c)(2) of the United States Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law). Upon the dissolution of the corporation, the Board of Grand Curators 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 or operating exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempted organization or organizations under §501(c)(3) and (8) or the United States Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Curators shall determine. Any such assets not so disposed of shall be disposed of by the Chancery Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said

Court shall determine, which are organized and operated exclusively for such purposes.

That ARTICLE 2 of the Charter of the Corporation be amended to provide as follows:

ARTICLE 2. The corporation shall be capable of making and entering into contracts in its corporate name, suing and being sued in its corporate name, and may have a seal, acquire and hold property of all kinds, real and personal and mixed, without limitation, in any amount allowed by law and consistent with the activities permitted to be carried on by a corporation exempted from federal income tax under §501(c)(3) and (8) of the United States Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law). The corporation may own and operate a hospital for its members, and may hospitalize non-members therein, and charge for same or provide such services on a charitable basis. The corporation shall have the power and authority to solicit and accept gifts or donations of money or any other kind of property from any source and in any amount allowed by law, and shall have the power to borrow money from any source and secure the repayment of same, and the corporation may convey and pledge its property of any kind whatsoever as security for its obligations or to achieve its purposes and objectives consistent with the corporation's charter and the law. The corporation shall have the power and authority to do all things lawful, subject to the limitations imposed on activites carried on by corporations exempted from federal income tax under §501(c)(3) and (8) of the United States Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), and the corporation shall likewise have the power and authority to do all things necessary or required to be done for the successful accomplishment of the purposes and objectives of the corporation as set out in its charter. The corporation shall have the power and authority to conduct and enter into all transactions, activities, purchases, and obligations of any nature whatsoever to render aid, care, assistance, financial support, medical services, housing, transportation, and education for the benefit of elderly persons, handicapped persons, sick or disabled persons, and persons in economic distress and without means of substantial support.

That ARTICLE 3, SECTION 5 of the Charter of the Corporation shall be amended to provide as follows:

> ARTICLE 3, SECTION 5. The corporation shall have the power to levy assessments against its members in amounts fixed by the by-laws of the corporation, after the assessments have been approved by the insurance commissioner of the State of Mississippi, for the purpose of creating an endowment fund, and for the purpose of taking care of the sick and distressed members of the corporation, and for the purpose of providing burial for their deceased members, and for the purpose of providing other objects of charity as may be prescribed by the by-laws of the corporation and consistent with the purposes and objectives of the corporation. The corporation shall also have the power to levy assessments in amounts fixed by the by-laws of the corporation, for the purpose of building or enlarging and maintaining the corporation's hospital. The corporation shall be without capital stock, and shall be a fraternal organization organized and carried on for the purposes and objectives of its members and their beneficiaries and such other objects of the corporation's charity as may be consistent with the purposes and objectives of the corporation. The corporation shall be a non-profit corporation, without the issuance of any shares of stock. The corporation shall have a lodge system and representative form of government, and shall limit its membership to selected members of the fraternity, and shall make provision for the payment of benefits according to and within §5749, Code of Mississippi, 1942 (Miss. Code Ann. §83-29-9 (1972)). The corporation shall have the power to make application to the Mississippi Commission of Hospital Care, for "state grants-in-aid for community hospital construction", and shall have the power to make application for federal aid from the United States government and shall receive such aid from these agencies as they may furnish to be used and disbursed consistent with the purposes and objectives of the corporation, and the corporation shall have the power to enter into such contracts and agreements with federal and state agencies for the purposes and objectives of the corporation.

That ARTICLE 3 of the corporation shall be amended by the addition of a new subsection to ARTICLE 3, being SECTION 6 of

ARTICLE 3 of the Charter of the Corporation, as follows:

> ARTICLE 3, SECTION 6. The corporation shall have the power and authority to make application for and receive from responsible agencies of the United States government and the government of the State of Mississippi grants funds and to expend and disburse such funds for the stated purposes and objectives of the corporation, and the corporation shall have the power and authority to serve as the sponsoring agency or sponsoring corporation for projects and activites funded by departments or agencies of the United States government and/or the government of the State of Mississippi consistent with the purposes and objectives of the corporation. The corporation shall have the power and authority to enter into all contractual and other legal obligations and undertakings necessary in connection with its activities under this section of the charter of the corporation and consistent with the purposes and objectives of the corporation.

That ARTICLE 5 of the Charter of the Corporation shall be amended to provide as follows:

> ARTICLE 5. The existence, power, and authority of the corporation, shall be consistent with the laws of the State of Mississippi under which it is organized, and shall be perpetual, provided, nevertheless, that the charter of the corporation shall at all times be subject to alteration, amendment, or repeal consistent with the laws of the State of Mississippi governing non-profit corporations.

BE IT FURTHER RESOLVED, that the Chief Grand Mentor (President) and the Chief Grand Scribe (Secretary) of the corporation, be and they are hereby authorized and directed to perform acts requisite to secure the filing, approval, and recordation of the foregoing amendments to the charter of the corporation.

K. H. SMITH (President)
Grand Chief Mentor

L. J. JORDAN, JR., (Secretary)
Grand Chief Scribe

CERTIFICATE

We, K. H. Smith (President), Grand Chief Mentor of The International Order of Twelve, of Knights and Daughters of Tabor, in Mississippi, and L. J. Jordan, Jr. (Secretary), Grand Chief Scribe of said Corporation do hereby certify that the above and foregoing Resolution is a true and correct copy of a Resolution adopted by the members of The International Order of Twelve, of Knights and Daughters of Tabor, in Mississippi, by their consent to and ratification of the Proposed Amendment to the Charter of the Corporation, to which Proposed Amendment this Certified Copy of Resolution is attached as Exhibit "A", and dated the 9 day of April, 1985.

Witness our signatures, this the 9 day of April, 1985.

K. H. Smith
K. H. SMITH

L. J. Jordan Jr
L. J. JORDAN, JR.

PROPOSED AMENDMENT TO CHARTER OF THE INTERNATIONAL ORDER OF TWELVE, OF KNIGHTS AND DAUGHTERS OF TABOR, IN MISSISSIPPI

That ARTICLE 1 be amended by the addition of the following provisions and statement of purposes and objectives, so that ARTICLE 1 shall read as follows:

ARTICLE 1. R. D. Smith, Sara L. Perkins, H. B. Brown, W. L. Smith, A. T. Hood, Bell Gort, and their successors and associates, are hereby created a body corporate under the name and style of the International Order of Twelve, of Knights and Daugthers of Tabor, in Mississippi. This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempted organizations under §501(c)(3) and (8) of the United States Internal Revenue Code of 1954, of the corresponding provisions of any future United States Internal Revenue Code, and in compliance with the provisions of Miss. Code Ann. §§79-11-1 et. seq. (1972), and any future corresponding provisions of the Mississippi Code. 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 this Charter. No substantial part of the activities of the corporation shall involve 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 activites not permitted to be carried on (a) by a corporation exempted from federal income tax under §501(c)(3) and (8) of the United States 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 §170(c)(2) of the United States Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law). Upon the disso-

lution of the corporation, the Board of Grand Curators 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 or operating exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempted organization or organizations under §501(c)(3) and (8) or the United States Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Curators shall determine. Any such assets not so disposed of shall be disposed of by the Chancery Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

That ARTICLE 2 of the Charter of the Corporation be amended to provide as follows:

ARTICLE 2. The corporation shall be capable of making and entering into contracts in its corporate name, suing and being sued in its corporate name, and may have a seal, acquire and hold property of all kinds, real and personal and mixed, without limitation, in any amount allowed by law and consistent with the activities permitted to be carried on by a corporation exempted from federal income tax under §501(c)(3) and (8) of the United States Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law). The corporation may own and operate a hospital for its members, and may hospitalize non-members therein, and charge for same or provide such services on a charitable basis. The corporation shall have the power and authority to solicit and accept gifts or donations of money or any other kind of property from any source and in any amount allowed by law, and shall have the power to borrow money from any source and secure the repayment of same, and the corporation may convey and pledge its property of any kind whatsoever as security for its obligations or to achieve its purposes and objectives consistent with the corporation's charter and the law. The corporation shall have the power and authority

to do all things lawful, subject to the limitations imposed on activites carried on by corporations exempted from federal income tax under §501(c)(3) and (8) of the United States Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), and the corporation shall likewise have the power and authority to do all things necessary or required to be done for the successful accomplishment of the purposes and objectives of the corporation as set out in its charter. The corporation shall have the power and authority to conduct and enter into all transactions, activities, purchases, and obligations of any nature whatsoever to render aid, care, assistance, financial support, medical services, housing, transportation, and education for the benefit of elderly persons, handicapped persons, sick or disabled persons, and persons in economic distress and without means of substantial support.

That ARTICLE 3, SECTION 5 of the Charter of the Corporation shall be amended to provide as follows:

ARTICLE 3, SECTION 5. The corporation shall have the power to levy assessments against its members in amounts fixed by the by-laws of the corporation, after the assessments have been approved by the insurance commissioner of the State of Mississippi, for the purpose of creating an endowment fund, and for the purpose of taking care of the sick and distressed members of the corporation, and for the purpose of providing burial for their deceased members, and for the purpose of providing other objects of charity as may be prescribed by the by-laws of the corporation and consistent with the purposes and objectives of the corporation. The corporation shall also have the power to levy assessments in amounts fixed by the by-laws of the corporation, for the purpose of building or enlarging and maintaining the corporation's hospital. The corporation shall be without capital stock, and shall be a fraternal organization organized and carried on for the purposes and objectives of its members and their beneficiaries and such other objects of the corporation's charity as may be consistent with the purposes and objectives of the corporation. The corporation shall be a non-profit corporation, without the issuance of any shares of stock. The corporation shall have a lodge system and representative form of government, and shall limit its

membership to selected members of the fraternity, and shall make provision for the payment of benefits according to and within §5749, Code of Mississippi, 1942 (Miss. Code Ann. §83-29-9 (1972)). The corporation shall have the power to make application to the Mississippi Commission of Hospital Care, for "state grants-in-aid for community hospital construction", and shall have the power to make application for federal aid from the United States government and shall receive such aid from these agencies as they may furnish to be used and disbursed consistent with the purposes and objectives of the corporation, and the corporation shall have the power to enter into such contracts and agreements with federal and state agencies for the purposes and objectives of the corporation.

That ARTICLE 3 of the corporation shall be amended by the addition of a new subsection to ARTICLE 3, being SECTION 6 of ARTICLE 3 of the Charter of the Corporation, as follows:

ARTICLE 3, SECTION 6. The corporation shall have the power and authority to make application for and receive from responsible agencies of the United States government and the government of the State of Mississippi grants funds and to expend and disburse such funds for the stated purposes and objectives of the corporation, and the corporation shall have the power and authority to serve as the sponsoring agency or sponsoring corporation for projects and activites funded by departments or agencies of the United States government and/or the government of the State of Mississippi consistent with the purposes and objectives of the corporation. The corporation shall have the power and authority to enter into all contractual and other legal obligations and undertakings necessary in connection with its activities under this section of the charter of the corporation and consistent with the purposes and objectives of the corporation.

That ARTICLE 5 of the Charter of the Corporation shall be amended to provide as follows:

ARTICLE 5. The existence, power, and authority of the corporation, shall be consistent with the laws of the State of Mississippi under which it is organized, and shall be perpetual, provided, nevertheless, that the charter of the corporation shall at all times be

subject to alteration, amendment, or repeal consistent with the laws of the State of Mississippi governing non-profit corporations.

That the Chief Grand Mentor (President) and the Chief Grand Scribe (Secretary) of the corporation, be and they are hereby authorized and directed to perform acts requisite to secure the filing, approval, and recordation of the foregoing amendments to the charter of the corporation.

K. H. SMITH (President)
Grand Chief Mentor

L. J. JORDAN, JR., (Secretary)
Grand Chief Scribe

STATE OF MISSISSIPPI
COUNTY OF BOLIVAR

This day personally appeared before me, the undersigned authority in and for the above county and state, the above named K. H. Smith, Grand Chief Mentor of The International Order of Twelve, of Knights and Daughters of Tabor, in Mississippi (President) acting for and on behalf of said corporation, who, having been first by me duly placed on his oath, deposes and says that he executed the above and foregoing proposed Amendment to the Charter of Incorporation of said Corporation as its own voluntary act and deed, and that he is so authorized to do by the authority of a Resolution adopted by the members and officers of the Corporation.

K. H. SMITH (President)
Grand Chief Mentor

Sworn to and subscribed before me on this the 9 day of April, 1985.

NOTARY PUBLIC

My Commission Expires:
November 7, 1987

ENDORSEMENT OF SECRETARY OF STATE

Received at the Office of the Secretary of State, this, the 12th day of April, 1985, A.D., the above and foregoing Proposed Amendment to Charter of the Corporation, The International Order of Twelve, of Knights and Daughters of Tabor, in Mississippi, together with the sum of $10.00 deposited to cover the recording fee and referred to the Attorney General for his opinion.

Dick Molpus
SECRETARY OF STATE

ENDORSEMENT OF ATTORNEY GENERAL

I have examined this Proposed Amendment to Charter of Incorporation and am of the opinion that it does not violate the Constitution and laws of this State, or of the United States. This April 19th, 1984

Edwin Lloyd Pittman
ATTORNEY GENERAL
by Richard M. Allen
Special Assistant Attorney General

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

CASSANOVA 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 26th day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

RESOLUTION OF Cassanova 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 Cassanova 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 Johnny McCreary, Robert Lee Richardson, & Booker T. Rankins are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Cassanova 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, Booker T. Rankins, 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 April 10, 1985 at Cassanova Club, Inc. at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 10th

day of April 1985

Secretary Booker T. Rankins

C-30-3

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

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is:

Cassanova 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
Johnny McCreary	5605 Pine Island Rd.,	Moss Point,	Mississippi
Robert Lee Richardson	4848 Saphire Street,	Moss Point,	Mississippi
Booker T. Rankins	4006 Machpelah Road,	Moss Point,	Mississippi

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

3. The domicile is at 5502 Fredrick Street, Moss Point, Mississippi
(Street and No.) (City) (State)

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

This corporation is non-profit and no shares of stock shall be issued and shall be a civic improvement society as shown in Section 79-11-1, Mississippi Code 1972, annotated.

5. Period of existence shall be perpetual.

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

To aid and assist widows and orphans and any and all persons in need of assistance in whatever means and to raise such money as may be necessary to aid those persons who are in need by providing such funds or shelter as may be needed by the poor.

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:

[illegible]	Johnny McCreary
[illegible]	Robert Lee Richardson
[illegible]	Booker T. Rankins

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Jackson

This day personally appeared before me, the undersigned authority Johnny McCreary Robert Lee Richarson, Booker T. Rankins

incorporators of the corporation known as the Cassanova Club, Inc.

who acknowledged that ~~(he)~~ (they) signed and delivered the above and foregoing charter of incorporation as ~~(his)~~ (their) act and deeds on this the 10th day of April, 1985

My Commission Expires My Commission Expires Jan. 12, 1987

(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 23rd day of April A.D. 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Morgan

Secretary of State

Jackson, Miss., April 24th, 1985

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.

Edwin Lloyd Pittman

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 BETHEL 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 26th day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

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

Be it resolved by the members of The Bethel Cemtery Association, Inc., an unincorporated association of individuals, that it is the best interests of this assocation that it be forthwith incorporated as a non-profit corporation under the law of the State of Mississippi applicable thereto and that Lamar Burkes, Willis Brock, Alton Johnson and J. D. Richardson are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named The Bethel Cemetery 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, Mattie E. Brock, 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 18 day of April, 1985, at Carthage, Mississippi, at which a majority of the members were present, and said meeting was duly and properly called and held.

WITNESS MY SIGNATURE, this the 18 day of April, 1985.

Mattie E.
Mrs W. S. Brock
Secretary
MATTIE E. BROCK

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

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

THE CHARTER OF INCORPORATION OF

1. The corporate title of said company is:

THE BETHEL CEMETERY ASSOCIATION, INC.

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

Name	Street & No.	City	State
Lamar Burkes	P. O. Box 211	Ridgeland	MS. 39157
Willis Brock	Route 1	Kosciusko	MS. 39090
Alton Johnson	Route 1	Kosciusko	MS. 39090
J. D. Richardson	Route 1	Kosciusko	MS. 39090

ALL INCORPORATORS ARE ADULT RESIDENT CITIZENS OF MISSISSIPPI.

3. The domicile is at Route 1 (Street and No.) Kosciusko, Mississippi 39090 (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)
Said corporation is organized under Section 79-11-1, Mississippi Code Annotated (1972), as amended, as a non-profit, non-share corporation, the corporation being created to establish, provide and maintain a uniform low-cost cemetery for the burial of the dead, as authorized by law. It is a cemetery corporation.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:
1) The rights and powers of The Bethel Cemetery Association, Inc., shall be limited as follows if IRS S501 (c) (3) tax exempt status is granted.

2) In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501 (c) (3) and 170 (c) (2) 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 purpose.

3) 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 provisions of any future United States internal revenue law.
4) To acquire, hold, improve, maintain and/or dispose of real or personal property, and to do any and all things and perform all acts necessary and pertinent to the purpose thereof.

5) To receive and accept contributions of real and/or personal property, including, but not limited to, monies and land, to be used to accomplish the purposes of the corporation.

(continued on next page)

6) To establish and maintain funds and/or accounts, for use in accomplishing the purposes of the corporation, but no part of the monies, funds, land, or other real or personal property shall be used for the benefit of any person or individual, but shall only be used to accomplish the purpose of the corporation.

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

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

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: Lamar Burkes
Willis Brock
Alton Johnson
J. D. Richardson
J. D. Richardson

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of LEAKE

This day personally appeared before me, the undersigned authority Lamar Burkes, Willis Brock, Alton Johnson, J. D. Richardson, _____, _____ incorporators of the corporation known as the THE BETHEL CEMETERY 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 18 day of April, 1985

My Commission Expires: 7/23/87 Vernon R. Cotten NOTARY PUBLIC

STATE OF MISSISSIPPI
County of _____

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

Received at the office of the Secretary of State this the 23rd day of April A.D., 1985, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dave Mayhew
Secretary of State

Jackson, Miss., April 24, 1985

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.

Edwin Lloyd Pittman
Attorney General

By Richard M. Allen
Assistant Attorney General

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

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

TEMPLE-HILL 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 26th day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dave Molpus

Secretary of State

RESOLUTION OF Temple-Hill 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 Temple-Hill 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 Tim Hill, J. W. McFarland and W. W. Watkins

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Temple-Hill Hunting Club, Inc.

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

CERTIFICATE

I, J. W. McFarland, 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 March 30, 1985 at Meadville, Mississippi at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 30th

day of March 1985

Secretary J. W. McFarland

J. W. McFarland

C-30-3

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

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

NON-PROFIT

THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is: Temple-Hill 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
Tim Hill	105 Oak Street	Meadville	Mississippi
J. W. McFarland	Route 2	McCall Creek	Mississippi
W. W. Watkins	Post Office Box 794	McComb	Mississippi
	1525 Virginia ave.		

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

3. The domicile is at 105 Oak Street (Street and No.) Meadville (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 fraternal organization that 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:

To promote and encourage a promulgation of fish and game in the County of Franklin and State of Mississippi and elsewhere.

To buy, lease, hold and exercise all privileges of ownership in and to all real or personal property as may be necessary or convenient for the conduct and operation of the business of the corporation or incidental thereof.

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:

Tim M. Hill
TIM HILL

J. W. McFarland
J. W. McFARLAND

W. W. Watkins
W. W. WATKINS

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Franklin

This day personally appeared before me, the undersigned authority Tim Hill, J. W. McFarland, W. W. Watkins, incorporators of the corporation known as the Temple-Hill 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 15 day of April, 1985

My Commission Expires 4/21/85 Eva Neil Melton
(NOTARIAL SEAL)

Received at the office of the Secretary of State this the 23rd day of April A.D., 1985 together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Morgan
Secretary of State

Jackson, Miss., April 24th, 1985

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.

Edwin Lloyd Pittman
Attorney General

By Richard M. Allen
Special Assistant Attorney General

C-20-2

State of Mississippi

EXECUTIVE OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

ARKADELPHIA BAPTIST CHURCH, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 26th day of April, A. D., 1985.

William A. Allain

Governor

By the Governor

Dick Molpus

Secretary of State

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

BE IT RESOLVED, by the members of Arkadelphia Baptist Church, 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 Mrs. Rebecca Davis, Mr. William Sessums and Mr. Edwin Thead are elected, appointed, designated and authorized to act as incorporators in applying for a Charter of this association to be named Arkadelphia Baptist Church, Inc.; that they are fully empowered to do so and perform any and all other acts necessary to secure said Charter and to authorize the expenditure of such funds of the association as may be necessary so to do.

I, Mrs. Ree 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 12th day of December, 1984 at Bailey, 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 January, 1985.

Mrs. Ree Russell

MRS. REE RUSSELL
SECRETARY

CHARTER OF INCORPORATION
OF
ARKADELPHIA BAPTIST CHURCH, INC.

I.

The corporation title of said company is Arkadelphia Baptist Church, Inc.

II.

The names and post office addresses of the incorporators are:

Mrs. Rebecca Davis	Route 1, Box 143	Bailey, MS	39320
Mr. William Sessums	Route 1, Box 127	Bailey, MS	39320
Mr. Edwin Thead	Route 1, Box 366	Bailey, MS	39320

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

III.

The domicile is at Route 1, Box 147, Bailey, Mississippi.

IV.

The corporation is a nonprofit corporation and no shares of stock are to be issued. The corporation is created and shall act as a church corporation under the provisions of Section 79-11-1 of the Mississippi Code of 1972, Annotated, as amended.

V.

The period of existence shall be perpetual.

VI.

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

A) To acquire by purchase, lease, or otherwise and to maintain and hold title to suitable buildings, rooms and grounds, with suitable furnishings, fixtures and equipment in the County of Lauderdale, State of Mississippi, for the use and occupancy of its members; and to use and occupy same under such rules and regulations as may be adopted by said corporation, but not for profit.

B) The corporation shall have the power to lease, mortgage or otherwise incumber, sell or otherwise dispose of, any real or personal property; to elect from its membership such officers and committees as it may determine and to fix their tenure and to vest in them such authority as its by-laws may authorize, to have a corporate seal, and to adopt by-laws, rules and regulations. To do and perform any and all acts necessary or desirable in the fulfilling of any of the purposes set forth above.

VII.

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

Mrs. Rebecca Davis
MRS. REBECCA DAVIS

William Sessums
MR. WILLIAM SESSUMS

Edwin Thead
MR. EDWIN THEAD

STATE OF MISSISSIPPI

COUNTY OF LAUDERDALE

THIS DAY, personally appeared before me, the undersigned authority, MRS. REBECCA DAVIS, MR. WILLIAM SESSUMS and MR. EDWIN THEAD, incorporators of the corporation known as the ARKADELPHIA BAPTIST CHURCH, INC., who acknowledged that they signed and delivered the above and foregoing charter of incorporation as their act and deed on this the 15 day of APRIL, 1985.

NOTARY PUBLIC

My Commission Expires:

My Commission Expires April 16, 1988

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

A. D., 1985, together with the sum of $20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Dick Molpus
SECRETARY OF STATE.

Jackson, Miss.,

April 24, 1985

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.

Edwin Lloyd Pittman
ATTORNEY GENERAL.

By Richard M. Allen
Special Assistant Attorney General.

C-54